

FEDERAL DPOSIT INSURANCE CORPORATION

Re: Bank of America Michigan, National Association
Troy, Michigan
Application for Federal Deposit Insurance

ORDER

The Federal Deposit Insurance Corporation (FDIC) has satisfactorily resolved the factors enumerated in section 6 of the Federal Deposit Insurance Act, as they relate to the application for Federal deposit insurance submitted by Bank of America Michigan, NA (Bank), a proposed new national bank to be located in Troy, Michigan.

Accordingly, it is hereby ORDERED that the application be approved, subject to the following conditions:

- (1) That beginning paid-in capital funds of not less than \$600,901,000 be provided, of which not less than \$10,000,000 shall be allocated to common capital and not less than \$590,901,000 to surplus;
- (2) That the Tier 1 capital to assets leverage ratio (as defined in the appropriate capital regulation and guidance of the institution's primary federal regulator) will be maintained at not less than eight percent throughout the first three years of operation and that an adequate allowance for loan and lease losses will be provided;
- (3) That any changes in proposed management or proposed ownership (10% or more of stock), including new acquisitions of or subscriptions to 10% or more of the stock, shall be approved by the FDIC prior to opening of the bank;
- (4) That Federal deposit insurance shall not become effective unless and until the applicant has been granted a charter as a depository institution, that it has authority to conduct a banking business, and that its establishment and operation as a bank have been fully approved by the Office of the Comptroller of the Currency;
- (5) That until the bank is established, the Corporation shall have the right to alter, suspend, or withdraw the said commitment should any interim development be deemed to warrant such action; and,

- (6) That if deposit insurance has not become effective within twelve months from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the Corporation, the consent granted shall expire at the end of the said twelve-month period.

By Order of the Director, Division of Supervision and Consumer Protection, acting pursuant to delegated authority for the Board of Directors of the FDIC.

Dated at Washington, D.C. this 24 day of September, 2008.

By: _____ /s/
Lisa D. Arquette
Associate Director

FEDERAL DEPOSIT INSURANCE CORPORATION

In Re: Bank of America Michigan, NA
Troy, Oakland County, Michigan
Application for Federal Deposit Insurance
(Deposit Insurance Fund)

STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (12 U.S.C. §1815), an application for Federal deposit insurance has been filed for Bank of America Michigan, NA (the bank), a proposed new national bank, to be located at 2600 West Big Beaver Road, Troy, Oakland County, Michigan.

The Bank will be a wholly-owned subsidiary of NB Holdings Corporation, which is a direct, wholly-owned subsidiary of Bank of America Corporation.

The Bank will be chartered as a bankers' bank. There will be no credit or deposit transactions with the public. The Bank will operate from a single location, and its activities will be limited to investing and managing interests in home mortgage loans (whole loans, participations, and mortgage-backed securities) acquired from the lead bank. Investments will primarily be funded by advances from the FHLB Indianapolis.

For the purposes of this proposal, capital is adequate, projections for future earnings prospects are favorable, management is considered satisfactory, and the investment in fixed assets is reasonable. Corporate powers to be exercised are consistent with the purpose and of the Federal Deposit Insurance Act. No formal objections to this proposal have been filed and no undue risk to the insurance fund is apparent.

Accordingly, based upon careful evaluation of all available facts and information, the Associate Director, acting under delegated authority, has concluded that approval of the application is warranted.

**ASSOCIATE DIRECTOR
DIVISION OF SUPERVISION AND CONSUMER PROTECTION
FEDERAL DEPOSIT INSURANCE CORPORATION**