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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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2008 APR 11 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**RBC BANK (USA)**

Certificate of Status	0
Certified Copy	0
Page Count	25
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 11 PM 3:57

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Electronic Filing Menu Corporate Filing Menu

Help

Plan reflects Survivor  
under name before  
change was filed in merger

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H08000094180 3

ARTICLES OF MERGER  
OF  
FLORIDA CHOICE BANK  
WITH AND INTO  
RBC BANK (USA)

Pursuant to Section 607.1105 of the Florida Statutes, Florida Choice Bank, a state bank organized and existing under the laws of the State of Florida and a wholly owned subsidiary of RBC Bancorporation (USA) ("RBC Bancorporation"), a corporation organized and existing under the laws of the State of North Carolina, and RBC Bank (USA) ("RBC Bank"), a state bank organized and existing under the laws of the State of North Carolina and a wholly owned subsidiary of RBC Bancorporation, hereby execute the following Articles of Merger

1. The Agreement and Plan of Merger, providing for the merger of Florida Choice Bank with and into RBC Bank (the "Merger"), is set forth as Appendix A to these Articles of Merger.
2. RBC Bank shall be the surviving bank resulting from the Merger and shall continue to be a state bank organized and existing under the laws of the State of North Carolina.
3. Pursuant to applicable law and regulation, the Agreement and Plan of Merger was adopted by written consent of RBC Bancorporation, the sole stockholder of Florida Choice Bank and RBC Bank, dated March 14, 2008.
4. The merger is to be effective at 2 p.m., Raleigh, North Carolina time, on April 11, 2008.

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08 APR 11 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, each of the undersigned banks has caused these Articles of Merger to be executed in its name by its duly authorized officers as of the 10th day of April, 2008.

RBC BANK (USA)

By: 

Name: Gerald P. Hurst

Title: General Counsel

FLORIDA CHOICE BANK

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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NO. 702

P. 4

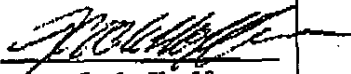
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IN WITNESS WHEREOF, each of the undersigned banks has caused these Articles of Merger to be executed in its name by its duly authorized officers as of the 11th day of April, 2008.

**RBC BANK (USA)**

By: \_\_\_\_\_  
Name:  
Title:

**FLORIDA CHOICE BANK**

By:   
Name: Jack Shoffner  
Title: Chairman/CEO

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**AGREEMENT AND PLAN OF MERGER** (this "Agreement"), dated as of March 19, 2008, by and between RBC Centura Bank, a North Carolina state-chartered bank ("RBC Centura Bank"), and Florida Choice Bank, a Florida state-chartered bank ("Florida Choice Bank").

**WHEREAS**, RBC Centura Banks, Inc., a North Carolina corporation ("Parent") and parent of RBC Centura Bank, and Alabama National Bancorporation, an Alabama corporation and parent of Florida Choice Bank, entered into an Agreement and Plan of Merger, dated as of September 5, 2007 (the "Parent Merger Agreement"), pursuant to which Alabama National Bancorporation will merge with and into Parent (the "Parent Merger"), with Parent surviving; and

**WHEREAS**, contingent upon the Parent Merger and following the time at which the Parent Merger becomes effective, on the terms and subject to the conditions contained in this Agreement, the parties to this Agreement intend to effect the merger (the "Merger") of Florida Choice Bank with and into RBC Centura Bank, with RBC Centura Bank surviving;

**NOW, THEREFORE**, in consideration of the foregoing and the respective covenants and agreements set forth herein, the parties hereto agree as follows:

## ARTICLE I

### THE MERGER

1.1 *Effective Time of the Merger.* Subject to the provisions of this Agreement, as soon as practicable on or after the Closing Date (as defined in Section 1.2), RBC Centura Bank shall file (A) with the North Carolina Secretary of State a duly certified copy of this Agreement, the articles of merger and a certified copy of the written approval of the Merger by the Commissioner of Banks of North Carolina in accordance with North Carolina General Statutes ("NCGS") §§ 53-13 and 55-11-05 and (B) with the Florida Secretary of State a copy of this Agreement and a copy of the articles of merger pursuant to the Florida Statutes ("FS") § 607.1105. Pursuant to NCGS § 53-13 and FS § 607.1105, the Merger shall be effective at the time agreed by the parties hereto and specified in the Articles of Merger filed with the North Carolina Secretary of State and the Florida Secretary of State (the "Effective Time").

