

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION



IN RE:

Application to Merge Community
Bank & Co., Lakewood Ranch, Florida
With First Community Bank of America,
Pinellas Park, Florida

Admin File # 0828-FI- 03/11

**ORDER GRANTING PETITION FOR PUBLIC HEARING AND DENYING
MOTION FOR DESIGNATION OF NEIL GILLESPIE AS PARTY**

The State of Florida, Office of Financial Regulation (hereinafter “OFR”), being authorized and responsible for the administration and enforcement of the laws governing financial institutions authorized or chartered by the State of Florida as provided in the Florida Financial Institutions Codes, Title 38, Florida Statutes, and the rules promulgated thereunder, does hereby enter this Order granting the request of Petitioner Neil Gillespie (“Petitioner”) for a public hearing to accept public comment on the proposed merger of Community Bank & Co. and First Community Bank of America, and denying Petitioner’s Motion for Designation as Party.

FINDINGS OF FACT

1. Community Bank & Co. (“Community Bank”), previously known as Community Bank of Manatee, is a Florida state-chartered bank operating under Charter Number 1028, with its principal place of business located at 2025 Lakewood Ranch Blvd., Lakewood Ranch, Manatee County, Florida 34211 and is therefore a state financial institution, as that term is defined in Section 655.005(1)(p), Florida Statutes.

2. Community Bank has deposits insured by the Federal Deposit Insurance Corporation (“FDIC”), pursuant to Section 658.38, Florida Statutes, and the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1811 et seq.
3. Community Bank’s service area is Manatee and Hillsborough Counties.
4. In 2009, potential investors applied to the OFR for approval of a change of control of Community Bank & Co. (known at the time of application as Community Bank of Manatee).
5. Pursuant to Rule 69U-105.103, Florida Administrative Code (“F.A.C.”), a public hearing was held prior to the OFR rendering a decision on the application. Although the hearing was publicized, no members of the public attended.
6. The application for change of control of Community Bank of Manatee was approved.
7. Since the approval of the change of control, prevailing economic conditions have inhibited the bank’s ability to reach desired levels of profitability and capitalization.
8. First Community Bank of America (“First Community”) is a savings and loan association chartered by the Office of Thrift Supervision (Charter Number 7782) with its principal place of business in Pinellas Park, Pinellas County, Florida.
9. First Community has deposits insured by the FDIC.
10. First Community’s service area is Charlotte, Hillsborough, Pasco and Pinellas Counties.

11. On February 15, 2011, Community Bank filed applications with the OFR and the FDIC for authority to merge First Community with and into Community Bank. (Exhibit 1, attached)
12. On March 4, 2011, notice of the proposed merger was published in Florida Administrative Weekly. The notice stated the receipt date of the application as February 15, 2010 due to a scrivener's error.
13. Publication of the notice marks the beginning of a twenty-one day period required by Rule 69U-105.104, F.A.C., during which a member of the public may request a public hearing to offer comments on a matter.
14. On March 25, 2011, Petitioner timely filed a Petition for Public Hearing, Motion for Designation as Party, Statement in Opposition, and Notice of Intent to Appear. A copy of the Petition is attached as Exhibit 2.
15. Petitioner describes himself as a resident of the State of Florida, homeowner, advocate, educator and journalist.
16. Petitioner resides at 8092 SW 115th Loop, Ocala, Marion County, Florida, 34481, more than sixty (60) miles from the Zephyrhills Office of First Community, the office closest to his home according to Mapquest.com.
17. Pursuant to Rule 69U-105.106, F.A.C., in order for a request for designation as a party to be granted, a petitioner must demonstrate that his substantial interests will be affected by the OFR's action on the application.
18. The Petition fails to demonstrate that petitioner has substantial interests that will be affected by the proposed merger.

19. Petitioner neither lives nor works in the geographic areas served by Community Bank and First Community.
20. Petitioner claims to have suffered a financial loss unrelated to the institutions seeking to merge.
21. Petitioner claims that his home has lost value due to the financial crisis of 2008 and he now owes more than the house is worth.
22. In May 2009, the United States Congress authorized the creation of the Financial Crisis Inquiry Commission (“Commission”) to investigate the causes of the 2008 financial crisis. The Commission, a ten member panel of private citizens, issued a report of its findings in January 2011.
23. The Commission’s conclusions, including the observation that there is still “much to learn, much to investigate, and much to fix” relating to the financial crisis, are the opinions of private citizens and do not have the force of law. Financial Crisis Inquiry Commission Report, p. xxviii, January 27, 2011.
24. Petitioner is a concerned citizen of the State of Florida, acting independently, believing he has a duty to investigate financial institutions and their regulators.
25. Petitioner has seized upon the Commission’s statement that there is a “collective responsibility” to learn, investigate and fix the causes of the financial crisis as a call to action.
26. Petitioner has, through Public Records Requests, internet searches and other means, amassed a wide range of information about Community Bank,

members of its Board of Directors, officers of the bank and their family members.

27. Petitioner's written "Statement in Opposition" appears to focus on the OFR's 2009 approval of the Change in Control application. The objection to the current merger application is primarily based on the earlier action, yet the time for those objections is long passed and statutorily barred from being revisited.

CONCLUSIONS OF LAW

1. The Petition for Public Hearing was timely filed. The Petition for Public Hearing for the purpose of accepting public comment meets the requirements for approval set forth in Rule 69U-105.104, F. A.C. The Petition for Public Hearing should, therefore, be granted.
2. The Motion for Designation as Party ("Motion") must meet other criteria. In order to be designated a party in a hearing Petitioner must show that he has substantial interests in the outcome of the hearing. *See* Rule 69U-105.106(3), F. A. C.
3. Substantial interests in a proceeding are demonstrated if the Petitioner can show that he will suffer a real and sufficiently immediate injury in fact if the proposed action is taken. *See Agrico Chemical Company v. Department of Environmental Regulation*, 406 So. 2d 478, 482 (Fla. 2d DCA, 1981).
4. Petitioner has not demonstrated that he has or will suffer a real, immediate injury should the merger be approved and consummated.
5. Petitioner has no greater interest in the merger application than any other citizen. Choosing to shoulder the "collective responsibility" mentioned by the

Commission does not meet the criteria set forth in with Rule 69U-105.106(3),
F.A.C. for designation as a party.

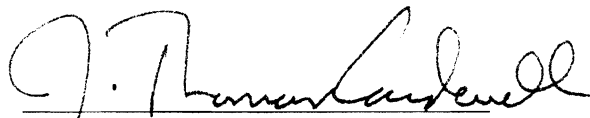
6. Based on the Findings of Fact set forth above, the OFR concludes as a matter of law that the Motion for Designation as Party does not demonstrate that Petitioner has substantial interests that will be affected by OFR's action on the application. The Motion for Designation as Party should, therefore, be denied.

ORDER

Based upon the foregoing Findings of Fact and Conclusions of Law, it is hereby
ORDERED that:

- A. Petitioner Neil Gillespie's Petition for Public Hearing is **GRANTED**.
- B. Petitioner Neil Gillespie's Motion for Designation as Party is
DENIED.

DONE and ORDERED in Tallahassee, Leon County, Florida, this 31ST day of March
2011.



J. Thomas Cardwell
Commissioner
Office of Financial Regulation

NOTICE OF RIGHTS

A PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING THE ORIGINAL NOTICE OF APPEAL WITH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AS FOLLOWS:

By Mail or Facsimile

Agency Clerk
Office of Financial Regulation
P.O. Box 8050
Tallahassee, Florida 32314-8050
Phone: (850) 410-9896
Fax: (850) 410-9663

OR

By Hand Delivery

Agency Clerk
Office of Financial Regulation
General Counsel's Office
The Fletcher Building, Suite 118
101 East Gaines Street
Tallahassee, Florida 32399-0379
Phone: (850) 410-9896

A COPY OF THE NOTICE OF APPEAL, ACCOMPANIED BY THE FILING FEES AS REQUIRED BY LAW, MUST ALSO BE FILED WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 2000 DRAYTON DRIVE, TALLAHASSEE, FLORIDA 32399-0950, OR WITH THE DISTRICT COURT OF APPEAL IN THE APPELLATE DISTRICT WHERE THE PARTY RESIDES. **THE NOTICE OF APPEAL MUST BE FILED WITH BOTH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AND THE DISTRICT COURT OF APPEAL WITHIN 30 DAYS OF THE RENDITION OF THE ORDER TO BE REVIEWED.**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing ORDER GRANTING PETITION FOR PUBLIC HEARING AND DENYING MOTION FOR DESIGNATION OF NEIL GILLESPIE AS PARTY has been furnished by U.S. and electronic mail to Petitioner, Neil Gillespie, 8092 SW 115th Loop, Ocala, Florida, 34481 and neilgillespie@mfi.net; Counsel for Community Bank & Co. Charles L. Stutts, Esquire, Holland & Knight, 100 North Tampa Street, Suite 4100, Tampa FL 33602, and charles.stutts@hklaw.com; Counsel for Community First Bank of America, Gregory Yadley, Esquire, Shumaker, Loop & Kendrick, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602 and gyadley@slk-law.com on this 31 day of March 2011.


Janet Massin Anderson
Fla. Bar No. 0545821
Assistant General Counsel
Office of Financial Regulation
200 East Gaines Street, Suite 624
Tallahassee, Florida 32399-0371
850-410-9880

APPLICATION FOR APPROVAL TO
MERGE OR CONSOLIDATE A BANK, TRUST COMPANY, OR ASSOCIATION

Community Bank & Company
(Exact Title of Resulting Financial Institution)

Lakewood Ranch
(City)

Manatee 34211
(County) (Zip Code)

Florida 1028
(Charter Number)

First Community Bank of America
(Exact Title of Other Constituent Financial Institutions)

Pinellas Park
(City)

Pinellas 33782
(County) (Zip Code)

OTS 7782
(Charter Number)

UNDER THE CHARTER OF: Community Bank & Company

218 1489648 20110218
300751 47500.00

AND WITH THE TITLE: Community Bank & Company

The location of the main office of the resulting financial institution, if
changed from:

2025 Lakewood Ranch Blvd. Lakewood Ranch, FL 34211

(Street Address, City, County, Zip Code)

218 1489648 20110218
300751 47500.00

to: N/A

(Street Address, City, County, Zip Code)

(X) Which is the current main office of

Community Bank & Company

(Constituent Financial Institution)

() Which is the current branch _____

(Constituent Financial Institution)

Please note appropriate designation if the resulting financial institution
will be a state-chartered bank: (X) State nonmember Bank () State Member Bank

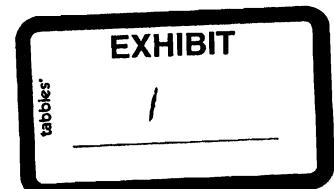
All questions should be answered completely. If an answer is no or none, this
should be indicated. Please note that many of the questions will require
responses on a separate insert page to be identified as a numbered attachment.
(Attachment # _____)

Application fee of \$7,500 payable to the Office of Financial Regulation is attached for deposit
to the Financial Institutions' Regulatory Trust Fund.

