FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

And

STATE OF GEORGIA
DEPARTMENT OF BANKING AND FINANCE
ATLANTA, GEORGIA

In the Matter of THE TRUST BANK F/K/A BANK OF LENOX LENOX, GEORGIA (INSURED STATE NONMEMBER BANK)	)))))))))	SECOND MODIFICATION OF AN ORDER TO CEASE AND DESIST FDIC-08-162b

On December 12, 2008, the Federal Deposit Insurance Corporation ("FDIC") and the Commissioner (the "Commissioner") for the State of Georgia, Department of Banking and Finance ("the Department") issued an ORDER TO CEASE AND DESIST ("ORDER") to Bank of Lenox, now known as The Trust Bank, Lenox, Georgia, ("Bank"), that became effective on December 22, 2008, that remains in full force and effect; on November 15, 2010, the FDIC and the Department issued a MODIFICATION OF AN ORDER TO CEASE AND DESIST ("MODIFICATION"), and remains in full force and effect, except as now modified.

The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a Stipulation and Consent to the Issuance of a Second Modification of an Order to Cease and Desist ("SECOND CONSENT AGREEMENT") dated June 25, 2014, that is accepted by the FDIC and the Department, hereinafter collectively referred to as "Supervisory Authorities." With this SECOND CONSENT AGREEMENT, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices and/or violations of law or regulation relating to capital, asset quality, management, earnings, liquidity, sensitivity to market risk and information technology to the issuance of this Second Modification of an Order to Cease and Desist ("SECOND MODIFICATION") by the FDIC and the Department. The Department may issue an order pursuant to section 7-1-91 of the Official Code of Georgia Annotated, GA Code Ann. Section 7-1-91 (1985).

Having determined that the requirements for the issuance of an order under section 8(b) of the Federal Deposit Insurance Act ("the Act"), 12 U.S.C. § 1818(b) and section 7-1-91 of the Official Code of Georgia Annotated, GA Code Ann. Section 7-1-91 (1985) have been satisfied, the FDIC and the Department hereby order that:

Paragraphs 1, 2, 3, 4, 7, 8, 9, 10, 12, 13, 14, and 15, of the ORDER are hereby stricken.

Paragraphs 5, 6, 11, 16, 17, 18, and 19 of the MODIFICATION are hereby stricken.

New Paragraphs 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, and 22 are hereby added and incorporated by the SECOND MODIFICATION as follows:

BOARD OF DIRECTORS

1. (a) As of the effective date of this SECOND MODIFICATION, the Board shall increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities, consistent with the role and expertise commonly expected for directors of banks of comparable size. This participation shall include meetings to be held no less frequently than monthly at which, at a minimum, the following areas shall be reviewed and approved: reports of income and expenses; new, overdue, renewal, insider, charged off, and recovered loans; investment activity; adoption or modification of operating policies; individual committee reports; audit reports; internal control

reviews including management's responses; and compliance with this SECOND MODIFICATION. Board meeting minutes shall document these reviews and approvals, including the names of any dissenting directors.

(b) Within 30 days from the effective date of this SECOND MODIFICATION, the Board shall establish a Board committee ("Directors' Committee"), with no less than three members and comprised of a majority of outside Directors, charged with the responsibility of ensuring that the Bank complies with the provisions of this SECOND MODIFICATION. The Directors' Committee shall formulate and review monthly reports detailing the Bank's actions with respect to compliance with this SECOND MODIFICATION. The Directors' Committee shall present a report detailing the Bank's adherence to this SECOND MODIFICATION to the Board at each regularly scheduled Board meeting. Such report shall be recorded in the appropriate minutes of the Board's meetings and shall be retained in the Bank's records. Establishment of this committee does not in any way diminish the responsibility of the entire Board to ensure compliance with the provisions of this SECOND MODIFICATION.

MANAGEMENT

2. (a) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall have and retain qualified management with the qualifications and experience commensurate with assigned duties and responsibilities at the Bank. Each member of management shall be provided appropriate written authority from the Board to implement the provisions of this SECOND MODIFICATION. At a minimum, management shall include the following:

(i) A chief executive officer with proven ability in managing a bank of comparable size and in effectively implementing lending, investment and operating policies in accordance with safe and sound banking practices;

(ii) A senior lending officer with appropriate lending, collection, and loan supervision experience, and experience in upgrading a low quality loan portfolio; and

(iii) A chief operating officer with appropriate experience in managing the operations of a bank of similar size and complexity in accordance with sound banking practices.