1.2 *Closing.* The closing of the Merger will take place at a time and on a date to be specified by the parties (the "Closing Date"), but in no case prior to the time at which the Parent Merger becomes effective, at such place as is agreed by the parties hereto.

1.3 *Effects of the Merger.* At the Effective Time, (1) the separate existence of Florida Choice Bank shall cease and Florida Choice Bank shall be merged with and into RBC Centura Bank (RBC Centura Bank is sometimes referred to herein as the "Surviving Bank"), (2) the Articles of Incorporation of RBC

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Centura Bank as in effect prior to the Effective Time shall be the Articles of Incorporation of the Surviving Bank, (3) the name of the Surviving Bank shall be "RBC Centura Bank", (4) the By-laws of RBC Centura Bank as in effect prior to the Effective Time shall be the By-laws of the Surviving Bank, (5) immediately following the Effective Time, the Surviving Bank shall continue to operate the main office and each of the branches of Florida Choice Bank existing as of the Effective Time as branches of the Surviving Bank at the officially designated address of each such office or branch, as listed in Annex A hereto, and shall continue to operate each of the branches of the Surviving Bank existing at the Effective Time and (6) the board of directors and officers of the Surviving Bank shall consist of the board of directors and officers of RBC Centura Bank immediately prior to the Effective Time.

1.4 *The Surviving Bank.* The Surviving Bank shall be a North Carolina state-chartered bank. The principal office of the Surviving Bank shall be at RBC Centura Bank, 3201 Beechleaf Court, Raleigh, North Carolina 27604.

1.5 *Tax Treatment.* It is the intention of the parties that the business combination contemplated herein be treated for U.S. federal income tax purposes as a reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II

### CONSIDERATION

2.1 *Effect on Florida Choice Bank Common Stock.* By virtue of the Merger and without any action on the part of the holder of any shares of common stock of Florida Choice Bank:

(a) at the Effective Time, all shares of Florida Choice Bank common stock that are owned by Florida Choice Bank as treasury stock, if any, shall be automatically cancelled and retired and shall cease to exist; and

(b) at the Effective Time, all shares of Florida Choice Bank common stock issued and outstanding shall be converted into the right to receive consideration ("Consideration") comprising such number of shares of fully paid and nonassessable RBC Centura Bank common stock that, together, have a value equal to the fair market value of the shares of Florida Choice Bank common stock (the "Fair Market Value") as of the business day immediately preceding the Closing Date, as determined in good faith by Florida Choice Bank and RBC Centura Bank. In the event that the parties are unable to agree on the Fair Market Value, Florida Choice Bank and RBC Centura Bank shall jointly select an independent third party, at the expense of RBC Centura Bank, to determine the Fair Market Value; and in the event the parties fail to agree on the selection of an independent third party, then the determination of the Fair Market Value shall be made by RBC Dain Rauscher Corporation. At the Effective Time, the shares of Florida Choice Bank common stock shall no longer be outstanding and shall be automatically cancelled

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and retired and shall cease to exist, and from and after the Effective Time, certificates representing Florida Choice Bank common stock immediately prior to the Effective Time shall be deemed for all purposes to represent the number of shares of RBC Centura Bank common stock into which they were converted as part of the Consideration pursuant to this Section 2.1(b).

**2.2 Effect on RBC Centura Bank Common Stock.** Each share of RBC Centura Bank common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and unaffected by the Merger.

### **ARTICLE III**

#### **COVENANTS**

**3.1 Covenants.** During the period from the date of this Agreement and continuing until the Effective Time, each of the parties hereto agrees to use all reasonable efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate and make effective the transactions contemplated by this Agreement.

### **ARTICLE IV**

#### **CONDITIONS PRECEDENT**

**4.1 Conditions to Each Party's Obligation To Effect the Merger.** The respective obligations of each party to effect the Merger shall be subject to the following conditions: (1) that prior to the Closing Date all requisite regulatory approvals relating to the Merger have been obtained and such approvals shall continue to be in full force and effect, (2) no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Merger shall be in effect and (3) that the Parent Merger shall have been consummated.

### **ARTICLE V**

#### **TERMINATION AND AMENDMENT**

**5.1 Termination.** This Agreement may be terminated at any time prior to the Effective Time by an instrument executed by each of the parties hereto. This Agreement will terminate automatically upon the termination of the Parent Merger Agreement.