Additionally, a Successor Institution Application fee, if applicable, of \$2,500 payable to the
Office of Financial Regulation is attached for deposit to the Financial Institutions'
Regulatory Trust Fund.

Org: 43843000000
Flair Object Code: 001061
EO: V1
Revenue Source Code: 218

Note: If 3 or more financial institutions are involved in the application, the fee shall be
\$3,500 for each financial institution involved.



STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION
DIVISION OF FINANCIAL INSTITUTIONS

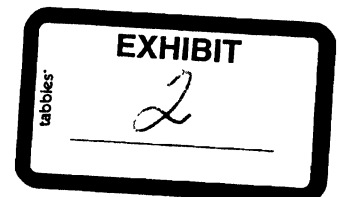
IN RE:

APPLICATION TO MERGE
Community Bank & Company,
Lakewood Ranch, Florida, and
First Community Bank of America,
Pinellas Park, Florida; Resulting
Institution: Community Bank & Company

Admin. File No. _____

**PETITION FOR PUBLIC HEARING, MOTION FOR DESIGNATION AS PARTY,
STATEMENT IN OPPOSITION, AND NOTICE OF INTENTION TO APPEAR**

1. Neil J. Gillespie hereby petitions the Florida Office of Financial Regulation (OFR) pursuant to Fla. Admin. Code r. 69U-105.104(1) for a public hearing on the APPLICATION TO MERGE ("application") of Community Bank & Company Lakewood Ranch, Florida, and First Community Bank of America, Pinellas Park, Florida; Resulting Institution: Community Bank & Company. A copy of the application accompanies this Petition as Exhibit 1.
2. The Petitioner, pro se, is Neil J. Gillespie, 8092 SW 115th Loop, Ocala, Florida, 34481, telephone number (352) 854-7807.
3. A copy of the application was belatedly provided to Petitioner by OFR Chief Counsel Josephine Schultz. The application (Exhibit 1) is missing all the financial data; the data fields are blank. The following public financial data is missing:
 - Schedule II, Pro Forma Combined Balance Sheet
 - Schedule III, Earnings History and Capital Accounts Changes



Schedule IV, Financial Institution Offices and Fixed Asset Investment

The application is also missing Exhibit A, Agreement of Merger, which is public information.

Ms. Schultz failed to respond to Petitioner's request for complete records.

4. Pursuant to Fla. Admin. Code r. 69U-105.104(1) Petitioner combines his petition for public hearing with a notice of intention to appear.

5. Pursuant to Fla. Admin. Code r. 69U-105.104(1)(d) Petitioner has an interest in, and objects to, the application as a resident of the State of Florida, a Florida homeowner, a former client of Community Bank & Company (formerly known as Community Bank of Manatee), and as an advocate, educator and journalist through his Justice Network at <http://YouSue.org/>, and as further set forth in this Petition. Furthermore, Petitioner has a "collective responsibility" as defined in the Conclusions of the Financial Crisis Inquiry Commission, a responsibility to learn, investigate and fix the dramatic breakdowns of corporate governance, profound lapses in regulatory oversight, and near fatal flaws in our financial system.

6. Pursuant to Fla. Admin. Code r. 69U-105.106(3) Petitioner's substantial interests will be affected. Petitioner moves to become a party to the proceeding. Petitioner gives notice of intention to appear as a party. Petitioner incorporates paragraphs 1 through 5 in this paragraph.

7. Pursuant to Fla. Admin. Code r. 69U-105.106(3)(b) a full and clear statement of the grounds upon which Petitioner bases the claim that his substantial interest will be affected by decision on the application is included in this Petition. Petitioner incorporates paragraphs 1 through 6 in this paragraph.

8. Pursuant to Fla. Admin. Code r. 69U-105.103 (1) OFR was required to publish notice of receipt of the application in the Florida Administrative Weekly within twenty-one (21) days of its receipt. A publication was made, Notice No. 9714858. The receipt date published in the

notice is February 15, 2010. (Exhibit 2). OFR received the application February 15, 2011. The receipt date is incorrect. OFR failed to meet the requirements of F.A.C. Rule 69U-105.103 (1).

