

**THE FREEDOM BANK OF VIRGINIA**  
**10555 Main Street, Suite 100**  
**Fairfax, Virginia 22030**  
**703-242-5300**

**TO THE SHAREHOLDERS OF THE FREEDOM BANK OF VIRGINIA:**

You are cordially invited to attend the 2015 Annual Meeting of Shareholders of The Freedom Bank of Virginia. The meeting will be held at Westwood Country Club, 800 Maple Avenue East (Grand Ballroom), Vienna, Virginia on Wednesday, July 22, 2015 at 10:00 a.m., Eastern Daylight Savings Time. The attached Notice of Annual Meeting of Shareholders and Proxy Statement provide details of the business to be conducted at the meeting.


It is important that your shares are represented and voted at the meeting whether or not you are able to attend in person. Please complete, date, sign and return the enclosed proxy card today, even if you plan to attend the Annual Meeting. This will ensure that your vote is counted if you are unable to attend. You may also vote by telephone or over the Internet by following the instructions on the proxy card.

**For the reasons set forth in the proxy statement, the Board unanimously recommends that you vote "FOR" the election of each nominee for director and "FOR" each matter to be considered.**

Your interest and continued support of The Freedom Bank of Virginia is sincerely appreciated.



Richard C. Litman  
Chairman of the Board



Craig S. Underhill  
President and Chief Executive Officer

June 22, 2015



**THE FREEDOM BANK OF VIRGINIA**  
**10555 Main Street, Suite 100**  
**Fairfax, Virginia 22030**  
**703-242-5300**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To be held July 22, 2015**

**TO THE SHAREHOLDERS OF THE FREEDOM BANK OF VIRGINIA:**

The Annual Meeting of Shareholders of The Freedom Bank of Virginia (the "Bank") will be held at:

Westwood Country Club – in the Grand Ballroom  
800 Maple Avenue East  
Vienna, Virginia 22180

on Wednesday, July 22, 2015, at 10:00 a.m. Eastern Daylight Savings Time, for the following purposes:

1. To elect directors to serve until the 2016 Annual Meeting of Shareholders and until their successors are duly elected and qualified; and
2. To ratify the appointment of Thompson Greenspon as the Bank's independent registered public accounting firm for the year ending December 31, 2015.

Only shareholders of record as of the close of business on June 16, 2015 are entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting.

By Order of the Board of Directors



Cynthia Carter Atwater  
*Corporate Secretary*

June 22, 2015

Please sign, date and return your proxy promptly, whether or not you plan to attend the meeting in person. No postage is required if mailed in the United States in the enclosed envelope. You may vote by telephone or over the Internet. If your shares are not registered in your name, you will need additional documentation from your record holder in order to vote in person at the meeting. The Proxy Statement and Annual Report are available at [www.freedombankva.com](http://www.freedombankva.com).



## **Proxy Statement**

The Freedom Bank of Virginia is providing you with these proxy materials in connection with the solicitation by and on behalf of the Board of Directors (the “Board”) of the enclosed proxy to be used at its 2015 Annual Meeting of Shareholders (the “Annual Meeting”) of The Freedom Bank of Virginia (the “Bank”). The Notice of Internet Availability of Proxy Materials (the “Notice”), this Proxy Statement and the Bank’s 2014 annual report (the “2014 Annual Report”) will be mailed to shareholders of record on or about July 2, 2015.

## **GENERAL INFORMATION**

### **2015 Annual Meeting of Shareholders**

The Freedom Bank of Virginia’s 2015 Annual Meeting of Shareholders is scheduled for Wednesday, July 22, 2015 at 10:00 a.m. Eastern Daylight Savings Time. The Annual Meeting will be held in the grand ballroom at Westwood Country Club, 800 Maple Avenue East, Vienna, Virginia 22180. All owners of The Freedom Bank of Virginia’s common stock (the “Common Stock”), on June 16, 2015, the record date (the “Record Date”), are eligible to receive notice of, and to vote at, the Annual Meeting.

