



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

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

September 10, 2008

**Conditional Approval #876
October 2008**

Viradarsh K. Nanda
Spokesperson
1040 Ven Villa Road
Marietta, Georgia 30062

Re: De Novo Charter, Trident National Bank
Atlanta, Georgia, Application Control Number 2008-SO-01-0004

Dear Mr. Nanda:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of Trident National Bank. On September 10, 2008, 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 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 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.

This preliminary conditional approval is subject to the following condition: The Bank shall: (i) give the Atlanta, Georgia Supervisory Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,¹ and (ii) obtain the

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

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. This condition shall remain in effect during the Bank's first three years of operation.

For the first three years of operation, the Bank also must provide a copy of such written notice of its intent to significantly deviate or change from its business plan or operations to the FDIC's Atlanta, Georgia Regional Office.

The condition of this 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 USC 1818. As such, the condition is enforceable under 12 USC 1818.

Final approval will not be granted until the Bank has added one additional director with recent satisfactory experience in a financial institution. This person is expected to have strong experience in executive management or on the board of a financial institution. This director must receive the prior review and approval of the OCC before the final approval will be granted.

With the exception of Mrs. Chau, the proposed board of directors of the Bank must receive extensive outside training from an effective, well respected program that offers director training. This training must be completed before the Bank opens for business.

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$18,210,000. 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 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 executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Ms. Pin Pin Chau	President/CEO/Director
Mr. Viradarsh K. Nanda	Organizer/ Chairman of the Board
Mr. Chandrakant Amin	Organizer/ Director
Dr. Rajiv D. Pandya	Organizer/ Director
Mr. Roosevelt Giles	Organizer/ Director

The following are Organizers of the Bank

Dr. Anil J. Desai	Mr. Krishan K. Goyal
Ms. Linda Harman	Ms. Aarti N. Jackson
Mr. Nikhilesh J. Mainthia	Mr. Sameer K. Nanda
Dr. Arati D. Pandya	Dr. Asha N. Parikh
Mr. Chandra S. J. Reddy	Mr. Bharat M. Shah
Mr. Narendra J. Shah	Mr. Ravi N. Shah
Mr. Samir I. Shah	Dr. Tarunbala N. Shah
Mr. Niloy Thakkar	

Background checks requested by the OCC have not been received yet from some sources. Accordingly, the continued service of the following applicants will be dependent upon satisfactory completion of the background investigation process:

Pending 1 source: Pin Pin Chau, Roosevelt Giles, Aarti Jackson

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. Any individual subscribing to the stock offering in an amount exceeding 10% of outstanding stock will need to undergo OCC review and approval, including background checks, prior to the Bank's opening. Also, 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 "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 begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to OCC 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 Atlanta, Georgia Supervisory 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 *FFIEC IT Examination E-Banking Handbook*, pages 26-30, Information Security Program. The booklet is located at the FFIEC's Web site:

http://www.ffiec.gov/ffiecinfobase/booklets/e_banking/e_banking.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.

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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, any agency or entity of the United States, or any officer or employee of the United States, 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 United States.

Direct any questions concerning this preliminary conditional approval to Pansy G. Hale, National Bank Examiner/ Licensing Analyst at (214) 720-7052.

Yours truly,

signed

Karen H. Bryant
Director for District Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures