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

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Bank Organization and Structure  
Southwestern District Office  
1600 Lincoln Plaza  
500 North Akard  
Dallas, Texas 75201-3342

December 7, 1999

**Corporate Decision #99-47  
January 2000**

Richard J. Fine  
Sullivan & Cromwell  
125 Broad Street  
New York, NY 10004-2498

Re: Acquisition of CompuBank, N.A., Houston, TX by SOFTBANK Finance America Corporation, Wilmington, DE; Application # 1999-SW-11-0002

Dear Mr. Fine:

The Office of the Comptroller of the Currency (“OCC”) has reviewed and evaluated the subject Notice of Change in Bank Control of a national bank, involving CompuBank, National Association, Houston, Texas (“CompuBank, N.A.”). Based on a thorough review of all information available, including representations and commitments made in the notice, a significant volume of follow-up documents, and the acceptance by the Federal Reserve Bank of the passivity agreement submitted by SOFTBANK Corporation and its subsidiary, SOFTBANK Finance America Corporation (“SOFTBANK America”), this letter is issued to convey our intent not to disapprove the subject change in control.

This decision is provided with the express understanding that certain additional information, detailed below, must still be submitted to and accepted by the OCC:

1. An executed copy of the Stock Purchase Agreement among CompuBank, N.A. and SOFTBANK America, GE Equity Capital Investments, Inc., Marsh & McLennan Risk Capital Holdings, LTD and The Goldman Sachs Group, Inc.
2. Fingerprint cards, IRS Tax Check Waiver forms, and FBI Name Check forms for Yoshitaka Kitao and Robert Takeuchi.
3. The publisher’s certification from the *Houston Chronicle* that the public notice of the subject change in bank control was published on the date represented.

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If, after receipt of all required items, it is determined that there exists material omissions or misrepresentations, the OCC may exercise its authority under 12 C.F.R. §5.13(h) to nullify the decision.

In addition, certain background checks requested by the OCC have not yet been received. Although we have decided not to delay action pending receipt of those responses, the OCC may consider remedies available to us under the Change in Bank Control Act or other statutes, if adverse or previously withheld information is received.

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

Enclosed is a survey letter requesting your feedback on the OCC's application process and the quality of service you received during the processing of this application. Your completion of this survey will assist us in improving our level of service and identifying problem areas.

Should you have any questions, contact me or Senior Bank Structure Analyst Karen Bryant at (214) 720-7052. Please include the application control number in all correspondence.

Yours truly,

/s/

Michael K. Hughes  
Licensing Manager