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Comptroller of the Currency  
Administrator of National Banks

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Western District Office  
1225 17<sup>th</sup> Street, Suite 300  
Denver, Colorado 80202-5534  
(720) 475-7650; FAX (301) 333-7010

**Conditional Approval #691**  
**June 2005**

May 10, 2005

Mr. Michael Muir  
Managing Director, Chief Financial Officer  
Treasury Bank, National Association  
225 West Hillcrest Drive, MS TO-11  
Thousand Oaks, CA 91360

RE: Material Non-Cash Contribution to Capital Surplus  
Treasury Bank, National Association, Alexandria, VA  
OCC Control Number: 2005-WE-12-0116

Dear Mr. Muir:

The Comptroller of the Currency (OCC) has conditionally approved Treasury Bank, National Association's proposal to increase its capital surplus by up to \$500 million as outlined in your application dated April 27, 2005. The bank's parent, Effinity Financial Corporation, which will contribute variable rate or hybrid, first lien, super jumbo mortgage in the amount \$54 million and approximately \$446 million in the form of prime quality home equity lines of credit from the inventory of Countrywide Home Loans, Inc., will provide the capital contribution.

The conditional approval is subject to the following conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. § 1818 and, as such, are enforceable under 12 U.S.C. § 1818:

1. The bank should submit to the Supervisory Office, within 15 days of the date of this letter, the results of the aggregate portfolio valuation performed by an independent, qualified firm, which substantiates the fair market value of the portfolio to be contributed. The bank shall immediately correct any deficiency, to the Supervisory Office's satisfaction.
2. Immediately following the capital contribution, the bank will retain a qualified independent accounting firm to verify that the loans were transferred using the value methodology represented in the application and, within 10 days of receipt of the report, submit the results to John A. Hall, Examiner in Charge. The bank shall promptly correct, to the Supervisory Office's satisfaction, any deficiencies noted.

Additionally, this approval is subject to the representations detailed in the bank's application dated April 27, 2005. Specifically the bank represents the following:

1. The loans will meet the bank's criteria for inclusion in the capital contribution, specifically including weighted average coupons, FICO scores, current loan-to-value ratios, coupon stratifications, weighted average margins and the average credit limit utilization rate.
2. All capital contribution loans will comply with the Supervisory Loan-To-Value Limits contained in 12 C.F.R. § Part 34, Subpart D, Appendix A ("Guidelines") by obtaining credit enhancement in the form of a mortgage insurance policy for HELOCs having a CLTV equal to, or greater than, ninety percent to the extent required by the "Guidelines."
3. The capital contribution loans will be contributed at the lower of historical cost or market value.
4. Substitutions of capital contribution loans will have at least the same credit characteristics as identified in #1 above or better in order to maintain a total pool of up to an amount of \$500 million.

We have no objection to management's plan to substitute loans of at least the same type and same quality or better provided that loan substitutions comply with the criteria outlined above.

This conditional approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives.

The change in capital should be completed within one year of the date of this letter. Please notify the OCC after you have completed the change and complied with legal requirements. Upon receipt of your notification, the OCC will authorize the increase in capital, provided you have satisfied the pre-contribution requirements.

Treasury Bank, N.A.  
OCC Control Number: 2005-WE-12-0116  
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This 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 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 of the U.S.

If you have questions, please contact Sherry Gorospe, Licensing Analyst at (720) 475-7653 or by email at [sherry.gorospe@occ.treas.gov](mailto:sherry.gorospe@occ.treas.gov).

Sincerely,

**signed**

James A. Bundy  
Acting Licensing Manager