

FEDERAL RESERVE SYSTEM

First Niagara Financial Group, Inc.
Buffalo, New York

Order Approving the Acquisition of a Bank Holding Company

First Niagara Financial Group, Inc. (“FNF Group”) and FNFG Merger Sub, Inc. (“FNFG”), a wholly owned subsidiary of FNF Group, both of Buffalo, New York, have requested the Board’s approval under section 3 of the Bank Holding Company Act (“BHC Act”)¹ to acquire NewAlliance Bancshares, Inc. (“NewAlliance”) and its subsidiary bank, NewAlliance Bank, both of New Haven, Connecticut.²

Notice of the proposal, affording interested persons an opportunity to submit comments, has been published (75 Federal Register 68608 (2010)). The time for filing comments has expired, and the Board has considered the proposal and all comments received in light of the factors set forth in section 3 of the BHC Act.

FNF Group, with total consolidated assets of approximately \$21.1 billion, controls FN Bank, which operates in Pennsylvania and New York. FN Bank is the 10th largest insured depository institution in Pennsylvania, controlling deposits of approximately \$6.9 billion, which represent 2.4 percent of the total amount of deposits of insured depository institutions in that state.³

NewAlliance, with total consolidated assets of \$9 billion, controls NewAlliance Bank, which operates in Connecticut and Massachusetts. NewAlliance

¹ 12 U.S.C. § 1842.

² Specifically, FNF Group has requested approval for FNFG to merge with NewAlliance, with NewAlliance as the surviving entity. After the merger, FNF Group would merge NewAlliance Bank with and into First Niagara Bank, National Association (“FN Bank”), a wholly owned subsidiary of FNF Group. FN Bank has filed an application with the Office of the Comptroller of the Currency pursuant to the Bank Merger Act (12 U.S.C. § 1828(c)) to merge with NewAlliance Bank.

³ Deposit data are as of June 30, 2010. In this context, insured depository institutions include commercial banks, savings associations, and savings banks. For the reasons discussed later in this order, Pennsylvania is the home state of FNF Group under the BHC Act.

Bank is the 6th largest insured depository institution in Connecticut and 67th largest insured depository institution in Massachusetts, controlling deposits of \$4.9 billion and \$380 million, respectively.

Interstate Analysis

Section 3(d) of the BHC Act allows the Board to approve an application by a bank holding company to acquire control of a bank located in a state other than the bank holding company's home state if certain conditions are met. For purposes of the BHC Act, the home state of FNF Group is Pennsylvania,⁴ and NewAlliance is located in Connecticut and Massachusetts.⁵ Based on a review of all the facts of record, including relevant state statutes, the Board finds that the conditions for an interstate acquisition enumerated in section 3(d) of the BHC Act are met in this case.⁶

⁴ A bank holding company's home state is the state in which the total deposits of all banking subsidiaries of such company were the largest on July 1, 1966, or the date on which the company became a bank holding company, whichever is later. 12 U.S.C. § 1841(o)(4)(C).

⁵ For purposes of section 3(d) of the BHC Act, the Board considers a bank to be located in the states in which the bank is chartered or headquartered or operates a branch. 12 U.S.C. §§ 1841(o)(4)-(7) and 1842(d)(1)(A) and 1842(d)(2)(B).

⁶ 12 U.S.C. §§ 1842(d)(1)(A)-(B) and 1842(d)(2)-(3). FNF Group is adequately capitalized and adequately managed, as defined by applicable law. NewAlliance Bank has been in existence and operated for the minimum period of time required by applicable state laws and for more than five years. See 12 U.S.C. §1842(d)(1)(B)(i)-(ii). On consummation of the proposal, FNF Group would control less than 10 percent of the total amount of deposits of insured depository institutions in the United States. 12 U.S.C. §1842(d)(2)(A). FNF Group also would control less than 30 percent of, and less than the applicable state deposit cap for, the total amount of deposits in insured depository institutions in the relevant states. 12 U.S.C. § 1842(d)(2)(B)-(D). All other requirements of section 3(d) of the BHC Act would be met on consummation of the proposal.