### **Revocation and Voting or Proxies**

Execution of a proxy will not affect a shareholder’s right to attend the Annual Meeting and to vote in person. Any shareholder who has executed and returned a proxy may revoke it by attending the Annual Meeting and requesting to vote in person. A shareholder may also revoke his proxy at any time before it is exercised by filing a written notice with the Bank or by submitting a proxy bearing a later date. Proxies will extend to, and will be voted at, any properly adjourned session of the Annual Meeting. If a shareholder specifies how the proxy is to be voted with respect to any proposal for which a choice is provided, the proxy will be voted in accordance with such specifications. If a shareholder fails to specify with respect to a proposal, the proxy will be voted “FOR” the election of the director nominees named in Proposal One, and “FOR” the ratification of appointment of auditors in Proposal Two as set forth in the accompanying Notice and further described herein.

### **Voting Rights**

Only those shareholders of record at the close of business on June 16, 2015 are entitled to notice of and to vote at the Annual Meeting, or any adjournments thereof. The number of shares of common stock of The Freedom Bank of Virginia outstanding and entitled to vote at the Annual Meeting is 4,282,231. Each share of common stock is entitled to one vote. Shares may not be voted at the meeting unless the shareholder is present or represented by proxy. A shareholder can be represented through the return of a physical proxy or by utilizing the telephone or Internet voting procedures.

The telephone and Internet voting procedures are designed to authenticate shareholders by use of a control number and allow shareholders to confirm that their instructions have been properly recorded. The method by which you vote will in no way limit your right to change your vote at the Annual Meeting if you later decide to attend in person. A shareholder giving a proxy may revoke it at any time before it is exercised by giving written notice of such revocation or by delivering a later date proxy, in either case, to Cynthia Carter Atwater, Corporate Secretary, at the address set forth above, or by the vote of the shareholder in person at the Annual Meeting.

The presence in person or by proxy of the holders of a majority of the outstanding common stock will constitute a quorum for the transaction of business at the meeting. Broker non-votes will be counted as being present or represented at the meeting for purposes of establishing a quorum, but, under NYSE rules, brokers will not be permitted to vote on the election of directors unless specific voting instructions are provided to the broker. **Therefore, if you hold your shares through a bank or broker, it is extremely important that you instruct your record holder how to vote your shares.**

### **Solicitation of Proxies**

The cost of solicitation of proxies will be borne by the Bank. Solicitation will be made only by the use of mail, and if necessary, may be made in person or by telephone by officers and employees of the Bank. We anticipate that brokerage houses and other nominees, custodians, and fiduciaries will be requested to forward the proxy solicitation material to the beneficial owners of the stock held of record by such persons, and the Bank will reimburse them for their charges and expenses in this connection.

### **Proxies**

Proxies properly executed received by the Bank in time to be voted at the meeting will be voted as specified by shareholders instructions. Unless otherwise instructed, proxies will be voted "FOR" the proposed actions.

## **PROPOSAL ONE - ELECTION OF DIRECTORS**

The By-Laws of the Bank provide that the business and affairs of the Bank shall be managed and controlled by a Board of Directors having no fewer than five (5) and no more than twenty (20) members. By resolution of the Board of Directors, dated June 18, 2014, the number was reduced from eleven (11) directors to ten (10) directors.

The Bank's Articles of Incorporation provide that the terms of office of the directors shall be staggered by dividing them into three Classes with each Class consisting of one-third of the total, as near as may be. The current directors, the Class to which they were elected and expiration date of their terms is as follows:

<u>Name</u>	<u>Class</u>	<u>Expiration of Term</u>
G. Thomas Collins, Jr.	Class III	Annual Meeting in 2015
Terry L. Collins, Ph.D.	Class III	Annual Meeting in 2015
Norman P. Horn	Class III	Annual Meeting in 2015
David C. Karlgaard, Ph.D.	Class II	Annual Meeting in 2016
Richard C. Litman	Class II	Annual Meeting in 2016
John T. Rohrback	Class II	Annual Meeting in 2016
Craig S. Underhill	Class II	Annual Meeting in 2016
Cynthia Carter Atwater	Class I	Annual Meeting in 2017
H. Jason Gold	Class I	Annual Meeting in 2017
Alvin E. Nashman, Ph.D.	Class I	Annual Meeting in 2017

### **Nominees to the Board of Directors - Terms Expiring in 2015 (Class III)**

#### **G. Thomas Collins, Jr.**

##### ***Director***

*G. Thomas Collins, Jr.* (70) has served as a director of the Bank since 1999. Mr. Collins is a founding and organizing director of the Bank. He has been a Certified Public Accountant since 1971 and was a former Partner at Goodman & Company, LLC, McLean, Virginia. Prior to that, Mr. Collins served as President of the accounting firm of Collins, Forbes & Company.

