



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

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

March 25, 2010

**Conditional Approval #951
April 2010**

Carrie E. Carbone, Associate
Bracewell & Giuliani LLP
1445 Ross Avenue, Suite 3800
Dallas, Texas 75202-2711

Re: Main Office Relocation Application No. 2009 SO 07 0022
The First National Bank of Kemp, Kemp, Texas, Charter No. 5932

Dear Ms. Carbone:

I approve The First National Bank of Kemp, Kemp, Texas, to relocate its main office from 103 South Main, Kemp, Texas 75143, to 100 State Highway 274 South, Kemp, Texas 75143, subject to the following condition:

Within 45 days from the date of this letter, management must complete the plan detailed in Christian Otteson's March 3, 2010 letter to OCC Southern District Counsel Randall Ryskamp concerning bank premises.

The condition of this approval is a condition "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818. This conditional approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives.

If the main office is not relocated within 18 months from this conditional approval date, the approval automatically terminates unless the OCC grants an extension. Within 10 days after relocating, the bank must advise this office of the main office's relocation date, so the OCC may complete its records. Reference the control number in your letter.

This approval is for the main office relocation request only. You will receive notice of the decision on your investment in bank premises request separately from the Dallas Field Office. Contact National Bank Examiner Brian Wall at (972) 735-8467 with questions or comments

regarding your investment in bank premises request.

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.

All correspondence regarding this application should reference the application control number. If you have any questions, call me or Joseph T. Burbridge, Senior Licensing Analyst at (214) 720-7052 or e-mail joseph.burbridge@occ.treas.gov.

Yours truly,

Karen H. Bryant

Karen H. Bryant
Director for District Licensing

Enclosure