

**DEPARTMENT OF FINANCIAL INSTITUTIONS**  
**MINUTES OF MEETING**  
**OCTOBER 13, 2011**

The Members of the Department of Financial Institutions met at 10:00 a.m., EST, at 30 South Meridian Street, Suite 300, Indianapolis, Indiana. Attending the meeting from the Department were: David H. Mills, Director; John J. Schroeder, General Counsel, Deputy Director, Non-Depository Division and Secretary; James M. Cooper, Deputy Director, Bank Division and Assistant Secretary; Kirk J. Schreiber, Senior Bank Analyst; Bank Gina R. Williams, Deputy Director, Administration Division; Troy Pogue, Supervisor, Administration Division; Mark Powell, Supervisor, Credit Union; Sharmaine Stewart, Administrative Assistant. Present was Paul A. Marsh, President and CEO of Teachers Credit Union.

**I. PUBLIC SESSION:**

- A. Members Present: Richard J. Rice, Chairman; Mark A. Schroeder, Vice Chairman; Donald E. Goetz; Jean Wojtowicz and David H. Mills, Director
- B. Date of the next meeting: November 10, 2011 @ 10:00 a.m., at the Indiana Department of Financial Institutions, 30 South Meridian Street, Suite 300, Indianapolis, Indiana.
- C. Chairman Rice entertained a motion to approve the minutes for the September 8, 2011 meeting. Ms. Wojtowicz moved approval of the minutes; Mr. Goetz seconded the motion, and the motion passed unanimously.

**D. CREDIT UNION:**

Due to his recently concluded employment with Teachers Credit Union, Chairman Rice relinquished control of the meeting to Vice-Chairman Schroeder for purposes of the next two agenda items. Chairman Rice did not participate in the discussion or the voting with respect to these matters.

**1. Teachers Credit Union, South Bend, St. Joseph County, Indiana**

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. Teachers Credit Union (TCU) applied to the Members of the Department of Financial Institutions for approval of their proposed merger of New Albany Schools Credit Union (NASCU), New Albany, Floyd County, Indiana into TCU.

This is a voluntary merger initiated by the Board of Directors of NASCU, due to their struggle with profitability issues, and the inability of the credit union to provide the financial services that their membership has been requesting.

Mr. Powell observed that the capital of TCU is not materially affected by this merger.

Mr. Powell further pointed out that the merger was approved by the National Credit Union Administration on September 19, 2011.

**Mr. Goetz made a motion for approval which was seconded by Ms. Wojtowicz. The motion to approve the voluntary merger of New Albany Schools Credit Union into Teachers Credit Union was approved by a vote of 4-0.**

**2. Teachers Credit Union, South Bend, St. Joseph County, Indiana**

This application was presented by Mark K. Powell, Supervisor, Credit Union Division. Teachers Credit Union (TCU) applied to the Members of the Department of Financial Institutions for approval of their proposed merger of Double Eleven Credit Union (DECU), Indianapolis, Marion County, Indiana into TCU.

This is a voluntary merger initiated by the Board of Directors of Double Eleven Credit Union, due to their continuing struggle with profitability, a dwindling field of membership, and the inability of the credit union to provide the financial services that their membership has been requesting.

Mr. Powell observed that the capital of TCU is not materially affected by this merger.

Mr. Powell further pointed out that the merger was approved by the National Credit Union Administration on September 1, 2011.

**Mr. Mills made a motion for approval which was seconded by Ms. Wojtowicz. The motion to approve the voluntary merger of Double Eleven Credit Union into Teachers Credit Union was approved by a vote of 4-0.**

Chairman Rice resumed control of the meeting.

**E. DIRECTOR'S COMMENTS AND REQUESTS:**

1. Director Mills updated the Member with respect to the recently concluded Conference of State Bank Supervisors ("CSBS") District II Meeting that was hosted by the Department. He noted that 21 people participated in the meeting, including regulators from seven states, the FDIC, and the Federal Reserve, as well as the newly appointed President of the CSBS.

2. Director Mills also noted that the Department is in the process of drafting legislation for the 2012 legislative session. The bill will include various technical amendments as well as language necessary to incorporate changes in federal law. John Schroeder suggested to the Members that the bill might include an amendment to the section that allows for the Members to participate remotely in monthly meetings. The current language does not allow Members to cast deciding votes when participating remotely, and the Members endorsed proposing a change to allow for full participation.

