



**Comptroller of the Currency
Administrator of National Banks**

Western District
1225 17th Street, Suite 300
Denver, CO 80202

**Conditional Approval #966
August 2010**

June 16, 2010

David J. Routh, Esquire
Cline Williams Wright Johnson & Oldfather, LLP
233 South 13th St., 1900 U.S. Bank Building
Lincoln, NE 68508

Re: Disposition of Substantially all the Assets of First National Bank and Trust of Syracuse, Syracuse, NE, via a Purchase and Assumption with First National Bank, Wahoo, NE
OCC Control No.: 2010-WE-12-0099

Merger of First National Bank and Trust of Syracuse, Syracuse, NE, with and into
Syracuse Agency, Inc.
OCC Control No.: 2010-WE-12-0100

Dear Mr. Routh:

The Office of the Comptroller of Currency (“OCC”) hereby conditionally approves the above referenced applications.

The Transactions

These applications are part of a series of transactions in which substantially all of the assets and liabilities of First National Bank and Trust of Syracuse, Syracuse, NE (Syracuse) will be sold to First National Bank, Wahoo, NE (Wahoo), and thereafter the operations and charter of Syracuse will be terminated. Syracuse is a wholly-owned subsidiary of Syracuse Agency, Inc. As proposed, the following events will occur in sequence on the same business day.

1. Syracuse will transfer substantially all of its assets and all of its insured deposits to Wahoo in a purchase and assumption transaction.¹

¹ Upon consummation of the purchase and assumption and notification to the Federal Deposit Insurance Corporation of the transfer of all insured deposits from Syracuse to Wahoo, Syracuse will no longer be FDIC insured pursuant to 12 U.S.C. § 1818(q) and 12 C.F.R. § 307.2. Wahoo’s participation in the purchase and assumption is subject to a separate approval by the OCC, pursuant to the Bank Merger Act, 12 U.S.C. § 1828(c).

2. Syracuse will merge with and into Syracuse Agency, Inc., thereby terminating Syracuse's charter.

Discussion

A. Fundamental Change in Asset Composition

Syracuse applied to the OCC for prior approval of a fundamental change in its asset composition under 12 C.F.R. § 5.53. Under section 5.53(c)(1)(i), a national bank must obtain prior written approval of the OCC before changing the composition of all, or substantially all, of its assets through sales or other dispositions. In the purchase and assumption transaction with Wahoo, Syracuse will sell all its deposits and substantially all of its assets.

The principal purpose of adopting 12 C.F.R. § 5.53 was to address supervisory concerns raised by so called "dormant" bank charters by providing the OCC with regulatory oversight and a means to monitor them. Syracuse plans to merge into its nonbank affiliate, Syracuse Agency, Inc. Thus, OCC concerns over the continuation of "dormant" charters are addressed, and so the OCC hereby approves Syracuse's application, and the approval is consistent with the language and purpose of section 5.53.

B. Merger of Syracuse with and into Syracuse Agency, Inc.

In this merger, Syracuse will merge into its parent, Syracuse Agency, Inc. Syracuse Agency, Inc. will be the surviving entity, and Syracuse will cease to exist.

The merger is authorized under 12 U.S.C. § 215a-3. Section 215a-3 authorizes a national bank to merge with a nonbank subsidiary or affiliate: "Upon the approval of the Comptroller, a national bank may merge with one or more of its nonbank subsidiaries or affiliates." 12 U.S.C. § 215a-3(a), as added by section 1206 of the Financial Regulatory Relief and Economic Efficiency Act of 2000 (Title XII of the American Homeownership and Economic Opportunity Act of 2000), Pub. L. No. 106-569, 114 Stat. 2944, 3034 (December 27, 2000).

The statute does not limit its scope to mergers in which the national bank is the surviving entity, and so a merger *into* a nonbank affiliate is within its scope. The OCC's implementing regulation, discussed below, expressly provides for mergers into a nonbank affiliate. However, the regulation limits these transactions to mergers involving a national bank that is not an insured bank. Syracuse will not be an insured bank at the time of the merger.

The OCC's regulations implementing 12 U.S.C. § 215a-3 set out substantive and procedural requirements for the merger of an uninsured national bank with its nonbank affiliate in which the nonbank affiliate is the resulting entity. *See* 12 C.F.R. § 5.33(g)(5). The regulation requires that the law of the state or other jurisdiction under which the nonbank affiliate is organized allow the nonbank affiliate to engage in such mergers. The regulation also imposes the following additional requirements that: (1) the bank comply with the procedures of 12 U.S.C. § 214a as if it were merging into a state bank, (2) the nonbank affiliate follow the procedures for mergers of the

law of its state of organization, and (3) shareholders of the national bank who dissent from the merger have the dissenters' rights set out in 12 U.S.C. § 214a. The regulation also provides that the OCC shall consider the purpose of the transaction, its impact on the safety and soundness of the bank, and any effect on the bank's customers, and may deny a merger if it would have a negative effect in any such respect.

The OCC reviewed the proposed merger of Syracuse into Syracuse Agency, Inc. and found that all requirements were satisfied. The OCC hereby approves the merger of Syracuse into Syracuse Agency, Inc.

Condition

These approvals are subject to the following condition:

If the merger of Syracuse with and into Syracuse Agency, Inc. does not occur within seven (7) calendar days after the sale of substantially all of Syracuse's assets to Wahoo, Syracuse shall immediately notify the OCC and submit a plan acceptable to the OCC to wind up its affairs and terminate its status as a national bank.

This condition of 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.

Conclusion

Accordingly, the OCC approves Syracuse's applications for a fundamental change in asset composition, and for the merger of Syracuse into Syracuse Agency, Inc. These approvals are subject to the condition set out above. This conditional approval is also granted based on the information and representations made in the application. In particular, the approvals are based on Syracuse's representation that the merger will occur shortly after the purchase and assumption transaction and the termination of Syracuse's status as an insured bank.

The OCC will not issue a letter certifying the consummation of the transactions until we have received:

1. Written confirmation that Syracuse is no longer FDIC insured.
2. Syracuse's charter certificate and certification that all OCC Reports of Examination have been returned to the OCC, or destroyed.
3. A copy of the final Certificate of Merger filed with the Nebraska Secretary of State.

These conditional approvals, 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,

First National Bank and Trust of Syracuse
Syracuse, NE

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.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

If you have any questions, contact Senior Licensing Analyst Louis Gittleman at 720-475-7650 or at louis.gittleman@occ.treas.gov. Please include the OCC's control number on any correspondence.

Sincerely,

Beverly L. Evans

Beverly L. Evans
Acting Deputy Comptroller

Enclosure: Survey