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Comptroller of the Currency  
Administrator of National Banks

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Western District Office  
1225 17<sup>th</sup> Street, Suite 300  
Denver, Colorado 80202  
720-475-7650; Fax: 301-333-7010

January 15, 2010

**Corporate Decision #2010-04  
February 2010**

Brian D. Alprin  
Partner, Duane Morris LLP  
505 9<sup>th</sup> Street, N.W., Suite 1000  
Washington, D.C. 20004

**Re: Application to Establish Ten Temporary Branches in Utah, by  
Zions First National Bank, Salt Lake City, Utah  
OCC Application Numbers: 2010-WE-05-0001 through 2010-WE-05-0010**

Dear Mr. Alprin:

The Comptroller of the Currency (“OCC”) hereby approves your application to establish ten temporary branches at the locations listed below. The temporary branches are being established to assist the Federal Deposit Insurance Corporation (“FDIC”) in its resolution of Barnes Banking Company, Kaysville, Utah (“Barnes”), a state-chartered bank that was closed by the Utah state regulators on January 15, 2010, and placed into receivership. In connection with the resolution of Barnes, the FDIC has established Deposit Insurance National Bank of Kaysville, Kaysville, Utah (“DINB”). Upon the placement of Barnes into receivership, DINB will immediately assume the deposits and acquire certain assets of Barnes.

Zions First National Bank, Salt Lake City, Utah (“Zions”), which already operates branches in Utah, has entered into an agreement with the FDIC and DINB to assist in operating the former main office and branch facilities of Barnes for a period of up to 60 days beginning with the establishment of DINB and until DINB ceases operations within that time period. During that period, customers of Barnes will be able to close their deposit accounts at the sites assumed by DINB and staffed by Zions personnel. In connection with this process, Zions will provide to customers of Barnes the opportunity to open deposit accounts with Zions, and will accept funds from such customers to deposit to the newly opened accounts at the following former main office and branch locations of Barnes:

Branch No.: 147751A  
Branch Name: Bountiful Temporary Branch  
Location: 100 South 500 West  
Bountiful, Utah 84010

Zions First National Bank

Salt Lake City, Utah

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Branch No.: 147752A  
Branch Name: Kaysville Temporary Branch  
Location: 33 South Main Street  
Kaysville, Utah 84037

Branch No.: 147753A  
Branch Name: Layton Temporary Branch  
Location: 849 West Hill Field Road  
Layton, Utah 84041

Branch No.: 147754A  
Branch Name: Syracuse Temporary Branch  
Location: 975 West 1700 South  
Syracuse, Utah 84075

Branch No.: 147755A  
Branch Name: Fort Union Temporary Branch  
Location: 800 East Fort Union Boulevard  
Midvale, Utah 84047

Branch No.: 147756A  
Branch Name: Salt Lake City Temporary Branch  
Location: 490 East 500 South  
Salt Lake City, Utah 84111

Branch No.: 147757A  
Branch Name: Orem Temporary Branch  
Location: 1220 S State  
Orem, Utah 84097

Branch No.: 147758A  
Branch Name: Saint George Temporary Branch  
Location: 2722 East Red Cliffs Drive  
Saint George, Utah 84790

Branch No.: 147759A  
Branch Name: South Ogden Temporary Branch  
Location: 1840 East Skyline Drive  
Ogden, Utah 84403

Branch No.: 147760A  
Branch Name: Roy Temporary Branch  
Location: 4810 South 1900 West  
Roy, Utah 84067

The OCC has determined that approval of the temporary branches proposed by Zions is consistent with the relevant statutory factors set forth in 12 U.S.C. § 36(c), and state branching law incorporated therein, and the applicant's record of compliance with the Community Reinvestment Act, 12 U.S.C. §§ 2902(3)(D), 2903(a)(2). Because of the need for Zions to begin to provide services to DINB and the customers of Barnes at the former main office and branch office sites of Barnes immediately upon the formation of DINB through these temporary sites, the OCC has waived the usual notice and comment procedures. 12 C.F.R. § 5.2(b). If Zions, however, elects to operate the sites as branches for a longer period of time, or establish any new branches in the area, the OCC's regular procedures for the establishment of branches, including a 30-day prior notice and comment period, will apply. 12 C.F.R. §§ 5.8, 5.10, 5.30(f)(1).

This letter also is the OCC's authorization to establish the branches at the above noted addresses. Within 10 days of opening, the bank must advise this office in writing of the branch opening dates, so the OCC may complete its records.

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 questions regarding this letter, please contact me by email at [jim.bundy@occ.treas.gov](mailto:jim.bundy@occ.treas.gov), or by phone at 720-475-7650. Please reference the application control numbers in any correspondence.

Sincerely,

*James A. Bundy*

James A. Bundy  
Acting Director for District Licensing

cc: Federal Deposit Insurance Corporation