Competitive Considerations

Section 3 of the BHC Act prohibits the Board from approving a proposal that would result in a monopoly. The BHC Act also prohibits the Board from approving a proposed bank acquisition that would substantially lessen competition in any relevant banking market unless the anticompetitive effects of the proposal are clearly outweighed in the public interest by the probable effect of the proposal in meeting the convenience and needs of the community to be served.⁷

FNF Group and NewAlliance compete directly in the Metropolitan New York banking market (“Metro New York banking market”).⁸ The Board has reviewed carefully the competitive effects of the proposal in this banking market in light of all the facts of record, including the number of competitors that would remain and the relative shares of total deposits in insured depository institutions in the Metro New York banking market (“market deposits”) that they would control,⁹ the concentration level of market deposits and the increase in that level, as measured by the Herfindahl-Hirschman Index

⁷ 12 U.S.C. § 1842(c)(1).

⁸ Formally designated the Metropolitan New York-New Jersey-Connecticut-Pennsylvania banking market, the market is defined as Bronx, Dutchess, Kings, Nassau, New York, Orange, Putnam, Queens, Richmond, Rockland, Suffolk, Sullivan, Ulster, and Westchester Counties, New York; Bergen, Essex, Hudson, Hunterdon, Middlesex, Mercer, Monmouth, Morris, Ocean, Passaic, Somerset, Sussex, Union, and Warren Counties, New Jersey; Monroe and Pike Counties, Pennsylvania; and Fairfield County, Bridgewater, Canaan, Cornwall, Kent, New Milford, North Canaan, Roxbury, Salisbury, Sharon, Warren, and Washington townships, including the cities of Cornwall Bridge, Falls Village, Lakeville, Marble Dale, New Preston, Salisbury, and Washington Depot in Litchfield County, and Ansonia, Beacon Falls, Derby, Milford, Oxford, and Seymour townships in New Haven County, all in Connecticut.

⁹ Deposit and market share data are based on data reported by insured depository institutions in the summary of deposits data as of June 30, 2010, and are based on calculations in which the deposits of thrift institutions are included at 50 percent. The Board previously has indicated that thrift institutions have become, or have the potential to become, significant competitors of commercial banks. See, e.g., Midwest Financial Group, 75 Federal Reserve Bulletin 386 (1989); National City Corporation, 70 Federal Reserve Bulletin 743 (1984). Thus, the Board regularly has included thrift deposits in the market share calculation on a 50 percent weighted basis. See, e.g., First Hawaiian, Inc., 77 Federal Reserve Bulletin 52 (1991).

(“HHI”) and the Department of Justice Bank Merger Competitive Review guidelines (“DOJ Bank Merger Guidelines”),¹⁰ and other characteristics of the market.

Consummation of the proposal would be consistent with Board precedent and within the thresholds in the DOJ Bank Merger Guidelines in the Metro New York banking market. On consummation, the banking market would remain unconcentrated, as measured by the HHI, and numerous competitors would remain in the banking market.¹¹

The DOJ has advised the Board that consummation of the proposal is not likely to have a significantly adverse competitive effect in the Metro New York banking market. The Board also has received no objection to the proposal from any federal banking agency.

Based on all the facts of record, the Board has concluded that consummation of the proposal would not have a significantly adverse effect on competition or on the concentration of resources in any relevant banking market. Accordingly, the Board has determined that competitive considerations are consistent with approval.

¹⁰ Under the DOJ Bank Merger Guidelines, a market is considered unconcentrated if the post-merger HHI is under 1000, moderately concentrated if the post-merger HHI is between 1000 and 1800, and highly concentrated if the post-merger HHI exceeds 1800. The Department of Justice (“DOJ”) has informed the Board that a bank merger or acquisition generally would not be challenged (in the absence of other factors indicating anticompetitive effects) unless the post-merger HHI is at least 1800 and the merger increases the HHI by more than 200 points. Although the DOJ and the Federal Trade Commission recently issued revised Horizontal Merger Guidelines, the DOJ has confirmed that its Bank Merger Guidelines, which were issued in 1995, were not modified. Press Release, Department of Justice (August 19, 2010), available at www.justice.gov/opa/pr/2010/August/10-at-938.html.

¹¹ FNF Group operates the 207th largest depository organization in the market, controlling deposits of approximately \$91 million, which represent less than 1 percent of market deposits. NewAlliance controls \$339 million in deposits, which represents less than 1 percent of market deposits. After consummation, FNF Group would become the 109th largest depository organization in the market, controlling deposits of approximately \$430 million, which represent less than 1 percent of market deposits. The HHI would remain unchanged for the Metro New York banking market.

