

OFFICE OF THRIFT SUPERVISION

Approval of Organization of a Federal  
De Novo Stock Savings Bank and Application Under Bank Merger Act

Order No.: 97-75

Date: July 21, 1997

Pioneer Bancshares, Inc., Chattanooga, Tennessee (the "Holding Company"), has applied to the Office of Thrift Supervision ("OTS") to organize a Federal de novo stock savings bank to be known as Pioneer Bank, f.s.b., Chattanooga, Tennessee ("Institution"), pursuant to Section 5(e) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1464(e), and 12 C.F.R. § 552.2-1 thereunder. As part of this transaction, the Institution plans to relocate its home office from Chattanooga, Tennessee to East Ridge, Tennessee and to operate a branch office in Dalton, Georgia and a branch office in Ft. Ogelthorpe, Georgia.

The Institution has filed an application pursuant to 12 U.S.C. § 1828(c) and section 563.22, to acquire certain assets and assume certain liabilities from its affiliated bank, Pioneer Bank, Chattanooga, Tennessee (the "Seller").

The OTS has considered the applications under the standards set forth at 12 U.S.C. §§ 1828(c), 1464(e), 1464(r) and at 12 C.F.R. §§ 552.2-1, 543.3, 556.5 and 563.22. In addition, the OTS has considered the digests prepared by the Central Regional Office and Corporate Activities, and a legal opinion from the Business Transactions Division. Also, the OTS has considered the proposed transaction under the Community Reinvestment Act, 12 U.S.C. §§ 2901 et seq., and OTS regulations thereunder at 12 C.F.R. Part 563e, to the extent applicable.

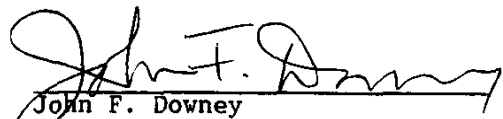
Based on the foregoing statutes, regulations and other materials, the OTS has concluded that the organization of the Institution would be in compliance with all applicable statutes and regulations. Accordingly, the application is hereby approved, provided that the following conditions are complied with in a manner satisfactory to the Central Regional Director, or his designee:

1. The proposed transaction between the Institution and the Seller shall be consummated no sooner than 15 days and no later than 120 days after the date of this approval order, unless an extension is granted for good cause by the Central Regional Director, or his designee ("Regional Director");
2. The Holding Company and the Institution must receive all required regulatory approvals prior to establishment of the Institution with copies of all such approvals supplied to the Central Regional Office;

3. On the business day prior to opening for business, the Institution must advise the OTS that there have been no substantial changes with respect to the information currently before the OTS, including but not limited to directors, proposed shareholders or the business plan; and that no additional information having a material adverse bearing on any feature of the application exists;
4. Prior to opening for business, the officers, organizers and directors must file with the Central Regional Director a certification by legal counsel stating the effective date of the completion of the organization of the Institution, and that the completion of the organization of the Institution has been consummated in accordance with the provisions of all applicable laws and regulations (including state and federal securities law requirements), the Application, and this Order;
5. The Institution shall submit independent audit reports to the Central Regional Office for its first three fiscal years. These reports shall be in compliance with the audit rules set forth in 12 C.F.R. Section 562.4; and
6. Prior to opening for business, the Institution's Counsel shall submit a legal opinion acceptable to the Business Transactions Division stating that Georgia law permits a Tennessee-chartered savings association to establish branches in Georgia, or, if Counsel is unable to issue an opinion to that effect, submission of information demonstrating, to the satisfaction of the OTS, that the proposed branching complies with section 5(r) of the HOLA.

Any time period specified herein may be extended by the Central Regional Director, for good cause, for up to 120 calendar days.

By order of the Director of the Office of Thrift Supervision, or his designee, effective July 21, 1997 .

  
John F. Downey  
Executive Director, Supervision