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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

**Corporate Decision #99-30**  
**September 1999**

September 15, 1999

Robert Linderman  
General Counsel & Secretary  
NextCard, Inc.  
595 Market Street, Suite 1800  
San Francisco, CA 94105

Re: Change in Bank Control Notice for Textron National Bank, Costa Mesa, CA  
Application Control Number: 1999-WO-11-0001

Dear Mr. Linderman:

The Office of the Comptroller of the Currency (OCC) has reviewed and evaluated NextCard Inc.'s Notice of Change in Bank Control, involving Textron National Bank, Costa Mesa, California (Charter Number 16595). Based upon a thorough review of all information available, including representations and commitments made in the notice, this letter is issued to convey our intent not to disapprove the proposed change in control. Your proposed acquisition may proceed immediately.

Please provide the date of consummation of this change in control to James A. Bundy in our Western District Office within 10 days after consummation. The transaction must be consummated as proposed in the notice. If any of the terms, conditions, or parties to the transaction described in the notice change, the OCC must be informed in writing prior to consummation to determine if any additional action/reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

Unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new notice by the acquiring party and the appropriate filing fee if the acquiror wishes to proceed with the change in bank control.

You are reminded that the OCC requires pushdown accounting for a change in control of at least 95 percent of the voting stock of a bank. Under pushdown accounting, when a bank is acquired, yet retains its separate corporate existence, the assets and liabilities of the acquired bank are restated to

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their fair values as of the acquisition date. Those values, including any goodwill, are reflected in the financial statements of the parent and the acquired bank.

The OCC has no objection to the following persons serving as executive officers and directors of the bank:

<u>Name</u>	<u>Proposed Position</u>
Jeremy Lent	Chief Executive Officer
John Hashman	President, Chief Financial Officer, and Director
Olivia Dillan	Chief Technology Officer
Timothy Coltrell	Chief Operations Officer and Director
Robert Linderman	General Counsel and Director
Yinzi Cai	Chief Credit Officer
Daniel Springer	Chief Marketing Officer
Bruce Rigione	Director
Safi Qureshey	Director

If you have questions, please contact me at (202) 874-5060.

Sincerely,

/s/

John W. Graetz  
Licensing Expert/Financial Analyst  
Bank Organization and Structure