FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D. C.
AND
OKLAHOMA STATE BANKING DEPARTMENT
OKLAHOMA CITY, OKLAHOMA

In the Matter of WASHITA STATE BANK BURNS FLAT, OKLAHOMA (Insured State Nonmember Bank)	FDIC-09-070b OSBD-09-C&D-3

CONSENT ORDER

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for Washita State Bank, Burns Flat, Oklahoma ("Bank"), under section 2(3)(q) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1813(q). The Oklahoma State Banking Department ("State") is the state regulator for the Bank pursuant to Oklahoma law under the Oklahoma Banking Code, Okla. Stat. tit 6.

The Bank, by and through its duly elected and acting board of directors, has executed a STIPULATION TO THE ISSUANCE OF A CONSENT ORDER ("STIPULATION"), dated April 5, 2010, that is accepted by the FDIC and the State. With the STIPULATION, the Bank has consented, to the issuance of a CONSENT ORDER ("ORDER") by the FDIC and the State without admitting or denying any charges of unsafe or unsound banking practices relating to: inadequate capital, inadequate supervision by management, inadequate supervision and direction by the Bank's board of directors, inadequate earnings performance, inadequate asset quality, inadequate liquidity, and inadequate sensitivity to interest rate risk.

Having determined that the requirements for issuance of an ORDER under Section 8(b) of the Act, 12 U.S.C. § 1818(b) and Section 204(b) of the Oklahoma Banking Code, Okla. Stat. tit. 6, § 204(B) and the provisions of the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, § 250 et. seq., have been satisfied, the FDIC and the State hereby order that:

CAPITAL

1. (a) Within 60 days after the effective date of this ORDER, and for so long thereafter as this ORDER is outstanding, the Bank shall achieve and maintain, after establishing an Allowance for Loan and Lease Losses ("ALLL") as required herein, Tier 1 Capital Leverage Ratio equal to or greater than 10 percent of its average Total Assets ("Tier 1 Capital Leverage Ratio"), Tier 1 Risk-Based Capital ratio equal to or greater than 10 percent of its Risk-Weighted Assets ("Tier 1 Risk-Based Capital Ratio"), and Total Risk-Based Capital ratio equal to or greater than 12 percent of its Risk Weighted Assets ("Total Risk-Based Capital Ratio").

(b) Within 60 days after the effective date of this ORDER, and for so long thereafter as this ORDER is outstanding, the Bank shall achieve and maintain Tier 1 Capital Leverage Ratio equal to or greater than 6 percent after deducting depreciation in the investment portfolio ("Depreciation Ratio").

(c) If the Tier 1 Capital Leverage Ratio is less than 10 percent, the Depreciation Ratio is less than 6 percent, the Tier 1 Risk-Based Capital Ratio is less than 10 percent, or the Total Risk-Based Capital Ratio is less than 12 percent as determined anytime by the FDIC or the State or in the Bank's Consolidated Report of Condition and Income ("Call Report"), the Bank shall, within 10 days after receipt of a written notice of capital deficiency from either the Regional Director, Dallas Regional Office, FDIC ("Regional Director"), and the Commissioner of the Oklahoma State Banking Department ("Commissioner"), submit to the Regional Director and the Commissioner , a Capital Plan to increase the capital ratios to comply with paragraphs 1(a), 1(b) and 1(c). The Bank shall adopt the Capital Plan, including any modifications or amendments requested by the Regional Director and the Commissioner.

(d) Thereafter, to the extent such measures have not previously been initiated, the Bank shall immediately initiate measures detailed in the Capital Plan so that, within 10 days after the Regional Director and the Commissioner respond to the Bank regarding the Capital Plan, the capital ratios addressed in paragraphs 1(a), 1(b) and 1(c) are at or above the minimum level. Any increase in capital necessary to meet the Capital Ratios required by this ORDER may be accomplished by:

(i) The sale of securities in the form of common stock; or

(ii) The direct contribution of cash subsequent to this ORDER by the directors and/or shareholders of the Bank; or

(iii) Receipt of an income tax refund or the capitalization subsequent to this ORDER of a bona fide tax refund certified as being accurate by a certified public accounting firm; or

(iv) Any other method approved by the Regional Director and the Commissioner.

