



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

July 2, 2009

Conditional Approval #909
July 2009

Joel D. Feinberg
Sidley Austin LLP
1501 K Street NW
Washington DC, 22205

Re: Change in Bank Control Act Notice in Connection with the Proposed Acquisition of Promark Trust Bank, National Association, New York, New York by NGMCO, Inc., Wilmington, Delaware.

OCC Control No.: 2009-WO-11-0001

Dear Mr. Feinberg:

The Office of the Comptroller of the Currency (“OCC”) has reviewed and evaluated your Notice of Change in Bank Control (“Notice”) involving Promark Trust Bank, National Association, New York, New York (“Bank”). Based on a review of the facts on record and the representations and commitments made in connection with your Notice, and in consideration of the relevant statutory and regulatory factors, the OCC hereby determines that the Notice is technically complete and we do not disapprove the change in control. This decision is subject to the condition set out below.

The Bank is a national trust bank and is engaged in the provision of fiduciary services to General Motors Corporation (“GM”) and its current and former employees. As part of the bankruptcy reorganization of GM, all of the shares of the Bank’s parent company, Promark Global Advisors (“Promark”), will be transferred to a newly formed parent corporation, NGMCO, Inc. (“New GM”).¹ You state that your intention is to operate the Bank as it is now, serving the same customers with the same products and services.

This decision is subject to the following condition:

- No later than thirty (30) business days after New GM acquires control of the Bank, New GM shall cause the Bank to enter into a written Operating Agreement with the OCC on terms and conditions acceptable to the OCC. The Bank shall thereafter implement and adhere to such

¹ After the closing of the proposed transaction, New GM will convert to a limited liability company and change its name to General Motors LLC. Please be advised that future changes in the ownership or control of Bank, Promark, or New GM may result in additional Notices having to be made under the CBCA by parties acquiring direct or indirect control of Bank.

written Operating Agreement and New GM shall continue to assure the Bank's compliance with such written Operating Agreement.

This condition 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.

The date of consummation of this change in control must be provided to the OCC's Director of Licensing Activities in Washington, D.C. within 10 days after consummation. The transaction must be consummated as proposed in the Notice. If any of the terms, conditions, or parties to the transaction described in the Notice change, the OCC must be informed in writing prior to consummation to determine if any action is required.

In addition, unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or within an approved extended time period granted by the OCC will cause this decision to lapse and require the filing of a new notice and payment of the appropriate filing fee if the acquirer wishes to proceed with the change in bank control.

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 decision 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 decision if a material change in 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 Senior Licensing Analyst Yoo Jin Na at (202) 874-4604 or at YooJin.Na@occ.treas.gov.

Sincerely,

Lawrence E. Beard

Lawrence E. Beard
Deputy Comptroller, Licensing