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June 22, 2026

Mr. Sebastian Astrada  
Deputy Comptroller for Chartering, Organization and Structure  
Office of the Comptroller of the Currency  
400 7th Street, SW  
Washington, DC 20219

**Re: Objection to the Charter Application of Catena Trust Bank, National Association**

Dear Deputy Comptroller Astrada:

The Independent Community Bankers of America (“ICBA”)<sup>1</sup> submits this letter in strong opposition to the application by Catena Labs, Inc. to establish Catena Trust Bank, National Association, an uninsured national trust bank. The Office of the Comptroller of the Currency (“OCC”) should deny this application. Approval would further expand the agency’s permissive interpretation of national trust bank authority, facilitate regulatory arbitrage, undermine competitive equity, and expose the federal banking system to novel risks associated with digital assets and stablecoins without sufficient statutory authority or demonstrated public benefit.

The application for Catena Trust Bank raises significant legal, policy, supervisory, and competitive concerns. According to the public filing, the proposed institution would engage in fiduciary and custody activities involving fiat currency, securities, digital assets, and payment stablecoins, while also providing conversion, clearing, execution, and related services. The applicant proposes to operate as an uninsured national trust bank and expressly states that it would not accept FDIC-insured deposits. As a result, the applicant seeks to obtain the benefits and credibility associated with a federal banking charter without assuming many of the obligations that Congress has imposed on traditional banks and without providing consumers with the protection that they expect.

ICBA has significant concerns regarding both the applicant's proposed activities and the broader implications of continued OCC approval of digital-asset-focused national trust banks. Specifically, ICBA believes that:

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<sup>1</sup> The Independent Community Bankers of America® has one mission: to create and promote an environment where community banks flourish. We power the potential of the nation’s community banks through effective advocacy, education, and innovation. As local and trusted sources of credit, America’s community banks leverage their relationship-based business model and innovative offerings to channel deposits into the neighborhoods they serve, creating jobs, fostering economic prosperity, and fueling their customers’ financial goals and dreams. For more information, visit ICBA’s website at [icba.org](https://www.icba.org).

1. The proposed business model exceeds the fiduciary powers Congress authorized national trust banks to exercise;
2. The application reflects a continuing effort to obtain federal banking privileges through a charter structure that facilitates regulatory arbitrage;
3. The public record does not provide sufficient transparency regarding the applicant's proposed activities, risks, and controls; and
4. Approval would further expand the OCC's increasingly broad interpretation of national trust bank authority without clear congressional authorization.

For these reasons, the OCC should deny the application.

### **I. The Proposed Business Model Extends Well Beyond Traditional Fiduciary Activities**

Congress authorized national trust banks to exercise fiduciary powers pursuant to 12 U.S.C. § 92a. Historically, these powers have included trust administration, estate management, custody services, and other fiduciary activities performed on behalf of clients. The national trust bank charter was not intended to serve as a vehicle for conducting broad-based financial infrastructure activities or operating specialized digital asset platforms.

Although Catena Trust proposes to exercise certain fiduciary powers, the application indicates that a substantial portion of its business model would involve activities such as digital asset custody, payment stablecoin services, asset conversion, transaction execution, and clearing functions. These activities appear to be central components of the proposed institution rather than incidental aspects of a traditional fiduciary business.

ICBA is concerned that the OCC continues to approve or consider applications in which fiduciary authority serves as a foundation for much broader business activities that bear little resemblance to the traditional functions of trust banks. The fact that an institution intends to engage in some fiduciary activities does not mean that all of its proposed activities fall within the scope of authority Congress intended to grant national trust banks. Indeed, approval of applications such as Catena Trust risks transforming the national trust bank charter into a general-purpose platform for financial technology companies seeking federal supervision and legitimacy without becoming full-service banks.

The OCC has recently considered and approved a growing number of similar applications involving digital asset companies and stablecoin-related activities. Collectively, these approvals represent a substantial shift in the role and purpose of national trust banks. Rather than serving primarily as fiduciary institutions, national trust banks increasingly are being used as platforms for activities that resemble payments, settlement, custody, trading support, and other financial services traditionally conducted by regulated banks, broker-dealers, securities intermediaries, or other specialized entities.

ICBA remains concerned that the OCC is effectively creating a new category of federally chartered financial institution without authorization from Congress and beyond the reasonable limits of the National Bank Act. Such a significant expansion of the federal chartering framework should be determined by Congress, not through a hastily conducted rulemaking and a series of individual charter approvals that reshape the boundaries of the banking system.

## **II. The Application Raises Serious Regulatory Arbitrage Concerns**

One of the most significant concerns presented by the Catena application is that it enables regulatory arbitrage. The applicant seeks the substantial benefits associated with a national bank charter, including federal preemption advantages, enhanced market credibility, access to the federal banking system, and the reputational benefits associated with OCC supervision. At the same time, however, the proposed institution would not operate as a traditional insured depository institution and would avoid many of the obligations that community banks and other federally insured institutions must satisfy.

Community banks operate under a comprehensive regulatory framework that includes capital requirements, liquidity expectations, Community Reinvestment Act obligations, consumer protection requirements, safety-and-soundness standards, deposit insurance assessments, and ongoing supervisory oversight. These obligations reflect the public trust associated with the banking charter and the special role banks play within the economy.

