

OFFICE OF THRIFT SUPERVISION

**APPLICATION REQUESTING EXEMPTION UNDER THE
DEPOSITORY INSTITUTION MANAGEMENT INTERLOCKS ACT**

Order No.: 96-104

Date: November 1, 1996

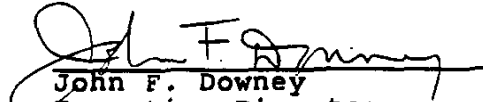
Metro Bancorp, Inc. (the "Holding Company") and Metro Community Bank, fsb, Minneapolis, Minnesota (the "Savings Bank"), have submitted an application to the Office of Thrift Supervision ("OTS") requesting an exemption from the prohibitions of the Depository Institution Management Interlocks Act (the "Interlocks Act") and the OTS Management Interlocks Regulations under 12 C.F.R. Part 563f ("Interlocks Regulations") with respect to the proposed dual service of Mr. Norman Jones as a director of the Holding Company and the Savings Bank and as a director of First Bank System, Inc, Minneapolis, Minnesota ("FBS").

Section 209 of the Interlocks Act, as amended by the Economic Growth and Regulatory Paperwork Reduction Act of 1996, grants OTS broad authority to promulgate regulatory exceptions from the Interlocks Act, subject to the requirement that the interlocking service permitted under such regulations must not result in a monopoly or substantial lessening of competition. Section 563f.6(a)(3) of the Interlocks Regulations provides that with agency approval, a person may serve at the same time as a management official of two or more depository organizations if it is determined that the interlock strengthens management of a depository institution that has been chartered for less than three years.

The OTS has reviewed a digest submitted by the OTS Midwest Regional Office, documents submitted in connection with the application, a legal opinion prepared by the Business Transactions Division, and an analysis prepared by the Corporate Activities Division, and has determined that Mr. Jones' service as a director (1) would strengthen the management of the Holding Company and the Savings Bank and, (2) would not result in a monopoly or lessening of competition.

Accordingly, the application requesting that the OTS grant an exemption from the Interlocks Act and Interlocks Regulations for service of Mr. Jones as a director of the Holding Company, the Savings Bank and FBS is hereby approved, and the exemption is hereby granted for a period of two years from the date the Savings Bank commences operations.

By order of the Director of the Office of Thrift Supervision,
or his designee, effective November 1, 1996.


John F. Downey
Executive Director,
Supervision