

## SELECTED TRANSACTIONS

### COMPLETED BY GRADY & ASSOCIATES

(in alphabetic order by client name under each caption)

#### SECURITIES OFFERINGS

Bank of Fincastle, Fincastle, Virginia – \$13.3 common stock offering conducted by FIG Partners, LLC. Grady & Associates acted as Placement Agent counsel for this offering to institutional and accredited investors in July 2017.

Buckeye Bancshares, Lorain, Ohio -- \$6 million public stock offering on a best efforts basis to Ohio residents only conducted by Donnelly Penman & Partners as placement agent. Grady & Associates represented the placement agent in this SEC Rule 147 intrastate offering completed in July, 2002.

CoBancorp Inc., Elyria, Ohio -- \$4.2 million dividend reinvestment plan on an SEC Form S-3 Registration Statement in May 1994. CoBancorp Inc., a \$640 million NASDAQ National Market System issuer and the parent of PremierBank & Trust, Elyria, Ohio, was acquired by FirstMerit Corp., Akron, Ohio in May 1998.

CoBancorp Inc., Elyria, Ohio -- \$2.0 million stock option prospectus on an SEC Form S-8 Registration Statement in December 1992.

Cortland Bancorp -- \$6.8 million stock option prospectus on an SEC Form S-8 Registration Statement in November 2015 for the Cortland Bancorp 2015 Omnibus Equity Plan and 2015 Director Equity Plan.

Emerald Financial Corp., Strongsville, Ohio -- 401(k) Plan on an SEC Form S-8 Registration Statement (\$1.3 million offering) in May 1997. Emerald Financial Corp. then was a \$600 million NASDAQ National Market System issuer and the parent of The Strongsville Savings Bank, Strongsville, Ohio. Emerald Financial was acquired by Fifth Third in August 1999.

Emerald Financial Corp., Strongsville, Ohio -- \$1.4 million stock option prospectus on an SEC Form S-8 Registration Statement in May 1997.

Emerald Financial Corp., Strongsville, Ohio -- \$7.3 million stock option prospectus on an SEC Form S-8 Registration Statement in April 1998.

Emerald Financial Corp., Strongsville, Ohio -- dividend reinvestment plan prospectus on an SEC Form S-3 Registration Statement (\$412,500 offering) in May 1998.

Enfin, Inc., Solon, Ohio (bank holding company for Enterprise Bank) -- \$750,000 private placement under Regulation D in Fall 1994. Enfin, Inc. was acquired by Second Bancorp, Inc., Warren, Ohio in 1998.

FC Banc Corp., Bucyrus, Ohio -- \$1.2 million stock option prospectus on an SEC Form S-8 Registration Statement in April 1997.

First Reliance Bancshares, Inc., Florence, South Carolina – \$2.2 million stock option prospectus on an SEC Form S-8 Registration Statement in July 2010 to increase the number of shares reserved for issuance under the 2006 Equity Incentive Plan.

GLB Bancorp, Inc., Mentor, Ohio -- \$19 million initial public offering in May 1998. Roney Capital Markets, Detroit, Michigan, served as the underwriter. GLB Bancorp, Inc. was then a \$73 million bank holding company trading on the NASDAQ SmallCap Market.

GLB Bancorp, Inc., Mentor, Ohio -- \$371,000 stock option prospectus on an SEC Form S-8 Registration Statement in July 1998.

Liberty State Bank, Twinsburg, Ohio -- \$1.2 million private placement offering in Fall 1994.

Middlefield Banc Corp., Middlefield, Ohio -- \$5.4 million dividend reinvestment plan on an SEC Form S-3D Registration Statement in July 2002. Also filed a state blue sky registration statements in Ohio in conjunction with the SEC Form S-3D Registration Statement. Middlefield Banc Corp. is the parent of The Middlefield Banking Company, Middlefield, Ohio.

Middlefield Banc Corp., Middlefield, Ohio -- \$11.5 million dividend reinvestment plan on an SEC Form S-3D Registration Statement in August 2012. Also filed a state blue sky registration statements in Ohio in conjunction with the SEC Form S-3D Registration Statement.