(b) During the life of this SECOND MODIFICATION, the Bank shall notify the Supervisory Authorities, in writing, of the resignation or termination of any of the Bank's directors or senior executive officers. Prior to the addition of any individual to the Board or the employment of any individual as a senior executive officer, the Bank shall comply with the requirements of section 32 of the Act, 12 U.S.C. § 1831i, 12 C.F.R. §§ 303.100-303.104. The Bank shall also obtain the written approval of the Department prior to the addition of any individual to the Board or the employment of any individual as an executive officer. If the Regional Director issues a notice of disapproval pursuant to 12 U.S.C. § 1831i, or the Department issues a letter of disapproval with respect to the proposed individual, then such individual may not be added to the Board or employed by the Bank.

CAPITAL

3. (a) During the life of this SECOND MODIFICATION, the Bank shall maintain a Tier 1 Capital Ratio of at least 7.0 percent and a Total Risk-Based Capital Ratio of at least 10.0 percent as those capital ratios are defined in 12 C.F.R. Part 325.

(b) The level of Tier 1 Capital to be maintained pursuant to this paragraph shall be in addition to a fully funded allowance for loan and lease losses ("ALLL"), the adequacy of which shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(c) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall submit to the Supervisory Authorities a written capital plan. Such capital plan shall detail the steps that the Bank shall take to achieve and maintain the capital requirements set forth in this SECOND MODIFICATION. In developing the capital plan, the Bank shall take into consideration:

(i) The volume of the Bank's adversely classified assets;

(ii) The nature and level of the Bank's asset concentrations;

(iii) The adequacy of the Bank's ALLL;

(iv) The anticipated level of retained earnings;

(v) Anticipated and contingent liquidity needs; and

(vi) The source and timing of additional funds to fulfill future capital needs.

(d) In addition, the capital plan must include a contingency plan in the event that the Bank has failed to:

(i) Maintain the minimum capital ratios required by this paragraph;

(ii) Submit an acceptable capital plan as required by this paragraph; or

(iii) Implement or adhere to a capital plan to which the Supervisory Authorities have taken no written objection pursuant to this paragraph.

(e) The contingency plan shall include a plan to sell or merge the Bank. The Bank shall implement the contingency plan upon written notice from the Supervisory Authorities.

RESTRICTIONS OF CERTAIN PAYMENTS

4. (a) While this SECOND MODIFICATION is in effect, the Bank shall not declare or pay dividends, bonuses, or make any other form of payment outside the ordinary course of business resulting in a reduction of capital, without the prior written approval of the Supervisory Authorities. All requests for prior approval shall be received at least 30 days prior to the proposed dividend or bonus payment declaration date (or at least 5 days with respect to any request filed within the first 30 days from the date of this SECOND MODIFICATION) and shall contain, but not be limited to, an analysis of the impact such dividend or bonus payment would have on the Bank's capital, income, and/or liquidity positions.

(b) During the term of this SECOND MODIFICATION, the Bank shall not make any distributions of interest, principal or other sums on subordinated debentures, if any, without the prior written approval of the Supervisory Authorities.

CHARGE-OFF LOSS

5. (a) Within 10 days from the effective date of this SECOND MODIFICATION, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss” in the Report of Examination dated June 3, 2013, (the "Report"), that have not been previously collected or charged-off. Elimination of any of these assets through proceeds of other loans made by the Bank is not considered collection for purposes of this paragraph.

(b) Additionally, while this SECOND MODIFICATION remains in effect, the Bank shall, within 30 days from the receipt of any official Report of Examination or Report of Visitation of the Bank from the FDIC or the Department, eliminate from its books, by collection, charge-off, or other proper entry, the remaining balance of any asset classified "Loss" and 50 percent of those assets classified "Doubtful" unless otherwise approved in writing by the Supervisory Authorities. If an asset is classified "Doubtful", the Bank may, in the alternative, charge-off the amount that is considered uncollectible in accordance with the Bank's written analysis of loan or lease impairment.

NO ADDITIONAL CREDIT

6. (a) Beginning with the effective date of this SECOND MODIFICATION, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged off or classified, in whole or in part, "Loss" or "Doubtful" and is uncollected. The requirements of this paragraph shall not prohibit the Bank from renewing credit already extended to a borrower after full collection, in cash, of interest due from the borrower.

(b) Additionally, during the life of this SECOND MODIFICATION, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, "Substandard."

(c) The preceding limitations on additional credit shall not apply if the Bank's failure to extend further credit to a particular borrower would be detrimental to the best interests of the Bank. Prior to the extension of any additional credit pursuant to this paragraph, either in the form of an extension or further advance of funds, such additional credit shall be approved by a majority of the Board or a designated committee thereof, who shall certify in writing that:

(i) The failure of the Bank to extend such credit would be detrimental to the best interests of the Bank, including an explanatory statement of why it would be detrimental to the Bank's best interests;

(ii) The Bank's position would be improved thereby, including an explanatory statement of how the Bank's position would be improved; and

(iii) An appropriate workout plan has been developed and will be implemented in conjunction with the additional credit to be extended.

(d) The signed certification shall be made a part of the meeting minutes of the Board or its designated committee and a copy of the signed certification shall be retained in the borrower's credit file.

(e) Any additional extensions of credit to classified borrowers made under this provision shall be reported to the Supervisory Authorities at 90-day intervals with the other reporting requirements set forth in this SECOND MODIFICATION. At a minimum, the 90-day reports shall include the name of the classified borrower, the amount of additional credit extended, and the total outstanding balance of credit extended to the classified borrower.

CLASSIFIED ASSET REDUCTION

7. (a) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall submit a written plan to the Supervisory Authorities to reduce the remaining assets classified "Substandard" in the Report or any future regulatory examination report. The plan shall address each asset so classified with a balance of $100,000 or greater and provide the following:

(i) The name under which the asset is carried on the books of the Bank;

(ii) Type of asset;

(iii) Actions to be taken in order to reduce the classified asset; and

(iv) Timeframes for accomplishing the proposed actions.

(b) The plan shall also include, at a minimum:

(i) A review of the financial position of each such borrower, including the source of repayment, repayment ability, and alternate repayment sources; and

(ii) An evaluation of the available collateral for each such credit, including possible actions to improve the Bank's collateral position.

(c) In addition, the Bank's plan shall contain a schedule detailing the projected reduction of total classified assets on a quarterly basis. Further, the plan shall require the submission of monthly progress reports to the Board and mandate a review by the Board.

(d) The Bank shall present the plan to the Supervisory Authorities for review. Within 30 days from the Supervisory Authorities' response, the plan, including any requested modifications or amendments, shall be adopted by the Board and the approval shall be recorded in the Board minutes. The Bank shall then immediately implement the plan.

(e) For purposes of the plan, the reduction of adversely classified assets as of the Report shall be detailed using quarterly targets expressed as a percentage of the Bank's Tier 1 Capital plus the Bank's ALLL and may be accomplished by:

(i) Charge-off;

(ii) Collection;

(iii) Sufficient improvement in the quality of adversely classified assets so as to warrant removing any adverse classification, as determined by the FDIC or the Department; and/or

(iv) Increase in the Bank's Tier 1 Capital.

CONCENTRATIONS OF CREDIT

8. Within sixty (60) days from the effective date of this SECOND MODIFICATION, the Bank shall perform an analysis and develop a plan with respect to the concentrations of credit listed on the Concentrations page(s) of the Report. Board policies shall include appropriate limitations for bank concentrations in relation to Tier 1 Capital and total assets. A copy of these analyses, plans, and policies shall be provided to the Supervisory Authorities. The implementation of the plans and policies shall be in a form and manner acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

LENDING

9. Within 60 days from the effective date of this SECOND MODIFICATION, the Board shall review, revise, adopt, and implement its written lending and collection policy to provide effective guidance and control over the Bank's lending and credit administration functions, which implementation shall include the resolution of those exceptions enumerated in the Report. The written policy shall include specific guidelines for concentrations of credit, placing loans on nonaccrual status, limitations on interest reserves and deferred payment plans, procedures to ensure that the Bank performs appropriate underwriting prior to purchasing loan participations, and provisions which establish a written policy governing the Bank's commercial real estate portfolio. In addition, the Bank shall obtain adequate and current documentation for all loans in the Bank's loan portfolio. Such policy and its implementation shall be in a form and manner acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

ALLOWANCE FOR LOAN AND LEASE LOSSES

10. (a) Immediately upon the issuance of this SECOND MODIFICATION, the Board shall make a provision to replenish the ALLL, which as of the date of the examination was underfunded as set forth in the Report.