**F. ACTIONS BY DELEGATED AUTHORITY:**

1. Director Mills advised the members of actions taken pursuant to Delegated Authority since the last members meeting.

**Other Business:** Chairman Rice asked if there was other business. There being no further business, Chairman Rice entertained a motion to adjourn. Mr. Schroeder moved that the meeting be adjourned, Mr. Goetz seconded the motion, and the motion passed unanimously.

**APPROVED:**

**ATTEST:**

\_\_\_\_\_  
**Richard J. Rice, Chairman**

\_\_\_\_\_  
**John J. Schroeder, Secretary**

**ACTION TAKEN BY THE DIRECTOR  
SEPTEMBER 2, 2011**

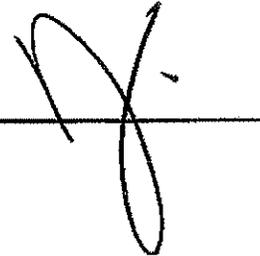
**1. GRIFFITH SAVINGS BANK, GRIFFITH, LAKE COUNTY, INDIANA**

Griffith Savings Bank (the "Bank") has applied to the Department for permission to amend its Articles of Mutual Bank Conversion. The amendment is a newly approved Article IX. The new Article will read in its entirety as follow:

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Bank, each holder of a Qualifying Deposit of the Bank shall be entitled, after payment or provision for payment of the debts and other liabilities of the Bank, to share ratably in the remaining net assets of the Bank, based on the proportion of the balance of each holder's Qualifying Deposit(s) to the total Qualifying Deposits of the Bank as of a date determined by the Board of Directors of the Bank. For purposes of the foregoing, the Qualifying Deposits of the Bank shall mean all withdrawable deposit accounts, including all savings accounts, certificate accounts and demand accounts, of the Bank.

The effective date of the amendment shall be the date when the amendment is filed with the Indiana Secretary of State. **APPROVAL IS RECOMMENDED - (JMC)**

APPROVED \_\_\_\_\_

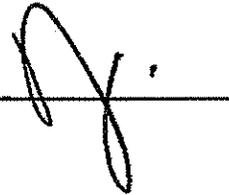
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**ACTION TAKEN BY THE DIRECTOR  
SEPTEMBER 27, 2011**

1. **FIRST FARMERS BANK AND TRUST COMPANY, CONVERSE, MIAMI COUNTY, INDIANA**  
First Farmers Bank and Trust Company (the "Bank") has requested authority to make an investment of approximately \$3,650,000 in the Spicewood II Project (the "Project"). The Bank is providing equity financing for the Project, which is a qualifying Low-Income Housing Tax Credit partnership proposed for Sheridan, Indiana. The anticipated investment of the Project represents 4.22% of the bank's current capital and surplus. The Project and the previously approved Spicewood I and CREA Investment fund would aggregate the bank's community investment projects to a total of \$9,740,000 or 11.11% of the bank's capital and surplus.

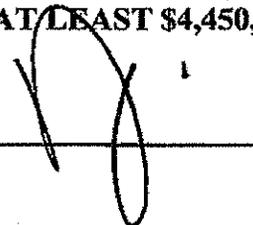
Based on the request, the Project must be approved by the Director as an "Other Program" pursuant to 28-1-11-3.1(d). With approval by the Director of the investment as an "Other Program", the Bank is not subject to the one (1) project, two percent (2%) of capital and surplus limitation. Additionally, with approval by the Director of the investment as an "Other Program", the aggregate investments by the Bank may exceed the ten percent (10%) of capital and surplus limitation, if the Director determines the qualifying equity investments will not pose a significant risk to the affected deposit insurance fund and the Bank is adequately capitalized. The Bank has satisfied the criteria of the statute. **APPROVAL FOR THE INVESTMENT AS AN OTHER PROGRAM AND TO EXCEED THE TEN PERCENT AGGREGATE LIMITATION IS RECOMMENDED - (JMC)**