Middlefield Banc Corp., Middlefield, Ohio -- Form S-3 Registration Statement filed in October 2014 for \$5.1 million resale prospectus of shares acquired in private placement offering in January 2014. The Form S-3 constitutes Post-Effective Amendment No. 2 of the Form S-1 Registration Statement of Middlefield Banc Corp. which became effective on January 30, 2014. The Form S-3 Post-Effective Amendment was filed for the purpose of converting the Registration Statement on Form S-1 into a registration statement on Form S-3, allowing incorporation by reference to subsequently filed financial and other information of the registrant.

Middlefield Banc Corp., Middlefield, Ohio -- \$11.9 million private placement under Regulation D in June 2016. Boenning & Scattergood served as private placement agent.

Middlefield Banc Corp., Middlefield, Ohio -- \$16 million private placement under Regulation D in May 2017. Boenning & Scattergood served as private placement agent.

Middlefield Banc Corp., Middlefield, Ohio -- Form S-3 Registration Statement filed in September 2016 for \$11.5 million resale prospectus of shares acquired in private placement offering in June 2016.

Middlefield Banc Corp., Middlefield, Ohio -- Form S-3 Registration Statement filed in July 2017 for \$18.9 million resale prospectus of shares acquired in private placement offering in May 2017.

Oak Ridge Financial Services, Inc. -- \$6 million stock option prospectus on an SEC Form S-8 Registration Statement in May 2010 for the Bank of Oak Ridge Second Amended and Restated Employee Stock Option Plan, Bank of Oak Ridge Second Amended and Restated Director Stock Option Plan, and Oak Ridge Financial Services, Inc. Long-Term Stock Incentive Plan.

Premara Financial, Inc., Charlotte, North Carolina -- \$8.5 million private placement under Regulation D in November, 2015. Assisted Boenning & Scattergood with review of the private placement memorandum, subscription agreement, and Placement Agency Agreement.

Sierra Vista Bank, Folsom, California -- \$2.4 million public stock offering on a best efforts basis conducted by Caldwell Securities, Inc. as placement agent. Grady & Associates represented the placement agent in this offering completed on September 7, 2012.

Silver State Bancorp, Henderson, Nevada -- \$10.7 million private placement under Regulation D in April, 2006. Grady & Associates submitted the notice of private offering exemption under SEC Form D to the Securities and Exchange Commission, the California Department of Corporations, the Nevada Secretary of State, and the Idaho Department of Finance.

The Strongsville Savings Bank, Strongsville, Ohio -- \$8.4 million initial public offering in October 1993. McDonald & Company Securities, Inc., Cleveland, Ohio, served as the underwriter. The Strongsville Savings Bank was then a \$310 million thrift traded on the NASDAQ Small Cap Market.

The Strongsville Savings Bank, Strongsville, Ohio -- \$1.8 million private placement equity offering in November 1990 for a then \$225 million thrift. McDonald & Company Securities, Inc. served as private placement agent.

Unizan Financial Corp., Canton, Ohio -- \$25.6 million stock option prospectus on an SEC Form S-8 Registration Statement in January 2003.

Unizan Financial Corp., Canton, Ohio -- \$34.3 million stock option prospectus on an SEC Form S-8 Registration Statement in July 2003.

## **ACQUISITIONS**

Century Bank, Parma, Ohio – Represented Century Bank in connection with the December 20, 2010 merger with First Federal Savings and Loan Association of Lakewood, Lakewood, Ohio. Grady & Associates reviewed and negotiated the merger agreement and prepared the disclosure schedule.

