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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

**Corporate Decision #98-34**  
**July 1998**

June 8, 1998

Mr. B. Michael Carroll  
President and CEO  
Heritage Trust Company, National Association (Proposed)  
1900 NW Expressway  
Oklahoma City, Oklahoma 73102

Re: Application to charter a national trust bank in Oklahoma City, Oklahoma, with the title  
"Heritage Trust Company, National Association"  
Application Control Number: 98-SW-01-0003

Dear Mr. Carroll:

The Office of the Comptroller of the Currency ("OCC") has reviewed your application to establish a new national trust bank in Oklahoma City, Oklahoma, with the title of Heritage Trust Company, National Association ("Bank"). The Bank will engage solely in fiduciary activities. After a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval.

We have based our decision to grant preliminary conditional approval on a thorough review of all information available, including representations and commitments made in the application and by the organizers' representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national trust bank will not be insured by the FDIC, but intends to apply for membership in the Federal Reserve System.

Major deviations from the operating plan or changes in the composition of the board of directors, ownership, or chief executive officers that the OCC has not approved may result in withdrawal of preliminary conditional approval.

The charter approval is subject to the following condition:

1. The Bank shall maintain a minimum of \$2 million in Tier 1 capital at all times.

Please be advised that the above condition of this approval shall 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 U.S.C. §1818(b)(1). The condition is enforceable under 12

Mr. B. Michael Carroll  
Heritage Trust Company, National Association (Proposed)  
98-SW-01-0003  
Page 2

U.S.C. §1818 as specifically applied to uninsured national banking associations under section 1818(b)(5).

You may now form a body corporate and begin organizing the Bank, as soon as you adopt and forward the Articles of Association and Organization Certificate to the Southwestern District Office. As a body corporate or legal entity, you may begin to take those steps necessary for obtaining final approval, but you may not accept any appointment as fiduciary until you fulfill all requirements for a bank in organization and final approval is granted. (See Corporate Organization Booklet enclosed.)

The trust officers and staff should become thoroughly familiar with "Fiduciary Powers of National Banks and Collective Investment Funds" at 12 CFR 9 and 12 CFR 5.26. Management is reminded that 12 CFR 5.26 requires a national bank which already has approval to engage in fiduciary activities to provide written notice to the OCC when commencing fiduciary activities in a new state.

Enclosed are procedural requirements that generally must be met before a new bank will be allowed to commence business. Please note that some of the requirements referenced in the enclosed package may not be applicable since the Bank's activities will be limited to those of a national trust bank. It is the responsibility of management to ensure that the applicable policies and procedures are established and adopted by the Board of Directors before the Bank commences business.

We specifically noted that the Bank has represented to the OCC that internal systems will be Year 2000 compliant within the time frames outlined in Advisory Letter 97-6 (enclosed) or other subsequent OCC Year 2000 guidance. In addition, the Bank will perform due diligence to ensure that any third-party data processing servicers or purchased applications or systems from software vendors will also be Year 2000 compliant. In the event that the Bank selects a servicer or vendor which is not Year 2000 compliant, the Bank will ensure that the servicer or vendor has a Year 2000 compliance plan, and the financial and managerial capacity to complete its Year 2000 conversion project within the time frames outlined in Advisory Letter 97-6 or other subsequent OCC Year 2000 guidance.

We require that, prior to opening, the Bank engage an independent, external auditor to perform an audit according to generally accepted auditing standards of sufficient scope to enable the auditor to render an opinion on the financial statements of the Bank (or consolidated entity), taken as a whole. The audit period shall commence on the date that the organizing group forms a body corporate and may end on any calendar quarter-end no later than 12 months after the Bank opens. We expect that such audits will be performed on an annual basis

Mr. B. Michael Carroll  
Heritage Trust Company, National Association (Proposed)  
98-SW-01-0003  
Page 3

for at least three years following commencement of operations. The Bank will also need to have an annual independent fiduciary audit as required in 12 CFR 9. Engagement of an auditor will be verified during the pre-opening examination.

The OCC has no objection to the following persons serving as executive officers and directors of the proposed bank:

<u>Name</u>	<u>Proposed Position</u>
B. Michael Carroll	President/ CEO/Director
Nancy Payne Ellis	Director
Stephen Bond Payne, Jr.	Director/Compliance Officer
C. Kendric Fergeson	Director
Randolph Dayton Royse	Director

Please note, additional executive officers are subject to the prior review and clearance of the OCC. Also, the OCC requires that you obtain prior approval of additions or changes in directors or executive officers for two years after the bank opens for business.

The Articles of Association and Organization Certificate should be forwarded to the OCC within thirty days.

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

You should direct any questions concerning this preliminary conditional approval to Brenda McNeese, NBE/Senior Corporate Analyst or Michael Hughes, Licensing Manager in the Southwestern District Office at (214) 720-7052 , or me at (202) 874-5060.

Sincerely,

/s/

Maria G. Arevalo  
National Bank Examiner  
Bank Organization and Structure