DEPARTMENT OF FINANCIAL INSTITUTIONS
MINUTES OF MEETING
MAY 13, 1999

The Members of the Department of Financial Institutions met at 9:00 a.m., EST, at 402 West Washington Street, Room W-066, Indianapolis, Indiana, on Thursday, May 13, 1999. Members present were Messers: Norman L. Lowery, Chairman; Gary M. Smith, Vice Chairman; Tony Zaleski and Ronald E. Depasse. Also present from the Department were Charles W. Phillips, Director; James M. Cooper, Deputy Director, Depository Division; Kirk J. Schreiber, Sr. Bank Analyst; Gina R. Williams, Sr. Bank Analyst; Mark K. Powell, Supervisor, Credit Union Division; Mark Tarpey, Division Supervisor, Consumer Credit Division; Chuck T. Stumpf, Deputy Director, Administration Division and Ronda Bailey, Administrative Secretary. Also attending the meeting was Kevin Rounds, summer intern for the Department from Marion College, Indianapolis, Indiana. Representing Independence Bancorp were Steve Stratton, Chief Executive Officer; Bill White, President; and Matt Chalfant, Chairman of the Board. Representing Freedom Bank were Eric Olinger, President and Chief Executive Officer and Scott Neff, Vice President, and Senior Loan Officer. Representing Krieg DeVault Alexander & Capehart were John Tanselle, Nick Chulos, and Angie Vaughan. Board Members Mrs. Loretta Burd, David Baer and James Saner were absent.

I. PUBLIC SESSION

A.) Attendance

B.) Date of next meeting: June 10, 1999, at 9:00 a.m., EST.

C.) A motion was made for approval of the minutes of the meeting held April 8, 1999, by Mr. Zaleski and seconded by Mr. Smith. The minutes were unanimously approved.

DIVISION OF BANK AND TRUST COMPANIES

1.) Independence Bancorp, New Albany, Floyd County, Indiana

Ms. Gina Williams, Senior Bank Analyst, presented the application. The following individuals from Independence Bancorp were introduced: Steve Stratton, Chief Executive Officer; Bill White, President; and Matt Chalfant, Chairman of the Board. John Tanselle and Angie Vaughn from Krieg DeVault Alexander & Capehart were also introduced.

Ms. Williams informed the Members that Independence Bancorp, New Albany, Indiana, had applied to the Department for a change of control of Crawford Financial Corporation, Indianapolis, Indiana, and thereby indirectly acquire control of Marengo State Bank. Marengo State Bank is a state-chartered commercial bank located in southern Indiana with total assets of approximately $31 million. Crawford Financial Corporation is a one-bank holding company that owns approximately 96% of Marengo State Bank.

Independence Bancorp and Crawford Financial Corporation entered into a Stock Purchase Agreement whereby Independence Bancorp will acquire 100% of Crawford Financial Corporation's outstanding stock. Independence Bancorp is offering up to a maximum of 625,000 shares and a minimum of 450,000 shares of its common stock for $8.00 per share in a private placement offering. The proceeds of the offering will primarily be used to purchase the shares of Crawford's common stock. The board of directors and executive officers of Independence Bancorp anticipate purchasing 102,000 shares in the private placement offering.

Steve Stratton will serve as Chief Executive Officer of Marengo State Bank. Mr. Stratton has over 19 years of banking experience beginning in 1979 with the Office of the Comptroller of the Currency. In 1984, he accepted a position with First Interstate Bank of Denver and in 1996 he began working at Great Financial Bank (which is now Firstar) in Louisville as Senior Vice President and Chief Credit Officer. His primary areas of responsibilities have focused in lending and overall asset quality.

Bill White will serve as Vice Chairman at Marengo State Bank. Mr. White has been in banking for 11 years. In 1988, he joined Liberty National Bank & Trust and rose to the position of Senior Vice President. In 1994, he joined Great Financial Bank as First Vice President of Retail Sales and Business Development. His primary areas of responsibilities were retail administration, consumer lending, sales, and business development.

David Harmon will remain as President of Marengo State Bank. Mr. Harmon joined the Bank in January 1998. Prior to joining Marengo State Bank, he was affiliated for five years with the First Savings Bank in Clarksville as Director of Lending.

In addition to Mr. Stratton and Mr. White, there are six other individuals that comprise Independence Bancorp's board of directors, including Mr. Chalfant. A review of the directors' financial statements and biographical backgrounds was conducted as part of the Department's investigation and no unfavorable trends were noted. The Federal Reserve Bank of St. Louis also conducted background checks on all of the outside directors and no unfavorable responses were noted.

The board of directors of Marengo State Bank will be comprised of seven members from the current board plus the directors of Independence Bancorp's board.

