



PLEASE MARK VOTES AS IN THIS EXAMPLE

# REVOCABLE PROXY USA BANK

## PROXY SOLICITED ON BEHALF OF BOARD OF DIRECTORS FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 28, 2009

The undersigned hereby appoints Annamaria Stephens and Lisa Frojen, and each of them, as proxies for the undersigned with full powers of substitution to vote all shares of the Common Stock, par value \$2.00 (the "Common Stock"), of USA Bank (the "Bank") which the undersigned may be entitled to vote at the Annual Meeting of Stockholders of the Bank to be held at the AMC Loews Port Chester 14, The Waterfront at Port Chester, 40 Westchester Avenue, Port Chester, New York 10573, at 10:00 A.M., on May 28, 2009 or any adjournment thereof as follows:

The undersigned acknowledges receipt of the Notice of Annual Meeting and Proxy Statement.

Please be sure to date and sign this proxy card in the box below.

Date

Sign above

For With-hold For All Except

1. Election of nine directors.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ronald J. Gentile, Gene R. Branca, Rocco Caputo, Patrick A. DeAngelis, Fred A. DeCaro III, Rocco A. Magnotta, Frank Mioli, William D. Zeidenberg and Richard D. Zeisler

**INSTRUCTION: To withhold authority to vote for any individual nominee, mark "For All Except" and write that nominee's name in the space provided below.**

2. Proposal to approve the Bank's 2009 Stock Option Plan and a related amendment to the Bank's Organization Certificate to increase the Bank's capital stock by \$575,000 and the number of shares into which such capital stock is to be divided by 287,500.

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Proposal to approve an amendment to the Bank's Organization Certificate to increase the Bank's capital stock by \$10,925,000 and the number of shares into which such stock is to be divided by 5,462,500.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. Proposal to ratify the appointment of McGladrey & Pullen, LLP as independent auditor for the year ending December 31, 2009.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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In their discretion the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment thereof.

To help our preparations for the meeting, please check here if you plan to attend.

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THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS SPECIFIED, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES LISTED IN PROPOSAL 1 AND "FOR" PROPOSALS 2, 3 AND 4. Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, trustee, guardian or for a corporation, please give your full title as such. If shares are owned jointly, both owners should sign.

Detach above card, sign, date and mail in postage paid envelope provided.

## USA BANK

**PLEASE ACT PROMPTLY  
MARK, SIGN, DATE & MAIL YOUR PROXY CARD TODAY**

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

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