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June 11, 2025

Office of the Comptroller of the Currency
400 7th Street, S.W.,
Washington, DC 20219

Attention: Sebastian R. Astrada
Director for Licensing,
Midsize, Trust, Credit Card, and Novel Banks

Re: Erebor Bank, N.A.: Charter Application

Dear Mr. Astrada,

On behalf of the organizers of Erebor Bank, N.A. (the "Applicant"), a proposed *de novo* bank, we hereby respectfully submit a charter application (the "Application") to the Office of the Comptroller of the Currency (the "OCC"), pursuant to 12 U.S.C. §§ 21, 24 (Seventh) and 12 C.F.R. § 5.20. The Application is set forth in (a) a Public Exhibits Volume (Volume A), and (b) a Confidential Exhibits Volume (Volume B).

In accordance with 12 C.F.R. Section 5.8, public notice of this application is being filed in the *Columbus Dispatch* on June 12, 2025. A copy of the form of publication is provided at Exhibit 2 of Volume A, the public volume of the application, and an affidavit of publication will be provided as soon as available. Finally, pursuant to OCC guidance, there is currently no fee for this filing.

Request for Confidential Treatment.

Confidential treatment is requested under the Freedom of Information Act, 5 U.S.C. § 552 (the "FOIA"), and the implementing regulations of the OCC for the information contained in the Confidential Exhibits Volume (the "Confidential Materials"). Pursuant to the FOIA and the OCC's regulations, 12 C.F.R. Part 4, Subpart B, we hereby respectfully request on behalf of the

Applicant that the Confidential Materials be treated confidentially and not be made available for public inspection or copying. The Confidential Materials constitute nonpublic commercial or financial information that is privileged or confidential within the meaning of Section 4.12(b)(4) of the OCC's regulations or information that is otherwise exempt from public disclosure under Section 4.12(b) of the OCC's regulations, the disclosure of which would cause significant harm to the parties and their respective affiliates. The Confidential Materials also include nonpublic personal information that is confidential within the meaning of Section 4.12(b)(6) of the OCC's regulations, the disclosure of which would constitute an unwarranted invasion of personal privacy.

At this time, the Confidential Materials will not be publicly disclosed and are not required to be publicly disclosed. Disclosure of this information would reveal to competitors the internal strategies, future plans and competitive position of the Applicant and would place the Applicant at a competitive disadvantage with respect to their competitors who do not publicly reveal such information. For these reasons, the parties believe that the Confidential Materials are privileged or confidential within the meaning of Section 4.12(b)(4) of the OCC's regulations.

The Confidential Materials also include nonpublic personal information regarding individuals that is not required to be publicly disclosed and which would constitute an unwarranted invasion of personal privacy if disclosed. For these reasons, the Applicant believes that the Confidential Materials also are exempt from disclosure within the meaning of Section 4.12(b)(6) of the OCC's regulations.

In addition, we request, pursuant to the Freedom of Information Act and the applicable OCC regulations and for reasons including those set forth above, that any memoranda, notes or other writings of any kind whatsoever made by an employee, agent or any person under the control of the OCC (or any other governmental agency) that incorporate, include or relate to any of the matters referred to in the Confidential Materials (i) furnished by the Applicant or its respective employees or agents to the OCC (or any other governmental agency) or (ii) referred to in any conference, meeting, telephone conversation or interview between (a) employees, former employees, representatives, agents or counsel of the Applicant and (b) employees, agents or any persons under the control of the OCC, be maintained in confidence, not be made part of any public record and not be disclosed to any person.

We also request that, if the OCC should make a preliminary determination not to comply with the foregoing requests for confidential treatment, the Applicant be given notice thereof in ample time to permit the Applicant to make an appropriate submission as to why such information should be preserved in confidence. Any of the Confidential Materials, or any of such memoranda, notes or writings, is the subject of a Freedom of Information Act request or a request or demand for disclosure by any government agency, Congressional office or committee, court or grand jury, we request, pursuant to the OCC's regulations, that you notify the Applicant prior to making such disclosure. We further ask that the Applicant be furnished with a copy of all written materials pertaining to such request (including but not limited to the request itself and any determination with respect to such request) and that it be given sufficient advance notice of any intended release so that it may, if deemed necessary or appropriate, pursue any available remedies.

We sincerely appreciate your time and consideration with respect to the Application. Should you have any questions or require any additional information, please do not hesitate to contact me at (202) 371-7510 or adam.cohen@skadden.com.

Sincerely,

/s/

Adam J. Cohen
Skadden, Arps, Slate, Meagher & Flom LLP

Cc: Jacob E. Hirshman
Owen Rapaport
(Erebor Group, Inc.)

Wendy M. Goldberg
(Skadden, Arps, Slate, Meagher & Flom LLP)

APPLICATION
to the
OFFICE OF THE COMPTROLLER OF THE CURRENCY
to organize
EREBOR BANK, N.A.

