



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

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

June 7, 2004

**Conditional Approval #640
July 2004**

Richard E. Brophy, Jr.
Beard Kultgen Brophy Bostwick & Dickson, L.L.P.
5400 Bosque Blvd., Suite 301
Waco, Texas 76710

Re: De Novo Charter - North Texas Bank, National Association, Decatur, Texas
Control No: 2004-SO-01-0008

Dear Mr. Brophy:

The Office of the Comptroller of the Currency (OCC) has reviewed the application to establish a new national bank with the title of North Texas Bank, National Association (Bank). On June 7, 2004, the OCC granted preliminary conditional approval of the charter application after a determination that the proposal met 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 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.

The preliminary conditional approval is subject to the following condition:

The Bank: (i) shall give the Dallas North 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

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

the Bank engages in any significant deviation or change from its 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 also must provide a copy of such written notice to the FDIC's Dallas 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, this 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 \$4,950,000. The manner in which capital is raised must not deviate from that described in the business plan without prior written OCC notification. If the capital for the Bank is not raised within twelve months, or if the Bank is not opened for business within eighteen 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 application to acquire the Bank. You must furnish the OCC with a copy of all related filings to the Federal Reserve, including registration material.

The OCC poses no objection to the following persons serving as executive officers, directors, and organizers as proposed in the application. The decision is based on a review of the biographical and financial statement information submitted as well as background checks performed.

<u>Name</u>	<u>Proposed Position(s)</u>
Don A. Robinson	Chairman of the Board / Director
William D. Vaughan	Chief Executive Officer / Director
Earl D. Bellamy	Director
Derrick S. Boyd	Director
Barney W. Bray III	Organizer
Charles A. Burton	Director
Basim M. Jishi	Organizer
W. Andrew Sandford	Director
Robert M. Wilson	Director
Mason L. Woodruff	Director

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However, all background checks requested by the OCC have not been received yet for Mssrs. Burton and Wilson. Accordingly, the continued service of these individuals will be dependent on satisfactory completion of the background investigation process.

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers, 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 Bank is reminded that it may only operate at its alternate location for up to one year. Following the closure of the alternate site, the approved permanent site must be opened.

The "Charters" booklet in the *Comptroller's Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC's Web site:

<http://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, and begin organizing, the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Licensing Analyst Dana Yarborough in this office for our 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.

The Bank must submit to the Dallas North Field Office for review, and prior written determination of no supervisory objection, 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:

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, web-linking, customer authentication and verification, and business resumption contingency plans.

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 provided 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, refer to “The Internet and the National Bank Charter” booklet of the *Comptroller’s Licensing Manual*, pages 37-38, Information System Security. The booklet is located at the Electronic Banking section of the OCC’s Web site:

<http://www.occ.treas.gov/corpbook/group4/public/pdf/internetnbc.pdf>.

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 only available 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 effect the ability of the OCC to exercise 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.

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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 National Bank Examiner / Licensing Analyst Dana Yarborough or me at (214) 720-7052. The referenced application control number should be included in all correspondence.

Yours truly,

/s/ Karen H. Bryant

Karen H. Bryant
Licensing Manager

Enclosures: Minimum Policies and Procedures
Standard Requirements
Survey Letter