

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

STATE OF GEORGIA  
DEPARTMENT OF BANKING AND FINANCE  
ATLANTA, GEORGIA

Written Agreement by and between

SOUTH GROUP BANCSHARES, INC.  
Glennville, Georgia

FEDERAL RESERVE BANK OF  
ATLANTA  
Atlanta, Georgia

and

BANKING COMMISSIONER OF THE  
STATE OF GEORGIA  
Atlanta, Georgia

Docket No. 10-183-WA/RB-HC

WHEREAS, South Group Bancshares, Inc., Glennville, Georgia (“Bancshares”), a registered bank holding company, owns and controls South Georgia Bank, Glennville, Georgia (“Bank”), a state nonmember bank;

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

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

WHEREAS, on August 23, 2010, the board of directors of Bancshares, at a duly constituted meeting, adopted a resolution authorizing and directing Jimmy Dubberly to enter into this Agreement on behalf of Bancshares, and consenting to compliance with each and every provision of this Agreement by Bancshares 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, Bancshares, the Reserve Bank, and the Commissioner agree as follows:

**Source of Strength**

1. The board of directors of Bancshares shall take appropriate steps to fully utilize Bancshares’s 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 Consent Order entered into with the Federal Deposit Insurance Corporation (“FDIC”) on May 5, 2010, and any other supervisory action taken by the Bank’s federal or state regulator.

**Dividends, Distributions and Other Payments**

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

(b) Bancshares 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 and the Commissioner.

(c) All requests for prior approval shall be received by the Reserve Bank and the Commissioner at least 30 days prior to the proposed dividend declaration date. All requests shall contain, at a minimum, current and projected information on Bancshares's 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, Bancshares must also demonstrate that the requested declaration or payment of dividends is consistent with the Board of Governors's 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), and the Georgia Department of Banking and Finance Statement of Policies.

### **Debt and Stock Redemption**

3. (a) Bancshares shall not, directly or indirectly, incur, increase, or guarantee any debt without the prior written approval of the Reserve Bank and the Commissioner. 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) Bancshares shall not, directly or indirectly, purchase or redeem any shares of its stock without the prior written approval of the Reserve Bank and the Commissioner.

## **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, Bancshares shall comply with the notice provisions of section 32 of the FDI Act (12 U.S.C. § 1831(i) and Subpart H of Regulation Y of the Board of Governors (12 C.F.R. §§ 225.71 *et seq.*), and also provide notice to the Commissioner.

(b) Bancshares 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 FDIC's regulations (12 C.F.R. Part 359).

5. Within 60 days of this Agreement, Bancshares shall submit to the Reserve Bank and the Commissioner an acceptable plan for the use or disposition of any real property acquired by Bancshares for future use by the Bank as bank premises. The plan shall, at a minimum, address, consider, and include the timely use or disposition of such property.

## **Progress Reports**

6. 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 and the Commissioner 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 Plan**

7. (a) Bancshares shall submit a written plan that is acceptable to the Reserve Bank and the Commissioner within the applicable time period set forth in paragraph 5 of this Agreement.

(b) Within 10 days of approval by the Reserve Bank and the Commissioner, Bancshares shall adopt the approved plan. Upon adoption, Bancshares shall promptly implement the approved plan, and thereafter fully comply with it.

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

### **Communications**

8. 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) Mr. Robert M. Braswell  
Commissioner  
Department of Banking and Finance  
2990 Brandywine Road  
Suite 200  
Atlanta, Georgia 30341
- (c) Mr. Jimmy Dubberly  
Chief Executive Officer  
South Group Bancshares, Inc.  
401 South Main Street  
Glennville, Georgia 30427

9. Notwithstanding any provision of this Agreement, the Reserve Bank and the Commissioner may, in their sole discretion, grant written extensions of time to Bancshares to comply with any provision of this Agreement.

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

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

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

13. 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) and by the Commissioner pursuant to the Official Code of Georgia Annotated § 7-1-91.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the 31<sup>st</sup> day of August, 2010.

SOUTH GROUP BANCSHARES, INC.

FEDERAL RESERVE BANK OF  
ATLANTA

By: /s/ Jimmy Dubberly  
Jimmy Dubberly  
Chief Executive Officer

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

STATE OF GEORGIA  
DEPARTMENT OF BANKING  
AND FINANCE

By: /s/ Robert M. Braswell  
Robert M. Braswell  
Commissioner