



Comptroller of the Currency
Administrator of National Banks

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

April 18, 2012

Conditional Approval #1033
May 2012

William J. Blake
Senior Vice President and Deputy Counsel
KeyBank, National Association
12 Public Square
Cleveland, Ohio 44114-1306

Re: Application by KeyBank National Association, Cleveland, Ohio, to purchase certain assets and assume certain deposits liabilities of HSBC Bank USA, National Association, McLean, Virginia
Application Control Number: 2012-CE-02-009

Dear Mr. Blake:

The Comptroller of the Currency (OCC) conditionally approves your proposal to purchase certain assets and assume certain liabilities of HSBC Bank USA, National Association, McLean, Virginia. 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 your representatives.

The OCC reviewed the proposed purchase of assets and assumption of liabilities 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 following condition:

KeyBank National Association, Cleveland, Ohio, shall comply with the requirements of the April 12, 2012, Letter of Agreement executed with the Department of Justice.

The condition of this approval is/are 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/are enforceable under 12 U.S.C. § 1818.

The district office must be advised in writing in advance of the desired effective date for the purchase and assumption, 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:

- An executed purchase and assumption agreement with Articles of Association for the resulting bank attached.
- Documentation that all other conditions that the OCC imposed have been met.

If the purchase and assumption 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 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.

All correspondence regarding this application should reference the control number. If you have any questions, contact John Aponte at 312-360-8872 or by e-mail at john.aponte@occ.treas.gov.

Sincerely,

signed

Travis W. Wilbert
Director for District Licensing