

[Sender Name/Legal Counsel]

[Sender Title/Department]

[Company/Law Firm Name]

[Address Line 1]

[City, State, Zip Code]

[Date]

[Name of Regulatory Authority Officer]

[Title]

[Regulatory Agency Name - e.g., OCC, FDIC, or Federal Reserve]

[Agency Address]

RE: Certification of Regulatory Compliance for Interstate Merger between [Surviving Bank Name] and [Merging Bank Name]

Dear [Mr./Ms. Surname],

This letter serves as formal certification regarding the proposed interstate merger between [Surviving Bank Name], a [State]-chartered/National bank headquartered in [City, State], and [Merging Bank Name], a [State]-chartered/National bank headquartered in [City, State].

On behalf of [Surviving Bank Name], I hereby certify that the transaction is in full compliance with the following regulatory requirements:

- **Riegle-Neal Interstate Banking and Branching Efficiency Act:** The transaction complies with all federal requirements regarding interstate branching and concentration limits.
- **State Law Compliance:** The merger satisfies the specific statutory requirements of [State A] and [State B], including age requirements for the acquired institution and applicable deposit caps.
- **Capital Adequacy:** Upon consummation of the merger, the resulting institution will remain "well-capitalized" under the prompt corrective action provisions of the Federal Deposit Insurance Act.
- **Community Reinvestment Act (CRA):** Both institutions currently maintain a CRA rating of "Satisfactory" or higher, and the merger will not negatively impact the credit needs of the local communities.
- **Managerial and Operational Resources:** The resulting bank possesses the managerial depth and technical resources to ensure continued safe and sound operations.

Attached to this certification are the Board Resolutions from both institutions approving the merger, the formal Merger Agreement, and the required filing fees.

We declare under penalty of perjury that the foregoing is true and correct to the best of our knowledge and that all necessary internal corporate approvals have been obtained.

Sincerely,

[Signature]

[Printed Name]

[Title]

[Surviving Bank Name]