

**TABLE SHOWING THE SIMILARITIES AND DIFFERENCES BETWEEN  
TARP CPP & CAP FOR PUBLICLY TRADED INSTITUTIONS**

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	Capital Purchase Program (CPP)	Capital Assistance Program (CAP)
<b>Purpose</b>	The purpose was to inject capital into financial institutions so as to restore confidence and stabilize the volatility in the U.S. banking system and to encourage financial institutions to increase their lending to customers and to each other.	<p>The purpose is to allow financial institutions that warrant an additional capital buffer to have an opportunity to turn first to private sources of capital; otherwise the temporary capital buffer will be made available from the government.</p> <p>Such additional government capital will be in the form of mandatory convertible preferred shares, which would be converted into common equity shares only as needed over time to keep banks in a well-capitalized position and can be retired under improved financial conditions before the conversion becomes mandatory. The conversion of preferred shares to common equity shares would enable institutions to maintain or enhance the quality of their capital by increasing their tangible common equity capital ratios; however, such conversions would necessarily dilute the interests of existing shareholders.</p>
<b>Participation</b>	Voluntary participation through an application process to receive CPP funds.	<p>\$100 Billion plus institutions (19 largest institutions) will be immediately eligible to voluntarily apply for CAP as follows:</p> <ul style="list-style-type: none"> <li>On February 25, 2009, banking regulators started conducting forward-looking stress test assessments of major banking institutions (\$100 billion plus in risk weighted assets). Should these stress test assessments indicate that an additional capital buffer is warranted, these major institutions will have an opportunity to turn raise the additional capital first from private sources; the major institutions may apply to receive the temporary capital buffer from the government through the CAP.</li> <li>Major institutions that are undergoing the stress test assessments need not wait until the assessment is completed to apply for CAP funding.</li> <li>If the major institution receives approval for CAP funding, then the major institution may choose to delay closing the CAP funding for six months to raise required capital privately in lieu of using all or a portion of government CAP funds.</li> </ul> <p>Institutions under \$100 Billion may also voluntarily apply to receive CAP funding and may also choose to delay closing the CAP funding for six months to raise capital privately in lieu of using all or a portion of</p>

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		government CAP funds. The appropriate federal banking agency will make a recommendation to the Treasury regarding the applicant’s viability. <b>*An institution need not have participated in the CPP to be eligible for CAP.</b>
<b>Phased In Implementation</b>	Available first to publicly held financial institutions and later offered to privately held corporations.	Currently available only to public financial institutions, but it is intended that it will later be available to privately held institutions.
<b>Publicly traded institutions application deadline</b>	November 14, 2008	May 25, 2009.
<b>Securities</b>	Senior Preferred Stock and Warrants exercisable for common stock.	Mandatory Convertible Preferred Stock and Warrants exercisable for common stock
<b>Institutions eligible to participate</b>	<p><i>Different Terms</i></p> <p>A “<b>Qualifying Financial Institution</b>”:</p> <ul style="list-style-type: none"> <li>• Any U.S. bank or U.S. savings institution not controlled by a Bank Holding Company (“BHC”) or Savings and Loan Company (“SLHC”);</li> <li>• any top-tier U.S. BHC;</li> <li>• any top-tier U.S. SLHC which engages solely or predominately in activities that are permitted for financial holding companies under relevant law; and</li> <li>• any U.S. bank or U.S. savings association controlled by a U.S. SLHC that does not engage solely or predominately in activities that are permitted for financial holding companies under relevant law.</li> </ul> <p>A qualifying financial institution does not include any BHC, SLHC, bank or savings association controlled by a foreign bank or company.</p>	<p><i>Different Terms</i></p> <p>The financial institutions eligible to apply for CAP are the same as the institutions eligible for CPP preferred, except CAP is not available for institutions themselves that are held under a holding company structure. In other words, the publicly traded holding company itself must apply for CAP.</p>
<b>Investment Limit</b>	<p><i>Different Terms</i></p> <p>CPP preferred must be no less than 1% of risk-weighted assets and no more than the lesser of (i) \$25 billion and (ii) 3% of risk weighted assets.</p>	<p><i>Different Terms</i></p> <p>CAP preferred must be no less than 1% of risk-weighted assets and no more than the sum of (i) 2% of risk-weighted assets, (ii) the amount needed to redeem CPP preferred and (iii), if applicable, the amount needed to redeem preferred stock under the Targeted Investment Program.</p> <p>“Exceptional Assistance” – to issue CAP preferred in excess of the amount set forth above, a financial institutions must receive the approval of the appropriate federal banking agency. The determination will be solely in the discretion of the Treasury.</p>

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<p><b>Use of Proceeds</b></p>	<p><i>Different Terms</i> No specific plan for use of proceeds was required to be submitted by CPP applicants.</p>	<p><i>Different Terms</i> CAP proceeds may be used to redeem a prior CPP investment the institution received.  All recipients must submit a plan for how they intend to use the capital to preserve and strengthen their lending capacity. (See below under “Reporting Obligations”).</p>
<p><b>Preferred Stock Characteristics</b></p>	<p><i>Identical Terms</i></p> <ul style="list-style-type: none"> <li>• Tier 1 capital for holding companies.</li> <li>• Ranks senior to common stock and pari passu with existing preferred stock other than junior preferred stock.</li> <li>• Liquidation preference \$1,000 per share.</li> <li>• No voting rights, except vote of CPP preferred is required to authorize issuance of senior ranking shares, amendment to rights of CPP preferred, or a merger, exchange or similar transaction that will adversely affect the CPP preferred.</li> </ul> <p><i>Different Terms</i></p> <ul style="list-style-type: none"> <li>• Perpetual life.</li> <li>• For holding companies, pays cumulative 5% annual dividend, which increases to 9% annual dividend after the 5th anniversary. For banks, pays the same dividend, but it is non-cumulative.</li> </ul>	<p><i>Identical Terms</i></p> <ul style="list-style-type: none"> <li>• Tier 1 capital for holding companies.</li> <li>• Ranks senior to common stock and pari passu with existing preferred stock other than junior preferred stock.</li> <li>• Liquidation preference is \$1,000 per share.</li> <li>• No voting rights prior to conversion, except vote of the CAP preferred is required to authorize the issuance of senior ranking shares, amendment to rights of CAP preferred or a merger, exchange or similar transaction that will adversely affect the CAP preferred.</li> </ul> <p><i>Different Terms</i></p> <ul style="list-style-type: none"> <li>• Mandatory conversion after 7 years (see below) if not theretofore redeemed.</li> <li>• Pays cumulative 9% annual dividend, compounding quarterly; if any shareholder approval is not obtained within 6 months after issuance, dividend rate will increase to 20% per annum until shareholder approval is obtained.</li> <li>• After conversion, voting rights as a holder of common stock.</li> </ul>
<p><b>Preferred Stock conversion characteristics</b></p>	<p><i>Different Terms</i> No conversion rights.</p>	<p><i>Different Terms</i></p> <ul style="list-style-type: none"> <li>• Mandatory conversion to common stock after 7 years.</li> <li>• Convertible into common equity at a 10% discount to the average closing price for the 20-trading day period ending February 9, 2009, subject to standard anti-dilution provisions.</li> <li>• Conversion price is subject to reduction (15% each six months following issuance, up to a maximum 45%) if any required shareholder approval is not obtained.</li> <li>• Upon conversion, accrued and unpaid dividends are payable in cash or common stock at the election of the issuer.</li> <li>• Convertible at the holder’s option upon specified corporate events, including certain sales, mergers or changes of control.</li> </ul>