STATEMENT IN OPPOSITION

9. Petitioner opposes the application on the following grounds:

a. Community Bank & Company (formerly known as Community Bank of Manatee) is in substantial violation of its November 25, 2009 Consent Order with the FDIC (FDIC-09-569b) and OFR (OFR 0692-FI-10/09). (Exhibit 3). The FDIC and OFR Ordered, among other things, in section 2(a) Management, that (a) Within 60 days from the effective date of this ORDER, the Bank shall have and retain qualified management with the qualifications and experience commensurate with assigned duties and responsibilities at the Bank. Each member of management shall be provided appropriate written authority from the Bank's Board to implement the provisions of this ORDER. At a minimum, management shall include the following: (i) a chief executive officer with proven ability in managing a bank of comparable size and in effectively implementing lending, investment and operating policies in accordance with sound banking practices. As of today, well over a year after the FDIC and OFR Ordered the bank to “have and retain qualified management”, William H. Sedgeman, Jr. is still the bank’s CEO, even though he mismanaged the bank and lost \$9.3 million in 2009 and \$1.4 million in 2010. Mr. Sedgeman is not competent to serve as Chief Executive Officer. Petitioner observed Mr. Sedgeman November 1, 2010 while closing his account at the Tampa branch. Mr. Sedgeman, 70 years-old, appears frail, and shuffles about, an early sign of dementia. Evidence in the Petition will show that Mr. Sedgeman is manipulated by others, including Martha J. Cook, his wife and the bank’s former registered agent and unofficial counsel.

b. Community Bank & Company is still loosing money. The bank lost \$9.3 million in 2009. The bank lost \$1.4 million in 2010. Merging one money-losing bank with another money-losing bank is folly given the deteriorating economic conditions in the bank's market. In addition, a number of the bank's Board of Directors are gone, contrary to earlier statements to OFR that the Board and management would not change.

c. There are substantial unanswered questions surrounding Mr. Lima, Chairman of the bank's holding company, CBM Florida Holding Company, and his June 6, 2009 Application For Certificate of Approval to Purchase or Acquire A Controlling Interest in a State Bank or Trust Company. OFR failed to conduct a sufficient background check on Mr. Lima that would have shown massive criminal acts during his tenure at ABN AMRO Bank that resulted in the forfeiture \$500 Million in Connection with Conspiracy to Defraud the United States and with Violation of the Bank Secrecy Act. In addition, the application for controlling interest shows financial irregularities which Petitioner recently brought to the attention of John G. Alcorn, OFR's Bureau Chief. In one case a shareholder inexplicably lost \$4,114.80 August 19, 2008. Unable to answer, Mr. Alcorn referred the matter to Josephine Schultz, Chief Counsel. Ms. Schultz has obstructed efforts to get information in an apparent effort to prevent further analysis.

d. The application provided to Petitioner by OFR Chief Counsel Josephine Schultz is missing all the financial data; the data fields are blank. (Exhibit 1). The following public financial data is missing:

Schedule II, Pro Forma Combined Balance Sheet

Schedule III, Earnings History and Capital Accounts Changes

Schedule IV, Financial Institution Offices and Fixed Asset Investment

The application is also missing Exhibit A, Agreement of Merger, which is public information. Ms. Schultz failed to respond to Petitioner's request for complete records.

e. While Petitioner was a bank customer of Community Bank of Manatee (n.k.a. Community Bank & Company), Petitioner was subject to discriminatory treatment.

INTRODUCTION

10. On September 21, 2010 OFR Commissioner J. Thomas Cardwell testified before the Financial Crisis Inquiry Commission. (Exhibit 4). The Commissioner testified that "[M]y name is Tom Cardwell and I am the Commissioner of the Office of Financial Regulation for the State of Florida a position in which I have served for one year. Prior to assuming this position I was a lawyer in private practice with Akerman Senterfitt a 500 attorney firm based in Florida where I served as Chairman & CEO and headed the Financial Institutions Practice Group."

11. The Commissioner testified "Relative to this appearance I served on the Florida Supreme Court Mortgage Foreclosure Task Force which made recommendations to deal with the crisis in the courts regarding residential mortgage foreclosures." The Commissioner also testified "The Office of Financial Regulation has jurisdiction over the state chartered banking industry, the securities industry, mortgage brokers, money transmitters, payday lenders, check cashers and automobile lenders among others. We have 453 employees and a budget of 43 million dollars with which to carry out our responsibilities for licensing, examination and enforcement in all of these areas."

12. In the December 31, 2010 OFR Quarterly Report to the Financial Services Commission, Commissioner Cardwell's comments show the many challenges facing Florida's economy and as a result, Florida's financial industries continue to face significant stress. (Exhibit 5). He wrote "Since January 2009, 44 financial institutions have failed: 14 in 2009, 29 in 2010 and one

already in 2011. Florida is in the top five states nationally in the number of mortgage foreclosures. Home sales remain sluggish and prices for existing homes are flat. Like many families and businesses in Florida, OFR was significantly impacted by the real estate market.”

13. Commissioner Cardwell also wrote “We have now found that actual revenues are even less than we had projected due to the difficult business conditions our industries are facing. Specifically, the number of persons seeking to be licensed in the mortgage industry has decreased significantly. In June 2007, OFR had more than 80,000 individual mortgage brokers licensed. By October 2010, the number had decreased by about half. We just concluded our current registration cycle on December 31st, and had slightly fewer than 15,000 individual applicants. We knew there would be a drop off, but the depth of the problems in the Florida housing market were greater than anticipated, even by noted economists.” (Exhibit 5)

14. As for banking, Commissioner Cardwell wrote “In the area of Banking, the total assets held in state-chartered banks have declined. In 2009, total deposits in state-chartered banks were \$60 billion. According to the latest figures (September 2010), the number has dropped to \$50 billion.” Commissioner Cardwell expressed some optimism: “I think we are at the bottom of this economic cycle. Some of our businesses have remained stable. The businesses that were negatively impacted will come back over time. Banking should be back to where it was in the next year or two. Mortgage brokerage will never return to its frothy heights.” (Exhibit 5)

15. Commissioner Cardwell wrote “No Florida banking customers have lost a single dollar of insured deposits.” (Exhibit 5). While that may be technically true, Florida homeowners, investors and others have been decimated financially and emotionally by the fallout of the financial crisis.

