



**ANNUAL USE OF CAPITAL SURVEY - 2009**

**NAME OF INSTITUTION**

(Include Holding Company Where Applicable)

TRI-STATE BANK OF MEMPHIS
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Person to be contacted regarding this report:	JESSE H TURNER JR
CPP Funds Received:	\$2,795,000
CPP Funds Repaid to Date:	\$0
Date Funded (first funding):	4/3/2009
Date Repaid <sup>1</sup> :	

RSSD: (For Bank Holding Companies)	
Holding Company Docket Number: (For Thrift Holding Companies)	
FDIC Certificate Number: (For Depository Institutions)	16511
City:	Memphis
State:	Tennessee

<sup>1</sup>If 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.	
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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.).	Used 64% of funds for residential mortgage loans and small business loans
<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	Used 9% of funds to increase reserves for substandard, performing loans 30-89 days past due

<input type="checkbox"/>	Reduce borrowings	
<input checked="" type="checkbox"/>	Increase charge-offs	Used 5% of funds for charge-offs
<input type="checkbox"/>	Purchase another financial institution or purchase assets from another financial institution	
<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?

The funds used for reserves and charge-offs helped avoid further reduction of capital, thereby enhancing capital ratios.

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

Included in the 64% used for loans were 1) residential mortgage loans to borrowers whose loans did not qualify for sale on the secondary market and 2) loans to small businesses, some of which could not get loans at their banks.

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

The 22% left was loaned in 2010 and included a multi-family property owner and a home purchaser whose downpayment was short.

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