

Request for Commitment for 30-day Prior Notice of Change of Business Plan

[OCC LOGO]

Date

Name, Assistant Vice President
Federal Reserve Bank
Address
City, State, ZIP Code

Re: Request for Comments for Name and Address of Applicant

Dear Mr./Ms (Name):

This letter acknowledges the receipt of the filing by (name and location of applicant and type of transaction).

As the primary regulator of the proposed subsidiary bank, the OCC is concerned with the *[insert Internet or description of other activity]* implications of this proposal and finds that there is insufficient time within the framework of the agency's 30-day comment period to fully evaluate and express our concerns. Accordingly, the OCC believes it appropriate for the Federal Reserve to seek a commitment from (name of holding company) to provide an advance notice of change in operation. This notice should be submitted to my office at least 30 days prior to the national bank commencing its *[insert Internet or description of other significantly altered]* activities.

[or an alternative, consult with HQ LIC for use]

As the primary regulator of the proposed subsidiary bank, the OCC is concerned with the possible significant deviations of the bank's business plan that may result from this proposal. Accordingly, the OCC believes it appropriate for the Federal Reserve to include the following condition in its approval:

“Approval of this application is subject to the condition that the (name of bank) shall obtain the prior nonobjection from its appropriate OCC supervisory office at least thirty days prior to initiating any significant deviation or change from its business plan for a period of three years commencing from the date of this approval. The bank must also provide the FDIC's appropriate regional supervisory office with a copy of such notice of change to its business plan. This condition is enforceable under 12 USC Section 1818.”

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.

If you have any questions, contact *(name)* at *(insert phone number)* or *(insert email address)*.

Sincerely,

—Signature—

Name and Title

cc: Federal Reserve Board
ADC