Volume A
June 11, 2025

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CONTACT INFORMATION

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PUBLIC EXHIBIT 1

OCC Charter Application

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

(Check all appropriate boxes.)

Type of Charter

- ☒ National Bank
☐ State Bank
☐ Federal Savings Bank or Association
☐ State Savings Association
☐ Other

Chartering Agency

- ☒ Comptroller of the Currency
☐ State

Special Focus

- ☐ Community Development
☐ Cash Management
☐ Trust
☐ Bankers' Bank
☐ Credit Card ☐ Non-CEBA ☐ CEBA
☐ Other

Type of Insurance Application

- ☐ De Novo
☐ Operating Noninsured Institution
☐ Other

Federal Reserve Status

- ☒ Member Bank
☐ Nonmember Bank

For OCC: ☒ Standard ☐ Expedited

Proposed Depository Institution (institution)

Name
Street City State Zip

Holding Company Identifying Information (if applicable)

Name
Street City State Zip

Contact Person

Name
Title/Employer
Street City State Zip
Phone # Fax # E-mail Address

CHARTER APPLICATION

1. Overview

- (a) **Provide a brief overview of the application. The overview should describe the institution's business and any special market niche, including the products, market, services, and any nontraditional activities.**

This application relates to a proposal to organize Erebor Bank, N.A. (the "Bank") as a national bank. The organizers named herein hereby request:

- approval of the Office of the Comptroller of the Currency ("OCC") to organize and operate an insured de novo national bank pursuant to 12 U.S.C. §§ 21, 24 (Seventh) and 12 C.F.R. § 5.20; and
- such other approvals or consents as may be deemed necessary in connection with the organization and commencement of operations of the Bank.

The Bank will submit an application for the Bank to obtain federal deposit insurance pursuant to 12 U.S.C. § 1815, and 12 C.F.R. § 303.20-23 (a "Deposit Insurance Application") to the Federal Deposit Insurance Corporation ("FDIC") after Preliminary Conditional Approval of this application and will provide a copy at the time of submission.

The Bank will be a national bank and will operate as a banking organization providing traditional banking products, as well as virtual currency-related products and services, for businesses and individuals. The target market for the Bank comprises businesses that are part of the United States innovation economy, in particular technology companies focused on virtual currencies, artificial intelligence, defense, and manufacturing, as well as payment service providers, investment funds and trading firms (including registered investment advisers, broker dealers, proprietary trading firms, and futures commission merchants). The Bank will also serve select individual consumers in the high and ultra-high net worth category who work for, or invest, in such companies, and provide certain deposit and payment services to qualifying foreign banking organizations. The Bank is not expected to have a bank holding company or branches during the de novo period. As discussed in Confidential Exhibit 4, the Bank is expected to have one subsidiary, Atticus Digital, Inc.

The products that the Bank intends to offer during the three-year de novo period can be grouped into four main categories:

- Credit products;
- Deposit products;
- Stablecoin-related services;
- Other services, including data processing, treasury management, credit card issuance through bank-partnership arrangements, and payments services. The Bank will not provide any fiduciary custody activities, for which fiduciary powers are required under state or federal law.

Additionally, the Bank will hold certain virtual currencies on-balance sheet, which will be used for operational purposes in two contexts:

- To facilitate services related to stablecoins and wrapped stablecoins; and
- To pay transaction fees (aka "gas fees") required for participation in supported

Layer-1 and Layer-2 blockchains.¹

The Bank's goal is to be the most regulated entity conducting and facilitating stablecoin transactions and to bring this modern form of traditional financial intermediation fully within the regulatory perimeter. Its analysis supporting the legal permissibility of this activity is included as Confidential Exhibit 3.

The Bank's main office will be in Columbus, Ohio, with an additional office in New York, New York, neither of which will be physically accessible to the public to make deposits, receive withdrawals, or borrow money. The Bank will provide its products and services on a nationwide basis and globally (with respect to certain products and services), from its main office. The Bank will also serve international companies seeking access to the U.S. banking system to support operations tied to the U.S. dollar, including both international companies that rely on the U.S. dollar as their functional currency, and businesses that utilize stablecoins to facilitate 24/7 settlement year-round, mitigate counterparty risk, and streamline global operations. The Bank will do this directly as well as through foreign correspondent banking, with many of these foreign companies expected to be onboarded through foreign correspondent relationships with their primary banks abroad. The Bank will maintain a BSA/AML/OFAC compliance program specifically designed for international banking and for foreign correspondent banking relationships.

Further details regarding the Bank's proposed business, products and services, and target markets are contained in the confidential business plan (the "Business Plan") included as Confidential Exhibit 1.

(b) Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.

