

Conditional Approval #1335
April 2025

March 27, 2025

Ms. Caroline Cranz
Chief Compliance Officer
Colonial Savings, F.A.
2626 West Freeway
Fort Worth, TX 76102

Re: Substantial Change in Assets Application
Colonial Savings, F.A., Fort Worth, Texas
OCC Control Number: 2025-5.53-341000

Charter Number: 706809

Dear Ms. Cranz:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application by Colonial Savings, F.A., Fort Worth, Texas (Bank) to effect a substantial asset change through the sale of certain assets. This approval is granted after a thorough review of all information available, including the representations and commitments made in the application and by Bank's representatives.

The Bank applied to the OCC for prior approval of a substantial change in its asset composition under 12 CFR 5.53. In the proposed transaction, the Bank will sell certain assets.

In deciding a change in asset composition application, the OCC considers the capital level of the resulting institution; the conformity of the transaction to applicable law, regulation, and supervisory policies; the purpose of the transaction, its impact on the safety and soundness of the bank; and any effect on the bank's shareholders or customers. 12 CFR 5.53(d)(3). The OCC reviewed these factors and deemed approval consistent with regulatory requirements.

If all steps of the transaction are not consummated within six months of the date of this letter, this approval shall automatically terminate, unless the OCC grants an extension of the time period. Within 10 days of consummating the final step in this transaction, the bank must advise Licensing of the effective date of consummation, so the OCC may complete its records. If any of the terms, conditions, or parties to the transaction described in the application change, the OCC must be informed in writing prior to consummation to determine if any additional action or reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Substantial Asset Change application.

Ms. Caroline Cranz
Chief Compliance Officer
Colonial Savings, F.A.

This preliminary conditional approval is subject to the following condition:

The Bank: (i) shall give the Supervisory Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations,¹ 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. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. This condition shall remain in effect during the Bank's first three years of operation following the consummation of the substantial asset change application.

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

This conditional approval and the 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.

Our conditional approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so we may improve our service. Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Senior Licensing Analyst Sandya Reddy at (202) 445-9100 or sandya.reddy@occ.treas.gov.

Sincerely,

/s/

Stephen A. Lybarger
Deputy Comptroller for Licensing

Enclosure: Survey

¹ If such a deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.