



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

Bank Organization and Structure, 3-8
250 E Street, S.W.
Washington, DC 20219

November 4, 1998

**Corporate Decision 98-50
December 1998**
Application Control Nr. 98-ML-02-0022

Mr. Scott A. Cammarn
Assistant General Counsel
Legal Department (NC1-007-20-01)
NationsBank, N.A.
NationsBank Corporate Center
Charlotte, North Carolina 28255

Dear Mr. Cammarn:

This is to inform you that on this date the Office of the Comptroller of the Currency ("OCC") approved the application to merge NationsBank of Tennessee, N.A., Nashville, Tennessee into and under the charter and title of NationsBank, N.A., Charlotte, North Carolina.

This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, the merger agreement and those of the banks' representatives.

The merger of NationsBank of Tennessee, N.A., Nashville, Tennessee into NationsBank, N.A., Charlotte, North Carolina is legally authorized as an interstate merger under the Riegle-Neal Act, 12 U.S.C. §§ 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate the offices of both banks under 12 U.S.C. §§ 36(d) and 1831u(d)(1). The OCC has previously approved interstate merger transactions in which Tennessee was the "host state." See, e.g., *Decision on the Application to Merge SouthTrust Bank of Russell County, Phenix City, Alabama; SouthTrust Bank of Florida, N.A., St. Petersburg, Florida; SouthTrust Bank of Northwest Florida, Marianna, Florida; SouthTrust Bank of Columbus, N.A., Columbus, Georgia; SouthTrust Bank of Georgia, N.A., Atlanta, Georgia; SouthTrust Bank of South Mississippi, Biloxi, Mississippi; SouthTrust Bank of North Carolina, Charlotte, North Carolina; SouthTrust Bank of South Carolina, N.A., Charleston, South Carolina; and SouthTrust Bank of Tennessee, N.A., Nashville, Tennessee, with and into SouthTrust Bank of Alabama, N.A., Birmingham, Alabama* (OCC Corporate decision No. 97-41, June 1, 1997).

This Office must be advised in writing in advance of the desired effective date for the merger so that we may issue the necessary certification letter. The effective date may be on or after the date of this letter. If the merger is not consummated within one year from this date, our approval will automatically terminate unless this Office has granted an extension.

The OCC also authorizes the resulting bank, should the proposed transaction occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed before consummating the combination, as adjusted for the combination. The resulting bank will then

file a new Call Report and begin calculating its legal lending limit according to 12 CFR § 32.4(a) at the end of the quarter following consummation of the combination.

We will not issue a letter certifying consummation of the merger until this Office has been furnished with the following documents:

- a) a secretary's certificate from each Bank evidencing shareholder ratification of the merger; and
- b) a secretary's certificate from each Bank certifying that a majority of its board of directors has agreed to the proposed merger.

As you are aware, we removed the application from our expedited review procedures to consider certain information being collected in connection with NationsBank of Tennessee's CRA performance subsequent to our last examination in 1995. We have not concluded our review or made a final determination as to NationsBank of Tennessee's CRA performance. However, NationsBank has represented that, should the OCC conclude in its next examination that NationsBank's performance in any Tennessee MSA (or multi-state MSA encompassing part of Tennessee) is less than satisfactory, NationsBank will submit a plan acceptable to the OCC to improve its performance in that area. In approving the application, the OCC has specifically relied upon this representation by NationsBank.

Please direct all correspondence and documents concerning this transaction to Licensing Manager Richard T. Erb at the above address. In the event of questions, he and I may be reached at (202) 874-5060.

Sincerely,

/s/

Alan Herlands
Director, Washington-Directed Licensing