



Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

August 29, 2011

**Conditional Approval #1007
September 2011**

Mr. James R. Powell, President
Liberty Savings Bank, FSB
120 W. Second Street
Dayton, Ohio 45402

Re: Transfer of Assets and Liabilities (OCC Control No. R3-2011-0166)

Dear Mr. Powell:

This concerns the application filed on June 20, 2011, (as supplemented, the Application) pursuant to 12 C.F.R. § 163.22(c) by Liberty Savings Bank, FSB (Liberty), Wilmington, Ohio for a proposed transfer of assets and liabilities in connection with the proposed sale of all of Liberty's 16 branch offices and two ATMs located in Ohio to First Financial Bank, National Association, Hamilton, Ohio (First Financial). The 16 branch offices are located at the following addresses: 2891 West Alex Bell Rd, Dayton, Ohio; 3210 Seajay Drive, Beavercreek, Ohio; 215 North Main Street, Centerville, Ohio; 330 West National Road, Englewood, Ohio; 310 North High Street, Hillsboro, Ohio; 6325 Brandt Pike, Huber Heights, Ohio; 120 West Second Street, Dayton, Ohio; 111 South Main Street, Lynchburg, Ohio; 4801 North Main Street, Dayton, Ohio; 647 Fife Avenue, Wilmington, Ohio; 1187 East Dayton-Yellow Springs Road, Fairborn, Ohio; 2331 Far Hills Avenue, Dayton, Ohio; 1015 South Main Street, Centerville, Ohio; 260 Central Avenue, Springboro, Ohio; 550 East Stroop Road, Kettering, Ohio; and 5808 Wilmington Pike, Centerville, Ohio. The ATMs are located at 1076 West Locust Street, Wilmington, Ohio and 123 Gano Road, Wilmington, Ohio.

Please be advised that the Comptroller of the Currency (OCC) hereby approves the Application, subject to the following conditions:

1. The proposed transaction must be consummated in accordance with the Application, all applicable laws and regulations, and this letter no later than 120 calendar days from the date of this letter.
2. Prior to the date of consummation of the proposed transaction, Liberty and First Financial shall receive all required regulatory and shareholder approvals and submit satisfactory evidence of those approvals to the OCC.
3. On the business day prior to the date of consummation of the proposed transaction, the chief financial officer of Liberty shall certify in writing to the OCC that no material adverse events or material adverse changes have occurred with respect to the financial condition or operations of Liberty since the date of the financial statements submitted with the Application.

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4. No later than five calendar days following the consummation date of the proposed transaction, Liberty shall file with the OCC a certification of legal counsel stating the effective date of the transaction and that the transaction has been consummated in accordance with the provisions of all applicable laws and regulations, the Application, and this letter.
5. The proposed branch sale transaction shall not consummate prior to Liberty completing the sale of non-performing assets and real estate owned as set forth in the Application. The sale of non-performing assets and real estate owned must result in Liberty's level of non-performing assets and real estate owned to be no higher than \$48 million on a dollar basis and no higher than 50 percent of core capital plus the Allowance for Loan and Lease Losses.
6. Within fifteen (15) business days after the quarter ending September 30, 2011, Liberty shall confirm to the OCC in writing the final post transaction amounts for core and risk based capital and the liquidity to deposits ratio. Any deviations from the projections provided by the Applicant must be fully detailed and explained.

The conditions of this approval are conditions "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 conditions are enforceable under 12 U.S.C. § 1818.

Please submit duplicate copies of compliance material within the time frames specified above. The OCC may, for good cause, extend any time period set forth herein for up to 120 calendar days. Please file any requests for extensions of time to comply with any condition contained herein well in advance of expiration dates.

This approval and the activities and communications by OCC employees in connection with the filings 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.

If you have any questions regarding this letter, please call Licensing Analyst Kim Lynch at (312) 660-8716.

Sincerely,

/s/

Travis W. Wilbert
Director for District Licensing