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FSB Online Banking
www.firststatebk.com

Your **HOMETOWN**
Financial Center

“FDIC” and “RIN 3064-AD95”

September 4, 2012

Robert E. Feldman
Executive Secretary
Attention: Comments/Legal ESS
Federal Deposit Insurance Corp.
550 17th Street, N.W.
Washington, D.C. 20429

Re: Basel III Capital Proposals

Dear Mr. Feldman:

Thank you for the opportunity to provide comment on the Basel III proposals¹ that were recently approved by the Federal Deposit Insurance Corporation, the Federal Reserve Board, and the Office of the Comptroller of the Currency. These proposals offer significant changes to the banking industry's capital structure, and they will impact all of us and the manner in which we'll conduct future business. Therefore it is vitally important that all aspects of these proposals are thoroughly reviewed, and their impact on the industry completely evaluated. Given the economic distress that this country has encountered over the past several years and the need to address its cause(s), the basis for the proposed capital changes have merit. Furthermore, many of the suggestions seem well-founded. However, when the proposals are enacted they will have some unintended consequences that will negatively impact a small bank like ours. This is the reason that we're calling your attention to such matters, and to respectfully request that you and the other bank regulatory authorities revisit certain aspects of the proposals and amend them to address the banking community and our concerns.

First State Bank is a state chartered, non-member financial institution that was established in 1935 and is headquartered in Lonoke, Arkansas. It is truly a community bank with total assets of about \$265 million and branch locations in six Arkansas communities, four of which are rural areas. First State Bank helps support each of these communities via the banking services offered and the financial assistance it provides the local schools, churches, and civic and charitable organizations. Unfortunately, our early estimates suggest that for the bank to remain

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in compliance with all the proposed capital requirements, it will need to retain more of its earnings, which correlates into less funds being available to support community needs, to repay debt, and to compensate shareholders.

The proposal to apply unrealized gains and losses on “available for sale” (AFS) securities to Common Equity Tier 1 Capital is one of the proposed changes that would require greater earnings retention. These additional funds would be needed to bolster bank equity to compensate for the changes that regularly occur in the market value of AFS securities. Currently, the bank’s entire investment portfolio is designated AFS and these assets’ values readily fluctuate with the financial markets. For example, between year-end 2011 and March 30, 2012, the bank experienced a 337 percent change in the dollar volume of unrealized gain/loss on AFS securities; and between the first and second quarters of 2012 this change was 243 percent. These fluctuations moved the bank’s Tier 1 Capital ratio by as much as 22 basis points. Mind you this has occurred in an ultra low and stable interest rate environment. Our analysis shows that market value changes will be much more pronounced and detrimental to the bank’s capital position when the economy begins to improve and interest rates start to rise. The situation will be compounded by the additional government guaranteed mortgage backed securities that the bank has purchased during this period of very weak loan demand and at a time where we’ve experienced historic low yields for investments, including Treasury securities.

This situation could obviously be mitigated by reclassifying some of the bank’s holdings to “held-to-maturity” (HTM). However, such action would reduce available liquidity since HTM securities cannot be sold prior to maturity, and it would require the bank to amend its contingency funding plans and seek alternative sources. The bank could also purchase securities that had a shorter maturity, but this would limit current and future profitability. Furthermore, if the entire banking industry employed a strategy of buying shorter term investments it would result in less funding for housing, government agencies, local municipalities, and school districts.

We heard in one of the early regulatory presentations about these proposals that the basis for recognizing, for capital purposes, unrealized gains/losses on AFS securities was based on the Financial Accounting Standards Board’s (FASB) plan to change fair-value accounting. However, after much comment from the banking community and consideration of the potential impact such would have on financial institutions, the FASB has voted to relax its position on this matter. Furthermore, the International Accounting Standards Board’s ruling eliminates the AFS category in 2015, which will result in securities being measured at amortized cost, just like loans.