Catena seeks many of the benefits of a banking charter without undertaking corresponding responsibilities. This imbalance creates an uneven competitive environment. Community banks must comply with extensive requirements designed to protect consumers, support local communities, and maintain financial stability. If firms can obtain federal charters while avoiding significant portions of that framework, the result is a competitive advantage that Congress never intended.

The OCC should not continue approving charter structures that permit nontraditional financial firms to obtain the advantages of federal banking status while avoiding many of the obligations that justify those advantages in the first place.

## **III. The Application Raises Significant Questions Regarding Stablecoin and Digital Asset Activities**

The application contemplates activities involving payment stablecoins and other digital assets. While the public filing provides only limited detail regarding these activities, it is clear that digital assets would play an important role in the institution's business model. These activities raise significant legal, operational, compliance, cybersecurity, and safety-and-soundness considerations.

Despite recent legislative and regulatory developments, the legal framework governing stablecoins and digital asset activities continues to evolve. Questions remain regarding risk management, reserve structures, redemption mechanisms, operational resilience, third-party dependencies, and the interaction between digital asset activities and the broader financial system.

The OCC should be particularly cautious before approving institutions whose business strategies depend on regulatory assumptions that remain unsettled. Approving the application would effectively endorse a business model built around activities for which the broader legal and regulatory framework remains under development.

The proposed institution also would engage in digital asset custody, conversion, clearing, and execution services. Digital assets present risk profiles that differ significantly from traditional financial assets. The industry continues to experience operational failures, cybersecurity breaches, fraud incidents, governance breakdowns, and market disruptions. While some firms have developed sophisticated controls, the digital asset sector remains comparatively young and continues to evolve rapidly.

The custody of digital assets creates challenges that are fundamentally different from custody of traditional securities or cash. Private key management, cyber resilience, technology infrastructure, blockchain interoperability, smart contract vulnerabilities, and operational continuity all present unique risks that may not be fully addressed by traditional trust bank supervisory frameworks.

Similarly, conversion, clearing, and execution services involving digital assets may expose institutions to operational and settlement risks that are not yet fully understood. Because many digital asset markets operate continuously across global jurisdictions, institutions must maintain robust risk-management systems capable of responding to rapidly changing conditions.

#### **IV. The Public Record Does Not Permit Meaningful Evaluation of the Application**

ICBA is also concerned that the public filing provides only limited information regarding the institution's proposed operations. As with several recent digital asset trust bank applications, substantial portions of the business model, financial projections, governance framework, risk-management systems, and operational controls appear to be contained in confidential materials unavailable for public review.

While certain proprietary information may properly be treated as confidential, meaningful public comment requires meaningful public disclosure. This principle is particularly important where an applicant seeks approval for novel activities that may have implications extending beyond the applicant itself. Stakeholders should have an adequate opportunity to evaluate the

proposed business model, assess the applicant's risk-management framework, and provide informed feedback to the OCC.

The limited public information available regarding Catena Trust does not permit such evaluation. As a result, the OCC cannot reasonably conclude that the public comment process has served its intended purpose. At a minimum, the agency should require substantially greater disclosure before considering approval of the application.

## **V. Approval Would Further Expand OCC Chartering Policy Without Clear Congressional Direction**

Beyond the specific concerns presented by this application, Catena Trust raises broader questions regarding the future of the federal banking system. Over the past several years, the OCC has considered and approved an increasing number of applications involving digital assets, stablecoins, and related activities. Viewed collectively, these actions represent a significant evolution in the agency's interpretation of national trust bank authority.

Yet Congress has never explicitly authorized national trust banks to function as specialized digital asset infrastructure providers, stablecoin service platforms, or transaction execution networks. ICBA remains concerned that the OCC is effectively reshaping the federal chartering framework through individual application approvals rather than through a transparent legislative process.

Questions involving the proper role of digital asset firms within the federal banking system are matters of significant public importance. They implicate issues of competition, safety and soundness, consumer protection, financial stability, and the long-term structure of banking regulation.

Such questions should be addressed by Congress and through formal policymaking processes, not through a succession of interpretive letters and individual charter approvals that gradually expand the scope of national trust bank authority.

## **Conclusion**

The Catena Trust application raises substantial legal, policy, supervisory, and competitive concerns. The proposed institution would engage in activities that extend well beyond traditional fiduciary functions, obtain federal banking privileges through a structure that facilitates regulatory arbitrage, and participate in digital asset and stablecoin activities that present significant unresolved risks.

Moreover, the public record does not provide sufficient information to permit meaningful evaluation of the application, and approval would further expand the OCC's interpretation of national trust bank authority without clear congressional authorization.

For these reasons, ICBA respectfully urges the OCC to deny the application for Catena Trust Bank, National Association.

Please contact me at [Mickey.Marshall@icba.org](mailto:Mickey.Marshall@icba.org) if you have any questions about the positions stated in this letter.

Sincerely,

A handwritten signature in black ink that reads "M. Marshall". The signature is fluid and cursive, with a long horizontal stroke at the end.

Mickey Marshall

Vice President and Regulatory Counsel