FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of	)	
	)	MODIFICATION OF AN ORDER
THE TRUST BANK	)	TO CEASE AND DESIST
F/K/A/ BANK OF LENOX	)	
LENOX, GEORGIA	)	FDIC-08-162b
	)	
(Insured State Nonmember Bank)	)	

On December 12, 2008, the Federal Deposit Insurance Corporation ("FDIC") and the Commissioner (the "Commissioner") for the State of Georgia, Department of Banking and Finance (the "Department") issued an ORDER TO CEASE AND DESIST ("ORDER") to Bank of Lenox, now known as The Trust Bank, Lenox, Georgia, ("Bank"), that became effective on December 22, 2008, and remains in full force and effect, except as now modified. The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a "Stipulation and Consent to the Issuance of a Modification of an Order to Cease and Desist ("CONSENT AGREEMENT") dated November 5, 2010, that is accepted by the FDIC and the Commissioner, hereinafter referred to as "Supervisory Authorities."

With this CONSENT AGREEMENT, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices and/or violations of law or regulation, to the issuance of this Modification of an Order to Cease and Desist ("MODIFICATION") by the FDIC and the Commissioner. The Department may issue an order pursuant to section 7-1-91 of the Official Code of Georgia Annotated, GA Code Ann. Section 7-1-91 (1985).

Having determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) and section 7-1-91 of the Official Code of Georgia Annotated, GA Code Ann. Section 7-1-91 (1985) have been satisfied, the FDIC and the Department hereby order that:

Paragraph 5 is hereby stricken, and in its stead is inserted the following:

RESTRICTIONS ON CERTAIN PAYMENTS

5. (a) While this MODIFICATION is in effect, the Bank shall not declare or pay dividends or bonuses without the prior written approval of the Supervisory Authorities. All requests for prior approval shall be received at least 30 days prior to the proposed dividend or bonus payment declaration date (at least 5 days with respect to any request filed within the first 30 days after the date of this MODIFICATION) and shall contain, but not be limited to, an analysis of the impact such dividend or bonus payment would have on the Bank's capital, income, and/or liquidity positions.

(b) During the term of this MODIFICATION, the Bank shall not make any distributions of interest, principal or other sums on subordinated debentures, if any, without the prior written approval of the Supervisory Authorities.

Paragraph 6 is hereby stricken, and in its stead is inserted the following:

CHARGE-OFF AND REDUCTION OF CLASSIFIED ITEMS

6. (a) Within 10 days from the effective date of this Modification, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" and fifty (50) percent of all assets or portions of assets classified

"Doubtful" in the FDIC Report of Examination dated March 15, 2010 ("2010 Report") that have not been previously collected or charged off. (If an asset classified "Doubtful" is a loan or a lease, the Bank may, in the alternative, increase its ALLL by an amount equal to fifty (50) percent of the loan or lease classified "Doubtful.") Elimination of these assets through proceeds of other loans made by the Bank is not considered collection for purposes of this paragraph.

(b) Additionally, while this Modification remains in effect, the Bank shall, within 30 days of the receipt of any official Report of Examination of the Bank from the Supervisory Authorities, eliminate from its books, by collection, charge-off, or other proper entries, the remaining balance of any assets classified "Loss" and fifty (50) percent of those classified "Doubtful", unless otherwise approved in writing by the Supervisory Authorities.

(c) Within 60 days from the effective date of this MODIFICATION, the Bank shall formulate a written plan to reduce the Bank's risk exposure in each asset in excess of $250,000 classified Substandard or Doubtful in the Report. For purposes of this paragraph, "reduce" means to collect, charge off, or improve the quality of an asset so as to warrant its removal from adverse classification by the Supervisory Authorities. In developing the plan mandated by this paragraph, the Bank shall, at a minimum, and with respect to each adversely classified loan or lease, review, analyze, and document the financial position of the borrower, including source of repayment, repayment ability, and alternative repayment sources, as well as the value and accessibility of any pledged or assigned collateral, and any possible actions to improve the Bank's collateral position.

(d) In addition, the written plan mandated by this paragraph shall include, but not be limited to, the following:

(i) A schedule for reducing the outstanding dollar amount of each adversely classified asset, including timeframes for achieving the reduced dollar amounts (at a minimum, the schedule for each adversely classified asset must show its expected dollar balance on a quarterly basis);

(ii) Specific actions plans intended to reduce the Bank's risk exposure in each classified asset;

(iii) A schedule showing, on a quarterly basis, the expected consolidated balance of all adversely classified assets, and the ratio of the consolidated balance to the Bank's projected Tier 1 capital plus the allowance for loan and lease losses ("ALLL");

(iv) A provision for the Bank's submission of monthly written progress reports to its Board; and

(v) A provision mandating Board review of the progress reports, with a notation of the review recorded in the Board minutes.

(e) The plan mandated by this paragraph shall further require a reduction in the aggregate balance of assets classified "Substandard" and "Doubtful" in the 2010 Report in accordance with the following schedule. For purposes of this paragraph, "number of days" means number of days from the effective date of this MODIFICATION.

(i) Within 180 days, a reduction of twenty-five percent (25%) in the balance of assets classified “Substandard” or “Doubtful.”

(ii) Within 360 days, a reduction of forty-five percent (45%) in the balance of assets classified “Substandard” or “Doubtful.”

(iii) Within 540 days, a reduction of sixty-five percent (65%) in the balance of assets classified “Substandard” or “Doubtful.”

(iv) Within 720 days, a reduction of seventy-five percent (75%) in the balance of assets classified “Substandard” or “Doubtful.”