APPROVED \_\_\_\_\_



2. **EVANSVILLE COMMERCE BANK, EVANSVILLE, VANDERBURGH COUNTY, INDIANA**  
The bank has applied to the Department pursuant to IC 28-13-3-3 and IC 28-13-4-5 for approval to repurchase the approximately 51.7% ownership interests in the bank owned by Capitol Bancorp Limited, Lansing, Michigan ("Capitol") and Capitol Development Bancorp Limited IV, Lansing, Michigan ("Capitol Development"). Currently 421,005 shares of the bank's 813,005 authorized and outstanding shares of capital stock are owned by Capitol and Capitol Development. The repurchase will be financed by the funds generated from a public offering of shares of the bank's stock. The Board of Directors of the bank adopted a resolution on September 16, 2010, to repurchase Capitol's shares for approximately \$2,321,369. The bank and Capitol established the fair market value of the shares by virtue of arm's length negotiations. As of June 30, 2011, the bank's Tier 1 leverage capital ratio was 9.09%. **APPROVAL IS RECOMMENDED SUBJECT TO THE COMMITMENTS BY THE BANK DATED SEPTEMBER 26, 2011 AND THE SUCCESSFUL COMPLETION OF A PUBLIC OFFERING OF AT LEAST \$4,450,000 (JMC)**

APPROVED \_\_\_\_\_



**ACTION TAKEN BY THE DIRECTOR  
OCTOBER 4, 2011**

1. **EVANSVILLE COMMERCE BANK, EVANSVILLE, VANDERBURGH COUNTY, INDIANA**  
The bank has applied to the Department for approval to amend its Articles of Incorporation. The amendment will increase the total number of authorized shares of the corporation from 1,100,000 to 2,800,000 shares. The additional authorized shares will allow for a public offering of the bank's stock. The effective date of the amendment will be the date the Articles of Amendment are filed with the Secretary of State. **APPROVAL IS RECOMMENDED (JMC)**

APPROVED \_\_\_\_\_

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**ACTION TAKEN UNDER DELEGATED AUTHORITY BY DIRECTOR**

**SEPTEMBER 26, 2011**

TEACHERS CREDIT UNION, SOUTH BEND, ST. JOSEPH COUNTY, INDIANA

The credit union has filed a Petition for approval of a proposed Amendment To the Articles of Incorporation. IC 28-7-1-10 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:

BR Associates, Inc. – Jasper – 4000 members (common bond of occupation as defined by IC 28-7-1-10)

RECOMMEND APPROVAL (MKP)

A handwritten signature in black ink, appearing to be the initials 'MKP' followed by a stylized flourish.

**ACTION TAKEN UNDER DELEGATED AUTHORITY BY DIRECTOR**

**OCTOBER 03, 2011**

FORUM CREDIT UNION, INDIANAPOLIS, MARION COUNTY, INDIANA

The credit union has filed a Petition for approval of a proposed Amendment To the Articles of Incorporation. IC 28-7-1-10 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:

Maury Boyd & Associates, Inc. – Indianapolis – 11 members (common bond of occupation as defined by IC 28-7-1-10)

Sysco Indianapolis – Indianapolis – 296 members (common bond of occupation as defined by IC 28-7-1-10)

RECOMMEND APPROVAL (MKP)

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**ACTION TAKEN UNDER DELEGATED AUTHORITY**  
**September 15, 2011**

1. **FIRST BANK OF BERNE, BERNE, ADAMS COUNTY INDIANA**

The bank has entered into a purchase and assumption agreement dated July 26, 2011, with American Trust Federal Savings Bank, Peru, Indiana for three bank branches.

The bank has applied to the Department for approval to establish three branch banking offices to be located at: 1) 915 West Main Street, Peru, Miami County, Indiana; 2) 1936 South Dixon Road, Kokomo, Howard County, Indiana; and 3) 101 West Broadway, Bunker Hill, Miami County, Indiana. The application was received on August 24, 2011. This institution will have a total of 10 branches after the acquisition of the three branches. **APPROVAL IS RECOMMENDED – (JMC).**

APPROVED \_\_\_\_\_



2. **AMERICAN EXPRESS CENTURION BANK, SALT LAKE CITY, SALT LAKE COUNTY, UTAH**

An application for issuance of a certificate of admission was received from American Express Centurion Bank, Salt Lake City, Salt Lake County, Utah (“American Express”). American Express filed the application to enable it to transact business in Indiana in accordance with the provisions of IC 28-1-22. American Express will be soliciting business in Indiana to make credit card loans. American Express will not have office in Indiana. CT Corporation, 251 East Ohio Street, Suite 1100, Indianapolis, Marion County, Indiana has been appointed as resident agent for service of legal process by American Express. **ISSUANCE OF A CERTIFICATE OF ADMISSION IS RECOMMENDED – (JMC)**

