

UNITED STATES OF AMERICA
BEFORE THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.

Written Agreement by and between

FIRST BANKSHARES, INC.
Winter Park, Florida

and

FEDERAL RESERVE BANK OF ATLANTA
Atlanta, Georgia

Docket No. 10-081-WA/RB-HC

WHEREAS, First Bankshares, Winter Park, Florida (“First Bankshares”), a registered bank holding company, owns and controls First National Bank of Central Florida, Winter Park, Florida (the “Bank”), a national bank, and various nonbank subsidiaries;

WHEREAS, it is the common goal of First Bankshares and the Federal Reserve Bank of Atlanta (the “Reserve Bank”) to maintain the financial soundness of First Bankshares so that First Bankshares may serve as a source of strength to the Bank;

WHEREAS, First Bankshares and the Reserve Bank have mutually agreed to enter into this Written Agreement (the “Agreement”); and

WHEREAS, on May 19, 2010, the board of directors of First Bankshares, at a duly constituted meeting, adopted a resolution authorizing and directing Susma Patel to enter into this Agreement on behalf of First Bankshares and consenting to compliance with each and every provision of this Agreement by First Bankshares and its institution-affiliated

parties, as defined in sections 3(u) and 8(b)(3) of the Federal Deposit Insurance Act, as amended (the “FDI Act”) (12 U.S.C. §§ 1813(u) and 1818(b)(3)).

NOW, THEREFORE, First Bankshares and the Reserve Bank agree as follows:

Source of Strength

1. The board of directors of First Bankshares shall take appropriate steps to fully utilize First Bankshares’ financial and managerial resources, pursuant to section 225.4(a) of Regulation Y of the Board of Governors of the Federal Reserve System (the “Board of Governors”) (12 C.F.R. § 225.4(a)), to serve as a source of strength to the Bank, including, but not limited to, taking steps to ensure that the Bank complies with the Formal Agreement entered into with the Office of the Comptroller of the Currency on July 7, 2009 and any other supervisory action taken by the Bank’s federal regulator.

Dividends and Distributions

2. (a) First Bankshares shall not declare or pay any dividends without the prior written approval of the Reserve Bank and the Director of the Division of Banking Supervision and Regulation (the “Director”) of the Board of Governors.

(b) First Bankshares shall not directly or indirectly take dividends or any other form of payment representing a reduction in capital from the Bank without the prior written approval of the Reserve Bank.

(c) First Bankshares and its nonbank subsidiaries shall not make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without the prior written approval of the Reserve Bank and the Director.

(d) All requests for prior approval shall be received by the Reserve Bank at least 30 days prior to the proposed dividend declaration date, proposed distribution on

subordinated debentures, and required notice of deferral on trust preferred securities. All requests shall contain, at a minimum, current and projected information on First Bankshares' capital, earnings, and cash flow; the Bank's capital, asset quality, earnings, and allowance for loan and lease losses; and identification of the sources of funds for the proposed payment or distribution. For requests to declare or pay dividends, First Bankshares must also demonstrate that the requested declaration or payment of dividends is consistent with the Board of Governors' Policy Statement on the Payment of Cash Dividends by State Member Banks and Bank Holding Companies, dated November 14, 1985 (Federal Reserve Regulatory Service, 4-877 at page 4-323).

Debt and Stock Redemption

3. (a) First Bankshares and any nonbank subsidiary shall not, directly or indirectly, incur, increase, or guarantee any debt without the prior written approval of the Reserve Bank. All requests for prior written approval shall contain, but not be limited to, a statement regarding the purpose of the debt, the terms of the debt, and the planned source(s) for debt repayment, and an analysis of the cash flow resources available to meet such debt repayment.

(b) First Bankshares shall not, directly or indirectly, purchase or redeem any shares of its stock without the prior written approval of the Reserve Bank.

Compliance with Laws and Regulations

4. (a) In appointing any new director or senior executive officer, or changing the responsibilities of any senior executive officer so that the officer would assume a different senior executive officer position, First Bankshares shall comply with the notice provisions of section 32

of the FDI Act (12 U.S.C. § 1831i) and Subpart H of Regulation Y of the Board of Governors (12 C.F.R. §§ 225.71 *et seq.*).

(b) First Bankshares shall comply with the restrictions on indemnification and severance payments of section 18(k) of the FDI Act (12 U.S.C. § 1828(k)) and Part 359 of the Federal Deposit Insurance Corporation's regulations (12 C.F.R. Part 359).

(c) Within 30 days of this Agreement, First Bankshares shall submit to the Reserve Bank acceptable written policies and procedures designed to ensure that any new or existing shareholder who acquires shares from First Bankshares is in compliance with the Change in Bank Control Act, 12 U.S.C. § 1817(j) and Subpart E of Regulation Y of the Board of Governors (12 C.F.R. §§ 225.41 *et seq.*).

Progress Reports

5. Within 30 days after the end of each calendar quarter following the date of this Agreement, the board of directors shall submit to the Reserve Bank written progress reports detailing the form and manner of all actions taken to secure compliance with the provisions of this Agreement and the results thereof, and a parent company only balance sheet, income statement, and, as applicable, report of changes in stockholders' equity.

Approval and Implementation of Policies and Procedures

6. (a) First Bankshares shall submit written policies and procedures that are acceptable to the Reserve Bank within the applicable time period set forth in paragraph 4(c) of this Agreement.

(b) Within 10 days of approval by the Reserve Bank, First Bankshares shall adopt the approved policies and procedures. Upon adoption, First Bankshares shall promptly implement the approved policies and procedures, and thereafter fully comply with them.

(c) During the term of this Agreement, the approved policies and procedures shall not be amended or rescinded without the prior written approval of the Reserve Bank.

Communications

7. All communications regarding this Agreement shall be sent to:

- (a) Mr. Robert D. Hawkins
Assistant Vice President
Federal Reserve Bank of Atlanta
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309-4470
- (b) Ms. Susma Patel
Chairwoman and Chief Executive Officer
First Bankshares
369 North New York Avenue
Winter Park, Florida 32789

Miscellaneous

8. Notwithstanding any provision of this Agreement, the Reserve Bank may, in its sole discretion, grant written extensions of time to First Bankshares to comply with any provision of this Agreement.

9. The provisions of this Agreement shall be binding upon First Bankshares and its institution-affiliated parties, in their capacities as such, and their successors and assigns.

10. Each provision of this Agreement shall remain effective and enforceable until stayed, modified, terminated, or suspended in writing by the Reserve Bank.

11. The provisions of this Agreement shall not bar, estop, or otherwise prevent the Board of Governors, the Reserve Bank, or any other federal or state agency from taking any other action affecting First Bankshares, the Bank, any nonbank subsidiary of First Bankshares, or any of their current or former institution-affiliated parties and their successors and assigns.

12. Pursuant to section 50 of the FDI Act (12 U.S.C. § 1831aa), this Agreement is enforceable by the Board of Governors under section 8 of the FDI Act (12 U.S.C. § 1818).

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the 21st day of May, 2010.

FIRST BANKSHARES, INC.

FEDERAL RESERVE BANK
OF ATLANTA

By: /s/ Susma Patel
Susma Patel
Chairwoman and
Chief Executive Officer

By: /s/ Robert D. Hawkins
Robert D. Hawkins
Assistant Vice President