
Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

Conditional Approval #418
November 2000

October 3, 2000

Mr. L. Dwight Douce, President
Ohio Legacy Bank, National Association
132 East Liberty Street
Wooster, Ohio 44691]

Subject: Authorization to Open Ohio Legacy Bank, National Association

OCC Control No: **99-CE-01-006 (De Novo Bank Charter)**

Dear Mr. Douce:

The Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking. Specifically, you have met all the special conditions stated in the November 1, 1999 preliminary approval letter, and the August 31, 2000 amendment to the preliminary approval letter.

You are authorized to open **Ohio Legacy Bank, National Association** on October 3, 2000. We will forward you a Charter Certificate under separate cover.

You are reminded that several of the standard requirements contained in the preliminary approval letter dated November 1, 1999 will continue to apply once the bank opens and by opening, you agree to subject your association to these conditions of operation. Some of the requirements bear reiteration here:

1. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 U.S.C. 1817(j)) by virtue of its national bank charter.
2. The board of directors is responsible for regular review and update of policies and procedures and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (BSA). The board must train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.

This approval is subject to the condition that the bank shall provide the OCC's Cleveland Field Office at least thirty (30) days prior notice of any significant deviation or change from the proposed operating plan during the bank's first three years of operation. The condition is enforceable under 12 U.S.C. 1818. The bank must also provide a copy of such notice to the FDIC's Chicago Regional Supervisory Office.

Following the commencement of operations, bank management is urged to become familiar with the requirements of the Securities Exchange Act of 1934 and Part 11 of the Comptroller's regulations relative to the registration of the bank's equity securities and related periodic reports. These requirements will be applicable to your bank when the number of shareholders of record is maintained at 500 or more. Such registration may be subsequently terminated pursuant to the act, only when the number of shareholders of record is reduced to fewer than 300.

Should you have any questions, please contact National Bank Examiner Tom Lehmkuhl at (216) 447-8866, who will be responsible for the ongoing supervision of your institution.

Sincerely,

-signed-

David J. Rogers
National Bank Examiner