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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

**Conditional Approval #953**  
**May 2010**

April 14, 2010

Marilyn Alesnik  
Assistant Vice President  
KeyBank, NA  
127 Public Square  
Cleveland, Ohio 44114

Re: Application by KeyBank, NA, Cleveland, Ohio, to establish a branch at 219 South Main Street, Akron, Ohio  
Control Number: 2010-CE-07-0003

Dear Ms. Alesnik:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves your application to establish a branch at 219 South Main Street, Akron, Ohio. This approval is consistent with the relevant statutory factors set forth in 12 U.S.C. §36(c), state branching law, section 106 of the National Historic Preservation Act, and the applicant’s record of compliance with the Community Reinvestment Act. If the branch is not opened within 18 months from the approval date, the approval automatically terminates unless the OCC grants an extension.

The branch will be established within the boundaries of the South Main Street Historic District, which is included on the National Register of Historic Places. The OCC and the Ohio Historic Preservation Office determined that establishing the branch could have an adverse effect on the historic district. Accordingly, a Memorandum of Agreement was developed to mitigate the potential adverse effects of the project. An executed original copy of the Memorandum of Agreement is attached.

This approval is subject to the following condition:

KeyBank will carry out the measures listed in the Stipulations section of the Memorandum of Agreement. This condition will remain in effect until the OCC determines that KeyBank has met the Stipulations of the Memorandum of Agreement.

This condition of the 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.

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.

Within 10 days after opening the branch, KeyBank must advise the OCC’s Central District office of the branch’s opening date, so the OCC may complete its records.

If this branch is closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. § 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

If you have any questions regarding this letter, please contact David Reilly at (202) 874-5060. In any correspondence regarding this application, please reference the application control number.

Sincerely,

*signed*

Lawrence E. Beard  
Deputy Comptroller  
Licensing

Enclosures: Memorandum of Agreement