

[Accounting Firm Letterhead]

[Date]

[Name of Placement Agent/Lead Investor]

[Address]

[City, State, Zip Code]

Re: Private Placement of Subordinated Debt by [Issuer Name]

Dear Sirs/Madams,

We have audited the consolidated balance sheets of [Issuer Name] (the "Company") as of [Date], and the related consolidated statements of income, retained earnings, and cash flows for the year then ended, and have issued our report thereon dated [Date].

This letter is being furnished in connection with the Private Placement Memorandum dated [Date] relating to the offering of Subordinated Notes (the "Offering").

We confirm that we are independent certified public accountants with respect to the Company within the meaning of the relevant professional standards.

At your request, we have performed the following procedures:

1. We have read the minutes of the meetings of the Board of Directors and Shareholders of the Company as set forth in the minute books through [Date].
2. We have read the unaudited interim financial statements of the Company for the period ended [Date].
3. We have inquired of officials of the Company who have responsibility for financial and accounting matters as to whether there have been any material changes in the capital stock or long-term debt (including subordinated debt) of the Company since [Date].

Nothing came to our attention as a result of the foregoing procedures that caused us to believe that:

- Any material modifications should be made to the unaudited financial statements for them to be in conformity with generally accepted accounting principles.
- As of [Date], there was any change in the capital stock or any increase in the consolidated long-term debt of the Company as compared with the amounts shown in the [Date] balance sheet.

This letter is solely for the information of the addressees and to assist in their due diligence investigation of the affairs of the Company in connection with the Offering. It is not to be used, circulated, quoted, or otherwise referred to for any other purpose.

Yours faithfully,

[Signature of Accounting Firm]  
[Name of Accounting Firm]