(e) If all or part of the increase in capital required by this ORDER is to be accomplished by the sale of new securities, the Bank shall adopt and implement a plan for the sale of such additional securities, including soliciting proxies and the voting of any shares or proxies owned or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with federal securities laws. Prior to the implementation of the Capital Plan, and in any event, not less than 20 days prior to the dissemination of such materials, the Capital Plan and any materials used in the sale of the securities shall be submitted for review to the FDIC, Accounting and Securities Disclosure Section, Washington, D.C. 20429. The Bank shall make any changes requested by the FDIC prior to dissemination of the Capital Plan or the materials. If the increase in capital is to be provided by the sale of non-cumulative perpetual preferred stock, the Bank shall present all terms and conditions of the issue to the Regional Director and the Commissioner for prior approval.

(f) In complying with the provisions of this ORDER and until such time as any such public offering is terminated, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities written notice of any planned or existing development or other change which is materially different from the information reflected in any offering materials used in connection with the sale of the Bank's securities. The Bank shall furnish the written notice required by this paragraph within 10 days after the date such material development or change was planned or occurred, whichever is earlier. The Bank shall furnish such notice to every purchaser and/or subscriber who received or was tendered the information contained in the Bank's original offering materials.

(g) For the purposes of this ORDER, all terms relating to capital shall be as defined in Part 325 of the FDIC's Rules and Regulations, respectively Sections 325.2(a), (v), and (x), 12 C.F.R. §§ 325.2(a), (v), and (x) and shall be calculated according to the methodology set forth in the 2008 Report of Examination of the Bank and Part 325 of the FDIC Rules and Regulations.

INVESTMENT POLICY

2. (a) Within 60 days after the effective date of this ORDER, the Bank shall revise the Bank's Investment Policy to provide effective guidelines and control over the Bank's investment portfolio. At a minimum, the Investment Policy shall:

(i) Establish ratios sufficient to protect the Bank against excessive interest rate risk;

(ii) Prohibit the purchase of non-agency mortgage securities, including, collateralized mortgage obligations, REMICs, Re-REMICs, asset backed securities, and other similar non-agency guarateed securitized debt (collectively "CMOs");

(iii) Establish procedures for securities risk analysis;

(iv) Identify position limits;

(v) Require performance review of investment portfolio;

(vi) Develop contingency funding plans;

(vii) Establish standards to evaluate securities dealers;

(viii) Establish procedures for analyzing, on an ongoing basis, CMOs;

(ix) Adopt formal portfolio and individual bond limits for specific credit criteria such as acceptable credit support levels, mortgage loan type, geographic concentrations, coverage ratios, loan documentation standards, credit scores, and loan-to-value;

(x) Require the Bank to:

(aa) Document loan collateral performance, collateral characteristics, and securitization performance on a monthly basis for all non-agency CMOs;

(bb) Stress test underlying collateral of non-agency CMOs on a monthly basis to determine what level of default and loss given default would result in losses to the underlying tranches held;

(cc) Obtain monthly trustee reports and provide an assessment of the level of problem assets coupled with the collateral protection of the owned tranche for non-agency CMOs;

(dd) Document collateral performance, collateral characteristics, and issue performance on an ongoing basis for non-agency CMOs; and (ee) Monitor the NRSRO ratings and promptly notify the Bank's Asset/Liability Committee ("ALCO") and the full board of directors of any downgrades for all non-agency CMOs.

(xi) Provide a written assessment on a quarterly basis of the risk weight for each non-agency CMOs to the board of directors and include as part of the minutes;

(xii) Provide a separate assessment of all non-agency CMOs that are direct credit substitutes under the risked based capital rules and the risk based capital effects if these securities were downgraded to the sixth rating band;

(xiii) Implement written policies that address Other Than Temporary Impairment ("OTTI") that are consistent with Generally Accepted Accounting Principles;

(xiv) Perform an OTTI analysis at each Call Report date by a qualified external party that has the requisite experience in assessing structured products and has the necessary accounting background to understand the OTTI process;

(xv) Provide a written assessment of the current security accounting system that is in place at the Bank;

(xvi) Implement procedures to ensure that the accounting system reflects the proper NRSRO ratings and that securities pricing reflects the accurate market pricing for structured products; and

(xvii) Provide reporting to monitor the compliance with Federal Home Loan Bank -Topeka collateral standards in regards to current NRSRO ratings on non-agency CMOs.

(b) The Investment Policy should also be consistent with the Federal Financial Institutions Examination Council's instructions for Call Reports, Generally Accepted Accounting Principles, and in compliance with FDIC Supervisory Policy Statement on Investment Securities and End-User Derivatives Activities (May 26, 1998).