The organizers are not aware of any issues relating to the permissibility of the Bank's activities with regard to applicable state or federal laws or regulations. An analysis of the permissibility of the Bank's proposed activities is provided as Confidential Exhibit 3. Additionally, the organizers hereby respectfully request the following waivers or clarifications:

- Clarification that virtual currency used as collateral for the Bank's credit products would qualify as "readily marketable collateral" for purposes of 12 U.S.C. § 84(a)(2).
- A multiple residency waiver of the director residency requirements under 12 U.S.C. § 72 for the Bank's entire Board of Directors.
- A waiver from the requirement to submit an Interagency Biographical and Financial Report ("IBFR") and an Authorization for Release of Information (and related background check) for one of the Bank's proposed directors.
- A waiver from the requirement to submit an Authorization for Release of Information (and related background check) for one of the Bank's proposed senior executive officers.

Additional detail and analysis supporting the requested waivers is set forth in

¹ Additionally, the Bank would accept virtual currencies as collateral for secured credit facilities, although this activity would not be on-balance sheet.

Confidential Exhibit 9.

- (c) **List and provide a copy of all applications filed in conjunction with this proposal, such as applications for holding company, trust powers, branch offices, service corporations, and other subsidiaries.**

The organizers expect to file a Deposit Insurance Application with the FDIC following the OCC's Preliminary Conditional Approval of the Bank's charter application. A copy of the Deposit Insurance Application will be provided upon submission to the FDIC.

Following receipt of Preliminary Conditional Approval from the OCC, the organizers intend to submit an application on Form FR 2083 (an "[FRB Membership Application](#)") to the Federal Reserve for the Bank to obtain membership in the Federal Reserve System. A copy of the FRB Membership Application will be provided upon submission to the Federal Reserve.

- (d) **When available, provide a copy of all public or private offering materials and the proposed form of stock certificate, including any required restrictive legends.**

A description of the Bank's proposed capital offering process is included in Confidential Exhibit 4 and in Sections I(a) and II(d) of the Business Plan.

Copies of final documents relating to the Bank's capital raise and the proposed form of stock certificates for the Bank will be provided in a supplemental filing when available.

- (e) **Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws.**

Copies of the proposed articles of association and bylaws of the Bank will be provided in a supplemental filing when available. See Confidential Exhibit 4 for additional information.

- (f) **Provide a copy of the business plan. The business plan should address, at a minimum, the topics contained in the appropriate regulatory agency's Business Plan Guidelines.**

The Bank's Business Plan is included as Confidential Exhibit 1.

2. Management

- (a) **Provide a list of the organizers, proposed directors, senior executive officers, and any individual, or group of proposed shareholders acting in concert, that will own or control 10 percent or more of the institution's stock. For each person listed, attach an Interagency Biographical and Financial Report, a fingerprint card, and indicate all positions and offices currently held or to be held with the institution's holding company and its affiliates, if applicable. Include the signed "Oath of Director" for each proposed director. For an FSA filing, provide a RB 20a Certification for each person listed.**

A schedule of the Bank's organizers, proposed directors, senior executive officers, and any individual, or group of proposed shareholders acting in concert, that will own or control 10 percent or more of the Bank's stock ("[Principal Shareholders](#)") is included as Confidential Exhibit 2. A list of firms and family offices that have expressed interest in potentially acquiring stock of the Bank is provided in Section II(d) of the Business Plan. The shareholders of the Bank that are anticipated to hold a 10 percent or greater ownership interest of any class of voting securities in the Bank are listed in Confidential Exhibit 4. The Bank will identify any additional individuals, groups of individuals, or companies that will own 10 percent or more of the institution's stock via supplemental

filing after they have executed agreements that reasonably would be expected to result in the ownership or control of 10 percent or more of the Bank's stock. See Confidential Exhibit 4 for additional information.

Completed IBFRs and Authorizations for Release of Information for each of the proposed directors, senior executive officers and holders of 10 percent or more of the Bank's stock will be provided in a supplemental filing as soon as practicable following the submission of this application, except for the individuals with respect to whom a waiver was requested in Section 1(b), above. As soon as practicable following the submission of this application, each of the Bank's organizers, proposed directors, senior executive officers and Principal Shareholders will also have their fingerprints taken electronically.

Any director, senior executive officer, or Principal Shareholders identified following submission of the Application will submit an IBFR and Authorization for Release of Information or Corporate Background and Financial Report, as appropriate, and, for relevant individuals, have their fingerprints taken electronically as soon as practicable following their identification.

The proposed directors will execute Oaths of Director in the form attached hereto at Public Exhibit 3, at the first board meeting of the Bank, following approval of the application. Executed Oaths of Director will be submitted following the first board meeting of the Bank.

