

Final Approval

[OCC LOGO]

Date

President
Name of Bank in Organization
Address
City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking. Specifically, you have met all the preopening requirements connected with your preliminary conditional approval on (*approval date*).

You are authorized to open (*name of bank*)(Bank) on (*date*). We will forward you a Charter Certificate under separate cover.

[If applicable] Authorization is also granted for the following branches:

| <u>Branch Name and Location</u> | <u>Certificate Number</u> |
|---------------------------------|---------------------------|
|---------------------------------|---------------------------|

You are reminded that several of the standard requirements enclosed in the preliminary conditional approval letter dated (*date*) will continue to apply once the Bank opens and, by opening, you agree to subject your association to these requirements of operation. Some of the requirements bear reiteration here:

1. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 USC 1817(j)) by virtue of its national bank charter.
2. The board of directors is responsible for regular review and update of policies and procedures and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (BSA). The board must train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.
3. [For limited and special purpose banks] The Bank will not engage in full commercial powers authorized to national banks without the OCC's prior approval.

[For all charters --- standard and special conditions, if applicable]

This final approval is subject to the following condition(s) and the condition(s) imposed in the preliminary conditional approval:

[List conditions. Conditions listed must be subject to 12 USC 1818 and will remain in effect after opening. Number each condition in sequential order.]

[For all charters, if the condition was omitted in the preliminary conditional approval letter--- standard conditions]

1. The Bank shall: (i) give the (insert the appropriate OCC supervisory office) at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,¹ and (ii) obtain the OCC's written determination of no 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. This condition shall remain in effect during the Bank's first three years of operation. [For insured charters only insert: "For the first three years of operation, the Bank also must provide a copy of such written notice of its intent to significantly deviate or change from its business plan or operations to the FDIC's (insert the appropriate regional FDIC supervisory office) regional office.]

[For all charters unless the supervisory office has reviewed and found satisfactory the information and security systems of the electronic banking operation]

(#). Prior to implementing a transactional web site:

- The Bank must submit to the (*insert the appropriate OCC supervisory office*) for review and approval a complete description of the bank's final information systems and operations architecture as well as the information systems risk assessment and management plan. This should include a schematic drawing and discussion of the following items:

Vendor due diligence and contracts; electronic banking security mechanisms and policies; information systems personnel; internal controls; audit plans; and operating policies and procedures, including, but not limited to, vendor management, weblinking, customer authentication, and business resumption contingency plans.

- The Bank must have performed an independent security review and test of its electronic banking platform. The Bank must have this review performed regardless of whether the platform is operated in-house or by one or more third-party service providers. If the bank outsources the technology platform, it can rely on testing performed for the service provider to the extent that it satisfies the scope and requirements listed below. An objective, qualified independent source (Reviewer) must conduct the review. The scope should cover:

-- All access points, including the Internet, Intranet, or remote access.

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

- The adequacy of physical and logical protection against unauthorized access including individual penetration attempts, computer viruses, denial of service, and other forms of electronic access.

By written report, the Reviewer must confirm that the security measures, including the firewall, have been satisfactorily implemented and tested. For additional guidance, see “The Internet and the National Bank Charter” booklet of the Comptroller’s Licensing Manual, sections “Risk Considerations -- Information System Security” and “Appendix A: Sample Business Guidelines -- Records, Systems, and Controls.” The booklet is located at the Electronic Banking section of the OCC's web site:

www.occ.treas.gov/netbank/letters.htm.

- (#). The Bank must notify all potential technology-related vendors in writing of the OCC’s examination and regulatory authority under 12 USC 1867(c).² All final technology-related vendor contracts must stipulate that the performance of services provided by the vendors to the Bank is subject to the OCC’s examination and regulatory authority.

[If applicable, list any special conditions imposed on the specific charter for final authorization]

- (#).
- (#).
- (#).

[For all charters, after all conditions are listed]

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 Board of Directors and you should become familiar with the filing obligations of the Securities Exchange Act of 1934 (“34 Act”) and 12 CFR Part 11. The Bank may be required to file reports with the OCC under the 34 Act and Part 11 if: (1) the Bank at the end of any fiscal year has 500 or more shareholders of record; or (2) the Bank made a public offering of securities subject to 12 CFR Part 16 during the Bank’s organizational process.

We encourage you to contact the OCC’s Securities & Corporate Practices Division at (202) 874-5210 if you have any questions about the Bank’s securities disclosure obligations.

This final 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

² The OCC has the authority to assess the Bank for the cost of examining a service provider. See 12 CFR 8.6

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.

On behalf of the OCC, welcome to the national banking system. If you have any questions about the supervision of your Bank, please contact (*insert appropriate title – usually Assistant Deputy Comptroller or National Bank Examiner*) (*insert name of ADC, assigned portfolio manager, or EIC*) of the (*insert appropriate supervisory office*) at (telephone number). For questions about this decision letter or other licensing matters, please contact (*insert appropriate title – usually Director for District Licensing, Senior Licensing Analyst, or Licensing Analyst*) (*insert name*) at (*insert phone number*).

Sincerely,

--Signature--

Name and Title

cc: (Name of Supervisory Office)
Official File
Portfolio Examiner or EIC

bcc: Secretary, Director of Licensing Operations (only if a standard or special condition was not published at preliminary conditional approval)