DEPARTMENT OF FINANCIAL INSTITUTIONS
MINUTES OF MEETING
JANUARY 11, 2001

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, January 11, 2001. Members present were Norman L. Lowery, Chairman; Tony Zaleski, Ronald E. Depasse and James L. Saner. Also present from the Department were Charles W. Phillips, Director; James M. Cooper, Deputy Director, Depository Division; Randall L. Rowe, Bank Supervisor; Kirk J. Schreiber, Senior Bank Analyst; Gina R. Williams, Senior Bank Analyst; Mark K. Powell, Supervisor, Credit Union Division; Mark Tarpey, Supervisor, Consumer Credit Division; Chuck T. Stumpf, Deputy Director, Administration Division; Chris McKay, Legal Assistant and Ronda Bailey, Administrative Assistant. J. Philip Goddard, Chief Counsel, Deputy Director, Non-Depository Institutions and Secretary arrived for the last part of meeting. Members absent were Loretta M. Burd, Gary M. Smith and David D. Baer.

I. PUBLIC SESSION

A.) Attendance

B.) Date of next meeting: February 8, 2001 @ 9:00 a.m.

C.) A motion was made for approval of the minutes of the meeting held September 14, 2000 by Mr. Zaleski and was seconded by Mr. Depasse. **The minutes were unanimously approved.**

DIVISION OF BANK AND TRUST COMPANIES

1.) **Regional Federal Savings Bank, New Albany, Floyd County, Indiana**

Senior Bank Analyst Gina Williams presented the application. Regional Federal Savings Bank headquartered in New Albany, Indiana has applied for approval of a charter conversion from a federally chartered savings bank to a state commercial bank pursuant to IC 28-1-21.6. If the conversion is approved, the Department and the Federal Deposit Insurance Corporation will regulate Regional. The name of the converted institution will be Regional Bank. There will be no change in the directors, officers, or operating personnel.

The Department conducted an examination of Regional, which commenced on November 13, 2000. The examination date was as of June 30, 2000. Examiners from the Federal Deposit Insurance Corporation also participated on the examination. As of June 30, 2000, Regional had total assets of $215 million and total equity of $18 million.

The results of the examination reveal the overall financial condition of Regional to be satisfactory. Regional's Tier 1 Leverage Capital Ratio as of September 30 was 6.77% and Return on Average Assets was calculated to be approximately 0.83%. A review of

Regional's assets revealed minimal asset quality problems in the loan portfolio with no credit quality concerns noted in the investment portfolio. The institution's liquidity was considered satisfactory and its interest rate risk moderate.

The board of directors committed to address weaknesses noted in the Report of Examination at their December 20 board meeting.

The Department also conducted a Depository Compliance Examination as of November 20, 2000. Results of the examination noted satisfactory compliance with the Indiana Uniform Consumer Credit Code and related federal statutes.

Regional is a wholly owned subsidiary of Indiana United Bancorp which is headquartered in Greensburg, Indiana. Indiana United Bancorp's other wholly owned bank subsidiaries are Union Bank and Trust Company of Indiana, Greensburg, Indiana, People's Trust Company, Brookville, Indiana, and Capstone Bank, N.A., Watseka, Illinois. The Department regulates Union Bank and Trust Company of Indiana and People's Trust Company.

Patrick Wilder of the Federal Reserve Bank of Chicago indicated approval of their application within the next couple of days.

IC 28-1-21.6-10 provides that the Department may approve the plan of charter conversion if it is determined:

1. The resulting commercial bank will operate in a safe, sound, and prudent manner.

2. The proposed charter conversion will not result in a commercial bank that has inadequate capital, unsatisfactory management, or poor earnings prospects.

3. The management or other principals are qualified by character and financial responsibility to control and operate in a legal and proper manner the resulting commercial bank.

4. The interests of the depositors, creditors, and the public will not be jeopardized by the charter conversion.

The applicant is considered by the staff to meet these requirements and therefore the staff recommends the plan of charter conversion of Regional Federal Savings Bank to a state-chartered commercial bank be approved.

A motion for approval of the application was made by Mr. Depasse and seconded by Mr. Zaleski. The application received three favorable votes. Mr. Saner abstained from voting due to his relationship with Indiana United Bancorp. The application was approved.

DIRECTOR'S COMMENTS AND REQUESTS

A.) Senior Bank Analyst Gina Williams requested the Members approve a policy that would define trust preferred securities as investment securities pursuant to IC 28-1-11-4 and IC 28-6.1-10-6.

Ms. Williams explained trust preferred securities involve the organization of a business trust/issuer trust by an issuer corporation, typically insurance companies and bank or savings and loan holding companies. The issuer trust issues two classes of securities: common securities, all of which are purchased by the issuer corporation and trust preferred securities, which are sold to investors. The issuer trust uses the cash it receives from the common stock and trust preferred securities to purchase subordinated debentures, which are issued by the issuer corporation.

The distributions the holders of the trust preferred securities receive from the issuer trust consist of the interest the issuer corporation pays on the debentures. The distribution rate on the trust preferred securities is identical to the rate of interest paid on the underlying debentures.

The issuer corporation executes a guarantee of the obligations of the issuer trust to pay distributions on the trust preferred securities in addition to an agreement to indemnify third parties for other expenses and liabilities incurred by the issuer trust. The guarantee provides that if there are not funds to pay the holders of the trust preferred securities, the holders can sue the issuer corporation directly to enforce payment.

An investment in trust preferred securities is functionally equivalent to an investment in the underlying debentures.

Ms. Williams explained trust preferred securities have characteristics typically associated with debt obligations, such as corporate bonds and municipal revenue bonds.

Holders of trust preferred securities do not share in any appreciation in the value of the issuer trust and are protected from changes in the value of the principal, except for credit risk, which lies with the issuer corporation.

Holders of trust preferred securities have no voting rights in the management of the ordinary course of business of the issuer trust.

The holders may only vote in limited circumstances on issues relating only to the modification of the trust preferred securities and the exercise of the rights of the issuer trust as holder of the debentures and the guarantee.

The distributions on the trust preferred securities resemble periodic interest payments on debt.

The Federal Deposit Insurance Corporation, Office of the Comptroller of the Currency, and

the Office of Thrift Supervision have authorized the investment in trust preferred securities for the financial institutions they supervise.

The Members have the authority to define trust preferred securities as investment securities.

The staff recommends that the Members adopt a policy that specifies that trust preferred securities are considered investment securities subject to the limitations and restrictions pursuant to IC 28-1-11-4 for banks and trust companies and IC 28-6.1-10 for savings bank and therefore allowable investments for each.

Mr. Depasse questioned if this had not already been done. Deputy Director Cooper stated that there might have been discussions concerning trust preferred securities in the past because bank holding companies were using this as a means to acquire other banks. But a policy allowing banks to invest in them has not been approved. A lengthy discussion followed which included the risks that are associated with trust preferred securities. One of the biggest risks was the option of the issuer corporation to extend the maturity on some issues by up to 50 years. Deputy Director Cooper stated that the Office of Thrift Supervision, Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation have issued guidances on trust preferred securities.

