



**Conditional Approval #1129
September 2015**

August 7, 2015

Gary Steven Findley
Attorney
Gary Steven Findley and Associates
3808 East La Palma Avenue
Anaheim, California 92807

Re: Notice of Change in Bank Control filed by Mr. Hien Quang Do regarding
Saigon National Bank, Westminster, California
OCC Control No.: 2014-WE-CBCA-139883 Charter #24577

Dear Mr. Findley:

The Office of the Comptroller of the Currency (OCC) has reviewed and evaluated the Notice of Change in Bank Control (Notice) filed by Mr. Hien Quang Do (Mr. Do), to acquire control of Saigon National Bank, Westminster, CA. Based upon a thorough review of all information available, including representations and commitments made by Mr. Do and his representatives in the Notice, the OCC does not intend to disapprove the proposed change in control, subject to 12 U.S.C. § 1818 conditions as outlined below.

The OCC has determined that the statutory and regulatory factors, as set forth in 12 U.S.C. § 1817(j)(7) and 12 C.F.R. § 5.50(f)(5), are consistent with this decision. The OCC may disapprove a notice if the OCC finds that: (1) the proposed acquisition of control would result in a monopoly or would further any monopoly or conspiracy to monopolize the business of banking anywhere in the United States; (2) the effect of the proposed acquisition may substantially lessen competition or tend to create a monopoly or in any other manner restrain trade and the anticompetitive effects are not clearly outweighed by benefits to the convenience and needs of the community to be served; (3) either the financial condition of any acquiring party or the future prospects of the bank is such as might jeopardize the stability of the bank or prejudice the interests of its depositors; (4) the competence, experience, or integrity of the acquiring party or of the proposed management indicate that it would not be in the interests of the depositors and the public for such persons to control the bank; (5) the acquiring party does not provide the OCC with all required information; or (6) the proposal would result in an adverse effect on the Deposit Insurance fund.

The OCC's nondisapproval is subject to the following conditions:

The documents referenced in these conditions shall be provided to the OCC by Mr. Do, translated into English and U.S. dollars by a certified translator, and with a certification that such translation is fair and accurate.

1. Mr. Do, shall provide all information, without regard to whether such information is located within or outside the United States, when requested, relating to:
 - (a) Enforcement or possible enforcement of, or any proceeding under, any United States Law;
 - (b) The direct or indirect ownership or control of Saigon National Bank, Westminster, California (Bank); and
 - (c) The operations or activities of the Bank, its affiliates, or any institution-affiliated parties (IAP) regarding any violation of law, unsafe or unsound banking practice, or breach of fiduciary duty, under United States Law, involving or relating to the Bank.¹
2. Mr. Do shall take any and all necessary steps to provide the OCC and its staff access to, permit the OCC and its staff to examine, and to provide the OCC and its staff with copies of: all books and records; access to electronic records that accurately reflect the information in the books and records; and any other information, of or concerning any affiliates of the Bank, as requested by the OCC and its staff, without regard to whether such books and records or other information are located within or outside the United States. Upon request, such books and records shall be provided to the OCC and its staff.
3. Based on the opinion of counsel(s) for any country where Mr. Do or his related interests maintain books and records, Mr. Do represents that there are no statutory or regulatory requirements of, or judicial interpretations in, these jurisdictions that would preclude or limit examination in such jurisdictions, or use in the United States, of the books and records of Mr. Do or affiliates of the Bank by any federal banking authority, the United States Department of Justice, or the United States Department of the Treasury. In addition, based on these opinion of counsel, Mr. Do represents that there are no statutory or regulatory requirements of, or judicial interpretations in, these jurisdictions that otherwise would limit the ability of party to comply fully with the above conditions and representations, except to the extent that waivers of confidentiality by Mr. Do would be necessary to permit such examination or use of any affiliates' books and records, which Mr. Do shall grant on a continuing basis. Mr. Do further represents that there are no statutory or regulatory requirements of any jurisdiction that preclude, limit, or make ineffective, in whole, or in part, this waiver of confidentiality.

¹ For purposes of this letter, the term "affiliates" shall be as defined in 12 USC 371c(b)(1); the term "institution-affiliated parties" or "IAP" shall be as defined in 12 USC 1813(u); and the terms "related interests" and "insider" shall be as defined in 12 CFR 215.2.

4. Mr. Do shall consent and submit to the personal jurisdiction of any United States federal court of competent jurisdiction and of any federal banking authority for purposes of any investigation or possible investigation, action, subpoena, examination, or proceeding by any federal banking authority, the United States Department of Justice, the United States Department of the Treasury, or the OCC relating to the administration or enforcement of any United States Law or pursuant to any United States Law, including, in particular, section 8 of the Federal Deposit Insurance Act. For purposes of this condition, Mr. Do shall at all times maintain in the United States a designated agent, acceptable to the OCC, to accept service on his behalf, including service of any process, notice, order, or subpoena. Mr. Do, as of this date, designates Gary Steven Findley, Attorney, 3808 E. La Palma Avenue, Anaheim, California, as agent to accept such service. Mr. Do will not change this designation without notice to, and consent of, the OCC or its staff.
5. Mr. Do shall submit the following documents to the OCC prior to the time of Mr. Do's acquisition, directly or indirectly, of control of the Bank, as determined under 12 C.F.R. § 5.50:
 - (a) A notarized and authenticated or certified document, designating the agent specified in the representation above to accept service on behalf of Mr. Do;
 - (b) An opinion of independent counsel in the relevant jurisdictions that find: (i) that each of the conditions is enforceable under the laws of the relevant jurisdictions, and (ii) that there are no statutory or regulatory requirements of, or judicial interpretations in, the relevant jurisdictions that would limit the ability of Mr. Do to comply fully with the conditions above, subject to the need for a waiver of confidentiality as provided above, or that would preclude, limit, or make ineffective in whole or in part any such waiver of confidentiality that is granted; and,
 - (c) Properly executed written documentation to affect a full waiver of confidentiality under the laws of the relevant jurisdiction, as provided in the conditions above.
6. No later than the time of Mr. Do's acquisition, directly or indirectly, of control of the Bank, as determined under 12 C.F.R. § 5.50, Mr. Do shall provide to the Bank a list of his related interests. Mr. Do shall update this list annually or as changes occur in his related interests and provide the updated list to the Bank. Mr. Do and each company that is controlled directly or indirectly by him, acting alone or in concert with one or more other persons, shall be deemed to be insiders of the Bank in all dealings with the Bank for purposes of Regulation O.
7. Mr. Do shall take all necessary steps to ensure that dealings between the Bank and any company that is an affiliate of the Bank, which may include certain companies in which Mr. Do, directly or indirectly, holds an interest, shall be subject to the restrictions in 12 USC 371c and 371c-1 as implemented by Regulation W.

8. Mr. Do shall take all necessary steps to not cause, participate, or allow the Bank to engage in the international transfer, remittance, or payment of customer or Bank funds except in compliance with safe and sound internal control procedures and operational safeguards, which shall include in all cases written documentation of all relevant information concerning each such transfer, remittance and payment, consistent with formally adopted policy and procedures of the Bank and in compliance with all laws, regulations, orders, and directives applicable to the Bank and its officers, directors, and affiliates.
9. Mr. Do acknowledges the existence of the Bank's Formal Agreement dated May 13, 2010, which, among other things, requires the Bank to submit a Strategic and Capital Plan to the OCC for a prior no supervisory objection. Accordingly, Mr. Do shall take the necessary steps to ensure the Bank complies with this provision and will not change the Bank's Capital and Strategic Plan (the Bank's Three-Year Plan) without first receiving a prior no supervisory objection from the OCC. Any material transaction or material series of transactions between the Bank and Saigon Hanoi Commercial Joint Stock Bank, or any of Mr. Do's affiliates or related interests will be construed as a change to the Bank's Three-Year Plan requiring a prior no supervisory objection from the OCC.

The conditions of this nondisapproval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

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 if the acquirer wishes to proceed with the change in bank control.

The date of consummation of this change in control must be provided to 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 or 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.

Notice for Change in Bank Control
Mr. Hien Quang Do
OCC Control No.: 2014 WE CBCA 139883

This decision 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, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our decision is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this decision if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may continue to improve our service.

If you have any questions, contact Licensing Analyst Ankit Shah at (720) 475-7650, or by email at ankit.shah@occ.treas.gov.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Deputy Comptroller for Licensing