CoBancorp Inc., Elyria, Ohio, February 1997 acquisition of Jefferson Savings Bank, West Jefferson, Ohio, in a \$6.7 million cash transaction. Prepared acquisition agreement and necessary regulatory applications to the Federal Reserve Bank of Cleveland, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Comstock Bancorp, Reno, Nevada -- Represented Comstock Bancorp as corporate, securities and bank regulatory counsel in connection with Comstock Bancorp's June 1999 merger with and into First Security Corporation, Salt Lake City, Utah. Grady & Associates negotiated the business terms of the \$65 million stock-for-stock exchange transaction, presenting analyses of the merger terms to Comstock Bancorp's Board of Directors and advising management and the Board of Directors concerning the many legal, business and compensation issues that arose. Prepared portions of First Security Corporation's Form S-4 prospectus/proxy statement describing Comstock Bancorp.

Emerald Financial Corp., Strongsville, Ohio -- Represented Emerald Financial Corp. as corporate, securities and bank regulatory counsel in connection with Emerald Financial Corp.'s August 1999 \$220 million merger with and into Fifth Third Bancorp, Cincinnati, Ohio. Negotiated the business terms of the fixed exchange ratio stock transaction, presenting analyses of the merger terms to Emerald's Board of Directors and advising management and the Board of Directors concerning legal, business and compensation issues that arose. Prepared portions of Fifth Third Bancorp's Form S-4 prospectus/proxy statement describing Emerald Financial Corp.

Great Lakes Bank, Mentor, Ohio -- Represented a private investor group in Fall 1994 acquisition of Great Lakes Bank, Mentor, Ohio. Assisted in all regulatory change-in-control filings and provided counsel on the structure and negotiation of private investor group's acquisition agreement for this then \$18 million institution.

Mid Am, Inc., Bowling Green, Ohio -- Special thrift regulatory acquisition counsel in connection with the first national bank acquisition of an insolvent savings and loan association without government assistance, 1990.

Middlefield Banc Corp., Middlefield, Ohio -- Represented Middlefield Banc Corp. in its \$43.1 million acquisition of Liberty Bank, N.A., completed January 12, 2017. Prepared and negotiated the merger agreement; prepared and filed regulatory applications with the FDIC, the Office of the Comptroller of the Currency, the Federal Reserve Bank of Cleveland and the Ohio Division of Financial Institutions; and prepared the Form S-4 prospectus/proxy statement filed with the Securities and Exchange Commission.

Middlefield Banc Corp., Middlefield, Ohio -- Represented Middlefield Banc Corp in its \$7.3 million acquisition of Emerald Bank, Dublin, Ohio, completed April, 2007. Prepared and negotiated the merger agreement; prepared and filed regulatory applications with the Federal Reserve, the FDIC and the Ohio banking authorities; and prepared Form S-4 securities registration materials filed with Securities and Exchange Commission.

National Bancshares Corporation, Orville, Ohio -- Special bank regulatory acquisition counsel and securities counsel in \$15.2 million cash acquisition of Peoples Financial Corporation of Massillon, Ohio, completed in April, 2002.

PremierBank & Trust, Elyria, Ohio acquisition of the Crestline Federal Savings & Loan Association, Crestline, Ohio in July 1993 from the Resolution Trust Corporation.

PremierWest Bancorp, Medford, Oregon – Represented Bank of Southern Oregon in its simultaneous holding company reorganization transaction and acquisition of United Bancorp, Roseburg, Oregon, completed in May, 2000. Prepared and negotiated the merger agreement; prepared and filed regulatory applications with the Federal Reserve, the FDIC and the Oregon banking authorities; and prepared securities registration materials and dealt with the staff of the Securities and Exchange Commission, which gave the Form S-4 securities disclosure materials a full review.

Security First Bank, Fresno, California – Represented Security First Bank as corporate, securities, and bank regulatory counsel in connection with Security First Bank's December 16, 2016 merger with and into Suncrest Bank, Visalia, California. Grady & Associates negotiated the merger agreement in this \$18.1 million cash and stock merger transaction, presenting analysis of the merger terms to the Security First Bank Board of Directors and advised management concerning legal, regulatory and compensation issues that arose. Prepared portions of Suncrest Bank's offering circular/proxy statement describing Security First Bank. Grady & Associates assisted the Security First Bank Board of Directors with evaluation of the transaction's closing condition that Castle Creek Capital Partners VI, LP. make an investment of \$5.6 million to acquire 678,788 shares of Suncrest Bank common stock at \$8.25 per share, with the proceeds being used to support the merger.

