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ARIZONA CORPORATION COMMISSION

SECURITIES DIVISION
(602) 542-4242

December 7, 1990

Mr. John Reynolds
Muldoon, Murphy & Faucette
315 S. Calhoun Street, Suite 716
Tallahassee, Florida 32301

RE: Magna Bancorp Inc. No-Action request

Dear Mr. Reynolds:

On the basis of the facts set forth in your letter of November 5, 1990 and in reliance upon your opinion as counsel, the Securities Division will not recommend enforcement action for violation of the Securities Act of Arizona should the transaction take place as set forth in your letter.

As this position is premised upon the facts set forth in your letter, it should not be relied on for any other set of facts or by any other person. Please also note that this position applies only to the registration requirements of the Act; the anti-fraud provisions of the Act continue to be applicable.

We have attached photocopies of your letter. By doing this we are able to avoid having to recite or summarize the facts set forth therein.

Very truly yours,

DEE RIDDELL HARRIS
Director of Securities

DRH:sw

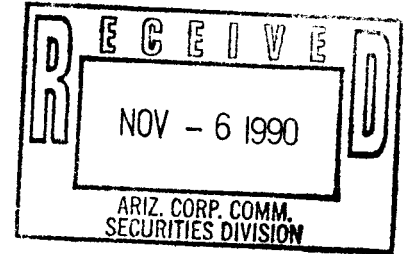
enclosure

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A. GEORGE IGLER
WALTON S. KINSEY, JR.
JOHN D. REYNOLDS

November 5, 1990

Ms. Dee R. Harris
Director of Securities
1200 West Washington Street
Phoenix, Arizona 85007

Federal Express

RE: Magna Bancorp, Inc.
Request for Interpretive or No-Action Letter
concerning the Availability of the Exempt Transaction
found at Section 44-1844 A.6. of the Arizona Revised
Statutes, as amended

Dear Ms. Harris:

This Request for an Interpretive or No-Action Letter is filed on behalf of Magna Bancorp, Inc. ("Holding Company"), located at 100 West Front Street, Hattiesburg, Mississippi 39402, a newly formed Delaware chartered holding company for Magnolia Federal Bank for Savings ("Magnolia Federal" or the "Bank"), in connection with a proposed offer and sale of the Holding Company common stock ("Common Stock"), par value \$.01 per share. The Common Stock is expected to be issued upon the conversion of the Bank from a federally-chartered mutual bank to a federally-chartered stock savings bank (the "Conversion") and upon the issuance of all the Bank's outstanding stock to the Holding Company pursuant to the Bank's plan of conversion ("Plan of Conversion").

On June 30, 1990, the Bank (headquartered in Hattiesburg, Mississippi) had assets of approximately \$782 million, deposits of \$709.6 million and retained earnings of \$36.5 million. The Bank, a member of the Federal Home Loan Bank System, has its deposits insured by the Federal Deposit Insurance Corporation (the "FDIC") and is subject to extensive regulation by the Office of Thrift Supervision (the "OTS").

WASHINGTON, D.C. OFFICE

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Under its present charter as a mutual savings institution, the Bank has no authority to issue capital stock. The OTS's regulations require the Bank's members (its depositors and certain borrowers) to approve the Conversion from mutual form to stock charter by a majority vote at a meeting of the members. See 12 C.F.R. Section 563b.6. The Bank will send each member, as of the record date for the meeting, a proxy statement disclosing the effects of the Conversion and soliciting the member's vote. The simultaneous Conversion of the Bank to stock form, issuance of the Bank's stock to the Holding Company and offer and sale of Common Stock by the Holding Company are expected to result in the issuance of between 1,600,000 and 2,164,705 shares of Common Stock by the Holding Company. The offering price for the Common Stock is \$8.50 per share for an aggregate maximum offering of \$18,400,000.

The shares will be offered in a Subscription Offering to tax-qualified employee plans of the Bank and Holding Company, to the Bank's depositors as of March 31, 1990, to certain other members of the Bank and to officers, directors and employees of the Bank. Concurrently and subject to the prior rights of subscription holders, members of the public, with a preference to natural persons residing in the Bank's market areas in Mississippi, will be offered the opportunity to buy the stock in a Community Offering. The Bank has engaged Capital Resources, Inc. ("Capital Resources"), a broker-dealer registered under the Securities Exchange Act of 1934, to consult with and advise the Holding Company with respect to the Subscription and Community offering and to solicit subscriptions for shares of Common Stock in the Subscription and Community Offering. Shares may also be offered in the Community Offering by a select group of broker-dealers to be managed by Capital Resources pursuant to a Selected Dealers' Agreement.

