

FEDERAL DEPOSIT INSURANCE CORPORATION

RE: Studio Bank
(In Organization)
Nashville, Davidson County, Tennessee

Application for Federal Deposit Insurance

STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (“FDI Act”) (12 U.S.C. § 1815), the Federal Deposit Insurance Corporation (“FDIC”) received an Interagency Charter and Federal Deposit Insurance Application on behalf of Studio Bank, a proposed new community bank that will be located in Nashville, Tennessee (“Bank”). The application is intended to establish a newly-chartered state nonmember commercial bank. The organizers concurrently applied to the Tennessee Department of Financial Institutions (“Department”) for a state bank charter, and received conditional approval on May 17, 2018, from the Department for the Bank’s Articles of Incorporation.

Notice of the Federal deposit insurance application, in a form approved by the FDIC, was published pursuant to the FDI Act on October 2, 2017, to be headquartered in the Bohan Building at 124 12th Avenue South, Nashville, Tennessee 37203.

The organizers have not established a bank holding company. The opening capital of the Bank will be realized from a public offering of a minimum of 4,000,000 shares of common stock, and a maximum of 4,500,000 shares, at a price of \$10.00 per share.

The Bank’s Business Plan is for a community bank that provides banking services predominantly in the Nashville, Tennessee banking market and the surrounding communities in Davidson and Williamson Counties, Tennessee. The Bank will provide a full range of traditional products and services and will emphasize specialized services for small- and medium-sized businesses and for individuals. Two messenger service/mobile branches will also be established to meet customer needs.

The Bank will be managed by an experienced management team, including lending and credit officers with many years of experience in the Davidson County market. Most of the outside Directors on the Bank’s Board of Directors are well-respected members of the community who operate successful businesses in the community, and live within and have strong ties to the community. Three of the outside Directors have prior experience as bank directors.

FDIC Staff has analyzed the Federal deposit insurance application and concluded that the Bank will operate with sufficient capital and managerial resources to accomplish the strategies and goals in the Business Plan. The financial projections show that the Bank will be capitalized with an amount sufficient to achieve and maintain a Tier 1 capital to assets leverage ratio, as defined in the capital regulations of the FDIC, of not less than eight percent (8.00%) throughout the Bank’s first three years of operation. Moderate growth is projected, and future earnings

prospects appear attainable. The Bank's plans appear to satisfy the convenience and needs of the community. Corporate powers to be exercised are consistent with purposes of the FDI Act, and no undue risk to the Deposit Insurance Fund is evident.

Accordingly, based upon a careful evaluation of all available facts and information, and in consideration of the factors of Section 6 of the FDI Act, the Dallas Regional Director, pursuant to delegated authority, has concluded that approval of the application is warranted, subject to certain prudential conditions.

**REGIONAL DIRECTOR
DIVISION OF RISK MANAGEMENT SUPERVISION
FEDERAL DEPOSIT INSURANCE CORPORATION**

FEDERAL DEPOSIT INSURANCE CORPORATION

IN RE: Studio Bank, (In Organization)
Nashville, Davidson County, Tennessee

Application for Federal Deposit Insurance
Deposit Insurance Fund

ORDER

The undersigned, acting on behalf of the Board of Directors of the Federal Deposit Insurance Corporation pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act, as they relate to the application for Federal deposit insurance with membership in the Deposit Insurance Fund for Studio Bank, a proposed state nonmember bank to be located at 124 12th Avenue South, Nashville, Davidson County, Tennessee, and to establish two messenger service/mobile branches headquartered at the same location, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by Studio Bank for Federal deposit insurance, and to establish two messenger service/mobile branches is hereby approved subject to the following conditions:

1. That initial paid-in capital of not less than \$39,452,000 be provided.
2. That the Tier 1 capital to assets leverage ratio (as defined in the capital regulation of the FDIC) will be maintained at not less than eight percent throughout the first three years of operation and that an adequate allowance for loan and lease losses will be provided.
3. That any changes in proposed management or proposed ownership to the extent of 10 percent or more of stock, including new acquisitions of or subscriptions to 10 percent or more of stock shall be approved by the FDIC prior to the opening of the institution for business.
4. That Federal deposit insurance will not become effective until the applicant has been granted a charter as a depository institution, has authority to conduct a depository institution business, and its establishment and operation as a depository institution has been fully approved by the appropriate State and/or Federal supervisory authority.
5. That full disclosure be made to all proposed directors and stockholders of the facts concerning the interest of any insider in any transactions being effected or then contemplated, including the identity of the parties to the transaction and the terms and costs involved. An insider is one who is or is proposed to be a director, officer, or incorporator of an applicant; a shareholder who directly or indirectly controls 10 or more percent of any class of the applicant's outstanding voting stock; or the associates or interests of any such person.

