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

Bank Organization and Structure
Southwestern District
1600 Lincoln Plaza
500 North Akard
Dallas, Texas 75201-3342

October 16, 2000

**Conditional Approval #415
November 2000**

Mr. Kyle McDonald
President and CEO
The Trust Company of Louisiana
Post Office Drawer 1410
Ruston, Louisiana 71273

Re: Conversion from State Bank to National Bank -- Control Number 2000-SW-01-0010
The Trust Company of Louisiana, Ruston, Louisiana Proposes to Convert to
National Independent Trust Company, Ruston, Louisiana, OCC Charter Number 24134
And Fiduciary Powers Request - 2000-SW-12-0154

Dear Mr. McDonald:

The Comptroller of the Currency (OCC) has reviewed your request, dated July 31, 2000, to convert The Trust Company of Louisiana to a national trust bank, which will engage solely in fiduciary activities. After a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives, we have decided to conditionally approve your proposal to convert to a national trust bank pursuant to 12 USC 35 and 12 CFR 5.24. We made our decision to grant conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and will not be FDIC-insured. This approval is based on the following conditions:

1. The bank's initial Tier 1 capital shall be no less than \$2,000,000.
2. The bank shall maintain a minimum of \$2,000,000 in Tier 1 capital at all times.
3. The bank and its parent, Argent Financial Group, Inc. (Argent) will comply with the written capital commitment submitted to this office as of August 16, 2000.
4. The bank and Argent must enter into a binding written agreement setting forth Argent's obligations to provide capital maintenance and liquidity support to the Bank, if and when necessary. The terms and provisions of this capital and liquidity maintenance agreement Mr.

must be acceptable to the bank and the OCC, and shall include a provision for collateral to support those obligations, if required by the OCC.

5. The bank must maintain on file on its premises current financial information on Argent, (e.g., audited financial reports, quarterly financial statements, 10-K and 10-Q reports as appropriate). The financial information must be provided to the bank's supervisory office once it becomes available.

Please be advised that all conditions of this approval shall be deemed to be "conditions imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818(b)(1).

This conditional approval refers to the following proposed national bank:

Title: National Independent Trust Company
Address: 107 North Trenton Street, Ruston, Louisiana, 71270
Charter No.: 24134

This conditional approval is based in part upon the institution's representation that, prior to conversion, the capital structure will comply with the minimum capital requirements of 12 USC 35, 36, 51, 52, and 371d to the extent applicable.

The OCC approves National Independent Trust Company's plans to continue the following operating subsidiaries: TCL Securities, Inc., a securities broker/dealer; TCL Advisors, Inc., a financial planner, and TCL Capital Management, Inc., a registered investment advisor.

The OCC has no objection to you maintaining your noncontrolling equity investment in Community First Trust Company, an independent Arkansas trust company. This decision is based on the commitments made regarding your investment in Community First Trust Company as detailed in your letter of October 5, 2000.

The OCC has approved your proposal to conduct fiduciary powers pursuant to 12 USC 92a. This approval constitutes a permit to conduct all permissible fiduciary powers as requested in your application [12 CFR 5.26(e)(4)]. The OCC has no objection to you serving as the bank's senior 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 fiduciary operation either through the adoption of amendments to the bylaws or by appropriate resolutions. 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:

A proper delineation of duties for trust officer(s) and committee(s).

The 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 9.13(a).

The deposit of securities with state authorities where required by local law, according to 12 CFR 9.14.

The establishment and administration of the trust department may appear in the bylaws or in the board resolutions, or partly in the bylaws and partly in the resolutions. After adoption, a copy of those provisions should be furnished to the trust officer for guidance.

Under separate cover, the OCC Communications Division will mail to you the series of Comptroller's Handbooks for Fiduciary Activities. The trust officers and staff should become thoroughly familiar with "Fiduciary Activities of National Banks" at 12 CFR 9 (copy enclosed).

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).

You are reminded that the following are required before the effective date of the conversion:

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 and have in place 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 bank compliance with them. We are enclosing the minimum policies and procedures applicable to national banks.
4. The converting institution must obtain any other required regulatory approvals.

Mr. Kyle McDonald

Page 4

If the conversion is not consummated within six months from the date of the decision, approval will be withdrawn. The OCC is opposed to granting extensions, except under the most extenuating circumstances and expects the conversion to occur as soon as possible.

Upon conversion, please submit a letter certifying that you have completed all steps required to convert to a national banking association (sample enclosed). Questions or comments regarding this preliminary approval should be addressed to Sr. Corporate Analyst Pansy G. Hale or to me at (214) 720-7052. All correspondence documents should reference the application control number.

Yours truly,

-signed-

Karen H. Bryant
Licensing Manager

Enclosures: Conversion Completed Certification Sample Letter
Minimum Policies and Procedures
Fiduciary Activities of National Banks, 12 CFR 9
Customer Satisfaction Survey Letter