UNITED STATES OF AMERICA DEPARTMENT OF THE TREASURY OFFICE OF THE COMPTROLLER OF THE CURRENCY

TERMINATION OF THE AGREEMENT BY AND BETWEEN HENDERSON NATIONAL BANK HENDERSON, KENTUCKY AND THE COMPTROLLER OF THE CURRENCY

WHEREAS, in an effort to protect the depositors, other customers and shareholders of Henderson National Bank, Henderson, Kentucky (Bank), and to ensure the Bank's safe and sound operation, the Bank and the Comptroller of the Currency of the United States of America (Comptroller), entered into an Agreement, dated June 10, 2002; and

WHEREAS, the Comptroller believes that the protection of the depositors, other customers and shareholders of the Bank as well as its safe and sound operation do not require the continued existence of said Agreement;

NOW, THEREFORE, the Comptroller directs that the Agreement between the Bank and the Comptroller be, and it hereby is, TERMINATED.

IN TESTIMONY WHEREOF, the undersigned, designated by the Comptroller as his/her authorized representative, has hereunto set his hand.

| Curtis D. Schuman | December 8, 2004 |
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| Curtis D. Schuman | Date |
| Assistant Deputy Comptroller | |