



Comptroller of the Currency
Administrator of National Banks

Western District Office
1225 17th Street, Suite 300
Denver, Colorado 80202-5534
(720) 475-7650; FAX (301) 333-7010

**Conditional Approval #752
August 2006**

July 24, 2006

Edward R. Stilley
RSM McGladrey, Inc.
4801 Main Street, Suite 400
Kansas City, Missouri 64112

Re: *De Novo* Charter Application - Heritage Bank, National Association (proposed)
Phoenix, Arizona, and related filings
OCC Control Nos.: 2006-WE-01-0012
2006-WE-02-0013, 2006-WE-05-0058, 0059, and 0060

Dear Mr. Stilley:

The Office of the Comptroller of the Currency (OCC) has reviewed the organizer's application to establish a new national bank with the title of Heritage Bank, National Association (proposed) (hereinafter "Bank"). On July 24, 2006, the OCC granted preliminary conditional approval of the charter application after a determination that the proposal met certain regulatory and policy requirements.

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

This preliminary conditional approval of the charter application is subject to the following condition:

- The Bank: (i) shall give the OCC's Kansas City - South Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations¹ and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its

¹ If such deviation is the subject of an application filed with the OCC, the OCC does not require any further notice to the supervisory office.

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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. For the first three years of operation, the Bank must also provide a copy of such notice to the FDIC's Kansas City Regional Office.

This condition is 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. As such, the condition is enforceable under 12 U.S.C. § 1818.

The Bank's initial paid-in capital, net of all organizational and pre-opening expenses, shall be no less than \$43,000,000. The manner in which capital is raised must not deviate from that described in the business 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 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.

The OCC also approves the proposal for the Bank to acquire certain assets and assume certain liabilities of the Phoenix, Arizona and Tempe, Arizona branches of Bridgeview Bank Group, Bridgeview, Illinois. This approval is contingent on the purchase and assumption transaction consummating on the same business day the Bank opens for business.

The OCC reviewed the proposed purchase of assets and assumption of liabilities transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

As a reminder, the effective date of the purchase and assumption must follow the applicable 15 day Department of Justice injunction period and receipt of any other required regulatory approval.

The OCC will issue a letter certifying the consummation of the purchase and assumption transaction when we have received:

1. An *original* Secretary's Certificate from both banks certifying that a majority of the board of directors of each bank have approved the transaction, and;

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2. An executed purchase and assumption agreement executed by the Bank following its formation as a body corporate.

The OCC has also approved the applications for the Bank to establish three mobile branches which will operate out of the Bank's main office at 4222 East Camelback Road, Phoenix, Arizona. This letter also serves as authorization for the Bank to establish branch numbers 135284A, 135285A, and 135286A at the above-noted address.

If the branches are not opened within 18 months from this approval date (but no earlier than the Bank opening for business), the approval automatically terminates unless the OCC grants an extension.

Within 10 days after opening the branches, the Bank must advise this office of the branch's opening date, so the OCC may complete its records. Reference the control numbers in your letter.

If any of these branches are closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

This preliminary conditional approval of the charter and the approval of the related applications are 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 poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application.

<u>Name</u>	<u>Proposed Position</u>
Kathleen L. Harris	President, CEO and Director
Stephen J. Amrhein	Chief Lending Officer, SVP
Jeri A. Safcik	Chief Financial Officer, SVP of Retail Operations, Chief Operations Officer, Cashier
Claudia L. Achmoody	SVP Real Estate Loans
Patrick B. Westman	VP Commercial Loans
Earl L. Chandler	Director
Robert W. Goldwater, Jr.	Director

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James E. Tinsman, Jr.	Director
Robert W. Tinsman	Director
Brian Unruh	Director

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period 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.

The background check process has not been completed on Mr. Feldman. Accordingly, the service of this individual as a director of the Bank will be dependent on satisfactory completion of the background investigation process.

The "Charters" booklet in the *Comptroller's Licensing Manual* provides guidance for the instructions on organizing your Bank. The booklet is located at the OCC's web site: www.occ.treas.gov/corpbook/group4/public/pdf/charters.pdf. 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 the Bank and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to this 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.

Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

In addition to the standard requirements for all new national banks, the following special requirements must be satisfied prior to the Bank's request for a pre-opening examination and before the OCC will grant final charter approval:

1. The Bank must submit to the OCC's Kansas City - South Field 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:

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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 verification, and business resumption contingency plans.

2. 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 herein. The review must be conducted by an objective, qualified independent source (Reviewer). The scope should cover:
 - All access points, including the Internet, Intranet, or remote access.
 - 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*, pages 37-38, Information System Security. This booklet may be found on the OCC’s web site at www.occ.treas.gov/corpbook/group4/public/pdf/internetnbc.pdf.

3. The Bank must have a security program in place that complies with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information” specified at 12 CFR 30, Appendix B.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the Comptroller’s Licensing Manual, which is available only in electronic form at our web site: <http://www.occ.treas.gov/corpapps/corpapplic.htm>.

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 (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

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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 U.S.

You should direct any questions concerning preliminary conditional approval to
Senior Licensing Analyst Jim Bundy at (720) 475-7650.

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.

Sincerely,

signed

Ellen Tanner Shepherd
Director for District Licensing

Enclosures: Minimum Policies and Procedures
Standard Requirements
Survey Letter