



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Conditional Approval #785
February 2007

January 30, 2007

Mr. Stephen Cesso, Secretary
Computershare Trust Company, N. A.
250 Royall Street
Canton, Massachusetts 02021

Subject: Application to Merge Computershare Trust Company of New York, and
Computershare Trust Company, Inc. into Computershare Trust Company, N.A.
Application Control Number: 2006-NE-02-0025

Dear Mr. Cesso:

The Office of the Comptroller of the Currency (OCC) is hereby amending the conditional approval for the above referenced application. The December 27, 2006, approval letter included conditions requiring Computershare Trust Company, N.A., and Computershare Limited to execute certain agreements on terms and conditions acceptable to the OCC within thirty days after consummation of the merger. The OCC continues to consider the appropriate terms for, and format of, those agreements. Since the documents have yet to be finalized, the timeframe for executing the agreements is extended to thirty (30) days after the OCC provides you with the documents.

If you have questions regarding this letter you can contact me or Senior Licensing Analyst John Aponte at (202) 874-4060.

Sincerely,

/s/

Lawrence E. Beard
Deputy Comptroller, Licensing