Silver State Bancorp, Henderson, Nevada -- Represented Silver State Bancorp as corporate, securities and bank regulatory counsel in connection with Silver State Bancorp's September 2006 \$31.2 million cash acquisition of Choice Bank, Scottsdale, Arizona. Grady & Associates reviewed and negotiated the merger agreement and prepared and filed regulatory applications with the Federal Reserve, the FDIC and the Arizona banking authorities.

Silver State Bancorp, Henderson, Nevada -- Represented Silver State Bancorp in connection with the merger of its Arizona Choice Bank subsidiary with and into Henderson, Nevada bank subsidiary, Silver State Bank, completed April, 2008.

Trumbull Financial Corp., Warren, Ohio -- Service as bank regulatory and securities counsel in connection with Trumbull Financial Corp.'s 4th quarter 1998 merger with and into Second Bancorp, Inc., Warren, Ohio. Prepared those portions of Second Bancorp, Inc.'s Form S-4 proxy statement/prospectus describing Trumbull Financial Corp. At announcement, the stock-swap deal was worth \$122.4 million. The transaction represented 3.2 times Trumbull's book value and 31.6 times the company's estimated 1998 earnings per share.

Western Alliance Bancorporation, Phoenix, Arizona acquisition of Western Liberty Bancorp, Las Vegas, NV, October 17, 2012. Represented Western Liberty Bancorp as bank regulatory counsel with respect to the acquiror's FR Y-3 application to the Federal Reserve Board and a Bank Merger Act application to the FDIC. Grady & Associates also reviewed Western Alliance Bancorporation's acquisition application with the Nevada Financial Institutions Division

XEON Financial Corp., Stateline, Nevada -- Represented XEON Financial Corp. as corporate, securities and bank regulatory counsel in connection with XEON Financial Corp's June 1999 \$33.6 million merger with and into First Security Corporation, Salt Lake City, Utah. Negotiated the business terms of the stock-for-stock transaction, presenting analyses of the merger terms to XEON's Board of Directors and advising management and the Board of Directors concerning legal, business and compensation issues that arose. Prepared portions of First Security Corporation's Form S-4 prospectus/proxy statement describing XEON Financial Corp.

## **HOLDING COMPANY FORMATION/REORGANIZATION TRANSACTIONS**

Community Bancorp, Las Vegas, Nevada, a bank holding company formation for Community Bank of Nevada, Las Vegas, Nevada, August, 2002. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Federal Reserve Bank of San Francisco and the Nevada Division of Financial Institutions.

Emerald Financial Corp., Strongsville, Ohio, a thrift holding company formation for The Strongsville Saving Bank, Strongsville, Ohio, March 1997. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Office of Thrift Supervision, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

First Independent Capital of Nevada, Reno, Nevada, a bank holding company formation for First Independent Bank of Nevada, Reno, Nevada, November, 2001. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Federal Reserve Bank of San Francisco and the Nevada Division of Financial Institutions.

GLB Bancorp, Inc., Mentor, Ohio, a bank holding company formation for Great Lakes Bank, Mentor, Ohio, September 1997. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Federal Reserve Bank of Cleveland, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Haverfield Corporation, Cleveland, Ohio, a thrift holding company formation for Home Bank, Cleveland, Ohio (formerly known as Home Federal Savings Bank, Northern Ohio) -- 1989. Preparation of Form S-4 prospectus, necessary corporate formation documents and regulatory applications to the Office of Thrift Supervision (Done by Francis X. Grady while an associate

attorney at Hahn, Loeser & Parks). Haverfield Corporation was acquired by Charter One Financial, Inc. in September 1997.