#### **Terry L. Collins, Ph.D.**

##### ***Director***

*Terry L. Collins, Ph.D.* (70) has served as a director of the Bank since February 23, 2007. Dr. Collins was a founding director of James Monroe Bank, where he served as a director from 1998 to 2006 when it was acquired by Mercantile Bancshares. Dr. Collins is the former Chairman of the Board, CEO, and President of Argon ST, and was one of three founders of Argon Engineering Associates, Inc. (Argon Engineering). Dr. Collins served as Chairman of the Board and Chief Executive Officer of Argon Engineering from its inception in 1997 until its merger with SenSy Tech in 2004. From 1995 until 1997, Dr. Collins was the general manager of the Falls Church Division of Raytheon E-Systems. From 1989 until 1995, Dr. Collins was the President of Engineering Research Associates, a wholly owned subsidiary of E-Systems Corporation. Dr. Collins served as the senior member of the engineering management team at Engineering Research Associates from 1979 until its acquisition by E-Systems Corporation in 1989.

#### **Norman P. Horn**

##### ***Director***

*Norman P. Horn* (84) has served as a director of the Bank since February 23, 2007. Mr. Horn was a founding director of James Monroe Bank where he served as a director from 1997 to 2006, when it was acquired by Mercantile Bancshares. Mr. Horn was a founding director of Bank of the Potomac, where he served as a director from 1988 until it was sold in 1995. Mr. Horn was a Principal in the accounting firm Homes, Lowry, Horn & Johnson, Ltd. until 1997.

### **Incumbent Directors Serving on the Board - Terms Expiring in 2016 (Class II)**

#### **David C. Karlgaard, Ph.D.**

##### ***Director***

*David C. Karlgaard, Ph.D.* (69) has served as a director of the Bank since February 23, 2007. Dr. Karlgaard was a founding director of James Monroe Bank where he served as a director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Karlgaard was co-founder of PEC Solutions, Inc. and served as the company's Chairman of the Board and Chief Executive Officer until it was acquired by Nortel Government Solutions in 2005. Dr. Karlgaard retired from Nortel in 2007.

#### **Richard C. Litman**

##### ***Chairman***

*Richard C. Litman* (59) has served as Chairman of the Board since February 23, 2007. Mr. Litman was a director of the Bank of Northern Virginia from 1995 to 1996, and a founding director of James Monroe Bank where he served as a director from 1997 to 2006. Both banks were acquired. Mr. Litman holds a Juris Doctor degree, cum laude, and two advanced law degrees, including one in Forensic Science and the other, a LL.M. in Patent & Trade Regulation Law from The National Law Center of George Washington University, obtained during a post-graduate fellowship awarded by the Food and Drug Law Institute. Mr. Litman has practiced law in the region for 34 years. In 1983, he formed Litman Law Offices, Ltd, a Northern Virginia law

firm handling matters involving Intellectual Property and Technology Law. Its assets were acquired in 2012 by Becker & Poliakoff, PA.

**John T. Rohrbach**

***Vice Chairman***

*John T. Rohrbach* (70) has served as a director of the Bank since August 2004 and Vice Chairman since August 2013. He served as Chief Executive Officer of the Bank from 2004 to 2011. He was hired in 2001 as Executive Vice President and Senior Lending Officer. Mr. Rohrbach was President and Chief Executive Officer, as well as a director of Heritage Bank from 1996 until 1999. Prior to this, Mr. Rohrbach was Executive Vice President, as well as a director of Hallmark Bank and Trust until its acquisition by F & M National Corporation in 1996. Mr. Rohrbach began his banking career in 1965 at Signet Banking Corporation, serving in various positions including Senior Vice President and Director of Signet Bank, N.A.

**Craig S. Underhill**

***President and Chief Executive Officer***

*Craig S. Underhill* (56) has served as director, President and Chief Executive Officer of the Bank since August 2011; prior to that date, he served as President and Chief Operating Officer from September 2010 to August 2011. He was hired in March 2007 as Executive Vice President and Chief Lending Officer. Prior to joining the Bank, Mr. Underhill was Chief Lending Officer with Potomac Bank of Virginia. Mr. Underhill has more than 30 years of commercial banking experience in northern Virginia and is a member of various civic organizations.

