

Approval Letter for General Exemptions and Diversified Savings and Loan Holding Company Exemptions

Letterhead

Name of Representative

Name of Institution

Street Address

City, State, Zip Code

Re: Application Description, CAIS Control Number

Dear Mr./Mrs. (*Name*):

I have reviewed your request seeking an exemption from the prohibitions of the Depository Institution Management Interlocks Act (12 USC 3201-3208) and its implementing regulation, 12 CFR 26. The proposed management interlock involves (*name of person*), as (*title of position*) of (*name and location of depository organization*) and as (*title of management position*) of (*name and location of national bank*).

(Insert if applying under general exemption 12 CFR 26.6(a))

Based upon a thorough review of all information available, including representations and commitments made in the application, I have determined that the bank has demonstrated adequately that the proposed interlock would not result in a monopoly or a substantial lessening of competition, or present an unsafe or unsound situation to the bank. Accordingly, I approve the interlock pursuant to 12 CFR 26.6(a).

An interlock permitted under 12 CFR 26.6(a) may continue as long as it will not result in a monopoly or substantial lessening of competition or be unsafe or unsound.

(Insert if applying under a presumption in 12 CFR 26.6(b))

Based upon a thorough review of all information available, including representations and commitments made in the application, I find that the application complies with the requirements of 12 CFR 26.6(b). The bank [*insert one of the four appropriate criteria*]: (1) *serves primarily low- and moderate-income areas*; (2) *is controlled or managed by women and/or minorities*; (3) *has been chartered for less than two years*; or, (4) *is in "troubled condition" as defined in 12 CFR 5.51(c)(6)*. I also concur with the presumption that the proposed interlock will not result in a monopoly or substantial lessening of competition. All other requirements also are met. Therefore, the interlock is approved pursuant to 12 CFR 26.6.

An interlock permitted under 12 CFR 26.6(b) may continue for three years, unless otherwise provided by the OCC in writing. The OCC may grant an extension of a management interlock granted under 12 CFR 26.6(b) upon applicant's request.

(Insert if applying under Diversified Savings and Loan Holding Company exemption 12 CFR 26.4(h))

Based upon a thorough review of all information available, including representations and commitments made in the notice, I have determined that the bank has demonstrated adequately that the proposed interlock would not result in a monopoly or a substantial lessening of competition, or lead to substantial conflicts of interest or unsafe or unsound practices. Accordingly, I do not intend to disapprove the interlock pursuant to 12 CFR 26.4(h).

An interlock permitted under 12 CFR 26.4(h) may continue as long as there is no change in circumstances that would have provided a basis for disapproval of this initial notification.

(Insert in all approval letters)

(Name of person) should be reminded of his/her fiduciary duties to *(names of banks)*, and that information obtained in conducting these duties is confidential and is not to be used outside of *(names of banks)* business.

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.

Should you have any questions about this letter, contact *(insert name and title)* at *(insert telephone number)* or *(insert email address)*.

Sincerely,

-Signature-

Name and Title

Enclosure: Survey

cc: Portfolio Manager
Official File