

RESOLUTION

WHEREAS, the Board of Directors (“Board”) of the Federal Deposit Insurance Corporation (“FDIC” or “Corporation”) is responsible for administering the Federal Deposit Insurance Act (“FDI Act”); and

WHEREAS, Section 9 “Seventh” of the FDI Act (12 U.S.C. § 1819 “Seventh”) authorizes the Board to exercise its enumerated and incidental powers through its duly authorized officers or agents, and Article IV, Section 5, of the Bylaws of the Corporation provides in part that “[w]ithin the limitations of the law, the Board may delegate any of its specific or incidental powers to any standing or special committee of the Corporation or to any officer or agent of the Corporation upon such terms and conditions as it shall prescribe, except the power to amend these Bylaws or to adopt new Bylaws”; and

WHEREAS, on August 9, 1991, as part of the complete revision of 12 C.F.R. Part 308 (“308”) to implement the Uniform Rules of Practice and Procedure (56 FR 37975), the Board promulgated Subpart L of Part 308 covering the procedure and standards applicable to a Notice of Change in Senior Executive Officer or Director Pursuant to Section 32 of the FDI Act; and

WHEREAS, where a Section 32 Notice of Disapproval is issued, section 308.153(b) provides for the filing of a request for review, and section 308.154(a) provides that: “[w]ithin 30 days of receipt of the request for review, the Board of Directors or its designee, shall notify the bank and/or the individual filing the reconsideration (hereafter “petitioner”) of the FDIC’s decision on review”; and

WHEREAS, by Resolution No. 071098, dated December 3, 2002, the Board delegated to the Director of the Division of Supervision and Consumer Protection and, where confirmed in writing, to the Director’s delegate(s), to perform various functions under Section 32, including to “issue notices of disapproval or notices of intent not to disapprove under this section F”; and

WHEREAS, the Director has delegated her Section 32 authority under section F to Regional Directors, Deputy Regional Directors and Assistant Regional Directors; and

WHEREAS, the Board has not designated any officer or delegated its authority to issue decisions on Section 32 requests for review, despite the fact that, under 308.155, any final decision following an informal hearing must also be issued by the Board; and

WHEREAS, it appears to be appropriate, and staff has recommended, that the Director of the Division of Risk Management Supervision, or her designee, be delegated authority to issue decisions on Section 32 requests for review.

NOW, THEREFORE, BE IT RESOLVED, that the Board, pursuant to 12 C.F.R. § 154(a) and the authorities cited above, does hereby designate the Director of the Division of Risk

Management Supervision (“Director”), or her designee, to be the official that issues decisions on Section 32 requests for review, and does hereby delegate authority to the Director, or her designee, to issue such intermediate appeal decisions.