

## OFFICE OF THRIFT SUPERVISION

### Approval of Purchase of Assets and Assumption of Liabilities

**Order No.: 2001-78**

**Date: December 14, 2001**

**Re: OTS No. 3545**

First Federal Bank, Hazleton, Pennsylvania (Savings Bank), has applied to the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1828(c) and 12 C.F.R. § 563.22(a) to purchase substantially all of the assets and assume certain of the liabilities, including all of the deposit liabilities, of Schuylkill Savings and Loan Association, Schuylkill Haven, Pennsylvania. (The foregoing is referred to as the Application.)

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

1. The proposed transaction must be consummated no earlier than fifteen (15) calendar days and no later than one hundred and twenty (120) calendar days from the date of this Order;
2. On the business day prior to the date of consummation of the proposed transaction, the chief financial officer of 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 Savings Bank as disclosed in the Application. If additional information having a material adverse bearing on any feature of the Application is brought to the attention of the Savings Bank or OTS since the date of the financial statements submitted with the Application, the transaction must not be consummated unless the information is presented to the Regional Director, and the Regional Director provides written non-objection to the consummation of the transaction;
3. The Savings Bank must advise the Regional Director in writing within five (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 Application and this Order; and

4. The Savings Bank must advise each accountholder whose withdrawable accounts would increase above \$100,000 as a result of the proposed transaction of the effect of the transaction on insurance coverage no later than thirty (30) calendar days after the consummation date and must submit evidence of such notification to the Regional Director.

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

By order of the Director of the Office of Thrift Supervision, or his designee, effective December 14, 2001.

  
Richard M. Riccobono  
Deputy Director