APPROVED \_\_\_\_\_



3. **BATH STATE BANK, BATH, FRANKLIN COUNTY, INDIANA**

The bank has applied to the Department for approval to pay dividends in excess of what is permitted by IC 28-13-4-3. The bank’s dividend request asks approval to pay two cash dividends totaling \$39,725.46 to its holding company, Bath State Bancorp, Bath, Indiana. The first dividend in the amount of \$32,725.46 is for holding company expenses relating to bank employees providing time and resources to the holding company. The second dividend in the amount of \$7,000.00 is for the purpose of paying a five-cent dividend to its shareholders. **APPROVAL IS RECOMMENDED FOR BOTH DIVIDENDS – (JMC)**

APPROVED \_\_\_\_\_



Delegated Authority  
September 9, 2011

1. **Bowling-Shipp, LLC** is requesting a check casher license. Applicant is based in Indianapolis, IN. They will be cashing all types of checks. References were all satisfactory. Fee will be 2.0% to 3.5%. They currently do not operate in other states. Applicant is a franchisee of Jackson-Hewitt tax service. The staff's investigation finds that the financial responsibility, business experience, character, and general fitness of the applicant and of the directors members are such as to warrant belief that the business will be operated honestly and fairly within the purposes of IC 28-8-5-12(a). Applicant is recommended for approval. (MBT)

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Delegated Authority  
September 16, 2011

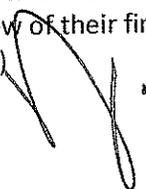
1. **CW Financial of IN, LLC d/b/a Cashwell (16236)** is requesting a check casher license. Applicant is based in Silver Spring, MD. They will be cashing all types of checks other than personal checks. References were all satisfactory. Fee will be 2% to 3%. They currently operate in 6 states. Applicant had a small loan license, #10500, since January of 2008. The staff's investigation finds that the financial responsibility, business experience, character, and general fitness of the applicant and of the members are such as to warrant belief that the business will be operated honestly and fairly within the purposes of IC 28-8-5-12(a). Applicant is recommended for approval. (MBT)



Delegated Authority  
September 23, 2011

**Unidos Financial Services, Inc. (10785)** is requesting approval of a change of control as outlined in IC 28-8-4-40.2, which became effective July 1, 2011.

Unidos has met the requirements of section 40.2 and provided full details of the changes. Licensee operates in 15 states. Unidos has been licensed as a Money Transmitter with DFI since January of 2009. An annual review of their financials has not revealed any material deficiencies. Staff recommends approval. (MBT)

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Delegated Authority  
September 28, 2011

1. **Jamie Reyes d/b/a Discoteca Los Reyes (17031)** is requesting a check casher license. Applicant is based in Elkhart, Indiana. Applicant is currently an agent for Western Union Wire Transfers. Applicant will also offer prepaid phone cards and music CD's. Applicant wants to expand their check cashing to charge more than \$5.00 on checks larger the \$530.00. They will be cashing all types of checks. References were all satisfactory. Fee will be \$1.00 to \$15.00. They currently do not operate in any other states. The staff's investigation finds that the financial responsibility, business experience, character, and general fitness of the applicant are such as to warrant belief that the business will be operated honestly and fairly within the purposes of IC 28-8-5-12(a). Applicant is recommended for approval. (MBT)

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**Delegated Authority  
September 30, 2011**

1. **Travelex Global Business Payments, Inc. (17098)** is requesting a money transmitter license. Applicant is based in Washington, D.C. They currently operate in 47 states. Travelex Global Business Payments, Inc. has met all of financial requirements under the Act. All audited statements were satisfactory. Western Union Financial Services, Inc. (WUFSI- LicID #411) will indirectly acquire 100% of Travelex Global Business Payments, Inc.'s (TGBP) issued and outstanding capital stock and indirectly acquire the global business payment assets of Travelex Currency Services, Inc (TCSI- LicID #413). The purpose of this application is to separate the TGBP assets from TCSI and issue an individual Indiana money transmitter license for TGBP.

After the issuance of the new TGBP license, WUFSI will acquire the stock of TGBP through the purchase of the issued and outstanding capital stock of RII Holdings, Inc. (RII Holdings). TGBP will continue as a direct subsidiary of Ruesch Holding, Inc.; Ruesch Holding will continue to be 100% directly owned by RII Holdings. RII Holdings will be a direct subsidiary for WUFSI. Ruesch Holdings and RII Holdings engage in no activities or operations other than to act as holding companies.

