July 14, 2014

CRA Decision #159
August 2014

Jeffrey L. Knight, Esq.
EVP, Corporate Secretary, and Chief Legal Counsel
Old National Bancorp
One Main Street
Evansville, Indiana 47708

Subject: Application for the merger of United Bank and Trust, Ann Arbor, Michigan into Old National Bank, Evansville, Indiana
OCC Control No.: 2014-CE-Combination-137558 Charter No.: 8846

Dear Mr. Knight:

The Office of the Comptroller of the Currency (OCC) hereby approves the application to merge United Bank and Trust, Ann Arbor, Michigan (United) into Old National Bank, Evansville, Indiana (the Bank or ONB), under the title and charter of the latter. The OCC also approves the retention of United Mortgage Company and UB&T Insurance Agency, two wholly owned subsidiaries of United Bank and Trust. United Mortgage Company is currently inactive, and UB&T Insurance Agency engages in no other activities than being the recipient of accounting entries of United's brokerage operation.

These approvals are granted after a thorough review of the applications, other materials each of the banks and its representatives supplied, and additional information available to the OCC, including commitments and representations made in the applications and by the banks' representatives during the applications process.

I. The Transaction

United is a wholly owned subsidiary of United Bancorp, Inc. (UBI), a bank holding company headquartered in Ann Arbor, Michigan. United is a state-chartered commercial bank. United has its main office in Ann Arbor, Michigan and operates 17 branches in Michigan.

The Bank is a wholly owned subsidiary of Old National Bancorp (ONBancorp), a bank holding company headquartered in Evansville, Indiana. The Bank is a national bank with its main office in Evansville, Indiana and over 180 branches in Indiana, Illinois, Kentucky, Michigan, and Ohio.

ONBancorp submitted an application to the Federal Reserve Bank of St. Louis to acquire UBI through a merger transaction. Immediately following the consummation of the bank holding company merger, United will merge into the Bank in an affiliated interstate merger transaction. The Federal Reserve Board approved the holding company transaction on July 14, 2014.

II. Legal Authority for the Transaction

The Bank applied to the OCC for approval to merge United with and into the Bank under 12 U.S.C. §§ 215a and 1828(c), and the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (Riegle-Neal), 12 U.S.C. § 1831u, which authorizes mergers between insured banks with different home states. 12 U.S.C. § 1831u(a)(1). Riegle-Neal amended the National Bank Consolidation and Merger Act to permit national banks to engage in interstate merger transactions. 12 U.S.C. § 215a-1. As discussed below, the OCC has determined that the merger satisfies relevant legal requirements.

Riegle-Neal permits a state to elect to prohibit interstate merger transactions by enacting legislation that expressly prohibits all mergers with out-of-state banks. 12 U.S.C. § 1831u(a)(2) (state “opt-out” laws). The OCC may not approve an interstate merger if the transaction involves a bank whose home state enacted a law between September 29, 1994 and June 1, 1997 that expressly prohibits all mergers with all out-of-state banks. The home state of the Bank is Indiana, and the home state of United is Michigan. Neither of these states opted-out. Accordingly, the merger of United into the Bank is legally authorized as an interstate merger transaction under Riegle-Neal, 12 U.S.C. §§ 215a-1 and 1831u(a), subject to certain requirements and conditions set forth in 12 U.S.C. §§ 1831u(a)(5) and 1831u(b) for affiliated banks. These conditions relate to: (1) compliance with state-imposed age limits, if any; (2) compliance with certain state filing requirements; and (3) capital and management requirements. Pursuant to 12 U.S.C. § 1831u(d)(1), the Bank may retain its main office and branches as well as the main office and branches of United following consummation of the merger. The OCC has determined that each of the requirements has been met.

