FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Partners Bank of California
Mission Viejo, California

Application for Federal Deposit Insurance

ORDER

The FDIC has satisfactorily resolved the factors enumerated in section 6 of the Federal Deposit Insurance Act, as they relate to the application for Federal deposit insurance submitted by Partners Bank of California, a proposed new bank to be located in Mission Viejo, California. Accordingly, it is hereby ORDERED that the application be approved, subject to the following conditions:

1. Beginning paid-in capital funds shall not be less than $18,000,000.

2. The institution's Tier 1 capital to assets leverage ratio (as defined in the appropriate capital regulation and guidance from the institution's primary federal regulator) shall be maintained at not less than eight percent (8%) throughout the first three years of operation and an adequate allowance for loan and lease losses will be provided.

3. Any changes in proposed management or the proposed ownership of 10% or more of stock, including new acquisitions of or subscriptions to 10% or more of stock, shall be approved by the FDIC prior to opening.

4. During the first three years of operation, any proposed additions to senior management or the board of directors shall be submitted to the Regional Director for non-objection. Such notice shall be submitted at least 30 days prior to the proposed employment or election to the Board. In addition, any change in the duties or responsibilities of executive officers or directors shall receive the prior approval of the FDIC during the first three years of operation.

5. An accrual accounting system shall be adopted for maintaining the financial records of the institution.

6. Federal deposit insurance shall not become effective until the applicant is authorized to operate as a State bank by the appropriate State authority.

7. Where applicable, the applicant has submitted any proposed contracts, leases, or agreement relating to construction or rental of permanent quarters to the appropriate regional director for review and comment.

8. Where applicable, full disclosure has been made to all proposed directors and stockholders of the facts concerning the interest of any insider in any transactions being effected or then contemplated, including the identity of the parties to the transaction and the terms and costs involved. An insider is one who is or is proposed to be a director, officer, or incorporator of an applicant; a shareholder who directly or indirectly controls 10 or more percent of any class of the applicant's outstanding voting stock; or the associates or interests of any such person.

9. The person(s) selected to serve as the principal operating officer(s) shall be acceptable to the appropriate FDIC regional director (DSC).

10. Prior to the effective date of Federal deposit insurance, the institution shall obtain surety bond coverage in a sufficient amount to conform to generally accepted banking practices.

11. The institution shall obtain an audit of its financial statements by an independent public accountant annually for at least the first three years after deposit insurance is effective and shall submit to the appropriate FDIC regional director, (i) a copy of the audited annual financial statements and the independent public auditor's report thereon within 90 days after the end of the depository institution's fiscal year, (ii) a copy of any other reports by the independent auditor (including any management letters) within 15 days after their receipt by the institution, and (iii) written notification within 15 days when a change in the institution's independent auditor occurs.

12. The institution shall operate within the parameters of the business plan submitted as part of the institution's application for deposit insurance. During the first three years of operation, the bank shall notify the regional director of the FDIC and its primary Federal regulator, if not the FDIC, of any proposed major deviation or material change from the submitted plan 60 days before consummating the change.

13. If the institution does not commence operations within twelve months from the date of this ORDER, the consent granted herein shall expire, unless the Corporation approves a request for an extension of the deadline prior to the expiration. In the interim, the Corporation shall have the right to alter, suspend, or withdraw this approval should any development warrant such action.

By Order of the Regional Director of the San Francisco Regional Office, acting pursuant to delegated authority for the Board of Directors of the FDIC.

Dated at San Francisco, California this 22nd day of May, 2007.

/S/
Stan Ivie
Acting Regional Director