



Comptroller of the Currency
Administrator of National Banks

Western District Office
1225 17th Street, Suite 300
Denver, Colorado 80202
720-475-7650; Fax: 720-475-7691

June 4, 2007

**Conditional Approval #806
July 2007**

Young H. Park
Horgan, Rosen, Beckham & Coren
23975 Park Sorrento, Suite 200
Calabasas, California 91302-4001

James M. Rocket
Bingham McCutchen LLP
3 Embarcadero Center
San Francisco, California 94111

Re: Applications for South Bay Bank, National Association, Torrance, California:

Main office relocation

2007-WE-07-0022

Branch establishment at former main office location

2007-WE-05-0064

Sale of substantially all the Bank's assets pursuant to 12 CFR 5.53

2007-WE-12-0086

Capital reduction

2007-WE-12-0090

Dear Mr. Park and Mr. Rocket:

This is to inform you that today the Office of the Comptroller of Currency ("OCC") approved the referenced applications involving South Bay Bank, National Association, Torrance, California (hereinafter "Bank") whereby:

1. The Bank will relocate its main office from 2200 Sepulveda Boulevard, Torrance, California, to 17011 Beach Boulevard, Huntington Beach, California;
2. The Bank will establish a branch at the former main office location, 2200 Sepulveda Boulevard, Torrance, California;

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3. The Bank will sell substantially all its assets and liabilities to First California Bank, Camarillo, California. Following the sale, the Bank will have only one office located in Huntington Beach, California; and
4. The Bank will reduce its total capital to \$2,000,000.

The applications represent that all of the transaction steps listed above will occur in sequence on the same business day. In addition, on the same business day following the transactions listed above, the Bank will merge with and into TIB The Independent BankersBank, Irving, Texas. As a result of the merger, the Texas bank will have established a branch in Huntington Beach, California.

This approval is granted based on a thorough review of all information available, including commitments and representations made in the application and the merger agreement and those of your representatives, and is contingent on all of the transactions occurring as represented in the applications.

The approval of the request for the Bank to sell substantially all of its assets and liabilities is subject to the following condition:

If the merger of the Bank with and into TIB The Independent BankersBank does not occur within seven (7) calendar dates after the sale of substantially all of the Bank's assets and liabilities to First California Bank, the Bank shall immediately notify the OCC and submit a plan acceptable to the OCC to wind up its affairs and terminate its status as a national bank.

This condition of 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 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. 1818.

As a reminder, the Western District Office must be advised in writing in advance of the desired effective date for the transactions. The effective date must follow the receipt of any other required regulatory approvals.

Please provide us evidence that the sole shareholder of the Bank approved the relocation of the Bank's main office pursuant to 12 USC 30, and approved the reduction of the Bank's capital pursuant to 12 USC 59.

If the series of transactions are not consummated within one year from the approval date, the approvals shall automatically terminate, unless the OCC grants an extension of the time period.

These approvals, 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,

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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 United States.

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, contact Senior Analyst Jim Bundy at 720-475-7650.

Sincerely,

/s/

Ellen Tanner Shepherd
Director for District Licensing

Enclosure - Survey

cc: Federal Reserve Bank of Dallas
Federal Deposit Insurance Corporation – Dallas
Federal Deposit Insurance Corporation – San Francisco
Texas Department of Banking