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**5.2 Amendment.** This Agreement may be amended by an instrument in writing signed on behalf of each of the parties hereto.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

**6.1 Nonsurvival of Agreements.** None of the agreements in this Agreement or in any instrument delivered pursuant to this Agreement shall survive the Effective Time.

**6.2 Notices.** All notices and other communications hereunder shall be in writing and shall be deemed given if delivered personally, telecopied (with confirmation) or mailed by registered or certified mail (return receipt requested) to:

**(a) in the case of RBC Centura Bank:**

Gerald P. Hurst, Esq.  
RBC Centura Bank  
3201 Beechleaf Court  
Raleigh, North Carolina 27604  
Facsimile: (919) 788-6053

With a copy to:

Donald J. Toumey, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
Facsimile: (212) 558-3350

**(b) in the case of Florida Choice Bank:**

Florida Choice Bank  
18055 U.S. Highway 441  
Mount Dora, Florida 32757

With a copy to:

Gerald P. Hurst, Esq.  
RBC Centura Bank  
3201 Beechleaf Court  
Raleigh, North Carolina 27604  
Facsimile: (919) 788-6053

**6.3 Interpretation.** When a reference is made in this Agreement to Sections, such reference shall be to a Section of this Agreement unless otherwise



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indicated. The headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the words "include", "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation". The phrases "the date of this Agreement", "the date hereof", and terms of similar import, unless the context otherwise requires, shall be deemed to refer to the date first written above.

**6.4 Counterparts; Facsimile Signature.** This Agreement may be executed in counterparts, which shall be considered one and the same agreement, and shall become effective when counterparts have been signed by each of the parties and delivered to the other party, it being understood that both parties need not sign the same counterpart. This Agreement may be executed by facsimile signature and a facsimile signature shall constitute an original for all purposes.

**6.5 Entire Agreement.** This Agreement (including the documents and the instruments referred to herein) constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof, other than the Parent Merger Agreement.

**6.6 Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of North Carolina applicable to agreements made and to be performed wholly within such state.

**6.7 Assignment.** Neither this Agreement nor any of the rights, interests or obligations may be assigned by any of the parties hereto and any attempted or purported assignment in contravention of this Section 6.7 shall be null and void.

**[Next page is a signature page.]**

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**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date set forth above.

RBC CENTURA BANK

By \_\_\_\_\_

Name:

*Gerard Hurst*

Title:

*General Counsel*

FLORIDA CHOICE BANK

By \_\_\_\_\_

Name:

Title:

APR. 11. 2008 3:29PM C S C

NO. 702 P. 11

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**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized as of the date set forth above.

**RBC CENTURA BANK**

By \_\_\_\_\_  
Name:  
Title:

**FLORIDA CHOICE BANK**

By   
Name: JACK SHOFFNER  
Title: CHAIRMAN/CEO

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**ANNEX A**  
**Offices of Florida Choice Bank**

Branch Name	Address	City	State	Zip Code
Altamonte Springs	900 W State Rd 436	Altamonte Springs	FL	32714
ChampionsGate	8321 Champions Gate Blvd	Champions Gate	FL	33896
Clermont	1615 E Hwy 50	Clermont	FL	34711
East Clermont	1820 S. Hwy 27	Clermont	FL	34711
West Clermont	1201 W Hwy 50	Clermont	FL	34711
Orlando	1000 Legion Place Ste 100	Orlando	FL	32801
Groveland	200 E Broad St	Groveland	FL	34736
Kissimmee	1818 N John Young Pkwy	Kissimmee	FL	34741
Leesburg	929 N 14th St	Leesburg	FL	34748
Longwood	1859 State Rd 434	Longwood	FL	32750
Maitland	238 S Orlando Ave	Maitland	FL	32751
Main	18055 US Hwy 441	Mount Dora	FL	32757
Ocala	716 E Silver Springs Blvd	Ocala	FL	34470
St. Cloud	2500 13th St	Saint Cloud	FL	34769

Main Office:  
Florida Choice Bank  
18055 U.S. Highway 441  
Mount Dora, Florida 32757

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**THE FEDERAL RESERVE BANK OF RICHMOND**

RICHMOND • BALTIMORE • CHARLOTTE

Post Office Box 27622-Richmond, VA 23261  
Phone 804-697-8000 • www.richmondfed.org

H080000941803

March 14, 2008

Mr. Gerald P. Hurst  
General Counsel  
RBC Centura Bank  
3201 Beechleaf Court  
Raleigh, North Carolina 27604-1051

Dear Mr. Hurst:

