



Office of the Comptroller of the Currency

Western District
1225 17th St., Suite 300
Denver, CO 80202

July 11, 2018

Conditional Approval #1201 August 2018

Christian Otteson
Shapiro Biegling Barber Ottenson LLP
4582 S. Ulster St. Pkwy, Suite 1650
Denver, CO 80237

RE: Mutual of Omaha Bank, Omaha, NE, Charter # 708146
Operating Subsidiary Application – Synergy One Lending Inc.
OCC Control # 2018-WE-Subs & Equities-303234

Dear Mr. Otteson:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application filed by Mutual of Omaha Bank (Bank) on May 14, 2018 to acquire Synergy One Lending Inc. (Subsidiary) which will engage in traditional forward and reverse mortgages.

A national bank “may conduct in an operating subsidiary activities that are permissible for a national bank to engage in directly either as part of, or incidental to, the business of banking, as determined by the OCC, or otherwise under statutory authority.” 12 CFR 5.34(e).

Based on a thorough review of all information available, including the representations and commitments made in the application and by the Bank's representatives, the OCC concludes the activities of Subsidiary are legally permissible for national banks and their operating subsidiaries. The Subsidiary qualifies as an operating subsidiary in accordance with the requirements set forth in 12 CFR 5.34(e)(2).

The approval is subject to the following condition:

- The Bank shall give the OCC at least sixty (60) days prior written notice of the Subsidiary’s intent to significantly deviate or change from the Subsidiary’s current operations, and shall obtain the OCC’s written determination of no objection before the Subsidiary engages in any significant deviation or change from its current operations, including products, services and corporate structure.

This condition is "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As

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such, this condition is enforceable under 12 U.S.C. § 1818. Failure to comply with these conditions may also result in revocation of this approval.

This approval and the activities and communications by OCC employees in connection with the filing do 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 approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction 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.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may continue to improve our service.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact me or Licensing Specialist Lois Archuleta at (720) 475-7650 or by email at Lois.archuleta@occ.treas.gov .

Sincerely,

/s/

Louis T. Gittleman
Director for District Licensing