

FEDERAL RESERVE SYSTEM

Texas State Bankshares, Inc.
Harlingen, Texas

Texas Regional Bank
Harlingen, Texas

Order Approving the Merger of Bank Holding Companies, the Merger of Banks, and the
Establishment of Branches

Texas State Bankshares, Inc. (“TSBI”), Harlingen, Texas, a bank holding company within the meaning of the Bank Holding Company Act (“BHC Act”),¹ has requested the Board’s approval under section 3 of the BHC Act² to acquire and merge with Access Bancorp, Inc. (“Access Bancorp”) and thereby indirectly acquire its subsidiary state nonmember bank, AccessBank Texas (“AccessBank”), both of Denton, Texas. In addition, Texas State Bankshares’s subsidiary state member bank, Texas Regional Bank (“TRB”), Harlingen, Texas, has requested the Board’s approval to merge with AccessBank pursuant to section 18(c) of the Federal Deposit Insurance Act (“Bank Merger Act”),³ with TRB as the surviving entity. TRB also has applied under section 9 of the Federal Reserve Act (“FRA”)⁴ to establish and operate branches at the locations of the main office and branches of AccessBank.

Notice of the proposal, affording interested persons an opportunity to submit comments, has been published (86 Federal Register 72968 (December 23, 2021)) in

¹ 12 U.S.C. § 1841 et seq.

² 12 U.S.C. § 1842.

³ 12 U.S.C. § 1828(c).

⁴ 12 U.S.C. § 321. These locations are listed in the Appendix.

accordance with the Board's Rules of Procedure.⁵ The time for submitting comments has expired, and the Board has considered the proposal and all comments received in light of the factors set forth in section 3 of the BHC Act, the Bank Merger Act, and the FRA. As required by the Bank Merger Act, a report on the competitive effects of the merger was requested from the United States Attorney General, and a copy of the request has been provided to the Federal Deposit Insurance Corporation ("FDIC").

TSBI, with consolidated assets of approximately \$2.0 billion, is the 566th largest insured depository organization in the United States, controlling approximately \$1.7 billion in consolidated deposits, which represent less than 1 percent of the total amount of deposits of insured depository institutions in the United States.⁶ TSBI controls TRB, which operates solely in Texas. TRB is the 71st largest insured depository institution in Texas, controlling deposits of approximately \$1.5 billion, which represent less than 1 percent of the total amount of deposits of insured depository institutions in that state.

Access Bancorp, with total assets of approximately \$568.1 million, is the 2,740th largest insured depository organization in the United States, controlling approximately \$511.0 million in consolidated deposits, which represent less than 1 percent of the total amount of deposits of insured depository institutions in the United States. Access Bancorp controls AccessBank, which operates solely in Texas.⁷ AccessBank is the 153rd largest insured depository institution in Texas, controlling

⁵ 12 CFR 262.3(b).

⁶ Consolidated asset and national deposit, ranking, and market-share data are as of December 31, 2021, and state deposit, ranking, and market-share data are as of June 30, 2021, unless otherwise noted. In this context, insured depository institutions include commercial banks, savings banks, and savings associations.

⁷ The proposal does not raise interstate issues under section 3(d) of the BHC Act because Texas is the home state of both TSBI and AccessBank, and AccessBank operates only in Texas. Similarly, the proposal does not raise interstate issues under section 44 of the Federal Deposit Insurance Act because Texas is the home state of TRB and AccessBank. See 12 U.S.C. §§ 1831u(a)(1) and (g)(4), 1841(o)(4)-(7), and 1842(d).

deposits of approximately \$507.1 million, which represent less than 1 percent of the total amount of deposits of insured depository institutions in that state.

On consummation of this proposal, TSBI would become the 446th largest insured depository organization in the United States, with consolidated assets of approximately \$2.6 billion, which would represent less than 1 percent of the total assets of insured depository institutions in the United States. TSBI would control consolidated deposits of approximately \$2.2 billion, which would represent less than 1 percent of the total amount of deposits of insured depository institutions in the United States. TRB would become the 54th largest insured depository organization in Texas, controlling deposits of approximately \$2.0 billion, which represent less than 1 percent of the total amount of deposits of insured depository institutions in that state.

