

**OFFICIAL ORDER OF
THE BANKING COMMISSIONER
ORDER NO. 2011-022**

IN RE: CONVERSION OF	§	BEFORE THE
FIRST NATIONAL BANK,	§	BANKING COMMISSIONER
QUANAHA, TEXAS, INTO	§	OF TEXAS
FIRST CAPITAL BANK,	§	AUSTIN, TEXAS
QUANAHA, TEXAS	§	

ORDER APPROVING CONVERSION

By application accepted for filing on March 22, 2011, First National Bank, Quanah, Texas, (the “Bank”) requested approval to convert to First Capital Bank, Quanah, Texas, a State banking association.

Based upon investigation and examination, I find that:

1. The Bank has properly published notice of conversion as required by 7 TAC §15.108. No comments or protests were received in response to the publication;
2. The Bank is not engaging in a pattern or practice of unsafe and unsound banking practices;
3. The Bank has adequate capitalization to engage in business at the same locations as it engaged in business before the conversion;
4. The Bank can be expected to operate profitably after the conversion;
5. The Bank's officers and directors as a group have sufficient banking experience, competence, trustworthiness, and integrity to justify a belief that the Bank will operate in compliance with the law;
6. Each principal shareholder of the Bank has sufficient experience, ability, standing, competence, trustworthiness, and integrity to justify a belief that the Bank will be free from

improper or unlawful influence with respect to the Bank's operation in compliance with the law; and

7. The Bank has received all authorizations from pertinent Federal banking authorities necessary for the exit of First National Bank from the Federal bank regulatory system.

Consequently, I find that the conversion of First National Bank, Quanah, Texas, into First Capital Bank, Quanah, Texas, a State banking association, meets the requirements set forth in TEX. FIN. CODE §32.502

IT IS THEREFORE ORDERED that the application of First National Bank, Quanah, Texas, to convert into First Capital Bank, a State banking association with no change in location, under Charter Number 3201-14, be and hereby is **APPROVED**.

Signed in triplicate original this 16th day of May, 2011.

/s/ Charles G. Cooper
Charles G. Cooper
Commissioner, Department of Banking