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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

April 4, 2007

**Conditional Approval #797  
May 2007**

Brian R. Marek  
Hunton & Williams, LLP  
1445 Ross Avenue, Suite 3700  
Dallas, Texas 75202

Re: Interim Bank Consolidation Control No. 2007 SO 02 0004  
Community Bank of Texas, N.A.  
Grand Prairie, Texas, Charter No. 24156

Dear Mr. Marek:

On April 4, 2007 the Comptroller of the Currency (OCC) approved your proposal to consolidate Community Bank of Texas, National Association, Grand Prairie, Texas (Bank), with, New Community Bank of Texas, National Association, Fort Worth, Texas, with under the title of Community Bank of Texas, National Association, and Charter No. 24156. The main office location of the resulting bank will be the same as the present main office location of Community Bank of Texas, National Association.

The approval is subject to the condition that:

The Bank: (i) shall give the Assistant Deputy Comptroller for the Fort Worth Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations<sup>1</sup> and (ii) shall 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.

This condition of approval is a condition "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

This conditional approval is granted based on a thorough review of all information available, including commitments and representations made in the application, consolidation agreement,

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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.

and those of your representatives. In particular we note the intention of the resulting bank's parent corporation, First Texas BHC, Inc, Fort Worth, Texas, to make a significant capital injection into the bank.

The district office must be advised in writing in advance of the desired effective date for the consolidation so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice's injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for each institution, certifying that a majority of the board of directors approved.
- An executed consolidation agreement with Articles of Association for the resulting bank attached.
- A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained.

If the consolidation is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so we may improve our service. Please direct any questions to me or Joseph T. Burbridge, Senior Licensing Analyst at (214) 720-7052, e-mail [joseph.burbridge@occ.treas.gov](mailto:joseph.burbridge@occ.treas.gov).

Sincerely,

/s/

Karen H. Bryant  
Director for District Licensing  
Southern District

Enclosure