



Comptroller of the Currency
Administrator of National Banks

Western District Office
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San Francisco CA 94105
(415) 545-5900; Fax (415) 545-5974

Conditional Approval #468
May 2001

April 27, 2001

Ivo A. Tjan, Spokesperson
CommerceWest Bank, N.A. (Proposed)
4685 MacArthur Court, Suite 100
Newport Beach, California 92660

Re: **New Bank Charter - CommerceWest Bank, N.A. (Proposed)**
Newport Beach, California, CAIS Control Number: 2000-WE-01-026

Dear Mr. Tjan:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of **CommerceWest Bank, National Association**. On April 27, 2001, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. The bank also may offer credit life, health, and accident insurance in accordance with 12 CFR 2.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and obtain FDIC insurance.

This approval is subject to the condition that the bank shall obtain prior approval from the OCC's Southern California - South Field Office before any significant deviation or change from the proposed operating plan occurs during the bank's first three years of operation. The bank must notify the Southern California - South Field Office at least sixty (60) days prior to any proposed significant deviation or change. This condition is enforceable under 12 USC §1818. The bank must also provide a copy of such notice to the FDIC San Francisco Regional Office.

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You have represented that the bank intends to offer Internet banking products and services. Since you have not yet outlined the operational details, financial impact, compliance implications, or timeframes for the proposed Internet product and service offerings, we are unable to conclude that the Internet banking plans do not raise any legal, supervisory, policy, or compliance issues. In order not to delay a decision of your application, we are granting preliminary conditional approval of the charter at this time. Any final plans to offer Internet banking will need to be reviewed and approved by the OCC as a significant deviation or change from the proposed operating plan. Such review will involve the same amount of scrutiny as if the details had been known during the initial application.

The bank's initial paid-in capital, net of organizational and preopening expenses, shall be no less than \$8 million. The manner in which capital is raised must not deviate from that described in the operating plan without prior OCC notification. If the capital for the new bank is not raised within 12 months or if the new bank is not opened for business within 18 months from the preliminary conditional approval date, the OCC will withdraw approval. 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.

Until final approval is granted, the OCC has the right to alter, suspend, or revoke preliminary approval should any interim development be deemed by the OCC to warrant such action.

Please refer to the "Corporate Organization" booklet (enclosed) in the *Comptroller's Corporate Manual* for the instructions on organizing your bank. 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 acceptable Articles of Association and the Organization Certificate to this office. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC.

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following persons serving as executive officers as proposed

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in the application. Additional executive officers are subject to the OCC's prior review and clearance.

President/Chief Executive Officer: Ivo A. Tjan;
Chief Financial Officer/Cashier: Romolo (Ron) Santarosa;
Chief Operations & Credit Officer: Cindy Bill.

The OCC poses no objection to the individuals listed below serving as directors.

Cindy Bill;	William A. Hares;
James M. Connelly;	James P. Meehan, Jr.;
Susan P. Crank;	Glenn A. Pardon;
Raymond A. DeAngelo;	Kenneth A. Shelton;
Christopher J. Deering;	Ivo A. Tjan; and
Gregory R. Games;	Maurice F. Zumut.

All other directors are subject to the OCC's *prior* review and clearance.

You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director *prior* to that person assuming such position.

The OCC also granted your waiver request of the citizenship requirement of 12 USC 72 for Maurice Zumut to serve on the board of directors of CommerceWest Bank, N.A. This waiver is granted based upon a review of all available information, including the filing (with subsequent correspondence and telephone conversations).

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 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 law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

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

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You should direct any questions concerning preliminary conditional approval to Senior Licensing Analyst Maeve O'Meara at (415) 545-5923.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

Very truly yours,

-signed-

James A. Bundy
Licensing Manager

**Enclosures: "Corporate Organization" Booklet
Minimum Policies and Procedures
Standard Requirements
Survey Letter**