



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Appraisal Letter to Surviving Entity

Date

(insert name and address)

Subject: Stock appraisal for *(insert bank name, city, state)*
Application Control Number

Dear Mr. or Ms. *(insert name)*:

We understand that the dissenting shareholders, *(insert names or enclosed list)*, and *(insert bank name, city, state)*, have not reached a mutually agreed upon value for their stock, resulting from the merger of *(insert bank name)*, into *(insert surviving entity name)*. The Comptroller of the Currency (OCC) has completed its appraisal of the dissenting shares of stock. Pursuant to 12 U.S.C. § *(insert proper legal cite)*, the OCC has determined that the value of the stock to be *\$(insert amount)* per share, as of *(insert date)*. The report of appraisal is enclosed.

The appraised value as noted above shall be final and binding on all parties in accordance with the provisions of 12 U.S.C. § *(insert proper legal cite)*.

The statute also requires the resulting entity bank to pay the OCC's expenses in conducting the appraisal. Accordingly, we have enclosed an invoice in the amount of *\$(insert amount)*. We also have notified the dissenting shareholders of the results of the appraisal *(insert if appropriate: and have requested them to pay their portion of the OCC's appraisal fee)*.

Sincerely,

Name

Title

Enclosures: Appraisal Report
Appraisal Fee Invoice