



Comptroller of the Currency
Administrator of National Banks

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

October 4, 2011

**Conditional Approval #1009
November 2011**

Trent B. Troyer
President and CEO
First Federal Community Bank
321 North Wooster Avenue
Dover, Ohio 44622

Re: Application to Convert to a National Bank
First Federal Community Bank, National Association
OCC Control No: 2011-CE-01-0006

Dear Mr. Troyer:

The Comptroller of the Currency (OCC) has reviewed your application to convert First Federal Community Bank, Dover, Ohio, to a national bank and retain all its branches. After a thorough review of all information available, and reliance upon the representations and commitments made in the application and by the bank's representatives, we find that your conversion application meets the requirements for approval to convert to a national banking association pursuant to 12 CFR 5.24 as follows:

Title: First Federal Community Bank, National Association
Location: 321 North Wooster Avenue
Dover, Ohio 44622
Charter No: 25025

This conversion approval is subject to the following special condition:

First Federal Community Bank's Board of Directors and Management shall take all steps necessary to ensure that the commitments set forth in a letter dated September 28, 2011, by Trent B. Troyer, President and Chief Executive Officer of First Federal Community Bank, to Allyn Adams, Assistant Deputy Comptroller, are fully adopted, timely implemented, and adhered to thereafter.

The condition(s) of this approval is/are a condition(s) "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(s) is/are enforceable under 12 U.S.C. § 1818.

This approval is based in part upon the institution's representation that, prior to conversion, the capital structure will be realigned to comply with the minimum capital requirements of 12 USC 35, 36, 52, and 371d to the extent applicable.

This letter constitutes official OCC authorization to operate the following branches:

OCC Branch Number	150808A
Branch Popular Name	Boulevard Office
Branch Street Address	902 Boulevard
City, State, ZIP Code	Dover, Ohio 44622
OCC Branch Number	150809A
Branch Popular Name	Berlin Office
Branch Street Address	4737 U.S. Route 62
City, State, ZIP Code	Berlin, Ohio 44610
OCC Branch Number	150810A
Branch Popular Name	New Philadelphia Office
Branch Street Address	244 West High Avenue
City, State, ZIP Code	New Philadelphia, Ohio 44663
OCC Branch Number	150811A
Branch Popular Name	Sugarcreek Office
Branch Street Address	1047 West Main Street
City, State, ZIP Code	Sugarcreek, Ohio 44681

You should retain this letter as the official branch authorization. OCC branch numbers have been assigned to each of the branches. If, at some time in the future, the bank desires to close a branch, the requirements of 12 USC 1831r-1 must be met, including the submission of a 90-day advance notice of the proposed branch closing to the OCC. Following the branch closing, a final closing notice should be submitted to the OCC and the branch authorization must be surrendered. In the event the branch is sold, the branch authorization should also be surrendered to the OCC.

You are reminded that the following items must be satisfactorily addressed on or before the effective date of the conversion:

1. The institution must purchase adequate fidelity bond coverage in accordance with 12 CFR 7.2013, which lists four factors the directors should consider to determine adequacy.
2. If a director, officer, employee, or principal shareholder of the bank (including an entity in which such person owns an interest of 10 percent or more) is involved in the sale of credit life insurance to loan customers, the bank should ensure compliance with 12 CFR 2, which among other things, prohibits a covered person from retaining commissions or other income from the sale of credit life insurance connected with any loan the bank makes.

3. The board of directors must adopt and have in place policies, practices, and procedures to ensure the safe and sound operation of the bank. The board also must review those policies, practices, and procedures continually and ensure the bank's compliance with them. We are enclosing the Minimum Policies and Procedures for national banks.
4. First Federal Community Bank has represented that it intends to maintain its membership in the Federal Home Loan Bank (FHLB) system. If, at any time, First Federal Community Bank ceases to be a member of the FHLB system, it must use its best efforts, including contacting the appropriate FHLB or the Federal Housing Finance Board, to dispose of any stock in the FHLB. The OCC will consider this stock a nonconforming asset for any period that First Federal Community Bank is not a member of the FHLB system.
5. The converting institution must apply to the Federal Reserve for membership.
6. The converting institution must ensure that all other required regulatory approvals have been obtained. Final authorization to operate as a national bank will not be given to an institution with a bank holding company until the Federal Reserve Board has approved the holding company.
7. The directors must own qualifying shares in conformance with 12 USC 72 and 12 CFR 7.2005.
8. The bank must continue to maintain the liquidation accounts established on April 2, 1996 when it converted from mutual to stock form.
9. If the converting institution is subject to the Home Mortgage Disclosure Act (HMDA), the bank must ensure that its reporter identification number included on its HMDA transmittal sheet is changed to reflect its new OCC charter number.
10. The converting institution must notify the OCC if the facts described in the filing materially change at any time prior to consummation of the conversion. Any changes to the executive officers or directors must receive a "no objection" from the OCC.

Upon completion of all steps required to convert to a national banking association, submit the "Conversion Completion Certification" certifying that you have done so.

When the institution has satisfactorily completed all of the above steps, the OCC will issue a Conversion Completion Acknowledgment officially authorizing the institution to commence business as a national banking association. At that time you will receive the charter certificate.

If the conversion is not consummated within six months from the date of the decision, the approval will automatically terminate unless the OCC grants an extension of the time period. The OCC is opposed to granting extensions, except under the most extenuating circumstances and expects the conversion to occur as soon as possible.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the *Comptroller's Licensing Manual*, which is available in electronic form on our Web site <http://www.occ.treas.gov/corpapps/corpapplic.htm>.

This approval or conditional 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.

All correspondence regarding this application should reference the OCC Control No. A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service. If you have any questions, contact Senior Licensing Analyst John Aponte at (312) 360-8872 or at john.aponte@occ.treas.gov.

Sincerely,

Travis W. Wilbert

Travis W. Wilbert
Director for District Licensing

Enclosures: Conversion Completion Certification
Minimum Policies and Procedures
Survey