

Decision Document

DECISION OF THE COMPTROLLER OF THE CURRENCY ON THE APPLICATION TO *(MERGE, CONSOLIDATE, OR PURCHASE THE ASSETS AND ASSUME THE LIABILITIES OF)* *(NAME OF TARGET OR SELLING INSTITUTION, CITY, STATE)* INTO/WITH/BY *(NAME OF ACQUIRING BANK, CITY, STATE)*, UNDER THE CHARTER OF *(BANK NAME)* AND TITLE OF *(BANK NAME)*.

(Insert Date)

Introduction

On *(date)*, application was made to the Comptroller of the Currency for prior approval to *(merge, consolidate, or purchase the assets and assume the liabilities of)* *(name, city, state, and ZIP Code of target or selling institution)* *(into, with, by)* *(name, city, state, and ZIP Code of acquiring national bank)* under the charter of *(bank name)* and the title of *(bank name)*. This application was based on an agreement entered into between the parties on *(date)*.

Participating Financial Institutions

(For merger, consolidation, or whole bank purchase and assumption) As of *(insert date)*, *(name of target institution)*, a *(type of institution)*, had total deposits of *(\$ amount)* million and operated *(number)* offices. *(For a purchase and assumption of branches)* As of *(insert date)*, the *(number)* offices of *(name of selling institution)* subject to the purchase and assumption agreement had total deposits of *(\$ amount)* million. *(For all combinations)* On the same date, *(acquiring bank)* had total deposits of *(\$ amount)* million and operated *(number)* offices. *(If applicable)* *(Acquiring bank)* is *(percent)* owned and controlled by *(bank holding company name)*, a *(one or multi)* bank holding company.

Competitive Analysis

Used if the proposal passes the Herfindahl-Hirschman Index (HHI):

The OCC considered the competitive effects of this proposal by using its standard procedures for determining whether a business combination clearly has minimal or no adverse competitive effects. The OCC finds that the proposal satisfies its criteria for a *(merger, consolidation, purchase of assets and assumption of liabilities)* and that it clearly has no or minimal adverse competitive effects.

Use if the proposal does not pass HHI but Department of Justice (DOJ) passes:

The OCC considered the potential anticompetitive effects of this proposal in light of the reduction in the number of depository or lending institutions in the relevant geographic market(s). Based upon a competitive review, the OCC finds that the proposal *(merger, consolidation, purchase of assets and assumption of liabilities)* will not have a significant anticompetitive effect in the relevant geographic market(s). In addition, the OCC considered the report of the Department of Justice, which found no significant anticompetitive effect.

Use if the proposal does not pass HHI with a DOJ Agreement:

The OCC considered the potential anticompetitive effects of this proposal in light of the reduction in the number of depository and/or lending institutions in the relevant geographic market(s). The OCC also considered the report of the Department of Justice, which found the proposed transaction, would not have a significant adverse effect on competition subject to its letter of agreement with *(Bank name)*.¹ In light of the bank's agreement with the Department of Justice, consummation of this proposal will not have a significantly adverse effect on competition in the relevant geographic market(s).

Banking Factors

The Bank Merger Act requires the OCC to consider the financial and managerial resources and future prospects of the existing and proposed institutions, the convenience and needs of the community to be served, and the effectiveness of the insured depository institutions involved in the proposed transaction in combating money laundering activities. We have considered the foregoing factors and conclude that they are consistent with approval (*elaborate on the convenience and needs as appropriate for the specific combination, paying particular attention to branch, product, or service disruptions or eliminations*).

Community Reinvestment Act

A review of the record of this application and other information available to the OCC as a result of its regulatory responsibilities has revealed no evidence that the applicants' records of helping to meet the credit needs of their communities, including low- and moderate-income neighborhoods, is inconsistent with approval of the application.

Conclusion

[For Approval] We have analyzed this proposal pursuant to the Bank Merger Act (12 USC 1828(c)) and 12 CFR 5.33, and find that it will not lessen significantly competition in any relevant market. Other factors considered in evaluating this proposal are satisfactory. Accordingly, the application (*application control number*) is approved.

[For Conditional Approval] We have analyzed this proposal pursuant to the Bank Merger Act (12 USC 1828(c)) and 12 CFR 5.33, and find that it will not significantly lessen competition in any relevant market. Other factors considered in evaluating this proposal are satisfactory. Accordingly, the application (*application control number*) is approved subject to the conditions noted in a separate communication to *(bank name)*.

Name and Title
(delegated official only)

Date

¹ In reaching this conclusion, the Department of Justice relied on commitments made by *(bank name)* in a letter of agreement dated *(enter date)*. Bank agreed to *(insert brief description of the terms of the agreement)*.