Upon consummation of the change of control, Independence Bancorp has committed to infuse $750M into Marengo State Bank and maintain the bank's tier 1 leverage capital ratio at or above 8%.

Independence Bancorp has no plans to liquidate Marengo State Bank, sell its assets, or merge it with any company. As soon as possible after the change of control is completed, the applicant would like to install an ATM machine and to offer debit and credit cards to the bank's customers.

In the future, Independent Bancorp would like to open a branch in New Albany and eventually relocate the main office to New Albany. Both of these will require the approval of the Department and the FDIC.

Independence Bancorp filed an application with the Federal Reserve of St. Louis to become a bank holding company. The application was approved on April 2, 1999. The FDIC issued a "No Comment" letter to the Federal Reserve expressing their intent not to disapprove the change of control.

Ms. Williams informed the Members that pursuant to IC 28-1-2-23, the staff of the Department determined:

1.) The applicant is qualified by competence, experience, character, and financial responsibility to operate the bank and bank holding company in a legal and proper manner, and

2.) The interests of the stockholders, depositors, creditors, and public generally will not be jeopardized by the proposed change in control.

Therefore, the staff of the Department recommends approval of Independence Bancorp's request for a change of control of Crawford Financial Corporation and thereby indirectly control Marengo State Bank subject to the following commitments:

1.) Independence Bancorp inject $750,000 of additional capital into Marengo State Bank immediately upon consummation of the change of control transaction.

2.) Independence Bancorp maintain a Tier 1 Leverage Capital Ratio at Marengo State Bank of no less than 8% until such time as the Director of the Department, in writing, releases this commitment.

A motion for approval of the application was made by Mr. Depasse and seconded by Mr. Zaleski.

The application was unanimously approved.

2.) **<u>Freedom Bank, Huntingburg, Dubois County, Indiana</u>**

Ms. Gina Williams, Senior Bank Analyst, presented the application. The following individuals from Freedom Bank were introduced: Eric Olinger, proposed President and Chief Executive Officer and Scott Neff, proposed Vice President and Senior Loan Officer. Also introduced were Nick Chulos and Angie Vaughan from Krieg DeVault Alexander & Capehart.

Ms. Williams informed the Members that they have been asked to approve a state-chartered commercial bank to be known as Freedom Bank ("Bank"). The proposed institution will be headquartered in Huntingburg, Indiana. Freedom Bank's primary trade area will be Dubois and Spencer Counties. Dubois County is approximately 40 miles northeast of Evansville. Spencer County borders Dubois County on the south side and is approximately 20 miles east of Evansville. The southern border is defined by the Ohio River.

Freedom Bank has applied with the Federal Deposit Insurance Corporation for deposit insurance. If approved, the Bank will be supervised by Department and the FDIC.

The Bank is offering up to 1 million shares of common stock at a price of $10.00 per share. The minimum total number of shares sold in the offering will be 750,000. The Bank intends to use the proceeds of the offering to begin operations.

The organizers of the Bank perceive a need and an opportunity for a locally-owned independent community bank in Dubois and Spencer counties. As of June 30, 1998, there were 11 commercial banks and one savings bank either headquartered within Dubois and Spencer counties or operating branches within these counties. Of those, 9 are owned by bank holding companies located outside of the two counties.

Since the June 1998 numbers, 2 of the 11 commercial banks have already become branches of Evansville banks and a 3rd is scheduled to become a branch later this year. One (1) is now a branch of a Michigan bank.

The Bank intends to focus on:
1) Small and Medium sized business
2) Farmers
3) Professionals
4) The residents of Dubois and Spencer Counties.

The Bank intends to open a branch office in Dale, Indiana, at the same time the Main Office in Hungtingburg opens. Ms. Williams informed the Members that since the application was submitted and the Agenda sent out, the location of the Dale branch had changed and it was now to be located at 10 West Madcalf, Dale, Indiana. Mr. Neff briefly explained the reason for the change in location. Ms. Williams also informed the Members that the company contracted to build the facilities and some of the subcontracting companies had also recently been chosen and are interests of some of the proposed directors of the bank. Documentation to support that Directors were not given preferential treatment because they are director's interests will be provided to the Department.

Within twelve months, the Bank would like to also open an office in Jasper and Rockport, Indiana. Although the projections submitted in the application reflect the costs of the two additional branches, the Bank will be required to file branch applications and receive the approval of the Department and FDIC before commencing business in these locations.

Ms. Williams went through the approval factors for the formation of a financial pursuant to IC 28-11-5-4.

Factor #1 The financial standing and character of the incorporators, organizers, directors, principal shareholders, and controlling corporation.

The Board of Directors consists of one insider, Eric Olinger, the President of the Bank, and twelve

outside directors. The twelve outside directors consist of a balanced representation from each of the communities the Bank will eventually serve.

