

**OFFICE OF THRIFT SUPERVISION**

**Order No. 96-90**

**Date: September 12, 1996**

**Perpetual Bank, A Federal Savings Bank  
Anderson, South Carolina**

**SouthBanc Shares, M.H.C.  
Anderson, South Carolina**

**Order Approving the Issuance of Common Stock  
by a Savings Association Subsidiary of  
a Mutual Savings and Loan Holding Company**

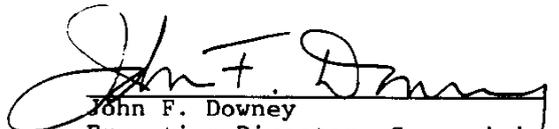
Perpetual Bank, A Federal Savings Bank, Anderson, South Carolina (the "Savings Association") has applied pursuant to section 10(o) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1467a(o), and 12 C.F.R. § 575.7 for approval to issue 585,000 shares of its common stock ("Common Stock"), in a minority stock offering (the "Offering"). Simultaneously, the Savings Association's holding company, SouthBanc Shares, M.H.C. (the "Mutual Holding Company"), would contribute 585,000 shares of Common Stock currently owned by the Mutual Holding Company to the Savings Association. Upon completion of the issuance, the Mutual Holding Company will own approximately 53.17% of the issued and outstanding Common Stock and 46.83% of the Common Stock will be owned by persons other than the Mutual Holding Company.

The Director or his designee has considered the proposed transaction, and, on the basis of the facts and circumstances reflected in the record, has determined that approval of the transaction, including the Plan of Stock Issuance, is appropriate, provided the conditions set forth below are satisfied. Accordingly, the application is approved, subject to the following conditions:

1. The Savings Association's capital stock to be sold in the Offering shall be sold in accordance with the Savings Association's Form MHC-2, and the restrictions set forth at 12 C.F.R. § 563.76;
2. Any additional offering materials not authorized for use by this Order are filed with and approved by the Chief Counsel, or her designee, prior to use; and

3. Promptly after the completion of the sale of all the shares of capital stock to be sold in connection with the Offering, the Savings Association shall submit a certification by its chief executive officer stating the exact number of shares acquired in the Offering by persons other than the Mutual Holding Company, the gross and net proceeds of the Offering, and the date of completion of the Offering.

By Order of the Acting Director of the Office of Thrift Supervision, or his designee, effective September 12, 1996.

  
John F. Downey  
Executive Director, Supervision