

Approval or Conditional Approval Letter – Holding Company Reorganization

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr. or Ms. (Name):

The Comptroller of the Currency (OCC) (*conditionally*) approved the application to reorganize (*insert bank's name, city, state*), to become a subsidiary of a bank holding company. This approval is granted based on a thorough review of all information available, including commitments and representation made in the application and those of your representatives.

Pursuant to 12 CFR 5.32(d)(1), the OCC's approval is subject to the condition that the bank provide the (*insert appropriate supervisory office*) with 60 days' prior written notice of any significant deviation or change from the bank's business plan or any significant deviation or change from the proposed changes to the bank's business plan described in the bank's plan of reorganization.

The Licensing district office must be advised in writing in advance of the desired effective date of the reorganization transaction so it may issue the necessary certification letter. The OCC will issue a letter certifying consummation when we receive:

- **(If applicable)** An executed Plan of Reorganization.
- A certification that the transaction was approved by a majority of the bank's Board of Directors.
- A certification that shareholder approval was obtained, indicating the percentage of shares voted in favor of the transaction.
- **(Use if the bank is a bank for BHC Act purposes)** A certification that the Board of Governors of the Federal Reserve System approved the transaction.

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

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.

All correspondence regarding this application should reference the application control number. We have enclosed a letter requesting your feedback on how we handled your application. We would appreciate your response to improve our service.

If you have any questions, contact *(name)* at *(telephone number)* or email *(insert email address)*.

Sincerely,

- Signature -

Name and Title

Enclosure: Survey