16. According to a report by Condo Vultures bank failures in Florida have cost the Federal Deposit Insurance Corp. the most money of any state in 2010. Florida’s bank failures have cost

about \$2.1 billion in losses to the FDIC's deposit insurance fund, or about 10% of the \$22.2 billion in losses in 2010.

17. The Financial Crisis Inquiry Commission determined that the 2008 financial crisis was an “avoidable” disaster caused by widespread failures in government regulation, corporate mismanagement and heedless risk-taking by Wall Street, according to a story in the New York Times January 25, 2011 ‘Financial Crisis Was Avoidable, Inquiry Finds’. (Exhibit 6). The Times wrote “[T]he report is harsh on regulators. It finds that the Securities and Exchange Commission failed to require big banks to hold more capital to cushion potential losses and halt risky practices, and that the Fed “neglected its mission.”

18. Lax government oversight allowed Bernie Madoff to operate a ponzi scheme for years, even when whistleblower Harry Markopoulos repeatedly alerted authorities. SEC regulators spent many hours watching pornography in their offices during the 2008 financial crisis. A summary requested by Senator Grassley of pornography-related investigations conducted by the SEC Inspector General shows senior level regulators and lawyers were involved. (Exhibit 7)

19. Conclusions of the Financial Crisis Inquiry Commission state “As this report goes to print, there are more than 26 million Americans who are out of work, cannot find full-time work, or have given up looking for work. About four million families have lost their homes to foreclosure and another four and a half million have slipped into the foreclosure process or are seriously behind on their mortgage payments. Nearly \$11 trillion in household wealth has vanished, with retirement accounts and life savings swept away.” (Exhibit 8)

19. The Conclusions also state “There is much anger about what has transpired, and justifiably so. Many people who abided by all the rules now find themselves out of work and

uncertain about their future prospects. The collateral damage of this crisis has been real people and real communities. The impacts of this crisis are likely to be felt for a generation.” (Exhibit 8)

20. The Conclusions closes with “In our inquiry, we found dramatic breakdowns of corporate governance, profound lapses in regulatory oversight, and near fatal flaws in our financial system....This report should not be viewed as the end of the nation’s examination of this crisis. There is still much to learn, much to investigate, and much to fix. This is our collective responsibility. It falls to us to make different choices if we want different results.” (Exhibit 8)

21. Despite all the above, OFR continues to have profound lapses in regulatory oversight. Therefore as designated by the Financial Crisis Inquiry Commission it is the “collective responsibility” of citizens to demand changes and improvement from our government regulators.

PETITIONER’S SUBSTANTIAL INTERESTS

22. As a Florida homeowner (through a family trust) Petitioner watched his home in Ocala, Florida drop in value, from \$168,000 in 2006 to a current market value of \$91,057 today. Petitioner suffered a substantial loss of \$76,943. Petitioner’s home is “underwater”, a term meaning the current mortgage balance of \$104,211 exceeds the current market value of the home. Petitioner has an interest, indeed a duty and a “collective responsibility” as defined in the Conclusions of the Financial Crisis Inquiry Commission, a responsibility to learn, investigate and fix the dramatic breakdowns of corporate governance, profound lapses in regulatory oversight, and near fatal flaws in our financial system.

COMMUNITY BANK & COMPANY

23. Community Bank of Manatee is now known as Community Bank & Company (“bank”) as a result of a name change earlier this year. The bank was founded in 1995 by William H. Sedgeman, Jr., the current Chairman & Chief Executive Officer. The bank is an insured state

nonmember bank. The bank's website claims it is privately owned by about 350 shareholders and the founding board of directors has remained with the bank from inception.

24. A 2001 Form 6 Public Disclosure of Financial Interest (Exhibit 9) filed by Martha Jean Cook, Florida Bar ID No. 242640, shows she was Registered Agent for the bank and had a beneficial interest more than 5% in the bank. Ms. Cook was required to file the Form 6 as a candidate for Circuit Court Judge for the Thirteenth Judicial Circuit. Ms. Cook's sole income is listed as \$52,824 derived from Martha J. Cook, PA, an arbitration/mediation firm where she was president. The 2001 Form 6 shows Ms. Cook had substantial relative debts, with a net worth of \$151,487. About half her net worth was derived from household goods listed at \$72,500. Ms. Cook valued her arbitration/mediation firm at \$30,199.

