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Comptroller of the Currency  
Administrator of National Banks

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Southeastern District  
Marquis One Tower, Suite 600  
245 Peachtree Center Ave., N.E.  
Atlanta, Georgia 30303

October 14, 1997

**Conditional Approval #278  
July 1998**

William L. Daniel, President  
Rockdale National Bank  
P.O. Box 727  
Conyers, Georgia 31305

Re: 97-SE-01-0007

Dear Mr. Daniel:

The Office of the Comptroller of the Currency has found that you have met all conditions imposed by the OCC and completed all steps necessary to commence the business of banking.

You are authorized to open “**ROCKDALE NATIONAL BANK**” on October 14, 1997. A certificate of authorization to commence business as a national banking association is enclosed.

Final approval is subject to the supervisory conditions listed below. Prior to implementing the proposed personal computer banking and electronic bill payment (“PC banking”) service:

1. The bank must submit to the OCC for review and approval a complete description of the proposed PC banking platform. This should include a schematic drawing and discussion of the following items: proposed vendors; due diligence performed on the prospective third-party vendors; vendor contracts; security mechanism; internal controls; and internal audit plans. This information must be considered satisfactory to the OCC before we will grant final written approval to the Bank’s proposed implementation of the PC banking service.
2. The Bank shall cause to be performed a security review of its PC banking platform prior to initial implementation. This review must be conducted by an independent computer security specialist, and the scope of the review must be pre-cleared by the OCC. By written report, the specialist should confirm the security measures, including the firewall set forth during the system design phase have been satisfactorily implemented and tested by various means to measure their effectiveness. Further, the report should confirm with reasonable certainty that the computer system allows neither unauthorized nor undetected access. The OCC will consider the results of the report as well as any subsequent actions by the Bank to

implement any recommendation or to remedy any noted security or control deficiencies, as part of its decision to grant final written approval to the Bank's proposed implementation of the PC banking service.

3. The bank shall notify all potential servicers or vendors in writing of the OCC's examination and regulatory authority under 12 U.S.C. §1867. The bank must submit the draft notice to the OCC for its prior review and approval before disseminating the notice. Each servicer or vendor must acknowledge receipt of this notice and the bank shall provide a copy of this acknowledgement to the OCC. Going forward, all future servicer or vendor contracts shall stipulate that the performance of services to the Bank is subject to the OCC's examination and regulatory authority under 12 U.S.C. § 1867.
4. The Bank's internal systems shall be Year 2000 compliant within the time frames outlined in Advisory letter 97-6 (attached) or other subsequent OCC Year 2000 guidance. In addition, the Bank shall perform due diligence to ensure that any third-party data processing servicers or purchased applications or systems from software vendors will also be Year 2000 compliant. In the event that the Bank selects a servicer or vendor which is not Year 2000 compliant, the Bank shall ensure that the servicer or vendor has a Year 2000 compliance plan, and the financial and personnel capacity to complete its Year 2000 conversion project within the time frames outlined in Advisory Letter 97-6 or other subsequent OCC Year 2000 guidance.
5. Once implemented, the Bank shall not indicate in any of its marketing efforts or materials that the OCC has approved or endorsed the security, functionality, or effectiveness of the Bank's PC banking products or services.

The above listed conditions of this approval shall be deemed to be 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(b)(1).

You are reminded that several of the standard conditions contained in the preliminary approval letter dated June 23, 1997 will continue to apply once the bank opens and by opening, you are agreeing to subject your association to these conditions of operation. Some of the conditions bear reiteration here:

1. The bank's books will be maintained on an accrual method acceptable to the OCC.
2. The institution must purchase adequate fidelity bond coverage in accordance with 12 C.F.R. section 7.2013 which lists four factors the directors should consider to determine adequacy.
3. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 USC 1817(j) by virtue of its national bank charter).

Please refer to #4 in the list of Standard Conditions sent with the preliminary approval letter.

4. For a period of two years after the bank has opened for business, the Deputy Comptroller of the Southeastern District must review and have no objection to any new executive officer or director prior to that person assuming such position. The proposed individual may not assume the position until the OCC has issued a letter of no objection.
5. The president must serve as a member of the board of directors.
6. The board of directors is responsible for regular review and update of policies and procedures and for assuring compliance with them on an ongoing basis. This includes maintenance of an internal control system that ensures ongoing compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (BSA). The board is expected to train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.
7. For a period of two years after the bank opens all compensation plans for the bank's organizers must receive the OCC's approval.
8. Stock certificates shall not be issued prior to the date the bank opens for business, it being understood that all stock will be issued immediately following the opening of the bank.

Following the commencement of operations, bank management is urged to become familiar with the requirements of the Securities and Exchange Act of 1934 and Part II of the Comptroller's regulations relative to the registration of the bank's equity securities and related periodic reports. These requirements will be applicable to your bank when the number of shareholders of record is maintained at 500 or more.

It should also be noted that such registration may be subsequently terminated pursuant to the Act only when the number of shareholders of record is reduced to fewer than 300.

On behalf of the OCC, welcome to the national banking system. Should you have any questions, please contact JoAnn Young, ADC Bank Supervision - Atlanta at (770) 396-3320, who will be responsible for the ongoing supervision of your institution.

Very truly yours,

/s/

John O. Stein  
Corporate Manager