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Comptroller of the Currency  
Administrator of National Banks

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Central District Office  
One Financial Place, suite 2700  
440 South LaSalle Street  
Chicago, Illinois 60605

September 7, 2005

**Conditional Approval #704  
October 2005**

Mr. Carl Vander Wilt  
CenterBank Financial, Inc.  
790 Frontage Road, Suite 208  
Northfield, Illinois 60093

**Re: Charter Application for CenterBank and Trust, National Association, Deerfield, Illinois  
OCC Application Number: 05-CE-01-003**

Dear Mr. Vander Wilt:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of CenterBank and Trust, National Association (proposed Bank). On September 7, 2005, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all preopening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following condition(s):

1. The Bank: (i) shall give the OCC's Chicago North Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations<sup>1</sup> and (ii) shall obtain the OCC's written determination of no

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<sup>1</sup> If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

September 7, 2005  
Mr. Carl Vander Wilt  
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objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. For the first three years of operation, the Bank also must provide a copy of such written notice to the FDIC's Chicago Regional Office.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$18,346,000. The manner in which capital is raised must not deviate from that described in the business plan without prior written OCC notification. If the capital for the Bank is not raised within 12 months or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. The OCC is opposed to granting extensions, except under the most extenuating circumstances and when the OCC determines that the delay is beyond the applicant's control. The organizers are expected to proceed diligently, consistent with their application, for the Bank to open for business as soon as possible.

Final approval will not be granted until and unless the Federal Reserve acts favorably on your application to acquire the Bank. You must furnish the OCC with a copy of all related filings to the Federal Reserve, including registration material. Send this information to Senior Licensing Analyst Carolina M. Ledesma in our Central District Office.

The OCC poses no objection to the following person(s) serving as executive officer(s), directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Carl E. Vander Wilt	President, Chief Executive Officer and Chairman of the Board
Richard J. Behls	Director, Executive Vice President and Chief Credit Officer
Robert K. Fisher	Director, Executive Vice President and Chief Lending Officer
Barbara J. Peryer	Executive Vice President and Chief Operating Officer
Andrew A. Hommowun	Senior Vice President – Commercial Lending
Arthur G. Bess, III	Director
Mark T. DiGanci	Director
James A. Kach	Director
Eugene B. Katz	Director
Brian K. Moran	Director

September 7, 2005  
Mr. Carl Vander Wilt  
CenterBank Financial, Inc.

<u>Name</u>	<u>Title</u>
Andrew M. Sandberg	Director
Benjamin P. Shapiro	Director

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

Background checks requested by the OCC have not been received yet from three sources for several of the above individuals. Accordingly, the continued service of the proposed executive officers and directors will be dependent on satisfactory completion of the background investigation process.

The "Charters" booklet in the *Comptroller's Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC's web site: <http://www.occ.treas.gov/corpbook/group4/public/pdf/charters.pdf>. 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 Articles of Association and the Organization Certificate to Senior Licensing Analyst Carolina M. Ledesma in this office for our review and acceptance. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the Comptroller's Licensing Manual, which is available only in electronic form at our web site: <http://www.occ.treas.gov/corpapps/corpapplic.htm>.

September 7, 2005  
Mr. Carl Vander Wilt  
CenterBank Financial, Inc.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States (U.S.), any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

Direct any questions concerning this preliminary conditional approval to the undersigned or to Senior Licensing Analyst Carolina M. Ledesma at (312) 360-8867.

Sincerely,

*signed*

David J. Rogers  
National Bank Examiner  
Director for District Licensing

Enclosures: Standard Requirements  
Minimum Policies and Procedures Checklist