



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Corporate Decision #97-81
September 1997

August 13, 1997

Mr. Charles P. Hoffman, Jr.
Secretary and General Counsel
Great Lakes National Bank Michigan
401 East Liberty Street
Ann Arbor, Michigan 48104

Re: Application to merge Great Lakes National Bank Ohio, Hamilton, Ohio, with and into Great Lakes National Bank Michigan, Ann Arbor, Michigan, and a corresponding request from Great Lakes National Bank Ohio for a reduction in capital
Application Control Number: 97-MW-02-0049

Dear Mr. Hoffman:

This is to inform you that on August 13, 1997, the Office of the Comptroller of the Currency ("OCC") approved the proposal to merge Great Lakes National Bank Ohio, Hamilton, Ohio ("Great Lakes-Ohio"), with and into Great Lakes National Bank Michigan, Ann Arbor, Michigan ("Great Lake-Michigan"). This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application, merger agreement and by the banks' representatives. It is understood that Great Lakes-Ohio will sell certain of its assets and liabilities, including its deposits, main office and branches, before merging into Great Lakes-Michigan.

The merger of Great Lakes-Ohio and Great Lakes-Michigan is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 U.S.C. §§ 215a-1 and 1831u(a). In this regard, we note that no issues arise under Ohio law regarding the age of banks to be acquired in an interstate merger transaction. First, because the resulting bank will not retain any branches in Ohio following the transaction, Ohio is not a "host state" and thus any age requirement it may impose would be inapplicable. *See the OCC's decision on the application to merge Boatmen's Credit Card Bank, Albuquerque, New Mexico, with and into NationsBank of Delaware, N.A., Dover, Delaware* (OCC Corporate Decision No. 97-20, March 20, 1997). Secondly, in any event, Ohio law imposes no age requirement. We also note that following the merger, the resulting bank is authorized to retain and operate the offices of Great Lakes-Michigan under 12 U.S.C. § 1831u(d)(1). *See the OCC's decision on the application to merge Bank of America Illinois, Chicago, Illinois, with and into Bank of America National Trust and Savings Association, San Francisco, California* (OCC Corporate Decision No. 97-53,

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June 25, 1997).

Please be advised that the OCC also authorizes the resulting bank, should the merger occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the merger. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. 32.4(a) at the end of the quarter following consummation of the merger.

The Midwestern District Office must be advised in writing in advance of the desired effective date for the merger so that the OCC may issue the necessary certification letter. The effective date of the merger must be on or after the approval date.

We will not issue a letter certifying consummation of the merger until we have received:

1. A Secretary's Certificate for each applicant institution, certifying that a majority of the board of directors has agreed to the proposed merger,
2. An executed merger agreement with Articles of Association for the resulting bank attached, and
3. A Secretary's Certificate for each institution, certifying that the shareholders' approvals have been obtained.

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

The OCC also approved a projected \$20.9 million reduction in capital for Great Lakes-Ohio (projected \$6.9 reduction in common stock, with the balance to come from the additional paid in capital account). It is understood that the reduction in capital will occur after Great Lakes-Ohio sells certain of its assets and liabilities to another buyer, including its deposits, main office and branches, and before it merges into Great Lakes-Michigan. Shareholders should approve, by a two-thirds vote, the reduction in capital stock and surplus and the resulting cash distribution. Please notify the Midwestern District Office after the reduction has been completed so that the OCC may issue the final certification. This change in capital should be completed within one year of the date of this letter.

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All correspondence regarding this application should reference the application control number. If you have any questions concerning this letter, please contact National Bank Examiner Michael E. Copeland, in our Midwestern District Office at (816) 556-1860 or me at (202) 874-5060.

Sincerely,

/s/

Troy L. Dixon
Director for Corporate Activity
Bank Organization and Structure