

OFFICE OF THRIFT SUPERVISION
APPROVAL OF APPLICATION TO ACQUIRE BRANCHES

ORDER NO.: 96-83

DATE: August 21, 1996

Home Savings of America, FSB, Irwindale, California (the "Thrift"), a Federal stock savings bank insured by the Bank Insurance Fund, seeks approval of the Office of Thrift Supervision ("OTS") under 12 U.S.C. § 1828(c), and 12 C.F.R. § 563.22, to acquire sixty-one (61) branch offices from Wells Fargo Bank, N.A., San Francisco, a national bank insured by the Bank Insurance Fund (the "Application").

The OTS has considered the Application under the factors set forth in 12 U.S.C. § 1828(c) and 12 C.F.R. § 563.22(d), and under the Community Reinvestment Act ("CRA"), 12 U.S.C. § 2901 et seq., and the OTS regulations thereunder at 12 C.F.R. Part 563e. The OTS has considered three protests (the "Protests") submitted by the California Reinvestment Committee, the Sacramento Housing and Redevelopment Agency, and the National Association for the Advancement of Colored People, and materials concerning the Thrift's CRA performance. In addition, the OTS has considered a digest, dated August 1, 1996, prepared by the OTS West Regional Office, an analysis by Compliance Policy dated August 13, 1996, an analysis by Corporate Activities dated August 20, 1996, and a legal opinion dated August 20, 1996, prepared by the Business Transactions Division.

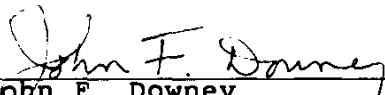
Based on the foregoing statutes, regulations and materials, the OTS has determined that the acquisition of the 61 branch offices by the Thrift would be in compliance with all of the applicable standards and criteria. Accordingly, the application is hereby approved, subject to the following conditions:

1. The proposed transaction shall be consummated not less than 15 (fifteen) nor more than 120 days from the date of this approval letter unless an extension is granted for good cause by the Regional Director or his designee ("Regional Director");
2. On the business day prior to the date of consummation of the proposed transaction, the chief executive officer of the Thrift shall certify in writing to the Regional Director that no material adverse events or material adverse changes have occurred with respect to the financial condition or operations of the Thrift, since the date of the financial statements submitted with the application;

3. No later than thirty (30) days from the date of consummation of the transaction, the Thrift shall file with the Regional Director a certification by legal counsel specifying the effective date of the transaction, that the transaction was consummated in accordance with all applicable laws and regulations, the subject application, and this order; and
4. No later than thirty (30) days after consummation of the proposed transaction, the Thrift shall advise, in writing, all depositors whose accounts will exceed \$100,000 as a result of the deposit acquisition, of the effect of the transaction on their insurance coverage.

Any time period specified herein may be extended by the Regional Director, for good cause, for up to 120 calendar days.

By Order of the Acting Director of the Office of Thrift Supervision, or his designee, effective August 21, 1996.



John F. Downey
Executive Director, Supervision