



Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Avenue, NE
Atlanta, GA 30303

Conditional Approval #553
November 2002

October 2, 2002

Steven J. Eisen
Attorney
Baker, Donelson, Bearman & Caldwell
Commerce Center
211 Commerce Street, Suite 1000
Nashville, Tennessee 37201

Re: Merger of Frontier National Bank, Sylacauga, AL into
Frontier National Bank, LaGrange, GA
Control No. 2002-SE-02-0019

Dear Mr. Eisen:

This is to inform you that the Comptroller of the Currency (OCC) has conditionally approved the proposal to merge Frontier National Bank, Sylacauga, Alabama into Frontier National Bank, LaGrange, Georgia. This conditional approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and the merger agreement and by the bank's representatives.

This approval is subject to the condition that the bank provide the OCC with 30 days' prior notice of any material change in the bank's business plan or any material change from the proposed changes to the bank's business plan described in the bank's plan of reorganization. The conditions of this approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. 1818. As such, the conditions are enforceable under 12 U.S.C. 1818.

Further, this merger is conditionally approved with the understanding that the applicant will not consummate this transaction prior to December 16, 2002, as represented in the August 16, 2002 cover letter to the merger application. If the merger is not consummated within one year from this date, the approval shall automatically terminate unless the OCC has granted an extension.

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The district office must be advised in writing at least 10 days in advance of the desired effective date for the merger so that the OCC may issue the necessary certification letter. The effective date must be:

- a. On or after December 16, 2002, and,
- b. On or after the date of any other required regulatory approval.

We will not issue a letter certifying consummation of the transaction until we have received:

1. A Secretary's Certificate for each applicant institution, certifying that a majority of the board of directors has agreed to the proposed merger,
2. An executed merger agreement with articles of association for the resulting bank attached, and,
3. A Secretary's Certificate from each institution, certifying that the shareholders approvals have been obtained.

If you have any questions, please contact Licensing Analyst Dennis Oswald at (404) 588-4525.

Sincerely,

-signed-

John O. Stein
Licensing Manager