Corporate Decision #1387
August 2026

August 21, 2026

Sent by email

David B. Rowland
President and CEO
Second Federal Savings and Loan Association of Philadelphia
1727 Chestnut Street
Philadelphia, Pennsylvania 19103

Re: Application by Second Federal Savings and Loan Association of Philadelphia, Philadelphia, Pennsylvania, to Purchase Certain Assets and Assume Certain Liabilities from the Federal Deposit Insurance Corporation as Receiver for Tioga-Franklin Savings Bank, Philadelphia, Pennsylvania

Charter No. 703776

Dear President Rowland:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application of Second Federal Savings and Loan Association of Philadelphia, Philadelphia, Pennsylvania (Acquirer or Second Federal), to purchase certain assets of and assume certain liabilities of Tioga-Franklin Savings Bank, Philadelphia, Pennsylvania (Failed Entity), for the reasons and subject to the condition set below. As discussed below, this approval is contingent upon the Federal Deposit Insurance Corporation (FDIC) being appointed receiver for the Failed Entity. Following appointment of the FDIC as receiver, the transaction may be consummated immediately without a post-approval waiting period as authorized by 12 USC 1828(c)(6).

The OCC understands that the Pennsylvania Department of Banking intends to appoint the FDIC as receiver for Failed Entity, a state-chartered savings bank with deposits insured by the FDIC, on August 21, 2026. The Failed Entity had total assets of approximately $68.4 million and total deposits of approximately $66.6 million as of June 30, 2026. The Comptroller has now been asked to grant his written approval of the proposed agreement negotiated between the FDIC and Acquirer by which the latter would purchase substantially all of the assets and assume substantially all of the liabilities of Failed Entity.

This approval is granted based upon the information contained in the Acquirer's application and other information and representations made to the OCC during its processing of the application.

The Purchase and Assumption

Acquirer applied to the OCC for approval to purchase certain assets of and assume certain liabilities of Failed Entity under 12 USC 1467a(s) and 1828(c) (the Transaction). The Failed Entity has its main office/branch in Pennsylvania. The Acquirer has its main office/branch also in Pennsylvania. A Federal savings association may acquire all or part of any insured depository institution through a purchase and assumption transaction under 12 USC 1467(a)(s). Thus, the Transaction is legally authorized and the OCC approves the Transaction.

Acquirer also requested OCC approval to retain the main office/branch of Failed Entity upon consummation of the Transaction as a branch of the Acquirer. As set forth in 12 CFR 145.92, a Federal savings association may establish a branch in any state unless the location would violate 12 USC 1464(r), 1467a(e)(3), or 1823(k)(4). The OCC has determined that the location would not violate those provisions, and the OCC approves the Acquirer's retention of Failed Entity's main office/branch as a branch of Acquirer.

Bank Merger Act

The OCC reviewed the proposed purchase and assumption Transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. The OCC considered the risk of this Transaction to the stability of the U.S. banking or financial system, the financial and managerial resources and future prospects of the existing and proposed institutions, the competitive impact of the Transaction, and the convenience and needs of the communities to be served. In addition, the OCC considered "the effectiveness of any insured depository institution involved in the proposed merger transaction in combatting money laundering activities, including overseas branches" as required by the Bank Merger Act. 12 USC 1828(c)(11). The OCC has considered these factors and found them consistent with approval under the statutory provisions.

In addition, the OCC also finds, under the standards set forth in the Bank Merger Act, that it must act on the application immediately as authorized by 12 USC 1828(c)(3), (4)(C)(i), and (6). Consequently, there is no requirement for publication of notice of the Transaction, for a request by the OCC of a competitive factors report from the Attorney General, or for a post-approval waiting period prior to consummation of the Transaction.

Community Reinvestment Act

The Community Reinvestment Act (CRA) requires the OCC to take into account the applicant's record of helping to meet the credit needs of the community, including low- and-moderate-income (LMI) neighborhoods, when evaluating certain applications, including transactions that are subject to the Bank Merger Act, as set forth in 12 USC 2903 and 12 CFR 25.29. A review of the CRA record and other information available to the OCC as a result of its regulatory responsibilities revealed no evidence that the applicant's record of helping to meet the credit needs of its communities, including LMI neighborhoods, is less than satisfactory.

Condition

This approval is subject to the following condition. 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 request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

1. Acquirer shall comply with the representations contained in the letters from David B. Rowland, President and Chief Executive Officer, to Brent Acree, Assistant Deputy Comptroller, dated August 18, 2026, and to Debra M. Burke, Director for Licensing, dated August 19, 2026.

Loss-Share

If Second Federal is subject to a loss-share agreement with the FDIC, Second Federal is reminded that cannot assign or transfer its rights or obligations under the agreement without prior written consent of the FDIC.

Consummation Guidance

This approval is granted based on the understanding of the OCC that other applicable regulatory approvals, non-objections, or waivers with respect to the proposed Transaction will have been received prior to the consummation of the Transaction. In addition, this approval is contingent upon the FDIC being appointed receiver for the Failed Entity.

Within seven days of consummation of the Transaction, please provide the OCC's Chartering, Organization and Structure with copies of the following documents:

- A Secretary's Certificate, as applicable, certifying that a majority of the board of directors approved.

- An executed purchase and assumption agreement.

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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

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.

If you have questions regarding this letter, please reach out to your points of contact for Chartering, Organization and Structure.

Sincerely,

//signed//

Jason J. Almonte
Deputy Comptroller
Chartering, Organization and Structure