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Comptroller of the Currency  
Administrator of National Banks

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

March 31, 2011

**Conditional Approval #994**  
**April 2011**

Joseph F. Quinlan, Jr., President & CEO  
First National Bankers Bancshares, Inc.  
7813 Office Park Boulevard  
Baton Rouge, Louisiana 70809

Re: Merger No. 2010 SO 02 0029  
Mississippi National Bankers Bank, Ridgeland, MS, and,  
First National Bankers Bank, Alabama, Homewood, AL, and  
Arkansas Bankers Bank, Little Rock, AR, with and into,  
First National Bankers Bank, Louisiana, Baton Rouge, LA, Charter No. 18278

Dear Mr. Quinlan:

The Comptroller of the Currency (OCC) conditionally approves your proposal to merge Mississippi National Bankers Bank, Ridgeland, Mississippi, and, First National Bankers Bank, Alabama, Homewood, Alabama, and, Arkansas Bankers Bank, Little Rock, Arkansas with and First National Bankers Bank, Louisiana, Baton Rouge, Charter No. 18278. This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, purchase agreement, and those of your representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

This business combination is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 USC 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of the combining banks under 12 USC 36(d) and 1831u(d)(1).

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This approval is subject to the following conditions:

1. The Bank shall enter into, and thereafter implement and adhere to, a written Operating Agreement with the OCC, in a form acceptable to the OCC, within thirty (30) days after consummating the merger.
2. The resulting bank shall dispose of the non-conforming loan presently held by the Arkansas Bankers Bank within one year of the date the merger consummates.

The conditions of this approval are conditions “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 conditions are enforceable under 12 U.S.C. § 1818.

The District Office must be advised in writing in advance of the desired effective date for the merger so it may issue the necessary certification letter.

If the merger 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.

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 law and regulations. Our approval is based on the bank’s representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this 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.

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, please contact the undersigned at (214) 720-7052 or e-mail at [joseph.burbridge@occ.treas.gov](mailto:joseph.burbridge@occ.treas.gov).

Yours truly,

*Karen H. Bryant*

Karen H. Bryant

Director for District Licensing

Enclosure