



**Conditional Approval #1103
August 2014**

July 16, 2014

J. Harry Hutchison
President
National Bank
212 South Main Street
Hillsboro, Illinois 62049

Subject: Application by National Bank, Hillsboro, Illinois to relocate its main office
OCC Control No.: 2014-HQ-137691 OCC Charter No.: 14510

Dear President Hutchison:

The Comptroller of the Currency (OCC) hereby conditionally approves National Bank, Hillsboro, Illinois (Bank), to relocate its main office from 212 South Main Street, Hillsboro, Illinois, 62049 to 230 South Main Street, Hillsboro, Illinois, 62049 (Site). This conditional approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives. Based on this review, the OCC deems that conditional approval is consistent with 12 U.S.C. § 30, section 106 of the National Historic Preservation Act (16 U.S.C. § 470f) and the applicant's record of compliance with the Community Reinvestment Act.

National Bank demolished several buildings on the Site and constructed a new office building. One of the buildings demolished, known as the Walker Building, was deemed potentially eligible for listing on the Register. Site is located within the locally designated Hillsboro Historic District (District), which is not listed on the National Register for Historic Places but which has been deemed potentially eligible for listing. OCC in consultation with the Illinois State Historic Preservation Officer (SHPO) and National Bank determined that the relocation proposal may have an adverse effect on the Walker Building and the District. OCC's decision includes an acknowledgment by National Bank of the potential impact of Site on the District. OCC, National Bank and SHPO have entered into a Memorandum of Agreement in order to resolve this matter. Accordingly, the main office relocation approval is subject to the following condition:

National Bank shall carry out the measures listed under the Stipulations section of the Memorandum of Agreement entered into by National Bank, the Illinois State Historic Preservation Officer and the OCC. This condition shall remain in effect until the OCC determines that documentation provided by National Bank meets the requirements stated in the Memorandum of Agreement.

National Bank, Hillsboro, Illinois
OCC Control No: 2014-HQ-137691

The condition(s) of this approval is a condition “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

This approval is for the main office relocation request only. You will receive notice separately for the request to increase your investment in bank premises from the Central District Office. Contact Mary Beth Farrell at (314) 236-2348 with questions or comments regarding your investment in bank premises request.

If the main office is not relocated within 18 months from this conditional approval date, the approval automatically terminates unless the OCC grants an extension.

Within 10 days after relocating, National Bank must advise this office of the main office’s relocation date, so the OCC may complete its records. Reference the OCC control number in your letter.

This conditional 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 Lisa Mcallister by e-mail at Lisa.Mcallister@occ.treas.gov or by telephone at (312) 360-8881.

Sincerely,

/s/Beverly Evans for

Stephen A. Lybarger
Deputy Comptroller for Licensing

Enclosure: Memorandum of Agreement



**MEMORANDUM OF AGREEMENT
AMONG
THE OFFICE OF THE COMPTROLLER OF THE CURRENCY,
THE ILLINOIS STATE HISTORIC PRESERVATION AGENCY, AND
NATIONAL BANK, HILLSBORO, ILLINOIS.**

National Bank, Hillsboro, Illinois (“Bank”), has made an application (“Application”) to the Office of the Comptroller of the Currency (“OCC”) to relocate the Bank’s main office from 212 South Main Street, Hillsboro, Illinois to 230 South Main Street, Hillsboro, Illinois. In connection with the proposed undertaking, the Bank has demolished several buildings located at 222 South Main Street through 234 South Main Street, Hillsboro, Illinois (“Buildings”) and constructed a new main office building at the site (“Proposal”). The Buildings were all situated within the locally designated Hillsboro Historic District (“Historic District”);

Consistent with to 36 C.F.R. Part 800, which implements section 106 of the National Historic Preservation Act (16 U.S.C. § 470f) (“NHPA”), OCC has consulted with the Illinois Historic Preservation Agency (“SHPO”);

OCC, in coordination with the Bank, in consultation with the SHPO, and in reliance thereon, has determined that the Proposal’s area of potential effects, as the term is defined in 36 C.F.R. § 800.16(d), is the Historic District, defined as stretching from a point at the intersection of Wait and Broad Streets, southerly to Mill Street then westerly on Mill Street to its eastern terminus with Main Street thence westerly along the northern property line of parcel 16-11-232-005 thence northerly to the intersection of lot 16-11-232-001 and Tillson Street thence northerly on South Hamilton Street to its intersection with Springfield Road thence easterly along the southern boundaries of parcels 16-02-481-007, 16-02-481-017 across Main street, across the southern lot line of 16-02-483-011 thence easterly on Wait Street to its intersection with Broad Street;

