

Rebuttal Response Letter

[OCC LOGO]

Date

Name of Acquiring Party
Address
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

This is in response to your rebuttal of the control letter of (date) stating that the total acquisition of (amount) percent of the stock of (bank name) by (name(s) of party(ies) will not result in control of the bank, and, therefore, requesting a waiver of the requirement to file a "Notice of Change in Bank Control" in accordance with 12 CFR 5.50.

[If request is granted.]

Your request for a waiver of the requirement to file a "Notice of Change in Bank Control" has been granted. The Comptroller of the Currency (OCC) finds that the acquisition of (amount) shares of stock of the bank does not constitute a change of control of (name of bank) in this specific instance. This waiver is granted based on a thorough review of all information available, including the representations and commitments made in the application.

[If request is denied.]

Your request for a waiver of the requirement to file a "Notice of Change in Bank Control" is denied. The OCC has determined that your acquisition of (amount) percent of stock of (bank name) will constitute the ability to exercise control or influence the management, policies, or operations of the bank.

You should file the complete notice, including an affidavit of publication, and appropriate filing fee. Civil money penalties may be levied if control is consummated prior to notifying the OCC and the passing of the review period.

Sincerely,

—Signature—

Name and Title

cc: Official File