Maple Leaf Financial, Inc., Geauga, Ohio, a thrift holding company formation for Geauga Savings Bank, Geauga, Ohio, October 1997. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Office of Thrift Supervision, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Mercantile Financial Corp., Cincinnati, Ohio, a thrift holding company formation for The Mercantile Savings Bank, Cincinnati, Ohio, December 1997. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Office of Thrift Supervision, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Ohio Heritage Bancorp, a *de novo* bank holding company formed in connection with the Fall, 1995 *de novo* bank establishment of Ohio Heritage Bank in Coshocton, Ohio. Prepared bank holding company application to the Federal Reserve Bank of Cleveland.

Trumbull Financial Corporation, Warren, Ohio, a thrift holding company formation for The Trumbull Savings and Loan Company, Warren, Ohio, January 1998. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Office of Thrift Supervision, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

Wells River Bancorp, Wellsville, Ohio, a bank holding company formation for Perpetual Savings Bank, Wellsville, Ohio, April 1996. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Federal Reserve Bank of Cleveland, the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation.

XEON Financial Corporation, Stateline, Nevada, a bank holding company formation for Nevada Banking Company, Stateline, Nevada, October, 1998. Prepared reorganization documents, prospectus/proxy statement and necessary regulatory applications to the Federal Reserve Bank of San Francisco, the Nevada Division of Financial Institutions and the Federal Deposit Insurance Corporation.

## **BRANCH PURCHASE/SALE TRANSACTIONS**

Carteret Federal Savings & Loan Association, New Jersey -- June 1986 sale of six Southwest Virginia branches to Charter Federal Savings & Loan Association, Virginia (aggregate deposits sold of \$70 million).

Emerald Bank, Dublin, Ohio -- November 2008 purchase from The Commercial Savings Bank of a branch office located in Westerville, Ohio (total deposits purchased of approximately \$6 million).

Empire of America Savings Bank, F.S.B., DeLand, Florida -- June 1987 sale of \$5 million branch to Financial Federal Savings & Loan Association, Queens, New York.

Farmers State Bank of Breckenridge, Breckenridge, Michigan -- August 1994 purchase from Standard Federal Bank, Troy, Michigan of \$10 million branch in Hemlock, Michigan.

First National Bank, Orrville, Ohio -- December 1994 branch purchase from Bank One, Akron, Ohio of \$5 million branch in Seville, Ohio.

Lorain County Bank, Elyria, Ohio -- March 1992 acquisition of 2 Society Bank & Trust branches in Shiloh and Greenwich, Ohio (aggregate deposits purchased of \$20 million).

The Middlefield Banking Company, Middlefield, Ohio -- August 2007 acquisition of certain deposit liabilities attributable to Geauga Savings Bank's branch office located in Middlefield, Ohio, as well as certain other Geauga deposit liabilities (aggregate deposits purchased of \$21 million).

Park View Federal Savings Bank, Cleveland, Ohio -- April 1994 sale to Home Bank, Lakewood, Ohio of a \$5.7 million branch.

**PremierBank & Trust, Elyria, Ohio -- February 1996 acquisition of 11 Lorain County, Ohio branches of Bank One, Cleveland, N.A. (aggregate deposits purchased of \$110 million).**

**PremierBank & Trust, Elyria, Ohio -- August 1995 sale to The Strongsville Savings Bank, Strongsville, Ohio, of \$6 million branch in Columbia Station, Ohio. Grady & Associates served as counsel to both parties in this transaction.**

**PremierBank & Trust, Elyria, Ohio -- November 1994 acquisition of 2 Charter One Bank, F.S.B. Lorain County, Ohio branches (aggregate deposits purchased of \$22 million).**

**PremierBank & Trust, Elyria, Ohio -- May 1994 purchase from Jefferson Savings Bank, West Jefferson, Ohio, of \$5 million branch in Worthington, Ohio.**

**PremierBank & Trust, Elyria, Ohio -- May 1993 purchase of \$24 million Delaware, Ohio branch from Home Savings of America, F.S.B., Irwindale, California.**

The Strongsville Savings Bank, Strongsville, Ohio -- July 1990 sale of \$11.5 million branch in Medina, Ohio to First Federal Savings & Loan Association of Wooster, Wooster, Ohio.