- (b) **Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the institution. Also list the forms of compensation, if any.**

The Bank's organizers and proposed directors are respected business leaders with diverse expertise and experience in government, banking, finance, law, accounting, operations, strategic planning and oversight, risk management and governance, compliance, national defense, technology, and virtual currencies. The Bank's Board of Directors will contribute to the Bank's strong prospects for success. A brief summary of their qualifications and experience is provided in Sections I(e) and I(f) of the Business Plan. More detailed information regarding their qualifications and experience will be provided in their IBFRs as a supplemental filing.

Other than Mr. Jacob Hirshman and Mr. Owen Rapaport, who will also serve as Co-CEOs of the Bank, and the President of the Bank, it is not contemplated that any of the other directors or major shareholders will be involved in the day-to-day management of the Bank.

For information regarding the forms of director compensation, please refer to the subsection entitled "*Compensation and Benefits*" under "*Noninterest Expense*" in Section VIII(c) of the Business Plan.

- (c) **Provide a list of board committees and members.**

It is anticipated that the Bank's Board of Directors will have two committees: an Audit Committee and a Risk and Compliance Committee. All members of the Audit Committee and the chair of the Risk and Compliance Committee will be independent directors.

For additional information regarding the functions of each board committee, members and chairs, please refer to Section IV(a)(ii) of the Business Plan. In addition, a draft Audit Committee Charter is provided as Confidential Exhibit 6, and a draft Risk and Compliance Committee Charter is provided as Confidential Exhibit 7.

(d) Describe any plans to provide ongoing director education or training.

The Bank's directors will receive ongoing training. More information is included under Section IV(d) and the subsection entitled "*Training*" in Section V(c)(i) of the Business Plan.

(e) Describe each proposed senior executive officer's duties and responsibilities and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.

A description of the duties and responsibilities, qualifications and experience of each proposed senior executive officer is included in Sections I(e) and IV(b)(i) of the Business Plan.

The Bank's senior executive team would consist of experienced managers with a proven track record and recent real-world operational experience in the financial services industry and innovation economy business environment. This team has a demonstrated banking, government, business, operational, compliance and supervisory track record. The competence, experience, and integrity of the Bank's senior management team contribute to its strong prospects for success.

A brief summary of each proposed senior executive officer's qualifications and experience to serve in their position is included Sections I(e) and IV(b)(i) of the Business Plan. More detailed information regarding their respective professional backgrounds will be included in their respective IBFRs as a supplemental filing. The senior executive officers will also be included in the equity incentive program described in response to item (i) below. A summary of the proposed compensation for the Bank's senior executive officers is attached hereto as Confidential Exhibit 5. The form of employment agreement for senior executive officers and form of equity incentive program will be provided in a supplemental filing. See Confidential Exhibit 4 for additional information.

(f) Describe any potential management interlocking relationships (12 U.S.C. 1467a(h)(2), 3201-3208, or applicable state law) that could occur with the establishment or ownership of the institution. Include a discussion of the permissibility of the interlock with regard to relevant law and regulations or include a request for an exemption.

The organizers are not aware of any interlocking relationships that will be prohibited by the Depository Institution Management Interlocks Act ("DIMIA"). An analysis of the application of the DIMIA to the expected directors of the Bank is included in Confidential Exhibit 10.

(g) Describe any potential conflicts of interest.

The organizers are not aware of any conflicts of interest presented by the proposal. Nonetheless, the Board of Directors of the Bank is being structured to include independent members who will be able to address any matters that would require recusal by any conflicted director and/or officer. Additionally, the Bank intends to adopt additional policies and procedures that will ensure that any conflict of interest is addressed in a timely and appropriate manner, including the Conflicts of Interest Policy attached as Confidential Exhibit IV of the Business Plan, and a Code of Ethics, which

will apply to directors, officers, and employees, and will be provided in a supplemental filing when available.

- (h) **Describe any transaction, contract, professional fees, or any other type of business relationship involving the institution, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10 percent or more, and other insiders. Include professional services or goods with respect to organizational expenses and bank premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the institution need not be described).**
- 1) **State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.**
 - 2) **Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.**
 - 3) **Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.**

It is not currently contemplated that the Bank will enter into any transactions or contracts with affiliates and/or insiders, other than (a) as part of their employment agreements and any incentive plans, or (b) as part of an ordinary course banking relationship, including by taking deposits and providing other banking services on arms-length fair market terms.

Any transaction by the Bank with insiders will comply with applicable law and regulation provisions, including Regulation O, Regulation W and Sections 23A and 23B of the Federal Reserve Act. A list of the Bank's affiliates and a copy of the Bank's Affiliate Transactions Policy will be provided in a supplemental filing.

