



Comptroller of the Currency
Administrator of National Banks

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

Conditional Approval #741
May 2006

April 21, 2006

Mr. James M. Marion
Senior Counsel
LaSalle Bank Corporation
135 South LaSalle Street, Suite 925
Chicago, Illinois 60435

Re: Charter Application for LaSalle National Trust Delaware, Wilmington, Delaware
OCC Application Number: 06-CE-01-002

Dear Mr. Marion:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities, with the title of LaSalle National Trust Delaware (proposed Bank). On April 21, 2006, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership.

The OCC has granted preliminary conditional approval only. Final approval and authorization for the proposed Bank to open will not be granted until all preopening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following condition(s):

1. The Bank: (i) shall give the OCC's Detroit Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations¹ and (ii) shall obtain the OCC's written determination of no

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

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objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The OCC poses no objection to the following person(s) serving as executive officer(s), directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Susan Steves Keiser	Director
Russell Goldenberg	Director, President/Chief Executive Officer
Douglas W. Hart	Director, Vice President
Jerome Peraud	Director
James Marion	Director
Mary Anne Ashmore	Vice President/Chief Operating Officer
Michael B. Evans	Vice President
Martin L. Eisenberg	Vice President
Ernest J. Antczak	Vice President
Jerome Papinchock	Vice President
Judith Sutfin	Treasurer/Chief Financial Officer
Robert A. Wolz	Secretary
Timothy D. Kaiser	Assistant Secretary

The OCC also grants multiple waivers of the residency requirements of 12 USC 72 for all of the proposed board of directors of LaSalle National Trust Delaware.

Prior to the proposed Bank's opening, it must obtain the OCC's prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after the proposed Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

The "Charters" booklet in the *Comptroller's Licensing Manual* provides guidance for organizing your proposed bank. The booklet is located at the OCC's web site: <http://www.occ.treas.gov/corpbook/group4/public/pdf/charters.pdf>. The booklet contains all of the steps you must take to receive your charter.

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As detailed in the booklet, you may establish the corporate existence of and begin organizing the proposed Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Senior Licensing Analyst Carolina M. Ledesma in this office for our review and acceptance. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval. The proposed Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the Comptroller's Licensing Manual, which is available only in electronic form at our web site:
<http://www.occ.treas.gov/corpapps/corpapplic.htm>.

This preliminary conditional 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 (U.S.), any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

Direct any questions concerning this preliminary conditional approval to the undersigned or to Senior Licensing Analyst Carolina M. Ledesma at (312) 360-8867.

Sincerely,

signed

David J. Rogers
National Bank Examiner
Director for District Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures Checklist