FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

NEVADA FINANCIAL INSTITUTIONS DIVISION

LAS VEGAS, NEVADA

In the Matter of	)	
	)	CONSENT ORDER
NEVADA COMMERCE BANK LAS VEGAS, NEVADA	)	FDIC-09-522b
(INSURED STATE NONMEMBER BANK)	)	

The Federal Deposit Insurance Corporation ("FDIC"), is the appropriate Federal banking agency under 12 U.S.C. § 1813(q) and the Nevada Financial Institutions Division ("NFID") is the appropriate state banking agency for Nevada Commerce Bank, Las Vegas, Nevada ("Bank").

The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a "Stipulation to the Issuance of a Consent Order" ("Stipulation"), dated November 18, 2009, that is accepted by the FDIC and NFID. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices relating to capital, management, board of directors' participation and liquidity, and violations of law or regulation relating to Part 365, Appendix A of the FDIC's Rules and Regulations, and Nevada Revised Statutes § 622.145, to the issuance of this Consent Order ("Order") by the FDIC and NFID.

Having determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) and Nevada Revised Statutes § 658.115 have been satisfied, the FDIC and NFID hereby order that:

1. The Bank shall have and retain qualified management.

(a) Each member of management shall have qualifications and experience commensurate with his or her duties and responsibilities at the Bank. Management shall include a chief executive officer with proven ability in managing a bank of comparable size, and experience in upgrading a low quality loan portfolio, improving earnings, and other matters needing particular attention. Management shall also include a chief financial officer with proven ability in all aspects of financial management. Management shall also include a senior lending officer with significant appropriate lending, collection, and loan supervision experience and experience in upgrading a low quality loan portfolio. Each member of management shall be provided appropriate written authority from the Bank's Board of Directors ("Board") to implement the provisions of this Order.

(b) The qualifications of management shall be assessed on its ability to:

(i) Comply with the requirements of this Order;

(ii) Operate the Bank in a safe and sound manner;

(iii) Comply with applicable laws and regulations; and

(iv) Restore all aspects of the Bank to a safe and sound condition, including asset quality, capital adequacy, earnings, management effectiveness, liquidity, and sensitivity to market risk.

(c) During the life of this Order, the Bank shall notify the Regional Director of the FDIC's San Francisco Regional Office ("Regional Director") and the Commissioner of the Nevada Financial Institutions Division ("Commissioner") in writing when it proposes to add any individual to the Bank's Board or employ any individual as a senior executive officer. The notification must be received at least 30 days before such addition or employment is intended to become effective. The notification shall include a completed Interagency Biographical and Financial Report and Interagency Change in Director or Senior Executive Officer.

2. (a) Within 60 days of the effective date of this Order, the Bank shall develop and adopt a plan to meet and thereafter maintain the following capital levels:

(i) Tier 1 capital equal to or above 9.75 percent of the Bank's total assets as described in Part 325 of the FDIC's Rules and Regulations; and

(ii) Total risk-based capital equal to or above 12 percent of total risk-weighted assets as described in Appendix A to Part 325 of the FDIC's Rules and Regulations;

(b) The capital plan shall be in a form and manner acceptable to the Regional Director and the Commissioner. The capital plan must include a contingency plan in the event that the Bank has (i) failed to maintain the minimum capital ratios required by subparagraph 2(a); (ii) failed to submit an acceptable capital plan as required by this subparagraph; or (iii) failed to implement or adhere to a capital plan to which the Regional Director and the Commissioner have taken no written objection pursuant to this subparagraph. The contingency plan shall include a plan to sell or merge the Bank. The Bank shall implement the contingency plan upon written notice from the Regional Director and the Commissioner.

(c) The level of Tier 1 capital to be maintained during the life of this Order pursuant to Subparagraph 2(a)(i) shall be in addition to a fully funded allowance for loan and lease losses, the adequacy of which shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations. Any increase in Tier 1 capital necessary to meet the requirements of this paragraph may not be accomplished through a deduction from the Bank's allowance for loan and lease losses.

(d) For the purposes of this Order, the terms "Tier 1 capital" and "total assets" shall have, the meanings ascribed to them in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. §§ 325.2(v) and 325.2(x).

3. Within 45 days from the effective date of this Order, the Bank shall implement a methodology for the allowance for loan and lease losses that ensures compliance with outstanding regulatory and accounting guidance.

4. Within 60 days from the effective date of this Order, the Bank shall develop written asset disposition plans for each classified asset. The plans shall be reviewed and approved by the Bank's Board and be acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

5. Within 60 days from the effective date of this Order, the Bank shall develop and implement a corrective plan to address the loan underwriting and credit administration weaknesses detailed in the Joint FDIC and NFID Report of Examination dated June 15, 2009 ("ROE"). The plans shall be reviewed and approved by the Bank's Board and be acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations. The corrective plan shall include steps for:

(a) Providing the Board with reports monitoring real estate market trends in all markets the Bank serves;

(b) Addressing and implementing the recommendations for "Commercial Real Estate" Concentrations contained in the ROE dated June 15, 2009;

(c) Correcting loan documentation exceptions identified in the ROE dated June 15, 2009; and

(d) Implementing appraisal recommendations identified in the ROE dated June 15, 2009.

