
**Comptroller of the Currency
Administrator of National Banks**

Bank Organization and Structure
Southwestern District
1600 Lincoln Plaza
500 North Akard
Dallas, Texas 75201-3342

May 8, 2000

**Conditional Approval #392
June 2000**

Mr. Gary W. Votapka
President
Mission Oaks National Bank, in organization
Post Office Box 890323
Temecula, California 92589

Re: De Novo Charter, Mission Oaks National Bank, Temecula, California
Application Control No. 2000-WE-01-0001

Dear Mr. Votapka:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of Mission Oaks National Bank. On May 8, 2000, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. Your request to establish a branch at Pad 7, Vail Ranch Center, Temecula, California is also approved. The bank may offer credit life, health, and accident insurance in accordance with 12 CFR 2.

This conditional 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 provide the OCC's Southern California - South Field Office at least thirty (30) days prior notice of any significant deviation or change from the proposed operating plan during the first three years of operation. This condition is enforceable under 12 USC §1818. The bank must also provide a copy of such notice to the San Francisco Regional Office of the FDIC.

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 and/or directors as proposed in the application. Additional executive officers and directors are subject to the OCC’s *prior* review and clearance.

Mr. Gary W. Votapka	President, Chief Executive Officer, Director
Mr. Keith O. Johnson	Chief Lending Officer, Chief Operating Officer, Director
Ms. Fereshteh (Tay) Fried	Chief Financial Officer
Dr. Walter F. Combs	Director
Mr. Donald Coop	Director
Mr. Gregory L. Gissler	Director
Mr. Fred D. Grimes	Director
Mr. Robert D. Knogge	Director
Mr. Joseph J. Kuebler	Director
Mr. Donna L. Reeves	Director
Mr. Eric M. Thies	Director
Dr. Patrick W. Utnehmer	Director

Certain background checks requested by this Office have not yet been received. While we have decided not to delay action pending receipt of these responses, if adverse or previously withheld information is received, this office may consider other remedies available to us under other statutes.

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.

We have not received the specific information necessary to complete our review of your proposal to offer bank stock options and warrants. Therefore, this letter is not intended to provide OCC approval of the bank’s proposal to offer stock options and warrants. Please forward your stock options and warrants plan to Senior Corporate Analyst Pansy Hale for review when it is complete, and at that time a decision will be rendered.

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You may establish an Internet web site with non-transactional capabilities upon the bank's opening. Prior to expanding your Internet activities to include transaction-based activities, you should forward a complete plan, along with policies and procedures, to ADC Steven J. Vander Wal. Your plan for transaction-based Internet activities will need to be reviewed by examiners in the Southern California - South Field Office prior to engaging in these activities. ADC Vander Wal can be reached at the following address: Assistant Deputy Comptroller Steven J. Vander Wal, Office of the Comptroller of the Currency, Southern California - South Field Office, 1925 Palomar Oaks Way, Suite 202, Carlsbad, California 92008-6526, telephone (760) 438-8041.

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

A separate letter is enclosed requesting your feedback on how we handled this application. We would appreciate your response so that we may improve our service. Should you have any questions related to this application, please contact NBE/Senior Corporate Analyst Pansy G. Hale or me at (214) 720-7052. The referenced application control number should be included in all correspondence.

Yours truly,

-signed-

Karen H. Bryant
Licensing Manager

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