

No Objection 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 reviewed and evaluated your Notice of Change in Bank Control, involving the (bank name and location). Based upon a thorough review of all information available, including representations and commitments made in the notice, this letter is issued to convey our intent not to disapprove the proposed change in control. [If appropriate: Your proposed acquisition may proceed immediately or you may begin to exercise immediately all rights pertaining to the stock of (bank's name) owned by you.]

[For notices involving an absolute voting trust.]

Any change in the voting trustee requires a new filing under the Change in Bank Control Act.

[For prior acquisition CBCA notices only.]

The date of consummation of this change in control must be provided to (appropriate district office) within 10 days after consummation. The transaction must be consummated as proposed in the notice. If any of the terms, conditions, or parties to the transaction described in the notice change, the OCC must be informed in writing prior to consummation to determine if any additional action or reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

In addition, unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new notice by the acquiring party(ies) and the appropriate filing fee if the acquirer wishes to proceed with the change in bank control.

You are reminded that the OCC requires pushdown accounting for a change in control of at least 95 percent of the voting stock of a bank. Under pushdown accounting, when a bank is acquired, yet retains its separate corporate existence, the assets and liabilities of the acquired bank are restated to their fair values as of the acquisition date. Those values, including any goodwill, are reflected in the financial statements of the parent and the acquired bank.

[This paragraph is included if the OCC decides the notice before the background investigations are completed.]

Background checks requested by the OCC have not been received yet. Although we have decided not to delay action pending receipt of those responses, the OCC may consider remedies available under the Change in Bank Control Act or other statutes, if adverse or previously withheld information is received.

[This paragraph may be omitted, if the determination already has been made NOT to pursue civil money penalties.]

Since you acquired control of (bank's name) without prior notice to the OCC as required by law, a separate review will be made by our district counsel to determine if civil money penalties under the Change in Bank Control Act are appropriate. You will be notified promptly of this determination.

[All notices.]

If you have questions, contact (name) at (telephone number and e-mail address).

Sincerely,

—Signature—

Name and Title

cc: (name) Supervisory Office
Official File
Portfolio Manager
Target Bank