



**Conditional Approval #1081
November 2013**

October 1, 2013

Perry O. Barber
Senior Vice President
Strategic Growth Bank Incorporated
201 East Main Street, Third Floor
El Paso, TX 79901

Re: Application to merge Bank of the Rio Grande, National Association, Las Cruces, NM and Mile High Banks, Longmont, CO with and into The First National Bank of Santa Fe, Santa Fe, NM.
OCC Control No.: 2013 WE Combination 135191

Dear Mr. Barber:

The Comptroller of the Currency (OCC) hereby conditionally approves your application to merge Bank of the Rio Grande, National Association, Las Cruces, NM and Mile High Banks, Longmont, CO with and into The First National Bank of Santa Fe, Santa Fe, NM. 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 merger transaction under the criteria of the Bank Merger Act, 12 U.S.C. § 1828(c), and applicable laws, OCC regulations and policies. Under the Bank Merger Act, the OCC generally may not approve a merger that would substantially lessen competition. The Bank Merger Act also requires the OCC to take into consideration the financial and managerial resources and future prospects of the existing and proposed institutions, and the convenience and needs of the community to be served.

12 U.S.C. § 1828(c)(5). The OCC must also consider the effectiveness of any insured depository institution involved in the proposed merger transaction in combating money laundering activities. 12 U.S.C. § 1828(c)(11). In addition, the OCC may not approve a merger if the resulting insured depository institution (including all insured depository institutions which are affiliates of the resulting insured depository institution), upon consummation of the transaction, would control more than 10 percent of the total amount of deposits of insured depository institutions in the United States. 12 U.S.C. § 1828(c)(13). Furthermore, the OCC must consider the risk of the transaction to the stability of the United

States banking or financial system. 12 U.S.C. § 1828(c)(5) (as amended by section 604 of Dodd-Frank Act).

The business combination of The First National Bank of Santa Fe and Mile High Banks is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 U.S.C. §§ 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of both banks under 12 U.S.C. §§ 36(d) and 1831u(d)(1).

The First National Bank of Santa Fe is also authorized to move its main office to the existing Albuquerque, NM branch of Bank of the Rio Grande, N.A. under 12 U.S.C. § 1831u(d)(1).

The First National Bank of Santa Fe will retain the three wholly-owned operating subsidiaries of MHB: Utes Real Estate Company, Utes Land Company and Utes Real Estate Company II following the consummation of the merger.

This approval is subject to the following condition:

The Bank shall enter into, and thereafter implement and adhere to, a written Operating Agreement with the OCC, in a form acceptable to the OCC, prior to the consummation of the approved merger.

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.

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.

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 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.

A separate letter is enclosed requesting your feedback on how we handled the referenced application.

All correspondence regarding this application should reference the control number. If you have any questions, contact Senior Licensing Analyst David W. Finnegan at 720-475-7650 or e-mail at david.finnegan@occ.treas.gov.

Sincerely,

James A. Bundy

James A. Bundy
Director for District Licensing

Enclosures: Survey Letter