- (i) **Describe all stock benefit plans of the institution and holding company, including stock options, stock warrants, and other similar stock-based compensation plans, for senior executive officers, organizers, directors, and other insiders. Include in the description:**
- 1) **The duration limits.**
 - 2) **The vesting requirements.**
 - 3) **Transferability restrictions.**
 - 4) **Exercise price requirements.**
 - 5) **Rights upon termination.**
 - 6) **Any "exercise of forfeiture" clause.**
 - 7) **Number of shares to be issued or covered by the plans.**

Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)

A description of the Bank's proposed equity incentive plan, a list of participants, allocation of benefits to each participant and a proposed form of the plan will be provided

in a supplemental filing. See Confidential Exhibit 4 for additional information.

3. Capital

- (a) **For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.**

See Confidential Exhibit 4.

- (b) **Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.**

It is not contemplated that the Bank will receive any noncash contributions to capital.

- (c) **Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.**

The Bank will have a conservative balance sheet structure based on balancing potential risks of having a loan portfolio focused on frontier industries with a strong capital and liquidity profile by adopting a highly conservative liquidity position with a lower loan-to-deposit and higher high-quality liquid assets to total assets ratios than peers. In determining the adequacy of the proposed capital structure, the Bank has analyzed the risk attributed, including credit, interest rate, liquidity, and operational risks, and evaluated earnings prospects, and performance under stress scenarios. See Sections VI(b) and VIII(d) of the Business Plan for additional information.

The Bank's leadership will be comprised of a strong management team and directors with proven track records and recent real-world operational experience with banking and virtual currency-related activities. The competence, experience, and integrity of the Bank's management team and directors contribute to the Bank's strong prospects for success.

The Bank plans on electing to use the community bank leverage ratio ("CBLR") framework instead of the generally applicable capital rules, as the organizers believe it would meet the CBLR eligibility requirements. Based on the Bank's three-year financial projections, the Bank is projected to operate as a well-capitalized bank throughout the de novo period. In fact, the financial projections contained in Section VIII of the Business Plan, reflect capital levels well in excess of well-capitalized banks throughout the de novo period.

The Bank does not have any current plans for the payment of dividends during the three-year de novo period.

For additional information on the adequacy of the Bank's proposed capital structure and proposed transactions to capitalize the Bank, please refer to Sections II(d) and VI(b) of the Business Plan, and to Confidential Exhibit 4. A copy of the Bank's proposed Capital Policy will be provided to the OCC prior to opening.

- (d) **List all known subscribers to stock. For organizers, directors, 10 percent shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.**

Please refer to Section II(d) and VI(b) of the Business Plan for information regarding the capital raise. The organizers will provide a complete list of initial shareholders when available. It is not contemplated that any organizer, director, Principal Shareholder, senior executive officer, or other insider will finance investment in the Bank through borrowings.

- (e) **List recipients and amounts of any fees, commissions, or other considerations in connection with the sale of stock.**

There are no brokers involved in the sale of the Bank stock.

- (f) **Indicate whether the institution plans to file for S Corporation tax status.**

Not applicable. The Bank does not plan to file for S Corporation tax status.

4. **Convenience and Needs of the Community**

NOTE: This information must be consistent with the proposed business plan.

(a) **Market Characteristics**

- 1) **Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of proposed bank's offices and offices of competing depository institutions.**

The Bank will initially open an office in Columbus, Ohio, which will serve as its main office and headquarters, and an office in New York, New York, neither of which will be physically accessible to the public to make deposits, receive withdrawals, or borrow money. However, as a digital bank with no branch offices, the Bank will operate nationally and globally (with respect to certain products and services), offering its products and services digitally. A map showing the location of the Bank's proposed main office and competing depository institutions will be provided in a supplemental filing.

Sections I(d), III(a) and III(c) of the Business Plan include detailed information regarding the Bank's target market.

- 2) **Describe the competitive factors the institution faces in the proposed market and how the institution will address the convenience and needs of that market to maintain its long-term viability.**

The proposed market includes many companies that compete with the Bank with respect to certain products or services. However, the Bank will differentiate itself by addressing market gaps to serve customers that are not well served by either traditional or disruptive financial institutions, in particular with respect to insufficient access to credit. Additionally, the Bank will offer products and services that are innovative, relying on exceptional technology and product experience, and designed with the needs of underserved innovative businesses in mind, while also ensuring they are priced competitively, and provided in an efficient and trustworthy manner, based on a foundation of core safety and sound principles.

Beyond meeting the direct financial services needs of customers in the Bank's core markets, we believe that the Bank will facilitate broader access to financial services, both in the markets where the bank's geographic markets are located and nationally, by facilitating broader acceptance of stablecoins in retail transactions and creating opportunities for un- and underbanked customers who hold stablecoins (for example, for use in remittance transfers) to transact in the

regulated financial system. Addressing this need would also benefit competition and access to payments more broadly by placing pressure on junk fees charged to merchants and consumers for interchange and other payments services.

