



Comptroller of the Currency Administrator of National Banks

Northeastern District Office
340 Madison Avenue, 5th Floor
New York, New York 10017

Licensing Division
Telephone: (212) 790-4055
Fax: (301) 333-7015

Conditional Approval #810 August 2007

July 2, 2007

Mr. Douglas C. Manditch
300 Motor Parkway, Suite 200
Hauppauge, New York 11788

Re: Applications to establish a new national bank, with the title of Empire National Bank,
Islandia, New York and de novo branch in Shirley, Suffolk County, New York
Control Nos.: 2007-NE-01-0005 and 05-0031 Charter No.: 24777

Dear Mr. Manditch:

The Comptroller of the Currency (“OCC”) has reviewed your application to establish a new national bank with the title of Empire National Bank, Islandia, New York (“The Bank”). On July 2, 2007, 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 a de novo branch located at the intersection of William Floyd Parkway and Sunrise Highway, Shirley, Suffolk County, New York was also conditionally 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 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 conditions:

1. Within 120 days of commencing business, Empire must appoint a BSA/Compliance officer with the necessary knowledge and experience to ensure compliance by Empire with Bank Secrecy Act/Anti-Money Laundering and Office of Foreign Assets Control laws and regulations, as well as consumer laws and regulations.
2. Prior to commencing business, the organizers must develop and submit to the OCC a comprehensive plan acceptable to the OCC to ensure compliance with OCC Bulletin 2006-46, Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices. This plan must include risk management systems and capital levels appropriate to the risks associated with high concentrations in commercial real estate. Upon the OCC's acceptance of the plan, Empire's management shall cause Empire to implement and adhere to the plan.
3. The Bank: (i) shall give the New York Metro-New Jersey-East Field Office, 343 Thornall Street, Suite 610, Edison, New Jersey 08837, 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 also must provide a copy of such written notice to the FDIC's New York Regional Office.

These conditions of approval are conditions "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 conditions are enforceable under 12 USC 1818.

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$23.5 million. 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 organizers as proposed in the application:

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

Douglas C. Manditch,	CEO, Chairman of the Board, Director, Organizer
Thomas M. Buonaiuto	President, CFO, & COO, Director
Christopher Hilton	Chief Lending Officer
John Pinna	Chief Information Officer
Frank Boulton	Director, Organizer
John Bracken,	Director, Organizer
John D. Caffrey, Jr.	Director, Organizer
John Ciarelli	Director, Organizer
Dr. Alan M. Coren	Director, Organizer
Larry Davis	Director, Organizer
Frank A. DiFazio	Director, Organizer
Salvatore Ferro	Director, Organizer
Mukeshkumar Patel	Director, Organizer
Charles Russo	Director, Organizer
Joseph Tantillo	Director, Organizer
Paul Tonna	Director, Organizer
Jeffrey Weiner	Director, Organizer

Not all background checks requested by the OCC have been received yet. Although we have decided not to delay action pending receipt of those responses, the OCC may consider remedies available to it if adverse or previously withheld information is received.

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.

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 Sandya Reddy, Senior Licensing Analyst in this office 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 receive the appropriate clearance from the State Historic Preservation Officer confirming the proposed construction relating to the main office and branch location does not affect any district, site, building, structure or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 USC 470f.
2. The Bank must submit to the OCC New York Metro East Field 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.

3. 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 out sources 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.

4. 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, we 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.

Direct any questions concerning this preliminary conditional approval to Senior Licensing Analyst Sandya Reddy, at 212.790.4055.

Sincerely,

signed

J. Greg Parvin
Director for District Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures