



Comptroller of the Currency
Administrator of National Banks

Northeastern District
1114 Avenue of the Americas, Suite 3900
New York, New York 10036

January 19, 2000

**Conditional Approval #355
February 2000**

William R. Colmery, Esq.
Senior Vice President/Legal Counsel
Fulton Financial Corporation
One Penn Square
Lancaster, Pennsylvania 17602

Re: Fulton Financial Corporation - Application to organize an uninsured national trust company in Lancaster, Pennsylvania, to be known as "Fulton Financial Advisors, National Association."
(ACN 1999-NE-01-0024)

Dear Mr. Colmery:

We have reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities with the title of "Fulton Financial Advisors, National Association. After a thorough evaluation of all data available to the OCC, we found that your proposal has met the requirements for preliminary conditional approval.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System but will not be FDIC-insured.

This approval is subject to the condition that the trust company shall provide the Assistant Deputy Comptroller, Wilkes-Barre Field Office at least thirty (30) days prior notice of any significant deviations or changes from the proposed operating plan during the first three years of operation. This condition 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.

You are reminded that any significant deviations from the original operating plan, or changes in the organizing group or chief executive officer prior to opening, must receive the prior written approval of the OCC. Significant deviations or changes that have not been approved may be grounds for

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delaying issuance of the charter or for withdrawing preliminary approval (see Significant Changes discussion in the Introduction of the "Corporate Organization" booklet).

Please refer to the "Corporate Organization" booklet in the Comptroller's Corporate Manual for the instructions on organizing your bank. The booklet contains all of the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC.

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following persons serving as executive officers as proposed in the application.

David W. Schoffstall:	President, Chief Executive Officer & Trust Officer:
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Charles J. Nugent	Cashier/Treasurer
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The OCC poses no objection to the following persons serving as directors:

Richard A. Ashby, Jr.	Albert B. Murry
William R. Colmery	Charles J. Nugent
Donald R. Harsh	David W. Schoffstall
Warner A. Knobe	R. Scott Smith, Jr.

You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director prior to the person assuming such position.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

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You should direct any questions concerning this preliminary conditional approval to Senior Analyst Edward R. Rieder at (212) 790-4055.

Sincerely,

/s/

MICHAEL G. TISCIA
Licensing Manager

Enclosures: Standard requirements
Minimum Policies and Procedures