



Office of Thrift Supervision

Department of the Treasury

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Re: SharePlus Federal Bank, Plano, Texas
(Association), OTS No. 17972, Conversion
Application Under Part 563b and Savings and Loan
Holding Company Application by SP Bancorp, Inc.,
Plano, Texas (Holding Company), OTS No.
H-4743, to Acquire the Association, and Related
Applications (collectively, the Applications)

Dear Messrs. Pomerenck and Lanter:

The Association has filed with the Office of Thrift Supervision (OTS), an application for approval to convert from a federally chartered mutual savings association to a federally chartered stock savings association (Conversion), pursuant to Section 5(i) of the Home Owners' Loan Act (HOLA), and 12 C.F.R. Part 563b (Conversion Regulations). The Holding Company, a newly formed Maryland corporation, has applied, pursuant to 12 U.S.C. § 1467a(e) and 12 C.F.R. § 574.3, for approval to acquire the Association in connection with the Conversion. In connection with the Conversion, the Holding Company has requested a waiver of 12 C.F.R. § 563b.360, to permit one director to participate in the transaction as an eligible account holder. Further, in connection with the Conversion, the Association seeks OTS approval to make a capital distribution to the Holding Company under 12 C.F.R. § 563.143.

The Conversion and Waiver

The Conversion Regulations provide that OTS may approve an application for conversion only if: (i) the plan of conversion adopted by the savings association's board of directors complies with 12 C.F.R. Part 563b; (ii) after the conversion, the savings association will meet its regulatory capital requirements; and (iii) the conversion will not result in a taxable reorganization of the association under the Internal Revenue Code. In addition, 12 C.F.R. § 563b.200(c) provides that OTS, in reviewing an application for conversion under 12 C.F.R. Part 563b, will examine the extent to which the conversion will affect the convenience and needs of

Robert B. Pomerenck, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenck & Schick, P.C.
Page 2

the community, and may deny or condition the application on the basis of this review. Furthermore, the Conversion Regulations provide that a plan of conversion shall contain no provision that OTS shall determine to be inequitable or detrimental to the applicant, its savings account holders or other savings associations or to be contrary to the public interest.¹

OTS has considered the Association's Plan of Conversion (Plan), and has concluded that the Plan contains the required provisions, and that the Plan is in accordance with the relevant regulatory requirements (other than the provision for which a waiver has been requested, as discussed below), provided that the Association and the Holding Company comply with the conditions described below. In particular, we conclude that the purchase priorities in the subscription offering and the provisions relating to stock benefit plans are consistent with the Conversion Regulations. As discussed below, the proposed offering of stock meets the applicable approval standards.

The Conversion Regulations, at 12 C.F.R. § 563b.390(b), require that in the Association's community offering, the Association give a purchase preference to natural persons residing in the Association's local community. The Plan provides a purchase preference in any community offering to natural persons residing in Orange County, California, Jefferson County, Kentucky and Dallas, Denton, Rockwell, Hunt, Kaufman, Ellis, Tarrant, Grayson and Fannin Counties, Texas, the local communities served by the Association. We conclude that the Plan, including the community offering section of the Plan, satisfies the Conversion Regulations.

In the Offering, the Holding Company has requested a waiver of 12 C.F.R. § 563b.360, which provides, in relevant part, that if a director receives subscription rights based on increased deposits in the year before the eligibility record date, such subscription rights must be subordinated to the subscription rights exercised by other eligible accountholders. The Holding Company has requested a waiver of the regulation, in order to permit one director to acquire up to one percent of the Holding Company's shares in the subscription offering as an eligible account holder, without subordinating the subscription rights for such shares to the subscription rights of other eligible accountholders.

The restriction set forth in § 563b.360 prevents insiders from obtaining an unfair advantage over other persons in a conversion by opening accounts and increasing their deposits in anticipation of a mutual-to-stock conversion, when the general public may be unaware of the proposed transaction. This concern may be mitigated, however, in the case of newly appointed officers and directors.

The director in question joined the Association's board of directors in April 2008, prior to the eligibility record date (March 31, 2009), but later than one year before the eligibility record

¹ 12 C.F.R. § 563b.130 (2010).

Robert B. Pomerenck, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenck & Schick, P.C.
Page 3

date (March 2008). Upon becoming a director, the director opened a deposit account with the Association. According to materials filed with the Application, the Association's board of directors began discussing a mutual-to-stock conversion in December 2009. The director, and his associates, propose to purchase up to one percent of the Holding Company's stock in the Offering under the requested waiver.²

The director had no accounts at the Association prior to joining the board of directors. However, persons who become directors or senior employees of a savings association typically establish deposit accounts with the savings association. The amount of the deposit is relatively small, and the amount of stock to be acquired pursuant to the requested waiver, up to one percent of the stock offered, is unlikely to displace other subscription orders to any material degree. Furthermore, the Application represents that the Association's board of directors did not begin discussing a mutual-to-stock conversion until several months after the director joined the board. Accordingly, this individual's proposed subscription does not conflict with the purpose of the regulation, and should have a minimal affect on other account holders, subscribers, the Association, the Holding Company, and not be contrary to the public interest.

