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**Comptroller of the Currency  
Administrator of National Banks**

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Southern District Licensing  
1600 Lincoln Plaza  
500 North Akard  
Dallas, Texas 75201-3323

**Conditional Approval #887  
January 2009**

December 15, 2008

Clyde A. McArthur  
President  
Home Federal Bank, N.A. (Proposed)  
4271 Mundy Mill Road  
Oakwood, Georgia 30566

Re: New Bank Charter CAIS No. 2008-SO-01-0013, Home Federal Bank, N.A. (Proposed),  
Oakwood, Georgia, Charter No. 24901

Dear Mr. McArthur:

On December 15, 2008, I granted preliminary conditional approval to your application to establish a new national bank with the title of Home Federal Bank, National Association (Bank). I reached this decision after a determination that your proposal met certain regulatory and policy requirements.

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 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 will not be granted until all pre-opening 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.

This preliminary conditional approval is subject to the following condition:

*The Bank shall: (i) give the Atlanta Field Office at least sixty (60) days prior written notice*

*of its intent to significantly deviate or change from its business plan or operations,<sup>1</sup> and (ii) 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. This condition shall remain in effect during the Bank's first three years of operation. For the first three years of operation, the Bank also must provide a copy of such written notice of its intent to significantly deviate or change from its business plan or operations to the FDIC's Atlanta Regional Office.*

This decision is also subject to two pre-consummation requirements. Prior to the opening of the Bank:

1. The organizers must submit to the OCC, for review and prior approval, an acceptable management succession plan outlining in detail the plans for supplementing executive management over the initial three-year period of the Bank's existence.
2. The organizers must submit to the OCC, for review and prior approval, a revised business plan and pro formas incorporating the impact of recent economic changes, particularly in the targeted market area. The plan should be realistic and detailed, and should cover at least the first three years of operations.

The Bank's initial paid-in capital, net of all organizational and pre-opening expenses, shall be no less than \$13,125,000. 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 persons serving as executive officers, directors, and organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Bagwell, William G.	Organizer and Director
Bailey, John K.	Organizer and Director
Bailey, Johnny W.	Organizer
Crow, Randall L.	Organizer and Director

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

Davis, Ricky D.	Organizer and Director
Dunn, Lawrence R.	Organizer and Director
Gaites, Trent P.	Organizer and Director
Gray, Rita B.	Chief Financial Officer
Howell, Sidney A.	Organizer
McArthur, Clyde A.	President and Director
Olejnuk, Daniel	Organizer and Director
Schmerler, Henry C.	Organizer and Director
Wilburn, H. Phillip	Organizer and Director
Wise, Robert B.	Chief Executive Officer and Director

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers or 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 of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Licensing Analyst Abel Reyna in this 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.

In addition, the Bank must submit to the Atlanta 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.

Also, 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 *FFIEC IT Examination E-Banking Handbook*, pages 26-30, Information Security Program.

The booklet is located at the FFIEC's Web site:

[http://www.ffiec.gov/ffiecinfobase/booklets/e\\_banking/e\\_banking.pdf](http://www.ffiec.gov/ffiecinfobase/booklets/e_banking/e_banking.pdf).

Furthermore, 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>.

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

Yours truly,

*signed*

Karen H. Bryant  
Director for District Licensing

Enclosures: Standard Requirements  
Minimum Policies and Procedures  
Survey Letter