Additional discussion of the competitive factors that will affect the Bank, and the manner in which it will serve its communities are provided in Sections I(c) and III(e) of the Business Plan. The Bank intends to submit a CRA Strategic Plan for review following receipt of Preliminary Conditional Approval of this charter application.

3) Discuss the economic environment and the need for the institution in terms of population trends, income, and industry and housing patterns.

Please refer to the information included with respect to each product in Sections I(b) and II(a)(i)-(iii) of the Business Plan.

(b) Community Reinvestment Act (CRA) Plan

[NOTE: The CRA Plan must be bound separately.]

- 1) Identify the assessment area(s) according to the CRA regulations.**
- 2) Summarize the performance context for the institution based on the factors discussed in the CRA regulations.**
- 3) Summarize the credit needs of the institution's proposed assessment area(s).**
- 4) Identify the CRA evaluation test under which the institution proposes to be assessed.**
- 5) Discuss the institution's programs, products, and activities that will help meet the existing or anticipated needs of its community(ies) under the applicable criteria of the CRA regulation, including the needs of low- and moderate-income geographies and individuals.**

The Bank intends to comply with its CRA obligations through the development and approval of a CRA Strategic Plan. The Bank will proceed in compliance with OCC Bulletin 2019-39 to request approval of such plan following receipt of Preliminary Conditional Approval of this charter application.

5. Premises and Fixed Assets

(a) Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.

As described above and in the Business Plan, the Bank's main office will be located in Columbus, Ohio. The Bank will not have any branches or customer-facing offices, although it intends to establish an office in New York, New York.

The Bank has not yet identified a final location for its Columbus, Ohio main office but will do so prior to opening and will insure the premises at the level required by the landlord. The office space in New York, New York has been leased and is insured at the level required by the landlord. The Bank will ensure that its premises are handicapped accessible. None of the premises will be publicly accessible, with access to the main office and any other offices restricted to employees and authorized guests.

(b) If the permanent premises are to be purchased, provide name of seller, purchase price, cost and description of necessary repairs and alterations, and annual

depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.

Not applicable. The Bank does not intend to purchase or construct the permanent premises.

- (c) If the permanent premises are to be leased, provide name of owner, terms of the lease, and cost and description of leasehold improvements. Provide a copy of the proposed lease when available.**

The premises for the Bank's proposed main office in Columbus, Ohio has not yet been identified. The Bank intends to execute a formal lease following Preliminary Conditional Approval of this application. The Bank will provide a copy of the executed lease agreement for its Columbus, Ohio main office once it has been executed. Included as Confidential Exhibit 8 is a copy of the lease agreement for the New York, New York office.

- (d) If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.**

Not applicable. No temporary premises are planned.

- (e) State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.**

The Bank's expenditures on premises and fixed assets are expected to conform to applicable statutory limitations. The estimated costs for the premises and fixed assets are deemed reasonable for the planned equipment and facilities and details related to these costs are included in Section VIII of the Business Plan.

- (f) Outline the security program that will be developed and implemented, including the security devices.**

Please refer to Section V(a)(i) of the Business Plan for further detail on the Bank's security program.

- (g) Discuss any significant effect the proposal will have on the quality of the human environment. Include in the discussion changes in air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land within the meaning of the National Environmental Policy Act, 42 U.S.C. 4321 et seq.**

It is not expected that the proposal will have any significant effect on the quality of the human environment.

- (h) Describe any plan to establish branches or relocate the main office within the first three years. Any acquisition or operating expenses should be reflected in the financial projections.**

Not applicable. The Bank has no plans to establish branches or relocate its main office within the first three years of the de novo period.

- (j) Indicate if the establishment of the proposed main office and/or any branch site may affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 U.S.C. 470f. (See the Advisory Council on Historic Preservation at www.achp.gov for the Act and implementing regulations.) Specify**

how such determination was made:

- 1) Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO) (when tribal lands or historic properties of significance to a tribe are involved).
- 2) Reviewed National Register of Historic Places (see www.cr.nps.gov/nr).
- 3) Applied National Register criteria to unlisted properties.
- 4) Reviewed historical records.
- 5) Contact with preservation organizations.
- 6) Other (describe).

As appropriate, provide a copy of any documentation of consultation with the SHPO and/or THPO. *You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction or renovation may occur without the appropriate regulatory agency's authorization.*

Not applicable. The Bank's proposed main office (and any other office) will not be located in any district, building, structure or object listed in, or eligible for listing in, the National Register of Historic Place or, in the event it is, the appropriate regulatory agency's authorization will be obtained.

6. Information Systems

- (a) **State whether the institution plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered via electronic banking or the Internet.**

The Bank expects initially to market all of its products and services via electronic means through its mobile smartphone app and on its website. Please refer to Sections II(a)(i)–(iii) of the Business Plan for further detail on the products and services that will be offered.