OTS previously has granted several waivers of this and related provisions.³ Such waivers allowed directors or officers who were new to the converting association to participate in the conversion, even when they had no deposits at the institution one year before the eligibility record date. Accordingly, we conclude there is good cause for the requested waiver.

With respect to the remaining approval criteria, the Conversion would not cause the Association, which is currently well capitalized, to fail to meet its regulatory capital requirements and the Conversion will not result in a taxable reorganization of the Association under the Internal Revenue Code.

Based on the Association's Community Reinvestment Act (CRA) rating of "Satisfactory," and the business plan, OTS concludes that the Conversion application meets the convenience and needs requirement set forth at 12 C.F.R. § 563b.200(c).

OTS is imposing condition 4, requiring that the Association have a charter that subjects it to OTS jurisdiction for three years after the consummation of the proposed transaction, because many of the post-transaction restrictions relating to mutual-to-stock conversions continue for three years. For OTS to ensure that an institution complies with these requirements, it is

² Although the director and his associates propose to purchase over three percent of the Holding Company's stock in the subscription offering, any purchases in excess of one percent would be subordinated to subscription orders of other eligible account holders, as required under 12 C.F.R. § 563b.360.

³ See, for example, BTD Ops. May 5, 2005 (Dearborn Savings Association, F.A.), and January 21, 2004 (Clifton Savings Bank, S.L.A.).

Robert B. Pomerenk, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenk & Schick, P.C.
Page 4

appropriate to require the institution to remain subject to OTS jurisdiction for that period of time.

OTS is also imposing condition 3, requiring that the Association and the Holding Company receive written OTS approval prior to entering into negotiations with a potential acquiror for three years. OTS carefully applies the criteria set forth in 12 C.F.R. § 563b.525 in reviewing an offer or acquisition under 12 C.F.R. § 563b.525 in the first three years following conversion. Accordingly, it is appropriate for the converted entity (and its holding company) to seek OTS clearance before speaking with potential acquirors, given the possibility that the acquisition may not ultimately be approved. This condition helps ensure compliance with 12 C.F.R. § 563b.525, and helps ensure the Association's safety and soundness by reducing the possibility that the Association or the Holding Company will expend time and resources pursuing a transaction that they ultimately may not be able to complete.

The Conversion Regulations provide that a plan of conversion shall contain no provision that OTS determines to be inequitable or detrimental to the applicant, its savings account holders or other savings associations or to be contrary to the public interest. The two foregoing conditions help ensure the fairness of the conversion and help ensure that the transaction is consistent with the public interest.

Holding Company Application

The HOLA provides that OTS must approve a holding company application proposing the acquisition of one savings association by a company other than a savings and loan holding company unless OTS finds that the financial and managerial resources and future prospects of the company and the association involved are such that the acquisition would be detrimental to the association or the insurance risk of the Deposit Insurance Fund (DIF).⁴ Consideration of the managerial resources of a company or savings association must include consideration of the competence, experience, and integrity of the officers, directors, and principal shareholders of the entity.⁵ OTS must deny a holding company application, however, if the transaction would have certain anticompetitive effects.⁶ In addition, 12 C.F.R. § 563e.29 requires that OTS take into account assessments under the CRA when approving savings and loan holding company applications.

With respect to managerial resources, OTS, in its role as the Association's regulator, is familiar with the Association's managerial resources, and concludes that the Association's managerial resources are consistent with approval. The board of directors of the Holding Company will consist of the present directors of the Association, and the executive officers of

⁴ 12 U.S.C. § 1467a(e)(1)(B).

⁵ Id.

⁶ 12 U.S.C. § 1467a(e)(2).

Robert B. Pomerenck, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenck & Schick, P.C.
Page 5

the Holding Company will consist of the executive officers of the Association. Accordingly, OTS concludes that the managerial resources of the Holding Company and the Association are consistent with approval.

With respect to financial resources, OTS is familiar with the Association's financial resources. As of March 31, 2010, the Association's core and tangible capital ratios were 7.38 percent and the Association's risk-based capital ratio was 13.24 percent. The Holding Company will infuse 75 percent of the net offering proceeds into the Association. The only activity of the Holding Company will be its ownership of the stock of the Association and a loan to the Employee Stock Ownership Plan. Therefore, we conclude that the financial resources of the Holding Company and the Association are consistent with approval.

