



Comptroller of the Currency
Administrator of National Banks

Licensing Department
Washington, DC 20219

November 20, 2009

**Conditional Approval #935
January 2010**

Richard Wise
President and Chief Executive Officer
American National Bank
5603 Ridge Road
Parma, Ohio 44129

Re: Amended Application to Pre-pay Subordinated Debt
American National Bank Charter No. 15109
CAIS # 2009-CE-12-0217

Dear Mr. Wise:

I approve American National Bank's (ANB) plan to prepay the 8% Subordinated Debt issued December 23, 2008 and maturing December 22, 2013. Specifically, ANB has requested the OCC's approval to pre-pay Subordinated Debt in the aggregate amount of not less than \$2 million but no more than \$2,890,000. ANB's target pre-payment amount is \$2,670,000.

I approve your bank's request to pre-pay the Subordinated Debt subject to the following conditions:

- 1) Pre-payment of Subordinated Debt will be in an aggregate amount of not less than \$2 million and not more than \$2,890,000.
- 2) ANB must receive an equity injection that qualifies as Tier 1 capital from the current Subordinated Debt holders prior to the pre-payment of any Subordinated Debt in an amount at least equal to the amount of Subordinated Debt that is to be pre-paid.
- 3) The pre-payment of Subordinated Debt must be consummated within 60 days.

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.

This approval and the activities and communications by OCC employees in connection with this 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 forgoing may not be waived or modified by any employee or agent of the OCC or the United States. The OCC must be notified within 10 days after prepayment of the Subordinated Debt.

If you have any questions, please contact Travis W. Wilbert, Director - Central District Licensing at (312) 360-8866.

Yours truly,

signed

Lawrence E. Beard
Deputy Comptroller, Licensing