Financial, Managerial, and Other Supervisory Considerations

Section 3 of the BHC Act requires the Board to consider the financial and managerial resources and future prospects of the companies and banks involved in the proposal and certain other supervisory factors.¹² The Board has carefully considered these factors in light of all the facts of record, including supervisory and examination information received from the relevant federal and state supervisors of the organizations involved in the proposal and other available financial information, including information provided by FNF Group.

In evaluating financial factors in expansion proposals by banking organizations, the Board reviews the financial condition of the organizations involved on both a parent-only and consolidated basis, as well as the financial condition of the subsidiary depository institutions and the organizations' significant nonbanking operations. In this evaluation, the Board considers a variety of information, including capital adequacy, asset quality, and earnings performance. In assessing financial factors, the Board consistently has considered capital adequacy to be especially important. The Board also evaluates the financial condition of the combined organization at consummation, including its capital position, asset quality, and earnings prospects, and the impact of the proposed funding of the transaction.

The Board has considered carefully the proposal under the financial factors. FNF Group, NewAlliance, and their subsidiary depository institutions are well capitalized and would remain so on consummation of the proposal. The proposed transaction is structured as a partial share exchange and a partial cash purchase of shares. FNF Group will use existing resources to fund the cash purchase of shares.¹³ Based on its review of the record, the Board also finds that FNF Group has sufficient financial resources to effect the proposal.

¹² 12 U.S.C. § 1842(c)(2) and (3).

¹³ FNF Group has issued almost \$1 billion in common equity since late 2008.

The Board also has considered the managerial resources of the organizations involved and of the proposed combined organization. The Board has reviewed the examination records of FNF Group, NewAlliance, and their subsidiary depository institutions, including assessments of their management, risk-management systems, and operations. In addition, the Board has considered its supervisory experiences and those of the other relevant bank supervisory agencies with the organizations and their records of compliance with applicable banking law, including anti-money-laundering laws. FNF Group and its subsidiary depository institution are considered to be well managed. The Board also has considered FNF Group's plans for implementing the proposal, including the proposed management after consummation of the proposal.

Based on all the facts of record, the Board has concluded that considerations relating to the financial and managerial resources and future prospects of the organizations involved in the proposal are consistent with approval, as are the other supervisory factors under the BHC Act.¹⁴

Convenience and Needs and CRA Performance Considerations

In acting on a proposal under section 3 of the BHC Act, the Board must consider the effects of the proposal on the convenience and needs of the communities to be served and take into account the records of the relevant depository institutions under the Community Reinvestment Act ("CRA").¹⁵

¹⁴ A commenter expressed concern about the level of compensation and severance paid to NewAlliance management and its board of directors. Compensation paid in the past to officials of an institution being acquired is not a factor related to the financial resources of the applicant, which is the focus of the standards of review under the BHC Act. The Board has reviewed the financial resources of the applicant in light of the financial condition of NewAlliance. The Board also reviewed the severance proposal in the context of the financial condition of NewAlliance and the Board's guidance on incentive compensation. As noted above, FNF Group has sufficient resources to complete the transaction as proposed and will remain well capitalized after consummation of the proposal. Moreover, the interests of NewAlliance management and its board have been disclosed to the shareholders of both NewAlliance and FNF Group.

¹⁵ 12 U.S.C. § 2903; 12 U.S.C. § 1842(c)(2).

The CRA requires the federal financial supervisory agencies to encourage insured depository institutions to help meet the credit needs of the local communities in which they operate, consistent with their safe and sound operation, and requires the appropriate federal financial supervisory agency to take into account a relevant depository institution's record of meeting the credit needs of its entire community, including low- and moderate-income ("LMI") neighborhoods, in evaluating bank expansionary proposals.

The Board has considered carefully all the facts of record, including reports of examination of the CRA performance records of the subsidiary banks of FNF Group and NewAlliance, data reported by FNF Group and NewAlliance under the Home Mortgage Disclosure Act ("HMDA"),¹⁶ other information provided by FNF Group, confidential supervisory information, and public comments received on the proposal. The Board received several comments expressing concern that the acquisition would reduce the availability of credit to LMI individuals, small businesses, and home buyers in New Haven. Commenters also expressed concerns about FN Bank's overall CRA record and its lending record to minorities.