(c) The Bank shall submit the Investment Policy to the Regional Director and the Commissioner for review and comment. Within 10 days after receipt of comments from the Regional Director and the Commissioner, regarding the Investment Policy, the Bank shall adopt the Investment Policy, including any modifications or amendments requested by the Regional Director and the Commissioner.

(d) To the extent the Investment Policy, including any modifications or amendments requested by the Regional Director or the Commissioner, has not previously been initiated, the Bank shall immediately initiate measures detailed in the Investment Policy. The minutes of the Bank's board of directors' meeting shall fully describe any discussion of the Investment Policy, its modifications or amendments.

(e) For so long as this ORDER is outstanding, the Bank shall review the Investment Policy, annually, for adequacy and, based upon such review, shall make necessary revisions to the Investment Policy.

(f) Within 10 days from the effective date of this ORDER, the Bank shall review their interest rate risk models and the attendant modeling process. This review shall encompass criticisms noted in the current and previous Reports of Examination and the August 2009 Visitation. The current models utilized by the Bank are insufficient for measuring both risk to earnings and economic value of equity ("EVE") given the complexity of the Bank's balance sheet; thus, subsequent to this review, the Bank will procure and implement interest rate risk models that are capable of measuring both risk to earnings and EVE given the complexity of the Bank's balance sheet. The Bank will also implement an effective control process that will ensure the integrity of the modeling process and conform to the requirements discussed in the Joint Agency Statement of Policy on Interest Rate Risk (June 26, 1996) and the Advisory on Interest Rate Risk Management (January 6, 2010) (FIL-2-2010).

INTEREST RATE RISK POLICY

3. (a) Within 60 days after the effective date of this ORDER, the Bank shall submit to the Regional Director and the Commissioner, for review and comment, a written Interest Rate Risk Policy and Procedures ("IRR Policy").

(b) The IRR Policy shall include, at a minimum:

(i) Measures designed to control the nature and amount of interest rate risk the Bank takes, including those that specify risk limits and define lines of responsibilities and authority for managing risk;

(ii) An effective system to identify and measure interest rate risk;

(iii) An effective system to monitor and report risk exposures;

(iv) Effective interest rate risk measurement models;

(v) Effective interest rate risk measurement modeling;

(vi) Effective measure of risk to net interest income and net income by conducting:

(aa) An immediate interest rate shock analysis;

(bb) An interest rate stress analysis;

(cc) A 100 basis point parallel and non-parallel rate change analysis;

(dd) A 200 basis point parallel and non-parallel rate change analysis;

(ee) A 300 basis point parallel and non-parallel rate change analysis; and

(vii) A system of internal controls, reviews, and audits to ensure the integrity of the overall risk management process.

(c) Within 10 days after receipt of comments by the Regional Director and the Commissioner, regarding the IRR Policy, the Bank shall adopt the IRR Policy, including any modifications or amendments requested by the Regional Director and the Commissioner.

(d) The Bank shall immediately initiate measures detailed in the IRR Policy, as amended or modified, to the extent the IRR Policy has not previously been initiated. The minutes of the board of directors' meeting shall fully describe any discussion of the IRR Policy, its modifications or amendments.

(e) For so long as this ORDER is outstanding, the Bank shall review the IRR Policy, annually, for adequacy and, based upon such review, shall make necessary revisions to the IRR Policy to strengthen funds management procedures.

DEPENDENCY POLICY

4. (a) Within 60 days after the effective date of this ORDER, the Bank shall submit to the Regional Director and the Commissioner, for review and comment, a written Dependency Policy describing the means and timing by which the Bank shall achieve and maintain a net non-core funding dependence ratio equal to or less than 45 percent ("Dependency Policy"). The methodology the Bank shall use for computing the dependence ratio is set forth in the Uniform Bank Performance Report User Guide, Page III-5, December 2008. The Bank shall continue to reduce the Bank's dependence ratio below 45 percent.

(b) Within 20 days after receipt of comments by the Regional Director and the Commissioner, regarding the Dependency Policy, the Bank shall adopt the Dependency Policy, including any modifications or amendments requested by the Regional Director and the Commissioner.

(c) The Bank shall immediately initiate measures detailed in the Dependency Policy, as amended or modified, to the extent the Bank has not initiated such measures. The minutes of the Bank's board of directors' meeting shall fully describe any discussion of the Dependency Policy, its modifications or amendments.

(d) Annually thereafter while this ORDER is in effect, the Bank shall review the Dependency Policy for adequacy and, based upon such review, shall make necessary revisions to the Dependency Policy to strengthen funds management.