Based on this information and the potential consequences of this proposal, we would respectfully ask that the regulatory agencies follow the FASB’s lead and forego the requirement that unrealized gains and losses on AFS securities flow through the bank’s equity. Should you still find it necessary to implement this proposal, we would strongly suggest that you exclude, from accumulated other comprehensive income, price fluctuations that occur in securities that have little or no credit risk (e.g., debt obligations of the U.S. government, government agencies, and government sponsored enterprises)

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The proposed rules revising certain methodologies for calculating risk-weighted assets will also have an undesirable impact on our bank. If these changes were implemented at June 30, 2012, our bank’s risk-weighted assets would increase by 10 percent (\$17.5 million) from that which was reported in the June Call Report.

The risk weighting changes suggested for one-to-four family mortgage loans is of significant concern to us. Unlike the mortgage companies and the large financial institutions, which had sizable home mortgage lending operations, our bank did not exploit the mortgage business with complete disregard of common sense, practical lending, and obvious greed. First State Bank, like most all other community banks, maintained prudent loan underwriting in providing home financing for local residents. Furthermore, the home loans that this bank has originated are not packaged and sold on the secondary market, as many would not qualify because the property is located in rural communities. Instead these home loans have been kept “in-house” and are being serviced by our employees. To do this, we use loan products that have payment schedules (i.e., monthly principal and interest) that equate up to 30-year terms, but have maturities that range from two (2) to seven (7) years. The basis for this structure is to lessen the institution’s interest rate risk. Neither we nor our regulators want the bank to be holding fixed rate, 30-year loans in a rising interest rate environment. This practice and deregulation are what destroyed the savings and loan industry. Now variable rate loans might mitigate interest rate risk; however, this type financing is unpopular when fixed rates for home loans are currently so low, and will likely stay that way until the housing industry and overall economy improve. If this proposal is left unchanged, our bank will need to revisit its home lending programs, because the proposed risk weighting for part of our one-to-four family home loan portfolio doubles and the other part triples.

We also believe that this proposed change could damage small communities as less credit will be available for home purchases, down payment requirements and lending costs will increase, and customers will find it harder to obtain mortgages meeting their needs and situations. The end result is further declines in home ownership, especially in smaller communities.

Although we take some exception to the risk weightings based on the loan-to-value percentage for the Category 1 residential mortgage loans, should you still find it necessary to implement the “Standardized Approach,” we would strongly suggest that you include in Category 1, those one-to-four family home mortgage loans, which are structured on traditional repayment terms (i.e., up to 30 years), but have balloon features (i.e., a maturity date of 2 to 7 years). In our opinion, this amendment would greatly lessen the negative impact the current proposal would have on our bank and the communities it serves.

The proposed increased risk weightings for delinquent loans and obligations that finance acquisition development and construction (ADC) activities will also cause our bank’s total risk weighted assets to rise and its capital ratios to fall. Credit risk in delinquent loans and ADC advances have historically been addressed in loan loss reserves, and it seems reasonable that this should be continued.

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Under the capital proposal, the risk weightings for delinquent loans will be at least 50 percent more than repossessed assets and other real estate owned. If implemented, this proposal will cause our bank to revisit the design and execution of work-out plans. It will also influence the longevity of such strategies, if they are put into action. Therefore, we foresee this proposal limiting opportunities for troubled borrowers to remedy their situations, thus resulting in more foreclosures. Such occurrences would be detrimental to our bank and the communities that it serves.

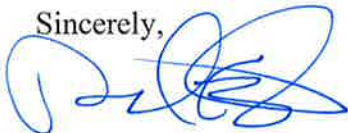
If the bank cannot produce sufficient earnings to increase or maintain enough capital to comply with the proposed changes, additional funding will need to be obtained from external sources. Attracting such resources is challenging enough in this environment; however, the capital proposals will make this even more difficult as the requirements will result in decreased investment returns, which will cause investors to seek more lucrative financial opportunities outside the banking industry. We don't believe that the Basel III proposals were intended to place our institution and many other community banks at a competitive disadvantage when raising equity, but they very well could.

We again want to thank you for the opportunity to comment on the Basel III proposals, as these changes will significantly impact the banking industry. As such, we would respectfully ask that you closely review our comments and those received from others, thoroughly weigh the consequences that the Basel III and Standardized Approach NPRs will have on the industry and our communities, and strongly reconsider foregoing some of these capital related modifications or at least amending them so that they are less intrusive.

