



ANNUAL USE OF CAPITAL SURVEY - 2009

NAME OF INSTITUTION

(Include Holding Company Where Applicable)

Goldwater Bank, N.A.

Person to be contacted regarding this report:	Julie L. Merhege, COO
CPP Funds Received:	\$2,568,000
CPP Funds Repaid to Date:	\$0
Date Funded (first funding):	1/30/2009
Date Repaid ¹ :	

RSSD: (For Bank Holding Companies)	
Holding Company Docket Number: (For Thrift Holding Companies)	
FDIC Certificate Number: (For Depository Institutions)	58405
City:	Scottsdale
State:	Arizona

¹If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP). To answer that question, Treasury is seeking responses that describe generally how the CPP investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP investment was deployed or how many CPP dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

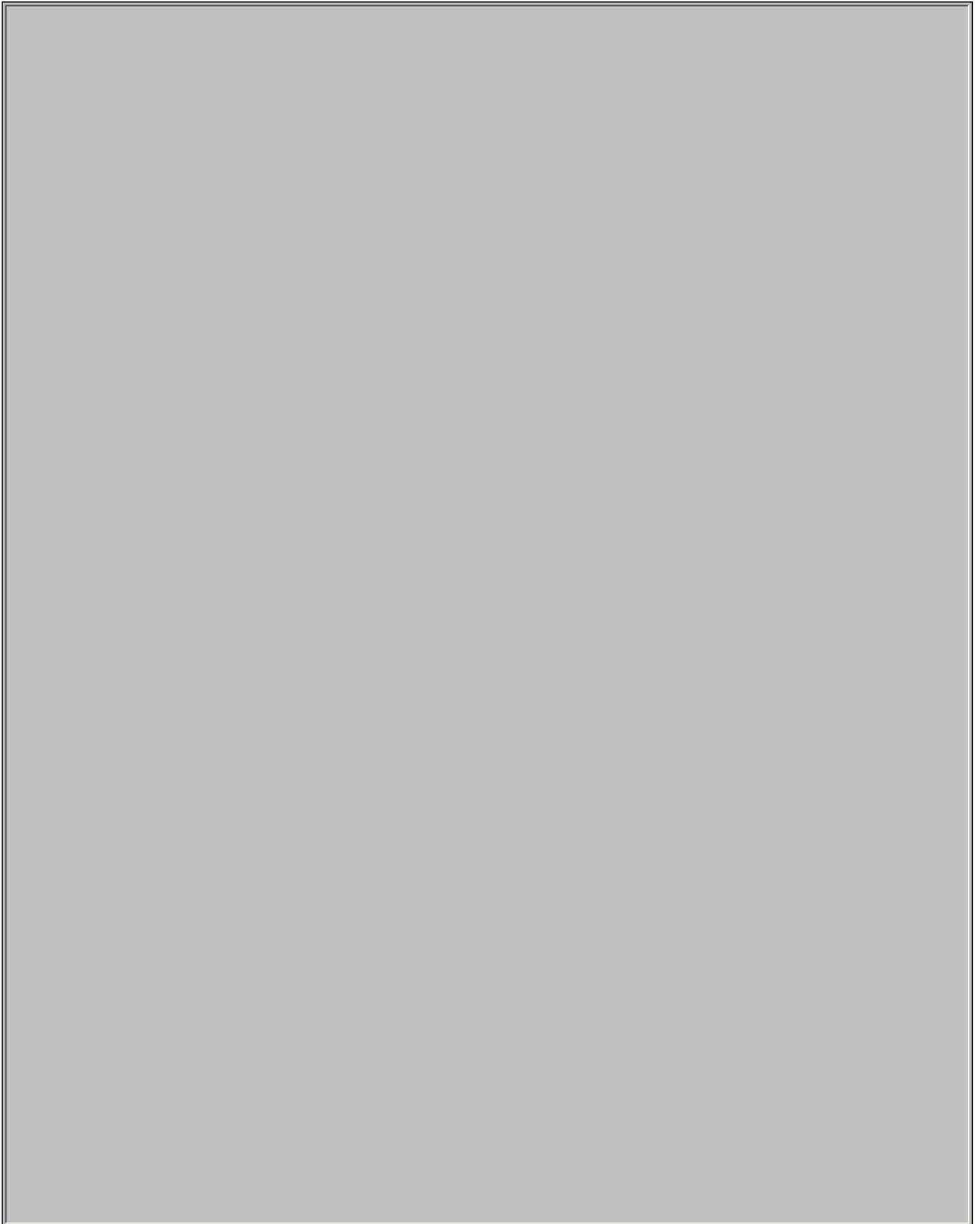
What specific ways did your institution utilize CPP capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP funds were outstanding).

<input checked="" type="checkbox"/>	Increase lending or reduce lending less than otherwise would have occurred.	A portion of CPP funds received were used to leverage the capital of the Bank to increase the loan portfolio.
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<input checked="" type="checkbox"/> To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).	<p>At the time CPP funds were received total loans were \$71MM with \$23MM in residential real estate and \$29MM in commercial real estate. By 7/31/09, six months later, total loans were \$119MM with \$35MM in residential real estate and \$34MM in commercial real estate.</p>
<input type="checkbox"/> Increase securities purchased (ABS, MBS, etc.).	
<input type="checkbox"/> Make other investments	
<input checked="" type="checkbox"/> Increase reserves for non-performing assets	<p>A portion of the CPP funds were used to increase the Bank's loan loss provision, not based upon any specific loans, but due to the current weakness in the economy. At the time CPP funds were received, the loan loss provision increased from 1.58% to 2.43% of total loans.</p>

<input type="checkbox"/> Reduce borrowings	
<input type="checkbox"/> Increase charge-offs	
<input checked="" type="checkbox"/> Purchase another financial institution or purchase assets from another financial institution	On 6/1/09 the Bank purchased an 80% membership interest in Affiliated Financial Group, LLC.
<input type="checkbox"/> Held as non-leveraged increase to total capital	

What actions were you able to avoid because of the capital infusion of CPP funds?

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What actions were you able to take that you may not have taken without the capital infusion of CPP funds?

Through the integration of Affiliated Financial Group, LLC (a mortgage banking firm founded in 1993) into the operations of Goldwater Bank, N.A., the Bank receives interest and fees on loans for the time they are held before sale to a third party investor. At the Bank's discretion, high quality residential mortgage loans can be retained by the Bank and held in the Bank's residential loan portfolio. The acquisition of the Bank's 80% membership interest in AFG has proven profitable to the Bank.

Please describe any other actions that you were able to undertake with the capital infusion of CPP funds.



According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 1505-0222. The time required to complete this information collection is estimated to average 80 hours per response.