

Prospective Competitive Factor Report Processing (Not necessary for 215a-3)

[OCC LOGO]

Date

Attorney General
Litigation II Section, Antitrust Division
Banking Unit
United States Department of Justice
City Center Building, Suite 3000
1401 H Street, NW
Washington, DC 20530

Re: Application Description, CAIS Control Number

Dear Attorney General:

Pursuant to the provisions of the Federal Deposit Insurance Act (12 USC 1828(c)(4)), we request your review of the enclosed application to (merge, consolidate, or purchase) the assets and assume the liabilities of (*name, city and state of target or selling institution*) (*into, with, by*) (*name, city and state of acquiring national bank*). Additionally, we request your confirmation that the application may be processed under the Department of Justice's October 21, 1992, Prospective Competitive Factors Report process.

For the purposes envisioned under the Federal Deposit Insurance Act (12 USC 1828(c)(6)), we will grant an interim approval to the application to be effective on your date of receipt. **[Use one of the following sentences, as applicable]** If this application was filed in conjunction with a bank holding company application to the Federal Reserve, we will not certify consummation of the bank (*merger, consolidation, purchase and assumption*) until the Federal Reserve has approved the bank holding company application. **[or]** The Federal Reserve approved the bank holding company application on (date).

Your receipt date plus 31 days will determine the earliest transaction consummation date. Consequently, your confirmation of receipt should clearly indicate the date of receipt and be returned to the Comptroller of the Currency's office (OCC) indicated on this letter.

In the event that during the 30 days following your receipt of this letter the Department advises the OCC that the transaction will have a significantly adverse effect on competition, the OCC's approval will be immediately revoked or suspended. Under such circumstances, you will be promptly notified of any subsequent approval and will have 30 days after that approval date to initiate any action to prevent consummation of the proposed transaction.

Sincerely,

–Signature–

Name and Title

Enclosure

cc: Official File