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Comptroller of the Currency  
Administrator of National Banks

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Licensing Operations  
Southwestern District Office  
1600 Lincoln Plaza  
500 North Akard  
Dallas, Texas 75201-3342

May 10, 2002

**Conditional Approval #530  
June 2002**

Michael A. Roy - Spokesperson  
The Right Bank for Texas, N.A. (In Organization)  
7676 Hillmont, Suite 350  
Houston, Texas 77040

Re: Charter Application No. 2001 SW 01 0003  
The Right Bank for Texas, N.A. (In Organization)  
Houston, Texas, Charter No. 24263

Dear Mr. Roy:

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.

You are authorized to open The Right Bank for Texas, National Association on May 13, 2002. We will forward you a charter certificate under separate cover. Your charter number is 24263.

This action, 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 U.S., any agency or entity of the U.S., or an 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 are reminded that several of the standard requirements contained in the preliminary approval letter dated October 15, 2001 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. This approval is subject to the condition that the bank: (i) shall give Houston West Field Office, Houston, Texas at least sixty (60) days prior notice of the Bank's intent to significantly deviate from its business plan or operations unless such deviation is the subject

of an application filed with the OCC for its prior approval, 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. This condition is enforceable under 12 U.S.C. § 1818. The bank must also provide a copy of such notice to the FDIC's Dallas Office.

2. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 U.S.C. §1817(j)) by virtue of its national bank charter.
3. 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 a position. The proposed person may not assume the position until the OCC has issued a letter of no objection.
4. The board of directors is responsible for the 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 is expected to train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.

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.

On behalf of the OCC, welcome to the national banking system. Should you have any questions, please contact Assistant Deputy Comptroller Francis Alleman of the Houston West Field Office at (713) 336-4200, who will be responsible for the ongoing supervision of your institution

If you have any questions about our conditional approval or the organizational process please contact NBE-Licensing Analyst Joseph T. Burbridge at (214) 720-7052 or write to the address reflected above.

Yours truly,

**-signed-**

Brenda McNeese  
Acting Licensing Manager