**Incumbent Directors Serving on the Board - Terms Expiring in 2017 (Class I)**

**Cynthia Carter Atwater**

***Director***

*Cynthia Carter Atwater* (59) has served as a director of the Bank since 2003 and is the Corporate Secretary. Ms. Atwater is a Principal of Digital Benefit Advisors, Reston, Virginia and was formerly President and Chief Executive Officer of CCA Consulting, Inc. Ms. Atwater served on the Advisory Board of the Bank as both Chairman and Vice Chairman until 2003.

**H. Jason Gold**

***Director***

*H. Jason Gold* (60) has served as a director of the Bank since May 2003. Mr. Gold is a partner in Nelson Mullins Riley & Scarborough LLP's Washington D.C. office where he focuses his practice on bankruptcy, financial restructuring, and liquidations. He has served as a bankruptcy trustee for more than 25 years and has more than 30 years of experience in complex restructuring and insolvency matters in various industries. He also serves as a bankruptcy examiner and federal and state appointed receiver. Mr. Gold served as a partner with the Firm of Wiley Rein LLP, McLean, Virginia from 2002 until 2014, and as President of the Firm of Gold Morrison & Laughlin, P.C. from 1985 until 2002.

**Alvin E. Nashman, Ph.D.**

***Director***

*Alvin E. Nashman, Ph.D.* (89) has served as a director of the Bank since February 23, 2007. Dr. Nashman was a founding director of James Monroe Bank. He served as director from 1997 to 2006 when it was acquired by Mercantile Bancshares. Dr. Nashman was Head of the Systems Group, Computer Sciences Corporation, from 1965 until his retirement in 1992.

**The Board of Directors unanimously recommends that Shareholders vote “FOR” the election of the above nominees for Director.**



## **CORPORATE GOVERNANCE**

### **Board and Committee Meetings**

The Board of Directors (the “Board”) of the Bank generally meets on a monthly basis, holding additional special meetings as needed. During fiscal 2014, the Board held 13 meetings. Each director attended in person or via telephone at least 75% of the Board meetings and Committee meetings to which they were assigned. The Bank has not adopted a formal policy on Board members’ attendance at its Annual Meeting of Shareholders, although all directors are encouraged to attend. All ten directors attended the Bank’s 2014 Annual Meeting of Shareholders.

The Board has six standing committees: Audit Committee; Compensation & Benefits Committee; Corporate Governance (Nomination / Proxy) Committee; Directors Loan Committee; Strategic Planning Committee; and, FBV Capital Advisors Advisory Committee. Additional operational committees are composed of Board members and officers of the Bank.

#### **Audit Committee**

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**Members:** Committee Chair, G. Thomas Collins, Jr. and Messrs. Horn and Karlgaard. The Audit Committee reviews internal audit functions and is responsible for adequate audit procedures to ensure and protect against improper and unsound practices, for the protection of all assets and records of the Bank. The Board of Directors approved the Audit Committee selection of a certified public accounting firm to perform an independent annual audit of the books and records of the Bank and its subsidiary. The results of the audit performed by the independent certified public accounting Firm, as well as results of all examinations performed were presented to the Audit Committee and the Board of Directors. During the period from January 1, 2014 and December 31, 2014, the Audit Committee held four meetings.

#### **Compensation & Benefits Committee**

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**Members:** Committee Chairman, Cynthia Carter Atwater, Messrs. Gold, Horn, Litman, Nashman and Rohrbach. The Committee provides overall guidance to the Board recommending the level of compensation of each executive officer and officers of the Bank to the Board and for making recommendations for the remuneration and benefits of the employees of the Bank. During the period from January 1, 2014 and December 31, 2014, the Compensation & Benefits Committee met two times.

#### **Corporate Governance (Nomination/Proxy) Committee**

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**Members:** Committee Chair, Terry L. Collins, Messrs. Gold, Horn, Karlgaard, Litman, Rohrbach and Underhill. The committee is responsible for, among other things, evaluating the efforts of The Freedom Bank of Virginia to maintain effective corporate governance practices and conducting the search for, evaluation of, and proposing to the Board of Directors, qualified, competent, and worthy candidates, from which the Board of Directors makes its selections for either the Board of Directors or the Advisory Board.