(f) The requirements of this paragraph do not represent standards for future operations of the Bank. Following compliance with the above reduction schedule, the Bank shall continue to reduce the total volume of adversely classified assets.

(g) Within 60 days from the effective date of this MODIFICATION, the Bank shall submit the written reduction plan to the Supervisory Authorities for review and comment. Within 30 days from receipt of any comment from the Supervisory Authorities, and after due consideration of any recommended changes, the Bank shall approve the plan, which approval shall be recorded in the minutes of the meeting of the Board. Thereafter, the Bank shall implement and fully comply with the plan. Such plan shall be monitored and progress reports thereon shall be submitted to the Supervisory Authorities at 90-day intervals concurrently with the other reporting requirements set forth in this MODIFICATION.

Paragraph 11 is hereby stricken, and in its stead is inserted the following:

ALLOWANCE FOR LOAN AND LEASE LOSSES

11. (a) Immediately upon the entry of this MODIFICATION, the Board shall make a provision to replenish the ALLL which is underfunded as set forth in the 2010 Report.

(b) Within 30 days from the effective date of this MODIFICATION, the Board shall review the adequacy of the ALLL and establish a comprehensive policy for determining the adequacy of the ALLL. For the purpose of this determination, the adequacy of the ALLL shall be determined after the charge-off of all loans or other items classified “Loss” and 50 percent of those classified “Doubtful.” The policy shall provide for a review of the ALLL at least once each calendar quarter in order that the findings of the Board with respect to the ALLL may be properly reported in the quarterly Reports of Condition and Income. The review should focus on the results of the Bank's internal loan review, loan and lease loss experience, trends of delinquent and non-accrual loans, an estimate of potential loss exposure of significant credits, concentrations of credit, and present and prospective economic conditions. The review should include a review of compliance with FAS 5, currently codified as ASC 450, and FAS 114, currently codified as ASC 310-40, including the identification of and the appropriate value for collateral dependent loans. The policy shall adhere to the guidance set forth in the Interagency Policy Statement on the Allowance for Loan and Lease Losses issued under FIL. No. 105-2006, dated December 13, 2006. A deficiency in the ALLL shall be remedied in the calendar quarter it is discovered, prior to submitting the Reports of Condition and Income, by a charge to current operating earnings. The minutes of the Board meeting at which such review is undertaken shall indicate the results of the review. The Bank's policy for determining the adequacy of the ALLL and its implementation shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

Paragraphs 16 and 17 of the ORDER are hereby stricken.

New Paragraphs 16, 17, 18 and 19 are hereby added and incorporated by the MODIFICATION as follows:

SPECIAL MENTION

16. Within 60 days from the effective date of this MODIFICATION, the Bank shall correct the cited deficiencies in the loans listed for "Special Mention" in the 2010 Report.

NO MATERIAL GROWTH WITHOUT PRIOR NOTICE

17. While this Order is in effect, the Bank must notify the Supervisory Authorities at least 60 days prior to undertaking asset growth of 5% or more or initiating material changes in asset or liability composition. In no event shall asset growth result in non-compliance with the capital maintenance provisions of this ORDER unless the Bank receives prior written approval from the Supervisory Authorities.

PROGRESS REPORTS

18. Within 30 days from the end of the first quarter following the effective date of this MODIFICATION, and within 30 days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Supervisory Authorities detailing the form and manner of any actions taken to secure compliance with the ORDER and this MODIFICATION and the results thereof. Such reports shall include a copy of the Bank's Reports of Condition and of Income. Such reports may be discontinued when the

corrections required by the ORDER and this MODIFICATION have been accomplished and the Supervisory Authorities have released the Bank in writing from making further reports. All progress reports and other written responses to the ORDER and this MODIFICATION shall be reviewed by the Board and made a part of the minutes of the appropriate Board meeting.

DISCLOSURE

19. Following the issuance of this MODIFICATION, the Bank shall provide to its shareholders or otherwise furnish a description of this MODIFICATION in conjunction with the Bank's next shareholder communication or in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the MODIFICATION in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Division of Supervision and Consumer Protection, Accounting and Securities Disclosure Section, 550 17th Street, N.W., Room F-6066, Washington, D.C. 20429 and to the Commissioner, Georgia Department of Banking and Finance, 2990 Brandywine Road, Suite 200, Atlanta, Georgia 30341-5565, to review at least twenty (20) days prior to dissemination to shareholders. The Bank shall make any changes required by the Supervisory Authorities prior to dissemination of the description, communication, notice, or statement.

The provisions of this MODIFICATION shall not bar, estop, or otherwise prevent the FDIC, the Commissioner 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.

This MODIFICATION shall be effective on the date of issuance.

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

The provisions of this MODIFICATION 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 in writing.

Issued Pursuant to Delegated Authority

Dated this 15th day of November, 2010.

/s/

Thomas J. Dujenski
Regional Director
Division of Supervision and Consumer Protection
Atlanta Region
Federal Deposit Insurance Corporation

The Georgia Department of Banking and Finance, having duly approved the foregoing MODIFICATION, and the Bank, through its Board, agree that the issuance of said MODIFICATION by the FDIC shall be binding as between the Bank and the Georgia Commissioner of Banking and Finance to the same degree and to the same legal effect that such MODIFICATION would be binding if the Department had issued a separate MODIFICATION that included and incorporated all of the provisions of the foregoing MODIFICATION, pursuant to Official Code of Georgia Annotated § 7-1-91, Ga. Code. Ann. § 7-1-91 (1985).

Dated this 8th of November, 2010.

/s/

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Robert M. Braswell
Commissioner
Department of Banking and Finance
State of Georgia