

**OFFICE OF THRIFT SUPERVISION**

**AMENDMENT TO APPROVAL OF THE CONVERSION  
TO A FEDERAL SAVINGS BANK CHARTER**

**Order No.** 97-12

**Date:** February 24, 1997

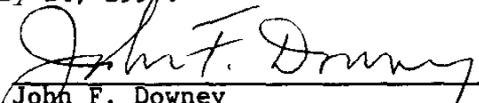
The Office of Thrift Supervision ("OTS"), conditionally approved the application by Northwest Bank and Trust Company, Oklahoma City, Oklahoma ("Northwest"), to convert from an Oklahoma-chartered commercial bank to a federal savings bank charter, pursuant to OTS Order No. 96-121, dated November 26, 1996 (the "Order").

Condition 6 of the Order states that within 120 days from the date of the Order, the applicant will provide (i) an opinion or other document from the Federal Deposit Insurance Corporation (the "FDIC") confirming that the transaction, including Bank Insurance Fund ("BIF") membership for the converted institution, complies with the Federal Deposit Insurance Act, or (ii) a judicial opinion to the same effect. On February 6, 1997, the FDIC Operating Committee determined that the FDIC would not object to the retention of BIF deposit insurance in connection with direct charter conversions of BIF-insured banks to federal associations. As a result, Northwest has requested that the OTS amend the Order to rescind Condition 6.

The OTS has carefully considered the necessity for Condition 6, and has concluded that deletion of Condition 6 from the Order is appropriate. Accordingly, the Director of OTS, or his designee, hereby amends the Order to delete Condition 6.

Except for the foregoing deletion, the Order shall remain in full force and effect.

By Order of the Director of the Office of Thrift Supervision, or his designee, effective February 24, 1997.

  
John F. Downey  
Executive Director, Supervision