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August 22, 2018

BY E-APPS

Kathryn Haney
Director of Applications
Federal Reserve Bank of Atlanta
1000 Peachtree Street N.E.
Atlanta, Georgia 30309

Re: Application by Synovus Financial Corp. to Acquire FCB Financial Holdings, Inc.

Dear Ms. Haney:

On behalf of Synovus Financial Corp., Columbus, Georgia ("Synovus"), this application (the "Application") is being submitted to the Board of Governors of the Federal Reserve System (the "Board") and the Federal Reserve Bank of Atlanta (the "Reserve Bank") pursuant to Sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and Sections 225.11 and 225.15 of the Board's Regulation Y thereunder, for Synovus to acquire FCB Financial Holdings, Inc. ("FCB").

Notice of the Application is being published in a daily newspaper of general circulation in each of Columbus, Georgia and Weston, Florida. Proof of publication will be provided as soon as possible.

The enclosed Application includes a separately bound set of confidential exhibits (the "Confidential Exhibits"). Pursuant to the Freedom of Information Act, 5 U.S.C. § 552(b), and the Board's regulations thereunder, 12 C.F.R. Part 261 (collectively, "FOIA"), confidential treatment is hereby requested for the Confidential Exhibits on the grounds that they concern highly sensitive business, commercial, and financial information and certain supervisory matters that have not otherwise been disclosed to the public, the disclosure of which would be likely to cause substantial harm to Synovus and its affiliates. Accordingly, we respectfully request that the Confidential Exhibits not be made available for public inspection or copying. In addition, we request that any memoranda, notes, or other writings of any kind whatsoever by an employee, agent, or other person under the control of the Board or the Reserve Bank that incorporate, include, or relate to any of the matters referred to in the Confidential Exhibits not be made part of any public record and not be disclosed to any person.

Ms. Kathryn Haney

-2-

August 22, 2018

In the event of a FOIA request, we respectfully request notice of such request, as well as a reasonable period of time to respond prior to any release of materials by Board staff or Reserve Bank staff. This request for notice and an opportunity to respond also extends in the case of any Confidential Exhibits (including any such memoranda, notes, or other writings by Board staff or Reserve Bank staff) being the subject of a FOIA request or a request or demand for disclosure by any governmental agency, Congressional office or committee, court, or grand jury.

* * *

If you have any questions regarding this Application, please contact me or Spencer Sloan (spencer.sloan@stblaw.com).

Very truly yours,

/s/

Lee Meyerson

Enclosures

cc: Ms. Alison M. Thro
Board – Legal

Murali Ramachandran
Georgia Department of Banking & Finance

Mr. Allan Kamensky
Ms. Mary Maurice Young
Synovus

Board of Governors of the Federal Reserve System



Application to Become a Bank Holding Company and/or Acquire an Additional Bank or Bank Holding Company—FR Y-3

Synovus Financial Corp.

Corporate Title of Applicant

1111 Bay Avenue, Suite 500

Street Address

Columbus

City

Georgia

State

31901

Zip Code

Corporation

(Type of organization, such as corporation, partnership, business trust, association, or trust)

Hereby applies to the Board pursuant to:

- (1) Section 3(a)(1) of the Bank Holding Company Act of 1956, as amended, ("BHC Act"—12 U.S.C. §1842), under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y;
- (2) Section 3(a)(3) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y; or
- (3) Section 3(a)(5) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y.

for prior approval of the acquisition of direct or indirect ownership, control, or power to vote 100% of a class of voting shares or otherwise to control:

FCB Financial Holdings, Inc.

Corporate Title of Bank or Bank Holding Company

2500 Weston Road, Weston Corporate Center I

Street Address

Weston

City

Florida

State

33331

Zip Code

Does applicant request confidential treatment for any portion of this submission?

Yes

As required by the General Instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled "Confidential."

No

reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0121), Washington, DC 20503.

Name, title, address, telephone number, and facsimile number of person(s) to whom inquiries concerning this application may be directed:

Allan Kamensky
Name

General Counsel & Secretary
Title

1111 Bay Avenue, Suite 500
Street Address

Columbus Georgia 31901
City State Zip Code

706-644-6362
Area Code / Phone Number

Area Code / FAX Number

Lee Meyerson, Esq.
Name

Simpson Thacher & Bartlett LLP
Title

425 Lexington Avenue
Street Address

New York New York 10017
City State Zip Code

212-455-2000
Area Code / Phone Number

212-455-2502
Area Code / FAX Number

Certification

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §1001 and §1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding

Availability of Information (12 C.F.R. Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

Signed this 22nd day of August 2018
Day Month Year



Signature of Chief Executive Officer or Designee

Allan Kamensky
Print or Type Name

General Counsel & Secretary
Title