

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

_____)	
In the Matter of)	
)	
PREMIER AMERICAN BANK)	MODIFICATION OF ORDER TO
MIAMI, FLORIDA)	CEASE AND DESIST
)	
)	FDIC-09-061b
(Insured State Nonmember Bank))	
_____)	

On May 13, 2009, the Federal Deposit Insurance Corporation (“FDIC”) issued an ORDER TO CEASE AND DESIST (“ORDER”) to Premier American Bank, Miami, Florida (“Bank”) that became effective on May 13, 2009, and remains in full force and effect, except as subsequently modified. The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation to the Issuance of a Modification of Order to Cease and Desist” (“STIPULATION”), dated December 8, 2009, that is accepted by the FDIC.

With the STIPULATION, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices and/or violations of law, to the issuance of this Modification of Order to Cease and Desist (“MODIFICATION”) by the FDIC.

Having determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) has been satisfied, the FDIC accepted the STIPULATION and hereby modifies the ORDER as follows:

Paragraph 14 is hereby stricken, and in its stead is inserted the following:

14. CASH DIVIDENDS AND OTHER BANK PAYMENTS

(a) While this MODIFICATION is in effect, the Bank shall not declare or pay dividends or any other form of distribution to the Bank's shareholders representing a reduction in capital without the prior written approval of the Regional Director. All requests for prior approval shall be received at least 30 days prior to the proposed dividend declaration date (at least 5 days with respect to any request filed within the first 30 days after the date of this MODIFICATION) and shall contain, but not be limited to, an analysis of the impact such dividend or other payment would have on the Bank's capital position, cash flow, concentrations of credit, asset quality and ALLL needs. The Regional Director will approve a dividend or any other form of payment representing a reduction in capital provided that the Regional Director determines that such dividend or payment will not have an unacceptable impact on the Bank's capital position, cash flow, concentrations of credit, asset quality, and ALLL needs.

(b) During the term of this MODIFICATION, the Bank shall not make any distributions of interest, principal or other sums on subordinated debentures, if any, without the prior written approval of the Regional Director.

Paragraph 17 is hereby stricken, and in its stead is inserted the following:

17. DISCLOSURE TO SHAREHOLDERS

Following the issuance of this MODIFICATION, the Bank shall provide to its shareholders or otherwise furnish a description of this MODIFICATION (i) in conjunction with the Bank's next shareholder communication or (ii) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the MODIFICATION in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Division of Supervision and Consumer Protection, Accounting

and Securities Disclosure Section, 550 17th Street, N.W., Room F-6066, Washington, D.C. 20429 to review at least twenty (20) 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 MODIFICATION shall not bar, estop, or otherwise prevent the FDIC 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 MODIFICATION shall be effective on the date of issuance.

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

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

Issued Pursuant to Delegated Authority

Dated this 9th day of December, 2009.

/s/

Doreen R. Eberley
Acting Regional Director
Division of Supervision and Consumer Protection
Atlanta Region
Federal Deposit Insurance Corporation