



**Conditional Approval #1097
June 2014**

May 8, 2014

Camille L. Orme, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498

RE: Application Filed by Franklin Templeton Bank & Trust, F.S.B.,
Salt Lake City, Utah, to Amend its Charter
Control No.: R4-2014-0007

Charter No.: 715952

Dear Ms. Orme:

The Office of The Comptroller of the Currency (OCC), hereby conditionally approves the application submitted by Franklin Templeton Bank & Trust, F.S.B., Salt Lake City, Utah (Bank), pursuant to 12 C.F.R. §12 C.F.R. §152.4, to amend its charter to limit its activities to trust and fiduciary related activities.

This approval is granted after a thorough evaluation of the application, other materials supplied by the Bank's representatives, and other information available to the OCC, including commitments and representations made in the applications and during the application process. This approval is also subject to the requirements and conditions set out herein.

The Application

On February 21, 2014, the Bank submitted its application to amend its charter pursuant to 12 C.F.R. § 152.4 to limit its operations to trust and fiduciary activities. The OCC has already approved the Bank's related filings to transfer certain assets and deposits. The charter amendment is the final step in the Bank's restructuring from a full service bank to a trust only institution.

In order to adopt a charter amendment, a Federal savings association must comply with certain requirements outlined in 12 C.F.R. § 152.4. The Bank has complied with these requirements and the OCC finds approval of the proposed charter amendment consistent with regulatory criteria.

Section 1818 Conditions

This approval is subject to the following conditions:

1. No later than one (1) business day after the date of this approval, the Bank shall enter into a written Operating Agreement with the OCC on terms and conditions acceptable to the OCC. The Bank shall thereafter implement and adhere to the terms of the Operating Agreement.
2. No later than three (3) business days after the effective date of the Operating Agreement between the Bank and the OCC, the Bank shall enter into a written Capital and Liquidity Support Agreement (CSA) with Franklin Resources, Inc. (FRI) and the OCC on terms and conditions acceptable to the OCC, setting forth FRI's obligation to provide capital and liquidity support to the Bank if and when necessary. The Bank shall thereafter implement and adhere to the terms of the CSA.
3. No later than three (3) business days after the effective date of the Operating Agreement between the Bank and the OCC, the Bank shall enter into a written Capital Assurance and Liquidity Maintenance Agreement (CALMA) with FRI on terms and conditions acceptable to the OCC, setting forth FRI's obligation to provide capital and liquidity support to the Bank if and when necessary. The Bank shall thereafter implement and adhere to the terms of the CALMA.

These conditions of approval are conditions "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 such, these conditions are enforceable under 12 U.S.C. § 1818.

This conditional 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. The 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.

We have enclosed a letter requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

Camille L. Orme, Esq.
Sullivan & Cromwell LLP
OCC Control Number: R4-2014-0007

If you have any questions, please contact Licensing Analyst David R. Rochefort at (212) 790-4000, Extension 3417 or david.rochefort@occ.treas.gov.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Deputy Comptroller for Licensing

Enclosure