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To the Honorable Commissioner of T

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and original documents or copy thereof.

1. Name of conveying party(ies):

Standard Federal Bank
2600 W. Big Beaver Road
Troy, Michigan 48084

1-22-03

2. Name of receiving party(ies):

Michigan National Bank
27777 Inkster Road
Farmington Hills, Michigan 48334

- Individual(s)
- General Partnership
- Corporation - State: Florida
- Other:
- Association
- Limited Partnership

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - state:
- Other: National Banking Association

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: September 5, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(Designation must be a separate document)

Additional name(s) and address(es) attached?

- Yes
- No

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,820,123

Additional number(s) attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Mary Margaret L. O'Donnell
Rader, Fishman & Grauer PLLC
39533 Woodward Avenue
Suite 140
Bloomfield Hills, MI 48304

6. Total number of applications and registrations involved: Sixteen (16)

7. Total fee (37 CFR § 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mary Margaret L. O'Donnell
Name

Signature

January 21, 2003
Date

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Total number of pages comprising cover sheet: 1

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REEL: 002653 FRAME: 0153



**Comptroller of the Currency
Administrator of National Banks**

**Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605**

September 5, 2001

**Timothy D. Kaiser, Esquire
ABN AMRO North America, Inc.
Legal Department
135 South LaSalle Street, Suite 925
Chicago, Illinois 60603-3499**

Subject: Affiliate Bank Merger (CAIS Control Number 01-CE-02-025)

Dear Mr. Kaiser:

This is to inform you that on September 5, 2001 the Office of the Comptroller of the Currency ("OCC") approved your proposed OAKAR merger of Standard Federal Bank, Troy, Michigan with and into Michigan National Bank, Farmington Hills, Michigan, under the charter of the latter and the title of Standard Federal Bank National Association. The resulting bank will continue to exercise fiduciary powers.

This approval is granted based on a thorough review of all information available, including commitments and representations made in the application and the merger agreement and those of your representatives.

In connection with the merger, the OCC approves the retention of the following entities as operating subsidiaries engaged in activities permissible for national banks:

- **ABN AMRO Mortgage Group, Inc ("AAMG") -- Subsidiary that originates, purchases, sells and services loans secured by first liens on single family residences and small apartment buildings.**
- **ABN AMRO Mortgage Brokerage Group, Inc ("AAMBG") -- Subsidiary that originates, purchases, sells and services loans secured by first liens on single family residences and small apartment buildings.**

The operating subsidiaries are subject to, and must be operated within the constraints of all national banking laws, rulings and regulations.

The OCC also approves the retention of Standard Financial Corporation ("Standard Financial") as an operating subsidiary of the bank subject to the representations and conditions outlined below. Standard Financial owns investments in public welfare funds, a mortgage reinsurance company and a real estate development company. These investments include:

▪ Detroit Investment Fund / Michigan Capital Fund for Housing -- Public Welfare Funds

Standard Federal Bank made two community development investments in 1995 through Standard Financial. The first investment was a limited partnership investment of \$1,000,000 in the Detroit Investment Fund, L.P. ("Detroit Investment Fund") to support the development of projects and companies in metropolitan Detroit, a region largely comprised of low- and moderate-income census tracts. The partnership's investments were directed toward areas receiving concentrated development assistance by local government under Title I of the Housing and Community Development Act of 1974. The second investment was a limited partnership investment of \$292,587 in the Michigan Capital Fund for Housing, L.P. ("Michigan Capital Fund"). That partnership invested in affordable rental properties throughout Michigan that primarily benefited low- and moderate-income persons. The partnership's projects also utilized federal low-income housing tax credits.

The bank's aggregate investments under the OCC's regulation on national bank investments in community development corporations, community development projects, and other public welfare investments, 12 C.F.R. Part 24 (the "regulation"), including the investments in the Detroit Investment Fund and the Michigan Capital Fund, total an amount that is less than 5 percent of its unimpaired capital and surplus. The bank's investments in the Detroit Investment Fund and the Michigan Capital Fund are consistent with the requirements of 12 U.S.C. 24 (Eleventh) (the "statute") and the regulation. This opinion is based on the representations provided to us in the application. Changes in the nature, amount or purpose of the bank's investment in either the Detroit Investment Fund or the Michigan Capital Fund must be consistent with the requirements of the statute and regulation. Also, future community development investments by the bank, either directly or through Standard Financial, must be consistent with the requirements of the statute and regulation. The aggregate amount of the bank's outstanding investments under the regulation may not exceed 5 percent of its capital and surplus without prior, written approval by the OCC. In no event shall the aggregate of such investments exceed 10 percent of the bank's capital and surplus.

▪ MIMLIC Life Insurance Company ("MIMLIC") -- Mortgage Life Reinsurer

Standard Financial has a 13.7% non-voting equity interest in MIMLIC, an Arizona company licensed to transact business as a mortgage life reinsurer. Based upon the representations made in the application, we conclude that the bank is legally permitted to hold a noncontrolling investment in the subsidiary provided it complies with the following conditions:

1. MIMLIC will engage only in activities that are part of, or incidental to, the business of banking;
2. Standard Federal Bank National Association will withdraw from MIMLIC by disposing of its stock in MIMLIC promptly if MIMLIC engages in an activity that is inconsistent with condition number one;
3. Bank will account for its investment in MIMLIC under the cost method of accounting; and
4. MIMLIC will be subject to OCC examination.

• Kercheval Development Company ("Kercheval") -- Real Estate Developer

Standard Financial owns a 50% general partnership interest in an office building in Grosse Point Farms, Michigan. The investment is a non-conforming asset, and the bank has represented that it will divest of its holding in Kercheval within two years of the consummation date of the merger.

The bank has also represented that, within two years of the consummation date of the merger, it will divest of its non-conforming investment in Eureka Service Corporation, a service corporation that holds an investment in a commercial real estate developer.

Standard Federal Bank also owns four subsidiaries that manage a portion of its investment portfolio. These subsidiaries are Stan Fed Proprietary Investment Company I, Stan Fed Proprietary Investment Company II, SFIMP I C.V., and SFPIC Netherlands C.V. Two of these subsidiaries are foreign entities. Michigan National Bank is seeking approval from the Board of Governors of the Federal Reserve System ("Federal Reserve") to establish an Agreement Corporation under Regulation K to hold these subsidiaries. Following the merger, and upon receipt of approval from the Federal Reserve, the four subsidiaries will be transferred to the Agreement Corporation. The OCC approves retention of these non-conforming subsidiaries based on your representation that they will be transferred to the Agreement Corporation by no later than December 31, 2001.

As a reminder, the district office must be advised in writing in advance of the desired effective date for the merger, so that the OCC may issue the necessary certification letter.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- 1) A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved.
- 2) An executed merger agreement with Articles of Association for the resulting bank attached.
- 3) A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.

If the merger is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval, and activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding the OCC, the U.S., any agency or entity of the U.S., or an officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

If you have questions, please contact Dan Walters at (312) 360-8872.

Sincerely,

C. H. L. W. in M. U. E. S. v. a.

for David J. Rogers
National Bank Examiner