A review of these individuals financial statements and biographical backgrounds was conducted as part of the application investigation. No unfavorable items were noted. In addition, the FDIC conducts its own background investigation including FBI criminal checks. This investigation revealed no unfavorable responses.

The individuals have broad backgrounds in business and community involvement. The staff of the Department recently met with a majority of these individuals and was very impressed with their commitment to form a new bank.

The financial standing and character of the incorporator, organizer, director, principal shareholder, and controlling corporation are considered acceptable.

Factor #2 The character, qualifications, and experience of the officers and directors of the proposed financial institution.

The bank intends to begin operations with a staff of approximately 12 full-time employees.

Eric Olinger will serve as President and Chief Executive Officer. Mr. Olinger has approximately 20 years of banking experience with the First Bank of Huntingburg. He resigned in July of 1998 after serving as First Bank of Huntingburg's President for three years.

Scott Neff will serve as Vice President and Senior Loan Officer in Spencer County. Mr. Neff has approximately 13 years of banking experience. He recently resigned as President of Lincolnland Bank, Dale, Indiana. Mr. Neff has extensive experience in the various lending operations of a bank. Mr. Neff will be responsible for the Bank's Spencer County operations and serve as the Bank's senior loan officer.

Gregory Gunselman will serve as Chief Operating Officer and Cashier. Mr. Gunselman has over 17 years of banking experience, most of it having been spent in operations. He just resigned as Controller and Senior Vice President of Operations at First Bank of Huntingburg where his responsibilities included overseeing accounting and data processing. He has considerable experience with the technologies used to drive bank operations.

Two other individuals have also been identified to fill Vice Presidents positions; however, these individuals are currently still employed with other financial institutions in the area. Both individuals have sufficient experience in the areas that they will be responsible for at Freedom Bank.

The bank has three (3) outside directors with experience in the operations of financial institutions. Kenneth Scharf is a former director at Boonville Federal Savings Bank and a director at Lincolnland Bank from July 1997 to September 1998. Albert Sternberg is a former Director of the Jasper State Bank and Citizens Bank of Jasper. Gilbert D. Verkamp is a former director of First Bank of

Huntingburg.

The officers and directors are well known and established in their respective communities and their experience is considered acceptable.

Factor #3 The future earnings prospects for the proposed financial institution in the community in which the financial institution is to be established.

The projections were prepared using assumptions provided by Eric Olinger based on information contained in Sheshunoff Information Services and his knowledge of the Bank's trade area. The organizers projected lower loan and investment yields and higher cost of deposits than that of the competition. The projected deposit mix is similar to that of the competition. One assumption of major significance is that the organizers will be able to raise at least $7.5 million. The projections appear reasonable based on the assumptions utilized and proposed marketing plan of the bank.

Factor #4 The adequacy of the financial institution's proposed capital.

The proposed capital of the Bank, as detailed on page 6 of the outline, is considered adequate.

The FDIC Statement of Policy, Application for Deposit Insurance states that the basic benchmark for evaluating the adequacy of the capital structure of a new depository institution is that it should have initial capitalization sufficient to provide a ratio of Tier 1 capital to total estimated assets of at least 8% at the end of the 3rd year.

Pro forma financial information projects the Tier 1 capital ratio to exceed the minimum required capital ratios.

An application for deposit insurance was submitted to the Federal Deposit Insurance Corporation. Arthur Sutton of the FDIC anticipates approval of the deposit insurance application sometime in June.

Based on the findings of the investigation by the Department, the staff recommended approval of the formation of a state chartered commercial bank to be known as Freedom Bank headquartered in Huntingburg, Indiana.

The Members voted individually on each of the four approval factors and unanimously approved each one. **The application was unanimously approved.**

DIRECTOR'S COMMENTS AND REQUESTS

A.) Charles T. Stumpf, Deputy Director, Administrative Division presented to the Members for approval the proposed fee schedules for all Divisions of the Department of Financial Institutions for the fiscal year ending 6-30-00. Mr. Stumpf informed the Members there were no changes to the fee schedules. **A motion was made by Mr. Smith and seconded by Mr. Zaleski. The motion was unanimously approved.**

B.) **INDIANA LAWRENCE BANK, NORTH MANCHESTER, WABASH COUNTY, INDIANA**
On April 19, 1999, the bank notified the Department of its intent to establish an insurance agency subsidiary ILB Financial Services, Inc., North Manchester, Wabash County, Indiana. The subsidiary is being organized for the purpose of acquiring the book of business of the insurance department of Union Trust Bank, Union City, Indiana, also a wholly owned subsidiary of First Financial Bancorp.

C.) Director Phillips updated the Members on current legislation issues.