A. CRA Performance Evaluation

As provided in the CRA, the Board evaluates the record of performance of an institution in light of examinations by the appropriate federal supervisors of the CRA performance records of the relevant institutions. An institution's most recent CRA performance evaluation is a particularly important consideration in the applications process because it represents a detailed, on-site evaluation of the institution's overall record of performance under the CRA by its appropriate federal supervisor.¹⁷

FN Bank received a "satisfactory" rating under the CRA at its most recent performance evaluation by the Office of Thrift Supervision ("OTS"),¹⁸ as

¹⁶ 12 U.S.C. § 2801 et seq.

¹⁷ See Interagency Questions and Answers Regarding Community Reinvestment, 75 Federal Register 11642 at 11665 (2010).

¹⁸ FN Bank was a federal savings bank that converted to a national bank on April 9, 2010.

of March 12, 2007 (“2007 Evaluation”).¹⁹ The Federal Deposit Insurance Corporation rated NewAlliance Bank “outstanding” after its most recent CRA evaluation, as of December 8, 2008. FNF Group has represented that, after the acquisition of NewAlliance Bank, the combined organization will offer an expanded range of additional middle-market lending products and enhanced cash-management services, including in the communities served by NewAlliance Bank.²⁰

CRA Performance of FN Bank. In the 2007 Evaluation, examiners considered FN Bank’s overall lending performance to be acceptable. Examiners reported that the bank’s distribution of HMDA-reportable mortgage loans among areas of different income levels was reasonable, and they commended FN Bank for using flexible and innovative mortgage loan programs to help make credit available to LMI individuals and businesses within its assessment areas. In addition, examiners reported that the bank’s practice of extending loans to businesses with gross annual revenues \$1 million or less,

¹⁹ The evaluation period in the 2007 Evaluation was 2004-2006. One commenter asserted that FNF Group’s previous acquisitions had resulted in a decline in the CRA performance of the acquired depository institutions, specifically citing a decline in the Albany-Schenectady-Troy, New York Metropolitan Statistical Area. FNF Group entered the Albany-Schenectady-Troy market with two acquisitions in 2004 and 2005. The Board notes that the evaluation period covered FNF Group’s initial entry into the Albany-Schenectady-Troy market and that FN Bank would not have had sufficient time to implement its programs in the area before the examination. The 2007 Evaluation notes that the acquisitions greatly expanded FN Bank’s operations, resulting in significant changes to the bank’s business profile.

²⁰ One commenter requested that FN Bank set forth a definitive plan to ensure that it would continue to serve the credit needs of the communities served by NewAlliance. FNF Group has stated that it does not plan any reduction in products or services available to NewAlliance’s communities. FN Bank also has set forth an enhanced CRA plan for the combined organization. The Board consistently has stated that neither the CRA nor the federal banking agencies’ CRA regulations require depository institutions to make pledges or enter into commitments or agreements with any organization and that the enforceability of any such third-party pledges, initiatives, and agreements are matters outside the CRA. See Bank of America Corporation, 90 Federal Reserve Bulletin 217, 232-33 (2004). Instead, the Board focuses on the existing CRA performance record of an applicant and the programs that an applicant has in place to serve the credit needs of its assessment areas at the time the Board reviews a proposal under the convenience and needs factor.

as well as making loans in small dollar amounts, was excellent throughout its assessment areas. Examiners also noted in the 2007 Evaluation that FN Bank's level of community development lending was very good.

During the evaluation period, FN Bank made more than 5,000 small business loans²¹ totaling \$830.4 million and was one of the largest Small Business Administration lenders in western New York. FN Bank's community development lending during the evaluation period totaled approximately \$151 million. Since the 2007 Evaluation, FN Bank has maintained a reasonable level of home mortgage, small business, and community development lending. In 2009, the bank originated more than 4,200 HMDA-reportable home mortgage loans totaling approximately \$618.4 million and more than 3,100 small business loans totaling \$449.3 million throughout its assessment areas. FNF Group has stated that FN Bank extended more than \$506 million in community development loans, originated \$89 million in multifamily loans, and extended more than \$1 billion in small business loans since 2007. To complement its community development and multifamily lending activities, FN Bank is an active participant with the Federal Home Loan Bank of New York in providing grant funding to nonprofit housing agencies that develop affordable housing. FN Bank also has provided funding for 29 affordable housing projects throughout its assessment areas, totaling \$6.6 million, to build more than 600 units of affordable housing. FN Bank is a qualified participant for programs conducted by the Pennsylvania Housing Finance Agency and has tripled its volume in federal and state mortgage programs (such as Federal Housing Administration, Veterans Affairs, and New York and Pennsylvania Housing Finance Agency programs) by increasing its percentage of loans originated under such programs from 6.4 percent of total loans in 2007 to more than 19 percent in 2009.

