FEDERAL DEPOSIT INSURANCE CORPORATION WASHINGTON, D.C.

In the Matter of)	
)	
BENCHMARK BANK)	ORDER TO PAY
PLANO, TEXAS)	
)	FDIC-11-461K
(Insured State Nonmember Bank))	
)	

Benchmark Bank, Plano, Texas (Bank), and a representative of the Legal Division of the Federal Deposit Insurance Corporation (FDIC) executed a "Stipulation and Consent to the Issuance of an Order to Pay" (Stipulation) dated May 3, 2012, whereby the Bank, solely for the purpose of this proceeding and without admitting or denying any and all charges of violations of any law, rule or regulation, consented and agreed to pay civil money penalties in the amount specified below to the Treasury of the United States.

After taking into account the Stipulation, the appropriateness of the penalty with respect to the financial resources and good faith of the Bank, the gravity of the conduct by the Bank, the history of previous conduct by the Bank, and such other matters as justice may require, the FDIC accepts the Stipulation and issues the following:

ORDER TO PAY

IT IS HEREBY ORDERED, that by reason of the alleged violations set forth in the Stipulation, a penalty of \$ 15,000.00 is assessed against the Bank. The Bank shall pay such amount to the Treasury of the United States.

IT IS FURTHER ORDERED that the Bank is prohibited from seeking or accepting indemnification from any third party for the civil money penalty assessed and paid in this matter.

This Order to Pay will become effective upon its issuance by the FDIC.

Pursuant to delegated authority.

Dated at Washington, D.C. this 1st day of June, 2012.

/s/

Sylvia H. Plunkett
Senior Deputy Director
Division of Depositor and Consumer Protection