



---

Comptroller of the Currency  
Administrator of National Banks

---

Washington, DC 20219

April 29, 1999

**Conditional Approval #311**  
**May 1999**

Mr. Granville Tate, Jr.  
Brunini, Grantham, Grower & Hewes, PLLC  
1400 Trustmark Building  
248 East Capitol Street  
Jackson, Mississippi 39201

RE: Request by Trustmark National Bank for approval to expand the activities of an existing operating subsidiary. Application Control Number: 1999-SE-08-0004

Dear Mr. Tate:

This is in response to the application to expand the activities of an operating subsidiary filed on behalf of Trustmark National Bank, Jackson, Mississippi ("Trustmark") on March 5, 1999. The Office of the Comptroller of the Currency ("OCC") previously approved Trustmark's application to establish Trustmark Insurance Agency, Inc. ("TIA"), Flowood, Mississippi, on February 10, 1998, to engage in certain general insurance agency activities as permitted under 12 U.S.C. 92 and to act as agent for the sale of fixed and variable rate annuities pursuant to 12 U.S.C. 24(Seventh).

The OCC hereby approves Trustmark's operating subsidiary application subject to the condition that Trustmark establish the legal permissibility of TIA's expanded operations or restructure its activities to bring them into compliance with national banking law, within two years from the consummation of the merger. This condition of the approval is a condition "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 condition is enforceable under 12 U.S.C. 1818. In addition, please be advised that the principles outlined in the OCC's letter, dated November 4, 1996, to First Union Corporation, referenced in our February 10, 1998 approval of TIA, also remain applicable.

If you have any questions, please contact Senior Corporate Analyst Debra Burke at (404) 588-4525, or Senior Attorney Kenneth Gartlir at (404) 588-4520.

Sincerely,

/s/

Julie L. Williams  
Chief Counsel