



**Comptroller of the Currency
Administrator of National Banks**

Licensing Department
250 E Street, S.W.
Washington, D.C. 20219

**Conditional Approval #949
April 2010**

March 23, 2010

Rick Hull, President and CEO
Ohio Legacy Bank, N.A.
600 South Main Street
North Canton, Ohio 44720

Re: Fiduciary Powers Application
CAIS Control Number 2010-WO-12-0011

Dear Mr. Hull:

The Comptroller of the Currency (OCC) conditionally approves your proposal to conduct fiduciary powers pursuant to 12 USC 92a. This approval constitutes a permit to conduct the fiduciary powers requested in your application [12 CFR 5.26(e)(4)].

This approval is granted subject to the following specific condition:

The bank (i) shall give the appropriate OCC Supervisory Office at least (60) days prior written notice of the Bank's intent to significantly deviate or change from the business plan or operations, as reflected in this application, and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. For purposes of this condition, "significant deviation or change" is the same as defined in Appendix G to the Charters booklet of the Comptroller's Licensing Manual. The OCC may impose additional conditions it deems appropriate in any written determination of no-objection it issues in response to the bank's notice.

The condition of this approval is a condition "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

The OCC must approve any trust management change the bank makes prior to commencing fiduciary activities, and the bank must notify this office in writing within 10 days after commencing trust activities.

The board of directors must provide for the establishment and administration of the trust department (or fiduciary operation) either through the adoption of amendments to the bylaws or by appropriate resolutions. You will note that 12 CFR 9.4 places responsibility on the board of directors for the proper exercise of the bank's fiduciary powers. However, the board may decide whether it shall supervise the administration of all such powers directly or assign any function related to such powers to any director, officer, employee, or committee.

The board should also provide:

- A proper delineation of duties for trust officer(s) and committee(s).
- Adherence to the self-dealing and conflicts of interest provisions under 12 CFR 9.12.
- The designation of the officers or employees responsible for custody of the trust investments in conformity with 12 CFR 9.13(a).

The establishment and administration of the trust department may appear in the bylaws or in the board resolutions, or partly in the bylaws and partly in the resolutions. After adoption, a copy of those provisions should be furnished to the trust officer(s) for guidance.

This approval 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. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Under separate cover, the OCC's Communications Division will mail to you booklets of the *Comptroller's Handbook* that pertain to asset management. The trust officers and staff should become thoroughly familiar with "Fiduciary Activities of National Banks" at 12 CFR 9 (copy enclosed).

The trust activities should begin within 18 months of this approval, unless we grant an extension. If the bank decides to surrender its fiduciary powers, it must notify the OCC in accordance with 12 CFR 9.17(a).

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If you have any questions, please contact Robert A. Fernandez, Senior Licensing Analyst, of this office at (202) 874-5129 or email robert.fernandez@occ.treas.gov. You should include the CAIS control number on any correspondence related to this filing.

Sincerely,

Beverly Evans

Beverly Evans
Director, Licensing Activities

Enclosure: 12 CFR 9
Survey