(b) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank must determine the Bank's ALLL reserve adequacy using Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 450 (Topic 450, "Contingencies") and ASC 310-10-35 (Section 35, "Subsequent Measurement General," of Subtopic 310-10). Provisions for loan losses must be based on the inherent risk in the Bank's loan portfolio. The Bank must also adhere to the guidance set forth in the *Interagency Policy Statement on the Allowance for Loan and Lease Losses*, FIL-105-2006 (Dec. 13, 2006). The Board must document and support in writing any decision to not require provisions for ALLL in the Board meeting minutes.

BUDGET

11. (a) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall implement a written plan and a comprehensive budget for all categories of income and expense for the calendar year ending 2014. The plan and budget required by this paragraph shall include formal goals and strategies, consistent with sound banking practices, and take into account the Bank's other written policies in order to improve the Bank's net interest margin, reduce discretionary expenses, control overhead, and improve and sustain earnings of the Bank. The plan shall include a description of the operating assumptions that form the basis for, and adequately support, major projected income and expense components. Thereafter, the Bank shall

formulate such a plan and budget by November 30 of each subsequent year and submit the plan and budget to the Supervisory Authorities for review and comment by December 15 of each subsequent year. The plan and budget required by this SECOND MODIFICATION shall be acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

(b) On a monthly basis, the Board shall evaluate the Bank's actual performance in relation to the plan and budget required by this SECOND MODIFICATION and shall record the results of the evaluation, and any actions taken by the Bank, in the minutes of the Board meeting at which such evaluation is undertaken. The actual performance compared to the budget shall be submitted to the Supervisory Authorities with the quarterly progress reports required by this SECOND MODIFICATION.

ASSET/LIABILITY POLICY

12. Within 60 days from the effective date of this SECOND MODIFICATION, the Board shall review and revise, as necessary, the Bank's written policy and procedures for managing interest rate risk, taking into consideration examination findings. The policy shall comply with the *Joint Agency Policy Statement on Interest Rate Risk*, FIL-52-1996 (June 26, 1996), shall be consistent with the comments and recommendations detailed in the Report, and shall include, at a minimum, the means by which the interest rate risk position will be monitored, the establishment of risk parameters, and provisions for periodic reporting to management and the Board regarding interest rate risk. Such policy and its implementation shall be satisfactory to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

STRATEGIC PLAN

13. (a) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall prepare and submit to the Supervisory Authorities an acceptable written business/strategic plan covering the overall operation of the Bank. At a minimum the plan shall establish objectives for the Bank's earnings performance, growth, balance sheet mix, liability structure, capital adequacy, and reduction of nonperforming and underperforming assets, together with strategies for achieving those objectives. The plan shall also identify capital, funding, managerial, and other resources needed to accomplish its objectives. Such plan shall specifically provide for the following:

(i) Goals for the composition of the loan portfolio by loan type including strategies to diversify the type and improve the quality of loans held;

(ii) Goals for the composition of the deposit base including strategies to reduce reliance on volatile and costly deposits; and

(iii) Plans for effective risk management and collection practices.

(b) The Board shall approve the business/strategic plan, which approval shall be recorded in the Board meeting minutes for the meeting at which the business/strategic plan was approved.

AUDIT PROGRAM

14. (a) Within 30 days from the effective date of this SECOND MODIFICATION, the Board shall comply with the *Interagency Policy Statement on the Internal Audit Function and its Outsourcing*, FIL-21-2003 (Mar. 17, 2003). Changes made to the audit program as a result of complying with this paragraph shall be reviewed and adopted by the Board, recorded in the applicable Board minutes, and shall be satisfactory to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

(b) Within 30 days from the effective date of this ORDER, the Board shall comply with the *Interagency Policy Statement on External Auditing Programs of Banks and Savings Associations*, FIL-96-1999 (Oct. 22, 1999). Changes made to the audit program as a result of complying with this paragraph shall be reviewed and adopted by the Board, recorded in the applicable Board minutes, and shall be acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

SPECIAL MENTION

15. Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall correct the cited deficiencies in the loans listed for "Special Mention" in the Report.

