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Comptroller of the Currency  
Administrator of National Banks

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

January 30, 1997

**Conditional Approval #231  
February 1997**

Mr. Guy M. Cooper  
Forethought Center  
Batesville, Indiana 47006

Re: Application for a new bank charter limited to fiduciary powers with the title of "Forethought National TrustBank," Batesville, Indiana (OCC Control No. 96-CE-01-039)

Dear Mr. Cooper:

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 Forethought National TrustBank. On January 30, 1997, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval.

We have based our decision to grant preliminary conditional approval on the information provided in your application and other information available to the OCC.

We have also made our decision to grant preliminary conditional approval with the understanding that the proposed national trust bank will not be FDIC insured and the expectation that the proposed bank will become a member of the Federal Reserve System.

Major deviations from the operating plan or changes in the composition of the board of directors, ownership, or chief executive officer that the OCC has not approved may result in withdrawal of preliminary conditional approval.

In addition to the enclosed standard conditions, this approval is subject to the following special conditions:

1. Forethought National TrustBank shall assure that the operations of the bank are limited to that of a trust bank and that deposits other than trust funds are not accepted.
2. The limitations of Forethought National TrustBank's activities must be fully enumerated in the bank's articles of association. Specifically, the articles must clearly state:

- The business of the association will be limited to that of a national trust bank; and

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- The bank must obtain the prior written approval of the OCC before amending its articles of association to expand the scope of its activities and services.

Please be advised that the special conditions of this approval shall be deemed to be “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. All special conditions referenced in this document are enforceable under 12 U.S.C. §1818 as specifically applied to uninsured national banking associations under section §1818(b)(5).

Some of the standard conditions referenced in the enclosed package of Standard Conditions to Organize a National Bank together with the Minimum Policies and Procedures may not all be applicable since the proposed bank’s activities will be limited to those of a national trust bank. It is the responsibility of management to ensure that the applicable policies and procedures are established and adopted by the Board of Directors before the bank commences business. Applicable standard conditions must be met before the bank will be allowed to commence business.

You may now form a body corporate and begin organizing Forethought National TrustBank as soon as you adopt and forward the articles of association and organization certificate to the OCC’s Central District Office. The address is noted at the top of the first page of this letter.

As a body corporate, you may begin to take those steps necessary for obtaining final approval, but you may not accept any appointment as a fiduciary until you fulfill all requirements for a bank in organization and a charter and trust permit are granted (see enclosed Organization Checklist and Organization Instructions).

The OCC has no objection to the following persons serving as directors and executive officers of the proposed bank. All other directors and executive officers are subject to the **prior** review and clearance of the OCC. In addition, the OCC’s prior approval of any additions or changes in executive officers or directors is required for two years once the bank has opened for business.

<b>NAME</b>	<b>POSITION</b>
<b>Frederick W. Rockwood</b>	Chairman of the Board
<b>Guy M. Cooper</b>	President and Chief Executive Officer
<b>John W. Prentice</b>	Director, Senior Vice President and Chief Operating Officer
<b>Richard N. Coffin</b>	Director, Vice President and Chief Financial Officer
<b>Judith K. Wright</b>	Director and Vice President of Legal and Compliance
<b>LeRoy A. Robbins</b>	Vice President of Trust Services

**NAME**

**POSITION**

**John W. Hegwood**

Vice President of Information Systems

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Mr. Guy M. Cooper

Forethought Center

Batesville, Indiana 47006

Your check for \$3,100 payable to the Comptroller of the Currency along with the Articles of Association and Organization Certificate should be forwarded to the OCC as soon as possible.

*Banking Laws and Regulations for Examiners, the Comptroller's Handbook, the Comptroller's Manual for Corporate Activities, the Comptroller's Handbook for Fiduciary Activities, the Comptroller's Handbook for Compliance, An Examiner's Guide to Consumer Compliance, the Comptroller's Handbook - Consumer Compliance Examination, a set of Call Report forms and instructions, and a set of current OCC issuances will be sent to you under separate cover.*

Any questions concerning this preliminary conditional approval should be directed to National Bank Examiner Travis W. Wilbert at (312) 360-8866.

Sincerely,

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Thomas M. Fitzgerald  
District Administrator

Enclosures:

- Documents - OCC, Standard Conditions, New Bank Charters
- Documents - OCC, Minimum Policies and Procedures, New Bank Charters
- Organization - OCC, Instructions, New Bank Charters
- Documents - Applicant, Organization Checklist (Part A and B), New Bank Charters