

[Date]

Mr. Charles G. Cooper  
Texas Banking Commissioner  
Texas Department of Banking  
2601 N. Lamar Blvd.  
Austin, TX 78705

RE: Capital commitment in support of a bid to acquire (*name and location of the failing bank*)

Dear Mr. Cooper:

In the event that \_\_\_\_\_, \_\_\_\_\_, Texas (the Bank), (*the bidding bank*), [OPTION: Insert if bidding bank is the subsidiary of a BHC: and/or \_\_\_\_\_, \_\_\_\_\_, Texas (the BHC),] is the successful bidder in the acquisition of (*Name and Location of Failing Bank*) within \_\_\_\_\_ after the date of acquisition, \_\_\_\_\_ commits to achieve and maintain a Tier 1 Leverage capital ratio equal to or greater than \_\_\_\_ percent of the Bank's Average Total Assets and to achieve and maintain a Total Risk-Based capital ratio equal to or greater than \_\_\_\_ percent of the Bank's Total Risk Weighted Assets.

Such increase in Tier 1 capital may be accomplished by: (i) sale of securities in the form of common stock; (ii) direct contribution of cash by the shareholder; (iii) receipt of an income tax refund or the capitalization of a bona fide tax refund certified as being accurate by a certified public accounting firm; or (iv) any other method approved by the Texas Banking Commissioner.

In addition, the Bank shall comply with the FDIC's Statement of Policy on Risk-Based capital found in Appendix A to Part 325 of the FDIC Rules and Regulations, 12 C.F.R. Part 325, App. A. For purposes of this agreement, all terms relating to capital shall be calculated according to the methodology set forth in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325.

Based on our conversations with your office, we understand that the increase in capital due to regular earnings AND due to purchase accounting adjustments will also qualify as acceptable methods to increase Tier 1 capital, provided that these methods also satisfy the requirements of Part 325.

Sincerely,

\_\_\_\_\_  
*Signature of authorized officer of bidding bank and BHC*

\_\_\_\_\_  
*Typed name*

\_\_\_\_\_  
*Title*

cc: OPTIONS:  
Tom Dujenski, FDIC Regional Director  
Dean Pankonien, FRB of Dallas