



Comptroller of the Currency
Administrator of National Banks

Western District Office
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Conditional Approval #821
October 2007

September 17, 2007

John R. Pittman
Director
RSM McGladrey, Inc.
4801 Main Street, Suite 400
Kansas City, Missouri 64112

Re: Application to Charter a De Novo Bank
First National Bank of Scottsdale (proposed), Scottsdale, Arizona
OCC Control Number 2007-WE-01-0016
Application for Residency Waivers
OCC Control Number 2007-WE-12-0148

Dear Mr. Pittman and Organizers:

I hereby grant preliminary conditional approval to the organizer's application to establish a new national bank with the title of First National Bank of Scottsdale (proposed) (hereinafter "Bank").

My decision is based on a thorough evaluation of all information available to the Office of the Comptroller of the Currency ("OCC"), including the representations and commitments made in the application and by the Bank's representatives and a determination that the proposal met certain regulatory and policy requirements. I also made this decision to grant preliminary conditional approval with the understanding that the Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

I granted preliminary conditional approval only. Final approval and authorization for the proposed Bank to open will not be granted until all pre-opening 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:

1. The Bank: (i) shall give the OCC's Kansas City South Field Office 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 must also provide a copy of such notice to the FDIC’s Kansas City Regional Office.

This condition 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 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

The Bank’s initial paid-in capital, net of all organizational and pre-opening expenses, shall be no less than \$6,040,000. The manner in which capital is raised must not deviate from that described in the business plan without prior 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, the 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>Proposed Position</u>
Brian Lloyd Roby	Director and CEO
Judith Chandler	Director and President
Matthew Dean Lindamood	Chief Credit Officer
Michael David Major	Chief Financial Officer
Nancy Lee Spavale	Senior Vice President of Operations
Erma Lee Glasnapp	Director
Cheryl Glasnapp Wright	Director
Randy Edward Glasnapp	Director
George Douglas Thompson	Director

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.

¹ If such deviation is the subject of an application filed with the OCC, the OCC does not require any further notice to the supervisory office.

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for the instructions on organizing your Bank. The booklet is located at the OCC’s web site: 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 establish the corporate existence of the Bank and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to this office for 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.

After reading the instructions for the organization of a new national bank, it is suggested that you or another designated representative consult with Senior Licensing Analyst Bob Norris at 202-874-5060 to discuss the organizational process. The OCC believes that such a meeting can contribute to a more efficient and effective organization process and help avoid common mistakes that have delayed or prevented other banks from opening.

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 pre-opening examination and before the OCC will grant final charter approval:

1. The Bank must submit to the OCC’s Kansas City South Field Office for review and approval 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. This booklet is located at the FFIEC's Web site: http://www.ffiec.gov/ffiecinfobase/bookets/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.
4. Prior to the adoption of any stock option plans for organizers, directors, officers or employees, the Bank must submit details of the plan to the OCC and receive a written non-objection from the OCC.

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 (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.

I also approve the request for multiple waivers of the residency requirements of 12 USC 72 for the majority of the board of directors of the Bank. We understand that after their election, one of the Bank's board of directors will meet the residency requirement of 12 USC 72. The Bank may continue to appoint directors who do not meet the residency requirements without applying for individual waivers, as long as the ratio of directors remain the same as in this approval. This waiver is granted based upon a review of all available information, including the filing and 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.

You should direct any questions concerning preliminary conditional approval to Senior Licensing Analyst Bob Norris at (202) 874-5060.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

Sincerely,

signed

James A. Bundy
Acting Director for District Licensing

Enclosures: Minimum Policies and Procedures
Standard Requirements
Survey Letter