

Corporate Decision #1389 September 2026

September 2, 2026

Via encrypted email

Mark Chorazak
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, NY 10001

Re: Application to Charter OpenReserve Bank, National Association, Salt Lake City, Utah
(Proposed) and Request to Waive Residency Requirements (collectively, Application)
OCC Control Number 2026-Charter-345612
OCC Control Number 2026-Waiver-346445
Proposed Charter No. 27203

Dear Mr. Chorazak:

The Office of the Comptroller of the Currency (OCC) has reviewed your Application to establish a new national bank with the title of OpenReserve Bank, National Association (Bank). The OCC hereby grants preliminary conditional approval of your Application upon determining that your proposal meets certain regulatory and policy requirements.¹

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. The OCC also made its decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for stock in a Federal Reserve Bank in accordance with 12 USC 222² and will obtain deposit insurance from the Federal Deposit Insurance Corporation.³

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 modify, suspend, or rescind this preliminary conditional approval should the OCC deem any interim development to warrant such action.

Proposed Bank

¹ The OCC also grants the request to waive the director residency requirement for all seven proposed directors.

² See also 12 CFR 209.2.

³ In accordance with 12 CFR 303.

On April 13, 2026, organizers⁴ submitted an application to the OCC pursuant to 12 USC 21–27 and 12 CFR 5.20 to establish a full-service insured national bank. The proposed Bank will maintain its main office in Salt Lake City, Utah. The proposed Bank will not have any branches.

The OCC is authorized to charter national banks pursuant to the National Bank Act, 12 USC 21–27. Specifically, 12 USC 27(a) gives the Comptroller the authority to give a national banking association a certificate authorizing the commencement of business.

The proposed Bank plans to operate as a full-service insured national bank offering a comprehensive suite of banking and financial services. The proposed Bank plans to offer deposit and lending products, including tokenized capabilities across all deposit products, as well as payments and treasury services, digital asset services, foreign correspondent banking, and a range of additional services through a full-service banking-as-a-service platform. The Bank plans to form a wholly-owned stablecoin subsidiary to engage in issuance, custody, conversion, and payment of U.S. dollar-denominated reserve-backed stablecoins. An application for the subsidiary has not yet been filed.

The proposed Bank, through its subsidiary, will offer, in a nonfiduciary capacity, custody services for digital assets (*e.g.*, hosting wallets, custodying cryptocurrencies). The OCC has previously concluded that providing custody services, including cryptocurrency custody services, is a permissible activity for a national bank as part of or incidental to the business of banking under 12 USC 24(Seventh).⁵

The proposed Bank will receive digital assets as fees after it deducts its fees from the trade, staking reward, or transfer amount for customer transactions.⁶ In addition, the Bank will also hold an amount of digital assets on its balance sheet it expects are needed to pay transaction fees for on-chain transactions (commonly referred to as “gas fees”). The OCC has confirmed that national banks may hold, as principal, amounts of digital assets on balance sheet necessary to pay network fees for which the bank anticipates a reasonably foreseeable need.⁷

Twelve USC 24(Seventh) provides that national banks have the power “[t]o exercise . . . all such incidental powers as shall be necessary to carry on the business of banking. . . .” Under 12 CFR 7.1000(d)(1), “[a]n activity is authorized for a national bank as incidental to the business of banking if it is convenient or useful to an activity that is specifically authorized for national banks or to an activity that is otherwise part of the business of banking.” Receiving digital assets

⁴ An organizing group consists of five or more natural persons acting on their own behalf, or serving as representatives of a sponsoring holding company, who apply to the OCC for a national bank or Federal savings association charter. *See* 12 CFR 5.20(d)(8).

⁵ *See, e.g.*, OCC Interpretive Letter 1170 (I.L. 1170) (July 22, 2020); OCC Conditional Approval 479 (July 27, 2001) (national bank provision of secure web-based document storage, retrieval, and collaboration permissible as an expression of their well-established authority to provide safekeeping and custody services); OCC Conditional Approval 267 (Jan. 12, 1998) (national bank permitted to escrow encryption keys used in connection with digital certificates as the functional equivalent of physical safekeeping).

