

FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

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	)	
TEXAS BANK	)	ORDER CONDITIONALLY
HENDERSON, TEXAS	)	GRANTING APPROVAL
(INSURED DEPOSITORY INSTITUTION)	)	FOR WAIVER OF CROSS
	)	GUARANTEE LIABILITY
	)	
	)	FDIC-10-893KK
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WHEREAS, Henderson Texas Bancshares, Inc., Henderson, Texas (“Henderson”), a one-bank holding company that owns 100% of Texas Bank, Henderson, Texas (“Texas Bank”), entered into a Stock Purchase Agreement (“Agreement”) on September 1, 2010, with Prosper Bancshares, Inc., Prosper, Texas (“PBI”), a one-bank holding company that owns 100% of Prosper Bank, Prosper, Texas (“Prosper Bank”) and, thereunder, has agreed to acquire 85% of the common stock of PBI for \$4 million; and

WHEREAS, under the Agreement, following the purchase of the PBI stock, the proceeds of the sale, \$4 million, would be injected into Prosper Bank; and

WHEREAS, completion of the stock purchase is conditioned upon Texas Bank being exempt from any cross guaranty liability under Section 5(e) of the Federal Deposit Insurance Act for any losses the FDIC might incur as a result of the default of or FDIC assistance to Prosper Bank for a term of two years from the consummation of the stock transaction; and

WHEREAS, on October 4, 2010, Henderson requested a waiver of potential cross-guarantee liability against Texas Bank for a period of two years following the consummation of the stock transaction;

BE ADVISED that the Board of the FDIC, having fully considered the facts and information relating to the foregoing request, has concluded that granting the request for a time limited waiver of cross-guarantee liability for a period of two years, is in the best interests of the Deposit Insurance Fund and that approval of the request should be and hereby is granted, subject to the conditions and restrictions set forth below.

IT IS THEREFORE ORDERED THAT:

1. This ORDER CONDITIONALLY GRANTING APPROVAL FOR WAIVER OF CROSS GUARANTEE LIABILITY (ORDER) grants to Texas Bank a two year waiver of any potential cross-guarantee liability resulting from Henderson's controlling interest in Prosper Bank.
2. This two year waiver will become effective, and shall be conditioned upon, the completion of the proposed acquisition of a controlling interest in PBI by Henderson once receiving any necessary approval from the Federal Reserve Bank of Dallas and the Texas Department of Banking. Absent such completion, this ORDER will become null and void on March 31, 2011, unless, upon the written request of the applicant, the FDIC, in its discretion, grants an extension in writing of that time period.
3. This ORDER is only effective if, following the purchase of the PBI stock by Henderson, the proceeds of the sale, \$4 million, are injected into Prosper Bank in cash, or other liquid asset acceptable to the FDIC Dallas Regional Director.

4. Neither Texas Bank nor Henderson shall cause Prosper Bank to return or repay (through cash dividends or by any other means) any of the \$4 million capital injection for the duration of the waiver. Additionally, for the duration of the Order, Prosper Bank will not issue any dividend that would reduce Prosper Bank's capital level below "well capitalized" as defined by 12 C.F.R. §325.103(b)(1).
5. As required by 12 U.S.C. §1815(e)(5)(B), during the two year period of the waiver, Texas Bank, Prosper Bank, and all other insured depository institution affiliates shall comply fully with the restrictions of 12 U.S.C. § 371c and 12 U.S.C. §371c-1 without regard to section 12 U.S.C. §371c(d)(1).
6. The exemption granted by this ORDER may not be conveyed or otherwise transferred.

Dated at Washington, D.C., this 25th day of January, 2011.

/s/
Sandra L. Thompson
Director
Division of Supervision and Consumer Protection