Qualification for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing Board composition. The committee may, at its discretion, consider candidates proposed by shareholders of the Bank. Such recommendations must include financial and biographical information, and an indication of the consent of the proposed nominee to serve. During the period from January 1, 2014 and December 31, 2014, the Corporate Governance (Nomination / Proxy) Committee held two meetings.

**Directors Loan Committee**

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**Members:** Committee Chair, Richard C. Litman and Messrs. Horn, Nashman, Rohrback and Underhill. The Directors Loan Committee generally meets weekly and reviews loan requests within the Committee's authority. During the period from January 1, 2014 and December 31, 2014, the Directors Loan Committee met 48 times.

**Strategic Planning Committee**

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**Members:** Committee Chair, H. Jason Gold and Ms. Atwater, Messrs. Litman, Nashman, Rohrback and Underhill. The Strategic Planning Committee met one time in 2014.

**FBV Capital Advisors Advisory Committee**

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**Members:** Committee Chair, Craig S. Underhill and Messrs. Terry Collins, Karlgaard, Litman and Nashman. The Advisory Committee was formed in 2013 and met nine times during 2014.

## **EXECUTIVE OFFICERS**

Set forth below is information with respect to the current executive officers of the Bank and their relevant business experience:

### ***Craig S. Underhill***

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#### **President and Chief Executive Officer**

See “Proposal One: Election of Directors” for information about Mr. Underhill, who is an incumbent director whose term expires in 2016 (Class II).

### ***Karin M. Johns***

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#### **Executive Vice President, Chief Financial Officer**

Karin M. Johns (63) has served as Executive Vice President and Chief Financial Officer since 2003. Ms. Johns was hired as Senior Vice President and Cashier in July 2001. Ms. Johns is responsible for day-to-day financial management of the Bank, its investment portfolio, and oversees IT operations. Ms. Johns has more than 35 years in community banking and regional banking.

### ***C. Kevin Curtis***

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#### **Executive Vice President, Chief Lending Officer**

Kevin Curtis (54) has served as Executive Vice President and Chief Lending Officer since March 2013; prior to that date, he served as Executive Vice President, Corporate Banking since joining the Bank in October 2012. Before joining the Bank, Mr. Curtis served as the Virginia President for WashingtonFirst Bank. Mr. Curtis has over 20 years experience in commercial banking in northern Virginia.

### ***Sally T. Siveroni***

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#### **Senior Vice President, Chief Credit Officer**

Sally T. Siveroni (50) has served as Senior Vice President, Chief Credit Officer since July 2014; prior to that date, she served as Vice President and Portfolio Manager since December 2008 underwriting credit for the Bank. Mrs. Siveroni has more than 20 years of commercial banking experience having served as Commercial Account Manager in both the Middle-Market and Professional Practices sectors, Special Assets Officer, Loan Review Officer and Credit Analyst. Beyond banking, Mrs. Siveroni served as Vice President for Finance, Development and Administration for a Washington, DC based energy consulting firm.

## RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors appointed Thompson Greenspon of Fairfax, Virginia as the independent registered public accounting firm to render audit services to the Bank for the year ending December 31, 2014. These services consisted primarily of the examination and audit of the Bank's financial statements, tax reporting assistance and other auditing and accounting matters.

The following table presents the fees for professional audit services rendered by Thompson Greenspon for the audit of the Bank's financial statements for years ended December 31, 2014 and 2013, and fees billed for other services rendered by Thompson Greenspon.

	2014	2013
Audit fees(1)	\$43,821	\$45,000
Audit related fees	15,290	6,750
Tax Fees(2)	11,141	6,650
All other Fees(3)	4,657	4,520
Total	<u>\$74,909</u>	<u>\$62,920</u>

- (1) Audit fees consist of fees incurred in connection with the audit of our annual financial statements and the review of the interim financial statements included in our quarterly reports filed with the Federal Reserve Board.
- (2) Tax fees consist of fees incurred in connection with tax compliance, tax advice and tax planning services.
- (3) All other fees relate to a variety of different accounting issues.

