

Approval/Conditional Approval Letter - Capital

[OCC LOGO]

Date

Name of Contact Person

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) (approves/conditionally approves) the (name of bank)'s (capital/dividend) proposal of \$ (amount) as outlined in your letter of (date).

(If applicable.) This approval is subject to the following condition(s):

[List conditions: Conditions are subject to 12 USC 1818 and will remain in effect after capital changes are completed.]

The condition(s) of this approval (is a condition/are conditions) “imposed in writing by the agency in connection with the granting of any application or other request” within the meaning of 12 USC 1818(b)(1). As such, the condition(s) is enforceable under 12 USC 1818.

(If applicable, describe any special items that must be completed prior to the increase/decrease in capital.)

(For increases in capital, if not provided in the notice) Pursuant to 12 USC 57, an increase in capital stock requires the approval by shareholders owning at least two-thirds of the bank’s capital stock. In addition, 12 USC 21a requires shareholder approval to amend the bank’s Articles of Association) or (Pursuant to 12 USC 51a, issuance of preferred stock requires approval by the shareholders owning a majority of stock of the bank. If necessary, any changes to the Articles of Association also would require shareholder approval.)

(For capital reductions, if not provided in the notice) Pursuant to 12 USC 59, a reduction in capital stock requires approval by shareholders owning at least two-thirds of the bank’s capital stock and, if necessary, amendments to the Articles of Association. Also following the completion of the transaction, the bank must advise the OCC of the effective date of the decrease.

(If proxy materials must be filed) Preliminary proxy materials or information statements must be filed for banks that are subject to 12 CFR 11 with the OCC's Securities and Corporate Practices Division (SCP), Washington, DC, for review and clearance prior to distribution to shareholders.

(If applicable) Before commencing the sale of securities, prepare and file with SCP a registration statement or other document(s) that may be required under 12 CFR 16.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application(s) and by the bank's representatives.

The change in capital should be completed within one year of the date of this letter.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

You should include the CAIS control number on any correspondence related to this filing. If you have any questions, contact *(name)* at *(telephone number)* or email *(insert email address)*.

Sincerely,

—Signature—

Name and Title

cc: Official File