

**STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION
DIVISION OF FINANCIAL INSTITUTIONS**

IN RE:)
)
APPLICATION FOR AUTHORITY TO)
ACQUIRE A CONTROLLING INTEREST)
IN COMMUNITY BANK OF MANATEE)

Administrative Proceeding
No. 0641-FI-06/09

RECEIVED

JUL 10 2009

LEGAL OFFICE

JOINT PREHEARING STIPULATION

In connection with the public hearing to be held on July 13, 2009 by the State of Florida, Office of Financial Regulation, Division of Financial Institutions (hereinafter "Office") concerning the application received from CBM Florida Holding Company, Trevor R. Burgess and Marcelo Lima ("Applicants") for Authorization to Acquire a Controlling Interest in Community Bank of Manatee, the Office and the Applicants, through their undersigned counsel, do hereby submit this Joint Prehearing Stipulation in order to set forth the following facts:

1. Community Bank of Manatee ("Bank") is a Florida state chartered bank with its principal place of business in Lakewood Ranch, Manatee County, Florida.
2. The bank is privately owned with the voting common stock presently held by approximately 350 shareholders.
3. On June 5, 2009, the Applicants filed an application for Authorization to Acquire Controlling Interest in Community Bank of Manatee ("Application") through their holding company, CBM Florida Holding Company ("CBM").
4. CBM is acquiring fifty-one percent (51%) of the outstanding shares of stock in the Bank thereby assuming control of the Bank.

5. Marcelo Lima, a national of a country other than the United States, owns 66.34% of CBM and, therefore, will own 33.83% of the Bank. He will have a seat on the Bank's Board of Directors.
6. Trevor Burgess owns 13.86% of CBM and therefore will own less than 10% of the Bank, but will have a seat on the Bank's Board of Directors.
7. The Office caused notice of its receipt of the Application to be published in the Florida Administrative Weekly on June 19, 2009.
8. Pursuant to Section 120.80(3), Florida Statutes, a public hearing is required prior to the Office granting authorization for the change of control.
9. The OFR and the Applicants consented to the appointment of an OFR hearing officer in this matter.
10. On June 11, 2009, Linda B. Charity, Acting Commissioner of the OFR, issued an order appointing Robert D. Hayes, Bureau Chief, Bureau of Credit Unions, Division of Financial Institutions, as Hearing Officer for the public hearing.
11. No other person submitted a request for hearing in this matter.
12. The public hearing was scheduled for July 13, 2009, to take place through video conferencing with live hearing sites in Tallahassee and Miami.
13. The Applicants published a notice in the June 26, 2009 edition of the Bradenton Herald, a newspaper of general circulation in the community in which the Bank conducts business. The notice indicated the date, time, and locations of the scheduled public hearing and otherwise complied with the requirements of Rule 69U-105.105(1), Florida Administrative Code.

14. The Office caused notice of the public hearing to be published on the Office's Internet Website, www.flofr.com, on June 29, 2009 and in the Florida Administrative Weekly on July 10, 2009.
15. Applicants Lima and Burgess previously applied for authorization to acquire a controlling interest in Riverside Bank of the Gulf Coast, a Florida state-chartered bank, in 2008 (Administrative Proceeding No. 0548-FI-8/08).
16. The application was approved following a public hearing. The transcript of the hearing held on October 3, 2008 and the Report of Public Hearing filed October 17, 2008 are entered as joint exhibits in the instant matter.

IN WITNESS WHEREOF, the undersigned have entered into this Prehearing Stipulation effective July 9th, 2009.

By: _____

Bowman Brown, Esq.
Shutts & Bowen LLP
Attorney for the Applicants

By: _____

Janet Massin Anderson, Esq.
Assistant General Counsel
Office of Financial Regulation