D.) The Director advised the Members of actions pursuant to delegated authority. Mr. Phillips asked for any questions or clarifications of the actions, which are as follows:

DIVISION OF BANK AND TRUST COMPANIES

1.) **THE ELBERFELD STATE BANK, ELBERFELD, WARRICK COUNTY, INDIANA**
The bank has applied for approval to open a branch banking office to be located at **4424 Vogel Road, Evansville, Vanderburgh County, Indiana.** The application was received on March 22, 1999**.** The name of the branch will be **The Elberfeld State Bank, Remax Office.** The bank is proposing to lease approximately 500 sq. feet from Jack and Judy Czoer and Hugh Miller. The proposed term of the lease agreement is for 2 years with an option to renew annually thereafter. Furniture, fixtures, and equipment are estimated at $20,000. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the FRB as of September 30, 1997. The bank's three-year average ROA is 0.73%. As of December 31, 1998, the Tier I leverage capital ratio is 12.51%. Total fixed assets to total capital will increase from 27.26% prior to this branch to 27.65% after the branch is opened. This will be the institution's second branch. **The Director approved this on April 9, 1999, under Delegated Authority.**

2.) **1ST SOURCE BANK, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA**
The bank has applied for approval to open a branch banking office to be located at **720 South 11th Street, Niles, Berrien County, Michigan.** The application was received on March 12, 1999**.** The name of the branch will be **1st Source Bank.** The bank is proposing to lease approximately 889 square feet from Martin's Supermarkets of Niles L.L.C.. The terms of the lease call for five years plus options to renew for one extension at five years. It is estimated that there will be $135,000 worth of leasehold improvements to make the site into a banking facility. Furniture, fixtures, and equipment costs are estimated at $95,000. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a satisfactory CAMELS rating as a result of a joint examination conducted by the DFI and Federal Reserve Bank of Chicago as of March 31, 1998. The bank's three-year average ROA is 1.28%. As of December 31, 1998, the Tier I leverage capital ratio is 8.84%. Total fixed assets to total capital will increase from 10.48% prior to this branch to 11.06% after the branch is opened. This will be the institution's forty-eighth branch. **The Director approved this on April 9, 1999, under Delegated Authority.**

3.) **PEOPLES BANK SB, MUNSTER, LAKE COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **1501 Lake Park Avenue, Hobart, Lake County, Indiana.** The application was received on February 26, 1999**.** The name of the branch will be **Peoples Bank SB – Hobart Office.** The proposed branch will be a 3,696 square foot newly constructed branch banking facility. The bank purchased the property for $450,000 on July 29, 1996. The estimated costs for constructing the branch is $787,500. Furniture, fixtures, and equipment are estimated at $433,000. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the FDIC as of June 30, 1998. The bank's three-year average ROA is 1.02%. As of December 31, 1998, the Tier I leverage capital ratio is 9.16%. Total fixed assets to total capital will increase from 19.75% prior to this branch to 23.34% after the branch is opened. This will be the institution's seventh branch. **The Director approved this on April 9, 1999, under Delegated Authority.**

4.) **THE NAPOLEON STATE BANK, NAPOLEON, RIPLEY COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **910 South Buckeye, Osgood, Ripley County, Indiana.** The application was received on March 19, 1999**.** The name of the branch will be **The Napoleon State bank – Osgood Branch.** The proposed branch will be a newly constructed branch banking facility on 2.9 acres south of Osgood. The bank purchased the property for $29,000 on April 3, 1999. The estimated costs for constructing the branch is $495,000. Furniture, fixtures, and equipment are estimated at $161,000. No insider relationship exists between any insiders of the bank and any of the parties involved. The bank received a satisfactory CAMELS rating as a result of an examination conducted by the DFI as of June 30, 1998. The bank's three-year average ROA is 1.14%. As of December 31, 1998, the Tier I leverage capital ratio is 10.64%. Total fixed assets to total capital will increase from 13.04% prior to this branch to 23.92% after the branch is opened. This will be the institution's second branch. **The Director approved this on April 9, 1999, under Delegated Authority.**

5.) **APPLICATION BY AN INDIANA OR FOREIGN BANK HOLDING COMPANY**

The Staff of the Department is requesting approval of the **Application By An Indiana or Foreign Bank Holding Company** which is the application required to be filed with the Department of Financial Institutions pursuant to IC 28-2-14 or IC 28-2-16. These statutes allow for the acquisition of an Indiana Bank Holding or Indiana Bank by another Indiana Holding Company or Foreign Bank Holding Company, respectively. The effective date of the form will be April 12, 1999. **The Director approved this on April 9, 1999, under Delegated Authority.**

