



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

February 27, 2008

**Conditional Approval #840
March 2008**

Joe E. Sharp
Chairman
First National Bank and Trust Company of Weatherford
4009 Airport Freeway
Bedford, Texas 76021

Re: Application to merge First National Bank of the Mid-Cities, Bedford, Texas into
First National Bank and Trust Company of Weatherford, Weatherford, Texas.
Application Control No. 2006-SO-02-0027

Dear Mr. Sharp:

On February 27, 2008, I conditionally approved your proposal to merge First National Bank of the Mid-Cities, Bedford, Texas into First National Bank and Trust Company of Weatherford, Weatherford, Texas ("FNB"). This approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of your representatives.

I reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 U.S.C. 1828 (c), 12 CFR 5.33, and other applicable OCC regulations and policies. Among other matters, I found that the proposed transaction would not have significant anticompetitive effects. I considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. I considered these factors and found them consistent with approval.

This approval is subject to the following condition:

FNB shall give the Fort Worth Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice.

This condition of approval is a condition "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

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The district office must be advised in writing in advance of the desired effective date for the merger, so it may issue the necessary certification letter. If the merger is not consummated within one year from the approval date, the approval shall automatically terminate, unless an extension of the time period is granted.

This approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or an officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

A separate letter is enclosed requesting your feedback on how we handled the application. We would appreciate your response so we may improve our service. If you have any questions, contact National Bank Examiner/Licensing Analyst Dana Yarborough at (214) 720-7052 or by email at dana.yarborough@occ.treas.gov.

Yours truly,

signed

Karen H. Bryant
Director for District Licensing

Enclosure