III. Bank Merger Act

The Bank’s proposed merger with United is also subject to OCC review under the Bank Merger Act. The OCC reviewed the proposed merger under the criteria of the Bank Merger Act, 12 U.S.C. § 1828(c), and applicable OCC regulations and policies. Under the Bank Merger Act, the OCC generally may not approve a merger that would substantially lessen competition. The Bank Merger Act also requires the OCC to take into consideration the financial and managerial resources and future prospects of the existing and proposed institutions, and the convenience and needs of the community to be served. 12 U.S.C. § 1828(c)(5). The OCC must also consider the effectiveness of any insured depository institution involved in the proposed merger transactin in combating money laundering activities. 12 U.S.C. § 1828(c)(11). Furthermore, the OCC must consider the risk of the transaction to the stability of the United States banking or financial system. 12 U.S.C. § 1828(c)(5) (as amended by section 604 of Dodd-Frank). The OCC considered these factors and found them consistent with approval of this application.

IV. Community Reinvestment Act

The Community Reinvestment Act (CRA) requires the OCC to take into account the records of the institutions' performance in helping to meet the credit needs of their communities, including low- and moderate-income neighborhoods, when evaluating applications under the Bank Merger Act. The OCC considered the CRA performance evaluation (PE) of each institution involved in this transaction. In addition to these records, the OCC considered information provided by ONB in response to public comments relating to the pending application and a recently approved merger application between ONB and Tower Bank & Trust Company (the ONB/Tower merger),[1] information provided by ONB in response to a request for additional information by the OCC relating to the pending application and a request relating the ONB/Tower merger, and other information available to the OCC as a result of its supervisory responsibilities. The OCC also considered information provided by ONB in response to a request for additional information by the Board of Governors of the Federal Reserve System (the Board) relating to the pending application and a request related to the ONB/Tower merger. A review of the records and information above indicates that the institutions' records of helping to meet the credit needs of their communities are consistent with approval of this application.

A. Old National Bank

ONB's most recent PE, dated December 31, 2012, assigned the bank an overall "Outstanding" rating.[2] The major factors supporting the overall "Outstanding" rating were: (i) a significant majority of the institution's loans were originated inside its assessment areas (AA); (ii) excellent lending activity; (iii) good geographic distribution of small loans to businesses, and adequate geographic distribution of home mortgage loans and small loans to farms; (iv) excellent distribution of home mortgage loans by income level of the borrower; (v) good distribution of loans to businesses and farms with different revenue sizes; (vi) community development lending having a significantly positive impact in the State of Indiana and a positive impact in the Evansville Multistate Metropolitan Statistical Area (MMSA); (vii) an overall good level of qualified community development investments that were highly responsive to community needs; (viii) branches that were accessible to geographies and individuals of different income levels; and (ix) a relatively high level of community development services.

[1] On April 11, 2014, the OCC issued a decision letter approving ONB's application to merge Tower Bank & Trust with and into itself. A copy of the letter is available at http://www.occ.gov/static/interpretations-and-precedents/jun14/intjun14.html as CRA Decision Letter No. 157.

[2] The OCC evaluated ONB as a large bank for the period July 1, 2008 through December 31, 2012 and issued an "Outstanding" rating for the lending test, a "High Satisfactory" rating for the investment test, and a "High Satisfactory" rating for the service test. A copy of the PE is available at http://www.occ.gov/tools-forms/tools/compliance-bsa/cra-perf-eval-search.html.

B. United Bank & Trust

The Federal Deposit Insurance Corporation (FDIC) issued United's most recent PE, dated June 28, 2011, and assigned the bank an overall "Satisfactory" rating.[3] The major factors supporting the overall "Satisfactory" rating were: (i) a majority of loans were originated within the bank's AA; (ii) lending levels reflected good responsiveness to AA credit needs; (iii) geographic distribution of loans reflected adequate penetration throughout the AA; (iv) the distribution of borrowers reflected good penetration among retail customers of different income levels and excellent penetration among businesses of different sizes; (v) a high level of community development loans, and the use of innovative and/or flexible lending practices to serve AA credit needs; (vi) a very good level of qualified community development investments and grants, especially in the Lenawee County portion of the AA; (vii) very good responsiveness to credit and community economic development needs; (viii) occasional use of innovative and/or complex investments to support community development initiatives; (ix) delivery systems that were accessible to essentially all portions of the institution's AA; (x) services, including business hours, did not vary in a way that inconveniences certain portions of the AA, particularly low- and moderate-income geographies and/or individuals; (xi) no changes were made that adversely affected the accessibility of delivery systems; and (xii) a high level of community development services.

V. Public Comments

The OCC received a copy of a public comment made to the Board in connection with the holding company merger associated with ONB's application to merge United with and into itself. The comment expresses concerns similar to those made by the same commenter in connection with the recently approved ONB/Tower merger. Citing ONB's 2012 HMDA data, the commenter asserted that: (i) ONB made substantially fewer refinance loans to African American and Latino applicants than to white applicants in the Indianapolis and Evansville MMSA; (ii) ONB made fewer refinance loans to African American applicants than to white applicants in the Fort Wayne MSA, while making no refinance loans to Latino applicants in that MSA; (iii) ONB made fewer home improvement loans to African American and Latino applicants than to white applicants in the Evansville MMSA; (iv) ONB made fewer home improvement loans to African American applicants than to white applicants in the Indianapolis MSA, while making no home improvement loans to Latinos in that MSA; (v) ONB made home improvement loans only to white applicants in the Fort Wayne MSA; (vi) ONB made fewer conventional home purchase loans to African American applicants than to white applicants in the Evansville MMSA, while making no conventional home purchase loans to Latino applicants in that MSA; (vi) ONB made conventional home purchase loans only to white applicants in the Indianapolis and Fort Wayne

[3] The FDIC evaluated United Bank & Trust for the period January 1, 2009 through March 31, 2011 and issued a "High Satisfactory" rating in the lending, investment, and service performance tests. A copy of the PE is available at
http://www2.fdic.gov/crapes/index.asp?ProcessParms=Y&ErrMessage=N&PageNo=1&PrevPage=0&NextPage=0&TotRecs=9&TotPages=1&PEInd=Y&CRACert=13177&CRAStatus=CurrentActive.

MSAs; and (vii) ONB's denial disparities in each of the aforementioned MSAs suggests a pattern of denial rate disparities.

In addition to these concerns, citing the 2012 HMDA data for United, the commenter asserted that: (i) United made substantially fewer conventional home purchase and refinance loans to African American and Latino applicants than to white applicants in the Ann Arbor MSA, and (ii) United denied two of the six applications from Latino applicants in the Ann Arbor MSA, allegedly indicating a pattern of denials.

Finally, the commenter asserted that ONB recently disclosed that the ONB/Tower merger resulted in the elimination of jobs and closure of branches. Based on this assertion, the commenter stated that ONB should be required to disclose any branch closures in connection with the proposed merger.[4]

The OCC has carefully considered the commenter's concerns as they relate to the statutory and regulatory factors considered by the OCC when reviewing an application under the Bank Merger Act. The commenter's concerns are summarized and addressed below.

A. Convenience and Needs

The OCC reviewed the commenter's branch closure-related concerns when considering the convenience and needs of the communities to be served. In connection with this application, the commenter cited a notice sent by ONB to the Indiana Department of Workforce Development (the Department) notifying the Department that ONB permanently eliminated certain jobs in connection with the ONB/Tower merger.[5] According to the commenter, this notice also included branch closure information; however, based on the OCC's review, the notice does not appear to relate to branch closures. Furthermore, although the notice states that the jobs eliminated impact employees at the former Tower Bank & Trust headquarters, ONB has not informed the OCC that it intends to close the branch at that location.[6] Additionally, ONB previously represented that it did not intend to close any branches in connection with the ONB/Tower merger.

As mentioned above, the commenter also expressed concerns regarding ONB's record of closing branches. The OCC considered the commenter's concerns with regard to ONB's record of closing branches in connection with the ONB/Tower merger. In both the ONB/Tower merger and the proposed merger, the commenter asserted that ONB has a history of buying and closing branches. In support of the assertion, the commenter referenced a news article stating that ONB

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[4] The commenter also requested that the Board provide all non-exempt portions of the applications and notices for which the applicants had requested confidential treatment, extend the comment period, and hold public hearings on the matter.
[5] A copy of the notice is available at http://www.in.gov/dwd/files/WARN_OldNationalBankEvansville_031314.pdf.
[6] Were ONB to decide to close a branch, it would be required under 12 U.S.C. § 1831r-1 to submit a notice of the proposed closing to the OCC not later than the first day of the 90-day period ending on the date proposed for the closing.

has nearly $10 billion in assets.[7] The commenter asserted that ONB has a history of closing branches in order to remain under $10 billion in assets,[8] and has a business strategy of reducing services in the communities it serves in an effort to remain under the $10 billion threshold.