- (b) **Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how: (1) the information system will work within existing technology; (2) the information system is suitable to the type of business in which the institution will engage; (3) the security hardware, software, and procedures will be sufficient to protect the institution from unauthorized tampering or access; and (4) the organizers and directors will allocate sufficient resources to the entire technology plan.**

Please refer to Sections V(a)(i) and (a)(ii) of the Business Plan for a description of the Bank's proposed information systems architecture.

- (c) **Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas*.**

Please refer to Sections V(a)(i) and (a)(ii) of the Business Plan for descriptions of the primary systems related to the products and services. Detailed technology and process flowcharts and diagrams will be developed as the organizers finalize further infrastructure decisions and provided in a supplemental filing.

- (d) **Estimate the start-up budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).**

Please refer to subsection entitled “*IDT Project Plan*” in Section V(a)(ii), of the Business Plan for further information.

- (e) **Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing the institution will conduct to ensure the integrity of the system and its controls.**

Please refer to Sections I(g), V(a)(ii), V(c), and V(f) of the Business Plan for further information.

- (f) **Describe the information security program that will be in place to comply with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information.”**

The Bank will maintain an information security program in compliance with the “Interagency Guidelines Establishing Standards for Safeguarding Customer Information.” For a description of the Bank’s proposed information security program to safeguard customer information, please refer to Sections V(a)(i) and (a)(ii) of the Business Plan.

7. Other Information

- (a) **List activities and functions, including data processing, that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreement when available. Describe the due diligence conducted and the planned oversight and management program of the vendors’ or service providers’ relationships (for general vendor management guidance, see the Appendix of the FFIEC’s guidance, Risk Management of Outsourced Technology Services).**

Please refer to Sections V(a)(ii) and V(e) of the Business Plan for information regarding the Bank’s proposed outsourcing and third-party relations.

A description of the terms and conditions of each vendor’s management activities and copies of the proposed agreements, as well as a description of the due diligence conducted, and planned oversight and management program of such relationships will be provided in a supplemental filing when available.

- (b) **List all planned expenses related to the organization of the institution and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.**

A schedule of projected organizational expenses is provided in subsection entitled “*Start-Up Costs*” in Section VIII(c) of the Business Plan.

- (c) **Provide evidence that the institution will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.**

The Bank will maintain fidelity coverage on its officers and employees appropriate to conform with generally accepted banking practices, and coverage will be obtained prior to opening. The Bank will also obtain Director and Officer Liability coverage of \$5 million for its directors and senior officers.

- (d) **If applicable, list names and addresses of all correspondent depository institutions**

that have been established or are planned.

The Bank plans to establish correspondent banking relationships with reputable and well capitalized institutions, however, no selections or formal arrangements have been made at this time. The organizers will list the names and addresses of any correspondent depository institution via supplemental filing if and when any correspondent banking relationships are established.

- (e) **Provide a copy of management's policies for loans, investments, liquidity, funds management, interest rate risk, and other relevant policies. Provide a copy of the Bank Secrecy Act program. Contact the appropriate regulatory agencies to discuss the specific timing for submission.**

The Bank will adopt, implement, and maintain policies with respect to each of these key risk management areas, including compliance with the Bank Secrecy Act. Those policies will conform with applicable regulatory guidance. Because the Bank remains in its organizational phase, the development of many written policies is ongoing.

The following draft policies are provided at Confidential Exhibits I through IX of the Business Plan:

- **Asset Liability Policy**
- **BSA/AML/OFAC Policy**
- **Capital Policy**
- **Conflicts of Interest Policy**
- **Investment Policy**
- **IT Governance Policy**
- **Liquidity Policy**
- **Loan Policy**
- **Virtual Currency Eligibility Policy**

These policies remain subject to finalization, review, and approval by the Bank's board of directors.

- (f) **For Federal Savings Banks or Associations, include information addressing the proposed institution's compliance with qualified thrift lender requirements.**

Not applicable.

- (g) **If the institution is, or will be, affiliated with a company engaged in insurance activities that are subject to supervision by a state insurance regulator, provide:**

- 1) **The name of insurance company**
- 2) **A description of the insurance activity that the company is engaged in and has plans to conduct.**
- 3) **A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.**

Not applicable. At this time, the Bank is not and does not plan to be affiliated with a company engaged in insurance activities.

