



June 30, 2015

AloStar Bank of Commerce
Andrew S. McGhee
Chief Executive Officer
AloStar Bank of Commerce
3680 Grandview Parkway, Suite 300
Birmingham, Alabama 35243

Subject: AloStar Bank of Commerce

Dear Mr. McGhee:

The FDIC's Division of Risk Management Supervision, acting under delegated authority, has reviewed your request, on behalf of AloStar Bank of Commerce (the "Bank"), for a modification of Condition Number 7 of the FDIC's Order granting Federal Deposit Insurance (the "Order"), issued on April 13, 2011. Condition Number 7 of the Order requires that at least fifty percent of the Bank's Board of Directors shall be independent directors with banking or related financial management expertise.

The Bank requested a modification to this condition governing the proportion of independent directors required under the Order subsequent to the December 2014 retirement of Michael Gillfillan, the Bank's Chairman and Chief Executive Officer.

Your request is hereby approved and Condition Number 7 is modified to read:

7. At all times hereafter, at least forty percent of the Bank's Board of Directors shall be independent directors with banking or related financial management experience. For the purposes of this condition, an "independent director" is one that (a) is not a principal, director, member, officer, or employee of the Bank, or any other Investors, (b) is otherwise "independent of management" within the meaning of 12 C.F.R. 363, (c) who does not own or control more than five percent (5%) of the outstanding shares of the Bank, and (d) has not been otherwise determined by the Alabama State Banking Department ("State") or the FDIC to lack sufficient independence. In each case, service by these individuals on the Bank's Board of Directors will be subject to prior review and non-objection by the appropriate FDIC Regional Director and the State.

All other Conditions contained in the Order are unchanged and remain in effect. Should you have any questions regarding this matter, please contact Assistant Regional Director Frank Gray or Case Manager Chris Hoffman at (678) 916-2389.

Sincerely,

/s/

Lisa D. Arquette
Associate Director