In November 2011, the OCC and CFPB, along with the Board, the FDIC, and National Credit Union Administration (collectively the Agencies) issued a Supervisory Statement that sets forth how and when the Agencies determine the total assets of an insured depository institution or an insured credit union for purposes of their supervisory and enforcement responsibilities under sections 1025 and 1026 of the Dodd-Frank Act.[9] The final paragraph of that statement describes how the Agencies review the combined assets of an institution for purposes of determining supervisory responsibilities in the case of an acquisition, merger, or combination. Specifically, if the combined total assets reported by the two institutions were more than $10 billion in each of the four consecutive quarterly Call Reports prior to the merger, the resulting institution would be a large institution subject to the CFPB's supervisory and enforcement authority with respect to Federal consumer financial laws.

If the proposed merger were approved, and the institutions' combined assets would be above the $10 billion threshold as described above, then the CFPB would have exclusive examination and primary enforcement authority for Federal consumer financial laws over the institution. If the combined assets of the institutions would be below the $10 billion threshold, this authority would remain with the OCC.

Considering that the combined total assets of the institutions involved in the ONB/Tower merger have exceeded the $10 billion dollar threshold,[10] with the addition of United, an approximately $921 million institution, the combined assets of the institutions will continue to exceed the $10 billion threshold as established in the Dodd-Frank Act and calculated under the Supervisory Statement.

As part of the OCC's CRA performance evaluation the OCC considered ONB's provision of services to its AAs and rated its performance under the service test overall as "High Satisfactory." The PE indicates that ONB's branches are accessible to geographies and

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[7] Susan Orr, *Old National plans to beef up presence in Fort Wayne with Tower purchase*, Evansville Courier & Press (Sept. 10, 2013), http://www.courierpress.com/news/2013/sep/10/48pt-hed1-15-inches-of-story-one-line-p/.
[8] Effective July 2011, section 1025 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) assigned to the Consumer Financial Protection Bureau (CFPB) exclusive examination authority and primary enforcement authority to ensure compliance with "Federal consumer financial laws" (as that term is defined by the Dodd-Frank Act) by banks and Federal savings associations with more than $10 billion in assets. For those institutions, the OCC coordinates with the CFPB to obtain information, as appropriate, for the evaluation of a bank's CRA performance. For institutions with $10 billion or less in assets, examination and primary enforcement authority to ensure compliance with all consumer financial laws remains with the OCC.
[9] Available at http://www.occ.gov/news-issuances/news-releases/2011/nr-ia-2011-136a.pdf.
[10] The last four consecutive quarterly Call Reports for ONB and Tower reflect the following information (in thousands): (1) June 30, 2013 – ONB $9,492,860, Tower $681,266, combined $10,174,126; (2) September 30, 2013 – ONB $9,500,943, Tower $702,762, combined $10,203,705; (3) December 31, 2013 – ONB $9,462,510, Tower $692,841, combined $10,119,351; and (4) March 31, 2014 – ONB $9,399,241, Tower $674,133, combined $10,073,374.

individuals of different income levels. In addition, United's PE rated its performance under the service test overall as "High Satisfactory." United's PE states that the institution's branches and ATM network provide access to all portions of its AA. Moreover, ONB and United's PEs indicate that the institutions provide a high level of community development services.[11]

