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

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Licensing Department  
250 E Street, S.W.  
Washington, D.C. 20219

**Conditional Approval #992  
April 2011**

March 23, 2011

Board of Directors  
Texas Republic Bank, N.A.  
2595 Preston Road, Building 100  
Frisco, Texas 75034

Re Application by Texas Republic Bank, N.A., Frisco, Texas for a Change in  
Permanent Capital.  
Control Number: 2011-WO-12-0018

Dear Members of the Board:

The Office of the Comptroller of Currency (“OCC”) hereby conditionally approves the application by Texas Republic Bank, National Association, (the “Bank”) for an increase in permanent capital. This approval is granted after a thorough review of the application and supplement, other materials you have supplied, and other information available to the OCC, including commitments and representations made during the application process. This approval is also subject to the condition set out herein.

The OCC’s regulation regarding changes in a national bank’s permanent capital, 12 C.F.R. § 5.46, generally provides that a national bank planning to increase its capital may do so without prior OCC approval by submitting a notice to the OCC. *See* 12 C.F.R. § 5.46(g)(1)(ii). However, the OCC may, by letter, require a national bank to obtain prior OCC approval for increases in its permanent capital. *See* 12 C.F.R. § 5.46(g)(1)(i).

The Bank is wholly-owned by TRB Bancorp, Inc., Frisco, Texas (“TRB”). TRB has entered into a Stock Purchase Agreement with TXRB Holdings, Inc., Dallas, Texas (“TXRB”) under which TXRB will purchase all of the outstanding shares of Republic Bank’s common stock from TRB and thereby become a bank holding company. TXRB filed an application with the Federal Reserve Bank of Dallas to become a bank holding company. Upon consummation of the acquisition, TXRB will own 100% of the Bank.

In a letter dated February 24, 2011, the OCC required the Bank to file an application under 12 C.F.R. § 5.46 for the first capital increase after the TXRB's acquisition of the Bank. Pursuant to the OCC's February 24, 2011, letter and the requirements of 12 C.F.R. § 5.46, the Bank applied to the OCC for prior approval for an increase in its capital surplus that would result from a capital injection by TXRB after TXRB acquires the Bank. The OCC hereby approves the increase in capital, subject to the following condition:

The Bank shall: (i) give the OCC's Southern District at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,<sup>1</sup> and (ii) obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice.

This condition of 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, and the activities and communications by OCC employees in connection with the filings, 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 law and regulations. Our approval is based on the representations made in the applications, other submissions, and other information available to the OCC as of this date. The OCC may modify, suspend, or rescind this conditional approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have any questions concerning this letter, please contact Senior Licensing Analyst Michael DeClue at (202)-874-2199.

Sincerely,

*Beverly L. Evans*

Beverly L. Evans  
Director for Licensing Activities

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<sup>1</sup>For purposes of this condition, consistent with the *Comptroller's Handbook*, Charters Booklet, Appendix G (February 2009), a significant deviation or change is defined as a material variance from TXRB's business plan for the Bank (which was submitted as part of this application) that occurs after TXRB acquires control of the Bank. If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.