

FEDERAL DEPOSIT INSURANCE CORPORATION

In Re: Adams Dairy Bank (Proposed)
Blue Springs, Jackson County, Missouri
Application for Federal Deposit Insurance

The undersigned, acting on behalf of the Board of Directors pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act relating to the application for Federal Deposit Insurance for Adams Dairy Bank, a proposed new bank to be located at 651 North East Coronado Drive, Blue Springs, Jackson County, Missouri and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED, that the application submitted by Adams Dairy Bank for Federal Deposit Insurance be and the same hereby is approved subject to the following conditions:

- (1) That beginning paid-in capital funds of not less than \$8,000,000 be provided;
- (2) That a Tier 1 capital to total assets ratio of not less than 8% be maintained for the first three years after deposit insurance is effective;
- (3) That the bank shall give the FDIC written notice at least 30 days prior to employing any individual as a director or senior executive officer during the first year of operation. The term "senior executive officer" shall have the meaning ascribed to that term in 12 C.F.R. 303.101. The FDIC may issue a notice of disapproval within 30 days of receipt of such a notification if the subject's competence, experience, character, or integrity indicates that it would not be in the best interest of depositors or the public to permit the individual to be employed by, or associated with, the depository institution.
- (4) That any changes in proposed management or proposed ownership (10% or more of stock) of the bank, including new acquisitions of or subscriptions to 10% or more of the bank's stock, will render this commitment null and void unless such proposal is approved by the FDIC prior to opening of the bank;
- (5) That any changes in proposed management or proposed ownership (10% or more of stock) of the holding company, including new acquisitions of or subscriptions to 10% or more of the holding company's stock, will render this commitment null and void unless such proposal is approved by the FDIC prior to opening of the bank;
- (6) That the bank must operate within the parameters of its three year business plan;
- (7) That an accrual accounting system be adopted for maintaining the bank's books;
- (8) That adequate blanket bond coverage be obtained;

- (9) That the bank have an audit of its financial statements conducted by a public accountant annually for the first three years after deposit insurance is effective;
- (10) That Federal deposit insurance shall not become effective unless and until the applicant has been established as a federally chartered savings bank, that it has authority to conduct a banking business, and that its establishment and operation as a bank have been fully approved by the Office of Thrift Supervision;
- (11) That full disclosure has been made to all proposed directors and stockholders of the facts concerning the interest of any insider (one who is, or stands to be, a director, an officer, or an incorporator of an applicant or shareholder who directly or indirectly controls 10% or more of any class of the applicant's outstanding voting stock, or the associates and interests of any such person) in any transaction being effected or then contemplated, including the identity of the parties to the transaction, and the terms and costs involved;
- (12) That Capitol Bancorp Limited, Lansing, Michigan, a holding company, obtain approval from the Board of Governors of the Federal Reserve System to acquire voting stock control of the bank prior to its opening;
- (13) That until the conditional commitment herein ORDERED becomes effective, the FDIC shall have the right to alter, suspend or withdraw the said commitment should any interim development be deemed to warrant such action; and
- (14) That if deposit insurance has not become effective within twelve months from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the FDIC, the consent granted shall expire at the end of the twelve-month period.

Dated at Chicago, Illinois this 20th day of December, 2007.

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BY: _____ /s/
Sylvia H. Plunkett
Regional Director - Chicago

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STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (12 U.S.C. § 1815), an application for Federal deposit insurance has been filed for Adams Dairy Bank (the Bank), a proposed new federally chartered savings bank to be located at 651 North East Coronado Drive, Blue Springs, Jackson County, Missouri.

The Bank will be a majority-owned subsidiary of Capitol Bancorp Limited, Lansing, Michigan, a publicly traded company. Capitol Bancorp is a multi-bank holding company and operates 57 banks in 15 states. Capitol Bancorp had 2006 revenues of over \$280 million.

The Bank will provide conventional banking services to Jackson County with an emphasis on commercial and commercial real estate lending. Loan products will be tailored to the needs of small- to medium-sized businesses. Deposit products will consist of a traditional mix of savings, checking, money market, certificates of deposit, and retirement accounts.

For the purposes of this proposal, initial capitalization is adequate, future earnings prospects are favorable, management is considered satisfactory, and the investment in fixed assets is reasonable. Corporate powers to be exercised are consistent with the purpose of the Federal Deposit Insurance Act. No formal objections to this application have been filed with the FDIC and no undue risk to the Deposit Insurance Fund is apparent.

Accordingly, based upon careful evaluation of all available facts and information, the Regional Director, acting under delegated authority, has concluded that approval of the application is warranted, subject to the conditions enumerated in the Order.

**REGIONAL DIRECTOR, CHICAGO
DIVISION OF SUPERVISION AND CONSUMER PROTECTION
FEDERAL DEPOSIT INSURANCE CORPORATION**