



**Conditional Approval #1174
June 2017**

May 26, 2017

Donald R. Neel
President & CEO
United Fidelity Bank, FSB
18 NW 4th Street
Evansville, Indiana 47708

Subject: Application by United Fidelity Bank, FSB, Evansville, Indiana to purchase certain assets and assume certain liabilities of Fayette County Bank, St. Elmo, Illinois
OCC Control Number: 2017-CE-FailureAcq-296914

Dear Mr. Neel:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves the application of United Fidelity Bank, FSB, Evansville, Indiana (“Acquirer” or “Bank”) to purchase certain assets of and assume certain liabilities of Fayette County Bank, St. Elmo, Illinois, (“Failed Entity”), for the reasons set forth below. As discussed below, the transaction may be consummated immediately upon approval. 12 U.S.C. § 1828(c)(6).

Failed Entity, a state-chartered savings bank with deposits insured by the Federal Deposit Insurance Corporation (“FDIC”), was closed by the Federal Reserve Bank of St. Louis on May 26, 2017, and the FDIC was appointed as receiver. At the close of business on December 31, 2017, the Failed Entity had total assets of approximately \$35 million. The OCC has now been asked to grant its written approval of the proposed agreement negotiated between the FDIC and Acquirer by which the latter would purchase certain assets and assume certain liabilities of Failed Entity.

This approval is granted based upon the information contained in the Acquirer’s application and other information and representations made to the OCC during its processing of the application, and is subject to the following condition:

- (1) The resulting bank will adhere to the May 24, 2017 representations made by President and CEO Don Neel regarding any related bargain purchase gain.

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

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12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

The Purchase and Assumption

Acquirer applied to the OCC for approval to purchase certain assets of and assume certain liabilities of Failed Entity under 12 U.S.C. § 1828(c) (the “Transaction”). The Acquirer is headquartered in Indiana and has branches in Colorado, Florida, Illinois, Indiana, Ohio and the U.S. Virgin Islands. The Failed Entity is headquartered in Illinois and operates out of a single office in Illinois. A federal savings association may acquire all or part of a depository institution through a purchase and assumption transaction under 12 U.S.C. § 1828(c). Thus, the Transaction is legally authorized and the OCC approves the Transaction.

Acquirer also requested OCC approval to retain the main office of the Failed Entity as a branch upon consummation of the Transaction.

Bank Merger Act

The OCC reviewed the proposed purchase and assumption Transaction under the criteria of the Bank Merger Act, 12 U.S.C § 1828(c) and 12 C.F.R. § 5.33. The OCC considered the capital level of the acquirer, financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, the risk to the stability of the United States banking or financial system, the conformity of the transaction to applicable law, regulation, and supervisory policies, and various factors relating to fairness and disclosure. In addition, the Bank Merger Act and its implementing regulations require the OCC to consider “the effectiveness of any insured depository institution involved in the proposed merger transaction in combating money laundering activities, including overseas branches.” 12 U.S.C. § 1828(c)(11). Finally, the OCC considered the risk of the transaction to the stability to the United States banking or financial system. 12 U.S.C. § 1828(c)(5) (as amended by section 604 of Dodd-Frank). We considered these factors and found them consistent with approval under the statutory provisions.

In addition, the OCC also finds, under the standards set forth in the Bank Merger Act, that it must act on the application immediately. 12 U.S.C. § 1828(c)(3), (4)(C)(i), and (6). Consequently, there is no requirement for publication of notice of the Transaction, for a request by the OCC of a competitive factors report from the Attorney General, or for a post-approval waiting period prior to consummation of the Transaction.

Community Reinvestment Act

The Community Reinvestment Act (“CRA”) requires the OCC to take into account the applicants’ record of helping to meet the credit needs of the community, including low-and-moderate-income (“LMI”) neighborhoods, when evaluating certain applications, including

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transactions that are subject to the Bank Merger Act. 12 USC § 2903 and 12 C.F.R. § 195. The OCC considers the CRA performance evaluation of each institution involved in the Transaction. A review of the record of these applicants and other information available to the OCC as a result of its regulatory responsibilities revealed no evidence that the applicants' record of helping to meet the credit needs of their communities, including LMI neighborhoods, is less than satisfactory.

Consummation Guidance

This approval is granted based on our understanding that other applicable regulatory approvals, non-objections or waivers with respect to the proposed Transaction will have been received prior to the consummation of the Transaction.

Within five days of consummation of the Transaction, the Bank must provide the Central District Office a copy of the executed purchase and assumption agreement.

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.

If you have any questions, please contact the undersigned by telephone at (312) 360-8866 or by e-mail at nancy.sundstrom@occ.treas.gov, or Senior Licensing Analyst Carolina M. Ledesma by telephone at (312) 360-8867 or by e-mail at carolina.ledesma@occ.treas.gov. Please include the OCC Control Number on any correspondence related to this filing.

Sincerely,

signed

Nancy M. Sundstrom
Director for District Licensing