



Comptroller of the Currency
Administrator of National Banks

Northeastern District
1114 Avenue of the Americas, Suite 3900
New York, New York 10036

May 16, 2002

Conditional Approval #523
June 2002

Jacob A. Lutz, III, Esq.
Troutman Sanders LLP
Bank of America Center
1111 East Main Street
Richmond, VA 23219

Re: Access National Bank, Chantilly, Virginia
Expedited Reorganization
CAIS Control Number 2002-NE-12-0076

Dear Mr. Lutz:

This is to inform you that on May 16, 2002 the Office of the Comptroller of the Currency (OCC) conditionally approved your proposal to undertake an ownership restructuring of Access National Bank pursuant to the provisions of 12 U.S.C. § 215a-2 and 12 C.F.R. § 7.2000(a).

This approval is subject to the condition that the Bank: (i) shall give the “Maryland/National Capital Area Field Office” at least sixty (60) days prior notice of the Bank’s intent to significantly deviate or change from its business plan or operations and (ii) shall 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.¹ This condition is enforceable under 12 U.S.C. § 1818.

The condition of this approval “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. As such, the condition is enforceable under 12 U.S.C. § 1818.

You are reminded to submit definitive copies of the proxy materials or information statement to this office at the same time they are distributed to the shareholders.

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

Prior to consummating the reorganization please provide us with the following:

1. An executed Plan of Reorganization.
2. A certification that the transaction was approved by a majority of the Bank's entire Board of Directors.
3. A certification that shareholder approval was obtained, indicating the percentage of shares voted in favor of the transaction.
4. A certification that the transaction was approved by the Board of Governors of the Federal Reserve System.

If the reorganization is not consummated within one year from the approval date the approval shall automatically terminate unless the OCC grants an extension of the time period. Please advise the undersigned within 10 days of the effective date of the reorganization.

Please include the CAIS control number on all correspondence related to this application.

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

This 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, any agency or entity of the United States, or an officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable laws and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have any questions concerning this decision, please contact me at (212) 790-4055.

Sincerely,

-signed-

Sandya Reddy
Senior Licensing Analyst