

Conditional Approval #1340

June 2025

May 29, 2025

Sent by email to JLemmon@fkhpartners.com

Mr. Jeremy S. Lemmon
Partner
Fenimore Kay Harrison LLP
812 San Antonio Street, Suite 600
Austin, Texas 78701

Subject: Submission of Substantial Asset Change Application by
The First National Bank of Moody, Moody, Texas
OCC Control No.: 2025-5.53-341103
OCC Charter No.: 5774

Dear Mr. Lemmon:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application of The First National Bank of Moody, Moody, Texas, (Bank) to effect a substantial change in asset composition. This conditional 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. Specifically, this conditional approval is granted, in part, based on Bank's representation that Bank's parent, North Texas Bancshares, Inc., will contribute \$12,000,000 to Bank's capital upon consummation of the transaction.

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's review of any substantial asset change that involves the purchase or other acquisition or other expansions of a bank's operations will include, in addition to the foregoing factors, the factors governing the organization of a bank under 12 CFR 5.20. These factors include whether the resulting bank has organizers who are familiar with national bank laws and regulations; has competent management, including a board of directors with ability and experience relevant to the type of services to be provided; has capital sufficient to support the projected volume and type of business; can reasonably be expected to achieve and maintain profitability; will be operated in a safe and sound manner; and does not have a title that misrepresents the nature of the institution or services it offers. OCC reviewed these factors and deemed conditional approval consistent with regulatory requirements.

I. Background

Bank is a wholly owned subsidiary of Reynolds, Teague, Thurman Financial Corp. (RTTF). As of December 31, 2024 Bank has total assets of approximately \$53.4 million and total deposits of approximately \$42 million. North Texas Bancshares, Inc., Frisco, Texas, (NTBI) was established on April 19, 2022, for the sole purpose of acquiring 100 percent of the shares of RTTF and thereby indirectly acquiring Bank. Following the holding company acquisition, Bank will become a wholly owned subsidiary of NTBI. NTBI is seeking approval from the Board of Governors of the Federal Reserve System to become a bank holding company to acquire RTTF and indirectly acquire Bank.¹

II. New Bank Directors and Executive Officers

The OCC poses no objection to the persons proposed in the application joining Bank and serving as executive officers and/or directors.

III. Conditions

This approval is subject to the following conditions:

- The Bank shall: (i) give the Dallas/Fort Worth (Irving) Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations as submitted on March 14, 2024, in connection with the substantial asset change application², and (ii) 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.
- The Bank shall maintain minimum capital levels commensurate with the prospective risk of the Bank's business plan, with a tier 1 leverage ratio of no less than 8.0 percent and total risk-based capital ratio of no less than 12 percent throughout the first three years of operation following the consummation of the proposed substantial asset change application.
- Immediately following consummation of the proposed transaction, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position. This condition shall remain in effect during the Bank's first two years of operation following consummation of the proposed substantial asset change application.

¹ Submitted by NTBI to the Federal Reserve Bank of Dallas on March 14, 2025 pursuant to Section 3(a)(1) of the Bank Holding Company Act (Federal Reserve Y-3 application).

² If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

The conditions of this approval are conditions “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

IV. Consummation Requirements

Prior to consummation of the substantial change in assets transaction:

- Bank will provide a copy of the Federal Reserve Bank of Dallas approval of the related holding company transaction.

If all steps of the transaction are not consummated within six (6) 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 the Licensing Division 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.

This 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 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 Crystal Maddox, Senior Licensing Analyst / National Bank Examiner at (202) 368-8972 or crystal.maddox@occ.treas.gov.

Sincerely,

/s/

Carolina M. Ledesma
Director for Licensing

Cc: Lindsey Wieck, Director, Federal Reserve Bank of Dallas (via EZFile)
Daniel B. Frasier, Director, Texas Department of Banking (via email)