



Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Ave., N.E.
Atlanta, Georgia 30303

May 9, 2000

Conditional Approval #393
June 2000

William S. Huggins
President and Chief Executive Officer
The National Bank of Georgia
2234 West Broad Street
Athens, Georgia 30606

Re: Control No: 99-SE-01-014

Dear Mr. Huggins:

The Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking.

You are authorized to open ***The National Bank of Georgia*** on ***May 8, 2000***. We will forward you a Charter Certificate under separate cover.

You are reminded that several of the standard requirements contained in the preliminary approval letter dated *October 26, 1999*, will continue to apply once the bank opens and by opening, you agree to subject your association to these conditions of operation. Some of the requirements bear reiteration here:

1. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act [*12 USC 1817(j)*] by virtue of its national bank charter.
2. The board of directors is responsible for regular review and update of policies and procedures and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (*BSA*). The board must train its personnel in *BSA* procedures and designate one person or a group to monitor day-to-day compliance.

May 9, 2000

Re: 1999-SE-01-014

The National Bank of Georgia

Page 2

This approval is subject to the condition that the bank shall obtain prior approval from the OCC's Georgia Field Office before any significant deviations or changes from the proposed operating plan occur during the first three years of operation. The bank must notify the Georgia Field Office 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 Atlanta FDIC office.

On behalf of the OCC, welcome to the national banking system. Should you have any questions, please contact Assistant Deputy Comptroller Jo Ann Young, Georgia Field Office, 1117 Perimeter Center West, Suite W401, Atlanta, Georgia 30338-5417, telephone at (770) 396-3320, who will be responsible for the ongoing supervision of your institution.

Sincerely,

-signed-

John O. Stein
Licensing Manager

Charter No. 23937