

Approval or Conditional Approval – Asset Sale or Disposition Only

(OCC LOGO)

Date

Name of Contact Person

Name of Bank

Address

City, State, ZIP Code

Subject: Application Description, CAIS Control Number

Dear Mr. or Ms. (*Name*):

The Comptroller of the Currency (OCC) (*approved, conditionally approved*) the application of (*bank, city, state*) to change the composition of all, or substantially all, the assets by sale or disposition.

[If applicable] Your request(s) for (*list any other type of applications, for example, a dividend, a decrease in capital*) is/are also (*approved/ conditionally approved*). [If applicable] In addition, there is no objection to your request to (*list any notices filed, for example, a branch closing*).

Fundamental Change in Asset Composition

The (*applicant bank*) applied to the OCC for prior approval of a fundamental change in its asset composition under 12 CFR 5.53. Under section 5.53(c)(1)(i), a national bank must obtain prior written approval of the OCC before changing the composition of all, or substantially all, of its assets through sales or other dispositions. In the (*describe transaction*), the (*applicant bank*) will sell substantially all of its assets and liabilities, including all of its deposits, to (*acquiring bank or entity*). Thus, for (*applicant bank*), the transaction is clearly within the scope of section 5.53(c)(1)(i). The principal purpose of adopting 12 C.F.R. 5.53 was to provide the OCC with a means to monitor and address supervisory concerns raised by so called “dormant” bank charters.

In the case of (*applicant bank*), it plans to (*describe transaction, for example, merge into a nonbank affiliate shortly after the P&A transaction*) that would make (*applicant bank*) a “dormant” charter. Thus, OCC concerns over the continuation of “dormant” charters are addressed. OCC approval of (*applicant bank’s*) application is consistent with the language and purpose of section 5.53, provided the merger into the nonbank affiliate occurs as proposed. Our approval of the section 5.53 application is based on and relies upon representations made by (*applicant bank*).

Conclusion

This (*approval, conditional approval*) is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives. **[If applicable]** We also made our decision to grant (*approval, conditional approval*) with the understanding that the bank will notify the FDIC that it no longer has deposits necessitating federal deposit insurance.

[For applications with standard and special conditions]

This approval is subject to the following condition(s):

[List conditions. Conditions listed must be subject to 12 USC 1818.]

1.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

If all steps of the transaction are not consummated within (*insert time, for example, 120 days*) days of this letter, this (*approval, conditional approval*) shall automatically terminate, unless the OCC grants an extension of the time period.

The applicant is expected to proceed diligently to sell or dispose of its assets and resolve the dormant charter as soon as possible. In the event the resolution of the dormant charter will be delayed, the bank must contact the OCC and also delay the portion of the transaction involving the sale or disposition. The dormant charter may not continue in existence for more than (*insert number*) days. In the event the sale has occurred and the resolution of the charter is delayed, the bank must immediately notify the OCC and submit a voluntary liquidation or dissolution plan within 30 days.

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 United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

You should include the CAIS control number on any correspondence related to this filing. If you have any questions, contact (*name*) at (*telephone number*) or e-mail (*insert email address*).

Sincerely,

–Signature–

Name and Title

cc: Official File

bcc: Secretary, Director, Licensing Activities (for publication if conditional approval)