The Federal Reserve Bank of Richmond, acting under authority delegated by the Board of Governors of the Federal Reserve System and having considered the relevant statutory factors, has approved the applications by RBC Centura Bank, Raleigh, North Carolina, to merge with First American Bank, Birmingham, Alabama; Alabama Exchange Bank, Tuskegee, Alabama; Community Bank of Naples, National Association, Naples, Florida; CypressCoquina Bank, Ormond Beach, Florida; Florida Choice Bank, Mount Dora, Florida; First Gulf Bank, National Association, Pensacola, Florida; Georgia State Bank, Mableton, Georgia; Indian River National Bank, Vero Beach, Florida; Millennium Bank, Gainesville, Florida; and The Peachtree Bank, Duluth, Georgia, pursuant to Section 18(c) of the Federal Deposit Insurance Act (FDI Act) and, incident thereto, to establish branches pursuant to Section 9 of the Federal Reserve Act.

In consideration of the applications, reliance was placed on the applicant's representations and commitments. Further, any change prior to consummation in the terms or conditions of the proposal from those represented in the applications should be reported to this Reserve Bank immediately, to determine if such change or changes would alter our determination. These transactions may not be consummated after three months from the date of this letter, unless such period is extended by the Federal Reserve System. Please advise us in writing when these transactions are consummated, affirming that consummation was effected in accordance with the terms and conditions that were represented to this Reserve Bank.

Sincerely,

Adam M. Drimer  
Assistant Vice President

cc: Board of Governors  
Mr. Donald J. Toumey  
Ms. Belinda Coles

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RBC Centura  
Law Group

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## SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-3388  
WWW.SULLCROM.COM

*125 Broad Street  
New York, NY 10004-2498*

LOS ANGELES • PALO ALTO • WASHINGTON, D.C.

FRANKFURT • LONDON • PARIS

BEIJING • HONG KONG • TOKYO

MELBOURNE • SYDNEY

March 26, 2008

Department of State,  
Division of Corporations,  
Attention: Corporate Mergers,  
Clifton Building,  
2661 Executive Center Circle,  
Tallahassee, FL 32301.

Attention: Anette Ramsey

Dear Ms. Ramsey:

As per our conversation, RBC Centura Banks, Inc. ("RBC Bank Parent") submitted a change of control application and a statement in support (the "Application") to the Florida Office of Financial Regulation (the "OFR") on December 10, 2007 in connection with the merger of Alabama National Bancorporation ("ANB") with and into RBC Bank Parent (the "Holding Company Merger"). The Application was approved by the OFR on February 4, 2008 and the merger of ANB with and into RBC Bank Parent was consummated on February 22, 2008. A copy of the OFR's approval of the Application is attached hereto as Annex A.

Prior to the Holding Company Merger, ANB was the parent of Florida Choice Bank ("Florida Choice"). Upon the consummation of the Holding Company Merger, Florida Choice became a wholly-owned subsidiary of RBC Bank Parent. RBC Bank Parent now intends to merge Florida Choice with and into another of its wholly-owned subsidiaries, RBC Centura Bank.

We were informed by the OFR on two separate occasions (orally on November 16, 2007 by Mr. Bruce Ricca of the OFR's staff and via email on February 6, 2008 by Mr. Joseph Matthews of the OFR's staff (the "Confirmation")) that no additional applications were required to be submitted to the OFR in connection with the merger of Florida Choice with and into RBC Centura Bank. A copy of the Confirmation is attached hereto as Annex B.

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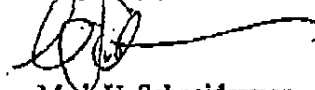
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In addition, after the Application was filed, both RBC Bank Parent and RBC Centura Bank determined to change their names to RBC Bancorporation (USA) and RBC Bank (USA), respectively, effective April 4, 2008. A copy of the OFR's statement of non-objection with respect to such name change and a letter relating to correspondence with the Federal Reserve Bank of Richmond are attached hereto as Annex C-1 and Annex C-2, respectively.

If you have any questions or concerns with respect to any of the matters discussed in this letter or in the documents included herewith, please do not hesitate to contact the undersigned at (212) 558-4286 (facsimile: (212) 558-3588).

