

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Optima Bank & Trust Company
Portsmouth, Rockingham County, New Hampshire
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 Optima Bank & Trust Company, a proposed new state nonmember bank to be located at Two Harbour Place, Portsmouth, Rockingham County, New Hampshire, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by Optima Bank & Trust Company for Federal deposit insurance be approved subject to the following conditions:

- (1) That beginning paid-in capital funds net of pre-opening and organizational expenses of not less than \$10,000,000 be provided;
- (2) That the Tier 1 Capital/Assets ratio 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% or more of stock), including new acquisitions of or subscriptions to 10% 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 the bank shall operate within the parameters of the business plan submitted to the FDIC. Furthermore, during the first three years of operations, the bank shall notify the appropriate FDIC Regional Director of any proposed major deviation or material change from the submitted plan 60 days before consummation of the change;
- (5) That the bank shall develop and the board shall approve all operating policies, including but not limited to, a Customer Identification Policy (Program), Information Technology/Privacy Policy in compliance with the Gramm-Leach-Bliley Act, Disaster Recovery Plan, Interbank Liability Policy, an Ethics/Code of Conduct Policy, and incorporate the Commercial Real Estate Concentrations guidance and Revised Policy Statement on the Allowance for Loan and Lease Losses into the Loan Policy;
- (6) That an accrual accounting system be adopted for maintaining the bank's books;
- (7) That sufficient fidelity insurance coverage be obtained;
- (8) That the bank obtain an audit of financial statements by an independent public accountant annually for at least the first three years after deposit insurance is effective, furnish a copy of any reports by the independent auditor (including any management letter) to the appropriate FDIC Regional Director within 15 days of their receipt by the bank and notify the appropriate FDIC Regional Director within 15 days when a change in its independent auditor occurs;

- (9) That the bank shall have a Chief Financial Officer that is acceptable to the FDIC;
- (10) That, prior to opening, the bank shall provide proof of compliance with the Portsmouth Historic District Commission for the main office signage;
- (11) That, prior to opening, the bank shall provide copies of the finalized employment contracts;
- (12) That the Federal deposit insurance shall not become effective unless and until the applicant has been established as a state nonmember 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 state authority;
- (13) 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,
- (14) 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 19th day of September, 2007

/s/

Daniel E. Frye
Area 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 Optima Bank & Trust Company (the Bank), a proposed New Hampshire-chartered depository trust company, to be located at Two Harbour Place, Portsmouth, Rockingham County, New Hampshire.

The Bank plans to offer a full line of commercial and consumer bank products and services in the city of Portsmouth, New Hampshire.

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. 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.

**BOSTON AREA DIRECTOR
DIVISION OF SUPERVISION AND CONSUMER PROTECTION
FEDERAL DEPOSIT INSURANCE CORPORATION**