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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

May 4, 1999

**CRA Decision #93**  
**June 1999**

Mr. Thomas A. Plant  
Assistant General Counsel  
National City Corporation  
1900 East Ninth Street, 17th Floor  
Cleveland, Ohio 44114

Re: Application to merge National City Trust Company, West Palm Beach, Florida, with and into National City Interim Trust Company (In Organization), West Palm Beach, Florida, under the charter and title of the latter and application to merge National City Interim Trust Company, West Palm Beach, Florida with and into National City Bank, Cleveland, Ohio, under the charter and title of the latter  
Application Control Numbers: 99-CE-02-0008 and 99-CE-02-0009

Dear Mr. Plant:

This is to inform you that on May 4, 1999, the Office of the Comptroller of the Currency ("OCC") approved the proposal to merge National City Trust Company, West Palm Beach, Florida, with and into National City Interim Trust Company (In Organization), West Palm Beach, Florida, under the charter and title of the latter and to merge National City Interim Trust Company, West Palm Beach, Florida with and into National City Bank, Cleveland, Ohio ("National City"), under the charter and title of the latter.

These approvals are granted based on a thorough review of all information available, including commitments and representations made in the application, the merger agreement and those of the banks' representatives. Please be advised that you must complete all steps to organize the interim national bank before completing the merger transaction.

Please note that we are not approving at this time the bank's proposal to establish the Naples, Florida branch because the bank needs to provide notice to the public pursuant to 12 C.F.R. § 5.8. Please provide our Central District Office a copy of the publication notice. We will advise you of our decision on the branch application after the comment period closes.

The merger of National City Trust Company and National City Interim Trust Company (In Organization) is legally authorized under 12 U.S.C. §§ 1828(c) and 215a. The merger of National City Interim Trust Company and National City Bank is authorized as an interstate merger transaction under the Riegle-Neal Act, 12 U.S.C. §§ 215a-1 and 1831u(a). The

resulting bank is authorized to retain and operate the offices of both banks under 12 U.S.C. §§ 36(d) and 1831u(d)(1).

In our review of the application, we noted your proposed delineation of the Community Reinvestment Act (CRA) assessment areas for West Palm Beach and Naples, Florida. However, be aware that we are not opining on the appropriateness of the assessment areas that the bank proposes to establish in Florida. The OCC will review the delineation for compliance with the requirements of 12 C.F.R. § 25.41 at the next CRA examination. The OCC will evaluate the performance of National City's Florida operations as part of the lending, investment, and service tests set forth in 12 C.F.R. §§ 25.22, 25.23 and 25.24. While National City as a whole is a full-service bank that includes extensive retail operations, its business strategy in Florida will be one of several factors the OCC will take into account in determining the performance context when evaluating National City's CRA performance, consistent with applicable regulatory provisions. In addition, National City may request that OCC consider activities of its affiliates when evaluating its CRA performance.

Please be advised that the OCC also authorizes the resulting bank, should the merger occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the merger. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. 32.4(a) at the end of the quarter following consummation of the merger.

The Central District Office must be advised in writing in advance of the desired effective date for the mergers so that the OCC may issue the necessary certification letters. The effective date of the merger must be on or after the approval date and receipt of other required regulatory approvals.

We will not issue a letter certifying consummation of the merger until we have received:

1. Articles of Association for the resulting bank, and
2. A Secretary's Certificate for each institution, certifying that the shareholders' approvals have been obtained.

If the mergers 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.

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All correspondence regarding this application should reference the application control number. If you have any questions concerning this letter, please contact me at (202) 874-5060 or National Bank Examiner Carolina Ledesma in our Central District Office at (312) 360-8867.

Sincerely,

/s/

Maria G. Arevalo  
National Bank Examiner  
Bank Organization and Structure