



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

**Corporate Decision #2006-15
December 2006**

November 30, 2006

Leonidas F. Walthall
Attorney
Schroeder Walthall, L.L. P.
1111 North Loop West, Suite 1111
Houston, Texas 77008

Re: American First National Bank, Houston, Texas - Reorganization and Formation of a Holding Company. Application Control No. 2006-SO-12-0383

Dear Ms. Walthall:

This is to inform you that today the Office of the Comptroller of the Currency (OCC) approved your proposal to undertake an ownership restructuring of American First National Bank, Houston, Texas pursuant to the provisions of 12 U.S.C. §215a-2 and 12 C.F.R. §7.2000(a). This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, the plan of exchange and those of the bank's representatives.

Please advise the undersigned within 10 days of the effective date of the reorganization so that the OCC may issue the necessary certification letter.

Pursuant to 12 CFR 5.32(d)(1), the OCC's approval is subject to the condition that the bank provide the Houston Field Office with 60 days' prior written notice of any significant deviation or change from the bank's business plan or any significant deviation or change from the proposed changes to the bank's business plan described in the bank's plan of reorganization.

The OCC will issue a letter certifying consummation of the reorganization when we receive a certification that the transaction was approved by the Board of Governors of the Federal Reserve System. If the reorganization 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. Please include the CAIS control number on all correspondence related to this application.

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

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A separate letter is enclosed requesting your feedback on how we handled the application. We would appreciate your response so we may improve our service. If you have any questions concerning this decision, please contact Senior Licensing Analyst Brenda E. McNeese or me at (214) 720-7052.

Yours truly,

/s/

Joseph T. Burbridge
Acting Director for District Licensing