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Comptroller of the Currency  
Administrator of National Banks

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Northeastern District  
1114 Avenue of the Americas, Suite 3900  
New York, New York 10036

Licensing Department (212) 790-4055  
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September 13, 2004

**Conditional Approval #655**  
**October 2004**

Mr. Stuart Lubow  
Spokesperson  
Community National Bank (Organizing)  
200 Middle Neck Road  
Great Neck Estates Village, New York 11021

Re: Application to establish a new national bank, with the title of **Community National Bank** to be located at 200 Middle Neck Road, Great Neck Estates Village, New York 11021  
Control Number: 2004 NE 01 0006

Dear Mr. Lubow:

The Comptroller of the Currency (OCC) has reviewed the application to establish a new national bank with the title of Community National Bank ("Proposed Bank"). Today, the OCC granted preliminary conditional approval of your charter application after a determination that your 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 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 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 preopening 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 Bank: (i) shall give the New York Metro-New Jersey-East 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 operations<sup>1</sup> and (ii) shall obtain the OCC’s written determination of no objection before 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 New York Regional Office.

This condition of approval 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, is enforceable under 12 U.S.C. § 1818.

The Bank’s initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$10, 333,600. 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 12 months or if the Bank is not opened for business within 18 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.

The OCC poses no objection to the following persons serving as organizers, directors, and officers as follows:

<u>Name</u>	<u>Position</u>	<u>Name</u>	<u>Position</u>
Howard J. Blatt	Organizer/Director	Margaret A. Dolgin	Organizer
Victoria Feder	Organizer	Michael E. Levin	Organizer/Director
Bennett D. Lindenbaum	Organizer	Matthew A. Lindenbaum	Organizer/Director
Nathan J. Lindenbaum	Organizer/Director	Stuart H. Lubow	President, CEO Organizer/Director
Thomas A. Morabito	Organizer/SLO Commercial	Stanley J. Morris	Organizer
Sydney G. Platzer	Organizer	Daniel Rubin	Organizer/Director
Marc S. Sovelove	Organizer/SLO Retail	Abigail Tambor	Organizer
Fredric von Stange	Organizer	Christian C. Yegen	Organizer

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.

This approval is also issued with the understanding that, prior to opening, the bank will hire a Chief Financial Officer, as represented in the application. The results of background checks requested by this Office might not have all been received. Accordingly, continued service of the

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<sup>1</sup> If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

above individuals will be dependent upon satisfactory completion of the background investigation process.

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. Please read these instructions carefully. If you have any questions, please contact the Licensing Division of the Northeastern District Office for clarification.

As detailed in the booklet, you may establish the corporate existence of Community National Bank and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to 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.

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 preopening examination and before the OCC will grant final charter approval:

- 1) The Bank must submit to the New York Metro-New Jersey-East 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, 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, 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>.

- 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 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 this preliminary approval to Linda Leickel, Licensing Analyst, Northeastern District Office, at (212) 790-4055.

Sincerely,

*/s/ Anthony P. DosSantos*

Anthony P. DosSantos  
Licensing Manager

Enclosures:       Standard Requirements  
                      Minimum Policies and Procedures