The Trumbull Savings and Loan Company ("Trumbull Savings"), Warren, Ohio, a then \$350 million Ohio-chartered thrift, purchased in September 1993 \$130 million in deposits and two branch offices from World Savings & Loan Association, F.A., the then \$39 billion Oakland, California thrift. Francis X. Grady represented Trumbull Savings as purchaser in this transaction

## ***DE NOVO BANK FORMATIONS***

Bank of North Las Vegas was established in August 2005 in North Las Vegas, Nevada. Grady & Associates prepared the private placement memorandum for this \$15 million oversubscribed *de novo* bank stock offering and notice of private offering exemptions under selected state states' blue sky laws. Grady & Associates prepared corporate governance documents such as articles of incorporation and bylaws, investor subscription and warrant agreements and compensation plans such as employment agreements and a stock option plan.

Lake National Bank was established on January 18, 2005 in Mentor, Ohio. Grady & Associates prepared regulatory applications to the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation. Grady & Associates prepared the public offering circular for this \$11 million *de novo* bank stock offering. This was the only national bank approved by the Chicago Region of the Office of the Comptroller of the Currency in 2004.

Service1st Bank of Nevada was established on January 16, 2007 in Las Vegas, Nevada. Grady & Associates prepared the private placement memorandum for this \$50 million oversubscribed *de novo* bank stock offering and notice of private offering exemptions under selected states' blue sky law. Grady & Associates also prepared the bank's articles of incorporation and bylaws, investor subscription documents, employment agreements and a stock option plan.

## **CHANGE IN BANK CONTROL ACT/BANK HOLDING COMPANY ACT "CONTROL" TRANSACTIONS**

*Southern States Bancshares, Inc, Anniston, Alabama, December, 2017.* Assisted Davis Partnership, LP with a private placement investment for 9.2% of the outstanding common stock of Southern States Bancshares, Inc. Grady & Associates reviewed the stock purchase agreement and ancillary documents.

*1<sup>st</sup> Commerce Bank, North Las Vegas, Nevada, October, 2010.* Assisted investor Jason A. Awad with prospective acquisition of 1<sup>st</sup> Commerce Bank from Capitol Bancorp, Ltd., Lansing, Michigan. The Agreement and Plan of Merger was executed October 8, 2010. The investor filed the Bank Merger Act application with the FDIC and the Nevada Financial Institutions Division of November 24, 2010.

*Western Liberty Bancorp acquisition of Service1st Bank of Nevada, Las Vegas, NV, October 28, 2010.* Represented Western Liberty Bancorp as bank regulatory counsel with the filing of a FR Y-3 application to the Federal Reserve Board and a Bank Merger Act application to the FDIC. Grady & Associates also filed Western Liberty Bancorp's acquisition application with the Nevada Financial Institutions Division.

*First National Bank of Scottsdale, Scottsdale, AZ, October 29, 2010 – Change in Bank Control.* Represented a prospective CEO and outside directors with the filing of a joint Notice of Change in Bank Control with the Office of the Comptroller of the Currency on July 20, 2010 and approved on October 8, 2010. The Notice of Change in Bank Control was the only change in bank control application that the Office of the Comptroller of the Currency approved in 2010. Grady & Associates represented the proposed directors in the negotiation of the acquisition agreement whereby First Olathe Bancshares agreed to sell First National Bank of Scottsdale to the Phoenix area directors. Grady & Associates also prepared the private placement offering materials for an oversubscribed \$20 million capital raise.

*Community Bancorporation, Pleasant Grove, Utah, June 2010 – Change in Bank Control.* On behalf of Community Bancorporation, we negotiated the acquisition of a Stock Purchase Agreement with four investors that recapitalized the capital-deficient company with \$10 million in new equity capital. Grady & Associates assisted with the change-in-control transaction and



prepared the company's Application to Sell Securities filed with the Utah Department of Financial Institutions in connection with the transaction. We provided legal counsel to Community Bancorporation with the sale of the holding company and its bank subsidiary to a group of Utah private investors.