VIOLATIONS OF LAW, REGULATION, AND CONTRAVENTIONS OF POLICY

16. Within 60 days from the effective date of this SECOND MODIFICATION, the Bank will eliminate and/or correct all violations of laws, regulations, and/or contraventions of statements of policy in the Report and shall adopt and implement appropriate procedures to ensure future

compliance with all such applicable federal and state laws, regulations, and/or statements of policy.

BANK HOLDING COMPANY OR OTHER AFFILIATES

17. As of the effective date of this SECOND MODIFICATION, the Bank shall not make any payment, enter into any contract or other transaction directly or indirectly, to or for the benefit of the Bank's holding company or any other Bank affiliate, without the prior written consent of the Supervisory Authorities.

ASSET GROWTH

18. While this SECOND MODIFICATION is in effect, the Bank shall notify the Supervisory Authorities at least 60 days prior to undertaking asset growth that exceeds 10 percent or more per annum or initiating material changes in asset or liability composition. In no event shall asset growth result in noncompliance with the capital maintenance provisions of this SECOND MODIFICATION unless the Bank receives prior written approval from the Supervisory Authorities.

EXPANSION OF ACTIVITIES

19. As of the effective date of this SECOND MODIFICATION, the Bank shall not establish or relocate any representative office, including but not limited to a loan production office, a deposit production office, and/or a trust production office, without the prior written approval of the Supervisory Authorities.

INFORMATION TECHNOLOGY

20. (a) Within 30 days from the effective date of this SECOND MODIFICATION, the Bank shall develop, and the Board shall review, a comprehensive Information Technology Plan ("IT Plan") for the safe and sound operation of the Bank's information technology ("IT") assets, including, but not limited to, software, operating procedures, facilities, and the production of accurate Bank records.

(b) Within 60 days from the effective date of this SECOND MODIFICATION, the IT Plan shall be submitted to the Supervisory Authorities for review and comment. Within 30 days from receipt by the Bank of the Supervisory Authorities written responses to the IT Plan, and after consideration by the Board of the comments from the Supervisory Authorities, if any, the Board shall adopt, and the Bank shall implement such IT Plan. Thereafter, during the life of the SECOND MODIFICATION, the Board shall ascertain that the Bank's Information Technology ("IT") processing is conducted in accordance with such IT Plan. At a minimum, such IT Plan shall provide for:

(i) development and implementation of an appropriate, ongoing internal and external audit of the operations of the Bank's information technology;

(ii) appropriate segregation of duties and review of users' access to the IT area among the Bank employees;

(iii) prompt review by the Board of all audit and regulatory report exceptions regarding the Bank's IT and written recordation of prompt corrective responses of the Board to such exceptions; and

(iv) an annual review of the Bank's IT Policy, its implementation, and the implementation of the IT Plan by the Board.

(c) The Board shall conduct a review of staffing to ensure that adequate IT resources are provided for in terms of the number of employees as well as required skills, knowledge, and experience. IT personnel should have experience in the technology systems and platforms deployed by the Bank.

(d) Within 30 days from the effective date of this SECOND MODIFICATION, the Board shall formally appoint a qualified IT Officer responsible for managing the Bank's IT infrastructure.

(e) Within 30 days from the effective date of this SECOND MODIFICATION, the Board shall formally appoint an Information Security Officer, with the requisite skills, knowledge, and expertise, responsible for overseeing the development, implementation, and maintenance of an Information Security Program. This individual shall be empowered with sufficient authority and independence as well as provided with sufficient external training in information security to perform the duties required and ensure compliance with the guidelines of Part 364, Appendix B of the Act, 12 C.F.R. Part 364.

(f) The Board minutes shall be expanded to sufficiently document the Board's oversight activities with regard to IT. Board minutes should thoroughly detail items discussed, decisions made, and all appropriate approvals/disapprovals of IT matters.

(g) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall develop a written IT Audit Program that provides for comprehensive and ongoing audit coverage of all technology platforms. The IT Audit Program shall include the minimum requirements detailed in the FFIEC IT Audit Handbook. The scope and frequency of audits shall be governed by the Bank's enterprise-wide risk assessment. The IT Audit Program shall also provide for a tracking system to monitor exceptions through timely resolution that connotes, among other items, the responsible party and expected remedy date.

