

## SELECTED TRANSACTIONS

### COMPLETED BY GRADY & ASSOCIATES

(in alphabetic order by client name under each caption)

#### SECURITIES OFFERINGS

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.

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.

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 state blue sky registration statements in New York and Ohio in conjunction with the SEC Form S-3D Registration Statement. Middlefield Banc Corp. is the parent of The Middlefield Banking Company, Middlefield, Ohio.

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**

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 \$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.

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.

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, against Fried, Frank, Harris, Shriver & Jacobson, a New York City Wall Street law firm. Of particular interest in this transaction was the fact that the purchaser's legal fees were one third the amount incurred by the seller (World Savings) using an onslaught of Wall Street attorneys.

## ***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.

Service 1st 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**

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.

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.