In addition, ONB's PE indicates that acquisition activity positively affected the scope of the institution's operations. Specifically, the PE indicates that ONB added 93 branch locations from 2011 to 2012.[12] Moreover, the PE indicates that ONB's branch openings and closings generally have not adversely affected, and in some AAs have improved, the accessibility of the bank's delivery systems to low- and moderate-income geographies or individuals. Notably, ONB stated that it does not anticipate closing any branches in connection with the proposed merger.
As discussed in the ONB/Tower merger approval letter, ONB specifically addressed the commenter's concerns related to branch closures. In particular, ONB stated that it maintains branch closing policies and procedures. ONB represented that the branch closing policies and procedures include an analysis aimed at determining whether a branch closure will result in a deterioration of overall financial services for low- and moderate-income individuals or in low- or moderate-income geographies. ONB further represented that it factors the results of this analysis into its decision of whether to close a branch. In addition, ONB represented that it has a strong history of community outreach and offers a range of products designed for low- and moderate-income individuals and other underserved groups.[13] In consideration of the convenience and needs of the Ann Arbor community, ONB represented that following the proposed merger, it will make available to United customers its full range of products and services, including those that target low- and moderate-income geographies and individuals.

B. Fair Lending

The commenter expressed concerns regarding the volume of ONB's conventional home purchase loan, refinance loan, and home improvement loan originations in the Evansville MMSA, Indianapolis MSA, and Fort Wayne MSA (collectively the highlighted MSAs). The commenter

[11] For example, among other community development services, ONB's CRA PE reflects that it functioned in a leadership role in managing the Bank On Program, discussed in footnote 13 *infra*, and provided financial literacy training to low- or moderate-income individuals. With regard to United, its CRA PE reflects that, among other services, United provided free loan servicing to individuals who purchased a home through Habitat for Humanity and provided credit counseling services and budgeting help to all borrowers upon request.
[12] ONB represented that as of April 1, 2013 it had 174 banking centers. Of these, ONB represented that 47 are located in low- and moderate-income census tracts.
[13] ONB represented that it provides the following products, services, and initiatives targeted to LMI individuals or other underserved groups: (i) Bank On Program - a program that brings together financial institutions and community partners to create improved access to mainstream financial services and financial education for the unbanked; (ii) ONe Community Program - an ONB program that offers paid volunteer flextime to employees for up to two hours a month for volunteer activities in the community; (iii) NewStart Checking - a second chance account with the purpose of helping individuals get back into the financial mainstream; (iv) CheckCash Express - a reduced rate (as compared to Cash Advance organizations) check cashing service for non-banked individuals who are not Bank clients; and (v) Low Fee Money Orders - money orders offered at a cost of $0.99 per money order. ONB indicated that it partners with several community development organizations to offer Individual Development Accounts, which are matched savings accounts to encourage low-income families to save money on a regular basis.

suggested that, based on an analysis of 2012 HMDA data, ONB's lending to African American and Latino applicants within the highlighted MSAs was unsatisfactory. Moreover, based on an analysis of 2012 HMDA data, the commenter raised additional concerns related to United's conventional home purchase and refinance lending in the Ann Arbor MSA.

Pursuant to 12 C.F.R. § 25.28(c), the results of the OCC's evaluation of an institution's CRA performance may be adversely affected by evidence of discriminatory or other illegal credit practices. The OCC may lower the overall rating of an institution based on findings of discriminatory or other illegal credit practices in any geography by the institution. ONB's PE noted that the OCC did not identify evidence of discriminatory or other illegal credit practices inconsistent with helping to meet community credit needs with respect to this institution during the evaluation period that ended December 31, 2012.

With regard to the lending concerns raised by the commenter, it should be noted that HMDA data alone are not adequate to provide a basis for concluding that an institution is engaged in lending discrimination or to indicate whether its level of lending is sufficient. Specifically, HMDA data do not take into consideration borrower creditworthiness, housing prices, collateral values, credit scores, and other factors relevant to each credit decision, nor does it fully reflect the range of an institution's lending activities and efforts.

In November 2012 and November 2013, the OCC conducted targeted examinations of ONB's risk management program for fair lending compliance, in which it assessed ONB's fair lending policies, procedures, and practices.[14] In considering this application, the OCC also conducted a review of ONB's publicly available 2012 HMDA data. These supervisory activities did not result in findings of discrimination relating to ONB's fair lending policies and procedures or to underwriting decisions by ONB's management. In addition to these examinations, the OCC's CRA evaluation assessed ONB's lending to low- and moderate-income individuals and geographies. The PE, which provides the findings of that evaluation, reflects that ONB received an overall rating of "Outstanding" on the lending test. In particular, in both the Evansville MMSA and the State of Indiana, the PE rated ONB's lending test performance "Outstanding." Moreover, within the Indianapolis MSA, lending activity was excellent, the geographic distribution of home mortgage loans was adequate, and the borrower distribution[15] of home mortgage loans was excellent. In the Fort Wayne MSA, which received a limited scope review, ONB's lending performance was good. In addition, the PE indicated that community development lending had a positive impact on lending performance in both the Evansville MMSA and the Indianapolis MSA.

