

## OFFICE OF THRIFT SUPERVISION

### Approval of Applications for Conversion to a Mutual Federal Savings Association Charter and Merger with a Federal Savings Bank

**Order No.: 2001-05**

**Date: February 9, 2001**

**Re: OTS Nos. 15721, 17407**

Roper Employees Federal Credit Union, Charleston, South Carolina (Credit Union) has applied to the Office of Thrift Supervision (OTS) pursuant to 12 U.S.C. §§ 1464(e) and 1828(c) and 12 C.F.R. §§ 543.8, 543.9, and 563.22(a) for permission to convert from a federally chartered, mutual credit union to a federally chartered, mutual savings association and to merge with and into Carolina Federal Savings Bank, Charleston, South Carolina (Savings Bank). (The foregoing are collectively referred to as the Applications.)

The OTS has considered the Applications under the standards set forth in 12 U.S.C. §§ 1464(e) and 1828(c) and 12 C.F.R. §§ 543.2(g)(1), 543.8, 543.9, and 563.22(d), and under the Community Reinvestment Act, 12 U.S.C. §§ 2901 *et seq.*, and the OTS regulations thereunder, 12 C.F.R. Part 563e. In addition, the OTS has considered the digest prepared by the OTS Southeast Regional Office, an analysis by Examination Policy, and a legal opinion by the Business Transactions Division (collectively the Staff Memoranda). For the reasons set forth in the Staff Memoranda, the OTS finds that the Applications satisfy the applicable approval standards, provided that the conditions set forth below are complied with in a manner satisfactory to the Southeast Regional Director, or his designee (Regional Director). Accordingly, the Applications are hereby approved, subject to the following conditions:

1. The Credit Union and the Savings Bank must receive all required regulatory approvals prior to consummation of the proposed transaction with copies of all such approvals provided to the Regional Director;
2. The proposed transaction must not be consummated prior to 15 calendar days nor later than 120 calendar days from the date of this Order;
3. On the business day prior to the date of consummation of the proposed transaction, the chief financial officers of the Credit Union and the Savings Bank must certify in writing to the Regional Director that no material adverse events or material adverse changes have occurred with respect to the financial condition or operation of the Credit Union and the Savings Bank as disclosed in the Applications. If additional information having an adverse bearing on any feature of the Applications is brought to the attention of the Credit Union, the Savings Bank, or the OTS since the date of the financial statements submitted with the Applications, the transaction must not be

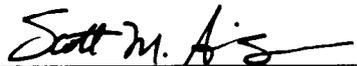
consummated unless the information is presented to the Regional Director, and the Regional Director provides written non-objection to consummation of the transaction;

4. The Credit Union and the Savings Bank must advise the Regional Director in writing within 5 calendar days after the effective date of the proposed transaction: (a) of the effective date of the proposed transaction; and (b) that the transaction was consummated in accordance with all applicable laws and regulations, the Applications, and this Order;
5. The Savings Bank must advise each accountholder whose withdrawable accounts in the Savings Bank would increase above \$100,000 as a result of the proposed transaction of the effect of the transaction on insurance coverage no later than 30 calendar days after the date of consummation of the transaction;
6. The Savings Bank must operate within the parameters of its business plan. The Savings Bank must furnish to the Regional Director, on a quarterly basis, within 30 calendar days of the end of each calendar quarter, a variance report detailing the Savings Bank's compliance with the business plan and an explanation of any deviations. The Savings Bank must submit any proposed major deviations or material changes from the plan for the prior, written non-objection of the Regional Director. The request for change must be submitted no later than 60 calendar days prior to the desired implementation date with a copy to the FDIC Regional Office; and
7. The Savings Bank must withdraw the Credit Union's capital account with First Carolina Corporate Credit Union as soon as practicable but no later than 3 years after the consummation of the transaction. The Savings Bank must withdraw the Credit Union's deposit with the National Credit Union Share Insurance Fund immediately after consummation of the transaction.

Any time period set forth herein may be extended for up to 120 calendar days, for good cause, by the Regional Director.

In addition, the Savings Bank remains subject to OTS Order No. 99-20 which approved the Savings Bank's conversion from a federal credit union to a federally chartered, mutual savings bank.

By order of the Director of the Office of Thrift Supervision, or her designee, effective February 9, 2001.



Scott M. Albinson  
Managing Director  
Office of Supervision