(h) Within 120 days from the effective date of this SECOND MODIFICATION, the Bank shall have undergone a comprehensive IT audit. The IT audit shall be performed by auditors/IT security professionals with qualified experience and expertise in IT. At a minimum, IT audit coverage shall include compliance with the information security standards of 12 C.F.R. Part 364 - Appendix B, information security controls, IT general controls, and electronic funds transfer systems. IT Audit reports shall be presented to the Board for review, with the review noted in the Board minutes.

(i) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall implement a formal internal security monitoring policy or guidelines for the Bank's network and other critical platforms. The Board approved policy or guidelines shall specify necessary reports, exception criteria and events to monitor for, and assign appropriate responsibilities. The policy or guidelines shall also specify requirements for documentation as well as the reporting and follow up of exceptions.

(j) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall implement the Board approved Information Security Program to ensure compliance with Section 501(b) of the Gramm-Leach-Bliley Act. The Information Security Program shall include, at a minimum, responsibilities, a comprehensive risk assessment, adequate written policies and procedures, employee security awareness training, annual independent testing, oversight of service providers, a method for adjusting the program as necessary, and an annual review of compliance with the Information Security Program by the Board.

(k) Within 60 days from the effective date of this SECOND MODIFICATION, management shall review all IT policies and procedures to ensure that they sufficiently address all relevant areas detailed in the FFIEC IT Handbooks that are applicable to the Bank. These policies and procedures shall be reviewed by management annually for necessary modifications and presented to the Board for annual approval.

(l) Within 60 days from the effective date of this SECOND MODIFICATION, the Bank shall develop a comprehensive disaster recovery testing program to ensure all significant IT systems and platforms are tested on an annual basis. The Bank's disaster recovery testing program shall incorporate roles and responsibilities; a testing policy that includes testing strategies and test planning; the execution, evaluation, independent assessment, and reporting of test results; and updates to the Business Continuity Plan and testing program as needed. The FFIEC IT Handbook on Business Continuity Planning shall be referenced as a guide in the Bank's development of the testing program.

SHAREHOLDER DISCLOSURE

21. Within 30 days from the effective date of this SECOND MODIFICATION, the Bank shall send a copy of this SECOND MODIFICATION, or otherwise furnish a description of this SECOND MODIFICATION, to its parent holding company. The description shall fully describe this SECOND MODIFICATION in all material respects.

PROGRESS REPORTS

22. Within 30 days from the end of the first quarter following the effective date of this SECOND MODIFICATION, and within 30 days from the end of each quarter thereafter, the Bank shall furnish written progress reports to the Supervisory Authorities detailing the form and

manner of any actions taken to secure compliance with this SECOND MODIFICATION and the results thereof. Such reports shall include a copy of the Bank's Consolidated Reports of Condition and of Income. Such reports may be discontinued when the corrections required by this SECOND MODIFICATION have been accomplished and the Supervisory Authorities have released the Bank in writing from making further reports. All progress reports and other written responses to this SECOND MODIFICATION shall be reviewed by the Board and made a part of the appropriate Board meeting minutes.

The provisions of this SECOND MODIFICATION shall not bar, stop, or otherwise prevent the FDIC or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

This SECOND MODIFICATION shall be effective on the date of issuance.

The provisions of this SECOND MODIFICATION shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this SECOND MODIFICATION shall remain effective and enforceable except to the extent that and until such time as any provision has been modified, terminated, suspended, or set aside in writing.

Issued Pursuant to Delegated Authority

Dated this 2nd day of July, 2014.

By:

/s/

Michael J. Dean
Acting Regional Director
Division of Risk Management Supervision
Atlanta Region
Federal Deposit Insurance Corporation

The Georgia Department of Banking and Finance having duly approved the foregoing SECOND MODIFICATION, and the Bank, through its Board, agree that the issuance of said SECOND MODIFICATION by the FDIC shall be binding as between the Bank and the Georgia Commissioner of Banking and Finance to the same degree and to the same legal effect that such SECOND MODIFICATION would be binding if the Department had issued a separate order the included and incorporated all of the provisions of the foregoing SECOND MODIFICATION, pursuant to Official Code of Georgia Annotated § 7-1-91 (1985).

Dated this 30th day of June, 2014.

By:

/s/

Kevin Hagler
Commissioner
Department of Banking and Finance
State of Georgia