6.) **APPLICATION TO ESTABLISH A BRANCH OFFICE OR OFFICES BY ACQUISITION**

The Staff of the Department is requesting approval of the **Application To Establish A Branch Office Or Offices By Acquisition** which is the application required to be filed when an institution proposes to merge or consolidate with or purchase all or substantially all of the assets of another institution in accordance with IC 28-1-7 or IC 28-1-8. The effective date of the form will be April 12, 1999. **The Director approved this on April 9, 1999, under Delegated Authority.**

7.) **SUNTRUST BANK, CENTRAL FLORIDA, NATIONAL ASSOCIATION, ORLANDO, ORANGE COUNTY, FLORIDA**

An application for issuance of a certificate of admission was received from SunTrust Bank, Central Florida, National Association ("SunTrust"). SunTrust filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. SunTrust is a national association headquartered in the State of Florida. The application states that the bank intends to engage in the operation of a loan production office in Indianapolis. SunTrust has appointed Christopher A. Black, Market Town Executive Suites, 500 Market Tower, 10 West Market Street, Indianapolis, Marion County, Indiana, as resident agent for service of legal process. **A Certificate of Admission was issued by the Director on April 9, 1999, under Delegated Authority.**

8.) **STAR TRUST COMPANY, MARION, GRANT COUNTY, INDIANA**

STAR Trust Company has applied to the Department for permission to amend Article 1 of its Articles of Incorporation. Approval of the amendment will allow the trust company to change its name to "STAR Investment Management and Trust Company." The effective date of the amendment will be the date it is filed with the Secretary of State. **The Director approved this on April 19, 1999, under Delegated Authority.**

9.) **FREEDOM BANK, HUNTINGBURG, DUBOIS COUNTY, INDIANA**

Eric Olinger, as incorporator, has filed an application for approval to form a state chartered commercial bank to be known as Freedom Bank (the "Bank"), headquartered in Huntingburg, Dubois County, Indiana, pursuant to IC 28-11-5. The incorporator is requesting approval to incorporate Freedom Bank as an interim bank prior to the approval of the application to organize a state-chartered bank by the members of the department. The interim bank intends to offer shares of its common stock in order to raise the necessary capital for approval of the application.

Approval and incorporation of the interim bank will:

- Allow the organizers to begin the stock offering as a corporate entity immediately upon approval and incorporation of the interim bank.
- Create an entity to engage in the offering of the shares before the members of the department approve the application for the bank.
- Give the incorporators corporate protections against personal liability for their activities on behalf of the bank, including the offering of the bank's common stock.
- Preserve the exempt security status of the common stock that will be offered and sold by the Bank under federal and Indiana securities laws.

The articles of incorporation of the interim bank state that, without the prior written approval of the Department, the Bank will only engage in activities or take actions related solely to (a) the offering for sale of shares of its common stock and (b) the Bank's organization.

If the members of the department of financial institutions approve the application, the articles of incorporation will be amended to allow the Bank to engage in all of the powers of a bank incorporated under the laws of the State of Indiana. **APPROVAL IS RECOMMENDED, SUBJECT TO THE FOLLOWING CONDITIONS:**

The interim bank will not be authorized to transact any business or incur any indebtedness,

except as is incidental to its organization or to obtaining subscriptions to or payment for shares of its capital stock until:

- **the application is approved by the members of the department,**
- **adequate capital as determined by the members of the department is fully paid in,**
- **and the Bank has obtained deposit insurance from the Federal Deposit Insurance Corporation.**

The Director approved this on April 20, 1999, under Delegated Authority.

DIVISION OF CREDIT UNIONS

1.) CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Ambassador Home Improvement, Inc. – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)
B.D.K. Controls, Inc. – North Vernon – 4 members (common bond of occupation as defined by 28-7-1-10)
Cut Ups Barber and Beauty Shop – Greensburg – 2 members (common bond of occupation as defined by 28-7-1-10)
Jennings Health Care Center – North Vernon – 100 members (common bond of occupation as defined by 28-7-1-10)
Mactac – Columbus – 90 members (common bond of occupation as defined by 28-7-1-10)

New Beginnings School – Columbus – 3 members (common bond of occupation as defined by 28-7-1-10)
Noble Romans – Greensburg – 28 members (common bond of occupation as defined by 28-7-1-10)
Priority One Mortgage, Inc. – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Ramada Inn Of Columbus – Columbus – 100 members (common bond of occupation as defined by 28-7-1-10)
Seneca Lanes – Fostoria, Ohio – 15 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 5, 1999, under Delegated Authority.

2.) TAPER LOCK CREDIT UNION, MISHAWAKA, ST. JOSEPH COUNTY, INDIANA

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Midwest Lumber & Dimensions – Bremen – 50 members (common bond of occupation as defined by 28-7-1-10)
Four Winds Custom Heating & Air, Inc. – Isceika – 5 members (common bond of occupation as defined by 28-7-1-10)
Terry's Cabinet and Salvage – Mishawaka – 5 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 5, 1999, under Delegated Authority.

