



Comptroller of the Currency
Administrator of National Banks

Northeastern District Office
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May 20, 2011

Conditional Approval #999
June 2011

Peter G. Weinstock, Esq.
Hunton & Williams LLP
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202-2799

Re: Acquisition by CertusBank, National Association, Easley, South Carolina, of Assets and Liabilities from First Georgia Banking Company, Franklin, Georgia
Application Control No: 2011 NE 02 0014

Dear Mr. Weinstock:

The Office of the Comptroller of the Currency (“OCC”) conditionally approves the application of CertusBank, National Association, Easley, South Carolina, (“Acquirer” or “Certus”) to purchase certain assets of and assume certain liabilities of First Georgia Banking Company, Franklin, Georgia, (“Failed Entity”), for the reasons set forth below. As discussed below, the transaction may be consummated immediately upon approval. 12 U.S.C. § 1828(c)(6).

“Failed Entity,” a Georgia state-chartered bank with deposits insured by the Federal Deposit Insurance Corporation (“FDIC”), was declared closed by the OCC on May 20, 2011, and the FDIC was appointed as receiver. The Comptroller has now been asked to grant his written approval of the proposed agreement negotiated between the FDIC and Acquirer by which the latter would purchase certain assets and assume certain liabilities of Failed Entity.

This conditional approval is granted based upon the information contained in the Acquirer’s application and other information and representations made to the OCC during its processing of the application.

The Purchase and Assumption

Acquirer applied to the OCC for approval to purchase certain assets of and assume certain liabilities of Failed Entity under 12 U.S.C. §§ 24 (Seventh) and 1828(c) (the “Transaction”). The

acquirer is located in South Carolina. Failed Entity is located in Franklin, Georgia and all of the Failed Entity's branches are located in Georgia. A national bank may acquire all or part of a depository institution through a purchase and assumption transaction under 12 U.S.C. § 24 (Seventh). Thus, the Transaction is legally authorized and the OCC approves the Transaction.

Acquirer also requested OCC approval to operate the main office and to retain the branches of the Failed Entity as branches upon consummation of the Transaction. At the time Acquirer applied to the OCC for approval of this transaction Acquirer also applied to purchase another failed entity located in Georgia. These applications are being approved simultaneously, or at the same "point in time." Thus, Acquirer has no branches established and operating in Georgia and is not yet situated in Georgia per 12 U.S.C. § 36(c), and both transactions are subject to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, 12 U.S.C. § 1831u, pursuant to 12 U.S.C. § 36(d).

Generally, an application to engage in an interstate merger transaction pursuant to the Riegle-Neal Act is subject to certain requirements and conditions set forth in sections 1831u(a)(4) and (5) and 1831u(b). These conditions are: (1) compliance with state imposed age limits, if any, subject to the Riegle-Neal Act's limits; (2) compliance with certain state filing requirements, to the extent the filing requirements are permitted in the Riegle-Neal Act; (3) compliance with nationwide and state concentration limits; (4) expanded community reinvestment analysis and compliance; (5) adequacy of capital and management skills; and (6) limits on single branch acquisitions. These requirements, however, do not apply to a transaction, such as this, where the FDIC has provided assistance under 12 U.S.C. § 1823(c), or one of the banks involved is in default or in danger of default. 12 U.S.C. § 1831u(e). Moreover, in approving a transaction under the Riegle-Neal Act, the OCC may authorize the acquiring bank to retain as branches the main office and any branches of the target bank. 12 U.S.C. §§ 1831u(d)(1) and 36(d). Thus, the acquisition by Certus of certain assets and deposit liabilities of Failed Entity is legally permissible under 12 U.S.C. § 24 (Seventh) and the retention by Certus of the main office and branches of Failed Entity as branches is legally authorized under the Riegle-Neal Act.

Bank Merger Act

The OCC reviewed the proposed purchase and assumption Transaction under the criteria of the Bank Merger Act, 12 U.S.C § 1828(c), and applicable OCC regulations and policies. The OCC considered the financial and managerial resources of the banks, their future prospects, and the convenience and needs of the communities to be served. In addition, the Bank Merger Act requires the OCC to consider "the effectiveness of any insured depository institution involved in the proposed merger Transaction in combating money laundering activities, including overseas branches," 12 U.S.C. § 1828(c)(11). We considered these factors and found them consistent with approval under the statutory provisions.

In addition, the OCC also finds, under the standards set forth in the Bank Merger Act that it must act on the application immediately. 12 U.S.C. § 1828(c)(3), (4)(C)(i), and (6). Consequently, there is no requirement for publication of notice of the Transaction, for a request by the OCC of a competitive factors report from the Attorney General, or for a post-approval waiting period prior to consummation of the Transaction.

Community Reinvestment Act

The Community Reinvestment Act (“CRA”) requires the OCC to take into account the applicants’ record of helping to meet the credit needs of the community, including low-and-moderate-income (“LMI”) neighborhoods, when evaluating certain applications, including transactions that are subject to the Bank Merger Act. 12 U.S.C. § 2903; 12 C.F.R. § 25.29. The OCC considers the CRA performance evaluation of each institution involved in the Transaction. A review of the record of these applicants and other information available to the OCC as a result of its regulatory responsibilities revealed no evidence that the applicants’ record of helping to meet the credit needs of their communities, including LMI neighborhoods, is less than satisfactory.

Consummation Guidance

This conditional approval is granted based on our understanding that other applicable regulatory approvals, non-objections or waivers with respect to the proposed Transaction will have been received prior to the consummation of the Transaction.

This approval is also subject to the following condition:

The Supervision Office (“SO”) is in the process of reviewing the comprehensive business plan, dated May 9, 2011. In the event the SO requires changes to the business plan, the Bank shall make those changes within 30 days of notification from the SO.

This condition of approval is a condition “imposed in writing by a Federal 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.

Within seven days of consummation of the Transaction, please provide the Northeastern District Office with copies of the following documents:

- Documentation that all other conditions that the OCC imposed have been met.
- An executed purchase and assumption agreement.

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.

If you have questions regarding this letter, please contact Senior Licensing Analyst Sandya Reddy at (212) 790-4055 or sandya.reddy@occ.treas.gov. Please reference the application control number in any correspondence.

Sincerely,

Steven Maggio

Steven Maggio
Director for District Licensing