



**Comptroller of the Currency
Administrator of National Banks**

Washington, D. C. 20219

April 16, 2004

**Conditional Approval #633
May 2004**

Mr. Patrick Adams
4307 Brooktree
Dallas, Texas 752287

Re: Charter Application No. 2003 SW 01 0011
Branch Application No. 2003 SW 05 0218
T Bank, National Association (In Organization)
Dallas, Texas, Charter No. 24467

Dear Mr. Adams:

The Office of the Comptroller of the Currency (OCC) has reviewed the proposal by First Metroplex Capital, Inc. (First Metroplex), to establish a new national bank with the title of T Bank, National Association, Dallas, Texas (T Bank) and has reviewed the application by T Bank to establish a branch located in Plano, TX. The organizers formed the First Metroplex to conduct organizing activities and intend to apply to the Federal Reserve Board of Dallas to become a bank holding company. After a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. We also approved the application to establish a branch in Plano, TX.

These approvals are granted based on representations and commitments made in the applications and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that T Bank will apply for membership in the Federal Reserve System and will obtain insurance from the Federal Deposit Insurance Corporation (FDIC).

The preliminary approval to establish T Bank and the approval to establish a separate branch office are subject to the following two conditions:

(1) T Bank shall give (i) the Dallas North Field Office at least (60) days prior written notice of the bank's intent to significantly deviate or change from its business plan or operations 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.¹ The OCC may impose additional conditions it deems appropriate in a written determination of no objection to the bank's notice. For the first three years of operations, T Bank must also provide a copy of such notice to the FDIC's Dallas Regional Office.

(2) T Bank shall, if required by the Assistant Deputy Comptroller, Dallas North Field Office, establish a single Chief Financial Officer (CFO) position and hire an individual satisfactory to the OCC to fill the position.

These conditions are conditions "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 and, as such, are enforceable under 12 U.S.C. § 1818".

T Bank's initial paid-in capital, net of pre-organizational and pre-opening expenses, shall be no less than \$9.6 million. 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 T Bank is not raised within 12 months or if the T 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 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.

Final approval will not be granted until and unless the Federal Reserve acts favorably on your application to acquire the bank. You must furnish the OCC with a copy of all related filings to the Federal Reserve, including registration material. Please send this information to Joseph T. Burbridge, Licensing Analyst, at the Southern District Office 500 North Akard Street, Suite 1600, Dallas, TX 75201.

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>	<u>Name</u>	<u>Title</u>
Patrick Adams	CEO/Director	Stanley Allred	Director
Danny Basso	Director	Frankie Basso	Director
Darrell Cain	Director	David Carstens	Director
Ronald Denheyer	Director	Mark Foglietta	Director
Charles Langford	Director	Hunter Hunt	Director

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

Steven Lugar	Director	Thomas McDougal	Director
Daniel Meyer	Director	Anthony Pusanteri	Director
Gordon Youngblood	Director	Sue (Vinis) Higgs	CFO/Cashier
Steve M. Jones	Director/SLO	Charles Mapes	Director
Cyvia Noble	Director	James Rose	Director
Frank Hundley	Director		

We have not completed the background checks on the proposed Directors Cyvia Noble, James Rose, or Frank Hundley. Accordingly, their continued service will be dependent upon satisfactory completion of the background investigations process.

Prior to the T Bank opening, the T Bank must obtain the OCC's prior written determination of no objection for any additional organizers, executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after T Bank commences business, T 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 "Corporate Organization" booklet in the *Comptroller's Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC's web site: www.occ.treas.gov/corpbook/group1/public/pdf/corporg.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 and begin organizing T Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Joseph T. Burbridge, 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. T 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. T 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 T Bank begins operating.

In addition to the standard requirements for all new national banks, the following special requirements must be satisfied prior to T Bank's request for a pre-opening examination and before the OCC will grant final charter approval:

1. All proposed directors currently receiving directors' training from Steiner and Associates must have satisfactorily completed their training.

2. The third year of the "most likely" case of financial projections submitted with the business plan shall be revised to reflect greater asset diversification resulting in lower loan-to-asset and loan-to-deposit ratios. The purpose of this requirement is to limit expected credit and liquidity risks associated with rapid loan growth and a low volume of liquid assets. T Bank shall submit the revised financial projections and any other changes to its business plan to the OCC. The OCC may object to the revisions at its sole discretion.

Also, the following Internet transactional requirements must be satisfied prior to T Bank's request for a pre-opening examination and before the OCC will grant final charter approval:

(1). T Bank must submit to the Dallas North 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, web-linking, customer authentication and verification, and business resumption contingency plans.

(2). T Bank must have performed an independent security review and test of its electronic banking platform. T 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 T Bank out-sources technology platform operations, 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 Internet and the National Bank Charter" booklet of the *Comptroller's Licensing Manual*, pages 37-38, Information System Security. The booklet is located at the Electronic Banking section of the OCC's Web site: www.occ.treas.gov/netbank/letters.htm.

- (3). T 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 (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.

Please direct any questions to the Southern District Licensing Office, Attention: Licensing Analyst Joseph Burbridge at (214) 720-7052, e-mail joseph.burbridge@occ.treas.gov.

Sincerely,

/s/ Lawrence E. Beard

Lawrence E. Beard
Deputy Comptroller for Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures