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**Comptroller of the Currency  
Administrator of National Banks**

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Southern District Licensing  
1600 Lincoln Plaza  
500 North Akard  
Dallas, Texas 75201-3323

**Conditional Approval #965  
August 2010**

July 29, 2010

Mr. Chet Fenimore  
Hunton & Williams L.L.P.  
111 Congress Avenue, Suite 1800  
Austin, Texas 78701

Re: Application by TransAtlantic Bank, Miami, Florida to merge with and into Sabadell United Bank, N.A., Miami, Florida; Charter Number 16401; CAIS Control Number 2010-SO-02-0008.

Dear Mr. Fenimore:

The Comptroller of the Currency (OCC) reviewed your proposal to merge Transatlantic Bank into Sabadell United Bank, N.A., (The "Bank"). I conditionally approve the merger. This conditional 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 USC 1828(c), and applicable OCC regulations and policies. Among other matters, I 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. I considered these factors and found them consistent with approval.

As a condition of this merger, the Bank shall:

1. (i) give the South Florida Field Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,<sup>1</sup> and (ii) obtain the OCC's written determination of no 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. This condition shall remain in effect for three years from the date of consummation.

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

2. Adhere to representations and commitments made in the Application and to the Supervisory Office in response to the Application.

The conditions of this approval are conditions “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 conditions are enforceable under 12 U.S.C. § 1818.

This is also the official authorization given to Sabadell United Bank, N.A. to operate the former main office and branches of Transatlantic Bank as branches of the resulting Bank. The listing of each newly authorized branch and its assigned OCC branch number follows:

1500 San Remo Avenue Coral Gables, FL Branch Nr.: 148249A	1325 W 49 <sup>th</sup> Street Hialeah, FL Branch Nr.: 148251A	102 NW 37 <sup>th</sup> Avenue Miami, FL Branch Nr.: 148252A
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11401 SW 40 <sup>th</sup> Street Miami, FL Branch Nr.: 148253A	12700 Biscayne Boulevard North Miami, FL Branch Nr.: 148254A	1666 Kennedy Causeway Miami Beach, FL Branch Nr.: 148255A
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48 East Flagler Street  
Miami, FL  
Branch Nr.: 148250A

Both the 48 East Flagler Street and 1325 W 49<sup>th</sup> Street branches will cease to operate at those locations and service existing customers from adjacent branches of the Bank. This office must be notified of these short distance relocations to complete our branch records.

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.

In addition, we acknowledge receipt of:

- The Secretary’s Certificate for each institution, certifying that a majority of the board of directors approved.
- An executed merger agreement with amended Articles of Association for the resulting bank attached.
- A Secretary’s Certificate from each institution, certifying that the shareholder approvals have been obtained.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- Documentation that all other conditions that the OCC imposed have been met.

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.

All correspondence regarding this application should reference the control number. If you have any questions, contact Licensing Analyst Abel Reyna or me at 214-720-7052.

Yours truly,

*Karen H. Bryant*

Karen H. Bryant

Director for Southern District Licensing

Enclosures: Survey Letter