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

	Signature	Date	Typed Name
X	Signed by: <i>Trevor Capozza</i> 27469100FD5540F	June 11, 2025	Trevor Capozza
X	Signed by: <i>Richard E. Grant Jr.</i> 50F7087007004E1	June 11, 2025	Richard E. Grant Jr.
X	Signed by: <i>Michael Hagedorn</i> C40F8A5C86CA483	June 11, 2025	Michael D. Hagedorn
X	Signed by: <i>Jacob Hirshman</i> D0CE973D408943F	June 11, 2025	Jacob E. Hirshman
X	Signed by: <i>Owen Rapaport</i> 476430A2A3EA44C	June 11, 2025	Owen Rapaport
Add Signature Line			

EXHIBITS (check all that apply)

- ☒ Business Plan
 - ☒ Financial Projections
- ☐ CRA Plan
- ☐ Articles of Association, Articles of Incorporation, or Charter
- ☐ Bylaws
- ☒ Oath of Director (*form*)
- ☐ Interagency Biographical and Financial Reports
- ☐ Fingerprint cards (appropriate regulatory agency)
- ☒ Publication Certification / Affidavit / Notice of Publication
- ☒ Copies of contracts / agreements
 - ☐ Employment / compensation
 - ☐ Service providers
 - ☒ Other: Copy of Lease Agreement for the New York Office
- ☐ Stock Benefit Plans
- ☐ Economic survey or market feasibility study
 - ☐ Market Area Map
- ☒ Waiver request, specify:
 - Clarification that virtual currency used as collateral for the Bank's credit products would qualify as "readily marketable collateral" for purposes of 12 U.S.C. § 84(a)(2).
 - Multiple residency waiver of director residency requirement;
 - From submitting (i) an Interagency Biographical and Financial Reports and Authorization for Release of Information (and related background check) for one of the Bank's proposed directors, and (ii) from submitting an Authorization for Release of Information (and related background check) for one of the Bank's proposed senior executive officers.
- ☐ Offering Materials
- ☐ Proposed stock certificate
- ☐ Corporate or holding company audited statements or financial reports
- ☒ Copy of policies, specify: (*as Confidential Exhibits to the Business Plan*)
 - Asset Liability Policy
 - BSA/AML/OFAC Policy
 - Capital Policy
 - Conflicts of Interest Policy
 - Investment Policy
 - Information Technology Governance Policy
 - Liquidity Policy
 - Loan Policy
 - Virtual Currency Eligibility Policy

PUBLIC EXHIBIT 2

Form of Public Notice

Form of Public Notice

The following legal notice will be printed in the June 12, 2025 edition of the Columbus Dispatch.
An affidavit of publication will be provided following publication.

An Application to Organize a National Bank Has Been Filed on the Date of this Publication with the Office of the Comptroller of the Currency

The organizers, identified below, intending to organize and operate a national bank according to the provisions of the National Bank Act, as amended, submit an application to the Office of the Comptroller of the Currency for permission to organize an insured national bank, and propose as follows:

1. That the main office of the national bank will be located in the city of Columbus, Ohio.
2. That the national bank will have the following title: Erebor Bank, N.A.

Organizers

- Trevor Capozza, San Diego, California
- Richard E. Grant Jr., New York, New York
- Michael D. Hagedorn, Denville, New Jersey
- Jacob E. Hirshman, New York, New York
- Owen Rapaport, New York, New York

Any person desiring to comment on this application may do so by submitting written comments within 30 days following the date of publication of this notice to the Director for Licensing, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington DC 20219, or by emailing LicensingPublicComments@occ.treas.gov. A person who wishes to view the public file should submit a request to the Director for Licensing at Office of the Comptroller of the Currency, 400 7th Street, SW, Washington DC 20219, or by emailing Licensing@occ.treas.gov. The public may find information regarding this application, including the date of the end of the public comment period, in the OCC Weekly Bulletin at www.occ.gov.

PUBLIC EXHIBIT 3

Form of Oath of Bank Director

Form of Oath of Bank Director

Bank Name _____ Charter No. _____

Date _____

City _____ County _____ State _____

I, the undersigned, a (proposed) director of the above-named bank do solemnly swear (affirm) that:

As a director, I have a legal responsibility and a fiduciary duty to shareholders to administer the depository institution's affairs faithfully and to oversee its management. In carrying out my duties and responsibilities, I shall exercise reasonable care and place the interests of the depository institution before my own interests. I shall fulfill my duties of loyalty and care to the above-named depository institution.

I shall, commensurate with my duties, diligently and honestly administer the affairs of the depository institution, and I shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. I shall ensure that I learn of changes in statutes, regulations, and policies of the Office of Comptroller of the Currency, the Federal Deposit Insurance Corporation, or any state to whose jurisdiction my association is subject, which affect my duties, responsibilities, or obligations as a director and affiliated person of the association.

I am the owner, in good faith and in my own right, of the number of shares of stock that the law requires. I have either subscribed for this stock or it is issued and outstanding, and it is not hypothecated, or in any way pledged, as security for any loan or debt.

I shall attend meetings of the board of directors and participate fully on all committees of the board to which I am appointed.

Signature _____

Typed Name _____

Mailing Address _____

City _____ State _____ ZIP Code _____

Notary's Affirmation

Sworn to before me and subscribed in my presence, this ____ day of _____, _____.

Notary Public _____

My Commission Expires _____