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Comptroller of the Currency  
Administrator of National Banks

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Central District Office  
One Financial Place, Suite 2700  
440 South LaSalle Street  
Chicago, Illinois 60605

December 11, 1996

**Conditional Approval #226  
January 1997**

Donald P. Southwick, President, CEO, and Senior Trust Officer  
AmeriFirst Bank, National Association  
36 North Detroit Street  
P.O. Box 396  
Xenia., Ohio 45385-0386

*RE: Application by Mid Am, Inc., Bowling Green, Ohio for a new national trust bank charter*

Dear Mr. Southwick:  
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OCC Control No: 96-CE-01-

The Office of the Comptroller of the Currency has reviewed your application to establish a new national trust bank with the title of "**Mid Am Private Trust, National Association**", Cincinnati, Ohio. On December 11, 1996, after a thorough evaluation of your application and other data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval.

We have also made our decision with the understanding that the proposed national trust bank will become a member of the Federal Reserve System. Major deviations from the operating plan or changes in the composition of the board of directors, ownership, or chief executive officer that the OCC has not approved may result in withdrawal of this preliminary approval.

This approval is subject to the enclosed standard conditions. It is the responsibility of management to ensure that the applicable policies and procedures are established and adopted by the Board of Directors before the trust bank commences business. Applicable standard conditions must be met before the bank will be allowed to commence business.

This approval also is subject to the following three special conditions which shall be deemed to be "conditions imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. §1818(b)(1).

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1. Mid Am, Inc., Bowling Green, Ohio (*hereinafter MAI*), its affiliates, successor owner(s), or the bank, may not take any action that would materially alter MAI's or a successor owner's ownership interest in the bank without prior approval of the OCC except when that change in ownership is subject to the prior approval of another federal depository regulatory agency. In the event the OCC considers a change in ownership, the OCC will apply the definitions and standards set forth in the Change in Bank Control Act and the OCC's implementing regulation (12 U.S.C. §1817(j) and 12 C.F.R. §5.50) in determining whether a change in MAI's or successor's ownership interest is material and whether to approve a proposed change.
2. Mid Am Private Trust, National Association (*hereinafter MAPT*), shall assure that the operations of the bank are limited to that of a trust bank and that deposits other than trust funds are not accepted, loans are not made and checks are not paid.
3. The limitations of MAPT's activities must be fully enumerated in the bank's articles of association. Specifically, the articles must clearly state:
  - The business of the association will be limited to that of a national trust bank;
  - The bank must obtain the prior written approval of the OCC before amending its articles of association to expand the scope of its activities and services; and
  - Transfers of the bank's stock are subject to prior approval of a federal depository institution regulatory agency. If no other agency approval is required, the OCC's approval must be obtained prior to the transfers. In such cases where OCC approval is required, the OCC will apply the definitions and standards of the Change In Bank Control Act and the OCC's implementing regulation to ownership changes in the bank.

You may now form a body corporate and begin organizing Mid Am Private Trust, National Association as soon as you adopt and forward the organization certificate to this Office, at the address noted at the top of this page. As a body corporate, you may begin to take those steps necessary for obtaining final approval.

This is preliminary conditional approval only. Final approval will not be granted until and unless the Federal Reserve Board acts favorably on your application with them for the formation of this new bank. You must furnish the OCC Central District Office a copy of all

related filings to the Federal Reserve, including offering circular material.

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The Comptroller's Manual for National Banks, the Comptroller's Manual for Corporate Activities, the Comptroller's Handbook for National Bank Examiners, the Comptroller's Handbook for Fiduciary Activities, the Comptroller's Handbook for Compliance, An Examiner's Guide to Consumer Examination, a set Call Report forms and instructions, and a set of current OCC issuances will be sent to you under separate cover.

Any questions concerning this preliminary conditional approval should be directed to Brian J. Paul, National Bank Examiner at (312) 360-8858.

Sincerely,

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Thomas M. Fitzgerald  
District Administrator  
Central District

Enclosures:

Documents - OCC Standard Conditions, New Bank Charters  
Documents - Applicant, Organization Checklist (Parts A & B), New Bank Charters  
Documents - OCC, Minimum Policies and Procedures, New Bank Charters  
Documents - OCC, Organization - Instructions, New Bank Charters