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Comptroller of the Currency  
Administrator of National Banks

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

**Conditional Approval #823**  
**October 2007**

September 21, 2007

Mr. Stephen L. Smith  
Senior Vice President and Assistant General Counsel  
National City Corporation  
One National City Center, Suite 845E  
Indianapolis, Indiana 46255

Subject: Application to convert MidAmerica Bank, fsb, Clarendon, Illinois, a federal savings bank, into a national bank to be known as MidAmerica Bank, National Association. Immediately following the conversion, MidAmerica Bank, National Association will merge into National City Bank, Cleveland Ohio with the latter as the surviving entity. OCC Control Nos.: 2007-CE-01-0008 and 2007-CE-02-0014

Dear Mr. Smith:

I hereby grant conditional approval for MidAmerica Bank, fsb, (MidAmerica) to convert to a national bank (including its branches), under the title of MidAmerica, National Association and subsequently merge into National City Bank (National City). This approval is granted based on a thorough evaluation of all information in the record and available to the Office of the Comptroller of the Currency (OCC), relevant to the applicable statutory and policy factors, including representations and commitments made in the application and by the bank representatives.

#### Conversion of MidAmerica

Mid America is a federal savings bank and may convert to a national bank with OCC approval. Regulations of both OCC and the Office of Thrift supervision permit direct conversion of a Federal savings bank (12 C.F.R. § 5.24 & 121 C.F.R. §§ 552.2-7). In approving the conversion, OCC determined that MidAmerica met the criteria for granting approval. The applicant demonstrated that the converting bank will operate safely and soundly, and in compliance with applicable laws and regulations. In addition, there is no evidence that MidAmerica bank is attempting to escape supervisory action from its current regulator.

MidAmerica operates branches in Wisconsin and Illinois and requests approval to retain those branches. OCC determined that they may operate the branches after conversion and subsequent merger per 12 U.S.C. § 36.

Under a separate cover, we will provide you with a list of authorized branches. The list will include branches that are authorized but remain unopened. You are reminded that you must notify this office within 10 days after opening those branches. If they are not opened within 18 months of the date of this letter, the authorization and approval for the unopened branches shall automatically terminate unless the OCC grants an extension of the time period.

After a thorough review of all information available, and reliance upon the representations and commitments made in the application and by the bank's representatives, OCC finds that your conversion application meets the requirements for approval to convert to a national banking association pursuant to 12 C.F.R. § 5.24 as follows:

Title: MidAmerica Bank, National Association  
Location: 55<sup>th</sup> Street & Holmes Avenue, Clarendon, Illinois

This conversion approval is subject to the following conditions:

- Consent Order - prior to conversion, the Consent Order (Order) brought by the United States Department of Justice against MidAmerica in 2002 shall be terminated. You represent that the Order is scheduled to terminate at year-end 2007.
- Nonconforming Assets – within two years after the conversion, MidAmerica's or its survivor (National City following the merger) shall bring the activity of pledging assets to private deposits into compliance with national banking laws. Pledging of assets for private deposits is not a permissible activity for national banks.

The conditions of this 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 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

#### Merger of MidAmerica into National City

MidAmerica proposes to merge with National City following its conversion to a national banking association with National City as the surviving entity. The merger is legally authorized as an interstate merger transaction under the Reigle-Neal Act, 12 U.S.C. §§ 215a-1 and 1831u(a). In addition, the resultant bank is authorized to retain and operate the offices of the merged bank under the authority of 12 U.S.C. §§ 26(d) and 183u(d)(1).

Following the merger, National City seeks permission to retain and operate two subsidiaries that are wholly owned by MidAmerica (MidAmerica Insurance Agency, Inc. and MidAmerica Re, Inc.). National City proposes to make Mid America Insurance Agency, Inc. a financial subsidiary and MidAmerica Re, Inc. an operating subsidiary. Based on a review of the information in the application and representations by the bank representatives, OCC concludes that National City can retain and operate MidAmerica Insurance Agency, Inc. as a financial subsidiary under the authority of 12 U.S.C. § 24a and 12 C.F.R. § 5.39. Also, OCC has no objection to the activities performed in MidAmerica Re, Inc. since these are permissible national bank operating subsidiary activities under 12 C.F.R. § 5.34(e)(5)(v)(Q).

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. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

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

- A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved the transaction.
- An executed merger agreement with Articles of Association for the resulting bank attached.
- A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.
- Documentation that all other conditions that the OCC imposed have been met.

#### Conclusion

If these transactions are not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

These approvals 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. 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 me (312)360-8863.

Sincerely,

*signed*

David J. Rogers  
Director for District Licensing

Enclosure: Survey Letter