With respect to future prospects, we have considered the financial and managerial resources of the Holding Company and the Association, the Association's business plan, and the materials pertaining to the offering of stock in the Conversion. We conclude that the future prospects of the Holding Company and the Association are consistent with approval. Also, having reviewed the financial and managerial resources and future prospects of the Holding Company and the Association, we conclude that the proposed acquisition will not have a detrimental effect on the insurance risk of the DIF.

The proposed acquisition will not cause the Association to become affiliated with any other operating depository institution. Accordingly, the transaction is not objectionable on competitive grounds.

With respect to the CRA, the Holding Company is a new entity that has not been subject to the CRA, and the Association has a "Satisfactory" CRA rating. OTS has received no comments objecting to the proposed transaction. Accordingly, we conclude that approval of the holding company application is consistent with the CRA.

For the reasons discussed, we conclude that the holding company application meets the standards for approval.

Capital Distribution

The Association has requested OTS approval, pursuant to 12 C.F.R. § 563.143(a)(2), to make a capital distribution of up to 25 percent of the net proceeds of the stock offering to the Holding Company. OTS's regulations provide that a capital distribution application may be denied if, generally, the proposed capital distribution would: (i) cause the institution to become

undercapitalized; (ii) raise safety and soundness concerns; or (iii) violate any statute, regulation, agreement with OTS or condition of approval.⁷

OTS concludes the proposed distribution will not raise safety and soundness concerns, violate any prohibition contained in law, agreement with OTS, or condition of approval, and the Association will remain “well capitalized” after the distribution. Accordingly, the Association’s capital distribution is consistent with approval.

Conclusions

Based on the foregoing analysis, OTS concludes that the conversion application meets the applicable approval criteria. Accordingly, the conversion application is hereby approved, subject to the following conditions:

1. Promptly after the completion of the sale of all the shares of capital stock to be sold in connection with the Conversion, the Association must submit to the Western Regional Director or his designee (Regional Director): (a) a certification by the Holding Company’s chief executive officer stating that all the shares proposed to be sold have been sold, the price at which they were sold, and the date of completion of the offering; (b) executed copies of the proposed amendments to the Association’s charter, the appropriate form of bylaws as prescribed by 12 C.F.R. § 552.5 and as approved herein, and a certification by the Association’s secretary that the copies are in conformity with the proposal of the board of directors adopted by the Association’s members; and (c) a statement by the Association’s independent appraiser that, to the best of his/her knowledge and judgment, nothing of a material nature has occurred (taking into account all of the relevant factors including those which would be involved in a change in the maximum subscription price) which would cause him/her to conclude that the sale price was not compatible with his/her estimate of the Holding Company’s and the Association’s total pro forma market value at the time of sale;
2. The following general principles of conversion contained in 12 C.F.R. Part 563b, as amended by successor regulations, apply to the Holding Company, and if applicable, any successor corporation, subsequent to the conversion as if they were the converting association:

563b.500, 563b.505, 563b.510, 563b.515, 563b.520, 563b.525 and 563b.530;

⁷ 12 C.F.R. § 563.146 (2010).

Robert B. Pomerenk, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenk & Schick, P.C.
Page 7

3. For three years following the completion of the Conversion, neither the Holding Company nor the Association may, without the prior written consent of the Managing Director, Corporate & International Activities, or her designee, take any action with a view toward a transaction which would require stockholder approval under 12 C.F.R. § 552.13(h); and
4. For three years following completion of the stock issuance, the Association must have a charter that subjects it to OTS jurisdiction.

Furthermore, based on the foregoing analysis, the holding company application and the capital distribution application are hereby approved, provided that the following conditions are complied with in a manner satisfactory to the Regional Director:

5. The proposed acquisition must be consummated within 120 calendar days after the date of this Approval Letter, unless an extension of time is granted for good cause by the Regional Director;
6. The Holding Company must comply with each of the conditions, and must submit each of the certifications, as specified in 12 C.F.R. § 574.7(a)(2) and (3), within the time frames specified therein; and
7. For three years following consummation of the transaction, the Holding Company must not take any action that would prevent its stock from being listed on a national or regional securities exchange.

In addition, pursuant to 12 C.F.R. §§ 500.30(a) and 563b.5(c), OTS hereby waives the requirements of 12 C.F.R. § 563b.360, to the extent requested in the Applications.

Robert B. Pomerenk, Esq.
Steven Lanter, Esq.
Luse Gorman Pomerenk & Schick, P.C.
Page 8

The proxy soliciting materials included under Items 3 and 4 of the Applications, and the stock offering materials included under Item 3 and Exhibit 2(b) of the Applications will be discussed in a separate letter.

OFFICE OF THRIFT SUPERVISION

By:

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