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		<ul style="list-style-type: none"> <li>• After the mandatory conversion date of the CAP preferred, Treasury shall make reasonable efforts to sell on an annual basis the amount of common stock equal to at least 20% of the total common stock owned by Treasury on the mandatory conversion date until Treasury owns no common stock.</li> <li>• After conversion of the CAP preferred, the institution shall have the right to repurchase any shares of commons stock held by Treasury at a price equal to the greater of the conversion price and the market price of the common stock on the date of repurchase (calculated based on the average closing price during the 20-trading day period beginning on the day after notice of repurchase is given). These repurchases must be made with the proceeds of an issuance of common stock for cash or additions to retained earnings.</li> </ul>
<p><b>Preferred Stock Redemption Characteristics</b></p>	<p><i>Different Terms</i></p> <ul style="list-style-type: none"> <li>• For a period of three years from issuance, may be redeemed only with the proceeds of a “qualified equity offering,” which is an offering of Tier 1 perpetual preferred or common stock, and with the consent of the primary federal banking agency.</li> <li>• <b>CAP modified the terms of all outstanding CPP preferred to provide that the sale of securities to Treasury is a qualified equity offering, but only to the extent the proceeds are used to redeem the CPP preferred.</b> CAP proceeds that are used to redeem the CPP preferred will count towards the qualified equity offering proceeds that are required to be raised to reduce the number of shares of common stock underlying the CPP warrant issued to Treasury. (For the specific CPP warrant terms, see “Warrant Terms”). At a minimum, the CPP participants wishing to repay part of the CPP investment must redeem 25% of the issue price of the CPP preferred.</li> <li>• CPP preferred with cumulative dividends will be redeemable at par, plus any accrued and unpaid dividends. CPP preferred with non-cumulative dividends will be redeemed at par, plus any accrued and unpaid dividends for the then current dividend period.</li> </ul>	<p><i>Different Terms</i></p> <ul style="list-style-type: none"> <li>• Redeemable with consent of primary federal banking agency, in whole or in part at any time solely with the proceeds of one or more issuances of common stock for cash which results in aggregate gross proceeds to the financial institution of not less than 25% of the issue price of the CAP preferred, or additions to retained earnings.</li> <li>• CAP preferred redeemed within the first 2 years of issuance will be redeemable at par, plus any accrued and unpaid dividends. After the first two years, CAP preferred will be redeemable at the greater of par plus accrued and unpaid dividends and the as-converted value.</li> </ul>
<p><b>Warrant Characteristics</b></p>	<p><i>Identical Terms</i></p> <ul style="list-style-type: none"> <li>• Term of 10 years.</li> <li>• Immediately exercisable.</li> <li>• Treasury will agree not to exercise voting control with respect to any shares of common stock received upon exercise of the warrant.</li> </ul>	<p><i>Identical Terms</i></p> <ul style="list-style-type: none"> <li>• Term of 10 years.</li> <li>• Immediately exercisable.</li> <li>• Treasury will agree not to exercise voting control with respect to any shares of common stock received upon exercise of the warrant.</li> </ul>

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- If the common stock is no longer listed or traded on a national securities exchange, or any required shareholder consent is not obtained within 18 months of the closing date, the warrant will be exchangeable at the option of Treasury into senior debt or another instrument.

*Different Terms*

- Warrant to purchase a number of shares of common stock having an aggregate market price equal to 15% of the CPP preferred issued to the institution on the date of investment.
- Exercise price for the warrant and market price for determining number of shares of common stock underlying the warrant will be the market price for the common stock on the date of the CPP investment (calculated on a 20-trading day trailing average).
- Non-contractual limitations on Treasury’s ability to transfer warrants, including that Treasury may not transfer or exercise an aggregate of 1/2 of the warrants before (i) the date the institution has successfully raised replacement Tier 1 capital through a qualified equity offering and (ii) December 31, 2009.
- The number of shares underlying the warrants is subject to a 50% reduction if the institution raises replacement Tier 1 capital through a qualified equity offering by December 31, 2009. CAP proceeds that are used to redeem the CPP preferred will count towards the replacement Tier 1 capital required to reduce the number of shares of common stock underlying the warrants.

- If the common stock is no longer listed or traded on a national securities exchange, or any required shareholder consent is not obtained within 18 months of the closing date, the warrant will be exchangeable at the option of Treasury into senior debt or another instrument.

*Different Terms*

- Warrant to purchase a number of shares of common stock having an aggregate market value equal to 20% of the CAP preferred issued to the institution on the on the date of investment.
- Exercise price for the warrant and market price for determining number of shares of common stock underlying warrant will be 90% of the average closing price for the 20-trading day period ending February 9, 2009.
- Following repurchase in full of the mandatory convertible preferred and/or common stock underlying the preferred, the financial institution may repurchase the warrant and any related common stock at fair market value.

**Warrant Repurchase Terms**

*Unknown if Terms will be Identical or Different.*

Following 100% redemption of the CPP preferred, the institution may repurchase, in whole or in part, the CPP warrant at its fair market value. Fair market value will be determined by the Board of Directors, acting in reliance on an opinion of a nationally recognized independent investment banking firm retained by the institution for this purpose. If Treasury disagrees with the fair market value, certain procedures must be followed and, eventually, the parties may need to go through an independent appraisal procedure.