6. By December 31, 2009, the Bank shall develop a written plan, approved by its Board and acceptable to the Regional Director and the Commissioner for systematically reducing the amount of loans or other extensions of credit advanced, directly or indirectly, to or for the benefit of, any borrowers in the "Commercial Real Estate" Concentrations, with particular emphasis on those borrowers in the "Construction and Land Development" area, as more fully set forth in the ROE dated June 15, 2009. Such plan shall be in conformance with Part 365, Appendix A; and Financial Institution Letter (FIL)-104-2006, Commercial Real Estate Lending Joint Guidance, dated December 12, 2006.

7. Within 90 days of the effective date of this Order, the Bank shall develop and submit to the Regional Director and the Commissioner a written three-year strategic plan. Such plan shall include specific goals for the dollar volume of total loans, total investment securities, and total deposits as of December 31, 2010, December 31, 2011, and December 31, 2012. For each time frame, the plan will also specify the anticipated average maturity and average yield on loans and securities; the average maturity and average cost of deposits; the level of earning assets as a percentage of total assets; and the ratio of net interest income to average earning assets. The plan shall be in a form and manner acceptable to the Regional Director and Commissioner as determined at subsequent examinations and/or visitations.

8. Within 60 days from the effective date of this Order, the Bank shall formulate and implement a written profit plan. The plan required by this Paragraph shall contain formal goals, strategies and benchmarks which are consistent with sound banking practices to improve the Bank's net interest margin, increase interest income, reduce discretionary expenses, and improve and sustain the earnings of the Bank. It shall also contain a thorough description of the operating assumptions that form the basis for, and adequately support, each major component of the plan.

Such plan and its implementation shall be satisfactory to the Regional Director and Commissioner as determined at subsequent examinations and/or visitations.

9. By December 31, 2009, the Bank shall eliminate and/or correct all violations of law, and contraventions of policy, as more fully set forth in the ROE dated June 15, 2009. In addition, the Bank shall take all necessary steps to ensure future compliance with all applicable laws and regulations.

10. Within 45 days from the effective date of this Order, the Bank shall develop a plan to reduce reliance on wholesale funding sources that is acceptable to the Regional Director and Commissioner as determined at subsequent examinations and/or visitations.

11. (a) During the life of this Order, the Bank shall comply with the provisions of section 337.6 of the FDIC's Rules and Regulations, 12 C.F.R. § 337.6.

(b) Within 60 days from the effective date of this Order the Bank shall submit to the Regional Director and the Commissioner a written plan for eliminating its reliance on brokered deposits. The plan shall contain details as to the current composition of brokered deposits by maturity and explain the means by which such deposits will be reduced. For purposes of this Order, brokered deposits are defined as described in section 337.6(a)(2) of the FDIC's Rules and Regulations, 12 C.F.R. § 337.6(a)(2). Such plan and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

12. The Bank shall not pay cash dividends or make any other payments to its shareholders without the prior written consent of the Regional Director and the Commissioner.

13. Within 30 days of the end of the first quarter, following the effective date of this Order, and within 30 days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and manner

of any actions taken to secure compliance with this Order and the results thereof. Such reports shall include a copy of the Bank's Report of Condition and the Bank's Report of Income. Such reports may be discontinued when the corrections required by this Order have been accomplished and the Regional Director and the Commissioner have released the Bank in writing from making further reports.

14. Following the effective date of this Order, the Bank shall either send to its shareholder NCB Financial a copy of this Order or otherwise furnish a description of this Order in conjunction with the next Board meeting of NCB Financial, in which case such description shall fully describe the Order in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Accounting and Securities Section, Washington, D.C. 20429, at least 15 days prior to dissemination to shareholders. Any changes requested to be made by the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

The provisions of this Order shall not bar, estop, or otherwise prevent the FDIC, the NFID, or any other federal or state agency or department from taking any other action against the Bank or any of the Bank’s current or former institution-affiliated parties.

This Order shall be effective on the date of issuance.

The provisions of this Order shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this Order shall remain effective and enforceable except to the extent that, and until such time as, any provisions of this Order shall have been modified, terminated, suspended, or set aside by the FDIC and the NFID.

Pursuant to delegated authority.

Dated at San Francisco, California, this 20th day of November, 2009.

/s/
J. George Doerr
Deputy Regional Director
Risk Management
Division of Supervision and Consumer Protection
San Francisco Region
Federal Deposit Insurance Corporation

/s/
George E. Burns
Commissioner
Nevada Financial Institutions Division