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Comptroller of the Currency  
Administrator of National Banks

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New York, New York 10017

Licensing Division  
Telephone: (212) 790-4055  
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February 5, 2007

**Conditional Approval #786**  
**March 2007**

Mr. B.J. Sanford  
Covington & Burling LLP  
1201 Pennsylvania Avenue, NW  
Washington, D.C. 20004

Re: Application to merge Brown Brothers Harriman Trust Company of Florida, Palm Beach, Florida and Brown Brothers Harriman Trust Company of Pennsylvania, Philadelphia, Pennsylvania into Brown Brothers Harriman Trust Company, National Association, New York, New York under the charter and title of the latter  
Control Number: 2006 NE 02 0026

Dear Mr. Sanford:

The Office of the Comptroller of the Currency (OCC) is hereby amending the conditional approval for the above referenced application. The December 27, 2006 approval letter included a condition (# 5) requiring Brown Brothers Harriman Trust Company, National Association and Brown Brothers Harriman & Company to execute a Capital Assurances and Liquidity Maintenance Agreement with the OCC within thirty days after the consummation of the merger. The OCC continues to consider the appropriate terms for, and format of, the agreement. Since the document is not finalized yet, the timeframe for executing the agreement is extended to thirty (30) days after the OCC provides you with the document.

If you have any questions, please contact Wai-Fan Chang, Licensing Analyst, at (212) 790-4055. Please include the control number on all correspondence related to this application.

Sincerely,

/s/

J. Greg Parvin  
Director for District Licensing