License was not previously needed in Indiana since all prior activity in Indiana was for business purpose versus consumer purpose.

The staff's investigation finds that the financial responsibility, business experience, character, and general fitness of the applicant and of the officers and directors of the applicant are such that the money transmission business will be conducted honestly, fairly, and in a manner commanding the confidence and trust of the community and the applicant has fulfilled the requirements imposed by the Money Transmitter Act, IC 28-8-4-35. Applicant is recommended for approval. (MBT)

**2. Immediate Change in Control/Acquisition of TGBP(Travelex Global Business Payments, Inc) by WUFSI (Western Union Financial Services, Inc):**

Pursuant to the new section of the Indiana Money Transmitter Act, IC 28-8-4-40.2, TGBP will be requesting an immediate change in control after license issuance. Section 40.2 in part defines control as the possession of the power directly or indirectly to:

- (1) direct or cause the direction of the management or policies of a licensee, whether through the beneficial ownership of voting securities, by contract, or otherwise; or
- (2) vote at least twenty-five percent (25%) of the voting securities of a licensee, whether the voting rights are derived through the beneficial ownership of voting securities, by contract, or otherwise.

TGBP has met the requirements of section 40.2, and as such, staff is recommending the director approve the following change of control for TGBP (LicID # 17098). The letter to the

**DELEGATED AUTHORITY**  
**October 3, 2011**

**FIRST LIEN MORTGAGE LOAN LICENSE APPLICATION**

**REPUBLIC MORTGAGE HOME LOANS, LLC (16935)** applied via the Nationwide Mortgage Licensing System for a First Lien Mortgage Lending license. They are not currently licensed. Applicant is based in Murray, Utah. They will not be servicing their loans. They currently operate in 23 states. The staff's review finds that the financial responsibility, character and fitness of the applicant and officers and directors of the applicant are such as to warrant belief that the business will be operated honestly and fairly within the purposes of IC 24-4.4 and as stipulated in IC 24-4.4-2-402(2). Applicant is recommended for approval. (MBT)

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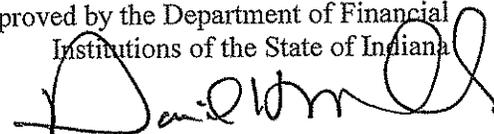
**DELEGATED AUTHORITY  
OCTOBER 4, 2011**

**FIRST LIEN MORTGAGE LOAN LICENSE APPLICATION**

**R.H. LENDING, INC (17193)** applied via the Nationwide Mortgage Licensing System for a First Lien Mortgage Lending license. They are not currently licensed. Applicant is based in Colleyville, TX. They will not be servicing their loans. They currently operate in 11 states. The staff's review finds that the financial responsibility, character and fitness of the applicant and officers and directors of the applicant are such as to warrant belief that the business will be operated honestly and fairly within the purposes of IC 24-4.4 and as stipulated in IC 24-4.4-2-402(2). Applicant is recommended for approval. (MBT)

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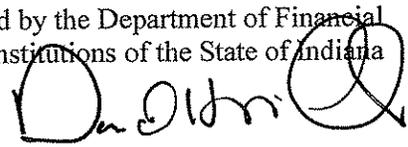
**Delegated Authority**  
September 2, 2011



Mortgage Loan Originator Applications

The following 15 mortgage loan originator applications are recommended for approval. Pursuant to 750 IAC 9-3-2(b), the department staff has determined that the professional training and experience, financial responsibility, character, and fitness of each applicant is such as to warrant belief that the mortgage loan originator will operate honestly and fairly within the purposes of the article.

NMLS #	Last Name	First Name	Middle Name	Suffix	LicID #
386410	Amberson	Matthew	Nelvin		17106
817762	Barnhart	Sean	Michael		17111
718728	Bouton	Kenneth	David		17103
183944	Brooks	Richard	William		17107
419826	Curtis	Bethany	Ann		17087
818783	Dillon	Kathleen	Dawn		17102
795109	Farmer	Jarrett	Lee	Sr	17108
712331	Ingram	Robert	Dustan		16929
393004	Layton	Maggie	Catherine		17105
407726	Morales	Philip		III	17101
396414	Ragland	Chris	Anthony		17061
766836	Scott	Brett	Allen		17104
206327	Tabor	Brendan	Lawrence		17096
272557	Uguccini	Charles	F	Jr	17109
48278	Volpe	Paul	Michael		17110



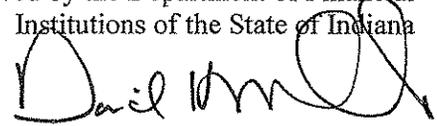
**Delegated Authority**  
September 16, 2011

Mortgage Loan Originator Applications

The following 18 mortgage loan originator applications are recommended for approval. Pursuant to 750 IAC 9-3-2(b), the department staff has determined that the professional training and experience, financial responsibility, character, and fitness of each applicant is such as to warrant belief that the mortgage loan originator will operate honestly and fairly within the purposes of the article.