*Ohio Commerce Bank, Beachwood, Ohio, June, 2010* – Change in Bank Control. Assisted the bank's management group with the acquisition of the 50.5% interest in Ohio Commerce Bank held by Capitol Bancorp Ltd., Lansing, Michigan. Negotiated the Stock Redemption Agreement with Capitol Bancorp Ltd. and prepared the private placement memorandum to raise \$6.5 million to purchase the shares owned by Capitol Bancorp Ltd. in a cash acquisition.

Grady & Associates also advised directors and management of Ohio Commerce Bank on a charter conversion whereby Ohio Commerce Bank converted from an OTS-chartered federal savings association to an Ohio-chartered, FDIC-regulated nonmember bank effective at the same time as the acquisition of Capitol Bancorp's controlling ownership interest in Ohio Commerce Bank.

Grady & Associates also advised Ohio Commerce Bank on obtaining FDIC approval of the waiver of cross-guarantee liability to the FDIC in connection with the FDIC's actual and anticipated losses in connection with the failure on November 20, 2009 of Commerce Bank of Southwest Florida, Fort Myers, Florida. Ohio Commerce Bank, Capitol Bancorp Limited, and Capitol Development Bancorp Limited V requested from the FDIC under FDIC Rule 303.245 a waiver of Ohio Commerce Bank's potential liability for the failure of Commerce Bank of Southwest Florida. Completion of the \$6.5 million private placement and release of funds from escrow was contingent on approval by the FDIC of Ohio Commerce Bank's request for a waiver of liability for losses caused by the failure of Commerce Bank of Southwest Florida. Receipt of the waiver also was a condition to receipt of approval by the Ohio Division of Financial Institutions of the charter conversion.

*Silver State Bancorp, Henderson, Nevada, June 2008* – Change in Bank Control. Assisted Mr. Carl R. Yanke, Mr. Daniel Yanke, Mrs. Linda L. Yanke, Mr. Nathan D. Yanke, and Mr. Bryan Norby, all of Boise, Idaho, presumed to be acting in concert as family members under Federal Reserve Board Regulation Y §225.41(d)(2), in receiving regulatory approval to retain collective ownership of 18.94% of Silver State Bancorp outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco.

*The La Coste National Bank, La Coste, Texas, and Southern Commerce Bank, Tampa, Florida, October 2004* – Change in Bank Control. Assisted Hot Creek Ventures 2, L.P., Reno, Nevada, a Nevada limited partnership that invests in microcap banks, savings associations, and bank and thrift holding companies, in receiving regulatory approval for the purchase of (i) 24.81% of The La Coste National Bank outstanding voting stock, and (ii) 19.8% of Southern Commerce Bank outstanding voting stock. Prepared all regulatory change-in-control filings to the FDIC, the OCC, and Florida Office of Financial Regulation. Also prepared "Crownx" commitment letters to the Federal Reserve Banks of Dallas and Atlanta so that Hot Creek Ventures 2, L.P. would not need to register as a bank holding company.

*Community Bancorp, Las Vegas, Nevada, January 2004* – – Change in Bank Control. Assisted David & Verla Sorenson, Salt Lake City, Utah, and Jeffrey & Sheila Smith, Midland, Texas, presumed to be acting in concert as family members under Federal Reserve Board Regulation Y §225.41(d)(2), in receiving regulatory approval to retain 11.54% of Community Bancorp outstanding voting stock, and the Sorensons to increase their ownership share in Community Bancorp up to 24.9% pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco.

*Silver State Bancorp, Henderson, Nevada, January 2003*– – Change in Bank Control. Assisted Mr. Thomas Nicholson and Black Creek Limited Partnership, Boise, Idaho, presumed to be acting in concert as a company and controlling shareholder under Federal Reserve Board Regulation Y §225.41(d)(1), in receiving regulatory approval to retain 25% of Silver State Bancorp outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco.

*Silver State Bancorp, Henderson, Nevada, January 2003*– – Change in Bank Control. Assisted Mr. Ronald Yanke, Mr. Daniel Yanke, and Mr. Bryan Norby, all of Boise, Idaho, presumed to be acting in concert as family members under Federal Reserve Board Regulation Y §225.41(d)(2), in receiving regulatory approval to retain 28.1% of Silver State Bancorp outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco.