The Bank's Application for Approval of Conversion on Form AC and the Holding Company's Registration Statement on Form S-1 (the "Registration Statement") were filed with the OTS and the Securities and Exchange Commission ("SEC"), respectively, on October 2, 1990. The acquisition of the Bank by the Holding

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Company also requires the approval of the OTS. The Holding Company has filed a Holding Company Application with the OTS seeking such approval. The Bank's Form AC and the Holding Company Application presently are being reviewed by the OTS. The Prospectus to be used in connection with the Subscription and Community Offering (a copy of which is enclosed) is currently being reviewed by the Securities Division of the OTS and the Division of Corporation Finance of the SEC. All advertising materials to be used in connection with the Offering are subject to approval by the OTS. We anticipate that the Registration Statement will become effective during late November 1990.

The Proposed Offering in Arizona

The Plan of Conversion of the Bank from a mutual to a stock charter provides for the grant of subscription rights to the Bank's depositors as of March 31, 1990. The non-transferable subscription rights permit the depositors to purchase shares of Common Stock on a preferential basis over purchasers in the Community Offering. The provision of the plan granting such subscription rights is required under the OTS's conversion regulations. See 12 C.F.R. Section 563b.3(c)(2). Approximately 52 of the Bank's depositors, with \$70,000 in total deposits, resided in Arizona as of March 31, 1990. The Holding Company desires to offer Common Stock to such depositors pursuant to the subscription rights. The Bank and Holding Company propose to send directly to each depositor in Arizona a proxy statement soliciting the depositor's vote on the Conversion and a prospectus for the Holding Company Common Stock. The Holding Company does not intend to offer Common Stock to residents of Arizona other than such depositors.

Availability of Section 44-1844 A.6. and Analysis

Section 44-1844 A.6. of the Arizona Revised Statutes, as amended, exempts from the provisions of Sections 44.1841 and 44.1842:

Any transaction or series of transactions incident to a statutory or judicially approved reorganization, merger, triangular merger, consolidation, or sale of assets, incident to a vote by securities holders pursuant to the articles of incorporation, the applicable corporate statute or other controlling statute, partnership agreement or the controlling agreement among securities holders.

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We believe that the Holding Company's offering in Arizona pursuant to the subscription rights would meet the elements of this exemption.

The Bank as a federally-chartered mutual savings bank must comply with federal law and OTS's regulations in effecting the Conversion. Pursuant thereto, the members of the Bank are required to approve the Conversion by majority vote. The offering and sale of the Holding Company's Common Stock to such members pursuant to their subscription rights should be considered incident to such vote. The issuance of the Common Stock will occur concurrently with the Conversion of the Bank to stock form and will be an essential element of the Conversion transaction because net proceeds from the sale of the Holding Company Common Stock will be used to purchase the Bank's newly-issued capital stock.

We believe members of the Bank should be considered security holders within the meaning of that term in Section 44-1844 A.6. Members of the Bank hold certain rights similar to those held by holders of common stock. For example, members vote annually on the Bank's Board of Directors and, in the event of a complete liquidation, each holder of a deposit account in the Bank would receive his or her pro rata share of any assets in the Bank remaining after payment of claims of all creditors (including the claims of all depositors in the amount of the withdrawal value of their accounts).

The Conversion transaction would satisfy the remaining element of the exemption, i.e., the type of transaction, because the Conversion would be a reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, in the opinion of counsel for the Holding Company.

Request

Based on the above reasons, we believe that the Holding Company qualifies to rely on the exempt transaction found at Section 44-1844 A.6. On behalf of the Holding Company we respectfully request the issuance of an interpretive letter concluding that the exemption found at Section 44-1844 A.6. may be relied upon by the Holding Company for the offering of Common Stock in Arizona. In lieu thereof, we request a non-action letter from the Division stating that the Division would not recommend enforcement action against the Holding Company should it rely on Section 44-1844 A.6.

Enclosed are ten copies of this letter and a cashier's check in the amount of \$200 payable to the Securities Division, Arizona Corporation Commission for the applicable fee, pursuant to Section 44-1861 L.

MULDOON, MURPHY & FAUCETTE

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It is likely that the registration statement filed with the SEC will be declared effective in late November. In such event the Bank and Holding Company wish to proceed with the offering immediately thereafter. Therefore, on behalf of the Holding Company we respectfully ask that this request be acted upon as promptly as practicable.

I discussed this matter in a telephone call with Mr. Jose Holquin on October 19, 1990. Mr. Holquin informally advised that the transaction probably would fit within Section 44-1844 A.6., although no assurance could be given until your receipt and review of this request.

If I may answer any questions or provide additional information with respect to this request, please contact me, collect, at (904) 222-0203.

Sincerely,

MULDOON, MURPHY & FAUCETTE


John D. Reynolds

JDR/kah

Enclosures

cc: Catherine K. Rochester
Lou Ann Poynter
Christopher R. Kelly, Esquire
Charles E. Sloane, Esquire