3.) <u>HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA</u>

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Jasper Lumber Co., Inc. – Jasper – 65 members (common bond of occupation as defined by 28-7-1-10)
Benchmark Services, Inc. – Huntingburg – 6 members (common bond of occupation as defined by 28-7-1-10)
Allen Manufactured Homes – West Baden – 5 members (common bond of occupation as defined by 28-7-1-10)
Messmer Mechanical, Inc. – Jasper – 40 members (common bond of occupation as defined by 28-7-1-10)
Southern Indiana Adjusters, Inc. – Bedford/Lebanon – 5 members (common bond of occupation as defined by 28-7-1-10)
South Baven Coil – Bedford – 29 members (common bond of occupation as defined by 28-7-1-10)
Inhouse Graphics – Huntingburg – 1 member (common bond of occupation as defined by 28-7-1-10)
Total Office Products, Inc. – Evansville/Jasper – 10 members (common bond of occupation as defined by 28-7-1-10)
Buechlein's Kwik-Strip – Jasper – 1 member (common bond of occupation as defined by 28-7-1-10
United Plant Guard Workers of America Local 10 – Bedford – 14 members (common bond of labor organization membership as defined by 28-7-1-10)
Remnant's Hope Bible Church – Bedford – 4 members (common bond of church membership as defined by 28-7-1-10)
Bedford Baptist Temple – Bedford – 200 members (common bond of church membership as defined by 28-7-1-10)

The Director approved this on April 12, 1999, under Delegated Authority.

4.) <u>TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA</u>

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations

into the field of membership of the credit union:

Salvation Army Adult Rehabilitation Center – Gary – 52 members (common bond of occupation as defined by 28-7-1-10)
High School Sports Publications, Inc. – Crown Point – 8 members (common bond of occupation as defined by 28-7-1-10)
Hawley Enterprises, Inc. – Granger – 2 members (common bond of occupation as defined by 28-7-1-10)
Elliott's House of Glass – Crawfordsville – 5 members (common bond of occupation as defined by 28-7-1-10)
Hart Housing Group, Inc. – Wakarusa – 200 members (common bond of occupation as defined by

28-7-1-10)
Bestway Towing – South Bend – 7 members (common bond of occupation as defined by 28-7-1-10)
Indigo Sales, Inc. – Mishawaka – 12 members (common bond of occupation as defined by 28-7-1-10)
Classic Development Corp. d/b/a Great Lakes Technology – South Bend – 6 members (common bond of occupation as defined by 28-7-1-10)
Beauty Transportation – South Bend – 4 members (common bond of occupation as defined by 28-7-1-10)
Night Magic, Inc. – New Carlisle – 8 members (common bond of occupation as defined by 28-7-1-10)
National Kidney Foundation of Indiana, Inc. – Indianapolis – 14 members (common bond of occupation as defined by 28-7-1-10)
Super Highway – Indianapolis – 1 member (common bond of occupation as defined by 28-7-1-10)
RisWell, Inc. d/b/a Quizno's Classic Subs – Mishawaka – 20 members (common bond of occupation as defined by 28-7-1-10)
Da-Lin, Inc. d/b/a Quizno's Classic Subs – Mishawaka – 20 members (common bond of occupation as defined by 28-7-1-10)
King Shots Photography, Inc. – Speedway – 15 members (common bond of occupation as defined by 28-7-1-10)
Hebrew Orthodox Congregation – South Bend – 150 members (common bond of church membership as defined by 28-7-1-10)
Indiana Association of Public School Superintendents – Indianapolis – 351 members (common bond of professional association as defined by 28-7-1-10)
Automotive Service Professionals of Indiana, Inc. – Lebanon – 1,500 members (common bond of professional association as defined by 28-7-1-10)

The Director approved this on April 12, 1999, under Delegated Authority.

5.) <u>GENERAL CREDIT UNION, FORT WAYNE, ALLEN COUNTY, INDIANA</u>

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Allen County-Fort Wayne Historical Society – Fort Wayne – 7 members (common bond of occupation as defined by 28-7-1-10)
Summit Benefits Audit, Inc. – Fort Wayne – 3 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 19, 1999, under Delegated Authority.