Mr. Saner asked if the policy was going to address the permissibility of a bank investing in its own holding company's trust preferred securities or trust preferred securities which are convertible to common stock of the issuer corporation at some point in the future. Deputy Director Cooper stated the policy would not and issues like that would have to be researched for permissibility in federal statutes. **A motion for approval of the policy was made by Mr. Saner and seconded by Mr. Depasse. The policy was unanimously approved.**

B.) The Staff requests that the Members delegate approval of the determination of an allowable investment security pursuant to IC 28-1-11-4(a) and IC 28-6.1-10-6(a) to the Director. **A motion for approval was made by Mr. Lowery and seconded by Mr. Saner. The delegation was unanimously approved.**

C.) **<u>Citizens Bank, Mooresville, Morgan County, Indiana</u>**
The bank notified the Department that they closed the branch banking office that was known as the "Plaza Branch" located at 350 North Monroe Street, Mooresville, Morgan County, Indiana. The branch office closed on September 30, 2000 @ 12:00 noon. **This item was for Informational purposes only.**

D.) **<u>German American Bank, Jasper, Dubois County, Indiana</u>**
The bank notified the Department that they closed the branch banking office that was known as the "Ferdinand Branch" located at 2065 Main Street, Ferdinard, Dubois County, Indiana. The branch office closed on November 13, 2000, at 12:00 noon. **This item was for**

informational purposes only.

E.) **Farmers State Bank, Mentone, Kosciusko County, Indiana**

The bank notified the Department that they closed the branch banking office that was known as the "Burket Branch" located at the corner of Main and Walnut Streets, Burket, Indiana. The branch office closed on December 29, 2000, at 5:00 P.M. **This item was for informational purposes only.**

F.) **STAR Financial Bank, Anderson, Madison County, Indiana**

On October 2, 2000, the Department was notified that STAR Financial Bank's intent to acquire a wholly owned subsidiary, STAR Insurance Agency pursuant to IC 28-13-16. STAR Insurance is an insurance agency licensed under Indiana law to sell all general lines of insurance. In all instances STAR Insurance acts as an agent and will not assume any principal risk as to the insurance products sold. **This item was for informational purposes only.**

G.) **Orange County Bank, Paoli, Orange County, Indiana**

On October 3, 2000, the Department was notified that Orange County Bank, a wholly owned subsidiary of Old National Bancorp, Evansville, Indiana, intends to acquire Wolford Cannon Hoecker Insurance Agency, Inc. as a wholly owned qualifying subsidiary of the Bank as permitted by IC 28-13-16. The main purpose of this subsidiary will be to act as an insurance agency. WCH will continue to offer and sell all types of insurance and annuity products under the authority of IC 28-1-11-2. **This item was for informational purposes only.**

H.) Phil Goddard updated the Members of pending litigation concerning payday lending in Indiana. Mr. Goddard explained that the department retained the services of Sommar and Barnard for purposes of filing an amicus brief to the Indiana Supreme Court. There are presently two certified questions pending before the Court that were certified and sent to the Supreme Court arising out of several class action suits filed in federal court. It was explained that our briefs dealt with whether the 36% usury ceiling applies to small loans versus a $33.00 minimum finance charge as is provided by state law. The outcome of this decision will have a bearing on the future of payday lenders operating in Indiana. **This item was for informational purposes only.**

I.) Director Phillips will advise the Members of actions taken 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.) **STAR FINANCIAL BANK, ANDERSON, MADISON COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **6230 Bluffton Road, Fort Wayne, Allen County, Indiana.** The application was received on August 8, 2000, and the branch is to be known as the **Bluffton Road Office.**

This location is currently used as the Service Center for STAR Financial Bank's operation. The bank is proposing to build a 315 square foot branch within this facility. Cost to make improvements to the building to construct the branch is estimated at $48M. Furniture,

fixtures, and equipment are projected at $31M. The bank's three-year average ROA is 0.84%. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. As of June 30, 2000, the Tier 1 leverage capital ratio is 7.91%. The investment in total fixed assets to total capital will be 28.13% after the establishment of this branch and the relocation of the branch discussed below. This will be the institution's thirty-ninth branch. **The Director approved this on September 8, 2000, under Delegated Authority.**

2.) **STAR FINANCIAL BANK, ANDERSON, MADISON COUNTY, INDIANA**

The bank has applied to the Department for approval to relocate a branch banking office from **5854 N. Clinton Street, Fort Wayne, Allen County, Indiana** to **5920 St. Joe Center Road, Fort Wayne, Allen County, Indiana.** The application was received on August 28, 2000, and the relocated branch is to be known as the **St. Joe Center Road Office.** The bank proposes to build a 2,800 square foot branch. The bank will purchase the land from an unaffiliated third party for $278M. Cost to construct the branch is estimated at $632M. Furniture, fixtures, and equipment are projected at $100M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. The bank's three-year average ROA is 0.84%. As of June 30, 2000, the Tier 1 leverage capital ratio is 7.91%. The investment in total fixed assets to total capital will be 28.13% after the relocation of this branch and the new branch discussed above. The bank is currently leasing the branch they are moving from. The bank will continue to have thirty-ninth branches after the relocation. **The Director approved this on September 8, 2000, under Delegated Authority.**

3.) **TOWER BANK & TRUST COMPANY, FORT WAYNE, ALLEN COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office at **10373 Illinois Road, Fort Wayne, Allen County, Indiana.** The application was received on August 18, 2000, and the branch is to be known as the **Tower Bank & Trust Company – Scott and Illinois Road Branch.** The bank proposes to lease 2,400 square feet of space in a new shopping center at the corner of Illinois Road and Scott Road. The term of the lease is for 10 years with options to renew the term for two additional 5-year terms. The space will be leased for $12.00 per square foot initially with an average per square foot cost of $13.90 over the initial 10-year period. The bank will lease the space from an unaffiliated third party. Leasehold improvements are estimated at $140M and furniture, fixtures, and equipment are projected at $160M. No insider relationship exists between any insiders of the bank and any of the parties involved in this transaction. Tower Bank & Trust Company is a new institution that opened for business in February of 1999. The bank reported its first profitable month in April of 2000. The recently revised 2000 budget projects continued asset growth and

sustained profitability with an ROA of approximately 0.40%. As of June 30, 2000, the Tier 1 leverage capital ratio is 12.26%. The investment in total fixed assets to total capital will be 6.96% after establishment of this branch. This will be the bank's second branch. **The Director approved this on September 8, 2000, under Delegated Authority.**

