

Corporate Decision #1375
May 2026

May 15, 2026

Carlton Goss, Esq.
Hunton Andrews Kurth
1445 Ross Ave Suite 3700
Dallas, Texas 75202

Re: Application by United Texas Bank, Dallas, Texas, to Convert to a National Bank and Exercise Fiduciary Powers
OCC Control Numbers: 2025-Conversion-342711 and 2025-Fiduciary-343992
OCC Charter Number: 25377

Dear Mr. Goss:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application by United Texas Bank, Dallas, Texas, (Bank) to convert to a national bank pursuant to 12 USC 35 and 12 CFR 5.24, to exercise fiduciary powers pursuant to 12 USC 92a and 12 CFR 5.26, and to retain all its branches, subsidiaries and investments. We find that the conversion application meets the requirements for approval to convert to a national bank pursuant to 12 USC 35 and 12 CFR 5.24. The converted bank will operate under the title of United Texas Bank, National Association, under OCC Charter Number 25377, and its headquarters will be located at 13101 Preston Road, Suite 100, Dallas, Texas. This conditional approval is granted after a thorough review of the application, other materials you have supplied, and other information available to the OCC, including all information available, and reliance upon the representations and commitments made in the application and by the Bank's representatives.

The OCC is granting conditional approval for the conversion application, however, authorization for the Bank to commence business as a national banking association will not be granted until all pre-conversion requirements are met.

Additionally, this conversion approval is subject to the following conditions:

1. Within three (3) business days of the effective date of the conversion, the Bank shall enter into a Consent Order containing remedial provisions that are substantively similar to the Cease and Desist Order (C&D) issued to the Bank by the Board of Governors of the Federal Reserve System (Board) and the Texas Department of Banking (DOB) dated August 29, 2024.
2. The Bank shall comply with the representation contained in its letter from James Huggins, Jr, President and Jarrod S. Beck, Chairman of the Board, to Assistant Deputy Comptroller Kimberly Einspahr dated May 14, 2026.

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.

Background

On November 11, 2025, the Bank, a Texas state-chartered bank and a member of the Federal Reserve System, filed an application with the OCC to convert to a national bank pursuant to 12 CFR 35 and 12 CFR 5.24, and to exercise fiduciary powers pursuant to 12 USC 92a and 12 CFR 5.26. The Bank is a wholly owned subsidiary of UTB Financial Holding Company, Dallas, Texas.

Following conversion, the converted bank will operate the Bank’s main office as its main office. The Bank currently operates two branches in Dallas, Texas. The application includes a request for the Bank to retain those branches pursuant to 12 USC 36(b)(1). The Bank also has three operating subsidiaries as well as other investments, and has requested approval to retain those subsidiaries and investments.

Section 612 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Restriction on Conversions of Troubled Banks

As the Bank is subject to a cease and desist order (or other formal enforcement order) issued by, or a memorandum of understanding entered into with, a State bank supervisor or the appropriate Federal banking agency with respect to a significant supervisory matter, the conversion is subject to the prohibition in section 612(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act), 12 USC 35. Pursuant to section 612(d) of the Dodd-Frank Act, 12 USC 35 note, the OCC may approve the conversion of UTB if: (1) the OCC gives the Board and Texas DOB written notice of the proposed conversion including a plan to address the significant supervisory matter in a manner that is consistent with the safe and sound operation of UTB; (2) within 30 days of receipt of the written notice the Board and Texas DOB do not object to the conversion or the plan; and (3) after the conversion the OCC implements the plan.

The OCC submitted a written notice and plan to the Texas DOB and Board in accordance with section 612(d) of the Dodd-Frank Act. Neither objected to the notice within 30 days; both notified the OCC that they did not object. Accordingly, the OCC may approve the conversion.

Subsidiaries and Investments

The Bank seeks to retain three existing entities as operating subsidiaries following conversion. The entities include UTB 1031 LLC, UTB Title Agency LP, and USA Title LLP. These entities engage in activities that are legally permissible for national banks, and may be retained pursuant to 12 CFR 5.34. Additionally, UTB may maintain its investment in 1211 North Commerce L.P. pursuant to 12 CFR 5.36.

The Bank also seeks approval to retain its public welfare investments (PWI) pursuant to 12 USC 24(Eleventh) and 12 CFR 24. As of December 23, 2025, the Bank's aggregate PWI investments totaled \$10,772,758.81, representing 6.88% of its capital and surplus. The Bank's PWI investments meet the requirements of 12 CFR 24.3 and also comply with the investment limits in 12 CFR 24.4, and may be retained.

Finally, the Bank is requesting approval to provide after-the-fact notifications for its PWI up to 10 percent of its capital and surplus. The OCC approves the Bank's request, contingent on the Bank being at least adequately capitalized pursuant to 12 CFR 24.4(a). In no event shall the Bank's aggregate PWI and commitments subject to 12 USC 24(Eleventh) and 12 CFR 24 exceed 15 percent of its capital and surplus.

Branch Authorization

This letter constitutes official OCC authorization to operate the following branches.

OCC BRANCH NUMBER: 220294A
BRANCH POPULAR NAME: Merit Branch
BRANCH ADDRESS: 12222 Merit Drive, Suite 100, Dallas, Dallas County
Texas, 75251

OCC BRANCH NUMBER: 220295A
BRANCH POPULAR NAME: Royal Branch
LOCATION: 10803 Preston Road, Dallas, Dallas County
Texas, 75230

You should retain this letter as the official branch authorization. OCC branch numbers have been assigned to each of the branches. If, at some time in the future, the Bank desires to close a branch, the requirements of 12 USC 1831r-1 must be met, including the submission of a 90-day advance notice of the proposed branch closing to the OCC. Following the branch closing, a final closing notice should be submitted to the OCC and the branch authorization must be surrendered. In the event the branch is sold, the branch authorization should also be surrendered to the OCC.