6.) INDIANA TELCO CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:
Datagraphic – Indianapolis – 45 members (common bond of occupation as defined by 28-7-1-10)
AutoNation USA – Fishers – 95 members (common bond of occupation as defined by 28-7-1-10)
AquaPerfect, Inc. – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)
Holt Equipment Co., Inc. – Fishers – 65 members (common bond of occupation as defined by 28-7-1-10)
Mr. D's Food Markets – Indianapolis – 550 members (common bond of occupation as defined by 28-7-1-10)
Ideas At Work, Inc. – Noblesville – 8 members (common bond of occupation as defined by 28-7-1-10)
Cameron Electric, Inc. – Lawrence – 30 members (common bond of occupation as defined by 28-7-1-10)
Nu-Con, Inc. – Nineveh – 9 members (common bond of occupation as defined by 28-7-1-10)
OfficeWorks, Inc. – Indianapolis – 63 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 19, 1999, under Delegated Authority.

7.) NICKEL PLATE INDUSTRIAL CREDIT UNION, FRANKFORT, CLINTON COUNTY, INDIANA

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Frankfort Termite & Pest Control Co. – Frankfort – 4 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 19, 1999, under Delegated Authority.

8.) TECH CDREDIT UNION, CROWN POINT, LAKE COUNTY, INDIANA

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Parkman Enterprises – Midlothian, IL – 3 members (common bond of occupation as defined by 28-7-1-10)
4Integrity, Inc. – Crown Point – 4 members (common bond of occupation as defined by 28-7-1-10)
B&E Honda – Valparaiso – 16 members (common bond of occupation as defined by 28-7-1-10)
Andover Management Corporation – Merrillville – 60 members (common bond of occupation as defined by 28-7-1-10)
Continental Design and Management Group, Indiana Division – Portage – 10 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on April 26, 1999, under Delegated Authority.

9.) <u>CENTRA CREDIT UNION, COLUMBUS, BARTHOLOMEW COUNTY, INDIANA</u>

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

Don Brown Concrete Construction – Elizabethtown – 3 members (common bond of occupation as defined by 28-7-1-10)
Impact Forge, Inc. – Columbus – 499 members (common bond of occupation as defined by 28-7-1-10)
Net Forge/Division of Omni Forge, Inc. – Columbus – 80 members (common bond of occupation as defined by 28-7-1-10)
Therapy for Children, LLP – Columbus – 21 members (common bond of occupation as defined by 28-7-1-10)
First Christian Church – Columbus – 29 members (common bond of church membership as defined by 28-7-1-10)

The Director approved this on April 27, 1999, under Delegated Authority.

10.) <u>TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA</u>

A request for approval of a Petition for Approval of Proposed Amendment to the Articles of Incorporation has been filed pursuant to IC 28-7-1-10 (which allows a credit union to add one or more qualified groups to its field of membership) this amendment would place the following organizations into the field of membership of the credit union:

D & L Housewright, Inc. – Lakeville – 1 member (common bond of occupation as defined by 28-7-1-10)
331 Auto Sales – Bremen – 3 members (common bond of occupation as defined by 28-7-1-10)
Zoning Professionals, Inc. – Indianapolis – 1 member (common bond of occupation as defined by 28-

7-1-10)
Hutchinson Mfg. Company – South Bend – 4 members (common bond of occupation as defined by 28-7-1-10)
Scott Optical, Inc. – Elkhart – 12 members (common bond of occupation as defined by 28-7-1-10)
Strang & Associates – Plymouth – 7 members (common bond of occupation as defined by 28-7-1-10)
LAXMI Hospitality Corporation – Plymouth – 6 members (common bond of occupation as defined by 28-7-1-10)
Itsa Bagel Shop – South Bend – 4 members (common bond of occupation as defined by 28-7-1-10)
Van Vactor, L.L.C. – Plymouth – 1 member (common bond of occupation as defined by 28-7-1-10)
Aureate Media Corporation – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)
Tom Naquin Chevrolet-Nissan, Inc. – Elkhart – 77 members (common bond of occupation as defined by 28-7-1-10)
RAC Development, Inc. – Plymouth – 1 member (common bond of occupation as defined by 28-7-1-10)
Room Designs, Inc./d/b/a Norwalk-The Furniture Idea – Mishawaka – 10 members (common bond of occupation as defined by 28-7-1-10)
Kelly Services – Indianapolis – 2,000 members (common bond of occupation as defined by 28-7-1-10)
Saint Paul School – Valparaiso – 30 members (common bond of occupation as defined by 28-7-1-10)
Midwest Productivity Improvements – Mishawaka – 1 member (common bond of occupation as defined by 28-7-1-10)
Hively & Meredith, Inc. – Mishawaka – 15 members (common bond of occupation as defined by 28-7-1-10)
Thermal Plus, Inc. – Mishawaka – 15 members (common bond of occupation as defined by 28-7-1-10)
Terry's Home Improvement – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)
Speicher Fields & Assoc., Inc. – Mishawaka – 3 members (common bond of occupation as defined by 28-7-1-10)
Hickory Creek Nursery, Inc./d/b/a Alsip Home & Nursery – St. John – 75 members (common bond of occupation as defined by 28-7-1-10)
Gundy Custom Builders, Inc. – Vandalia, MI – 8 members (common bond of occupation as defined by 28-7-1-10)
Indiana Principal Leadership Academy Alumni Association – Greenwood – 1,400 members (common bond of professional association as defined by 28-7-1-10)
Mayflower Apostolic Church – South Bend – 55 members (common bond of church membership as defined by 28-7-1-10)

The Director approved this on May 5, 1999, under Delegated Authority.

