

October 31, 2007

Mr. Jerry R. Stapleton
President and Chief Executive Officer
State Bank of Georgia
Post Office Box 128
Fayetteville, Georgia 30214

Dear Mr. Stapleton:

Subject: State Bank of Georgia (In Organization)
Fayetteville, Fayette County, Georgia

This letter responds to your application dated October 15, 2007, in which you request a modification of the Order granting Federal deposit insurance issued on June 6, 2007. The original Order required paid-in capital of \$12,500,000, consisting solely of common stock. Your letter requests that condition (1) of the Order be modified to require beginning paid-in capital to consist of not less than \$11,900,000 in common stock and \$600,000 in preferred stock. We have approved your request and made this modification to our Order. A copy of the revised Order is enclosed.

Please direct any additional questions to Case Manager Lesa A. Lovely of my staff at (678) 916-2203.

Sincerely,

/s/

Mark S. Schmidt
Regional Director

Enclosure

In Re: State Bank of Georgia
Fayetteville, Fayette County, Georgia
Application for Federal Deposit Insurance

AMENDED ORDER

The undersigned, acting on behalf of the Board of Directors of the FDIC, pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act and relating to the application for Federal deposit insurance for State Bank of Georgia, a proposed new State nonmember bank to be located at 131 Gingercake Road, Fayetteville, Fayette County, Georgia, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by State Bank of Georgia for Federal deposit insurance be and is approved subject to the following conditions:

- (1) That beginning paid-in capital funds of not less than \$12,500,000 be provided, of which not less than \$5,950,000 shall be allocated to common capital, not less than \$60,000 to preferred capital, and not less than \$6,490,000 to surplus;
- (2) That the Tier 1 capital to assets leverage ratio (as defined in the appropriate capital regulation and guidance of the institution's primary federal regulator) will be maintained at not less than eight percent throughout the first three years of operation and that an adequate allowance for loan and lease losses will be provided;
- (3) That any changes in proposed management or proposed ownership (10% or more of stock), including new acquisitions of or subscriptions to 10% or more of the stock, shall be approved by the FDIC prior to opening of the bank;
- (4) That an accrual accounting system be adopted for maintaining the bank's books;
- (5) That sufficient fidelity coverage on the bank's active officers and employees to conform with generally accepted banking practices be obtained prior to opening for business;
- (6) That the bank obtain an audit of its financial statements by an independent public accountant annually for at least the first three years after deposit insurance coverage is effective and submit to the Atlanta Regional Office (i) a copy of the audited financial statements and the independent public auditor's report thereon within 90 days after the end of the bank's fiscal year, (ii) a copy of any other reports by the independent auditor (including any management letters) within 15 days of receipt, and (iii) written notification within 15 days when a change in its independent auditor occurs;

- (7) That the bank shall operate within the parameters of the business plan submitted to the FDIC, and, furthermore, during the first three years of operations, the bank shall notify the Regional Director of the FDIC of any proposed major deviation or material change from the submitted plan 60 days before consummation of the change;
- (8) That any proposed stock compensation plans (including stock options, warrants, or other similar stock based compensation plans) to be granted to directors, executive officers or incorporators of the bank during the first three years of operation require prior notice and letter of non-objection from the Atlanta Regional Director;
- (9) That Federal deposit insurance shall not become effective unless and until the applicant has been granted a charter as a depository institution, that it has authority to conduct a banking business, and that its establishment and operation as a bank have been fully approved by the Georgia Department of Banking and Finance;
- (10) That until the bank is established, the Corporation shall have the right to alter, suspend, or withdraw the said commitment should any interim development be deemed to warrant such action; and,
- (11) That if deposit insurance has not become effective within twelve months from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the Corporation, the consent granted shall expire at the end of the said twelve-month period.

Dated at Atlanta, Georgia, this 6th day of June, 2007.

FEDERAL DEPOSIT INSURANCE CORPORATION

By: _____ /s/
Mark S. Schmidt
Regional Director
Atlanta Region