25. Martha J. Cook was at all times relative to this Petition married to William H. Sedgeman, Jr. In Florida the relationship to a party or attorney is computed by using the common law rule rather than the civil law rule. In computing affinity husband and wife are considered as one person and the relatives of one spouse by consanguinity are related to the other by affinity in the same degree. State v. Wall, 41 Fla. 463. This created a conflict of interest since Ms. Cook was Registered Agent for the bank and had a beneficial interest more than 5% while married to William H. Sedgeman, Jr., the bank's Chairman & Chief Executive Officer. During this time the bank does not appear to have had counsel other than Ms. Cook; she was the bank's de facto general counsel. Ms. Cook won the Judicial election and currently serves as Circuit Court Judge for the Thirteenth Judicial Circuit. Judge Cook provides legal and other advice to her husband on bank matters, either officially or unofficially. To believe otherwise strains credulity.

26. For a time Petitioner had civil litigation pending before Judge Cook, Gillespie v Barker, Rodems & Cook, PA, Case No. 05-CA-007205, Circuit Civil Division, Hillsborough County.

The lawsuit is against Petitioner's former lawyers who defrauded him in prior litigation. The prior litigation was related to Neil Gillespie v. ACE Cash Express, Inc., Hillsborough Circuit Civil, Consolidated Case No. 99-9730, Division J (originally case no. 8:00-CV-723-T-23B, in United States District Court, Middle District of Florida, Tampa Division). On December 30, 2002, ACE Cash Express entered an agreement with the Florida State Department of Banking (DBF) and the Attorney General. ACE paid a total of \$500,000 in settlement and for issuance by the Florida Department of Banking and Finance, Division of Securities and Finance ("DBF") of authorizations, licenses, or other approvals necessary for ACE to continue in business in Florida, and for releases and other stipulations. ACE paid \$250,000 to the DBF Regulatory Trust Fund in full satisfaction of all attorney's fees, costs, and other expenses incurred by the DBF in connection with this matter. ACE made a contribution of \$250,000 to the Florida State University College of Law in full satisfaction of all attorney's fees, costs and other expenses incurred by the Attorney General in connection with this matter. A copy of the agreement is attached. (Exhibit 10). Petitioner's lawsuit appears on page 8.

27. On November 10, 2010 Petitioner moved to disqualify Judge Cook from his case for bias and matters related to the bank, see Plaintiff's 4th Motion to Disqualify Judge Martha J. Cook. (Exhibit 11). Among other things, the motion showed Judge Cook was insolvent and related to recapitalization efforts with the bank. The motion showed how the bank discriminated against Petitioner while he was a customer. The motion also showed Judge Cook's conflict presiding over cases involving financial institutions. Judge Cook refused to disqualify herself. November 18, 2010 Petitioner filed a Writ of Prohibition against Judge Cook in the Second District Court of Appeals, Case No. 2D10-5529; she disqualified herself the same day.

28. Petitioner appreciates the personal hardship faced by Mr. Sedgeman and Judge Cook, two senior citizens facing an insolvent and bankrupt future. However this is mitigated by the facts. While Mr. Sedgeman and Judge Cook enjoyed every advantage of life, from a great education (Mr. Sedgeman is a graduate of Harvard), to high-paying, prestigious careers, they threw it all away through mismanagement and personal failure. During the time Judge Cook presided over Petitioner's lawsuit, he observed her working part-time hours while collecting a full-time circuit court judge salary of \$145,000, at a time when Florida's courts are in crisis over mortgage foreclosures. Petitioner found Judge Cook to be profoundly dishonest and manipulative. It appears she would do anything to advance her interests without regard for the rule of law.

Mr. Marcelo Faria de Lima

29. From the bank's website: "Mr. Lima is Chairman of the Bank's holding company, CBM Florida Holding Company. Mr. Lima is an international investor with interests in companies located in the United States, Brazil, Mexico, Turkey, Denmark and Russia employing over 6,000 people and generating sales of over \$1 Billion. Mr. Lima started his career as a commercial banker working for ABN Amro Bank in Brazil and Chicago before working as an investment banker for Donaldson, Lubkin and Jenrette, Credit Suisse, and Garantia. He graduated from Ponteficia Universidade Catolica do Rio de Jeanerio in 1985. Mr. Lima has served as a director since the change of control transaction was completed on December 3, 2009."

ABN AMRO Bank

30. Mr. Lima worked for ABN AMRO Bank from 1989 through 1996 in Brazil and Chicago. Mr. Lima's tenure in Chicago coincides with accusations of significant criminal activity by ABN AMRO Bank. On December 19, 2005 a Cease and Desist Order (FRB Dkt. No. 05-035-B-FB) was issued against ABN AMRO Bank, including the Chicago Branch where Mr. Lima worked.

(Exhibit 12). ABN AMRO Bank agreed to stop its unlawful money laundering operations which date to 1995 during Mr. Lima's tenure at the bank. An Assessment of Civil Money Penalty was also issued December 19, 2005. (Exhibit 13). The Federal Reserve Board (Exhibit 14) and The Illinois Department of Financial and Professional Regulation, Division of Banking (Exhibit 15) issued news releases about the matter December 19, 2005. The matter was widely reported in the press, including the Wall Street Journal December 20, 2005 "ABN Amro to Pay \$80 Million Fine Over Iran, Libya" (Exhibit 16), The White Collar Crime Prof Blog, December 20, 2005 (Exhibit 17) and elsewhere. ABN AMRO Bank paid \$80 million in penalties to U.S. federal and state regulators. This was big news worldwide. But Mr. Lima claim he never knew and failed to disclose the information as required to the OFR under Florida law.

