

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

FINAL ORDER OF APPROVAL

Pursuant to Section 120.80(3)(a), Florida Statutes, a public hearing was held in the above styled cause on July 13, 2009, by video conferencing with sites in Tallahassee and Miami, before Robert D. Hayes, a duly designated Hearing Officer of the Florida Office of Financial Regulation (the "OFR"). On July 22, 2009, the Hearing Officer filed the attached Report of Hearing with Notice of Right to Submit Exceptions ("Report"). On July 23, 2009, the counsel for the Applicants, Trevor R. Burgess and Marcelo Lima, and the counsel for the OFR, submitted statements of having no exceptions to the Report.

Accordingly, it is ORDERED:

1. The findings of fact, conclusions of law, and recommended conditions contained in the attached Report of Hearing, dated July 22, 2009, are hereby approved, adopted in their entirety, and incorporated into this Order by reference.
2. Pursuant to sections 120.80(3) and 658.28, Florida Statutes, the Application by Trevor R. Burgess and Marcelo Lima for Authority to Acquire a Controlling Interest in Community Bank of Manatee is APPROVED, subject to satisfaction of the conditions contained in the Report and those set forth below which require:

(a) That Community Bank of Manatee (the "Bank") shall operate within the parameters of the business plan submitted with the Application. The Bank shall promptly notify the OFR of any material deviations or changes from that business plan and submit proposed revisions to the business plan to the OFR for its review and comment. Any revised financial projections shall reflect current understanding of costs, competition, interest rate levels and trends, local demand for the products and services offered, and other factors affecting the performance and growth of the Bank. If the OFR determines the Bank has significantly deviated from the business plan within one year of consummation of the acquisition of control, a new business plan shall be developed and submitted to the OFR and the appropriate federal regulators for review and concurrence.

(b) That the OFR be provided with copies of any agreements or contracts between the Bank and the Applicants, or any company, partnership, or other business entity owned or controlled by or affiliated with the Applicants. Prior to any such agreement or contract being effective, the OFR must review and not object to it in writing. This condition shall be in effect as of the date of this Order and for two years following the acquisition of the Bank.

(c) That any substantial change in the structure of ownership from that proposed in the Application must be reported to the OFR to determine continued compliance with Section 658.28, Florida Statutes.

(d) That written notice is provided to the OFR when acquisition of control is accomplished. This written notice should include the exact number of shares of the Bank's or bank holding company's stock acquired by the Applicants and any other

purchaser who purchases the Bank's or holding company's stock in conjunction with the transaction.


(e) That the consummation of the acquisition of control conforms to all requirements of State and Federal Law.

(f) That the acquisition of control be approved by the Federal Reserve Board of Governors.

(g) That as a result of the acquisition of control, the Bank shall comply with Section 655.0385, Florida Statutes, for a period of two years following the date the acquisition of control is consummated.

3. The Applicants must satisfy the conditions of approval specified in this Order. Until these conditions have been met, or if any interim development is deemed to warrant further action by the OFR, the Commissioner reserves the right to alter, suspend, or withdraw approval. Any and all approvals contained in this Order shall expire six (6) months from the date of the Order, unless in the meantime the OFR has granted a request for an extension of time for good cause.

Done and Ordered this 21st of July, 2009, at Tallahassee, Florida.



Linda B. Charity, Acting Commissioner
Office of Financial Regulation

NOTICE OF APPELLATE 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, SUITE 526, THE FLETCHER BUILDING, 200 E. GAINES STREET, TALLAHASSEE, FLORIDA 32399-0379, AND A COPY, ACCOMPANIED BY THE FILING FEES AS REQUIRED BY LAW, WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 301 S. MARTIN LUTHER KING, JR., BOULEVARD, TALLAHASSEE, FLORIDA 32399-1850, OR WITH THE DISTRICT COURT OF APPEAL IN THE APPELLATE DISTRICT WHERE THE PARTY RESIDES. **THE NOTICE OF APPEAL MUST BE FILED 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 FINAL ORDER OF APPROVAL and the NOTICE OF RIGHTS TO JUDICIAL REVIEW has been furnished by electronic and U.S. Mail, to Mr. Bowman Brown, counsel for the Applicants, at Shutts & Bowen, LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131 and by hand delivery to Ms. Janet Anderson, counsel for the Office of Financial

Regulation, 200 East Gaines Street, Fletcher Building Ste. 526, Tallahassee, Florida

32399-0379, on this 24th day of July, 2009.



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