

Comptroller of the Currency  
Administrator of National Banks

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

April 24, 1996

John C. Deal, Esq.  
Emens, Kegler, Brown, Hill & Ritter  
65 East State Street, Suite 1800  
Columbus, Ohio 43215-4294

Re: Application for a New Bank Charter Limited to Fiduciary Powers with the title of  
First Financial Services Group, National Association, in Zanesville, Ohio.  
(OCC Control No. 96-CE-01-015)

Dear Mr. Deal:

The Office of the Comptroller of the Currency has reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities, with the title of First Financial Services Group, National Association. On April 24, 1996, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval.

We have based our decision to grant preliminary conditional approval on the information provided in your application, your correspondence dated March 20, 1996 and other information available to the OCC.

We have also made our decision to grant preliminary conditional approval with the understanding that the proposed national trust bank will not be FDIC insured and the expectation that the proposed bank will become a member of the Federal Reserve System.

Major deviations from the operating plan or changes in the composition of the board of directors, ownership, or chief executive officer that the OCC has not approved may result in withdrawal of preliminary conditional approval.

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In addition to the enclosed standard conditions, this approval is subject to the following special conditions:

1. BancFirst Ohio Corp., First National Bank of Zanesville, its affiliates, successor owner(s), or the bank, may not take any action that would materially alter BancFirst Ohio Corp.'s, First National Bank of Zanesville's or a successor owner's ownership interest in the bank without prior approval of the OCC except when that change in ownership is subject to the prior approval of another federal depository regulatory agency. In the event the OCC considers a change in ownership, the OCC will apply the definitions and standards set forth in the Change in Bank Control Act and the OCC's implementing regulation (12 U.S.C. §1817(j) and 12 C.F.R. §5.50) in determining whether a change in BancFirst Ohio Corp.'s, First National Bank of Zanesville's or successor's ownership interest is material and whether to approve a proposed change.
2. First Financial Services Group, National Association, shall assure that the operations of the bank are limited to that of a trust bank and that deposits other than trust funds are not accepted.
3. The limitations of First Financial Services Group, National Association's activities must be fully enumerated in the bank's articles of association. Specifically, the articles must clearly state:
  - The business of the association will be limited to that of a national trust bank;
  - The bank must obtain the prior written approval of the OCC before amending its articles of association to expand the scope of its activities and services; and
  - Transfers of the bank's stock are subject to prior approval of a federal depository institution regulatory agency. If no other agency approval is required, the OCC's approval must be obtained prior to the transfers. In such cases where OCC approval is required, the OCC will apply the definitions and standards of the Change In Bank Control Act and the OCC's implementing regulation to ownership changes in the bank.

Please be advised that all conditions of this approval shall be deemed to be "conditions imposed in writing by the agency in connection with the granting of any application or other

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request" within the meaning of 12 U.S.C. §1818. All conditions referenced in this document are enforceable under 12 U.S.C. §1818 as specifically applied to uninsured national banking associations under section §1818(b)(5).

Some of the standard conditions referenced in the enclosed package of Standard Conditions to Organize a National Bank together with the Minimum Policies and Procedures may not be applicable since the proposed bank's activities will be limited to those of a national trust bank. It is the responsibility of management to ensure that the applicable policies and procedures are established and adopted by the Board of Directors before the bank commences business. Applicable standard conditions must be met before the bank will be allowed to commence business.

You may now form a body corporate and begin organizing First Financial Services Group, National Association as soon as you adopt and forward the articles of association and organization certificate to the OCC's Central District Office, at the address noted at the top of the preceding page.

As a body corporate, you may begin to take those steps necessary for obtaining final approval, but you may not accept any appointment as a fiduciary until you fulfill all requirements for a bank in organization and a charter and trust permit are granted (see enclosed Organization Checklist and Organization Instructions).

The OCC has no objection to the following persons serving as directors and executive officers of the proposed bank. All other executive officers are subject to the prior review and clearance of the OCC. In addition, the OCC's prior approval of any additions or changes in executive officers or directors is required for two years once the bank has opened for business.

NAME

David A. Arnold

Robert M. Butler

Frank J. Dosch

Milman H. Linn, III

William T. Stewart

James Nicholson

Charles E. White

Mary Marks Kennedy

S. Bruce Lee

POSITION

Director, Executive Vice President

Director, CEO

Director

Director

Director

Chief Financial Officer

Senior Vice President

Senior Vice President

Vice President

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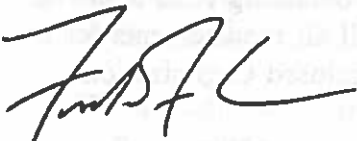
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Your check for \$7,100 payable to the Comptroller of the Currency along with the Articles of Association and Organization Certificate should be forwarded to the OCC within 30 days.

Equal Housing Lender posters, the Comptroller's Manual for National Banks, the Comptroller's Manual for Corporate Activities, the Comptroller's Handbook for National Bank Examiners, the Comptroller's Handbook for Fiduciary Activities, the Comptroller's Handbook for Compliance, An Examiner's Guide to Consumer Examination, the OCC's Director's Book, a set Call Report forms and instructions, and a set of current OCC issuances will be sent to you under separate cover.

Any questions concerning this preliminary conditional approval should be directed to Mark A. Nishan, Director for Compliance and Bank Supervision, or National Bank Examiner David J. Rogers, at (312) 360-8863.

Sincerely,



Fred D. Finke

Acting Deputy Comptroller

Enclosures:

Documents - OCC Standard Conditions, New Bank Charters

Documents - Applicant, Organization Checklist (Parts A & B),  
New Bank Charters

Documents - OCC, Minimum Policies and Procedures,  
New Bank Charters

Documents - OCC, Organization - Instructions, New Bank Charters