31. ABN AMRO Bank made news again May 10, 2010. A Department of Justice Press Release announced "Former ABN AMRO Bank N.V. Agrees to Forfeit \$500 Million in Connection with Conspiracy to Defraud the United States and with Violation of the Bank Secrecy Act" (Exhibit 18). An Information (Exhibit 19) and Deferred Prosecution Agreement were filed May 10, 2010. (Exhibit 20). The Information shows that from in or about June 1995 through in or about December 2005, Defendant ABN facilitated unlawful United States Dollar transactions for a number of co-conspirators, both known and unknown to the United States. For the most part, these co-conspirators consisted primarily of banks from Iran, Libya, the Sudan, and Cuba. Count I, Conspiracy to violate the International Emergency Economic Powers Act (IEEPA) and the Trading With the Enemy Act (TWEA) and to defraud the United States from in or about May 1995 and continuing until in or about December 2007. Count II, Failure to Maintain an Adequate Money Laundering Program.

Wymoo International, LLC, unlicensed Private Investigation Agency

Mr. Lima's September 5, 2008 Wymoo Confidential International Investigation

32. On September 5, 2008 Wymoo International, LLC provided Joseph Matthews a background check of Mr. Lima for a fee of \$630. Oddly the Confidential International Investigation shows Joseph Matthews as the client, not OFR. (Exhibit 21). Wymoo failed to report the ABN AMRO Bank problems to OFR.

33. Wymoo International, LLC, 4320 Deerwood Lake Pkwy., Suite 514 Jacksonville, FL 32216, is a Private Investigation Agency as defined under Chapter 493, Florida Statutes, but Wymoo is not licensed with The Department of Agriculture and Consumer Services (FDACS) as required by Florida law. According FDACS, private investigators and private investigative agencies serve in positions of trust. Untrained and unlicensed persons or businesses, or persons not of good moral character, are a threat to the public safety and welfare. FDACS is responsible for enforcing the provisions of Chapter 493, F.S. and initiating administrative action when violations occur. Petitioner emailed FDACS/Lisa Trimble March 23, 2011 about this matter but she has not responded. (Exhibit 22). Petitioner also emailed OFR Chief Counsel Josephine Schultz about Wymoo and she has not responded. (Exhibit 23). Apart from the licensing issue, Wymoo does not appear completely legitimate. (Exhibit 24).

Mr. Lima's September 16, 2008 Owens OnLine

International Employment Screening Report

34. Owens OnLine did an International Employment Screening Report September 16, 2008. (Exhibit 25). Owens OnLine is a Private Investigation Agency as defined under Chapter 493, Florida Statutes, and is licensed with The Department of Agriculture and Consumer Services (FDACS). According to the report, Owens was unable to confirm the subject's residency at the address provided but an unconfirmed address was found for the subject. A notation under

Employment History states “No information was provided on your order for verification.” A notation under Educational History states “No information was provided on your order for verification.” Owens failed to report the ABN AMRO Bank problems to OFR. (Exhibit 25).

Mr. Lima’s June 15, 2009 Interagency Biographical and Financial Report

35. Mr. Lima failed to disclose his employment with ABN AMRO Bank to questions 4(b), 5(b), 5(e)(1-4), 5(f) or the legal problems with ABN AMRO Bank on his Interagency Biographical and Financial Report. (Exhibit 26). The report provided to Petitioner does not provide any financial data, no Financial Report, no Contingent Liabilities, no Supporting Schedules, no Cash Flow Statement, no Certification or signature page.

Mr. Lima’s June 6, 2009 Application For Certificate of Approval to Purchase or Acquire A Controlling Interest in a State Bank or Trust Company

36. Mr. Lima’s June 4, 2009 Application For Certificate of Approval to Purchase or Acquire A Controlling Interest in a State Bank or Trust Company misstates the Capital Account. Page 5, Status of Capital Account, Present Capital Structure March 31, 2009. The application shows common stock of 2,094,762 shares @ \$2 par that was reported as \$4,194,000. The correct amount is \$4,189,524, a difference of \$4,476.

37. Stock price irregularities. On 08/19/08 2,540 shares of stock sold \$4.75 a share. The same day another block of shares sold but for \$6.37 a share. Someone lost \$4,114.80 that day. Unable to account for the difference, Mr. Alcorn referred the matter to Josephine Schultz, Chief Counsel. Ms. Schultz has obstructed efforts to get information in an effort to prevent further analysis.

July 22, 2009 Report of Public Hearing

38. The purpose of the public hearing was to review, in accordance with Florida law, the pending Application by Trevor R. Burgess and Marcelo Lima for Authority to Acquire a Controlling Interest in Community Bank of Manatee. (1) The requirement under Section 120.80(3)(a)4., Florida Statutes, that any foreign national person seeking to acquire a controlling interest in a state bank appear personally at such a public hearing; and (2) The criteria established by Section 658.28(1), Florida Statutes, on the basis of which the OFR is required to base its determination whether or not the Application should be approved. As reflected in his biographical report which accompanied the Application, Mr. Lima is a citizen of the Federative Republic of Brazil. Consequently, the OFR was required by Section 20.80(3)(a)4., Florida Statutes, to request that the Hearing be conducted. A Joint Prehearing Stipulation was made July 7, 2009. (Exhibit 28). A Report of Public Hearing was made July 22, 2009. (Exhibit 29)

39. Under Findings of Fact, the report found (15) Mr. Marcelo Lima attended the Pontificia Universidade Catolica in Rio de Janeiro, where he earned a degree in economics. He holds a professional enrollment in the Regional Council of Economists in Sao Paul. He is principally engaged in the active oversight of a wide variety of investments, primarily through his service as a director of several investment companies and other holding companies.

