



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
340 Madison Avenue, Fifth Floor
New York, New York 10173-0002

Licensing Division
Telephone No.: (212) 790-4055
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Conditional Approval #858
July 2008

June 12, 2008

T. David Grist
President and CEO
CornerStone Bank, N.A. (In Organization)
Post Office Box 1562
Lexington, Virginia 24450

Re: New Bank Charter – CornerStone Bank, National Association (In Organization),
Lexington, Virginia
Control Number: 2008 NE 01 0003

Dear Mr. Grist:

Today, I granted preliminary conditional approval to your application to establish a new national bank with the title of “CornerStone Bank, National Association” (“the Bank”). I reached this decision after a determination that your proposal met certain regulatory and policy requirements.

This preliminary conditional approval 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. I also made my 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 have 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.

The preliminary conditional approval should be subject to the following condition:

1. During its first three (3) years of operation, the Bank shall: (i) give the OCC Virginia's Field Office (the “Supervisory Office”) at least sixty (60) days prior written notice of the

T. David Grist
President and CEO
CornerStone Bank, N.A. (In Organization)
Re: Control Number: 2008 NE 01 0003
Page 2

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 Atlanta Regional Office.

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

The Bank's initial paid-in capital, net of all organizational and preopening expenses, shall be no less than \$7,535,000. 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/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
T. David Grist	Organizer/Director/President/CEO
Thomas Beebe	Organizer/Director
Ugo Benincasa	Organizer/Director
Bradley Claeys	Organizer/Director
Robert Dahl	Organizer/Director
J. Steven Grist	Organizer/Director
David J. Hansen	Organizer/Director
Keith W. Holland	Organizer/Director
Richard Mast	Organizer/Director
William (Jay) Melvin	Organizer/Director
Eric Spencer	Organizer/Director
Daniel Thornton	Organizer/Director
Wesley D. Woods	Organizer/Director

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

T. David Grist
President and CEO
CornerStone Bank, N.A. (In Organization)
Re: Control Number: 2008 NE 01 0003
Page 3

Under separate cover, I will make a decision on the proposed Chief Financial Officer and Chief Lending Officer's suitability to serve as Chief Financial Officer and Chief Lending Officer, respectively.

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.

The OCC reviewed and accepted the Bank's Articles of Association and Organization Certificate on February 21, 2008. 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 provide verification of completion of a Bank Secrecy Act ("BSA") training course by proposed Chief Financial Officer/Chief Operating Officer/BSA Officer L. Benjamin Johnson to the OCC Northeastern District Licensing Division and the OCC Virginia Field Office. The bank must obtain the OCC's written determination of no objection to the Chief Financial Officer prior to the Chief Financial Officer assuming such position. The BSA Officer must develop bank policies, including compliance/BSA program, lending policies and procedures, asset-liability management and other operating policies and obtain the OCC Virginia Field Office's written determination of no objection.
2. The Bank must obtain the OCC's written determination of no objection to the Chief Lending Officer prior to the Chief Lending Officer assuming such position
3. The Bank must submit to the OCC Virginia 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.

4. 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.

The booklet is located at the FFIEC’s Web site:

http://www.ffiec.gov/ffiecinfobase/booklets/e_banking/e_banking.pdf.

5. 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, 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, any agency or entity of the United States, or

T. David Grist
President and CEO
CornerStone Bank, N.A. (In Organization)
Re: Control Number: 2008 NE 01 0003
Page 5

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.

Please direct any questions concerning this preliminary conditional approval to Robin J. Miller, Licensing Analyst, at (212) 790-4015.

Sincerely,

signed

J. Greg Parvin
Director for District Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures
Survey