

**Fidelity Resources Company
Excessive or Luxury Expenditure Policy
Effective September 15, 2009**

This Policy is designed to fulfill certain requirements under the American Recovery and Reinvestment Act of 2009 (“ARRA”) enacted February 17, 2009 related to expenditures. ARRA requires each recipient of funds under the U.S. Treasury’ Capital Purchase Program (“CPP”) to put in place a company-wide policy regarding excessive or luxury expenditures. Therefore, as a participant in the CPP, Fidelity Resources Company (the “Company”) is required to establish an excessive or luxury expenditure policy.

General Policy Statement: It is the policy of the Company that all employees and directors of the Company in their roles as employees and directors and acting on behalf of the Company are prohibited from making excessive or luxury expenditures. The term “excessive or luxury expenditures” is defined as excessive expenditures on entertainment or events, office and facility renovations, aviation or other transportation services, as well as other similar items, activities or events. Reasonable and sensible expenses may be incurred for items, activities and events including, but not limited to, legitimate travel expenses, professional and staff development, training, education, networking and other similar purposes conducted in the normal course of business operations. Such expenditures must be business-related, and taken with the goal of contributing to the Company’s stability, advancement, and positioning for long-term growth. The overall control for expenditures will be achieved through the Company’s annual budgeting and planning process and account payable approval process.

Entertainment and Events: Entertainment is defined as any activity financed through the use of corporate resources for business development of current or prospective customers or to enhance the Company’s marketing efforts. All expenses incurred by the Company should be for business purposes and must not be extravagant or excessive. These entertainment expenses must be the result of efforts to attract business to the Company and to increase its overall value.

Conferences: Staff is encouraged to attend conferences that are appropriate educational opportunities. These conferences should be related to the financial services industry and have a direct correlation to their job. At times it may be appropriate for a spouse to travel to these conferences with Company attendees; however the cost for the spouse shall not be paid by the Company.

Office and Facility Renovations: Renovations to employees' offices, should be appropriate for the employee's position, but may not be grandiose or lavish in size, decoration or furnishing. The materials selected to be used for such renovations must be selected with consideration to its cost, quality and durability. Significant renovations should be considered from the shareholder's perspective. An exception to this limitation may be allowed if the Company must address an emergency situation, such as an act of nature, and the expenditure is required to ensure the facility is operational, safe and available for employee and customer use.

Aviation and Other Transportation Services: Transportation for Company staff to outlying locations, including bank locations, conferences and business development purposes, should be conducted in the most cost appropriate way for the Company. The selection of transportation services will factor in cost, efficiency and timeliness of travel. Expenditures for the use of an automobile by the Company's staff must be reasonable.

Board/Management Retreats: In the event the Company should ever opt to have a retreat, it will only be done for educational or business planning purposes, and will be considered, evaluated and justified in the same way manner as all other expenses. Board education is a vital part of maintaining a dynamic director base, and this Policy should not limit events that are focused on strategic planning or education. Any retreat must be reasonable in cost.

Employee Recognition/Holiday Parties: Employee recognition and holiday parties can be an important component of an employee appreciation process. If such events are held, they will be local in geographic nature, and may include nominal costs for such things as service awards and party favors. Any employee recognition or holiday event must be reasonable in cost and shall not promote excessive risk-taking or manipulation of financial results.

Other Items, Activities or Events: Any other similar items, activities or events for which the Company may incur expenses or reimburse staff for incurring expenses, which are not specifically addressed in this policy, must be reasonable in nature and amount and for a legitimate business purpose.

Required Reporting, Accountability and Compliance: The Board of Directors is required by the Standards for Compensation and Corporate Governance as defined by the Department of Treasury (31 CFR Part 30) to adopt a policy regarding excessive and luxury expenditures and the Board has oversight responsibility for the Company's compliance of this policy. The Board of Directors must review and approve this policy annually or in the event of any subsequent amendments to the Standards for Compensation and Corporate Governance as defined by the Department of Treasury (31 CFR Part 30), in such time frame as required by the amendment. The Board of Directors must ensure that the Chief

Executive Officer has complied with the certification requests as it relates to this policy. The Chief Executive Officer is responsible for the day-to-day administration and overall adherence to this policy and at least annually, must certify to the Company's Board of Directors that the Company has maintained compliance with this policy. Any staff member of the Company that becomes aware of a violation of, or deviation from, this policy is required to promptly report in writing such violation to the Chairman of the Board of Directors. Any violation of this policy shall subject the offender to discipline up to and including termination.