NMLS #	Last Name	First Name	Middle Name	Suffix	LicID #
393470	Baumann	John	Charles		17118
168242	Beasley	Mike	Lynn		17145
272697	Buxton	Anthony	R		17122
227224	Byrne	Thomas	M		17029
190633	Callaway	Timothy	Andrew		17119
820927	Caplinger	Jennifer	Marie June		17144
160546	Connard	Josef	Johann		17130
362247	Donovan	Meagan	Marie		17132
386406	Fernandez	Alberto	Guillermo		17133
139700	Goins	Doug	E		17146
399475	Greene	Charles	Clayton		17120
171594	Hunter	Mack	Lee		17131
16863	Meyer	Ryan	Thomas		17135
816402	Pruitt	Dirk	Alexander		17124
144783	Richardson	Loral	Franklin		17123
308117	Schiavone	David	Raffaele		16925
703731	Tenbarge	Clinton	Thomas		17013
261892	Walsh	Shannon	Renee		17115

**Delegated Authority**  
September 23, 2011

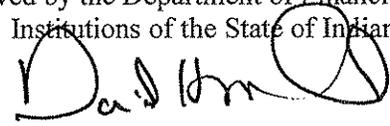


Mortgage Loan Originator Applications

The following 16 mortgage loan originator applications are recommended for approval. Pursuant to 750 IAC 9-3-2(b), the department staff has determined that the professional training and experience, financial responsibility, character, and fitness of each applicant is such as to warrant belief that the mortgage loan originator will operate honestly and fairly within the purposes of the article.

NMLS #	Last Name	First Name	Middle Name	Suffix	LicID #
713794	Curcio	Maribeth	Annjanette		17138
137727	Gasche	Mary	Pam		17155
31760	Hagan	William	Hart	Jr	17151
743490	Hedrick	Jerry	Wayne	Jr	17158
342241	Leahy	Tyler	Martin		17163
713801	Loskill	Nichole	Marie		17140
763808	Mcomie	Mark	Heath		17148
260958	Nunez	Juan	Gerardo	Jr	17141
66435	Phillips	Andrew	Francis		17142
385386	Prince	Lakeisha	Avery		17136
364563	Reynolds	Michael	Lawrence		17137
134218	Rocha	Thomas	Anthony		17156
140360	Smith	Cody	Parker		17170
680377	Steiner	Nicholas	Ronald		17164
375606	Terace	Michael	Angelo		17015
521848	Wilson	David	Draher		17152

**Delegated Authority**  
September 29, 2011



### Mortgage Loan Originator Applications

The following 19 mortgage loan originator applications are recommended for approval. Pursuant to 750 IAC 9-3-2(b), the department staff has determined that the professional training and experience, financial responsibility, character, and fitness of each applicant is such as to warrant belief that the mortgage loan originator will operate honestly and fairly within the purposes of the article.

NMLS #	Last Name	First Name	Middle Name	Suffix	LicID #
781688	Arnieri	Philip	Anthony		17160
827236	Becker	Bradley	J	Jr	17181
131952	Catlin	Megan	J		17180
826326	Christman	Troy	Paul		17174
774958	Ferrari	Michael	Joseph		17159
826319	Glenn	Ashley	Marie		17179
26893	Heikkinen	Melissa	Marie		17149
150276	Hussey	Delores	M		17187
68148	Kendrick	Kelli	Cristin		17157
4163	Kindel	Janice	Sue		17153
351315	Lewis	Julie	Ann		17150
221600	Lewis	Rebecca	Renee		17177
32164	Lorince	Mathew			17161
820917	Milender	Matthew	Charles		17188
298921	Miles	Shawna	Kristine		17167
184933	Nolan	Sandra	Lee		17168
428337	Peterson	Ingrid	Elizabeth		17194
774725	Plataniotis	Emmanuel	I		17162
779284	Stevenson	Sonya	Yvette		17165