ECONOMIC VALUE OF EQUITY POLICY

5. (a) Within 60 days after the effective date of this ORDER, the Bank shall submit to the Regional Director and the Commissioner, for review and comment, a written policy reflecting the means and timing by which the Bank shall achieve and maintain the following EVE limits in both a parallel and non-parallel interest rate change: 1) for a 100 basis point increase or decrease in interest rates, the Bank's EVE cannot vary more than 20 percent or be less than 5.6 percent Tier 1 Leverage Capital; 2) for a 200 basis point increase or decrease in interest rates, the Bank's EVE cannot vary more than 40 percent or be less than 4.2 percent Tier 1 Leverage Capital; 3) for a 300 basis point increase or decrease in interest rates, the Bank's EVE cannot vary more than 70 percent or be less than 2.1 percent Tier 1 Leverage Capital ("EVE Policy").

(b) Within 20 days after receipt of comments by the Regional Director and the Commissioner, regarding the EVE Policy, the Bank shall approve the EVE Policy, including any modifications or amendments requested by the Regional Director and the Commissioner.

(c) The Bank shall immediately initiate measures detailed in the EVE Policy, as amended or modified, to the extent the Bank has not initiated such measures. The minutes of the Bank's board of directors' meeting, shall fully describe any discussion of the EVE Policy, its modifications or amendments.

(d) Annually thereafter, while this ORDER is in effect, the Bank shall review the EVE Policy for adequacy and, based upon such review, shall make necessary revisions to the EVE Policy.

ASSET/LIABILITY MANAGEMENT POLICY

6. (a) Within 60 days after the effective date of this ORDER, the Bank shall submit to the Regional Director and the Commissioner for review and comment a revised Asset/Liability Management Policy ("ALM Policy") addressing rate sensitivity objectives, liquidity and asset/liability management.

(b) The ALM Policy shall, at a minimum:

(i) Establish a net non-core funding dependence ratio in accordance with paragraph 4 of this ORDER;

(ii) Establish an EVE range in accordance with paragraph 5 of this ORDER;

(iii) Identify the source and use of borrowed and/or volatile funds;

(iv) Address the use of borrowed funds and provide for reasonable maturities commensurate with the use of the borrowed funds;

(v) Address concentration of funding sources;

(vi) Address pricing and collateral requirements with specific allowable funding sources;

(vii) Establish procedures for managing the Bank's sensitivity to interest rate risk that complies with the Joint Agency Statement of Policy on Interest Rate Risk, the Advisory on Interest Rate Risk Management, and the Supervisory Policy Statement on Investment Securities and End-User Derivatives Activities;

(viii) Establish contingency plans by identifying alternative courses of action designed to meet the Bank's liquidity needs; and

(ix) Ensure that the contingency plans address criticisms detailed in the 2008 Report of Examination and the August Visitation, and encompass provisions listed in the FDIC Risk Management Manual of Examination Policies, Section 6.1, Liquidity and Funds Management, Liquidity Contingency Plan and in FIL-84-2008 Liquidity Risk Management ("Contingency Funding Plans").

(c) Within 10 days after receipt of comments by the Regional Director and the Commissioner, regarding the ALM Policy, the Bank shall adopt the ALM Policy, including any modifications or amendments requested by the Regional Director and the Commissioner.

(d) The Bank shall immediately initiate measures detailed in the ALM Policy, as amended or modified, to the extent the Bank has not initiated such measures.

The minutes of the board of directors' meeting shall fully describe any discussion of the ALM Policy, its modifications or amendments.

(e) Annually thereafter while this ORDER is in effect, the Bank shall review the ALM Policy, for adequacy and, based upon such review, shall make necessary revisions to the ALM Policy to strengthen funds management procedures.

GROWTH PLAN

7. As of the effective date of this ORDER, and for so long thereafter as this ORDER is outstanding, the Bank shall not increase its Total Assets by more than five (5) percent during any consecutive six-month period without obtaining the prior written consent of the Regional Director and the Commissioner and without submitting an Asset Growth Plan to the Regional Director and the Commissioner for review and comment. The methodology the Bank shall use for computing the increase in its Total Assets is set forth in the Uniform Bank Performance Report User Guide, Page III-5, December 2008. At a minimum, the Asset Growth Plan shall include the funding source to support the projected growth, as well as the anticipated use of funds and shall be submitted at least 60 days before implementation. Within 10 days after receipt of comments by the Regional Director and the Commissioner, regarding the Asset Growth Plan, the Bank shall adopt the Asset Growth Plan, including any modifications or amendments requested by the Regional Director and the Commissioner. In no event shall the Bank increase its Total Assets by more than ten (10) percent annually.

