



**WHISTLEBLOWER POLICY**

**Approved by Board March 24, 2010**

## **Purpose**

T Bancshares, Inc. (the ‘Company’) is committed to the highest standards of ethical, moral, and legal business conduct and fostering a workplace conducive to open communication regarding the Company’s business practices and to protecting officers and employees from unlawful retaliation and discrimination for properly disclosing or reporting illegal or unethical conduct. In an effort to further this commitment and comply with requirements of the Sarbanes-Oxley Act’s Section 301, the Audit Committee has established guidance for the reporting, retention, and treatment of verbal or written reports received by the Company regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices not compliant with the Company’s Code of Business Conduct and Ethics, whether submitted by Company officers or employees or third parties. This policy (i) sets forth prohibited actions; (ii) establishes guidance for providing Company officers and employees a means to report in a confidential and anonymous manner; and (iii) makes clear the Company’s intention to discipline, up to and including termination of employment, any person determined to have engaged in retaliatory behavior.

## **Prohibited Actions**

Commission of any of the following acts will be considered cause for disciplinary action including immediate termination of employment and may be subject to criminal prosecution:

1. Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to a matter within the jurisdiction of a federal agency or bankruptcy proceeding, in violation of federal or state law or regulations.
2. Altering, destroying or concealing a document, or attempting to do so, with the intent to impair the document’s availability for use in an official proceeding or otherwise obstructing, influencing or impeding any official proceeding, in violation of federal or state law or regulations.
3. Fraudulently influencing, coercing, manipulating, or misleading any independent public accountant engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements materially misleading, in violation of federal or state law or regulations.
4. Discharging, demoting, suspending, threatening, harassing or discriminating in any manner against any officer or employee, in violation of federal or state law or regulations, because of any lawful act by the officer or employee in providing information to or assisting in any investigation by a supervisory employee, Congress or any federal agency; filing or assisting in any action alleging a violation of federal or state law or regulations; or knowingly taking any action harmful to any person for providing truthful information to a law enforcement officer relating to the possible commission of a federal offense.

## **Reporting**

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Approved 3/24/2010

The Whistleblower Policy is intended to be used to confidentially report sensitive and serious concerns relating to the Company's financial reporting and unethical or illegal conduct. Officers and employees are encouraged to report concerns of such activities to the appropriate designated parties as listed below. All reports will be taken seriously and addressed promptly, discreetly, and professionally. Reports may be submitted confidentially or anonymously in a sealed envelope designated as 'Confidential - Chairman of the Audit Committee for T Bank, NA' and mailed to the following:

David Carstens  
Carstens, Yee & Cahoon, LLP  
13760 Noel Road, Suite 900  
Dallas, TX 75240  
972 367-2001  
[Carstens@cclaw.com](mailto:Carstens@cclaw.com)

Reports may also be delivered via email to the address listed above marked "confidential" or reports may be delivered via telephone at the number listed above.

The Audit Committee will investigate each matter appropriately and take necessary corrective and disciplinary actions. The Audit Committee may enlist, as necessary, officers and employees of the Bank, outside legal counsel, accounting or other advisors to conduct investigations of complaints regarding financial statement disclosures, accounting, internal controls, auditing matters or violations of the Code of Business Conduct and Ethics. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.

Employment-related concerns should continue to be reported through normal supervisory or Human Resource channels.

### **Retention**

Reports filed under the Whistleblower Policy will remain confidential and a part of the Audit Committee's records for a period of seven years.

### **Retaliation**

T Bancshares, Inc. strictly prohibits any discrimination, retaliation or harassment against any director, officer, or employee who makes a report in good faith or participates in any investigation of a report under this policy. Officers and employees who believe they have been subjected to discrimination, retaliation, or harassment for submitting a complaint or participating in an investigation of a complaint should immediately report the concern to the Company's Audit Committee Chairman or General Counsel. Any complaint of discrimination, retaliation, or harassment will be promptly and thoroughly investigated and, if substantiated, appropriate disciplinary action will be taken, up to and including termination of employment.

### **Malicious Allegations**

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Officers and employees who file reports or provide evidence which they know to be false information will not be protected by the above policy statement and may be subject to disciplinary action, up to and including termination of employment.

*T Bancshares, Inc. reserves the right to modify or amend this policy at any time as it may deem necessary, including any modifications that may be required to comply with state or federal law and regulations, stock market or exchange rules and regulations where the Company's stock may be listed, and/or to accommodate organizational changes.*

*Adopted by Resolution of the Board of Directors*

*September 19, 2007*

*Amended March 24, 2010*