As CEO of a small community bank, I am entrusted with protecting our stockholder's equity as well as ensuring that fifty-nine employees have good stable employment. When new regulations are implemented, it is often one-size-fits-all; however, vast differences exist in small banks located in communities such as Lonoke, Heber Springs, and Gurdon, Arkansas when compared to Wall Street Banks. Basel III is going to certainly impact our capital planning and ratios in addition to our current business model. Small community banks should not be subject to the same complex standards required of larger and riskier banks. Furthermore, I think that laws that are designed with a global affect to all banks make it difficult to operate smaller banks for the benefits of the communities we serve and our staff along with our shareholders whom are small business owners themselves.

Your consideration of these requests will be greatly appreciated.

Sincerely,



David R Estes
CEO
First State Bank



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want the bank to be holding fixed rate, 30-year loans in a rising interest rate environment. This practice and deregulation are what destroyed the savings and loan industry. Now variable rate loans might mitigate interest rate risk; however, this type financing is unpopular when fixed rates for home loans are currently so low, and will likely stay that way until the housing industry and overall economy improve. If this proposal is left unchanged, our bank will need to revisit its home lending programs, because the proposed risk weighting for part of our one-to-four family home loan portfolio doubles and the other part triples.

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Under the capital proposal, the risk weightings for delinquent loans will be at least 50 percent more than repossessed assets and other real estate owned. If implemented, this proposal will cause our bank to revisit the design and execution of work-out plans. It will also influence the longevity of such strategies, if they are put into action. Therefore, we foresee this proposal limiting opportunities for troubled borrowers to remedy their situations, thus resulting in more foreclosures. Such occurrences would be detrimental to our bank and the communities that it serves.

If the bank cannot produce sufficient earnings to increase or maintain enough capital to comply with the proposed changes, additional funding will need to be obtained from external sources. Attracting such resources is challenging enough in this environment; however, the capital proposals will make this even more difficult as the requirements will result in decreased investment returns, which will cause investors to seek more lucrative financial opportunities outside the banking industry. We don't believe that the Basel III proposals were intended to place our institution and many other community banks at a competitive disadvantage when raising equity, but they very well could.

I currently manage the loan administration department at First State Bank. I've been with the bank for 24 years and have been in lending since 1981. The changes that have been made since my entry in the financial sector have been monumental to say the least. With the regulatory burden that Basel III is certain to place on a community bank of our size, the man hours in addition to expenses with regards to implementation of this proposed rule certainly impact and present more volatility in regulatory capital requirements. Our customer's satisfaction should be our priority.

We again want to thank you for the opportunity to comment on the Basel III proposals, as these changes will significantly impact the banking industry. As such, we would respectfully ask that you closely review our comments and those received from others, thoroughly weigh the consequences that the Basel III and Standardized Approach NPRs will have on the industry and our communities, and strongly reconsider foregoing some of these capital related modifications or at least amending them so that they are less intrusive.

Your consideration of these requests will be greatly appreciated.

Sincerely,

A handwritten signature in cursive script that reads "Amy Pearson". The signature is written in black ink and is positioned above the printed name.

Amy Pearson
Senior Vice President
First State Bank

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As a Director of First State Bank and a farmer in the Lonoke community for 62 years, I know First State Bank to be a common-sense bank with six locations and operating primarily in small business lending. I have been a customer of this bank since 1952. I have borrowed, invested and served as a Director for 16 years. The foundation of this bank has been beneficial to me, my family and friends. Our bank should not be held to the same standards as the big Wall Street Banks. Recently, I witnessed the sixth generation of my family graduate from Lonoke High School and I believe that Basel III, with all of its complex regulation, will tear away the community fabric with its pervasive and a long-lasting impact on community banks and the communities they serve.

Your consideration of these requests will be greatly appreciated.

Sincerely,

A handwritten signature in cursive script, appearing to read "Richard Bransford". The signature is written in dark ink and is positioned above the printed name.