Competitive Considerations

Section 3 of the BHC Act and the Bank Merger Act prohibit the Board from approving a proposal that would result in a monopoly or would be in furtherance of an attempt to monopolize the business of banking in any relevant market.⁸ The BHC Act and the Bank Merger Act also prohibit the Board from approving a proposal that would substantially lessen competition or tend to create a monopoly in any banking market, unless the anticompetitive effects of the proposal are clearly outweighed in the public interest by the probable effect of the proposal in meeting the convenience and needs of the communities to be served.⁹

TRB and AccessBank do not compete directly in any banking market. The Department of Justice conducted a review of the potential competitive effects of the proposal and has advised the Board that consummation of the proposal would not likely have a significantly adverse effect on competition in any relevant banking market. In addition, the appropriate banking agencies have been afforded an opportunity to comment and have not objected to the proposal.

⁸ 12 U.S.C. § 1842(c)(1)(A); 12 U.S.C. § 1828(c)(5)(A).

⁹ 12 U.S.C. § 1842(c)(1)(B); 12 U.S.C. § 1828(c)(5)(B).

Based on all the facts of record, the Board concludes that consummation of the proposal would not have a significantly adverse effect on competition or on the concentration of resources in any relevant banking market. Accordingly, the Board determines that competitive considerations are consistent with approval.

Financial, Managerial, and Other Supervisory Considerations

In reviewing a proposal under section 3 of the BHC Act and the Bank Merger Act, the Board considers the financial and managerial resources and the future prospects of the institutions involved, the effectiveness of the institutions in combatting money laundering, and any public comments on the proposal.¹⁰ In its evaluation of financial factors, the Board reviews information regarding the financial condition of the organizations involved on both parent-only and consolidated bases, as well as information regarding the financial condition of the subsidiary depository institutions and the organizations' significant nonbanking operations. In this evaluation, the Board considers a variety of public and supervisory information regarding capital adequacy, asset quality, liquidity, and earnings performance. The Board evaluates the financial condition of the combined organization, including its capital position, asset quality, liquidity, earnings prospects, and the impact of the proposed funding of the transaction. The Board also considers the ability of the organization to absorb the costs of the proposal and to effectively complete the proposed integration of the operations of the institutions. In assessing financial factors, the Board considers capital adequacy to be especially important. The Board considers the future prospects of the organizations involved in the proposal in light of their financial and managerial resources and the proposed business plan.

TSBI, Access Bancorp, and their subsidiary depository institutions are well capitalized, and the combined organization would remain so on consummation of the proposal. The proposed transaction is a bank holding company acquisition that is

¹⁰ 12 U.S.C. § 1842(c)(2), (5), and (6); 12 U.S.C. § 1828(c)(5) and (11).

structured as a stock purchase, with a subsequent merger of the subsidiary banks.¹¹ The capital, asset quality, earnings, and liquidity of TSBI are consistent with approval, and TSBI appears to have adequate resources to absorb the related costs of the proposal and to complete the integration of the institutions' operations. In addition, future prospects are considered consistent with approval.

The Board also has considered the managerial resources of the organizations involved and of the proposed combined organization. The Board has reviewed the examination records of TSBI, Access Bancorp, and their subsidiary depository institutions, including assessments of their management, risk-management systems, and operations. In addition, the Board has considered information provided by TSBI; the Board's supervisory experiences and those of other relevant bank supervisory agencies with the organizations; and the organizations' records of compliance with applicable banking, consumer protection, and anti-money-laundering laws; and the public comment on the proposal.

TSBI, Access Bancorp, and their subsidiary depository institutions are each considered to be well managed. The combined organization's proposed directors and senior executive officers have knowledge of and experience in the banking and financial services sectors, and the proposed risk-management program appears consistent with approval of this expansionary proposal.

The Board also has considered TSBI's plans for implementing the proposal. TSBI has conducted comprehensive due diligence and is devoting significant financial and other resources to address all aspects of the post-acquisition integration process for

¹¹ TSBI would effect the holding company acquisition by merging a newly formed subsidiary of TSBI with and into Access Bancorp, with Access Bancorp as the surviving entity. Access Bancorp would then merge with and into TSBI, with TSBI as the surviving entity ("the holding company merger"). Immediately following the holding company merger, AccessBank would merge with and into TRB, with TRB as the surviving entity. TSBI has the financial resources to effect the proposed transaction.

this proposal. In addition, TSBI's management has the experience and resources to ensure that the combined organization would operate in a safe and sound manner.

Based on all the facts of record, including TSBI's supervisory record, managerial and operational resources, and plans for operating the combined organization after consummation, the Board determines that considerations relating to the financial and managerial resources and the future prospects of the organizations involved in the proposal, as well as the records of effectiveness of TSBI and Access Bancorp in combatting money-laundering activities, are consistent with approval.

