



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Corporate Decision #98-03
January 1998

October 24, 1997

Mr. Stanley H. Pollock, Esq.
Holland and Knight LLP
1201 West Peachtree Street, N.E., Suite 2000
Atlanta, Georgia 30309-3400

Re: Application from First National Bank of West Point, West Point, Georgia to purchase certain of the assets and assume certain of the liabilities of First State Bank of Uniontown, Uniontown, Alabama
Application Control Number: 97-SE-02-0047

Dear Mr. Pollock:

This is to inform you that on October 24, 1997, the Office of the Comptroller of the Currency ("OCC") approved the proposal for First National Bank of West Point, West Point, Georgia to purchase certain of the assets and assume certain of the liabilities of First State Bank of Uniontown, Uniontown, Alabama.

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

The purchase and assumption of First State Bank of Uniontown by First National Bank of West Point is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 U.S.C. §§ 24(7) & 1831u(a). Furthermore, the resulting bank is authorized to retain and operate the offices of both banks under 12 U.S.C. §§ 36 & 1831u(d)(1).

Please be advised that the OCC also authorizes the resulting bank, should the purchase and assumption occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the transaction, as adjusted for the purchase and assumption. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. 32.4(a) at the end of the quarter following consummation of the purchase and assumption.

The Southeastern District office must be advised in writing in advance of the desired effective date for the purchase and assumption so that the OCC may issue the necessary certification

Mr. Stanley H. Pollock, Esq.
97-SE-02-0047
Page 2

letter. The effective date of the purchase and assumption must be on or after the approval date.

We will not issue a letter certifying consummation of the purchase and assumption until we have received:

1. A Secretary's Certificate for each applicant institution, certifying that a majority of the board of directors has agreed to the proposed purchase and assumption,
2. An executed purchase and assumption agreement with Articles of Association for the resulting bank attached, and
3. A Secretary's Certificate for each institution, certifying that the shareholders' approvals have been obtained.

If the purchase and assumption 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.

All correspondence regarding this application should reference the application control number. If you have any questions concerning this letter, please contact Licensing Manager John O. Stein in our Southeastern District office at (404) 588-4500 or me at (202) 874-5060.

Sincerely,

/s/

Troy L. Dixon
Director for Corporate Activity
Bank Organization and Structure