



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

**Conditional Approval #747
July 2006**

June 27, 2006

Mr. John P. Greeley, Esquire
Smith Mackinnon, P.A.
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

Subject: Applications to establish a de novo national bank, Seaside National Bank & Trust, Orlando, Florida and for the proposed bank to establishment a messenger service to operate within the counties of Orange, Seminole, Osceola and Lake, Florida.

Application Control Numbers: 2005-SO-01-0029 and 2006-SO-05-0128

Dear Mr. Greeley:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of Seaside National Bank & Trust, Orlando, Florida (proposed Bank). On June 27, 2006 the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements.

The OCC has also approved your application to establish a messenger service branch to operate within the counties of Orange, Seminole, Osceola and Lake, Florida. The operation of the messenger service is limited to those locations where the bank could legally establish a permanent branch under applicable federal and state law, and within the geographic areas where the notice of the proposed mobile service was published. After the service begins operations, the bank must maintain a log of operations, indicating the date, specific location, and a description of each stop (for example; office, store, and residence). If you desire to operate the service outside of the area in which notice was originally published, a new application must be filed with the OCC.

Please note this letter does not reflect approval for fiduciary powers and any other branches as discussed in the business plan. Applications for these expanded business activities may be submitted by the proposed Bank/organizers prior to opening the bank during the in-organization phase or by the bank after it opens. However, the bank may not commence these activities until the OCC has rendered a decision on the applications.

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 proposed 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 and final authorization for the messenger service branch 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 OCC's approval is conditioned upon the following:

The Bank: (i) shall give the Assistant Deputy Comptroller for the North Florida – Jacksonville 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 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 the agency in connection with the granting of any application or other request" within the meaning of 12 USC 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 \$ 50 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 person(s) serving as executive officer(s), directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Gideon T. Haymaker	President/CEO/Director/Organizer
Thomas Grant	Chief Lending Officer
Jim Hindman	Chief Operations Officer
Thomas H. Yochum	Chairman of the Board/Organizer
Charles E. Bailes, III	Director/Organizer
Steven L. Barnett	Director/Organizer
Roy B. Dalton, Jr.	Director/Organizer
Glen S. Davis	Director/Organizer
Anil D. Deshpande	Director/Organizer
Michael Fess	Director/Organizer
Thomas J. O'Shane	Director/Organizer
Charles F. Valentine	Director/Organizer
Richard W. Decker	Director/Organizer

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

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional 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 establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Karen Bryant, Director for District Licensing in the Southern District 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.

1. The Bank must submit to the Assistant Deputy Comptroller for the North Florida – Jacksonville 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.

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 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:
<http://www.occ.treas.gov/corpbook/group4/public/pdf/internetnbc.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.

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.

Direct any questions concerning this preliminary conditional approval to Licensing Analyst Abel Reyna at (214) 720-7052.

Sincerely,

signed

Lawrence E. Beard
Deputy Comptroller Licensing

Enclosures: Standard Requirements
Minimum Policies and Procedures