



October 13, 2020

**Conditional Approval #1251
November 2020**

Mr. John McNamara
Proposed Chief Executive Officer
NewBank, National Association (Proposed)
1420 Queens Road
Los Angeles, CA 90069

Re: Preliminary Conditional Approval of the De Novo Charter Application for the Proposed
NewBank, National Association, Wilmington, Delaware (Application)
OCC Control No.: 2020-NE-Charter-314805 Charter No.: 25229

Dear Mr. McNamara:

The Office of the Comptroller of the Currency (OCC) reviewed your Application to establish a de novo national bank with the title of NewBank, National Association (Bank). The OCC hereby grants preliminary conditional approval of your charter application upon determining that your proposal meets certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the Application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all preopening requirements are met. Until final approval is granted, the OCC has the right to modify, suspend or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following condition(s):

1. The Bank: (i) shall give the Philadelphia Supervisory Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations,¹ 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. The OCC may impose additional conditions it deems

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

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.

2. After the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position. This condition shall remain in effect during the Bank's first two years of operation. The term "executive officer" means a person who holds the title or, without regard to title, salary, or compensation, performs the function of one or more of the following positions: president, chief executive officer, executive chairman, chief operating officer, chief financial officer, chief investment officer, chief legal officer, chief lending officer, chief risk officer, or head of a major business line, and other staff that the board of directors of the national bank deems to have equivalent responsibility.

The conditions of this approval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$160 million. The manner in which capital is raised must not deviate from that described in the application without prior written OCC notification. If the capital for the Bank is not raised within 12 months, or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. 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.

Final approval will not be granted until and unless the Federal Reserve acts favorably on your Federal Reserve membership and the FDIC acts favorably on your application for deposit insurance. You must furnish the OCC with a copy of all related filings to the Federal Reserve and to the FDIC, including registration material. Please provide this information to Senior Licensing Analyst Sandya Reddy in our Northeastern District Office.

In addition, the Bank must meet the preopening requirements outlined in a separate letter of today's date (the "Supplementary Letter"). The requirements outlined in the Supplementary Letter must be satisfied prior to the Bank obtaining final approval to commence business.

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Leslie J. Lieberman	Organizer, Executive Chairman of the Board
John H. McNamara	Organizer, Director, Chief Executive Officer
Philip R. DeLeonardis	Organizer, Senior Executive Officer
Thomas E. Constance	Organizer, Director
Howard Curd	Organizer, Director

Background checks requested by the OCC have not been received yet. Accordingly, the continued service of the above individuals will be dependent on satisfactory completion of the background investigation process.

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing your bank and contains all of the steps you must take to receive final approval. The booklet is located at the OCC's web site: <https://www.occ.gov/publications/publications-by-type/licensing-manuals/charters.pdf>. As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Senior Licensing Analyst Sandya Reddy in our Northeastern District Office for review and acceptance. As a “body corporate” or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

This preliminary 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 any 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. Our preliminary conditional approval is based on the bank’s representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this preliminary conditional approval, if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Senior Licensing Analyst Sandya Reddy at (212) 790-4049 or sandya.reddy@occ.treas.gov.

Sincerely,

/s/

Stephen A. Lybarger
Deputy Comptroller for Licensing