



FEDERAL RESERVE BANK
OF SAN FRANCISCO

GERALD C. TSAI
DIRECTOR
APPLICATIONS AND FINTECH
FINANCIAL INSTITUTION SUPERVISION AND CREDIT

February 2, 2018

Via Electronic and U.S. Mail

Mr. David J. Gershon
Partner
Sheppard, Mullin, Richter & Hampton LLP
Four Embarcadero Center, 17th Floor
San Francisco, California 94111

Dear Mr. Gershon:

This is in response to your letter dated January 24, 2018 (“Letter”), requesting confirmation that, pursuant to section 225.12(d)(2) of Regulation Y (12 CFR 225.12(d)(2)) (“Section 225.12(d)(2)”), no application is required under section 3 of the Bank Holding Company Act of 1956, as amended, regarding the proposed acquisition of FNB Bancorp, South San Francisco, California (“FNB”), by TriCo Bancshares, Chico, California (“TriCo”). Section 225.12(d)(2) requests are reviewed and decided by the General Counsel of the Board of Governors of the Federal Reserve System (“Board”), or his designee.

Subsequent to receipt of the Letter, the Federal Reserve Bank of San Francisco (“FRBSF”) received communications from a third party conveying their intent to object to TriCo’s Section 225.12(d)(2) request and any subsequent application to the FRBSF regarding TriCo’s proposed acquisition of FNB. In light of the third party’s communication and following consultations with Board Legal Division staff, FRBSF hereby formally notifies TriCo per section 225.12(d)(2)(vi) of Regulation Y (12 CFR 225.12(d)(2)(vi)) that an application is required under section 225.11 of Regulation Y (12 CFR 225.11) for the transaction described in the Letter.

If you have any questions about this matter, please contact me at (415) 974-3415.

Sincerely,

Stephen Dilay
on behalf of Gerald Tsai

cc: Board of Governors
Richard P. Smith, Tri Counties Bank
Mark Pinkard, Federal Deposit Insurance Corporation
Frank Bushnell, California Department of Business Oversight
Charles Herbert, Federal Reserve Bank of San Francisco

101 Market Street, San Francisco, California 94105
(415) 974-3415 | gerald.tsai@sf.frb.org
www.frbsf.org