



Comptroller of the Currency
Administrator of National Banks

Western District Office
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Denver, Colorado 80202-5534
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July 20, 2005

**Conditional Approval #697
August 2005**

Douglas M. Briggs
Chairman & CEO
UMB Bank Arizona, National Association
1010 Grand Boulevard
Kansas City, Missouri 64106

Re: Application to Charter a De Novo Bank
UMB Bank Arizona, National Association (Proposed)
Phoenix, Arizona
OCC Control No. 2005-WE-01-0007

Dear Mr. Briggs:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of UMB Bank Arizona, National Association (proposed) (hereinafter "Bank"). On July 20, 2005, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements. Your request for trust powers is also approved.

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 proposed 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.

This preliminary conditional approval is subject to the following condition:

The Bank: (i) shall give the Assistant Deputy Comptroller for Mid-Sized Banks 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 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 must also provide a copy of such notice to the FDIC's Kansas City 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, the condition is enforceable under 12 U.S.C. § 1818.

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. Send this information to this office.

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application.

<u>Name</u>	<u>Proposed Position</u>
Douglas Briggs	Chairman/CEO/Director/Organizer
Mark Peterson	President/Chief Lending Officer/Director/Organizer
Scott Harr	CFO/Director/Organizer
Brian Goodwin	Director/Organizer
Richard Trueblood	Director/Organizer
John Gulas	Organizer
Manuel Andrade	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.

¹ If such deviation is the subject of an application filed with the OCC, the OCC does not require any further notice to the supervisory office.

Background checks requested by the OCC have not been received yet from several sources for Brian Goodwin and Richard Trueblood. While we have decided not to delay action pending receipt of those responses, continued service of the affected individuals will be dependent on satisfactory completion of the background investigation process.

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for the instructions on organizing your Bank. You may find this booklet at the OCC’s web site: 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 executed Articles of Association and the Organization Certificate to this office for 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 Assistant Deputy Comptroller for Mid-Sized Banks 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 (Reviewed). 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.

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Please direct any questions concerning preliminary conditional approval to Licensing Specialist Beth Honea at (720) 475-7654.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

Sincerely,

signed

Ellen Tanner Shepherd
Director for District Licensing

Enclosures: Minimum Policies and Procedures
Standard Requirements
Survey Letter