If CAP funds are used to redeem the CPP preferred, those funds will count towards the replacement Tier 1 capital required to reduce the number of shares of common stock underlying the warrant, which could, in turn, reduce the fair market value of the warrant.

*Unknown if Terms will be Identical or Different*

Repurchase terms for CAP warrants have not yet been released by Treasury.

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**Additional Restrictions**

*Identical Terms*

- If dividends are not paid in full for 6 quarterly periods, Treasury has the right to elect two directors. This right ends when full dividends have been paid for four consecutive dividend periods.
- If the institution fails to pay accrued dividends on the CPP preferred, then no dividends may be declared or paid on junior preferred shares or pari passu preferred shares (unless the pari passu dividends are paid on a pro rata basis with the CPP preferred dividends). Share repurchase also may not occur if accrued dividends on CPP preferred have not been paid..
- Shelf registration filed as promptly as practicable for CPP preferred, warrant and underlying common stock.
- Institution will agree to take additional efforts to facilitate the transfer of the securities, which may include grant of piggyback registration rights, listing securities on a national securities exchange or appointment of a depository to hold shares and issue depository receipts.

*Different Terms*

- Until the third anniversary date of the issuance, as long as Treasury holds the CPP preferred, Treasury consent is required for any share repurchases, subject to certain market exceptions.
- Until the third anniversary date of the issuance, as long as Treasury holds the CPP preferred, Treasury consent shall be required for any increase in common dividends per share.

*Identical Terms*

- If dividends are not paid in full for 6 quarterly periods, Treasury has the right to elect two directors. This right ends when full dividends have been paid for four consecutive dividend periods.
- If the institution fails to pay accrued dividends on the CAP preferred, then no dividends may be declared or paid on junior preferred shares or pari passu preferred shares (unless the pari passu dividends are paid on a pro rata basis with the CAP preferred dividends). Share repurchase also may not occur if dividends on CAP preferred have not been paid.
- Shelf registration statement filed as promptly as practicable for CAP preferred, warrant and underlying common stock.
- Institution will agree to take additional efforts to facilitate the transfer of the securities, which may include grant of piggyback registration rights, listing securities on a national securities exchange or appointment of a depository to hold shares and issue depository receipts.

*Different Terms*

- As long as Treasury holds the CAP preferred, Treasury consent is required for repurchases of equity securities or trust preferred securities, subject to certain market exceptions.
- For as long as Treasury holds the CAP preferred, dividends on common stock may not exceed \$0.01 per quarter, unless Treasury consents.

**Executive Compensation**

*Identical Terms*

CAP participants are subject to the executive compensation and corporate governance requirements of the Stabilization Act, as amended by the American Recovery and Reinvestment Act of 2009.

*Identical Terms*

CPP participants are subject to the same executive compensation and corporate governance requirements.

**Reporting Obligations**

*Different Terms*

No specific reporting obligations about proceed use or impact on lending requirement is required for CPP participants. The CAP reporting obligations will not be made retroactive to CPP participants.

*Different Terms*

*Intended Use of Government Funds.* CAP applicants must submit a plan for how CAP proceeds will be used to increase lending above the level that would have been possible without CAP. Thereafter, participating institution must provide regular reports on lending activities.

*Taxpayer Right to Know.* Participants are required to submit monthly lending reports that will be posted on the financial stability website, [www.financialstability.gov](http://www.financialstability.gov).

*Impact on Lending Requirement.* Among other reportable items, these

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		<p>reports must detail a institution’s lending broken out by category, showing how many new loans have been provided and how many asset-backed and mortgage-backed securities have been purchased, and must be accompanied by a description of the lending environment in the communities and markets the institution serves. The report must also include a comparison to the institution’s most rigorous estimate of what their lending would have been in the absence of government support. For public companies, similar reports will be filed on an 8K simultaneous with the filing of their 10-Q or 10-K reports.</p>
<p><b>Mortgage Foreclosure Mitigation</b></p>	<p><i>Different Terms</i> No similar mortgage foreclosure mitigation is required for CPP participants.</p>	<p><i>Different Terms</i> <u>Committing Recipients to Mortgage Foreclosure Mitigation.</u> All recipients of capital investments from CAP will be required to commit to participate in mortgage foreclosure mitigation programs consistent with guidelines UST will release on industry standard best practices.</p>