

## Approval or Conditional Approval Letter — Business Combinations

[OCC LOGO]

*Date*

*Name of Representative*

*Name of Bank*

*Address*

*City, State, ZIP Code*

Re: Application Description, CAIS Control Number

Dear Mr. or Ms. (*Name*):

The Comptroller of the Currency (OCC) (*conditionally*) approves your proposal to (*merge, consolidate, or purchase the assets and assume the liabilities of*) (*name of target institution*) (*into, with, by*) (*name of acquiring bank*). This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of your representatives. **[For applications processed under emergency procedures]** Processing under emergency procedures was approved on (*date*).

The OCC reviewed the proposed (*merger, consolidation, or purchase of assets and assumption of liabilities*) transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

**[Use Riegle-Neal approvals and modify to fit transaction]** The business combination of (*bank name*) and (*bank name*) is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 USC 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of both banks under 12 USC 36(d) and 1831u(d)(1). The OCC previously authorized a similar application in which a (*insert name of state involved*) bank merged into a (*name of state involved*) bank. (*Refer the applicant to the appropriate OCC's decision*).

**[If applicable]** This approval is subject to the following condition(s):

(*List Conditions: Conditions are subject to 12 USC 1818 and continue to be in effect after opening.*)

The condition(s) of this approval (is a condition or 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. As such, the condition(s) (is *or are*) enforceable under 12 USC 1818.

**[If applicable, describe any special items that must be completed prior to the consummation of the business combination.]**

**[If bank is subject to 12 CFR 11]** You should submit any required preliminary proxy materials or information statement to the OCC's Securities and Corporate Practices Division, Washington, DC. **[Otherwise]** You should submit definitive copies of the proxy materials or information statement sent to the appropriate district office at the same time they are distributed to the shareholders.

**[If applicable]** You should refer to the "[Business Combinations](#)" booklet for the required steps to organize an interim national bank. The steps to complete the (*merger, consolidation, or purchase and assumption*) are contained in the Business Combinations booklet.

The district office must be advised in writing in advance of the desired effective date for the (*merger, consolidation, or purchase and assumption*), so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved.
- An executed (*merger, consolidation, or purchase and assumption*) agreement with Articles of Association for the resulting bank attached.
- A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.
- Documentation that all other conditions that the OCC imposed have been met.

If the (*merger, consolidation, or purchase and assumption*) 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.

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.

All correspondence regarding this application should reference the control number. If you have any questions, contact (*name*) at (*telephone number*) or e-mail (*insert e-mail address*).

Sincerely,

—Signature—

Name and Title

Enclosures: Survey Letter

cc: Official File