⁶ The proposed Bank will convert digital assets received to fiat currency within one business day or hold the digital assets for another permissible purpose, such as gas fees.

⁷ OCC Interpretive Letter 1186 (I.L. 1186) (Nov. 18, 2025).

as principal in the form of fees the proposed Bank will deduct from customer transactions denominated in digital assets will be convenient and useful to the proposed Bank's digital asset custody and ancillary services. Specifically, receiving fees denominated in digital assets will facilitate delivery of, enhance the proposed Bank's ability to sell or market, and improve the effectiveness and efficiency of the proposed Bank's custody and ancillary services because the proposed Bank will deduct fees from digital asset transactions instead of requiring customers to pay via another method.⁸

The proposed Bank will also permit its customers, including its DDA customers and digital asset custody customers, to pay remittances (*i.e.*, cross-border money transfers) using digital assets, including stablecoin. As the OCC has previously found, national banks and Federal savings associations may use new technologies, including independent node verification networks (INVN) and related stablecoins, to perform bank-permissible functions, such as payment activities, including issuance and redemption activities.⁹

Conditions

This preliminary conditional approval is subject to the following conditions:

1. If and to the extent necessary, the Bank must conform its proposed activities, including stablecoin issuance, and structure to comply with the Guiding and Establishing National Innovation for U.S. Stablecoins (GENIUS) Act (12 USC 5901 *et seq.*), any implementing regulations, and any other applicable laws and regulations that take effect in the future, such compliance to be determined in the sole discretion of the OCC.
2. The Bank shall: (i) give the Specialty Assets Supervisory Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations;¹⁰ and (ii) 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. For the avoidance of doubt, a significant deviation includes material changes to the Bank's products and services as well as changes to its risk and operating limits, as detailed in its business plan. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to the Bank's notice. This condition shall remain in effect throughout the Bank's in-organization period and during the Bank's first three years of operation.
3. The Bank shall maintain minimum capital levels commensurate with the prospective risk of the Bank's business plan, with a tier 1 leverage ratio of no less than 12.0 percent throughout the first three years of operation.

⁸ OCC Conditional Approval 1362 (Jan. 29, 2026).

⁹ OCC Interpretive Letter 1174 (I.L. 1174) (Jan. 4, 2021) (noting that "a bank may use stablecoins to facilitate payment transactions for customers on an INVN, including by issuing a stablecoin, and by exchanging that stablecoin for fiat currency" (footnotes omitted)).

¹⁰ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

4. Prior to the appointment of any individual to the position of “senior executive officer,” as defined in 12 CFR 5.51(c)(4), or the appointment of any individual to the board of directors, the proposed Bank must submit to the OCC the information described in the “Changes in Directors and Senior Executive Officers” booklet of the *Comptroller’s Licensing Manual*, and receive a letter of no objection from the OCC. For the purposes of this condition, “senior executive officer” includes Bank Secrecy Act Officer, Chief Compliance Officer, and Chief Information Security Officer. This information is required by the authority of 12 USC 1818(b) and 12 CFR 5.20(g) and does not require the OCC to review or act on any such information within ninety (90) days. This condition shall remain in effect throughout the Bank’s in-organization period and during the proposed Bank’s first three years of operation.

The conditions of this approval are conditions “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

Other Requirements

As a de novo national bank, the Bank must also meet the following requirements prior to requesting its preopening examination and before the OCC will grant final charter approval pursuant to 12 USC 27(a):

1. The Bank must engage an independent, external auditor to perform an audit according to generally accepted auditing standards of sufficient scope to enable the auditor to render an opinion on the financial statements of the Bank taken as a whole. The audit period shall commence on the date that the organizing group forms a body corporate and may end on any calendar quarter-end no later than 12 months after the Bank opens. The OCC expects that such audits will be performed annually for at least three years following commencement of operations. Engagement of an auditor will be verified during the preopening examination (see the “Charters” booklet, Internal and External Audits discussion).
2. The Bank’s financial statements must be prepared on an accrual basis according to generally accepted accounting principles.
3. The President, or the person serving in the function of President, must serve as a member of the board of directors.
4. The directors of the Bank must own qualifying shares in conformance with 12 USC 72 and 12 CFR 7.2005.
5. Each person who, together with his or her related interests, subscribes to 10 percent or more of the initial stock offering must submit a biographical and financial report for review to the Chartering, Organization & Structure staff prior to acquisition of the shares, and staff must have no objection to each person before purchasing the shares. After

opening the Bank, the Bank will comply with the requirements of 12 CFR 5.50.