Richard Bransford



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P.O. Box 320
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Carlisle, AR 72024-0752
870/552-7500
Fax 870/552-7714

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P.O. Box 446
Gurdon, AR 71743-0446
870/353-2521
Fax 870/353-2314

Fayetteville
2125 E. Joyce Blvd.
P.O. Box 8670
Fayetteville, AR 72703-0011
479/251-8900
Fax 479/251-7092

Heber Springs
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P.O. Box 660
Heber Springs, AR 72543-0660
501/250-8400
Fax 501/362-8106

Springdale
1022 Jones Road
P.O. Box 8550
Springdale, AR 72766-8500
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Your **HOMETOWN**
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“FDIC” and “RIN 3064-AD95”

September 4, 2012

Robert E. Feldman
Executive Secretary
Attention: Comments/Legal ESS
Federal Deposit Insurance Corp.
550 17th Street, N.W.
Washington, D.C. 20429

Re: Basel III Capital Proposals

Dear Mr. Feldman:

Thank you for the opportunity to provide comment on the Basel III proposals¹ that were recently approved by the Federal Deposit Insurance Corporation, the Federal Reserve Board, and the Office of the Comptroller of the Currency. These proposals offer significant changes to the banking industry’s capital structure, and they will impact all of us and the manner in which we’ll conduct future business. Therefore it is vitally important that all aspects of these proposals are thoroughly reviewed, and their impact on the industry completely evaluated. Given the economic distress that this country has encountered over the past several years and the need to address its cause(s), the basis for the proposed capital changes have merit. Furthermore, many of the suggestions seem well-founded. However, when the proposals are enacted they will have some unintended consequences that will negatively impact a small bank like ours. This is the reason that we’re calling your attention to such matters, and to respectfully request that you and the other bank regulatory authorities revisit certain aspects of the proposals and amend them to address the banking community and our concerns.

First State Bank is a state chartered, non-member financial institution that was established in 1935 and is headquartered in Lonoke, Arkansas. It is truly a community bank with total assets of about \$265 million and branch locations in six Arkansas communities, four of which are rural areas. First State Bank helps support each of these communities via the banking services offered and the financial assistance it provides the local schools, churches, and civic and charitable organizations. Unfortunately, our early estimates suggest that for the bank to remain

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in compliance with all the proposed capital requirements, it will need to retain more of its earnings, which correlates into less funds being available to support community needs, to repay debt, and to compensate shareholders.

The proposal to apply unrealized gains and losses on “available for sale” (AFS) securities to Common Equity Tier 1 Capital is one of the proposed changes that would require greater earnings retention. These additional funds would be needed to bolster bank equity to compensate for the changes that regularly occur in the market value of AFS securities. Currently, the bank’s entire investment portfolio is designated AFS and these assets’ values readily fluctuate with the financial markets. For example, between year-end 2011 and March 30, 2012, the bank experienced a 337 percent change in the dollar volume of unrealized gain/loss on AFS securities; and between the first and second quarters of 2012 this change was 243 percent. These fluctuations moved the bank’s Tier 1 Capital ratio by as much as 22 basis points. Mind you this has occurred in an ultra low and stable interest rate environment. Our analysis shows that market value changes will be much more pronounced and detrimental to the bank’s capital position when the economy begins to improve and interest rates start to rise. The situation will be compounded by the additional government guaranteed mortgage backed securities that the bank has purchased during this period of very weak loan demand and at a time where we’ve experienced historic low yields for investments, including Treasury securities.

This situation could obviously be mitigated by reclassifying some of the bank’s holdings to “held-to-maturity” (HTM). However, such action would reduce available liquidity since HTM securities cannot be sold prior to maturity, and it would require the bank to amend its contingency funding plans and seek alternative sources. The bank could also purchase securities that had a shorter maturity, but this would limit current and future profitability. Furthermore, if the entire banking industry employed a strategy of buying shorter term investments it would result in less funding for housing, government agencies, local municipalities, and school districts.

We heard in one of the early regulatory presentations about these proposals that the basis for recognizing, for capital purposes, unrealized gains/losses on AFS securities was based on the Financial Accounting Standards Board’s (FASB) plan to change fair-value accounting. However, after much comment from the banking community and consideration of the potential impact such would have on financial institutions, the FASB has voted to relax its position on this matter. Furthermore, the International Accounting Standards Board’s ruling eliminates the AFS category in 2015, which will result in securities being measured at amortized cost, just like loans.

Based on this information and the potential consequences of this proposal, we would respectfully ask that the regulatory agencies follow the FASB’s lead and forego the requirement that unrealized gains and losses on AFS securities flow through the bank’s equity. Should you still find it necessary to implement this proposal, we would strongly suggest that you exclude, from accumulated other comprehensive income, price fluctuations that occur in securities that have little or no credit risk (e.g., debt obligations of the U.S. government, government agencies, and government sponsored enterprises).

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The proposed rules revising certain methodologies for calculating risk-weighted assets will also have an undesirable impact on our bank. If these changes were implemented at June 30, 2012, our bank’s risk-weighted assets would increase by 10 percent (\$17.5 million) from that which was reported in the June Call Report.

The risk weighting changes suggested for one-to-four family mortgage loans is of significant concern to us. Unlike the mortgage companies and the large financial institutions, which had sizable home mortgage lending operations, our bank did not exploit the mortgage business with complete disregard of common sense, practical lending, and obvious greed. First State Bank, like most all other community banks, maintained prudent loan underwriting in providing home financing for local residents. Furthermore, the home loans that this bank has originated are not packaged and sold on the secondary market, as many would not qualify because the property is located in rural communities. Instead these home loans have been kept “in-house” and are being serviced by our employees. To do this, we use loan products that have payment schedules (i.e., monthly principal and interest) that equate up to 30-year terms, but have maturities that range from two (2) to seven (7) years. The basis for this structure is to lessen the institution’s interest rate risk. Neither we nor our regulators want the bank to be holding fixed rate, 30-year loans in a rising interest rate environment. This practice and deregulation are what destroyed the savings and loan industry. Now variable rate loans might mitigate interest rate risk; however, this type financing is unpopular when fixed rates for home loans are currently so low, and will likely stay that way until the housing industry and overall economy improve. If this proposal is left unchanged, our bank will need to revisit its home lending programs, because the proposed risk weighting for part of our one-to-four family home loan portfolio doubles and the other part triples.

We also believe that this proposed change could damage small communities as less credit will be available for home purchases, down payment requirements and lending costs will increase, and customers will find it harder to obtain mortgages meeting their needs and situations. The end result is further declines in home ownership, especially in smaller communities.

Although we take some exception to the risk weightings based on the loan-to-value percentage for the Category 1 residential mortgage loans, should you still find it necessary to implement the “Standardized Approach,” we would strongly suggest that you include in Category 1, those one-to-four family home mortgage loans, which are structured on traditional repayment terms (i.e., up to 30 years), but have balloon features (i.e., a maturity date of 2 to 7 years). In our opinion, this amendment would greatly lessen the negative impact the current proposal would have on our bank and the communities it serves.

The proposed increased risk weightings for delinquent loans and obligations that finance acquisition development and construction (ADC) activities will also cause our bank’s total risk weighted assets to rise and its capital ratios to fall. Credit risk in delinquent

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Under the capital proposal, the risk weightings for delinquent loans will be at least 50 percent more than repossessed assets and other real estate owned. If implemented, this proposal will cause our bank to revisit the design and execution of work-out plans. It will also influence the longevity of such strategies, if they are put into action. Therefore, we foresee this proposal limiting opportunities for troubled borrowers to remedy their situations, thus resulting in more foreclosures. Such occurrences would be detrimental to our bank and the communities that it serves.

If the bank cannot produce sufficient earnings to increase or maintain enough capital to comply with the proposed changes, additional funding will need to be obtained from external sources. Attracting such resources is challenging enough in this environment; however, the capital proposals will make this even more difficult as the requirements will result in decreased investment returns, which will cause investors to seek more lucrative financial opportunities outside the banking industry. We don't believe that the Basel III proposals were intended to place our institution and many other community banks at a competitive disadvantage when raising equity, but they very well could.