STRATEGIC PLAN

8. (a) Within 60 days after the effective date of this ORDER, the Bank shall prepare and adopt a comprehensive written Strategic Plan. The Strategic Plan required by this paragraph shall contain an assessment of the Bank's current financial condition and market area, and a description of the operating assumptions that form the basis for major projected income and expense components.

(b) The Strategic Plan shall address, at a minimum:

(i) Strategies for pricing policies and asset/liability management;

(ii) Plans for sustaining adequate liquidity, including back-up lines of credit to meet any unanticipated deposit withdrawals;

(iii) Goals for reducing interest rate risk exposure and volatile liability dependence;

(iv) Financial goals, including pro forma statements for asset growth, capital adequacy, and earnings; and

(v) Formulation of a mission statement and the development of a strategy to carry out that mission.

(c) The Bank shall submit the Strategic Plan to the Regional Director and the Commissioner for review and comment. Within 10 days after receipt of comments by the Regional Director and the Commissioner, regarding the Strategic Plan, the Bank shall adopt the Strategic Plan, including any modifications or amendments requested by the Regional Director and the Commissioner.

(d) To the extent the Strategic Plan, including any modifications or amendments requested by the Regional Director or the Commissioner, has not previously been initiated, the Bank shall immediately initiate measures detailed in the Strategic Plan. The minutes of the Bank's board of directors' meeting shall fully describe any discussion of the Strategic Plan, its modifications or amendments.

(e) Within 15 days from the end of each calendar quarter following the effective date of this ORDER, the board of directors shall evaluate the Bank's performance in relation to the Strategic Plan required by this paragraph, and record the results of the evaluation, and any actions taken by the Bank, in the minutes of the board of directors' meeting at which such evaluation is undertaken.

(f) While this ORDER is in effect, the Strategic Plan required by this ORDER shall be revised and submitted to the Regional Director and the Commissioner for review and comment within 15 days after the end of each calendar year. Within 10 days after receipt of comments by the Regional Director, and the Commissioner, regarding the Strategic Plan, the Bank shall adopt the revised Strategic Plan, including any modifications or amendments requested by the Regional Director and the Commissioner.

PROFIT PLAN AND BUDGET

9. (a) Within 60 days after the effective date of this ORDER, the Bank shall formulate and submit to the Regional Director and the Commissioner for review and comment a written profit plan and a realistic, comprehensive budget for all categories of income and expense for calendar years 2010, 2011 and 2012 ("Profit Plan and Budget").

The Profit Plan and Budget required by this paragraph shall contain formal goals and strategies, be consistent with sound banking practices, reduce discretionary expenses, improve the Bank's overall earnings and net interest income, and shall contain a description of the operating assumptions that form the basis for major projected income and expense components.

(b) The Profit Plan and Budget shall address, at a minimum:

(i) An analysis of the Bank's pricing structure; and

(ii) A recommendation for reducing the Bank's cost of funds.

(c) Within 30 days after the end of each calendar quarter following completion of the Profit Plan and Budget required by this paragraph, the Bank's board of directors shall evaluate the Bank's actual performance in relation to the Profit Plan and Budget, record the results of the evaluation, and note any actions taken by the Bank in the minutes of the board of directors' meeting when such evaluation is undertaken.

(d) A Profit Plan and Budget shall be prepared for each calendar year for which this ORDER is in effect and shall be submitted to the Regional Director and the Commissioner for review and comment within 30 days after the end of each year. Within 30 days after receipt of any comments from the Regional Director and the Commissioner, and after adoption of any recommended changes to the Profit Plan and Budget, the Bank shall approve the Profit Plan and Budget, which approval shall be recorded in the minutes of a board of directors' meeting. Thereafter, the Bank shall implement and follow the Profit Plan and Budget.

MANAGEMENT STAFFING STUDY

10. (a) Within 60 days after the effective date of this ORDER, the Bank shall retain a bank consultant acceptable to the Regional Director and the Commissioner. The consultant shall develop a written analysis and assessment of the Bank's management and staffing needs ("Management Plan") for the purpose of providing qualified management for the Bank.

