



**Conditional Approval #1180**  
**September 2017**

August 21, 2017

Mr. Sushil Tuli  
President and CEO  
Leader Bank, National Association  
180 Massachusetts Avenue  
Arlington, MA 02474

Re: Application by Leader Bank, National Association. to Establish an Operating Subsidiary  
OCC Control No.: 2017-NE-Subs&Equities-298157 Charter No.: 24131

Dear Mr. Tuli:

The Office of the Comptroller of the Currency (OCC) hereby approves the application (Application), filed by Leader Bank, National Association, Arlington, Massachusetts (Bank). The Bank's Application, filed on June 8, 2017, proposes to establish an operating subsidiary, to be known as *Leader1031.com, LLC* (Subsidiary), which will engage in certain permissible activities. The Subsidiary qualifies as an operating subsidiary as the operating subsidiary meets the requirements set forth in 12 CFR 5.34(e)(2).

A national bank "may conduct in an operating subsidiary activities that are permissible for a national bank to engage in directly either as part of, or incidental to, the business of banking, as determined by the OCC, or otherwise under statutory authority." The Applicant states that the activities of the Subsidiary will be solely to serve as a 1031 exchange agent. The Bank represented that it only plans to engage in forward deferred exchanges, not reverse exchanges as an "exchange accommodation titleholder". The OCC previously approved the activities proposed by the Subsidiary as a 1031 exchange agent. The provision of these services is considered incidental to the business of banking. Therefore, based on a thorough review of all information available, including the representations and commitments made in the application and by the Bank's representatives, the OCC concludes that the activities of the Subsidiary are legally permissible for national banks and their operating subsidiaries.

The Bank is legally authorized to establish the Subsidiary subject to the following condition:

1. Prior to engaging in any exchanges as qualified intermediary, other than forward deferred exchanges, the Bank shall (i) give the OCC's Boston Field Office at least sixty (60) days prior written notice of its intent for the Subsidiary to conduct such type of exchange and

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(ii) shall obtain the OCC's written determination of no objection for the Subsidiary to engage in such type of exchange. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to the Bank's notices.

The condition of this approval is a condition "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 USC 1818. As such, the condition is enforceable under 12 USC 1818.

Please note that if the Bank does not commence the activities within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of time. In addition, the date the operating subsidiary commences activities must be provided to the Northeastern District Licensing Office within 10 days after consummation.

This approval 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 approval 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 approval 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.

If you have any questions regarding this matter, contact Kerry Rice, Licensing Analyst at (212) 790-4023 or [kerry.rice@occ.treas.gov](mailto:kerry.rice@occ.treas.gov).

Sincerely,

*signed*

Marva V. Cummings  
Director for District Licensing