In the 2007 Evaluation, examiners reported that FN Bank consistently demonstrated strong performance under the investment test, noting that its performance

²¹ In this context, "small business loans" are loans with original amounts of \$1 million or less that are secured by nonfarm, nonresidential properties or are commercial and industrial loans to borrowers in the United States.

was outstanding in the majority of its assessment areas.²² FN Bank represents that it began participating in low-income-housing tax programs in 2010 and has committed \$25 million toward such programs. The bank invested in a nonprofit organization that promotes housing growth in economically challenged areas as well as apartments that qualify for low-income-housing tax credits.

Examiners commended FN Bank's service performance throughout its assessment areas in the 2007 Evaluation. Examiners reported that the bank's retail delivery systems were generally good and that its distribution of branches among geographies of different income levels was adequate.²³ Examiners also commended FN Bank for its community development services, which typically responded to the needs of the communities served by the bank throughout its assessment areas.

CRA Performance of NewAlliance Bank. As noted, NewAlliance Bank received an overall "outstanding" rating in its 2008 Evaluation ("NewAlliance 2008 Evaluation").²⁴ Under the lending test, NewAlliance Bank received a "high satisfactory" rating, and the examiners reported that the bank's distribution of loans among borrowers of different income levels showed excellent responsiveness to the credit needs of LMI borrowers and small businesses. They reported that the bank's overall lending levels reflected good responsiveness to its assessment areas' credit needs.

Examiners reported that NewAlliance Bank was a leader in making community development loans. During the evaluation period, the bank originated 70 community development loans totaling \$102.2 million. Examiners noted that the quality and quantity of such lending reflected a high degree of responsiveness to the economic development, affordable housing, and community service needs of the assessment areas.

²² One commenter expressed concern about FN Bank's amount of charitable donations. FN Bank represented that it has a record of providing significant corporate philanthropic donations in all the communities it serves. The Board notes that neither the CRA nor the agencies' implementing rules require institutions to engage in charitable giving.

²³ Since the evaluation period, FN Bank added five branches to LMI census tracts.

²⁴ The evaluation period in the NewAlliance 2008 Evaluation was 2005-2008.

NewAlliance Bank received an “outstanding” rating under the investment test in the NewAlliance 2008 Evaluation. Examiners commended NewAlliance Bank’s leadership role in providing a significant level of qualified community development investments and grants throughout its assessment areas. Examiners also commended the bank’s extensive use of innovative investments to support community development initiatives.

In the NewAlliance 2008 Evaluation, the bank received an “outstanding” rating under the service test. Examiners found that NewAlliance Bank’s services were accessible to all portions of the assessment areas and that the bank provided good access to banking services for LMI communities. Examiners also reported that the bank’s employees, officers, and directors have been active in providing community development services to community organizations and individuals and in providing financial education to area residents and businesses.

B. HMDA and Fair Lending Record

The Board also has considered the lending data reported under HMDA²⁵ for 2007, 2008, and 2009 by, and the fair lending records of, FN Bank and NewAlliance Bank in light of a public comment on the proposal. One commenter alleged, based on 2008 and 2009 HMDA data, that FN Bank’s lending to African American borrowers lagged behind the lending records of other lenders in several of the assessment areas served by the bank. The commenter also criticized the lending by NewAlliance Bank to African Americans and Hispanics in certain assessment areas.

Although the HMDA data might reflect certain disparities in the rates of loan applications, originations, and denials among members of different racial or ethnic groups in certain local areas, they provide an insufficient basis by themselves on which

²⁵ The Board has reviewed the HMDA and CRA data reported by FN Bank and NewAlliance Bank. Each bank's lending in its combined assessment areas, its headquarters’ assessment area (the Buffalo, New York Metropolitan Statistical Area for FN Bank and the New Haven, Connecticut Metropolitan Statistical Area for NewAlliance Bank), as well as assessment areas of interest to the commenters, were reviewed.

to conclude whether or not FN Bank and NewAlliance Bank are excluding or imposing higher costs on any group on a prohibited basis. The Board recognizes that HMDA data alone, even with the recent addition of pricing information, provide only limited information about the covered loans.²⁶ HMDA data, therefore, have limitations that make them an inadequate basis, absent other information, for concluding that an institution has engaged in illegal lending discrimination.

