

TRUST COMMITTEE CHARTER

PURPOSE

The Trust Committee of the Board of Directors shall carry out the Board's overall responsibilities with respect to oversee the Trust/Wealth Management Department and its fiduciary responsibilities.

COMMITTEE MEMBERSHIP

The Trust Department shall consist of no fewer than four members, including the Company's CEO and COO. Except for the CEO and COO, the members of the Committee shall meet the independence and experience requirements of the Nasdaq Marketplace Rules and applicable SEC rules and regulations.

COMMITTEE CHAIR

The Board shall appoint one of the independent committee members as the committee chair. The Committee may appoint one of its members as Vice Chair, to carry out the duties of the Committee Chair in his or her absence.

MEETINGS

The Trust Committee shall meet as often as it determines but at least quarterly. The Committee shall meet periodically with management and in executive sessions, without management present. The Committee Chair may request any officer or employee of the Company or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

COMMITTEE REPORTS

The Committee Chair shall report the Committee's activities and actions to the Board at the regular Board meeting next following each Committee meeting. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Trust Committee's own performance, as it relates to compliance with this charter.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Trust Committee shall have the following duties:

- 1) Approve the acceptance and closing of all fiduciary accounts
- 2) Review the activities of the Trust Department
- 3) Establish such rules and policies from time to time as it may consider proper
- 4) Review and approve all disbursements of funds as presented by the Trust Administration Committee
- 5) Review all investment of funds held in a fiduciary capacity on an annual basis
- 6) Review the assets held in each account over \$300,000 at least annually
- 7) Review the finding of an annual independent audit.
- 8) Recommend to the Audit Committee any changes to the annual independent audit.
- 9) Approve the acceptance of any real estate into the trust department
- 10) Review the findings of any regulatory examination and management response.
- 11) Review and approve the operating budget for the department and annual goals.

Reviewed and Approved by the Board of Directors

January, 2008