6. The Bank must have adequate fidelity bond coverage in accordance with 12 CFR 7.2013, which lists four factors the directors should consider to determine adequacy (see the “Charters” booklet, Fidelity and Other Insurance discussion).
7. Management and the board of directors must maintain policies and procedures that address all OCC regulations and will guide the Bank’s operations in a safe and sound manner. These policies and procedures must establish and guide the operation of a program to ensure compliance with the requirements of the Bank Secrecy Act and Office of Foreign Assets Control and of a credit risk management program (reflecting appropriate guidance on risk rating and accounting for loans’ accrual status and ensuring a satisfactory allowance for credit losses methodology and balance). All policies and procedures must be completed no later than the date of the applicant’s request for a preopening examination. In addition, the board of directors must review and adopt the policies and procedures at its first meeting. The board of directors is responsible for regular review and modification of policies and procedures and for assuring continuous compliance with them.
8. The Bank must have a security program in place that complies with the “Interagency Guidelines Establishing Information Security Standards” specified at 12 CFR 30, Appendix B.
9. The Bank must submit to the Specialty Assets 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.
10. 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:
 - a. All access points, including the Internet, Intranet, or remote access.
 - b. 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 “Information Security Booklet” of the FFIEC IT Examination Handbook.

11. The Bank must ensure that all other required regulatory approvals have been obtained.
12. A letter must be submitted to the Chartering, Organization & Structure staff at least sixty (60) days before the Bank is scheduled to open, notifying the OCC that all conditions and requirements necessary to receive a national bank charter have been met and that the Bank is fully operationally ready to conduct business, requesting a preopening examination, and providing the anticipated opening date.

Capital

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$210 million. The manner in which capital is raised must not deviate from that described in the Application 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.

Organizers, Directors and Officers

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>
Diwakar Choubey	Organizer, Director, Chief Executive Officer
Richard Correia	Organizer, Director, President, Chief Operating Officer
Soumya Basu	Organizer, Chief Architect
John Chrystal	Organizer, Director
David Schwed	Organizer, Chief Technology Officer
Jame Sloan	Organizer, Chief Risk Officer
Wade Arnold	Director
Matthew Derella	Director
Sarah Elliott	Director
Joshua Rosenberg	Director
Peter Caruso	Chief Financial Officer

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.

Waiver of Residency Requirements

The OCC also granted your request to waive the residency requirements of 12 USC 72 for Wade Arnold, Diwakar Choubey, John Chrystal, Richard Correia, Matthew Derella, Sarah Elliott, and Joshua Rosenberg to serve as a member of the board of directors of the Bank. This waiver is

granted based upon a review of all available information, including the filing and any subsequent correspondence and telephone conversations, and the Bank's representation that this waiver will not affect the board's responsibility to direct the Bank's operations in a safe, sound, and legal manner. The OCC reserves the right to withdraw or modify this waiver and, at its discretion, to request additional information at any time in the future.

Organizing Steps and Pre-Opening Requirements

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: <https://www.occ.gov/publications-and-resources/publications/comptrollers-licensing-manual/files/licensing-booklet-charters.html>. The booklet contains all of the steps you must take to receive final approval.

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 the Chartering, Organization & Structure office for review and acceptance. Once these documents are accepted, the Bank will be deemed a "body corporate." 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.

As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval. ***"In Organization" should follow the bank's name in all official documents, stationery, advertisements, and other references to the Bank until it opens for business.***

Enclosed is a Preopening Checklist for new national banks. The Bank must meet the conditions and requirements above 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.

Conclusion

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.

Our approval is based on the Bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

If you have any questions, please reach out to your points of contact for Chartering, Organization, and Structure.

Sincerely,

//signed//

Stephen A. Lybarger
Senior Deputy Comptroller
Chartering, Organization and Structure

Enclosure: Preopening Checklist