4.) **JACKSON COUNTY BANK, SEYMOUR, JACKSON COUNTY, INDIANA**

The bank has applied for approval to open a branch banking office to be located at **3880 West Jonathon Moore Pike, Columbus, Bartholomew County, Indiana.** The application was received on August 11, 2000. The name of the branch will be **Jackson County Bank.** No insider relationship exists between any insiders of the bank and any of the parties involved. The proposed branch is a 3,750 square foot newly constructed branch banking facility. The bank is in the process of purchasing the land from a third party for $428M. The estimated cost for constructing the branch is $645M. Furniture, fixtures, and equipment costs are projected to be $192M. The bank's three-year average ROA is 0.97%. As of June 30, 2000, the Tier 1 leverage capital ratio is 8.27%. The investment in total fixed assets to total capital will increase from 17.44% before the proposed branch to 22.41% after the investment in the branch. This will be the institution's eleventh branch. **The Director approved this on September 8, 2000, under Delegated Authority.**

5.) **INDIANA MEMBERS TRUST COMPANY, INDIANAPOLIS, MARION COUNTY, INDIANA**

The board of directors of Indiana Members Trust Company have appointed and submit a request to the Department for approval of the appointment of Mac Martin to serve as liquidating agent in the dissolution of the corporate fiduciary. Mr. Martin is President of Indiana Financial Services, a credit union service organization of Indiana Members Credit Union. In addition, Mr. Martin is also an Attorney at Law. The dissolution of Indiana Members Trust Company was approved by the Members of the Department at the September 14, 2000 meeting. **The Director approved this on September 15, 2000, under Delegated Authority.**

6.) **SAND RIDGE BANK, HIGHLAND, LAKE COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a mobile branch**.** The application was received on September 19, 2000. The bank intends to operate the mobile branch in the following Lake County cities: Highland, Griffith, Munster, Dyer, Schererville, St. John, as well as parts of Gary, Hammond, Cedar Lake and Ross Township. The branch will operate at various events, such as: trade shows, health fairs, bank sponsored school programs and other bank and community events. The branch will be primarily used to open accounts for customers and to collect deposits to facilitate the opening of accounts. A cash box with a lock will be used to secure all cash and checks, which the branch handles. There is no cost to the bank associated with this mobile branch. The bank's three-year average ROA is 1.17%. As of June 30, 2000, the Tier 1 leverage capital ratio is 7.54%. The investment in total fixed assets to total capital will remain at 11.38%. This will be the institution's sixth branch. **The Director approved this on October 11, 2000, under**

Delegated Authority.

7.) **SPRINGS VALLEY BANK AND TRUST COMPANY, FRENCH LICK, ORANGE COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to

be located at **245 U.S. 231 South, Jasper, Dubois County, Indiana.** The proposed branch will be located inside of Vogler's Hardware Center at this location. The application was received on September 26, 2000, and the branch is to be known as **Springs Valley Bank and Trust Company.** The bank will lease approximately 800 square feet from an independent third party. The term of the lease is for three years with an option for an additional three years and requires monthly installment payments of $1,100.00. The estimated cost for furniture, fixtures, and equipment costs are expected to be $38M. The bank's three-year average ROA is 0.83%. As of June 30, 2000, the bank's ROA is 0.90% and its Tier 1 leverage capital ratio is 8.96%. The investment in total fixed assets to total capital will be 12.82% after the establishment of the branch. This will be the institution's fifth branch. **The Director approved this on October 11, 2000, under Delegated Authority.**

8.) **LAKE COUNTY BANK, WARSAW, KOSCIUSKO COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **21113 Cleveland Road, South Bend, St. Joseph County, Indiana.** The application was received on September 14, 2000, and the branch is to be known as **Lake City Bank South Bend Northwest.** The bank is proposing to construct a 1,200 square branch. The bank will purchase the land for $375,000 from an unaffiliated third party. The estimated cost for construction of the building is projected at $400,000 and furniture, fixtures, and equipment is projected at $150,000. The bank's three-year average ROA is 1.05%. As of June 30, 2000, the bank's ROA is 1.01% and its Tier 1 leverage capital ratio is 6.73%. The investment in total fixed assets to total capital will be 35.60% after the establishment of the branch. This will be the institution's forty-sixth branch. **The Director approved this on October 11, 2000, under Delegated Authority.**

9.) **BANK OF LOUISVILLE, F.S.B., LA GRANGE, OLDHAM COUNTY, KENTUCKY**

An application for issuance of a certificate of admission was received from Bank of Louisville, F.S.B., La Grange, Oldham County, Kentucky ("Bank"), a subsidiary of Mid America Bancorp, Louisville, Kentucky. Bank filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. Bank is a federal savings bank chartered and regulated by the Office of Thrift Supervision. Bank anticipates opening a full service-banking center at Charlestown Crossing Way, New Albany, Indiana. Bank has appointed Marie Butler, 3003 Charlestown Crossing Way, New Albany, Floyd County, Indiana, as resident agent and registered office for service of legal process. **A Certificate of Admission was issued by the Director on October 11, 2000, under Delegated Authority.**

10.) **MUTUAL SAVINGS BANK, FRANKLIN, JOHNSON COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **690 South State Street, Franklin, Johnson County, Indiana.** The proposed branch will be located inside the Administration Building of the Indiana Masonic Home at this location. The application was received on October 16, 2000, and the branch is to be known as **Indiana Masonic Home.** The bank will lease approximately 175 square feet from

an independent third party. The term of the lease is for two years with an option for an additional two years and requires monthly installment payments of $250.00. The estimated cost for furniture, fixtures, and equipment costs are expected to be $10M. The bank's three-year average ROA is 0.67%. As of June 30, 2000, the bank's ROA is 0.79% and its Tier 1 leverage capital ratio is 8.14%. The investment in total fixed assets to total capital will be 26.49% after the establishment of the branch. This will be the institution's fourth branch. **The Director approved this on November 9, 2000, under Delegated Authority**.

11.) **BLOOMFIELD STATE BANK, BLOOMFIELD, GREENE COUNTY, INDIANA**

The bank has applied to the Department for approval to establish a branch banking office to be located at **9339 Priority Way West Drive, Suite 130, Indianapolis, Marion County, Indiana.** The proposed branch will be located inside a commercial office complex known as the Precedent on Indianapolis's far North side. The application was received on July 7, 2000, and the branch is to be known as **The Private Bank.** The bank will adopt procedures to help customers recognize that this is in fact a branch of the Bloomfield State Bank pursuant to the guidelines recommended in the Interagency Statement on Branch Names issued by the federal agencies that became effective on July 1, 1998. The bank will lease approximately 1,430 square feet from an independent third party for $20.00 per square foot. The estimated cost for furniture, fixtures, and equipment costs are expected to be $17M. The bank's three-year average ROA is 0.95%. As of June 30, 2000, the bank's ROA is 0.79% and its Tier 1 leverage capital ratio is 9.84%. The investment in total fixed assets to total capital will be 16.82% after the establishment of the branch. This will be the institution's eighth branch. **The Director approved this on November 9, 2000, under Delegated Authority.**

12.) **COMMUNITY BANK OF SOUTHERN INDIANA, NEW ALBANY, FLOYD COUNTY, INDIANA**

The bank has applied to the Department for approval to relocate its current drive-up facility office from **202 East Spring Street, New Albany, Floyd County, Indiana** to **4th and Spring Street, New Albany, Floyd County, Indiana.** The two locations are approximately 650 feet apart. The application was received on June 26, 2000, and the relocated branch is to be known as **Community Bank of Southern Indiana.** The bank purchased the land for $169M. Cost to construct the branch is estimated at $242M. Furniture, fixtures, and equipment are projected at $33M. The bank has awarded the construction bid to KM Stemler Co., Inc. which is an interest of a director. The bank was assisted in the bidding process by the Business Resource Group (BRG), a property management company headquartered in Louisville, KY. The bids ranged from a low of $240M to a high of $262.M. The winning

bid was the second lowest at $241,774.00. The transaction appears to have been negotiated at arms-length. The bank's three-year average ROA is 1.14%. As of June 30, 2000, the Tier 1 leverage capital ratio is 9.58%. The investment in total fixed assets to total capital will be 27.69% after the relocation of the branch. The bank will continue to have five branches after the relocation. **The Director approved this on November 9, 2000, under Delegated Authority.**

13.) LAKE CITY BANK, WARSAW, KOSCIUSKO COUNTY, INDIANA

The bank has applied for approval to open a branch banking office to be located at **10411 Maysville Road, Fort Wayne, Allen County, Indiana.** The application was received on November 9, 2000. The name of the branch will be **Lake City Bank Fort Wayne Northeast.** No insider relationship exists between any insiders of the bank and any of the parties involved. The proposed branch will be a 1,200 square foot newly constructed branch banking facility. The bank has purchased the land from an independent third party for $520M. The estimated cost for constructing the branch is $450M. Furniture, fixtures, and equipment costs are projected to be $150M. The bank's three-year average ROA is 1.05%. As of September 30, 2000, the Tier 1 leverage capital ratio is 6.83%. The investment in total fixed assets to total capital will increase from 33.76% before the proposed branch to 35.17% after the investment in the branch. This will be the institution's forty-third branch. **The Director approved this on December 11, 2000, under Delegated Authority.**

14.) SOUTHTRUST BANK, BIRMINGHAM, JEFFERSON COUNTY, ALABAMA

An application for issuance of a certificate of admission was received from SouthTrust Bank, Birmingham, Jefferson County, Alabama ("Bank"). Bank filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. Bank is an Alabama state chartered commercial bank. Bank intends to solicit and purchase consumer and commercial leases from consumers and businesses located in Indiana. The bank will not have a physical branch location in the state. CT Corporation System, 36 South Pennsylvania Street, Suite 700, Indianapolis, Marion County, Indiana, has been appointed as resident agent for service of legal process by the bank**. A Certificate of Admission was issued by the Director on December 11, 2000, under Delegated Authority.**

15.) BMW BANK OF NORTH AMERICA, SALTLAKE CITY, SALT LAKE COUNTY, UTAH

An application for issuance of a certificate of admission was received from BMW Bank of North America, Salt Lake City, Salt Lake County, Utah ("Bank"). Bank filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-1-22. Bank is an Utah state chartered industrial loan company. Bank intends to primarily engage in purchasing retail installment sales contracts originated in the state of Indiana. Additionally, Bank intends to establish checking, savings and certificates of deposits, as well as, issuing credit cards. The bank will not have a physical branch location in the state. CT Corporation System, 36 South Pennsylvania Street, Suite 700, Indianapolis, Marion County, Indiana, has been appointed as resident agent for service of legal process by

the bank**. A Certificate of Admission was issued by the Director on December 11, 2000, under Delegated Authority.**

16.) U.S. TRUST COMPANY OF DELAWARE, WILMINGTON, NEW CASTLE COUNTY, DELAWARE

An application for issuance of a certificate of admission was received from U.S. Trust Company of Delaware, Wilmington, New Castle County, Delaware ("U.S. Trust"). U.S. Trust filed the application to enable it to transact business in the State of Indiana in

accordance with the provisions of IC 28-1-22. U.S. Trust is a Delaware state chartered nondeposit trust company. U.S. Trust intends to solicit its services as a fiduciary in the State of Indiana. U.S. Trust will not have a physical branch location in the state. U. S. Trust will provide information regarding its services to its affiliate, a non-retail brokerage division of The Charles Schwab Corporation, which in turn will provide the information to independent unaffiliated investment managers for the use of their customers. McGinley Paralegal & Search Services, 155 East Market Street, Indianapolis, Marion County, Indiana, has been appointed as resident agent for service of legal process by the bank**. A Certificate of Admission was issued by the Director on December 11, 2000, under Delegated Authority.**

17.) FIRST INTERNET BANK OF INDIANA, INDIANAPOLIS, MARION COUNTY, INDIANA

The bank has applied to the Department for permission to amend Article III Sections 3.1, 3.2 and 3.3 of its Articles of Incorporation. Section 3.1 of the amendment gives the Bank the authority to issue 50,000,000 shares of stock, $1.00 par value. Section 3.2 of the amendment gives the bank the authority to issue up to 5,000,000 of the 50,000,000 shares as Preferred Stock, of which the bank may authorize up to 86,221 shares of the 5,000,000 shares of the preferred stock, to be designated as Non-Voting Common Stock. Of the 50,000,000 shares the bank has authority to issue, 45,000,000 shares constitute common stock as amended in Section 3.3. Additionally, the amendment gives the common stock shareholders the same preferences, limitations and rights. The Board of Directors of First Internet Bank of Indiana adopted a resolution amending the provisions of Articles 3.1, 3.2 and 3.3 at a board meeting dated April 17, 2000. The shareholders approved the amendments of the articles of incorporation at the annual meeting of shareholders held May 22, 2000. **The Director approved this on December 13, 2000, under Delegated Authority.**

18.) REPUBLIC BANK, LANSING, INGHAM COUNTY, MICHIGAN

An application for issuance of a certificate of admission was received from Republic Bank, Lansing, Ingham County, Michigan ("Republic"). Republic filed the application to enable it to transact business in the State of Indiana in accordance with the provisions of IC 28-2-18 and IC 28-1-22. Republic is a commercial bank chartered by the State of Michigan. Republic intends to have branch offices in Indiana due to the pending consolidation of its wholly owned subsidiary, Republic Banc Mortgage Corporation ("RBMC"), in to it. Currently, RBMC has several offices in Indiana. These offices will become branches of

Republic once the consolidation is consummated. CT Corporation System, 36 South Pennsylvania Street, Suite 700, Indianapolis, Marion County, Indiana, has been appointed as resident agent for service of legal process by the bank**. A Certificate of Admission was issued by the Director on December 21, 2000, under Delegated Authority.**

DIVISION OF CREDIT UNIONS

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Skiles Electric – Frankfort – 20 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 11, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of Proposed Amendment To the Articles of Incorporation. 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:

Community Service Systems LTD, Inc. – Goshen – 10 members (common bond of occupation as defined by 28-7-1-10)
Ladoga Academy – Ladoga – 80 members (common bond of occupation as defined by 28-7-1-10)
Charter & active members of the Hoosier Association of Science Teachers, Inc.
Indianapolis – 200 members (common bond of professional association as defined by 28-7-1-10)
No Boundaries, Inc. – Lakeville – 3 members (common bond of occupation as defined by 28-7-1-10)
Sonitrol of Elkhart County, Inc. – Elkhart – 12 members (common bond of occupation as defined by 28-7-1-10)
DAYJOR, L.L.C. – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)
Hallmark Real Estate – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)
EKM Sports, Inc. – Mishawaka – 15 members (common bond of occupation as defined by 28-7-1-10)

Peaceful Hearts, Inc. – Indianapolis – 6 members (common bond of occupation as defined by 28-7-1-10)
The Tire Rack, Inc. – South Bend – 240 members (common bond of occupation as defined by 28-7-1-10)
Ponderosa Steak Houses in St. Joseph County – Mishawaka – 130 members (common bond of occupation as defined by 28-7-1-10)
Steel Warehouse Quad Cities, Inc. – Rock Island, IL – 35 members (common bond of occupation as defined by 28-7-1-10)
L and L Renovations, LLC – Syracuse – 2 members (common bond of occupation as defined by 28-7-1-10)

Water Tower Place, LLC – Elkhart – 2 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on September 28, 2000, under Delegated Authority.

3.) FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

EASi of Indiana, LLC – Indianapolis – 42 members (common bond of occupation as defined by 28-7-1-10)
Shorewood Packaging Corp. – Indianapolis – 365 members (common bond of occupation as defined by 28-7-1-10)
MasterCom – Indianapolis – 650 members (common bond of occupation as defined by 28-7-1-10)
Symons International – Indianapolis – 140 members (common bond of occupation as defined by 28-7-1-10)
Pratt Corp. – Indianapolis – 200 members (common bond of occupation as defined by 28-7-1-10)
Community Centers of Indianapolis, Inc. – Indianapolis – 350 members (common bond of occupation as defined by 28-7-1-10)
New Faith Bible Church – Avon – 55 members (common bond of occupation as defined by 28-7-1-10)
Gary Bieberich, Inc./DBA Sell 4 Free – Carmel – 10 members (common bond of occupation as defined by 28-7-1-10)
Herman & Company – Indianapolis – 27 members (common bond of occupation as defined by 28-7-1-10)
Carson Manufacturing Company, Inc. – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-10)
Herff Jones, Inc. – Indianapolis – 600 members (common bond of occupation as defined by 28-7-1-10)

Buttons & Bows Day Nursery – Avon – 23 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 3, 2000, under Delegated Authority.

4.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Kool Kids Preschool – Ferdinand – 1 member (common bond of occupation as defined by 28-7-1-10)
FULLnet, Inc. – Jasper – 8 members (common bond of occupation as defined by 28-7-1-10)
Springville Pentecost Mission – Springville – 60 members (common bond of church membership as defined by 28-7-1-10)
Eastview Baptist Church – Paoli – 117 members (common bond of church membership as defined by 28-7-1-10)
Casey's General Stores, Inc. #2263 – Oolitic – 20 members (common bond of occupation as defined by 28-7-1-10)
The Fitness Factory, Inc. – Jasper – 4 members (common bond of occupation as defined by 28-7-1-10)
Orange County Farm Bureau Co-Operative Association, Inc. – Orleans – 8 members (common bond of occupation as defined by 28-7-1-10)
Dennis Gerkin Farm – Orleans – 3 members (common bond of occupation as defined by 28-7-1-10)
Kiddie Kastle Day Care – Huntingburg – 2 members (common bond of occupation as defined by 28-7-1-10)
Zipp Express, Inc. – Bedford – 30 members (common bond of occupation as defined by 28-7-1-10)
Marion Hagan, M.D. – French Lick – 4 members (common bond of occupation as defined by 28-7-1-10)
Moonflower – Bedford – 1 member (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 5, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Schulz Market, Inc. – Frankfort – 85 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 6, 2000, under Delegated Authority.

6.) PERFECT CIRCLE CREDIT UNION, HAGERSTOWN, WAYNE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Employees of the city of New Castle – New Castle – 225 members (common bond of

occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

B & B Molders, LLC – Mishawaka – 64 members (common bond of occupation as defined by 28-7-1-10)
K- Z, Inc. – Shipshewana – 300 members (common bond of occupation as defined by 28-7-1-10)
Westview School Corporation – South Bend – 300 members (common bond of occupation as defined by 28-7-1-10)
Forest River, Inc. – Goshen – 2,100 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

A More Excellent Way Outreach, Inc. – Indianapolis – 50 members (common bond of church membership as defined by 28-7-1-10)
Abundant Life – Indianapolis – 300 members (common bond of church membership as defined by 28-7-1-10)

Arrow Heating & Air Conditioning – Columbus – 12 members (common bond of occupation as defined by 28-7-1-10)
Columbus Diagnostic Imaging – Columbus – 20 members (common bond of occupation as defined by 28-7-1-10)
Covert Industries, Inc. – Carmel – 25 members (common bond of occupation as defined by 28-7-1-10)
Farris & Farris – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)
Frank Anderson Tire Company, Inc. – Columbus – 15 members (common bond of occupation as defined by 28-7-1-10)
Employees of Jennings County – North Vernon – 82 members (common bond of occupation as defined by 28-7-1-10)
Kelley's Florist, Inc. d/b/a Flowers by Lois – Columbus – 10 members (common bond of

occupation as defined by 28-7-1-10)
NAPA Jennings Parts Company – North Vernon – 6 members (common bond of occupation as defined by 28-7-1-10)
Regency Place of Castleton – Indianapolis – 160 members (common bond of occupation as defined by 28-7-1-10)
Roddie's Janitorial Services, Inc. – Columbus – 80 members (common bond of occupation as defined by 28-7-1-10)
Employees of the City of Sellersburg – Sellersburg – 30 members (common bond of occupation as defined by 28-7-1-10)
The Hair Doctor – Indianapolis – 6 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Breidenbaugh's Transportation Services, Inc. – Jasper – 7 members (common bond of occupation as defined by 28-7-1-10)
La Carrousel Beauty Salon – Jasper – 8 members (common bond of occupation as defined by 28-7-1-10)
Benham Saw Mill – Paoli – 13 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

10.) <u>KEMBA (INDIANAPOLIS) CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA</u>

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

HR America – Fort Wayne – 1,952 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed

Amendment To the Articles of Incorporation. 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:

ASA Productions, Inc. – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
Advantage Floor Care Service, Inc. – Indianapolis – 95 members (common bond of occupation as defined by 28-7-1-10)
B&B Welding Company, Inc. – Indianapolis – 16 members (common bond of occupation as defined by 28-7-1-10)
Cake Create – Greenwood – 25 members (common bond of occupation as defined by 28-7-1-10)
Carmel Care Center – Carmel – 215 members (common bond of occupation as defined by 28-7-1-10)
Dan's Automotive, Inc. – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Dicksons, Inc. – Seymour – 225 members (common bond of occupation as defined by 28-7-1-10)
Empowered Services – Indianapolis – 3 members (common bond of occupation as defined by 28-7-1-10)
Hooverwood – Indianapolis – 250 members (common bond of occupation as defined by 28-7-1-10)
International Metals Processing – Indianapolis – 34 members (common bond of occupation as defined by 28-7-1-10)
M.K. Christian Child Care – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
Maranatha Ministries – Indianapolis – 8 members (common bond of church membership as defined by 28-7-1-10)
The House of Refuge True Church – Indianapolis – 25 members (common bond of church membership as defined by 28-7-1-10)
Marks – Greenwood – 6 members (common bond of occupation as defined by 28-7-1-10)
Maximum Spindle Utilization – Edinburgh – 20 members (common bond of occupation as defined by 28-7-1-10)
Outback Steakhouse – Columbus – 80 members (common bond of occupation as defined by 28-7-1-10)
Pagenet of Indiana – Indianapolis – 60 members (common bond of occupation as defined by 28-7-1-10)
Ryan's Family Steakhouse – Indianapolis – 55 members (common bond of occupation as defined by 28-7-1-10)
This Light Christian Academy – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Trinity Lutheran High School – Seymour – 40 members (common bond of occupation as defined by 28-7-1-10)
Vencor @ Sellersburg – Sellersburg – 85 members (common bond of occupation as defined

by 28-7-1-10)
Vissing's Dodge, Inc. – Jeffersonville – 19 members (common bond of occupation as defined by 28-7-1-10)
Wellington Manor – Indianapolis – 85 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

B&R Oil Company, Inc. – Granger – 435 members (common bond of occupation as defined by 28-7-1-10)
TEAM Mortgage, LLC – Greenwood – 3 members (common bond of occupation as defined by 28-7-1-10)
Suttle, Inc., d/b/a Chuck Suttle Painting – Lebanon – 5 members (common bond of occupation as defined by 28-7-1-10)
Batavia Consulting, LLC – Mishawaka – 4 members (common bond of occupation as defined by 28-7-1-10)
DMT Properties – Indianapolis – 9 members (common bond of occupation as defined by 28-7-1-10)
Dutchmen Manufacturing, Inc. – Goshen – 600 members (common bond of occupation as defined by 28-7-1-10)
Herff Jones, Inc. – Indianapolis – 600 members (common bond of occupation as defined by 28-7-1-10)

Le Peep of South Bend, Inc. – South Bend – 20 members (common bond of occupation as defined by 28-7-1-10)
William Washington, III – South Bend – 2 members (common bond of occupation as defined by 28-7-1-10)
Progressive Management Concepts, Ltd. – Crawfordsville – 1 member (common bond of occupation as defined by 28-7-1-10)
AFLAC/Indiana North – South Bend – 15 members (common bond of occupation as defined by 28-7-1-10)
MY PLUMBER, Inc. – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)
P&K Indiana Shipping Supply d/b/a Indiana Shipping Supply – Indianapolis – 3 members (common bond of occupation as defined by 28-7-1-10)
Underground Wheelz – Elkhart – 1 member (common bond of occupation as defined by 28-7-1-10)
Bud Wolf Chevrolet, Inc. – Indianapolis – 70 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

13.) TECH CREDIT UNION, CROWN POINT, LAKE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

ADJ Investment Group, Inc. – Matteson, IL – 37 members (common bond of occupation as defined by 28-7-1-10)
Spirit of God Accelerated Education – Gary – 37 members (common bond of occupation as defined by 28-7-1-10)
Jupiter Aluminum Corporation – Hammond – 157 members (common bond of occupation as defined by 28-7-1-10)
Arlyn W. Jacobus, D.C., Ph.D. – Crown Point – 2 members (common bond of occupation as defined by 28-7-1-10)
Four Seasons Stable, Inc. – Crown Point – 10 members (common bond of occupation as defined by 28-7-1-10)
Cornerstone Electrical Consultants, Inc. – Merrillville – 8 members (common bond of occupation as defined by 28-7-1-10)
Ennis, Moore & Associates, Inc. – Lake Station – 7 members (common bond of occupation as defined by 28-7-1-10)
M.L.C. Enterprises, D/B/A Arbys Crown Point and Rensselaer – Crown Point – 45 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on October 30, 2000, under Delegated Authority.

14.) MEMBERS ADVANTAGE CREDIT UNION, MICHIGAN CITY, LAPORTE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Employees of the Michigan City Family YMCA – Michigan City – 40 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on November 8, 2000, under Delegated Authority.

15.) FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Central Machine Works – Indianapolis – 6 members (common bond of occupation as defined by 28-7-1-10)
Okaya Electric America, Inc. – Valparaiso – 22 members (common bond of occupation as defined by 28-7-1-10)
Really Smile Dental – Indianapolis – 32 members (common bond of occupation as defined by 28-7-1-10)
The Fruit of the Spirit Child Care – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Circle Business Equipment – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
Dove Cleaning Service – Speedway – 4 members (common bond of occupation as defined by 28-7-1-10)
The Little Lamb Daycare, Inc. – Carmel – 24 members (common bond of occupation as defined by 28-7-1-10)
Digiterra – Indianapolis – 950 members (common bond of occupation as defined by 28-7-1-10)
Greenwood Community School Corporation – Greenwood – 451 members (common bond of occupation as defined by 28-7-1-10)
Midwest Hospitality, Inc. d/b/a Days Inn & Suites - Castleton – Castleton – 25 members (common bond of occupation as defined by 28-7-1-10)
Payton Wells – Anderson – 200 members (common bond of occupation as defined by 28-7-1-10)
Indy's Child, Inc. – Indianapolis – 12 members (common bond of occupation as defined by 28-7-1-10)
MarchFIRST – Indianapolis – 275 members (common bond of occupation as defined by 28-7-1-10)
Asovi, LLC – Indianapolis – 16 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on November 28, 2000, under Delegated Authority.

16.) <u>FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA</u>

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Keshav, LLC d/b/a Country Inn & Suites – Indianapolis – 15 members (common bond of occupation as defined by 28-7-1-10)
Indiana Custom Embroidery – Indianapolis – 13 members (common bond of occupation as defined by 28-7-1-10)
Contract Lumber, Inc. – Pataskala, OH – 260 members (common bond of occupation as defined by 28-7-1-10)

Wabash Ford/Sterling – Indianapolis – 60 members (common bond of occupation as defined by 28-7-1-10)
Marshall & Meece – Avon – 22 members (common bond of occupation as defined by 28-7-1-10)
Dream Weaver Salon & Day Spa – Fishers – 21 members (common bond of occupation as defined by 28-7-1-10)
Pennyhill Ham Company, LLC d/b/a Heavenly Ham – Indianapolis – 21 members (common bond of occupation as defined by 28-7-1-10)
SPI-LLC d/b/a Charbono's – Brownsburg – 70 members (common bond of occupation as defined by 28-7-1-10)
Steet Wise Promotions – Indianapolis – 16 members (common bond of occupation as defined by 28-7-1-10)
Wyndham Garden Hotels – Indianapolis – 75 members (common bond of occupation as defined by 28-7-1-10)
TruGreen ChemLawn – Indianapolis – 120 members (common bond of occupation as defined by 28-7-1-10)
Capital City Chem-Dry – Indianapolis – 10 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on November 28, 2000, under Delegated Authority.

17.) <u>INDIANA MEMBERS CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA</u>

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

HCR Manorcare – Indianapolis – 1,000 members (common bond of occupation as defined by 28-7-1-10)
Courtney & Associates – Indianapolis – 18 members (common bond of occupation as defined by 28-7-1-10)
Dreyer & Reinbold, Inc. – Indianapolis – 125 members (common bond of occupation as defined by 28-7-1-10)
Conley Photography, Inc. – Indianapolis – 3 members (common bond of occupation as defined by 28-7-1-10)
Altec Industries, Inc. – Indianapolis – 200 members (common bond of occupation as defined by 28-7-1-10)
Interactive Intelligence – Indianapolis – 250 members (common bond of occupation as defined by 28-7-1-10)
Ditan Distribution – Plainfield – 80 members (common bond of occupation as defined by 28-7-1-10)
McSherr, Inc. – Richmond – 15 members (common bond of occupation as defined by 28-7-1-10)

Prospect Indiana, Inc. – Indianapolis – 34 members (common bond of occupation as defined by 28-7-1-10)
ABC PreSchool South – Indianapolis – 13 members (common bond of occupation as defined by 28-7-1-10)
Community Addiction Services of Indiana, Inc. – Indianapolis – 20 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on November 29, 2000, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Employees of Wabash College – Crawfordsville – 260 members (common bond of occupation membership as defined by 28-7-1-10)
The Older Adult Safe House – South Bend – 7 members (common bond of occupation as defined by 28-7-1-10)
Marriet A. Hamer, M.D.,P.C. – South Bend – 1 member (common bond of occupation as defined by 28-7-1-10)
Workforce Development Services, Inc. – South Bend – 50 members (common bond of occupation as defined by 28-7-1-10)
Beacon Consulting Group, LLC – Carmel – 14 members (common bond of occupation as

defined by 28-7-1-10)
Walz Painting & Decorating – South Bend – 5 members (common bond of occupation as defined by 28-7-1-10)
FANCO, LLC/d/b/a Corner Cup Cafe – Walderton – 4 members (common bond of occupation as defined by 28-7-1-10)
South Haven Christian School – Valparaiso – 40 members (common bond of occupation as defined by 28-7-1-10)
Southfield Village – South Bend – 20 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on December 11, 2000, under Delegated Authority.

19.) <u>UNITED CREDIT UNION, WARSAW, KOSCIUSKO COUNTY, INDIANA</u>

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

The Elrod Group, Inc. – Winona Lake – 20 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on December 11, 2000, under Delegated Authority.

20.) HOOSIER HILLS CREDIT UNION, BEDFORD, LAWRENCE COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

F. J. Parsons Auction Service – Odon – 5 members (common bond of occupation as defined by 28-7-1-10)
Crowder's Healthcare Pharmacy – Bedford – 50 members (common bond of occupation as defined by 28-7-1-10)
Duncan & Ellis, PC – French Lick – 5 members (common bond of occupation as defined by 28-7-1-10)
Brothers Better Built Homes, Inc. – Bedford – 5 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on December 20, 2000, under Delegated Authority.

21.) SPENCER COUNTY COOPERATIVE CREDIT UNION, CHRISNEY, SPENCER COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed

Amendment To the Articles of Incorporation. This Amendment would change the corporate name of the applicant to: **Spencer County Credit Union**.

The Director approved this on December 22, 2000, under Delegated Authority.

22.) CENTRA CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Boom Babies, Inc. – Indianapolis – 8 members (common bond of occupation as defined by 28-7-1-10)
Dave Ernstes & Sons Trucking – Shelbyville – 7 members (common bond of occupation as defined by 28-7-1-10)
Eagle Group, Inc. – Columbus – 8 members (common bond of occupation as defined by 28-7-1-10)
Indianapolis Marriott – Indianapolis – 200 members (common bond of occupation as defined by 28-7-1-10)
Indianapolis Warriors – Indianapolis – 55 members (common bond of occupation as defined by 28-7-1-10)

Makauto, Inc. – North Vernon – 32 members (common bond of occupation as defined by 28-7-1-10)
Mariah Foods, L.P. – Columbus – 119 members (common bond of occupation as defined by 28-7-1-10)
Mike Douglas Agency – Shelbyville – 1 member (common bond of occupation as defined by 28-7-1-10)
National Assisted Living d/b/a Windsor Place – Carmel – 25 members (common bond of occupation as defined by 28-7-1-10)
Northwood University – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Roberts Glass & Service, Inc. – Indianapolis – 26 members (common bond of occupation as defined by 28-7-1-10)
Ryan's Steak House – US 31 South Indianapolis – 62 members (common bond of occupation as defined by 28-7-1-10)
Secrets, Inc. – Carmel – 11 members (common bond of occupation as defined by 28-7-1-10)
Employees of the Shelby County Chamber of Commerce – Shelbyville – 3 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on January 2, 2001 under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Open Flight Aviaries – Burleson, TX & Huntingburg, IN – 2 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on January 2, 2001 under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Exterior Protection Systems, Inc. – Granger – 1 member (common bond of occupation membership as defined by 28-7-1-10)
Access Imprinted Sportswear – South Bend – 3 members (common bond of occupation as defined by 28-7-1-10)
Moonlight Properties – Rochester – 1 member (common bond of occupation as defined by

28-7-1-10)
Luv Homes, – Lakeville – 2 members (common bond of occupation as defined by 28-7-1-10)
PEI-GENISIS, Inc. – South Bend – 120 members (common bond of occupation as defined by 28-7-1-10)
Corrective Care, P.C. – Mishawaka – 10 members (common bond of occupation as defined by 28-7-1-10)
Z-Place Pizza – Huntington – 8 members (common bond of occupation as defined by 28-7-1-10)
Autobase, Inc. – Marion – 29 members (common bond of occupation as defined by 28-7-1-10)
McSorley Builders, Inc. & McSorley Homes, Inc. – South Bend – 7 members (common bond of occupation as defined by 28-7-1-10)
Al Schreiber Motors – Mishawaka – 3 members (common bond of occupation as defined by 28-7-1-10)
POOJA, Inc. – Richmond – 2 members (common bond of occupation as defined by 28-7-1-10)
Cock-A-Doodle, LLC – Mishawaka – 29 members (common bond of occupation as defined by 28-7-1-10)
Custom Machine Manufacturer, LLC – South Bend – 17 members (common bond of occupation as defined by 28-7-1-10)

K.C.A. on The Run/Buttons & Bows – South Bend – 10 members (common bond of occupation as defined by 28-7-1-10)
Kandle Kingdom – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
Active, retired and administrative members of the Indiana Association of Educational Office Professionals, Inc. – Logansport – 400 members (common bond of professional association as defined by 28-7-1-10)

The Director approved this on January 2, 2001 under Delegated Authority.

