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Comptroller of the Currency  
Administrator of National Banks

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Midwestern District Office  
2345 Grand Boulevard, Suite 700  
Kansas City, MO 64108

November 13, 2000

**Conditional Approval #430  
December 2000**

Mr. Robert A. Regan  
23191 La Cadena, Unit #104  
Laguna Hills, CA 92653

**Re: Application for de novo Charter and Branch (Messenger Service) for  
eComm National Bank, Irvine, California  
CAIS Control #'s 2000-WE-01-017, 2000-WE-05-049, 2000-WE-05-095,  
& 2000-WE-05-096**

Dear Mr. Regan:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of eComm National Bank (Bank). On this date, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. The Bank may also offer credit life, health, and accident insurance in accordance with 12 CFR 2.

The OCC also approves your application to establish a new branch in the form of a messenger service. This messenger service will be housed out of the main office to serve Orange County, California. ***This letter also serves as authorization for the Bank to establish Branch #118560A, to be known as "Messenger Service #1"; #119173A, to be known as "Messenger Service #2", #119174A, to be known as "Messenger Service #3 .***

If the branch is not opened within 18 months from this approval date, the approval automatically terminates, unless the OCC grants an extension. Prior to closing a branch, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. ' 1831r-1. Following the closing of a branch office, a final closing notice should be submitted to this Office.

Within 10 days of opening, the Bank must advise this Office in writing of the branch opening date, so the OCC may complete its records. Please reference the OCC CAIS Control Number in your letter.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will obtain FDIC insurance.

Mr. Robert A. Regan

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You have represented that in the future the Bank may offer Internet banking products and services. Since you have not yet outlined the operational details, financial impact, compliance implications, or timeframes for the proposed Internet product and service offerings, we are unable to conclude that the Internet banking plans do not raise any legal, supervisory, policy, or compliance issues. In order not to delay a decision of your application, we are granting preliminary conditional approval of the charter at this time. Any final plans to offer Internet banking will need to be reviewed and approved by the OCC as a significant deviation or change from the proposed operating plan. Such review will involve the same amount of scrutiny as if the details had been known during the initial application.

The final charter approval will be subject to the following condition:

- **The Bank shall obtain prior approval from the OCC's Orange County Field Office before any significant deviations or changes from the proposed operating plan during the Bank's first three years of operation. The Bank must notify the Orange County Field Office at least sixty (60) days prior to any proposed significant deviation or change. The Bank must also provide a copy of such notice to FDIC's Regional Office in San Francisco, California. If the change involves an Internet activity, the Bank must also provide a copy of such notice to the OCC's Senior Advisor for Electronic Banking in Bank Organization and Structure in Washington, D.C.**

The above listed condition will be deemed to be a "condition imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC § 1818(b)(1). As such, the conditions are enforceable under 12 U.S.C. § 1818.

Please refer to the "Corporate Organization" booklet (enclosed) in the Comptroller's Corporate Manual for the instructions on organizing your Bank. The booklet contains all of the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC. **Please contact Analysis Specialist Judith Bollig at 816-556-1860 if you have any questions about the "in-organization" phase.**

Enclosed are standard requirements that must be met before the Bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the Bank begins operation. Applicable standard requirements also must be satisfied before the Bank will be allowed to commence business.

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The OCC poses no objection to the following persons serving as executive officers as proposed in the application. Additional executive officers are subject to the OCC's prior review and clearance.

Chairman/CEO	Robert A. Regan
President	Kenneth L. Hansen
Chief Credit Officer	Steven L. Hollstein

The OCC poses no objection to Hugh Shurtleff, Kenneth Hansen, Robert Regan, Mary Pamela Cummings, Bryan Stirrat, David Smith, Russ Wertz, George Hedley, Jeannine Schrantz, Timothy D. McMahon, Linda Vandercook, Dru Tice, Gary Lass, Christopher Hopper, Cary Glenn, or Robert Hubbert serving as directors. All other directors are subject to the OCC's prior review and clearance.

You are also reminded that for a period of two years after the Bank has opened for business, the OCC must review and have no objection to any new executive officer or director *prior* to that person assuming such position.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

You should direct any questions concerning this preliminary conditional approval to National Bank Examiner Sally A. Payne at (816) 556-1860.

Sincerely,

**-signed-**

Ellen Tanner Shepherd  
Licensing Manager

Enclosures: "Corporate Organization" Booklet  
Minimum Policies and Procedures  
Standard Requirements

cc: John W. Graetz  
Senior Advisor for Electronic Banking in Bank Organization and Structure