



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

Southern District Licensing
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Dallas, Texas 75201-3323

Phone (214) 720-7052
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August 4, 2005

**Conditional Approval #701
September 2005**

Joseph F. Quinlan, Jr.
Chairman of the Board
First National Bankers Bankshares, Inc.
7813 Office Park Boulevard
Baton Rouge, Louisiana 70809

Re: Conversion of Alabama Banker's Bank, Birmingham, Alabama;
Application Control No. 2005-SO-01-0015

Dear Mr. Quinlan:

The Comptroller of the Currency (OCC) has reviewed your request, dated May 31, 2005, to convert Alabama Banker's Bank, Birmingham, Alabama to a national bank. After a thorough review of all information available, including the representations and commitments made in the application and by bank management during the pre-conversion exit meeting, we find that your request meets the requirements for conditional approval to convert to a national banking association pursuant to 12 USC §35 and 12 CFR §5.24.

The title and location of the converted bank will be:

Title: Alabama Banker's Bank, National Association

Location: 1000 Urban Center Drive, Suite 240
Birmingham, Alabama 35242

This conversion approval is subject to the following special conditions:

The Bank: (i) shall give the New Orleans 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 operations¹ 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.

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the Supervisory Office is required.

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These conditions of 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.

During the pre-conversion exit meeting, President Vic Nichol and Chief Financial Officer Doug Orazine committed to revising the bank’s strategic plan (including the budget) and to strengthen the bank’s credit administration and loan Management Information Systems. This information will be reviewed during the bank’s on-site examination.

You are reminded that the following are required before the effective date of the conversion:

1. The board of directors must adopt and have in place policies, practices, and procedures to ensure the safe and sound operation of the bank. The board also must review those policies, practices, and procedures continually and ensure bank compliance with them. We are enclosing the minimum policies and procedures applicable to national banks.
2. The bank’s Articles of Association and Organization Certificate need to be amended to spell out “National Association” in each document. Sample documents are enclosed.
3. The converting institution must notify the OCC if the facts described in the filing materially change at any time prior to consummation of the conversion.

The OCC will send to you, under separate cover, an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

If the conversion is not consummated within six months from the date of the decision, approval will be withdrawn. The OCC is opposed to granting extensions, except under the most extenuating circumstances, and expects the conversion to occur as soon as possible. Upon conversion, please submit a letter certifying that you have completed all steps required to convert to a national banking association (sample enclosed).

Also, a separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service. If you have any questions, please contact Senior Licensing Analyst Brenda E. McNeese or me at (214) 720-7052.

Yours truly,

signed

Karen H. Bryant
Director for District Licensing

Enclosures