40. Most of Mr. Lima's investments are made through Turquoise Capital, C.V., which is his principal holding company. In addition to brokerage and deposit accounts in a number of banking institutions, it has significant interests in several industrial firms, including both public and privately held companies, involved in such disparate lines of business as commercial, refrigeration, fertilizer and, retail. As a result of his investments, Mr. Lima is actively involved in 17 different companies and has served as an executive officer of at least 7 of those companies,

and as a director of four of them, including service as Chairman of the Board of two of those companies.

41. With regard to direct bank experience, from 1989 to 1996 Mr. Lima worked for ABN Amro Bank both in Brazil and in Chicago, serving initially as a fund manager in Brazil and, subsequently, as chief economist of ABN Amro in Brazil advising the bank's Asset-Liability Committee. He then served in the corporate banking area, mainly in commercial relations with some significant clients in Brazil, such as Panasonic, Volkswagen and General Motors. He also served as regional manager for the bank in Campinas, Brazil, where he was responsible for, among other things, commercial banking, retail banking and trade-related and financing activities. During this period he also chaired the bank's regional Credit Committee.

42. During his tenure in Chicago, Mr. Lima was primarily engaged in project finance banking and was responsible for analyzing new projects and reviewing credit related matters of several ongoing projects related to power generation in states such as New Hampshire, Pennsylvania, Hawaii and Connecticut, sponsored by companies such as Tractebel AES and Intergen. From 1996 to 1998, he worked for Banco Garantia in Brazil, serving in the capital markets and M&A areas, advising customers such as Florida Power and Light, Pacific Corp. and National Power of U.K. From 1998 to 2000, he worked for the investment bank, Donaldson, Lufkin & Jenrette in Brazil, serving mainly in the corporate finance and-mergers and acquisitions areas.

43. “Mr. Lima testified that, with the exception of ordinary course disputes, claims, and lawsuit in Brazil involving his various business interests in Brazil, including matters related to employment, tax, environmental, and other business disputes, neither he nor, to his knowledge, any of the companies in which he has been involved, has ever been the subject of any

investigation, civil charges, or penalties imposed by any governmental or administrative agency, made a filing in any bankruptcy or similar proceeding, failed to pay any judgment or other debt which he or they were lawfully obligated to pay, or been convicted of, or pled guilty or no contest to, any charge of fraud, money laundering or other financial crime. Additionally, he testified that he has not been named personally in any such actions involving companies in which he is involved and that no such actions have been brought before any courts or governmental entities in the United States of America.”

44. Mr. Lima failed to disclose ABN AMRO Bank’s legal problems to OFR. A Final Order of Approval was issued July 24, 2010. (Exhibit 32).

45. Petitioner notified OFR of this lapse November 18, 2010. Mr. Alcorn contacted Mr. Lima by letter December 3, 2010 asking about his failure to disclose legal problems with ABN AMRO Bank to OFR. (Exhibit 30). Mr. Lima responded December 21, 2010 denying culpability. (Exhibit 31). OFR accepted Mr. Lima’s response at face value and closed the inquiry.

WHEREFORE, the undersigned petitions the FLORIDA OFFICE OF FINANCIAL REGULATION for a PUBLIC HEARING on the APPLICATION TO MERGE Community Bank & Company and First Community Bank of America, and Designation as Party. The undersigned moves to include his Statement of Opposition in the record.

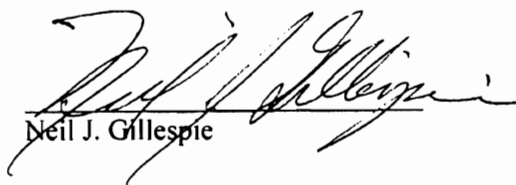
RESPECTFULLY SUBMITTED this 25th day of March, 2011.



Neil J. Gillespie, Petitioner pro se
8092 SW 115th Loop
Ocala, Florida 34481
Telephone: (352) 854-7807
Email: neilgillespie@mfi.net

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the PETITION was served March 25, 2011 by U.S. mail and fax to Agency Clerk, Office of Financial Regulation, P.O. Box 8050, Tallahassee, Florida 32314-8050, Phone (850) 410-9800, Fax: (850) 410-9548. Pursuant to Fla. Admin. Code r. 69U-105.109(3) Service shall be deemed complete when a true copy of the document is delivered or, if mailed, when properly addressed, stamped, and deposited in the U.S. mail. The postmark date shall be the date of service if served by mail and the date of an appropriate certificate of service shall be the date if served by delivery. A PDF copy of the PETITION was served March 25, 2011 by electronic mail to OFR Chief Counsel Josephine Schultz. A copy of the PETITION was served March 25, 2011 by U.S. mail to Trevor R. Burgess, Director, Community Bank & Company, 2025 Lakewood Ranch Blvd., Lakewood Ranch, FL 34211.


Neil J. Gillespie