

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

BANKING COMMISSIONER  
OF THE  
TEXAS DEPARTMENT OF BANKING  
AUSTIN, TEXAS

Written Agreement by and among

PATRIOT BANCSHARES, INC.  
Houston, Texas

PATRIOT HOLDINGS NEVADA, INC.  
Reno, Nevada

FEDERAL RESERVE BANK OF DALLAS  
Dallas, Texas

and

BANKING COMMISSIONER OF THE  
TEXAS DEPARTMENT OF BANKING  
Austin, Texas

Docket No. 11-108-WA/RB-HC  
Commissioner Order 2011-030

WHEREAS, Patriot Bancshares, Inc., Houston, Texas (“Bancshares”) and Patriot Holdings Nevada, Inc., Reno, Nevada (“Holdings”), registered bank holding companies, own and control Patriot Bank, Houston, Texas (“Bank”), a state-chartered, nonmember bank;

WHEREAS, Bancshares owns and controls various nonbank subsidiaries;

WHEREAS, it is the common goal of Bancshares and Holdings (collectively, “the Companies”), the Federal Reserve Bank of Dallas (the “Reserve Bank”), and the Banking Commissioner (the “Commissioner”) of the Texas Department of Banking (the “Department”) to

maintain the financial soundness of the Companies so that they may serve as a source of strength to the Bank;

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

WHEREAS, on October 19, 2011, the boards of directors of the Companies, at duly constituted meetings, adopted resolutions authorizing and directing William Don Ellis, Chairman and Chief Executive Officer, to enter into this Agreement on behalf of each of the Companies, and consenting to compliance with each and every provision of this Agreement by the Companies and their 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, the Companies, the Reserve Bank, and the Commissioner agree as follows:

**Source of Strength**

1. The boards of directors of the Companies shall take appropriate steps to fully utilize the Companies’ financial and managerial resources, pursuant to section 38A of the FDI Act (12 U.S.C. § 1830o-1) and Regulation Y of the Board of Governors of the Federal Reserve System (the “Board of Governors”) (12 C.F.R. § 225.4 (a)), to ensure that the Bank complies with the Consent Order issued jointly by the Federal Deposit Insurance Corporation and the Commissioner on May 13, 2011, and any other supervisory action taken by the Bank’s federal or state regulator.

## **Dividends and Distributions**

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

(b) The Companies 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) The Companies and the 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, the Director, and the Commissioner.

(d) 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, 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 the Companies’ 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, the Companies 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) The Companies and the nonbank subsidiaries 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) The Companies shall not, directly or indirectly, purchase or redeem any shares of their respective stock without the prior written approval of the Reserve Bank and the Commissioner.

### **Capital Plan**

4. Within 60 days of this Agreement, Bancshares shall submit to the Reserve Bank and the Commissioner an acceptable written plan to maintain sufficient capital at Bancshares on a consolidated basis. The plan shall, at a minimum, address, consider, and include:

(a) The consolidated organization's and the Bank's current and future capital requirements, including compliance with the Capital Adequacy Guidelines for Bank Holding Companies: Risk-Based Measure and Tier 1 Leverage Measure, Appendices A and D of Regulation Y of the Board of Governors (12 C.F.R. Part 225, App. A and D) and the applicable capital adequacy guidelines for the Bank issued by the Bank's federal regulator;

(b) the adequacy of the Bank's capital, taking into account the volume of classified credits, concentrations of credit, allowance for loan and lease losses, current and projected asset growth, and projected retained earnings;

- (c) the source and timing of additional funds necessary to fulfill the consolidated organization's and the Bank's future capital requirements;
- (d) supervisory requests for additional capital at the Bank or the requirements of any supervisory action imposed on the Bank by its federal or state regulator; and
- (e) the requirements of section 38A of the FDI Act and section 225.4(a) of Regulation Y of the Board of Governors that the Companies serve as a source of strength to the Bank.

5. Bancshares shall notify the Reserve Bank and the Commissioner, in writing, no more than 30 days after the end of any quarter in which Bancshares capital ratios fall below the approved plan's minimum ratios. Together with the notification, Bancshares shall submit an acceptable written plan that details the steps that Bancshares will take to increase their capital ratios to or above the approved plan's minimums.

#### **Compliance with Laws and Regulations**

6. (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, the Companies 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.*), and Bancshares shall also provide notice to the Commissioner.

(b) The Companies 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).

## **Progress Reports**

7. Within 45 days after the end of each calendar quarter following the date of this Agreement, the Companies' boards 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 parent company only balance sheets, income statements, and, as applicable, reports of changes in stockholders' equity.

## **Approval and Implementation of Plans**

8. (a) The Companies shall submit written plans that are acceptable to the Reserve Bank and the Commissioner within the applicable time periods set forth in paragraphs 4 and 5 of this Agreement.

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

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

## **Communications**

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

- (a) Mr. Roy O. Weese  
Enforcement Examiner  
Federal Reserve Bank of Dallas  
2200 North Pearl Street  
Dallas, Texas 75201

(b) Mr. Chris Robinson  
Review Examiner  
Texas Department of Banking  
2601 North Lamar Blvd.  
Austin, Texas 78705

(c) Mr. William Don Ellis  
Chairman and Chief Executive Officer  
Patriot Bancshares, Inc.  
Patriot Holdings Nevada, Inc.  
7500 San Felipe  
Suite 125  
Houston, Texas 77063

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

11. The provisions of this Agreement shall be binding upon the Companies and their institution-affiliated parties, in their capacities as such, and their successors and assigns.

12. 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.

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

14. The Commissioner having determined that the requirements for issuance of an order under Texas Finance Code § 35.002 have been met, this Agreement is deemed to be a consent order issued by the Commissioner under Texas Finance Code §§ 35.002, 201.009(a) and

202.005(a)(2). Without admitting or denying any charges of unsafe and unsound banking practices, or violation of applicable Texas law, the Companies consent to deeming this Agreement to be a consent order. The Companies hereby waive all their rights regarding an order under Texas Finance Code §§ 35.002, 35.004, 35.009, and 201.009, including requirements for issuance and service of an order under Texas Finance Code § 35.002, their right to a hearing under Texas Finance Code § 35.004, all defenses, and review of such order by a state agency, commission, or state or federal court.

15. 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). This Agreement is enforceable, as to the Companies, by the Commissioner as a final, non-appealable, and immediately enforceable order pursuant to the provisions of Texas Finance Code § 35.009 and other provisions of Texas law.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the 17<sup>th</sup> day of November, 2011.

PATRIOT BANCSHARES, INC.

FEDERAL RESERVE BANK OF  
DALLAS

By: /s/ William Don Ellis  
William Don Ellis  
Chairman and  
Chief Executive Officer

By: /s/ Earl Anderson  
Earl Anderson  
Vice President

PATRIOT HOLDINGS NEVADA, INC.

BANKING COMMISSIONER OF THE  
TEXAS DEPARTMENT OF BANKING

By: /s/ William Don Ellis  
William Don Ellis  
Chairman and  
Chief Executive Officer

By: /s/ Charles G. Cooper  
Charles G. Cooper