

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: First Commons Bank, National Association
Newton, Middlesex County, Massachusetts
Application for Federal Deposit Insurance

ORDER

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 and relating to the application for Federal deposit insurance for First Commons Bank, National Association (the Bank), a proposed nationally chartered institution, to be located at 724 Beacon Street, Newton, Massachusetts, and have concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by First Commons Bank, National Association, for Federal deposit insurance be approved subject to the following conditions:

- (1) That beginning paid-in capital funds of not less than \$13,000,000 be provided;
- (2) That Tier 1 Capital/Assets leverage ratio (as defined in the appropriate capital regulation and guidance of the institution's primary Federal regulator) shall be maintained at not less than 8.0 percent throughout the first three years of operation and that an adequate allowance for loan and lease losses be provided;
- (3) That any changes in the proposed management or proposed ownership (10 percent or more of stock), including new acquisitions of or subscriptions to 10 percent or more of the stock, will render this commitment null and void unless such proposal is approved by the Corporation prior to opening the Bank;
- (4) That sufficient fidelity insurance coverage be obtained;
- (5) That the Federal deposit insurance shall not become effective unless and until the applicant has been established as a national bank, that it has authority to conduct a banking business, and that its establishment and operation as a bank has been fully approved by the federal authority;
- (6) That until the conditional commitment herein ORDERED becomes effective, the Corporation shall have the right to alter, suspend, or withdraw the said commitment should any interim development be deemed to warrant such action; and,
- (7) That if deposit insurance has not become effective within one year from the date of the Order, or unless, in the meantime, a request for an extension of time has been approved by the Corporation, the consent granted shall expire on said date.

Dated at Braintree, Massachusetts, this 24th day of April, 2009.

/s/

John M. Lane
Acting Regional Director
Division of Supervision and Consumer Protection

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 First Commons Bank, National Association (the Bank), a proposed nationally chartered institution, to be located at 724 Beacon Street, Newton, Massachusetts.

The Bank plans to provide a traditional range of financial products and services to meet the deposit and credit needs of small-to-medium sized businesses and consumers in the primary market of Newton, Wellesley, and Waltham, Massachusetts, and a secondary service area of Cambridge, Needham, Watertown, Brookline, and Boston's Back Bay area, Middlesex County, Massachusetts.

For the purposes of this proposal, capital is adequate, projections for 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. The convenience and needs of the community were considered and favorably resolved. No formal objections to this proposal have been filed and no undue risk to the insurance fund is apparent.

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

**NEW YORK REGIONAL DIRECTOR
DIVISION OF SUPERVISION AND CONSUMER PROTECTION
FEDERAL DEPOSIT INSURANCE CORPORATION**