



December 6, 2016

**Corporate Decision #2017-01
January 2017**

Edward C. Fitzpatrick, Esq.
Faegre Baker Daniels LLP
311 South Wacker Drive, Suite 4300
Chicago, Illinois 60606

Re: Amended Notice of Change in Bank Control filed by Y. Jeremy Levy, Michael J. Ryan, James P. Grusecki, and the James P. Grusecki Brookfield Trust to acquire 100% of the voting shares of First National Bank of Brookfield, Brookfield, Illinois OCC Control Number: 2015-HQ-CBCA-147961 Charter Number: 14993

Dear Mr. Fitzpatrick,

The Office of the Comptroller of the Currency (“OCC”) has reviewed and evaluated the Amended Notice of Change in Bank Control (“Notice”) filed by Y. Jeremy Levy, Michael J. Ryan, James P. Grusecki, and the James P. Grusecki Brookfield Trust (collectively, “Notificants”) to acquire 100% of the voting shares of First National Bank of Brookfield, Brookfield, Illinois (“Brookfield” or “Bank”) and subsequently to transfer approximately 39% of the shares to legacy shareholders of the Bank’s former holding company, additional investors, and consultants. Based upon a thorough review of all information available, including representations and commitments made by the Notificants and in the Notice, the OCC has determined that the Notice is technically complete as of the date of this letter, and that the OCC does not intend to disapprove the proposed change in bank control (“CBC”). However, the Notificants must satisfy certain consummation requirements, as described below, to effectuate the CBC.

Legal Authority

The OCC has determined that the statutory and regulatory factors, as set forth in 12 U.S.C. 1817(j)(7) and 12 C.F.R. 5.50(f)(5), are consistent with this decision. The OCC may disapprove a notice if the OCC finds that: (1) the proposed acquisition of control would result in a monopoly or would further any monopoly or conspiracy to monopolize the business of banking anywhere in the United States; (2) the effect of the proposed acquisition may substantially lessen competition or tend to create a monopoly or in any other manner restrain trade, and the anticompetitive effects are not clearly outweighed by benefits to the convenience and needs of the community to be served; (3) either the financial condition of any acquiring party or the future prospects of the bank are such as might jeopardize the stability of the bank or prejudice the interests of its depositors; (4) the competence, experience, or integrity of the acquiring party or

of the proposed management indicate that it would not be in the interests of the depositors and the public for such persons to control the bank; (5) the acquiring party does not provide the OCC with all required information; or (6) the proposal would result in an adverse effect on the Deposit Insurance Fund.

Consummation Requirements

This transaction must be consummated by January 31, 2017. Failure to consummate by January 31, 2017 or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new Notice by the Notificants if they wish to proceed with a change in control.

Consummation of the transaction includes issuance of share certificates to each of the holders of the Bank's stock as represented in the Notice and the Bank's production and retention of an accurate shareholder list.

Certification of consummation of this transaction and the consummation date must be provided to the OCC within 10 days after consummation. Please send consummation information, including the post-consummation shareholder list, to the attention of Senior Licensing Analyst Patricia Roberts. This transaction must be consummated as proposed in the Notice. If any of the terms, conditions, or parties to the transaction described in the Notice change, the OCC must be informed in writing prior to consummation to determine if any additional action or reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice.

Representations

In addition to the consummation requirements noted above, Messrs. Levy, Ryan, and Grusecki have represented that they will receive the necessary training with regard to national banking laws and regulations in order to fully and effectively oversee the bank.

Conclusion

This decision and the activities and communications by OCC employees in connection with the Notice, does not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. Our decision is based on the representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind any portion of this decision if a material change in the information on which the OCC relied occurs prior to the date of the transactions to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

First National Bank of Brookfield
Amended Notice of Change in Bank Control
OCC Control Number: 2016-HQ-CBCA-147961
December 6, 2016

If you have any questions, please contact Senior Licensing Analyst Patricia Roberts by email at patricia.roberts@occ.treas.gov or by telephone at (202) 649-6260. Please include the OCC Control Number on any correspondence related to this filing.

Sincerely,

signed

Beverly L. Evans
Director for Licensing Activities