

**AMENDMENT TO PLAN OF OPERATION FOR INSURANCE SALES ACTIVITIES
(FOR FEDERALLY-CHARTERED BANKS)**

The Plan of Operation for Insurance Sales Activities (the "Plan") filed by (Bank) _____ is hereby amended in accordance with Massachusetts Bankers Association, Inc. et al. v. Bowler and Antonakes, Civil Action No. 03-11522-RWZ (D. Mass. 2005), which deemed certain provisions of the Massachusetts General Laws¹ to be preempted as to national banks by Section 104 of the federal Gramm-Leach-Bliley Act of 1999, 15 U.S.C. § 6701. Insofar as such prohibitions and restrictions have been deemed preempted by federal law, all provisions in the Plan that contain such restrictions are deleted.

Whereas the prohibitions and restrictions were deemed to be preempted by the Gramm-Leach-Bliley Act of 1999 ("GLBA"), 15 U.S.C. §6701, (Bank) _____ hereby represents and affirms that it shall comply with the conditions and limitations applicable to the waived provisions of state law as set forth in GLBA and the implementing regulations promulgated by the federal bank regulatory agencies pursuant to Section 47 of the Federal Deposit Insurance Act.

Subscribed this _____ day of _____, 2005 under the penalties of perjury.

Signed _____
Bank Officer

Address _____

Tel. No. () _____

Effective Date:

Amendments shall become effective upon receipt by the Division of Insurance.

¹ Mass. Gen. Laws ch. 167F, §2A(b)(2) (the "Referral and Referral Fee Prohibition"); Mass. Gen. Laws ch. 167F, §2A(b)(3) (the "Separation Restriction"); Mass. Gen. Laws ch. 167F, §2A(b)(4)(ii); and Mass. Gen. Laws ch. 167F, §2A(b)(4)(iii) (together the "Waiting Period Restrictions")