Convenience and Needs Considerations

In acting on a proposal under section 3 of the BHC Act and the Bank Merger Act, the Board considers the effects of the proposal on the convenience and needs of the communities to be served.¹² In its evaluation, the Board considers whether the relevant institutions are helping to meet the credit needs of the communities they serve, as well as other potential effects of the proposal on the convenience and needs of these communities. The Board places particular emphasis on the records of the relevant depository institutions under the Community Reinvestment Act of 1977 ("CRA").¹³ The CRA requires the federal financial supervisory agencies to encourage insured depository institutions to help meet the credit needs of the local communities in which they operate, consistent with the institutions' safe and sound operation.¹⁴ The CRA also requires the appropriate federal financial supervisory agency to assess a depository institution's record of helping to meet the credit needs of its entire community, including low- and moderate-income ("LMI") neighborhoods, in evaluating bank expansionary proposals.¹⁵

In addition, the Board considers the banks' overall compliance records and recent fair lending examinations. Fair lending laws require all lending institutions to

¹² 12 U.S.C. § 1842(c)(2); 12 U.S.C. § 1828(c)(5).

¹³ 12 U.S.C. § 2901 et seq.

¹⁴ 12 U.S.C. § 2901(b).

¹⁵ 12 U.S.C. § 2903.

provide applicants with equal access to credit, regardless of their race, ethnicity, gender, or certain other characteristics. The Board also considers assessments of other relevant supervisors, the supervisory views of examiners, other supervisory information, information provided by the applicant, and any public comments on the proposal. The Board also may consider the acquiring institution's business model and marketing and outreach plans, the organization's plans after consummation, and any other information the Board deems relevant.

In assessing the convenience and needs factor in this case, the Board has considered all the facts of record, including reports of examination of the CRA performance of TRB and AccessBank, the fair lending and compliance records of both banks, the supervisory views of the Federal Reserve Bank of Dallas ("Reserve Bank") with respect to TRB, the FDIC with respect to AccessBank, confidential supervisory information, information provided by TRB, and the public comment received on the proposal.

Public Comment on the Proposal

One commenter objected to the proposal, generally alleging that AccessBank has failed to meet the needs of LMI communities in Southern Dallas and Fort Worth and has engaged in redlining by acting to meet the credit needs of majority-white neighborhoods while failing to meet the credit needs of majority-minority neighborhoods in Dallas and Fort Worth.¹⁶ More specifically, the commenter asserted that AccessBank has failed to provide small business and consumer lending services to majority African American communities in Southern Dallas and Fort Worth. The commenter also asserted that AccessBank has discriminated against African Americans and other minority consumers with respect to the location of its branches and marketing

¹⁶ Redlining is the practice of providing unequal access to credit, or unequal terms of credit, because of the race, color, national origin, or other prohibited characteristics of the residents of an area in which a credit seeker resides or will reside or in which a property to be mortgaged is located. See Interagency Fair Lending Examination Procedures (August 2009), available at <https://www.ffiec.gov/pdf/fairlend.pdf>.

efforts. Citing the latest CRA performance evaluation of AccessBank, as well as data the bank reported in 2018 and 2019 under the Home Mortgage Disclosure Act of 1975 (“HMDA”),¹⁷ the commenter alleged that Access Bank trailed in lending to small businesses with less than \$1 million in annual revenue and made few home loans to minorities in Dallas County.

Business of TRB and AccessBank and Response to the Public Comment

TRB is a full-service bank, offering a wide range of loan and deposit products throughout its branch network. Among other products, the bank offers real estate, nonfarm nonresidential, agricultural, commercial and industrial, and consumer loans. TRB operates primarily from locations across the Rio Grande Valley and Texas Hill Country regions of Texas. Upon consummation of the transaction, TRB would also operate from branch locations in Fort Worth and Dallas.

AccessBank offers a range of lending products from its branch locations, including consumer, commercial, and construction loans. Deposit products offered by the bank include business and consumer checking accounts and savings accounts.

In response to the comment, TSBI notes that a majority of TRB’s branches are located in majority-minority census tracts and asserts that TRB has a strong history of meeting the needs of the communities in which it operates, including majority-minority areas. TSBI further notes that AccessBank’s CRA assessment area (“AA”) currently includes all census tracts in Collin, Dallas, Denton, and Tarrant counties, which includes Southern Dallas. TSBI represents that TRB would include those census tracts in its CRA AAs upon consummation of the transaction. TSBI notes that AccessBank received a “Satisfactory” CRA rating in its most recent CRA examination and is actively involved in the community that it serves.

