



---

Comptroller of the Currency  
Administrator of National Banks

---

**Licensing Operations**

Western District Office  
50 Fremont Street, Suite 3900  
San Francisco, California 94105-2292  
(415) 545-5900, FAX (415) 442-5315

August 2, 2001

**Conditional Approval #482  
September 2001**

Mr. Bill Dodge, President & CEO  
United Arizona Bank, N.A. (In Organization)  
6300 East Cave Creek Road  
Cave Creek, Arizona 85331

Re: New Bank Charter  
United Arizona Bank, National Association (In Organization), Cave Creek, Arizona  
**CAIS Control Number: 1999-WE-01-010**

Dear Mr. Dodge:

The Office of 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. Specifically, you have met all the special conditions stated in the December 22, 1999 preliminary conditional approval letter.

You are authorized to open United Arizona Bank, National Association on August 6, 2001. We will forward you a Charter Certificate under separate cover.

This approval is subject to the condition that the Bank shall obtain the OCC's non-objection before any significant deviation or change from the proposed operating plan occurs during the bank's first three years of operations. The Bank shall notify the Phoenix Field Office at least sixty (60) days prior to any proposed significant deviation or change, and obtain the OCC's non-objection in writing, to such a proposed deviation or change. This condition is enforceable under 12 USC § 1818. The Bank must also provide a copy of such notice to the FDIC's Kansas City Regional Office.

You are reminded that several of the standard requirements contained in the preliminary conditional approval letter 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

group to monitor day-to-day compliance.

3. For a period of two years after the bank opens, all compensation plans for the bank's organizers must receive the OCC's approval.

We urge you and the board of directors to become familiar with the filing obligations of the Securities Exchange Act of 1934 ("34 Act") and 12 CFR Part 11. The bank may be required to file reports with the OCC under the 34 Act and Part 11 if: (1) the bank at the end of any fiscal year has 500 or more shareholders of record; or (2) the bank made a public offering of securities subject to 12 CFR Part 16 during the bank's organization process. We encourage you to contact the OCC's Securities and Corporate Practices Division at (202) 874-5210 if you have any questions about the bank's securities disclosure obligations.

The following individuals have been cleared by the OCC to serve as executive officers and/or directors as proposed in the application or subsequently thereto:

**Michael Allred, Director**  
**F. William Dodge, Director and President/CEO**  
**Rob D. Haugen, Chief Credit Officer**  
**Robert C. Lorenz, Director**  
**Thomas H. Olson, Director**  
**Gregory D. Stine, Director**

For a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director prior to that person assuming such position. The proposed individual may not assume the position until the OCC has issued a letter of no objection.

On behalf of the OCC, welcome to the national banking system. Should you have any questions, please contact Assistant Deputy Comptroller Richard Schobert at (480) 893-1339, who will be responsible for the ongoing supervision of your institution.

Very truly yours,

**-signed-**

James A. Bundy  
Licensing Manager  
Western District