With regard to the commenter's concerns regarding United, in its CRA PE, the FDIC rated United's lending test performance overall as "High Satisfactory," and stated that it reflected good responsiveness to the institution's AA credit needs. United's PE also indicated that the FDIC did

[14] These examinations were based on 2010 and 2011 data. The OCC has fair lending supervisory activities scheduled for 2014 that will be based on 2012 data.
[15] The CRA PE uses the term "geographic distribution"; the PE should read "borrower distribution" as is reflected in this letter.

not find evidence of discriminatory or other illegal credit practices inconsistent with helping meet community credit needs.

In addition, the Board reviewed United's publicly available 2012 HMDA data and preliminary 2013 HMDA data and found that, in United's AA, as well as in the Ann Arbor MSA separately, the review did not show any significant differences between United's lending and the aggregate lending for conventional home purchase loans, refinance loans and home improvement loans.

ONB represented that it is committed to the fair treatment of all its customers and potential customers and to maintaining the highest standards of corporate responsibility. To this end, ONB represented that it maintains a fair lending program that includes a fair lending policy, titled "Fundamental Principles of Credit" that outlines ONB's responsibility for compliance with all applicable fair lending laws and regulations. In addition, ONB stated that its fair lending program includes: (i) annual training for all employees involved in any aspect of the bank's credit transactions, (ii) ongoing monitoring and compliance with fair lending regulations, (iii) regular analysis of loan data for potential disparities on a prohibited basis, (iv) regular assessment of the marketing of loan products, (v) ongoing monitoring of consumer complaints, and (vi) oversight by management and the Board of Directors. Moreover, ONB noted that it has appointed fair lending officers within its various business units. The fair lending officers work within their respective lines of business, which have direct responsibility for regulatory compliance risk management. As part of the OCC's supervisory responsibilities, the OCC reviewed and determined that ONB has an effective fair lending self-assessment process. Upon consummation of the proposed merger, United would fall under ONB's fair lending compliance systems and would follow ONB's policies, procedures, and internal controls.

ONB further represented that it is committed to working with community leaders, government entities, and residents of the communities it serves. ONB represents it has established a dedicated Community Development Banking team that focuses on building community relationships, conducting outreach, and providing credit opportunities to all segments of the communities in which the bank is located, including low- to moderate-income neighborhoods and individuals and minorities, small businesses, government entities, and community organizations. In addition, ONB represented that it offers numerous lending products that were created for low- and moderate-income individuals or certain specialized groups.[16] To address

[16] ONB represented that it offers several products targeted to low- and moderate-income individuals or certain specialized groups, such as: (i) Home Manager Mortgage (ONB originated approximately $4.6 million of these loans in 2012 and 2013) - a product with an income restriction of 80 percent of area median income that provides a maximum of 97 percent financing with no private mortgage insurance requirements; (ii) Federal Housing Administration Mortgage Loans (ONB originated approximately $70.6 million of these loans in 2012 and 2013) - loans that have lower down payment requirements and less restrictive qualifying criteria for borrowers than conventional loans; (iii) Federal Home Loan Bank Affordable Housing Program Grants (ONB provided approximately $2.7 million of these grants in 2012 and 2013) - a flexible funding source that provides housing opportunities for families whose incomes are 80 percent or less of the area median; (iv) Federal Home Loan Bank Neighborhood Impact Program (ONB provided a total of $437,500 of these grants in 2012 and 2013) - a grant program funded through the Federal Home Loan Bank of Indianapolis for qualified LMI homeowners to rehabilitate their homes; (v) Federal Home Loan Bank Home Opportunity Program (ONB provided $24,242 in assistance in

the needs of the Spanish speaking population, ONB represented that it provides a Language Line service for associates who are assisting a client who is not fluent in English. ONB further represented that its most popular account opening documents are available in Spanish.

