



Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Avenue, NE
Atlanta, GA 30303

August 12, 2003

**CRA Decision #116
September 2003**

Granville Tate, Jr., Esquire
Brunini, Grantham, Grower & Hewes, PLLC
248 East Capitol Street, Suite 1400
Jackson, Mississippi 39201

Re: Trustmark National Bank, Jackson, Mississippi to purchase certain assets and assume
certain liabilities of The Bank, Warrior, Alabama
Control No. 2003-SE-02-0014

Dear Mr. Tate:

This is to inform you that the Comptroller of the Currency (OCC) has approved the proposal by Trustmark National Bank, Jackson, Mississippi, to purchase certain assets and assume certain liabilities of seven Florida branches of The Bank, Warrior, Alabama.

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

The OCC reviewed the relevant factors under applicable law and regulation. The transaction will have no impact on competition. In addition, the OCC found that the financial and managerial resources and future prospects of Trustmark National Bank did not raise any concerns. The convenience and needs of the communities served will not be adversely effected since Trustmark National Bank will offer a full range of services.

The OCC noted that The Bank received an overall "Satisfactory" CRA rating in September 2001 from the Federal Reserve Bank of Atlanta. That Public Evaluation also assigned a "Needs to Improve" rating to The Bank's performance in the State of Florida. Since the Public Evaluation was issued, The Bank represented that it has continued to seek CRA investment opportunities and has expanded its delivery system with additional ATM's. Trustmark National Bank, which received a "Satisfactory" CRA rating in November 1998 from the OCC, has represented that it

Granville Tate, Jr.

August 12, 2003

Page 2

intends to conduct its CRA activities in Florida in conformity with its practices currently in place throughout its banking system. Accordingly, based on those representations, the OCC determined that approval of this transaction was not inconsistent with the Community Reinvestment Act.

The Bank Merger Act requires the OCC to consider "...the effectiveness of any insured depository institution involved in the proposed merger transaction in combating money laundering activities, including overseas branches". We have considered this factor and believe that approval of this transaction is consistent with that statutory provision.

The district office must be advised in writing at least 10 days in advance of the desired effective date for the purchase and assumption so that the OCC may issue the necessary certification letter.

The effective date must follow the expiration of the period during which the DOJ may file an injunction to stop the merger, i.e., at least 15 days after the date of this letter for applications processed under normal procedures, and, any other required regulatory approval.

The OCC will not issue a letter certifying consummation of the transaction 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.

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

This preliminary approval and the activities and communications by the OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or any officer or employee of the U.S., 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 U.S.

If you have any questions regarding this letter, please contact myself at (404) 588-4525.

Sincerely,

/s/ *John O. Stein*

John O. Stein
Licensing Manager