



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

August 13, 2009

**Conditional Approval #920
September 2009**

Gerald P. Hurst, General Counsel
RBC Bancorporation (USA)
301 Fayetteville Street, Suite 2100
Raleigh, NC 27601

Re: Affiliated Merger No. 2008 SO 02 0027
RBC Bank (Georgia) Atlanta, Georgia, with and into,
First Gulf Bank, N.A., Pensacola, Florida, Charter No. 23416

Dear Mr. Hurst:

The Office of the Comptroller of the Currency (“OCC”) hereby conditionally approves the application to merge RBC Bank (Georgia) Atlanta, Georgia (“RBC Georgia”) with and into First Gulf Bank, National Association, Pensacola, Florida (“First Gulf”) for the reasons and subject to the conditions and requirements set forth herein. This conditional approval is granted after a thorough evaluation of the application, other materials you have supplied, and other information available to the OCC, including representations made in the application and by the applicant banks’ representatives during the application process.

The Transaction

First Gulf is a wholly-owned subsidiary of RBC Bancorporation (USA), Raleigh, North Carolina. RBC Georgia is a wholly-owned subsidiary of RBC Bank (USA), Raleigh, North Carolina which is a wholly-owned subsidiary of RBC Bancorporation (USA), Raleigh, North Carolina. First Gulf has one office in Pensacola, Florida. RBC Georgia operates one office located in Atlanta, Georgia. RBC Georgia will merge with and into First Gulf. The resulting bank will operate one office which will be located at the present main office location of RBC Georgia. The present main office location of First Gulf in Pensacola, Florida will be closed upon completion of the merger. The resulting bank will have the title “RBC Bank (Georgia), National Association”.

Legal Authority for the Merger

First Gulf has applied to the OCC for approval to merge with RBC Georgia under the charter of First Gulf and the title of RBC Bank (Georgia), National Association, pursuant to 12 U.S.C. §§ 215a-1, 1828(c) and 1831u. The home state of First Gulf is Florida and the home state of the target bank is Georgia, and so in this transaction two affiliated banks with different home states under the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994

(“Riegle-Neal”) will merge. The OCC may not approve an interstate merger if the transaction involves a bank whose home state has enacted a law between September 29, 1994, and May 31, 1997, that expressly prohibits all mergers with out-of-state banks. Both states have laws permitting interstate mergers.

Approval of an interstate merger transaction under 12 U.S.C. § 1831u is also subject to certain requirements and conditions set forth in sections 1831u(a)(5) and 1831u(b). These conditions are: (1) compliance with state-imposed age limits, if any, subject to the Riegle-Neal Act’s limits; (2) compliance with certain state filing requirements, to the extent the filing requirements are permitted in the Act; (3) compliance with nationwide and state concentration limits; (4) community reinvestment compliance; and (5) adequacy of capital and management skills. The OCC has determined that the merger satisfies all these conditions to the extent applicable.¹

Bank Merger Act

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 U.S.C. § 1828(c). Among other matters, we found that the proposed transaction would have no anticompetitive effects. The OCC also considered the financial and managerial resources of the banks, their future prospects, and the convenience and needs of the communities to be served. In addition, the Bank Merger Act requires the OCC to consider “. . . the effectiveness of any insured depository institution involved in the proposed merger transaction in combating money laundering activities” The OCC considered these factors and found them to be consistent with approval of this application.

Community Reinvestment Act

The OCC also is required to consider the applicant’s record of compliance with the Community Reinvestment Act (“CRA”), 12 C.F.R. § 25.29(a)(3), including 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 consolidation and merger transactions that are subject to the Bank Merger Act. The OCC considers the CRA performance evaluation of each institution involved in the transaction. A review of the record of these applicants and other information available to the OCC as a result of its regulatory responsibilities

1. Upon consummation of a merger under Riegle-Neal, the acquiring bank may retain as a main office or branches each of the main offices and branches of the banks involved in the merger. 12 U.S.C. § 1831u(d)(1). Consequently, following consummation of the merger, the resulting bank may retain the main office of RBC (Georgia). As previously noted, the resulting bank does not seek to retain the current main office of First Gulf as a branch.

revealed no evidence that the applicants' record of helping to meet the credit needs of their communities, including LMI neighborhoods, is less than satisfactory.

Conditions of the Approval

This approval is subject to the following conditions:

1. Immediately following consummation, the Board of Directors shall cause the RBC Bank (Georgia), N.A. to enter into an Operating Agreement (Agreement) with the OCC on terms and provisions acceptable to the OCC. The Board of Directors shall assure that the Operating Agreement is fully adopted, timely implemented, and adhered to thereafter.
2. The merger must consummate on or before August 31, 2009.

These conditions of approval are conditions "imposed in writing by a Federal 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 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. Our decision 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 decision if a material change in information on which the OCC relied occurs prior to the date of the transaction 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.

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All correspondence regarding this application should reference the application control number. If you have any questions, please contact Joseph T. Burbridge at (214) 720-7052 or by email at joseph.burbridg@occ.treas.gov .

Sincerely,

Karen H. Bryant

Karen H. Bryant
Director for District Licensing