Very truly yours,



Mark U. Schneiderman

(Enclosures)

cc: Bruce Ricca  
Joseph Matthews  
(Florida Office of Financial Regulation)

Andrew R. Gladin  
Wendy M. Goldberg  
Stephen T. Milligan

APR. 11. 2008 3:30PM C S C

NO. 702 P. 16

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Annex A



STATE OF FLORIDA  
OFFICE OF FINANCIAL REGULATION

H080000941803

In Re: Application for Authority to Indirectly  
Acquire CypressCoquina Bank, Ormond Beach,  
Volusia County, Florida; Florida Choice Bank,  
Mount Dora, Lake County, Florida; and  
Millennium Bank, Gainesville, Alachua County,  
Florida, by Royal Bank of Canada, Toronto,  
Ontario, and Montreal Quebec, Canada, and  
RBC Centura Banks, Inc., Raleigh, North  
Carolina

Admin. File No. 0503-FI-1/08

FINAL ORDER OF APPROVAL

On January 22, 2008, pursuant to Section 658.28, Florida Statutes, the Director of the Division of Financial Institutions for the Office of Financial Regulation ("OFR") issued the attached Notice of Intent to Approve the above-referenced application. The Applicants submitted a written waiver of their rights to a hearing concerning the proposed OFR action on January 25, 2008.

Accordingly, it is ORDERED:

1. The application for authority to indirectly acquire CypressCoquina Bank, Ormond Beach, Volusia County, Florida; Florida Choice Bank, Mount Dora, Lake County, Florida; and Millennium Bank, Gainesville, Alachua County, Florida, by Royal Bank of Canada, Toronto, Ontario, and Montreal, Quebec, Canada, and RBC Centura Banks, Inc., Raleigh, North Carolina, is APPROVED, subject to satisfaction of the conditions contained in the Notice of Intent.

2. The Applicants must satisfy the conditions of approval specified in the attached Notice of Intent. Until these conditions have been met, or if any interim development is deemed to warrant further action by the OFR, the Commissioner reserves the right to alter, suspend, or withdraw approval.

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Done and Ordered this 4<sup>th</sup> day of February, 2008, at Tallahassee,  
Florida.


  
Don Saxon, Commissioner  
Office of Financial Regulation

**NOTICE OF RIGHT TO APPELLATE REVIEW**

ANY PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING ONE COPY OF A NOTICE OF APPEAL WITH THE AGENCY CLERK, OFFICE OF FINANCIAL REGULATION, LEGAL SERVICES OFFICE, THE FLETCHER BUILDING, SUITE 526, 200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0379; AND A SECOND COPY, ACCOMPANIED BY THE FILING FEES PRESCRIBED BY SECTION 35.22(3), FLORIDA STATUTES, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 300 MARTIN LUTHER KING, JR. BLVD., TALLAHASSEE, FLORIDA 32399-1850, OR IN THE APPELLATE DISTRICT IN WHICH THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITHIN THIRTY (30) DAYS OF RENDITION OF THE FINAL ORDER TO BE REVIEWED.

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the foregoing Final Order of Approval has been furnished by U.S. Mail this 4<sup>th</sup> day of FEBRUARY, 2008 to Mr. Gerald P. Hurst, RBC Centura Banks, Inc., 3201 Beechleaf Court, 7<sup>th</sup> Floor, Raleigh, North Carolina, 27604.

  
Bruce Kuhse  
Florida Bar #0308470  
Chief Counsel  
Division of Financial Institutions  
Office of Financial Regulation  
200 East Gaines St.  
The Fletcher Building, Suite 526  
Tallahassee, FL 32399-0379

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Annex B

APR. 11. 2008 3:31PM C S C

NO. 702 P. 20

Message

Page 1 of 2

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**Schneiderman, Mark U.**

**From:** Joseph Matthews [Joseph.Matthews@fdfs.com]  
**Sent:** Wednesday, February 06, 2008 2:35 PM  
**To:** Goldberg, Wendy M.  
**Subject:** RE: Royal Bank of Canada: Fed Approval

Hi Wendy,

We do not require any filings or applications for state banks merging into other state or nationally chartered banks. Please let us know the key dates of consummation (acquisition of the banks and merger of the banks). You can notify me by email if that is easiest for you.

