

**OFFICIAL ORDER OF  
THE BANKING COMMISSIONER  
ORDER NO. 2012-013**

<b>IN RE: CHARTER APPLICATION FOR</b>	<b>§</b>	<b>BEFORE THE BANKING</b>
	<b>§</b>	
<b>FROST BANK</b>	<b>§</b>	<b>COMMISSIONER OF TEXAS</b>
	<b>§</b>	
<b>SAN ANTONIO, TEXAS</b>	<b>§</b>	<b>AUSTIN, TRAVIS COUNTY, TEXAS</b>

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**ORDER APPROVING CONVERSION**

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By application accepted for filing on February 16, 2012, Frost National Bank, San Antonio, Texas, (the “Bank”) requested approval to convert to Frost Bank, San Antonio, 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 Frost National Bank from the Federal bank regulatory system.

Consequently, I find that the conversion of Frost National Bank, San Antonio, Texas, into Frost Bank, San Antonio, Texas, a State banking association, meets the requirements set forth in TEX.

FIN. CODE §32.502

**IT IS THEREFORE ORDERED** that the application of Frost National Bank, San Antonio, Texas, to convert into Frost Bank, a State banking association with no change in location, under Charter Number 3202-20, be and hereby is **APPROVED**.

Signed in triplicate original this 30<sup>th</sup> day of May, 2012.

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