Records of Performance under the CRA

In evaluating the convenience and needs factor and the CRA performance of an institution, the Board generally considers the institution’s most recent CRA

¹⁷ 12 U.S.C. § 2801 et seq.

evaluation, as well as information and supervisory views provided by the appropriate federal supervisors.¹⁸ The Board also considers information provided by the applicant and by any public commenters.

The CRA requires that the appropriate federal financial supervisor for a depository institution prepare a written evaluation of the institution's record of helping to meet the credit needs of its entire community, including LMI neighborhoods.¹⁹ An institution's most recent CRA performance evaluation is a particularly important consideration in the applications process because it represents a detailed, on-site evaluation by the institution's primary federal supervisor of the institution's overall record of lending in its communities.

In general, federal financial supervisors apply a lending test ("Lending Test") and a community development test ("Community Development Test") to evaluate the performance of an intermediate small bank, such as TRB, in helping to meet the credit needs of the communities the bank serves. The Lending Test specifically evaluates an institution's lending-related activities to determine whether the institution is helping to meet the credit needs of individuals and geographies of all income levels. As part of the Lending Test, examiners review and analyze an institution's data reported under the HMDA,²⁰ automated loan reports, and other reports generated by the institution, in order to assess an institution's lending activities with respect to borrowers and geographies of different income levels. The institution's lending performance is evaluated based on the institution's (1) loan-to-deposit ratio and, as appropriate, other lending-related activities, such as loan originations for sale to the secondary markets, community development loans, or qualified investments; (2) percentage of loans and, as appropriate, other lending-related activities located in the bank's AAs; (3) record of lending to, and, as

¹⁸ See Interagency Questions and Answers Regarding Community Reinvestment, 81 Fed. Reg. 48506, 48548 (July 25, 2016).

¹⁹ 12 U.S.C. § 2906.

²⁰ 12 U.S.C. § 2801 et seq.

appropriate, engaging in other lending-related activities for, borrowers of different income levels and businesses and farms of different sizes; (4) geographic distribution of loans; and (5) record of taking action, if warranted, in response to written complaints about the institution's performance in helping to meet credit needs in the bank's AAs.²¹ The Community Development Test evaluates the number and amounts of the institution's community development loans and qualified investments; the extent to which the institution provides community development services; and the institution's responsiveness through such activities to community development lending, investment, and service needs.²² Small institutions, such as AccessBank, are subject only to the Lending Test.²³

The Board is concerned when HMDA data reflect disparities in the rates of loan applications, originations, and denials among members of different racial, ethnic, or gender groups in local areas. These types of disparities may indicate weaknesses in the adequacy of policies and programs at an institution for meeting its obligations to extend credit fairly. However, other information critical to an institution's lending may not be available solely from public HMDA data.²⁴ Consequently, the Board requests additional information not available to the public that may be needed from the institution and evaluates disparities in the context of the additional information obtained regarding the lending and compliance record of an institution.

²¹ See 12 CFR 228.26(b).

²² See 12 CFR 228.26(c).

²³ See 12 CFR 228.26(a).

²⁴ Importantly, credit scores are not available in the public HMDA data. Accordingly, when conducting fair lending examinations, examiners analyze additional information not available to the public before reaching a determination regarding an institution's compliance with fair lending laws.

CRA Performance of TRB

TRB was assigned an overall “Satisfactory” rating at its most recent CRA performance evaluation by the Reserve Bank, as of May 28, 2019 (“TRB Evaluation”).²⁵ TRB received a “Satisfactory” rating for both the Lending Test and the Community Development Test.

Examiners found that a substantial majority of TRB’s loans were made in the bank’s AAs. Examiners also found that the bank’s geographic distribution of loans reflected reasonable dispersion throughout the bank’s AAs. Examiners noted that the bank’s lending to borrowers reflected reasonable penetration among individuals of different income levels and businesses of different sizes. In addition, examiners found that the bank demonstrated adequate responsiveness to community development needs through community development loans, qualified investments, donations, and community development services.

CRA Performance of AccessBank

AccessBank was assigned an overall “Satisfactory” rating at its most recent CRA performance evaluation by the FDIC, as of November 27, 2018 (“AccessBank Evaluation”).²⁶ AccessBank received a “Satisfactory” rating for the Lending Test.

