

## OFFICE OF THRIFT SUPERVISION

### Approval of Holding Company Application and Application Under Section 10(l) of the Home Owners' Loan Act

**Order No.: 2000-69**

**Date: August 2, 2000**

Temple-Inland, Inc., Temple-Inland Financial Holdings, Inc., Temple-Inland Forest Products Corporation, Temple-Inland Financial Services, Inc., and Guaranty Holdings Inc. I (the Applicants) have applied to the Office of Thrift Supervision (OTS) for approval to acquire Guaranty Bank, S.S.B., Dallas, Texas (the State Bank), pursuant to 12 U.S.C. § 1467a(e) and 12 C.F.R. § 574.3. In addition, on behalf of the Savings Bank, the Applicants have submitted an election for the State Bank to be treated as a "savings association" for purposes of 12 U.S.C. § 1467a, pursuant to 12 U.S.C. § 1467a(l).

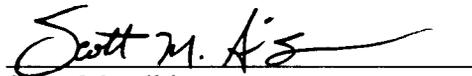
OTS has considered the applications under the standards set forth in 12 U.S.C. § 1467a(e) and 1467a(l), and 12 C.F.R. § 574.7. In addition, OTS has considered the holding company application under the Community Reinvestment Act, 12 U.S.C. §§ 2901, *et seq.*, and OTS regulations thereunder, 12 C.F.R. Part 563e. Also, OTS has considered the digest by the OTS Midwest Regional Office, a legal opinion by the Business Transactions Division, and an analysis by the Office of Examination and Supervision (collectively, the Staff Memoranda). For the reasons set forth in the Staff Memoranda, OTS has determined that the applications satisfy all applicable statutory and regulatory criteria, provided that the conditions set forth below are satisfied. Accordingly, the applications are hereby approved, provided that the following conditions are complied with in a manner satisfactory to the Midwest Regional Director, or his designee (Regional Director):

1. For the period ending 18 months after the date of consummation, prior to appointing any officers or directors not disclosed in the holding company application, the State Bank must submit the individuals' name and background information for review and non-objection by the Regional Director; and
2. The State Bank must operate within the parameters of its business plan. The Applicants and the State Bank must submit any proposed major deviations or material changes from the plan for the prior written non-objection of the Regional Director. The request for change must be submitted a minimum of 60 calendar days

days before the proposed change is implemented with a copy to the FDIC Regional Office.

This order supersedes Order No. 200-67, dated July 28, 2000.

By order of the Director of the Office of Thrift Supervision, or her designee, effective August 2, 2000.

A handwritten signature in black ink, reading "Scott M. Albinson", written over a horizontal line.

Scott M. Albinson  
Managing Director  
Office of Supervision