



Comptroller of the Currency
Administrator of National Banks

Bank Organization and Structure
Southwestern District Office
1600 Lincoln Plaza
500 North Akard
Dallas, Texas 75201-3394

June 11, 1999

**Conditional Approval #315
July 1999**

Mr. Marvin Singleton
President
Citizens National Bank in Waxahachie
200 N. Elm Street
Waxahachie, Texas 75165

Re: Purchase and Assumption of Two Branches of Surety Bank, National Association by
Citizens National Bank, Waxahachie, Texas. Application CAIS # 99-SW-02-0030.

Dear Mr. Singleton:

This is to inform you that the Office of the Comptroller of the Currency (OCC) has conditionally approved Citizens National Bank in Waxahachie, Waxahachie, Texas' (Citizens) application to Purchase the Assets and Assume the Liabilities of two branches of Surety Bank, National Association, Hurst, Texas (Surety). The branches are located at 310 N. Ninth Street, Midlothian, Texas and 104 N. Elm, Waxahachie, Texas. A copy of our decision is attached.

The approval of this purchase and assumption is conditioned upon Citizens maintaining compliance with its OCC approved capital plan dated June 11, 1999.

This conditional approval is granted based on a thorough review of all information available, including the representations and commitments made in the application, the purchase and assumption agreement and by the bank's representatives.

The condition of this 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.

The conditional approval is also subject to the following:

1. If the purchase and assumption is not consummated within one year from this date, the approval
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shall automatically terminate unless the OCC has granted an extension.

2. The district office must be advised in writing at least 10 days in advance of the desired effective date for the transaction so that the OCC may issue the necessary certification letter. The effective date must be 15 days after the date of this letter.

We will not issue a letter certifying consummation of the transactions until we have received a Secretary's Certificate from each applicant institution, certifying that a majority of the board of directors have agreed to the transactions;

Also, a separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service.

If you have any questions, please contact me or Brenda E. McNeese, NBE/Sr. Corporate Analyst at the above address or (214) 720-7052. Please reference the above control number in all correspondence.

Sincerely,

/s/

John Graetz
Acting Licensing Manager
Southwestern District

Enclosure