



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

**Conditional Approval #561
January 2003**

December 6, 2002

Mr. Paul S. Pilecki, Esq.
Winston & Strawn
1400 L Street, NW
Washington, DC 20005

Re: Application by BPABank, N.A. to purchase certain assets and assume certain liabilities of the Springfield Branch of Woronoco Savings Bank, Westfield, Massachusetts
Control No.: 2002-NE-02-0026

Dear Mr. Pilecki:

This is to inform you that today the Office of the Comptroller of the Currency (“OCC”) conditionally approved your proposal, whereby BPABank, National Association, Newark, New Jersey will purchase the assets and assume the liabilities of the Springfield Branch of Woronoco Savings Bank, Westfield, Massachusetts, under the charter and title of the former.

This approval is subject to the following condition:

The Bank: (i) shall give the New York Field Office at least 60 days prior written notice of the Bank’s intent to significantly deviate or change from its business plan or operations and (ii) shall obtain the OCC’s written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

The above condition is considered a condition “imposed in writing by the agency in connection with the granting of any application or other request” within the meaning of 12 U.S.C. 1818. As such the conditions are enforceable under 12 USC 1818.

This approval is granted based on a thorough review of all information available, including commitments and representations made in the purchase and assumption agreement and those of your representatives.

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As a reminder, the district office must be advised in writing in advance of the desired effective date for the purchase and assumption so that the OCC may issue the necessary certification letter. The effective date must follow the applicable Department of Justice injunction period any other required regulatory approval.

If the purchase and assumption is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- 1) An executed purchase and assumption agreement.
- 2) A Secretary's Certificate for each applicant bank certifying that a majority of the board of directors has agreed to the proposed purchase and assumption.

This approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agency of the OCC or the U.S.

If you have any questions, please contact Kerry Rice, Licensing Analyst, at 212-790-4055.

Sincerely,

-signed-

J. Greg Parvin
National Bank Examiner/Senior Licensing Analyst