(b) The Bank shall provide the Regional Director and the Commissioner with a copy of the proposed engagement letter or contract with the consultant for review before it is executed. The contract or engagement letter, at a minimum, should include:

(i) A description of the work to be performed under the contract or engagement letter;

(ii) The responsibilities of the consultant;

(iii) An identification of the professional standards covering the work to be performed;

(iv) Identification of the specific procedures to be used when carrying out the work to be performed;

(v) The qualifications of the employee(s) who are to perform the work;

(vi) The time frame for completion of the work;

(vii) Any restrictions on the use of the reported findings; and

(viii) A provision for unrestricted examiner access to work papers.

(c) The Management Plan shall be developed within 90 days after the effective date of this ORDER. The Management Plan shall include, at a minimum:

(i) Identification of both the type and number of officer positions needed to properly manage and supervise the affairs of the Bank;

(ii) Identification and establishment of such Bank committees as are needed to provide guidance and oversight to active management;

(iii) Evaluation of all Bank officers to determine whether these individuals possess the ability, experience and other qualifications required to perform present and anticipated duties, including adherence to the Bank's established policies and practices, and restoration and maintenance of the Bank in a safe and sound condition;

(iv) Evaluation of the composition of Bank's board of directors;

(v) A plan to ensure that directors of the Bank are not unduly influenced by other directors of the Bank; and

(vi) A plan to recruit and hire any additional or replacement personnel with the requisite ability, experience and other qualifications to fill those officer and director positions identified in the Management Plan.

(d) The Management Plan shall be submitted to the Regional Director and the Commissioner for review and comment upon its completion. Within 30 days after receipt of any comments by the Regional Director and the Commissioner, regarding the Management Plan, and after the adoption of any recommended changes to the Management Plan, the Bank shall approve the Management Plan, and record its approval in the minutes of the board of directors' meeting. Thereafter, the Bank, its directors, officers, and employees shall implement and follow the Management Plan and/or any subsequent modification.

MANAGEMENT

11. (a) While this ORDER is in effect, the Bank shall have and retain qualified management. Each member of management shall possess qualifications and experience commensurate with his or her duties and responsibilities at the Bank. The qualifications of management personnel shall be evaluated on their ability to:

(i) Comply with the requirements of the ORDER;

(ii) Operate the Bank in a safe and sound manner;

(iii) Comply with applicable laws and regulations; and

(iv) Restore all aspects of the Bank to a safe and sound condition, including improving the Bank's capital adequacy, asset quality, management effectiveness, liquidity, and its sensitivity to interest rate risk.

(b) While this ORDER is in effect, the Bank shall notify the Regional Director and the Commissioner in writing of any changes in management. The notification shall include the name(s) and background(s) of any replacement personnel and shall be provided 30 days prior to the individual(s) assuming the new position(s).

DIVIDENDS

12. As of the effective date of this ORDER, the Bank shall not declare or pay any cash dividends without the prior written consent of the Regional Director and the Commissioner.

SALARIES AND BONUSES

13. As of the effective date of this ORDER, the Bank shall not pay any bonuses to any Bank officer or director and shall not increase the salary of any officer or payment to a director without the prior written consent of the Regional Director and the Commissioner.

SHAREHOLDER NOTIFICATION

14. After the effective date of this ORDER, the Bank shall send a copy of this ORDER to its shareholders (1) in conjunction with the Bank's next shareholder communication, and also (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The ORDER, and any accompanying communication, statement, or notice, shall be sent to the FDIC Accounting and Securities Disclosure Section, Washington, D.C. 20429, for review at least 20 days prior to dissemination to shareholders. The Bank shall make any changes requested by the FDIC prior to dissemination of the description, communication, notice, or statement.

PROGRESS REPORTS

15. Within 30 days after the end of the first calendar quarter following the

effective date of this ORDER, and within 30 days after the end of each successive calendar quarter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and manner of any actions taken to secure compliance with this ORDER and the results thereof. The Bank may discontinue submitting the reports when the Bank accomplishes the corrections required by the ORDER and both the Regional Director and the Commissioner has released the Bank in writing from making additional reports.

16. The provisions of this ORDER shall not bar, stop, or otherwise prevent the FDIC or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

17. This ORDER shall be effective on the date of issuance.

18. The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

19. The provisions of this ORDER shall remain effective and enforceable except to the extent that and until such time as any provision has been modified, terminated, suspended, or set aside by the FDIC and the State.

Issued Pursuant to Delegated Authority

Dated: 5th day of April, 2010.

/s/ ______________________________
Thomas J. Dujenski
Regional Director
Dallas Region
Division of Supervision and Consumer Protection
Federal Deposit Insurance Corporation

/s/ ______________________________
Mick Thompson
Commissioner
Oklahoma State Banking Department