²⁵ The TRB Evaluation was conducted using the Interagency Intermediate Small Institution CRA Examination Procedures. Reserve Bank examiners reviewed home mortgage lending from January 1, 2015, through December 31, 2017, and small business lending from April 1, 2018, through September 30, 2018. Examiners reviewed community development activities from January 1, 2016, through December 31, 2018. The TRB Evaluation covered TRB’s activities in the Brownsville-Harlingen, Texas Metropolitan Statistical Area (“MSA”) AA; the McAllen-Edinburg-Mission, Texas, MSA AA; and the Brooks County, Blanco and Gillespie counties, Hays and Travis counties, and Comal County – San Antonio AAs, all of Texas.

²⁶ The AccessBank Evaluation was conducted using the Interagency Small Institution CRA Examination Procedures. Examiners reviewed lending data from October 15, 2012, through November 27, 2018. Examiners reviewed the bank’s activities in what comprised its sole AA at the time, consisting of the entirety of Denton County and portions of Collin and Dallas counties, all within the Dallas-Plano-Irving, Texas Metropolitan Division.

Examiners found that AccessBank's loan-to-deposit ratio was reasonable given the bank's size and financial condition as well as the credit needs of the bank's AA. Examiners noted that the bank made a majority of its loans, by number and dollar volume, in its AA. Examiners found that the distribution of borrowers reflected a reasonable penetration among businesses of different sizes and individuals of different income levels and that the geographic distribution of loans reflected reasonable dispersion throughout the bank's AA. Examiners also noted that the bank did not receive any CRA-related complaints since its previous evaluation.

Additional Supervisory Views

In its review of the proposal, the Board consulted with the FDIC, as the primary federal supervisor of AccessBank. The Board also considered the results of the most recent consumer compliance examinations of TRB and AccessBank, which included reviews of the banks' compliance management programs and compliance with consumer protection laws and regulations.

The Board has taken the foregoing consultations and examinations into account in evaluating the proposal, including in considering whether TSBI has the experience and resources to ensure that the combined organization would help meet the credit needs of the communities to be served following consummation of the proposed transaction.

Additional Convenience and Needs Considerations

The Board also considers other potential effects of the proposal on the convenience and needs of the communities to be served. TSBI represents that TRB does not anticipate discontinuing any material products, programs, or services currently offered by TRB or AccessBank. TSBI further represents that, following consummation of the proposal, customers of AccessBank would gain access to an expanded range of products and services, including trust and wealth management services. TSBI also represents that the transaction would enable the combined bank to benefit from certain operating efficiencies, enabling TRB to better serve its communities following the proposed merger.

Conclusion on Convenience and Needs Considerations

The Board has considered all the facts of record, including the records of the relevant depository institutions under the CRA, the institutions' records of compliance with fair lending and other consumer protection laws, confidential supervisory information, information provided by TSBI, the public comment on the proposal, and other potential effects of the proposal on the convenience and needs of the communities to be served. Based on that review, the Board determines that the convenience and needs factor is consistent with approval.

Financial Stability Considerations

Section 3 of the BHC Act requires the Board to consider “the extent to which a proposed acquisition, merger, or consolidation would result in greater or more concentrated risks to the stability of the United States banking or financial system.”²⁷ In addition, the Bank Merger Act requires the Board to consider “risk to the stability of the United States banking or financial system.”²⁸

To assess the likely effect of a proposed transaction on the stability of the U.S. banking or financial system, the Board considers a variety of metrics that capture the systemic “footprint” of the resulting firm and the incremental effect of the transaction on the systemic footprint of the acquiring firm. These metrics include measures of the size of the resulting firm, the availability of substitute providers for any critical products and services offered by the resulting firm, the interconnectedness of the resulting firm with the banking or financial system, the extent to which the resulting firm contributes to the complexity of the financial system, and the extent of the cross-border activities of the resulting firm.²⁹ These categories are not exhaustive, and additional categories could inform the Board’s decision. In addition to these quantitative measures, the Board

²⁷ 12 U.S.C. § 1842(c)(7).

²⁸ 12 U.S.C. § 1828(c)(5).