25.) <u>FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA</u>

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Acterna – Indianapolis – 400 members (common bond of occupation as defined by 28-7-1-10)
Shear Experience – Cumberland – 6 members (common bond of occupation as defined by 28-7-1-10)
The OSR Group – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)
CSO Architects, Engineers & Interiors, Inc. – Indianapolis – 136 members (common bond of

occupation as defined by 28-7-1-10)
Tim Wilson Country Side, Inc. – Martinsville – 10 members (common bond of occupation as defined by 28-7-1-10)
Employees of Theta Chi Fraternity – Indianapolis – 20 members (common bond of occupation as defined by 28-7-1-10)
Simons Professional Services, PC – Indianapolis – 10 members (common bond of occupation as defined by 28-7-1-10)
Cooperative Resources, Inc. – Indianapolis – 236 members (common bond of occupation as defined by 28-7-1-10)
The Shoe Fits – Indianapolis – 5 members (common bond of occupation as defined by 28-7-1-10)
Something Different Restaurant – Indianapolis – 45 members (common bond of occupation as defined by 28-7-1-10)
Mechanical Contracting Services, Inc. – Noblesville – 21 members (common bond of occupation as defined by 28-7-1-10)
Home Care Plus – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
SeSure & Associates – Indianapolis – 4 members (common bond of occupation as defined by 28-7-1-10)
Children's Bureau of Indianapolis, Inc. – Indianapolis – 179 members (common bond of

occupation as defined by 28-7-1-10)
Digestive Health Center – Carmel – 12 members (common bond of occupation as defined by 28-7-1-10)
ABC Preschools – Indianapolis – 75 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on January 4, 2001, under Delegated Authority.

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

The credit union has filed a request for approval of a Petition for Approval of a Proposed Amendment To the Articles of Incorporation. 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:

Ahead Human Resources – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-10)
Auto Dynamics Collision Repair, Inc. – Indianapolis – 10 members (common bond of occupation as defined by 28-7-1-10)
Back To Health Chiropractic – Vevay – 3 members (common bond of occupation as defined by 28-7-1-10)
Blooming Balloons – Shelbyville – 5 members (common bond of occupation as defined by 28-7-1-10)
Carmel Clay Schools – Carmel – 1,800 members (common bond of occupation as defined by 28-7-1-10)

Clark Custom Landscape – Indianapolis – 10 members (common bond of occupation as defined by 28-7-1-10)
Employees of Clay Township, Hamilton County, IN – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-1
Culligan Water Conditioning – Columbus – 17 members (common bond of occupation as defined by 28-7-1-10)
Dooley's Bagel & Deli – Shelbyville – 24 members (common bond of occupation as defined by 28-7-1-10)
Golden Corral – Shelbyville – 320 members (common bond of occupation as defined by 28-7-1-10)
Hamilton House – Shelbyville – 30 members (common bond of occupation as defined by 28-7-1-10)
Indianapolis Indians – Indianapolis – 200 members (common bond of occupation as defined by 28-7-1-10)
Jupiter Coil Coating Division – Fairland – 47 members (common bond of occupation as defined by 28-7-1-10)
Merry Maids 0705 – Jeffersonville – 9 members (common bond of occupation as defined by 28-7-1-10)
Phoenix Nursing Services, Inc. – Sellersburg – 100 members (common bond of occupation

as defined by 28-7-1-10)
Schmidt Automotive – Indianapolis – 50 members (common bond of occupation as defined by 28-7-1-10)
Shadeland Animal Hospital, P.C. – Indianapolis – 15 members (common bond of occupation as defined by 28-7-1-10)
South Central Company, Inc. – Columbus – 57 members (common bond of occupation as defined by 28-7-1-10)
Talent Tree – Indianapolis – 620 members (common bond of occupation as defined by 28-7-1-10)
Vencor d/b/a Columbus Health and Rehabilitation Center – Columbus – 210 members (common bond of occupation as defined by 28-7-1-10)
Vencor at Eagle Creek – Indianapolis – 110 members (common bond of occupation as defined by 28-7-1-10)
Zimmer Family Chiropractic – Indianapolis – 2 members (common bond of occupation as defined by 28-7-1-10)

The Director approved this on January 4, 2001, under Delegated Authority.

CONSUMER CREDIT DIVISION

1.) Sandra Jo and Lawrence W. Bedwell d/b/a The Money Mart is requesting a consumer loan license. Applicant is based in Linton, IN. They will be making short-term, single pay loans. They will be servicing their loans. Applicant has signed an affidavit indicating their understanding and willingness to comply with the Attorney General opinion regarding maximum rates on these loans. Applicant is recommended for approval. **The Director**

approved this on November 16, 2000, under Delegated Authority.

2.) DOT.COM Lending Services, L.L.C. is requesting a consumer loan license. Applicant is based in Norcross, GA. They will be making second mortgage loans. They will not be servicing their loans. Loans will be solicited through the Internet with local title companies as closing agents. They currently operate in ten states. Applicant is recommended for approval. **The Director approved this on November 16, 2000, under Delegated Authority.**

3.) G V C Mortgage, Inc. is requesting a consumer loan license. Applicant is based in Pendleton, IN. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title company/attorneys. Applicant is also licensed with Indiana Secretary of State as a loan broker. They currently operate in three states. Applicant is recommended for approval. **The Director approved this on November 16, 2000, under Delegated Authority.**

4.) R B M G, Inc. is requesting a consumer loan license. Applicant is based in Columbia, SC. They will be making second mortgage loans. They will not be servicing their loans. Loans will be closed by title companies. They currently operate in 44 states. Applicant is recommended for approval. **The Director approved this on November 16, 2000, under Delegated Authority.**

5.) Republic Banc Mortgage Corporation is requesting a consumer loan license. Applicant is based in Farmington Hills, MI and is an affiliate of Republic Bancorp, Inc. Loans in Indiana will be made at two Indianapolis locations and one in Terre Haute. They will be making second mortgage loans. They will be servicing their loans through an affiliate – D&N Bank. Loans will be closed at branch offices. They currently operate in 15 states. Applicant is recommended for approval. **The Director approved this on November 16, 2000, under Delegated Authority.**

6.) United States Warranty Corp. of Florida is requesting approval as third party administrator for a Guaranteed Auto Protection (GAP) Program. Applicant is based in Pompano Beach, FL. Voluntary 30 day free look, customer deductible up to $1000 is covered. Refund upon prepayment based on rule of 78ths. Maximum cost to customer is $420. They currently operate in Florida. There is a contractual liability policy issued by Reliance Insurance. The initial dealer requesting approval is Budget Car Sales. This dealer sold gap agreements prior to DFI approval. Customer will be given new 30 day free look. 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 November 16, 2000, under Delegated Authority.**

There being no further business to come before the Members, a motion to adjourn the meeting was made by Mr. Depasse and seconded by Mr. Zaleski. The motion was unanimously approved.

APPROVED: **ATTEST:**

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