



Comptroller of the Currency
Administrator of National Banks

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

November 4, 2009

Conditional Approval #933
January 2010

Mr. Craig F. Fortin
Senior Vice President and Chief Financial Officer
The National Bank and Trust Company
48 North South Street
P. O. Box 711
Wilmington, Ohio 45177

Re: Business Combination Application
OCC Control Number 09-CE-02-028

Dear Mr. Fortin:

The Comptroller of the Currency (OCC) conditionally approves your proposal to merge The Community National Bank, Franklin, Ohio, with and into The National Bank and Trust Company, Wilmington, Ohio, under the charter and title of the latter. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of the banks' representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

This approval is subject to the condition that The National Bank and Trust Company, Wilmington, Ohio, as the resulting bank of the merger, shall implement the requirements of the Formal Agreement dated October 19, 2009, between the OCC and The Community National Bank, Franklin, Ohio. The condition 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.

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The district office must be advised in writing in advance of the desired effective date for the merger, so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each applicant bank, certifying that a majority of the board of directors has agreed to the proposed merger.
- An executed merger agreement with Articles of Association for the resulting bank attached.
- A Secretary's Certificate for each bank, certifying that the required shareholder approvals have been obtained.
- Documentation that all other conditions that the OCC imposed have been met.

If the merger is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

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 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 information to 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.

All correspondence regarding these applications should reference the control number. If you have questions, please contact me at (312) 360-8866.

Sincerely,

signed

Travis W. Wilbert
Director for District Licensing

Enclosure: Survey Letter