²⁹ Many of the metrics considered by the Board measure an institution’s activities relative to the U.S. financial system.

considers qualitative factors, such as the opaqueness and complexity of an institution's internal organization, that are indicative of the relative degree of difficulty of resolving the resulting firm. A financial institution that can be resolved in an orderly manner is less likely to inflict material damage on the broader economy.³⁰

The Board's experience has shown that proposals involving an acquisition of less than \$10 billion in total assets, or that result in a firm with less than \$100 billion in total assets, are generally not likely to pose systemic risks. Accordingly, the Board presumes that a proposal does not raise material financial stability concerns if the assets involved fall below either of these size thresholds, absent evidence that the transaction would result in a significant increase in interconnectedness, complexity, cross-border activities, or other risk factors.³¹

In this case, the Board has considered information relevant to risks to the stability of the U.S. banking or financial system. The proposal involves a target that has less than \$10 billion in total assets and a pro forma organization of less than \$100 billion in total assets. Both the acquirer and the target are predominantly engaged in retail and commercial banking activities.³² The pro forma organization would not have cross-border activities or exhibit an organizational structure, complex interrelationships, or unique characteristics that would complicate resolution of the firm in the event of financial distress. In addition, the organization would not be a critical services provider

³⁰ For further discussion of the financial stability standard, see Capital One Financial Corporation, FRB Order No. 2012-2 (February 14, 2012).

³¹ See People's United Financial, Inc., FRB Order No. 2017-08 at 25-26 (March 16, 2017). Notwithstanding this presumption, the Board has the authority to review the financial stability implications of any proposal. For example, an acquisition involving a global systemically important bank could warrant a financial stability review by the Board, regardless of the size of the acquisition.

³² TSBI and Access Bancorp both offer a range of retail and commercial banking products and services. TSBI has, and as a result of the proposal would continue to have, a small market share in these products and services on a nationwide basis.

or so interconnected with other firms or the markets that it would pose a significant risk to the financial system in the event of financial distress.

In light of all the facts and circumstances, this transaction would not appear to result in meaningfully greater or more concentrated risks to the stability of the U.S. banking or financial system. Based on these and all other facts of record, the Board determines that considerations relating to financial stability are consistent with approval.

Establishment of Branches

TRB has applied under section 9 of the FRA to establish branches at the current locations of AccessBank.³³ The Board has assessed the factors it is required to consider when reviewing an application under that section, including TRB's financial condition, management, capital, actions in meeting the convenience and needs of the communities to be served, CRA performance, and investment in bank premises.³⁴ For the reasons discussed in this order, the Board determines that those factors are consistent with approval.

Conclusion

Based on the foregoing and all the facts of record, the Board determines that the proposal should be, and hereby is, approved. In reaching its conclusion, the Board has considered all the facts of record in light of the factors that it is required to consider under the BHC Act, the Bank Merger Act, the FRA, and other applicable statutes and regulations. The Board's approval is specifically conditioned on compliance

³³ See 12 U.S.C. § 321. Under section 9 of the FRA, state member banks may establish and operate branches on the same terms and conditions as are applicable to the establishment of branches by national banks. A state member bank may retain any branch following a merger that might be established as a new branch of the resulting bank under state law, as well as any branch that was in operation on February 25, 1927, as a branch of any bank. See 12 U.S.C. §§ 36(b)(2) and (c). Upon consummation, TRB's branches would be permissible under applicable state law. See Tex. Fin. Code § 32.301.

³⁴ 12 CFR 208.6. Upon consummation of the proposed transaction, TRB's investments in bank premises would remain within the legal requirements of section 208.21(a) of the Board's Regulation H, 12 CFR 208.21(a).

by TSBI and TRB with all the conditions imposed in this order, including receipt of all required regulatory approvals, and on any commitments made to the Board in connection with the application. For purposes of this action, the conditions and commitments are deemed to be conditions imposed in writing by the Board in connection with its findings and decision herein and, as such, may be enforced in proceedings under applicable law.

The proposal may not be consummated before the 15th calendar day after the effective date of this order or later than three months thereafter, unless such period is extended for good cause by the Board or the Reserve Bank, acting under delegated authority.

By order of the Board of Governors,³⁵ effective May 13, 2022.

Margaret McCloskey Shanks (signed)

Margaret McCloskey Shanks
Deputy Secretary of the Board

³⁵ Voting for this action: Chair Pro Tempore Powell and Governors Bowman, Brainard, and Waller.

Appendix

Branches to Be Established

1. 320 W. Eagle Drive, Suite 100, Denton, Texas
2. 5644 Lyndon B Johnson Freeway, Dallas, Texas
3. 5644 Lyndon B Johnson Freeway, Dallas, Texas (mobile branch)
4. 1020 E. McCart Street, Krum, Texas
5. 15960 Championship Parkway, Fort Worth, Texas