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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

August 27, 2002

**Corporate Decision #2002-14  
September 2002**

Gary A. Lax, Esq.  
Jenkins & Gilchrist  
1919 Pennsylvania Avenue, NW  
Suite 600  
Washington, D.C. 20006

Re: Metropolitan National Bank, New York, New York  
Charter No.: 23576  
Control No.: 2002 NE 08 014

Dear Mr. Lax:

This will acknowledge receipt of Metropolitan National Bank's ("Bank") operating subsidiary notice ("Notice") dated June 10, 2002, informing the Office of the Comptroller of the Currency ("OCC") of its planned acquisition of "G&R Check Cashing Corp" ("G&R"). The Bank will acquire the check cashing operations and 15 licensed store locations ("Store Locations") of G&R, a New York Corporation. As a wholly owned subsidiary of the Bank, G&R will continue to provide services and products through the Store Locations in New York City. G&R's name will be changed to "CashZone II Corp" or a similar name, after its acquisition. The Notice qualifies for after-the-fact procedures at 12 C.F.R. §5.34(e)(5).

We understand that G&R engages in certain activities permitted under 12 C.F.R. §5.34(e)(5)(v)(C) and (G). G&R's corporate office is at the Bank's main office location at 2 Park Avenue, New York, New York, 10016.

The specific activities G&R will perform are the following:

- (1) general check cashing services;
- (2) the sale of money orders;
- (3) electronic or wire transfer of money through services provided by third-party vendors;

- (4) electronic or in-person payment of certain consumer bills (e.g., utility and telephone) through services provided by third-party vendors;
- (5) access to customary automatic teller machines (“ATMs”) through unaffiliated third-party networks; and
- (6) sale of prepaid telephone cards, MetroCards and similar items.

The checks accepted for payment by G&R will be third-party government or payroll checks, that are payable to the order of the customer and are payable on demand. Other types of third party checks that may be accepted by G&R, from time-to-time, include checks payable to independent contractors, checks payable by insurance companies, governments or governmental agencies or checks drawn against attorney escrow accounts, and other checks traditionally paid by G&R.

Employees of G&R cannot provide access to, or information on, any bank account, including the Bank’s accounts, even where a customer of G&R is also a customer of the Bank, or cash a check drawn on the Bank. Customers of G&R have no ability to withdraw funds from any bank account, including the Bank’s accounts.

Initially, G&R employees located behind a window will perform the check cashing and payment services as well as certain of the other services described above in the Store Locations. In the future, the Store Locations may be entirely or partially automated with one or more stand-alone automated banking machines (“ABM”), in a manner previously approved by the OCC in connection with the Bank’s acquisition of CashZone LLC.

The Bank represents and undertakes that the activities to be conducted by G&R shall be conducted in accordance with the policies of the OCC contained in guidance issued by the OCC regarding the activities conducted and to be conducted by G&R. The Bank also represents that G&R will make no payday loans or *engage in any lending activity* at its offices. The operating subsidiary will conduct its activity in a manner consistent with published OCC guidance and specifically in conformance with OCC Corporate Decision No. 2001-24, dated August 17, 2001.

The Bank has also advised the OCC of its intent to retain the existing licenses of the Store Locations and has applied to the New York State Banking Department for a “change in control” of the Store Locations. Although G&R will be subject to state law only to the extent that the law would apply to the Bank itself, 12 C.F.R. § 7.4006, the Bank has indicated that it will voluntarily comply with state licensing requirements with respect to G&R by seeking a “change in control” over the licenses issued to G&R.

As with our approval previously of CashZone LLC, only the specific activities described in the Bank's Notice and acknowledged by this letter are authorized. If the Bank intends to expand the scope of activities of G&R, it will provide the appropriate notice or request approval for such expanded activities in accordance with 12 C.F.R. § 5.34(e)(5). In particular, the Bank and G&R are not authorized to engage in “payday lending” activities or to enter into arrangements with third parties to provide “payday” type loans through offices or facilities operated by a third party.

The Bank is reminded further that operating subsidiaries approved pursuant to 12 C.F.R. §5.34(e)(5)(iv) are subject to and must be operated within the constraints of all national banking laws, rules, and regulations, and OCC published guidance, including the Bank Secrecy Act and other anti-money laundering laws and regulations.

Please notify this office of the effective date of the acquisition of G&R. If you have any questions please contact Senior Licensing Analyst Sandya Reddy at (212) 790-4055 or Greg Parvin at (202) 874-5060.

Sincerely,

**-signed-**

Steven J. Weiss  
Deputy Comptroller, Licensing