*Great Basin Financial Corporation, Elko, Nevada, October 2001* – – Change in Bank Control. Assisted Mr. Terrance R. Sullivan and the Sullivan Family, Elko, Nevada, presumed to be acting in concert as family members under Federal Reserve Board Regulation Y §225.41(d)(2), in receiving regulatory approval to retain and acquire up to 25% of Great Basin Financial Corporation outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco.

*Broadway Financial Corporation, Los Angeles, California, July 2001* – – Rebuttal of Rebuttable Determination of Control. Assisted Everest Strategic Partners I, Limited Partnership, Everest Managers, L.L.C., and Mr. David Harvey, Gardnerville, Nevada, in rebutting the presumption of control arising under 12 C.F.R. §574.4(b) with respect to Everest’s proposed acquisition of up to 25% of Broadway Financial Corporation’s outstanding voting stock. Prepared all regulatory filings concerning the rebuttal to the West Regional Office of the Office of Thrift Supervision.

*Silver State Bancorp, Henderson, Nevada, July, 2000* – – Change in Bank Control. Assisted Mr. Alan E. Knudson and the Knudson Family Limited Partnership, Draper, Utah, presumed to be acting in concert as a company and controlling shareholder under Federal Reserve Board Regulation Y §225.41(d)(1), in receiving regulatory approval to retain 26.2% of Silver State Bancorp outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the Federal Reserve Bank of San Francisco. Also confirmed that the Knudson Family Limited Partnership satisfied the conditions for treatment as a “qualified family partnership” under Bank Holding Company Act §2(o)(10)(G) so that the Knudson Family Limited Partnership would not need to register as a bank holding company.

*Bank of Oakland, Oakland, California, April 1998* – – Rebuttal of Rebuttable Determination of Control under California Financial Code §700(b). Assisted Everest Partners Limited Partnership,

Everest Managers, L.L.C., and Mr. David Harvey, Gardnerville, Nevada, in rebutting the presumption of control arising under 12 C.F.R. §225.31(d)(2) with respect to Everest's proposed acquisition of up to 25% of Bank of Oakland's outstanding voting stock. Prepared all regulatory filings concerning the rebuttal to the California Department of Financial Institutions and the passivity commitments filed with the Federal Reserve Bank of San Francisco.

*Nevada Banking Company, Stateline, Nevada, June 1998* – Change in Bank Control. Assisted Mr. John Schopf, Zephyr Cove, Nevada, in receiving regulatory approval to acquire and retain 14.45% of Nevada Banking Company outstanding voting stock pursuant to the Change in Bank Control Act of 1978. Prepared all regulatory change-in-control filings to the FDIC and Nevada Financial Institutions Division.

#### **TRANSFER & ASSUMPTION OF BANK TRUST DEPARTMENT BUSINESS**

*Wayne Savings Community Bank, Wooster, Ohio, November 15, 2012.* Thomasville National Bank, Thomasville, Georgia assumed the trust business of Wayne Savings Community Bank. The trust business consisted of trust assets in the amount of approximately \$40 million. Grady & Associates represented Wayne Savings Community Bank before the Ohio Division of Financial Institutions in securing approval for the first voluntary surrender of a trust department license completed within the last decade by an Ohio-chartered savings association. Grady & Associates also advised Wayne Savings Community Bank regarding the office support and referral agreement pursuant to which Wayne Savings Community Bank is compensated for, among other services, the use of facilities and equipment required for operation of the Thomasville National Bank trust office in Wooster, Ohio

#### **LOAN PURCHASE**

*Latvian Cleveland Credit Union, Lakewood, Ohio, November 29, 2013.* Assisted Latvian Cleveland Credit Union in receiving approval from the Ohio Division of Financial Institutions to purchase 45 loans with a value of \$2.8 million from the former Taupa Lithuanian Credit Union liquidated by the National Credit Union Administration.