

OFFICE OF THRIFT SUPERVISION

APPROVAL OF APPLICATIONS FOR PERMISSION TO ORGANIZE A FEDERAL SAVINGS BANK AND HOLDING COMPANY ACQUISITION

Order No.: 99-68

Date: November 10, 1999

Benefit Financial Group, Inc., Fort Smith, Arkansas (the "Holding Company"), has applied to the Office of Thrift Supervision (the "OTS"), pursuant to 12 U.S.C. §§ 1464(e) and 1467a(e) and 12 C.F.R. §§ 552.2-1 and 574.3, to organize and acquire Benefit Bank, Fort Smith, Arkansas (the "Savings Bank"), a federal stock savings bank. The Savings Bank will be a member of the Savings Association Insurance Fund.

The OTS has considered the Applications under the factors set forth in 12 U.S.C. §§ 1464(e) and 1467a(e) and 12 C.F.R. §§ 543.3, 552.2-1 and 574.7, and other applicable statutes and regulations. The OTS also has considered the Applications under the Community Reinvestment Act (the "CRA"), 12 U.S.C. § 2901 *et seq.*, and the OTS regulations thereunder at 12 C.F.R. Part 563e. The OTS has considered analyses prepared by the Office of Examination and Supervision and the Midwest Regional Office ("Regional Office"), and a legal opinion from the Business Transactions Division (collectively, the "Staff Memoranda"). For the reasons set forth in the Staff Memoranda, the OTS finds that the Applications satisfy the applicable approval standards, provided that the following conditions are complied with in a manner satisfactory to the Midwest Regional Director, or his designee ("Regional Director"). Accordingly, the Applications are hereby approved, subject to the following conditions:

1. The proposed transaction must be consummated within one hundred twenty (120) calendar days from the date of this Order or within such additional period as the Regional Director may grant;
2. The Savings Bank and the Holding Company must receive all required regulatory approvals prior to the establishment of the Savings Bank with copies of all such approvals provided to the Regional Director;
3. At least twenty days prior to opening for business, the Holding Company must provide to the Regional Director a list of the stockholders of the Holding Company, including names, addresses, number of shares, and percentage of total shares. Any individuals presumed to be acting in concert pursuant to 12 C.F.R. Section 574.4 shall also be listed and all relationships disclosed;
4. Within 30 days after the plans and specifications of the Savings Bank's permanent facility are finalized, the Holding Company must submit a copy to the Regional Director for his review;

5. Prior to opening for business, the Savings Bank must appoint a Chief Financial Officer, Mortgage Loan Officer, and Commercial Loan Officer and provide their background information to, and receive the written non-objection of, the Regional Director;
6. On the business day prior to opening for business, the Holding Company must certify in writing to the Regional Director that no material adverse changes have occurred with respect to the financial condition or operation of the Savings Bank, respectively, as disclosed in the Applications, including but not limited to directors, major shareholders, or the business plan; and that no additional information having an adverse bearing on any feature of the Applications has been brought to the attention of the Savings Bank, the Holding Company or the OTS;
7. No later than five days from the date the Savings Bank opens for business, it must file with the Regional Office a certification by legal counsel stating the effective date of the Savings Bank's insurance of accounts and its opening, and that the completion of the establishment of the Savings Bank was consummated in accordance with all applicable laws and regulations, the Application and this Order;
8. No later than five days from the date the Savings Bank opens for business, the chief financial officer shall provide to the Regional Director a reconciliation of capital for both the Savings Bank and the Holding Company;
9. Prior to their execution, all stock option and incentive plans that are to be implemented within the Holding Company's first year of operations must be submitted to the Regional Director for his written non-objection and must receive the prior approval of the Holding Company's shareholders after the organization of the Savings Bank;
10. At least 30 days prior to commencing the applicable lending activity, the Savings Bank must establish comprehensive written lending policies for mortgage, commercial and consumer lending and submit them to the Regional Director for his review and non-objection;
11. The Savings Bank must operate within the parameters of its business plan. The Savings Bank must submit any proposed major deviations or material changes from the plan, including the level of capital, for the prior, written approval of the Regional Director. The request for change must be submitted a minimum of 30 calendar days before the proposed change is implemented;
12. The Savings Bank must submit independent audit reports to the Regional Director for its first three fiscal years. These reports must comply with the audit rules set forth in 12 C.F.R. § 562.4; and,
13. Prior to opening for business, the Savings Bank must submit to a year 2000 examination and receive the Regional Director's approval.

Any time period set forth herein may be extended for up to 30 days, for good cause, by the Regional Director.

By order of the Director of the Office of Thrift Supervision, or her designee, effective November 10, 1999.

A handwritten signature in cursive script, reading "Scott M. Albinson", written over a horizontal line.

Scott M. Albinson
Managing Director
Office of Supervision