CONSUMER CREDIT DIVISION

1.) **Consumer Mortgage Acceptance Corporation** is requesting a consumer loan license. Applicant is based in Orange, CA. They will be making second mortgage loans. They will not be servicing their

loans. Loans will be closed by title company/attorneys. They currently operate in 9 states. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

2.) **Country Funding Inc.** is requesting a consumer loan license. Applicant is based in Montvale, NJ. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They have currently applied in 12 states. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

3.) **Genisys Financial Corp**. is requesting a consumer loan license. Applicant is based in San Diego, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in California. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

4.) **HomeAdd Financial Corporation** is requesting a consumer loan license. Applicant is based in Greenville, SC. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in 5 states. Applicant is recommended for approval. **Need additional information.**

5.) **Infinity Capital Corporation** is requesting a consumer loan license. Applicant is based in Newport Beach, CA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in 12 states. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

6.) **NewCastle Mortgage Corporation** is requesting a consumer loan license. Applicant is based in Atlanta, GA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They have currently applied in 3 states. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

7.) **Paragon Lending, Inc**. is requesting a consumer loan license. Applicant is based in Charlotte, NC. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by a title company. They currently operate in six states. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

8.) **Royce Check Advance, Inc**. is requesting a consumer loan license. Applicant is based in Indianapolis, IN. Loans in Indiana will be made at Terre Haute. They will be making single pay, short term loans less than 30 days (payday loans). Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

9.) **Cash in a Flash, Inc**. is requesting a check casher license. Applicant is based at Merrillville, IN. Licensee will have locations in Indiana at Hobart, Hammond, Cedar Lake, Elkhart, and Mishawaka. They will be cashing all types of checks. References are satisfactory. The fee will average 2% to 3% except for personal checks to 10%. Applicant also has LL 1325 since 10/95. Exams have been

satisfactory. They currently operate in Mississippi. Applicant is recommended for approval. **Need additional information.**

10.) **Loans Til Payday, Inc**. is requesting a check casher license. Applicant is based at Merrillville, IN. Licensee will have locations in Indiana at Hobart, Laporte, and Michigan City. They will be cashing all types of checks. References are all satisfactory. Fee will be 2% to 3% of the check. Applicant also has LL #1682 since 2/98. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

11.) **Palm Financial, LLC d/b/a PayDay Express** is requesting a check casher license. Applicant is based at Indianapolis, IN. Licensee will have locations in Indiana at Brownsburg. They will be cashing all types of checks. References are all satisfactory. Fee will be 2% to 3% of check. Applicant has LL 7459 issued 11/12/98. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

12.) **Quick Cash of Indiana, L.L.C.** is requesting a check casher license. Applicant is based at Kokomo, IN. They will be cashing all types of checks. References are all satisfactory. Fee will be 2% to 5% of check. They have LL 1758. A recent exam showed satisfactory compliance. Applicant is recommended for approval. **The Director approved this on April 12, 1999, under Delegated Authority.**

13.) **Mexico Express of Nevada, L.L.C.** is requesting a money transmitter license. Applicant is based in Carson City, NV. They have agents in Frankfort and LaGrande. They currently operate in seven states. They have met all of the financial requirements of the statute. Applicant is recommended for approval. **Need additional information.**

14.) **Guaranty GAP Plus** is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Lake Forest, CA. The maximum charge to the customer is $420 with a full refund during the first 45 days. If customer prepays their credit agreement, they will be issued a refund based on "Rule of 78ths". Customer deductible is covered up to $500. They currently operate in Kansas, Wisconsin, and Utah. There is a contractual liability policy issued by Guaranty National Insurance Co. The initial dealer requesting approval is Paul Sur Pontiac. All future dealers will agree to abide by the same terms as those approved. Approval is subject to review at a future date as deemed necessary by the Department. It is recommended that the program be approved as submitted and subject to the above conditions. This is provided for under IC 24-4.5-2-202 (1)(c). **The Director approved this on April 12, 1999, under Delegated Authority.**

A motion to adjourn was made by Mr. Depasse and seconded by Mr. Zaleski. The motion was unanimously approved.

APPROVED: **ATTEST:**

Norman L. Lowery, Chairman **James M. Cooper, Acting Secretary**