Moreover, ONB represented that it will offer a full range of products and services in the Ann Arbor MSA, including those that target LMI geographies and individuals, and has developed a strategy to market its products and services to low- and moderate-income and minority populations in that MSA. In entering the Ann Arbor MSA, ONB represented that it has developed a marketing strategy for its loan products and services that consists of: (i) identifying community needs; (ii) forming strong partnerships including with groups that serve the interests of African Americans, Hispanics, and other minority groups;[17] (iii) showing a strong presence in the community through employee volunteer activities and community development services;[18] (iv) charitable contributions to agencies that serve the low- and moderate-income population and identified community needs;[19] and (v) providing excellent services to every customer. As part of this strategy, ONB stated that it has targeted the Ann Arbor MSA for an in-depth written performance context and needs assessment in September 2014. ONB further represented that the results of this assessment will aid the institution in establishing a strategy for reaching low- and moderate-income geographies and individuals.

Lastly, ONB stated that it considers diversity and inclusion critical factors in the success of the institution. As such, ONB represented that as part of its diversity and inclusion program the Community Development Banking team will work with the Diversity & Inclusion Director (Director) to ensure a coordinated effort to target the low- to moderate-income community, minority and women-owned businesses and other diverse populations through products and services offerings. To help achieve its diversity and inclusion program goals, ONB represented that each market will work with the Director to create customized plans that include internal training, external outreach, and community partnership development. ONB represented that it will build relationships with community organizations by providing financial education, grants and sponsorships, and volunteers to community organizations in an effort to attract new customers. Moreover, ONB represented that its Community Development Banking team and the Director will work to ensure ONB continues to target the low- and moderate-income community, minority- and women-owned businesses, and other diverse populations through appropriate products and services.

2012) - a program that helps first-time homebuyers at or below 80 percent of area median income with down payment and closing costs assistance and improves their eligibility for mortgage financing.

[17] ONB represented that in the Ann Arbor market it plans to seek partnerships with groups serving the interests of African Americans, Hispanics, and other minority groups, and low- and moderate-income sectors, such as: (i) Another Ann Arbor, Inc. – an organization which educates residents concerning the history and culture of African Americans and advocates African American issues; (ii) Casa Latina – A Latino Community Center which promotes Latino participation in the Ann Arbor community; and (iii) Washtenaw County Office of Community and Economic Development.

[18] For example, volunteering at the African American Festival in Downtown Ann Arbor.

[19] For example, providing technical expertise on boards and providing financial literacy training.

C. Summary

Accordingly, based upon our review of the respective records of institutions involved in the proposed merger, the application, the public comments and ONB's response to those comments, information provided by ONB in response to requests for additional information by the Board relating to the pending application and related to the recently approved merger application referenced above, information provided by ONB in response to requests for additional information by the OCC relating to the pending application and related to the recently approved merger application referenced above, and supervisory materials and other information available to the OCC as a result of its regulatory responsibilities, we conclude that ONB's and United's records of helping to meet the credit needs of their communities are consistent with approval of the application.

VI. Consummation Requirements

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each institution, certifying that the required shareholder approvals have been obtained, if required.
- Documentation that all other conditions that the OCC imposed have been met.

If the merger with United has not been consummated within 12 months from the approval date, the approval will automatically terminate unless the OCC grants an extension of time. The OCC must be advised in writing of the desired effective date for the mergers so it may issue the necessary certification letter.

These approvals, 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 OCC may modify, suspend or rescind any portion of this decision if a material change in the information on which the OCC relied occurs prior to the date of the transactions 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.

A separate letter is enclosed requesting the Bank's feedback on how we handled the referenced applications. If you have any questions, please contact Senior Licensing Analyst Carolina M. Ledesma by e-mail at carolina.ledesma@occ.treas.gov or by telephone at (312) 360-8867. Please include the OCC Control Number on any correspondence related to this filing.

Sincerely,

signed

Stephen A. Lybarger
Deputy Comptroller for Licensing

Enclosure: Survey Letter