Accordingly, the Board has taken into account other information, including examination reports that provide on-site evaluations of compliance with fair lending laws by FNF Group, NewAlliance, and their subsidiaries. In addition, the Board has considered information provided by FNF Group about its compliance-risk-management systems.

The Board previously has reviewed FNF Group's record and concluded that it has taken steps to ensure compliance with fair lending and other consumer protection laws and regulations.²⁷ The Board found that FNF Group had policies and procedures to help ensure compliance with all fair lending and consumer protection laws applicable to its lending activities, and those policies and procedures will apply to the combined institution on consummation of the proposal. FNF Group's compliance program includes annual training of lending personnel, regular fair lending analyses, and oversight and monitoring of consumer lending functions. FNF Group represented to the Board that it performs quarterly loan file assessments to monitor compliance with lending laws and regulations. In addition, mortgage loan applications slated for denial undergo a second review to ensure complete and careful treatment of loan applicants and to prevent

²⁶ The data, for example, do not account for the possibility that an institution's outreach efforts may attract a larger proportion of marginally qualified applicants than other institutions attract and do not provide a basis for an independent assessment of whether an applicant who was denied credit was, in fact, creditworthy. In addition, credit history problems, excessive debt levels relative to income, and high loan amounts relative to the value of the real estate collateral (reasons most frequently cited for a credit denial or higher credit cost) are not available from HMDA data.

²⁷ First Niagara Financial Group, Inc., 96 Federal Reserve Bulletin B7 (2010).

discriminatory lending practices. FN Bank also implemented a formal complaint-resolution process managed by the bank's vice president for customer relations.

Based on a review of the entire record and for the reasons discussed above, including the consultations with the appropriate supervisors, the Board has concluded that considerations relating to convenience and needs and the CRA performance records of FN Bank and NewAlliance Bank are consistent with approval of the proposal.²⁸

Conclusion

Based on the foregoing and all the facts of record, the Board has determined that the application under section 3 of the BHC Act should be, and hereby is, approved.²⁹ In reaching its conclusion, the Board has considered all the facts of record in light of the factors that it is required to consider under the BHC Act. The Board's approval is specifically conditioned on compliance by FNF Group with all the conditions

²⁸ Some commenters expressed concern that the proposed acquisition would result in a loss of jobs. The effect of a proposed transaction on employment in a community is not among the factors that the Board is authorized to consider under the BHC Act, and the federal banking agencies, courts, and the Congress consistently have interpreted the convenience and needs factor to relate to the effect of a proposal on the availability and quality of banking services in a community. See, e.g., Wells Fargo & Company, 82 Federal Reserve Bulletin 445, 457 (1996).

²⁹ Some commenters also requested that the Board hold a public meeting or hearing on the proposal. Section 3(b) of the BHC Act does not require the Board to hold a public hearing on an application unless the appropriate supervisory authorities for the bank to be acquired make a timely written recommendation of denial of the application. 12 CFR 225.16(e). The Board has not received such a recommendation from the appropriate supervisory authorities. Under its regulations, the Board also may, in its discretion, hold a public meeting or hearing on an application to acquire a bank if a meeting or hearing is necessary or appropriate to clarify factual issues related to the application and to provide an opportunity for testimony. 12 CFR 262.3(e) and 262.25(d). The Board has considered carefully the commenters' requests in light of all the facts of record. In the Board's view, the commenters have had ample opportunity to submit views and, in fact, submitted written comments that the Board has considered carefully in acting on the proposal. The requests fail to identify disputed issues of fact that are material to the Board's decision that would be clarified by a public meeting or hearing. For these reasons, and based on all the facts of record, the Board has determined that a public meeting or hearing is not required or warranted in this case. Accordingly, the requests for a public meeting or hearing on the proposal are denied.

imposed in this order and all the commitments made to the Board in connection with the application and on the receipt of all other required regulatory approvals for the proposal. These conditions and commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decision and, as such, may be enforced in proceedings under applicable law.

The proposal may not be consummated before the fifteenth calendar day after the effective date of this order, or later than three months after the effective date of this order, unless such period is extended for good cause by the Board or the Federal Reserve Bank of New York, acting pursuant to delegated authority.

By order of the Board of Governors,³⁰ effective March 31, 2011.

(signed)

Robert deV. Frierson
Deputy Secretary of the Board

³⁰ Voting for this action: Chairman Bernanke, Vice Chair Yellen, and Governors Duke, Tarullo, and Raskin. Absent and not voting: Governor Warsh.