Fiduciary Powers

The OCC has approved your proposal to conduct fiduciary powers pursuant to 12 USC 92a. This approval constitutes a permit to conduct the fiduciary powers requested in your application filed pursuant to 12 CFR 5.26(e)(4). The OCC has no objection to Beth Wheeler serving as your trust officer. The OCC must approve any trust management change the Bank makes prior to commencing fiduciary powers.

The board of directors should provide for the establishment and administration of the trust department through the adoption of amendments to the bylaws, through appropriate resolutions, or both. After adoption, a copy of those provisions should be furnished to the trust officer for guidance. You will note that 12 CFR 9.4 places responsibility on the board of directors for the proper exercise of the Bank's fiduciary powers. However, the board may decide whether it shall supervise the administration of all such powers directly or assign any function related to such powers to any director, officer, employee, or committee.

The board should also provide for:

- A proper delineation of duties for the trust officer and trust committee.
- Pledging of securities to secure trust funds on deposit in the Bank as required by 12 CFR 9.10(b)
- The designation of the officers or employees responsible for custody of the trust investments in conformity with 12 CFR 9.12(a).
- The deposit of securities with state authorities where required by local law, according to 12 CFR 9.14.

The trust officers and staff should become thoroughly familiar with 12 CFR 9, “Fiduciary Activities of National Banks” and the series of Comptroller’s Handbooks for Asset Management (available electronically at <https://www.occ.gov/publications/publications-by-type/comptrollers-handbook/index-comptrollers-handbook.html>).

The trust activities should begin within 18 months of this approval unless the OCC grants an extension. You may begin exercising fiduciary powers simultaneously with your conversion to a national bank. The Bank should notify this office in writing within 10 days after commencement of trust activities. If the Bank decides to surrender its fiduciary powers, it should notify the OCC in accordance with 12 CFR 9.17(a).

Pre-conversion Requirements

The following pre-conversion requirements must be satisfied before the OCC will authorize the Bank to commence business as a national banking association:

1. The institution must purchase adequate fidelity bond coverage in accordance with 12 CFR 7.2013, which lists four factors the directors should consider to determine adequacy.
2. If a director, officer, employee, or principal shareholder of the Bank (including an entity in which such person owns an interest of 10 percent or more) is involved in the sale of credit life insurance to loan customers, the Bank should ensure compliance with 12 CFR 2, which among other things, prohibits a covered person from retaining commissions or other income from the sale of credit life insurance connected with any loan the Bank makes.
3. The board of directors must adopt policies, practices, and procedures to ensure the safe and sound operation of the Bank. The board also must review those policies, practices, and procedures continually and ensure the Bank’s compliance with them.
4. The Bank must maintain its Federal Reserve System membership in accordance with 12 USC 222.
5. The converting institution must ensure that all other required regulatory approvals have been obtained.

6. The directors must own qualifying shares in conformance with 12 USC 72 and 12 CFR 7.2005.
7. If the converting institution is subject to the Home Mortgage Disclosure Act (HMDA), the Bank must ensure that its reporter identification number included on its HMDA transmittal sheet is changed to reflect its new OCC charter number.
8. The converting institution must implement standardized operating agreement requirements for all foreign correspondent bank (FCB) customers, including legacy FCBs, to include provisions necessary to support effective Bank Secrecy Act/Anti-Money Laundering monitoring and ensure ongoing compliance with the USA PATRIOT Act. Operating agreements must delineate permissible activities; require full transparency and disclosure of all downstream or nested correspondent relationships;¹ establish enforceable service-level agreements governing information sharing requirements; and establish defined operating limits that provide appropriate guardrails around the overall volume and risk profile of international activity, including limits on the number of nested/downstream correspondent relationships, frequency and number of Know-Your-Customer/Customer Due Diligence policy exceptions, and consequences for failure to timely address identified exceptions. The converting institution must provide the standard operating agreement requirements to the OCC.
9. The converting institution must notify the OCC if the facts described in the filing materially change at any time prior to consummation of the conversion. Any changes to the executive officers or directors must receive a written determination of no objection from the OCC.

Conclusion

Upon completion of all steps required to convert to a national banking association, submit the enclosed Conversion Completion Certification certifying that you have done so. Please provide the OCC with at least 10 days advance notice of the conversion.

When the institution has satisfactorily completed all of the above steps, the OCC will issue a Conversion Completion Acknowledgment officially authorizing the institution to commence business as a national bank. Shortly after conversion, you will receive a charter certificate.

If the conversion is not consummated within six months from the date of the decision, the approval will automatically terminate unless the OCC grants an extension. The OCC does not grant extensions of the approval period, except under extenuating circumstances, and expects the conversion to occur as soon as possible after approval.

OCC handbooks, manuals, bulletins, and other publications are available for download at <https://www.occ.gov/publications-and-resources/index-publications-and-resources.html> and <https://www.occ.gov/news-events/index-news-events.html>. National banks, federal savings associations, employees, and other interested parties can subscribe to the OCC News E-mail List

¹ Nested, or downstream, correspondent banking refers to the use of a bank's correspondent relationship by one or more financial institutions through their relationship with the bank's direct customer (i.e., the bank's direct respondent bank) to conduct transactions and obtain access to other financial services.

at <http://www.occ.gov/tools-forms/subscribe/occ-email-list-service.html>. OCC news releases, bulletins, and alerts are also available by subscribing to the agency's four RSS news feeds at <http://www.occ.gov/rss/index-rss.html>.

These approvals 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.

Sincerely,

//signed//

Stephen A. Lybarger
Senior Deputy Comptroller
Chartering, Organization and Structure

Enclosure: Conversion to National Bank Completion Certification