

#2012-144

Terminates #2008-113

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

**TERMINATION OF THE
AGREEMENT BY AND BETWEEN
HERITAGE BANK, NATIONAL ASSOCIATION, PHOENIX, ARIZONA
AND
THE COMPTROLLER OF THE CURRENCY**

WHEREAS, in an effort to protect the depositors, other customers and shareholders of Heritage Bank, National Association, Phoenix, Arizona (“Bank”), and to ensure the Bank’s safe and sound operation, the Bank and the Comptroller of the Currency of the United States of America (“Comptroller”), entered into a Formal Agreement, dated September 29, 2008 (“Agreement”); and

WHEREAS, the Comptroller believes that the protection of the depositors, other customers and shareholders of the Bank as well as its safe and sound operation do not require the continued existence of said Agreement because the Bank has attained compliance with the Agreement;

NOW, THEREFORE, the Comptroller directs that the Agreement between the Bank and the Comptroller be, and hereby is, TERMINATED.

IN TESTIMONY WHEREOF, the undersigned, designated by the Comptroller as his authorized representative, has hereunto set his hand.

/s/

Doug Pittman
Assistant Deputy Comptroller
Kansas City Field Office

June 7, 2012

Date