OCC, in coordination with the Bank, in consultation with the SHPO, and in reliance thereon, has determined that the demolished Buildings located at 222 South Main Street through 234 South Main Street were located in the Historic District, which is potentially eligible for listing in the Register, and that the Walker Building was individually potentially eligible for listing in the Register;

OCC, in coordination with the SHPO and with the assistance from the Bank, has determined that the Proposal may have had an adverse effect on the Walker Building and the Historic District, as defined above, and which the OCC and the SHPO have agreed potentially meet the criteria for inclusion in the Register;

OCC has consulted with the Bank, regarding the effects of the Proposal on the Walker Building and the Historic District and has invited the Bank to sign this Memorandum of Agreement (“MOA”) as an invited signatory pursuant to 36 C.F.R. § 800.6(c)(2);

OCC has notified the Advisory Council on Historic Preservation (“Council”) that the Bank’s Proposal would have an adverse effect on the Buildings and the Council has elected not to participate in the consultation, consistent with 36 C.F.R. § 800.6(a)(1)(iii); and

If OCC approves the Application, OCC, the Bank, and the SHPO agree that the Proposal shall be implemented in accordance with the following stipulations in order to take into account the effects of the Proposal on the historic property.

Stipulations

The Bank shall carry out the following measures:

1. The Bank shall complete an intensive level survey of the Historic District, as defined above, using qualified professionals. For the purposes of this MOA, a qualified professional is one that meets the Secretary of the Interior’s professional qualifications standards, 48 Fed. Reg. 44716 (Sept. 29, 1983). After the Bank has completed the survey and the SHPO has approved the survey in writing, the Bank shall provide copies of the survey to the City of Hillsboro and the Montgomery County Historical Society.
2. Personnel responsible for developing branching policies and main office relocations will attend Advisory Council on Historic Preservation or SHPO section 106 training within the applicable period.
3. The Bank shall develop a NHPA policy acceptable to the OCC.

ADMINISTRATIVE CONDITIONS

A. AMENDMENTS

If any signatory to this MOA determines that its terms will not or cannot be carried out or that an amendment to its terms must be made, that party shall immediately consult with the other parties to develop an amendment to this MOA consistent with 36 C.F.R. §§ 800.6(c)(7) and 800.6(c)(8). The amendment will be effective on the date a copy signed by all of the original signatories is filed with the Council. If the signatories cannot agree to appropriate terms to amend the MOA, any signatory may terminate the MOA in accordance with TERMINATION section below.

B. DISPUTE RESOLUTION

If, at any time during the implementation of the measures stipulated in this MOA, the SHPO raises a dispute to any measure or manner of its implementation, the signatories to this MOA shall consult to resolve the dispute.

C. DURATION

This MOA shall commence upon having been signed by all the signatories, and its terms shall be carried out within 18 months of the date of the OCC’s approval of the Bank’s Application. In the event that the terms are not met within 18 months, the signatories may consider an extension consistent with the AMENDMENTS section above.

D. TERMINATION

If any signatory determines the terms of the MOA cannot be or are not being carried out, the signatories shall consult to seek amendment of the MOA. If the MOA is not amended, any signatory may terminate it. If the MOA is terminated, OCC shall either execute a new agreement or request the comments of the Council.

The obligations and responsibilities set forth in this MOA shall terminate upon the implementation of all of the above specified stipulations, the implementation of which also completes consultation consistent with requirements applicable to certain undertakings under 36 C.F.R. Part 800.

Execution of this MOA by OCC, the Bank and the SHPO, the submission of documentation and filing of this MOA with the Council consistent with 36 C.F.R. § 800.6(b)(1)(iv) prior to OCC approval of the Proposal, and implementation of its terms evidence that OCC has taken into account the effects of this Proposal on historic properties and afforded the Council an opportunity to comment.

SIGNATORIES:

OFFICE OF THE COMPTROLLER OF THE CURRENCY

By: _____/s/_____ Date: 07/16/2014

Steven L. Lybarger
Deputy Comptroller
Licensing

ILLINOIS STATE HISTORIC PRESERVATION OFFICER

By: _____/s/_____ Date: 7-7-14

Anne E. Haaker
Illinois Deputy State Historic Preservation Officer

NATIONAL BANK, HILLSBORO, ILLINOIS

By: _____ /s/ _____ Date: 7-3-14
J. Harry Hutchinson
President

This MOA is submitted to the Advisory Council on Historic Preservation, Washington, DC, consistent with requirements applicable to certain undertakings under 36 CFR § 800.6(b)(1):

By _____ Date: _____
Crystal Maddox
Senior Licensing Analyst

Re: Application Control Number: 2014-HQ-137691