We again want to thank you for the opportunity to comment on the Basel III proposals, as these changes will significantly impact the banking industry. As such, we would respectfully ask that you closely review our comments and those received from others, thoroughly weigh the consequences that the Basel III and Standardized Approach NPRs will have on the industry and our communities, and strongly reconsider foregoing some of these capital related modifications or at least amending them so that they are less intrusive.

As a Director of First State Bank and a farmer in the Carlisle community in Lonoke County, I know First State Bank to be a reasonably managed bank with six locations and operating primarily in small business lending. I have borrowed, invested and served as a Director for 16 years. If Basel III is implemented, these proposed regulations will challenge and impact small rural community banks which are already struggling to meet ever increasing capital requirements that are currently imposed upon them. In addition, those same challenges will impact the communities in which our bank represents with all of its complex regulation. The establishment of this bank has been beneficial to me, my family, friends and the communities it represent; therefore, our bank should not be held to the same pervasive standards as the larger Wall Street banks.

Thank you again for the opportunity to comment on this important issue. Your consideration of these requests will be greatly appreciated.

Sincerely,

Marvin Thaxton

A handwritten signature in cursive script, appearing to read "Marvin Thaxton", written in dark ink. The signature is fluid and somewhat stylized, with a long horizontal flourish extending to the right.

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We also believe that this proposed change could damage small communities as less credit will be available for home purchases, down payment requirements and lending costs will increase, and customers will find it harder to obtain mortgages meeting their needs and situations. The end result is further declines in home ownership, especially in smaller communities.

Although we take some exception to the risk weightings based on the loan-to-value percentage for the Category 1 residential mortgage loans, should you still find it necessary to implement the “Standardized Approach,” we would strongly suggest that you include in Category 1, those one-to-four family home mortgage loans, which are structured on traditional repayment terms (i.e., up to 30 years), but have balloon features (i.e., a maturity date of 2 to 7 years). In our opinion, this amendment would greatly lessen the negative impact the current proposal would have on our bank and the communities it serves.

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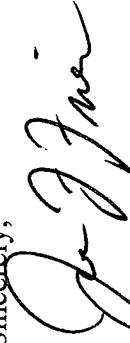
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If the bank cannot produce sufficient earnings to increase or maintain enough capital to comply with the proposed changes, additional funding will need to be obtained from external sources. Attracting such resources is challenging enough in this environment; however, the capital proposals will make this even more difficult as the requirements will result in decreased investment returns, which will cause investors to seek more lucrative financial opportunities outside the banking industry. We don’t believe that the Basel III proposals were intended to place our institution and many other community banks at a competitive disadvantage when raising equity, but they very well could.

We again want to thank you for the opportunity to comment on the Basel III proposals, as these changes will significantly impact the banking industry. As such, we would respectfully ask that you closely review our comments and those received from others, thoroughly weigh the consequences that the Basel III and Standardized Approach NPRs will have on the industry and our communities, and strongly reconsider foregoing some of these capital related modifications or at least amending them so that they are less intrusive.

Your consideration of these requests will be greatly appreciated.

Sincerely,



Joe F. Fries
Vice President

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Carlisle, Arkansas

Gurdon, Arkansas
Heber Springs, Arkansas

Fayetteville, Arkansas
Springdale, Arkansas



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“FDIC” and “RIN 3604-AD95”

September 4, 2012

Robert E. Feldman
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In conclusion, as an employee of First State Bank I enjoy serving my community and the people surrounding it. The proposed changes in turn could eliminate small community banks and the American Dream. The American Dream is what this country was founded upon. May you keep in mind the first two paragraph's of the Declaration of Independence when considering how best to institute changes, rules and regulations within our industry.

“We hold these truths to be self-evident, that all men are created equal, that they are endowed, by their Creator, with certain unalienable Rights, that among these are Life, Liberty, and the pursuit of Happiness.

That to secure these rights, Governments are instituted among Men, deriving their just powers from the consent of the governed, That whenever any Form of Government becomes destructive of these ends, it is the Right of the People to alter or abolish it, and to institute new Government, laying its foundation on such principles, and organizing its powers in such form, as to them shall seem most likely to effect their Safety and Happiness.”

Your consideration of these requests will be greatly appreciated.

Sincerely,



Adam Starks
EVP/Marketing