



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

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

November 17, 2008

Ms. Carla J. Brooks
Managing Director, Commerce Street Capital LLC
1700 Pacific Avenue, Suite 2020
Dallas, Texas 75201

Re: Application to establish a new national bank, with the title of
Ford Group Bank, National Association
Application Control Number: 2008-SO-01-0015
Charter No. 24911

Dear Ms. Brooks:

The Office of the Comptroller of Currency (“OCC”) hereby grants conditional preliminary approval to the application to establish a new national bank with the title of Ford Group Bank, National Association (the “Bank”). This approval is granted after a thorough review of the application, other materials you have supplied, and other information available to the OCC, including commitments and representations made in the application and by the Bank’s representatives during the application process. This approval is also subject to the conditions set out herein.

The OCC’s decision to grant preliminary conditional approval is made with the understanding that the Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (“FDIC”). We also understand that certain owners of the Bank, as described below, will apply to the Board of Governors of the Federal Reserve System to become bank holding companies.

The OCC has granted conditional preliminary approval only. Final approval and authorization for the Bank to open will not be granted until pre-opening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this conditional preliminary approval if the OCC deems any interim development warrants such action.

Background

The Bank will be a wholly-owned subsidiary of Ford Group Holdings, Inc. (the “Company”), a Texas corporation organized to become a bank holding company for the Bank. The Company will be a one-bank holding company and will own all of the issued and outstanding shares of the Bank.

Several companies in turn would invest in the Company (collectively, the “Investors”) thereby indirectly own the Bank. Hilltop Holdings, Inc. (“Hilltop Holdings”) is a public company actively pursuing acquisition opportunities in the financial services industry. It reports approximately \$700 million available to be invested in the Company and Bank. Flexpoint Ford Overage Fund II, L.P. (“Overage”), Flexpoint Ford Fund II, L.P. (“Fund II”), Flexpoint Fund, L.P. (“Flexpoint”) are private equity funds with, respectively, \$480 million, \$140 million, and \$67.5 million in committed capital available to be invested in the Company and Bank¹ In total, the Bank would have approximately \$1.38 billion immediately available for a transaction of the kind described below, although the amount initially invested will depend on the size on the initial transaction. The applicants represent that sufficient capital will be injected to ensure the Bank is well-capitalized when it opens for business and thereafter.

The Bank is being organized primarily for the purpose of assuming liabilities and purchasing assets from the Federal Deposit Insurance Corporation (the “FDIC”) acting as the receiver of a depository institution, inasmuch as only chartered depository institutions may assume deposit liabilities from the FDIC.² The Investors desire to have the opportunity to assume liabilities and purchase assets from the FDIC as receiver of a depository institution. The Investors have immediately available committed funds of approximately \$1.38 billion, as described above, to invest in the Bank to enable it to assume liabilities and purchase assets from the FDIC. The organizers and proposed directors of the Bank and other individuals associated with the Investors have experience in operating depository institutions.

Since the Bank would not commence operations until after its bid for a particular institution is accepted by the FDIC, the specific size, scope, and activities of the Bank will not be determined until it acquires the business of a specific failed institution from the FDIC. Thus, the organizers could not include a detailed specific comprehensive business plan in the charter application before preliminary approval. However, based upon the information provided by the Bank,

¹ Given its level of ownership, Hilltop Holdings would become a bank holding company with respect to the Bank. Hilltop Holdings, the Company, and any other company that is deemed to have a controlling ownership interest in the Bank will apply to the Federal Reserve Board for approval to become bank holding companies.

² The organizers anticipate that the Bank’s first transaction would be an assumption of liabilities and purchase of assets from the FDIC as receiver of a failed institution. Subsequently, other transactions with troubled institutions could occur.

including the experience of proposed key management of the Bank, the OCC concluded the Bank could receive preliminary approval, subject to the requirement that the Bank follow an organizing process that includes OCC review as it considers potential acquisition transactions. This will enable the OCC to address particular safety and soundness issues raised by a proposed acquisition as the Bank proceeds with an acquisition. Accordingly, the OCC has determined that the application meets the regulatory factors for preliminary conditional approval.

It is anticipated that the OCC would grant final approval for the Bank and approve a purchase and assumption transaction under the Bank Merger Act the first time that the Bank's bid to acquire a failed institution is accepted by the FDIC. Final approval and authorization for the proposed Bank to open will not be granted until all pre-opening requirements are met. In addition, in connection with final approval and the Bank's commencing business, the OCC will require the Bank to enter a written Operating Agreement that will require the Bank to submit a Comprehensive Business Plan acceptable to the OCC. The Plan must detail the proposed business and operations of the Bank, and the Bank must obtain the OCC's written supervisory non-objection to the Plan. After receiving the OCC's non-objection, the Bank must implement and adhere to the Plan. Any significant deviation from the Plan will require prior notice to the OCC and receipt of a separate, written OCC non-objection to the changes.

Officers and Directors

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>
Gerald Ford	Organizer, Chairman of the Board
Carl Webb	Organizer, Director, Chief Executive Officer
Randy Staff	Organizer, Director, Chief Financial Officer
Larry Willard	Organizer, Director, Chief Credit Officer
Jeremy Ford	Organizer, Director

We have not completed our background checks for the above individuals. Continued service of these individuals will be dependent on satisfactory completion of the background investigation process.

Prior to opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers, executive officers or directors appointed or elected before the person assumes the position. For a two-year period after the Bank commences business, the Bank must file an *Interagency Biographical and Financial Report* with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

Organizing Steps and Requirements

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC’s web site:

<http://www.occ.treas.gov/corpbook/group4/public/pdf/charters.pdf>.

As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Senior Licensing Analyst David Reilly in this office. As a “body corporate,” or legal entity, you may begin taking those steps necessary to obtain final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

Enclosed are standard requirements and minimum policies and procedures for new national banks. In addition to the standard requirements for all new national banks, the Bank must also follow the requirements required by the conditions below and set out in Appendix A. The Bank must meet these requirements before the OCC will issue final approval and the Bank is allowed to commence business. The Board of Directors also must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the *Comptroller’s Licensing Manual*, which is available only in electronic form at our web site:

<http://www.occ.treas.gov/corpapps/corpapplic.htm>.

Conditions

This approval is subject to the following conditions:

- A. During its organization, the Bank shall follow the requirements specified in Appendix A regarding the Bank’s first acquisition (the “Initial Acquisition”).
- B. If the Bank receives final OCC approval for an Initial Acquisition, the Bank shall enter into, and thereafter implement and adhere to, a written agreement with the OCC, in a form acceptable to the OCC, within one (1) business day after receiving final OCC approval, commencing business, and consummating the Initial Acquisition.

These conditions of 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.

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Conclusion

This conditional preliminary 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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If the Bank has not commenced business and consummated an Initial Acquisition within eighteen (18) months from the conditional preliminary approval date, this approval expires, unless extended by the OCC.

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.

Any information required to be submitted to the OCC by the Organizing Conditions in Appendix A and any questions concerning this conditional preliminary approval should be directed to Senior Licensing Analyst David Reilly at 202-874-4588. You should include the application control number on any correspondence related to this filing.

Sincerely,

/s/

Lawrence E. Beard
Deputy Comptroller, Licensing

Attachment:
Appendix A: Organizing Conditions

Enclosures:
Standard Requirements
Minimum Policies and Procedures
Survey Letter