Thanks, Joe

**From:** Goldberg, Wendy M. [mailto:goldbergw@sullcrom.com]  
**Sent:** Wednesday, February 06, 2008 11:42 AM  
**To:** Joseph Matthews  
**Subject:** RE: Royal Bank of Canada: Fed Approval

Joe—we're putting together our bank merger act applications. My understanding from Bruce is that Florida does not require us to file anything for merging the Florida banks into RBC Centura Bank. We will be filing in Georgia, Alabama and North Carolina. Do you want a courtesy notice or anything else?

thanks,  
Wendy

Wendy M. Goldberg  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-7915  
(212) 558-3588 (fax)

—Original Message—

**From:** Joseph Matthews [mailto:Joseph.Matthews@fdfs.com]  
**Sent:** Tuesday, February 05, 2008 3:03 PM  
**To:** Goldberg, Wendy M.  
**Cc:** John Alcorn; Don Dotzler  
**Subject:** RE: Royal Bank of Canada: Fed Approval

Thanks.

**From:** Goldberg, Wendy M. [mailto:goldbergw@sullcrom.com]  
**Sent:** Tuesday, February 05, 2008 3:02 PM  
**To:** Joseph Matthews  
**Subject:** RE: Royal Bank of Canada: Fed Approval

I will keep you posted. We do not have OSFI (Canada) approval yet.

Wendy M. Goldberg  
Sullivan & Cromwell LLP  
125 Broad Street

3/25/2008

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**Message**

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New York, New York 10004  
(212) 558-7915  
(212) 558-3588 (fax)

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-----Original Message-----

**From:** Joseph Matthews [mailto:Joseph.Matthews@fidfs.com]  
**Sent:** Tuesday, February 05, 2008 2:40 PM  
**To:** Goldberg, Wendy M.  
**Subject:** RE: Royal Bank of Canada: Fed Approval

Thanks.

When are the planned consummation dates of the transactions?

---

**From:** Goldberg, Wendy M. [mailto:goldbergw@sullcrom.com]  
**Sent:** Tuesday, February 05, 2008 2:32 PM  
**To:** Joseph Matthews  
**Subject:** Royal Bank of Canada: Fed Approval

Joe,

Attached for your reference please find the Fed order, dated today, approving the Royal Bank of Canada transaction.

Best regards,  
Wendy

Wendy M. Goldberg  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004  
(212) 558-7915  
(212) 558-3588 (fax)

This e-mail is sent by a law firm and contains information that may be privileged and confidential. If you are not the intended recipient, please delete the e-mail and notify us immediately.

3/25/2008

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Annex C-1

APR. 11. 2008 3:32PM

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NO. 702 P. 23



**OFFICE OF FINANCIAL REGULATION**

**DON H. SAXON**  
COMMISSIONER

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**FINANCIAL SERVICES  
COMMISSION**

**CHARLIE CRIST**  
GOVERNOR

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**ALEX SINK**  
CHIEF FINANCIAL OFFICER

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

January 22, 2008

Mr. John B. Fleming, Jr.  
Assistant General Counsel  
RBC Centura  
3201 Beechleaf Court, 7<sup>th</sup> Floor  
Raleigh, NC 27604

Re: RBC Bank (USA)

Dear Mr. Fleming:

Reference is made to your recent letter/fax requesting to change your corporate name from RBC Centura Bank to RBC Bank (USA).

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name, the Office will not object to the use of the above name being registered to transact business in the state of Florida.

Sincerely,

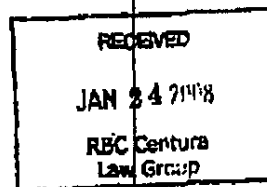
Linda B. Charity  
Director

LBC:bk

cc: Karon Boyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Department of State

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MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GANES STREET, TALLAHASSEE, FLORIDA 32399-0371  
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Affirmative Action / Equal Opportunity Employer



APR. 11. 2008 3:32PM C S C

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Annex C-2



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C S C

NO. 702 P. 25

**POYNER SPRUILL LLP**  
ATTORNEYS-AT-LAW

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February 29, 2008

**VIA FEDERAL EXPRESS**

Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, Virginia 23219  
Attention: A. Linwood Gill, III, Vice President

Re: Name Change of RBC Centura Banks, Inc.

Dear Mr. Gill:

This letter follows up on our recent correspondence with your office relating to the name change of our client RBC Centura Bank ("Bank"). This letter is to inform the Federal Reserve Bank of Richmond that effective as of April 4, 2008 the name of the Bank's holding company will change from RBC Centura Banks, Inc. to RBC Bancorporation (USA). This name change will be simultaneous with the name change of the Bank to RBC Bank (USA).

If you have any questions or need any additional information regarding the matters discussed herein, please give me a call. Thank you for your continued assistance with this matter.

Sincerely,



E. Bardin Simmons, Jr.

cc: John B. Fleming, Jr.