



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

**Conditional Approval #770
December 2006**

November 15, 2005

Manuel J. Mehos
Green Bancorp
109 North Post Oak Lane, Suite 100
Houston, Texas 77024

Re: Interim Bank Merger to Acquire a Target: Redstone Bank, National Association,
Houston, Texas. CAIS Control # 2006-SO-02-0047

Dear Mr. Mehos:

This is to inform you that today the Office of the Comptroller of the Currency (OCC) has conditionally approved your application to merge Redstone Bank, National Association into Redstone Interim Bank, National Association, with Redstone Interim Bank, National Association as the resulting institution.

This conditional approval is subject to the following condition:

The Bank: (i) shall give the Houston Field Office at least sixty (60) days prior notice of the Bank's intent to significantly deviate or change from its business plan or operations and (ii) shall obtain the OCC's written determination of no objection before the bank engages in any significant deviation or change from its business plan or operations.¹ The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a Bank's notice.

This condition is a condition "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC §1818. As such, this condition is enforceable under 12 USC §1818.

You should refer to the "[Business Combinations](#)" booklet for the required steps to organize an interim national bank. The steps to complete the merger are contained in the Business Combination booklet.

¹ If such deviation or change is the subject of an application filed with the OCC, no notice to the Supervisory Office is required.

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As a reminder, the district office must be advised in writing in advance of the desired effective date of the merge so that the OCC may issue the necessary certification letter. The effective date must be after the date of this letter.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- A Secretary's Certificate for Redstone Interim Bank N.A., certifying that a majority of the board of directors approved.
- An executed merger agreement.
- A Secretary's Certificate for Redstone Interim Bank N.A., certifying that the shareholder approvals have been obtained.
- Federal Reserve Board of Governor's approval of the holding company formation.

If the merger is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and all activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory, and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so that we may improve our service. All correspondence regarding this application should reference the CAIS control number.

If you have any questions, please contact Licensing Specialist Lupe Armendariz or me at (214) 720-7052.

Yours truly,

/s/

Brenda E. McNeese
Senior Licensing Analyst

Enclosure: Survey Letter