

Disapproval Letter

[OCC LOGO]

Date

Name of Acquiring Party
Address
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr. or Ms. (Name):

The Comptroller of the Currency (OCC) has disapproved the proposal of (name) to acquire control of (bank's name). This decision was reached after a thorough review of all information provided in the notice and other information available to the OCC as part of its bank supervisory activities.

The OCC's investigation revealed that ***(state findings and reasons for objection - Denial must be based upon one of the factors listed in 5.50(f)(4)).***

You may seek review of the OCC's decision to disapprove your proposal to acquire the bank by requesting an administrative hearing on the proposed acquisition within 10 days of receipt of this notice of disapproval. Failure to request a hearing within 10 days causes the disapproval to become a final and unappealable order.

The administrative hearing process is governed by the regulation set forth in 12 CFR Part 19. Following receipt of your timely request for hearing on the proposed acquisition, the Comptroller will issue, within 20 days, a hearing order as set forth in 12 CFR 19.161. The hearing order will establish the legal authority for proceeding and for the OCC's jurisdiction over the proceeding, the matters of fact or law upon which the disapproval is based, and the requirement for filing an answer to the hearing order with the Office of Financial Institution Adjudication, 1700 G Street, NW, Washington, DC 20552, within 20 days after service of the hearing order. An administrative law judge will be assigned by the Office of Financial Adjudication to preside over this matter. An answer to a hearing order must specifically deny those portions of the order that are disputed. Those portions of the order that the filer does not specifically deny are deemed admitted.

Pursuant to 12 CFR 19.10, all documents required to be filed with the administrative law judge prior to the issuance of a recommended decision, including your hearing request and answer, should be filed as follows: (1) Office of Financial Institution Adjudication, 1700 G Street, NW, Washington, DC 20552; (2) Hearing Clerk, Office of the Comptroller of the Currency, 250 E Street, SW, Washington, DC 20219; and (3) Director, Enforcement & Compliance Division, Office of the Comptroller of the Currency, 250 E Street, SW, Washington, DC 20219.

Pursuant to 12 CFR 19.33, all hearings are open to the public unless the Comptroller determines that holding a public hearing would be contrary to the public interest. A request for a private hearing must be filed in accordance with 12 CFR 19.33. Copies of 12 CFR Part 19 may be obtained from the OCC's Communications Division.

If your proposed acquisition is disapproved after an administrative hearing and the entry of a final order by the Comptroller, you may seek judicial review of the decision.

Any future inquires in this matter should be directed to Director, Enforcement & Compliance Division, at (202) 874-4800.

[The following paragraph is to be used for insured banks.]

You may obtain review of the final order of the Comptroller by the United States Court of Appeals for the circuit in which the home office of the bank to be acquired is located, or in the United States Court of Appeals for the District of Columbia Circuit, by filing a notice of appeal in such court within 10 days from the date of such order and simultaneously sending a copy of such notice by registered or certified mail to the OCC. The OCC will promptly certify and file in such court the record upon which the disapproval was based. The final order of the Comptroller shall be set aside only if found to be arbitrary and capricious or if found to violate the procedures established in 12 USC 1817(j).

[The following paragraph is to be used for uninsured banks.]

The provisions of the Administrative Procedure Act, 5 USC 551, govern such judicial review.

[The following paragraph is included in all disapproval notices.]

Any future inquiries in this matter should be directed to Director, Enforcement and Compliance, at (202) 874-4800.

Sincerely,

—Signature—

Name and Title

cc: Official File
Target Bank
Interested Persons