All of the above services were pre-approved by the Bank's Audit Committee. The Audit Committee considers the provision of all of the above services to be compatible with maintaining the independence of the Bank's independent registered public accounting firm, Thompson Greenspon.

## **REPORT OF THE AUDIT COMMITTEE**

The Audit Committee assists the Board in overseeing and monitoring the integrity of the Bank's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal and external audit processes.

Management is responsible for the preparation, presentation and integrity of the Bank's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee serves a board-level oversight role. Drawing upon its members experience in business, financial and accounting matters, it provides advice, counsel and direction to management and the auditors.

In fulfilling its oversight responsibilities for the fiscal year 2014 financial statements;

- The Audit Committee reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2014 with management and Thompson Greenspon, the Bank's independent accountants;
- The Audit Committee discussed with Thompson Greenspon the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the auditors' communication with those charged with governance and Statement on Auditing Standards No. 115 relating to communicating internal control related matters identified in an audit, as necessary; and
- The Audit Committee discussed with Thompson Greenspon its independence.

The Audit Committee also considered taxation matters and other areas of oversight relating to the financial reporting and audit and tracking process.

## **THE MEMBERS OF THE AUDIT COMMITTEE**

G. Thomas Collins, Chairman  
Norman P. Horn  
David C. Karlgaard

## **PROPOSAL TWO - RATIFICATION OF APPOINTMENT OF AUDITORS**

The Audit Committee of the Bank has appointed Thompson Greenspon of Fairfax, Virginia, as the independent registered public accounting firm to perform the audit of the Bank's financial statements for the year ending December 31, 2015. Upon the recommendation of the Audit Committee, the Board has selected Thompson Greenspon as the Bank's independent registered public accounting firm for the current fiscal year ending December 31, 2015.

The Bank has been advised that representatives of Thompson Greenspon are expected to be present at the Annual Meeting. Its representative will have an opportunity to make a statement if so desired and will be available to respond to appropriate questions.

**The Board of Directors unanimously recommends that Shareholders vote "FOR" the ratification of the appointment of Thompson Greenspon as the Bank's independent registered public accounting firm for the year ending December 31, 2015.**

## **GENERAL COUNSEL AND LEGAL SERVICE**

The Board of Directors selected Robert A. Payne, Attorney-at-Law, to serve as general counsel for the Bank. Mr. Payne is expected to be present at the Shareholders Meeting and will address any legal matters that may be properly brought before the meeting.

The Board of Directors selected Wayne M. Lee, managing shareholder of Lee Lowinger P.C., McLean, Virginia, to represent the Bank in connection with securities matters pertaining to the Bank.

## **SHAREHOLDER PROPOSALS FOR 2016 ANNUAL MEETING**

Any proposal to be considered for inclusion in the Bank's proxy materials in connection with the 2016 Annual Meeting must be in proper form and must be received by the Bank's Chief Executive Officer, at the Bank's principal office in Fairfax, Virginia, not less than 60 days prior to the anniversary of the date on which the Bank first mailed its proxy materials for the preceding year's annual meeting.

The proxy solicited by the Board of Directors for the 2016 Annual Meeting will confer discretionary authority to the proxy holders to vote in accordance with their best judgment on any shareholder proposal presented at the meeting if the Bank has not received proper notice of such proposal.

## **ANNUAL REPORTS**

A copy of the Bank's Annual Report for the year ended December 31, 2014 accompanies this proxy statement. Upon receipt of a written request, the Bank will furnish without charge a copy of the 2014 Annual Report. Such written requests should be directed to the Chief Financial Officer, The Freedom Bank of Virginia, PO Box 4510, Fairfax, VA 22038-4510. The Annual Report is not considered proxy-soliciting material.

## **OTHER MATTERS**

Each proxy solicited hereby also confers discretionary authority on the Board of Directors of the Bank to vote the proxy with respect to the election of any person as a director if the nominee is unable to serve or for good cause will not serve, matters incident to the conduct of the meeting, and upon such other matters as may properly come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

**YOUR VOTE IS IMPORTANT! WE URGE YOU TO SIGN AND DATE THE PROXY CARD AND RETURN IT TODAY OR YOU MAY VOTE BY TELEPHONE OR ELECTRONICALLY OVER THE INTERNET BY FOLLOWING THE INSTRUCTIONS ON THE PROXY CARD.**