FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

and

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION

TALLAHASSEE, FLORIDA

In the Matter of OPTIMUMBANK PLANTATION, FLORIDA (INSURED STATE NONMEMBER BANK)	AMENDED CONSENT ORDER FDIC-09-721b OFR 0713-FI-01/10

The Federal Deposit Insurance Corporation ("FDIC") and the Florida Office of Financial Regulation ("OFR") issued a CONSENT ORDER ("ORDER") against OptimumBank, Plantation, Florida ("Bank"), dated April 16, 2010. The FDIC and the OFR have determined that it is necessary to amend the ORDER to address current conditions and circumstances.

The Bank, having been advised of its rights to a NOTICE OF CHARGES AND OF HEARING detailing the additional unsafe or unsound banking practices or violations of law or regulation relating to weaknesses in asset quality, capital adequacy, earnings, management effectiveness, liquidity, and sensitivity to market risk alleged to have been committed by the Bank, and of its right to a hearing on those charges under section 8(b) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b), and under Chapter 120 and Section 655.033, Florida Statutes (2013), and having waived those rights, by and through its duly elected and acting Board of Directors ("Board"), entered into STIPULATION TO THE ISSUANCE OF AN AMENDED CONSENT ORDER ("STIPULATION"), with the representatives of the FDIC and the OFR, dated January 28, 2014, whereby, solely for the purpose of this proceeding and without admitting or denying the additional charges of unsafe or unsound banking practices or violations of law alleged, the Bank consented to the issuance of an AMENDED CONSENT ORDER ("AMENDED ORDER") by the FDIC and the OFR.

The FDIC and the OFR considered the matter and determined that the requirements for issuance of an amendment to an ORDER under 12 U.S.C. § 1818(b) and Chapter 120 and Section 655.033, Florida Statutes, have been satisfied. The FDIC and the OFR therefore accepted the STIPULATION and now hereby ORDER that the ORDER be, and is hereby amended to require the Bank, its institution-affiliated parties, as that term is defined in section 3(u) of the Act, 12 U.S.C. § 1813(u), and its successors and assigns, to take the following additional affirmative actions.

BOARD OF DIRECTORS

1. (a) As of the effective date of this AMENDED ORDER, the Board shall increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities, consistent with the role and expertise commonly expected for directors of banks of comparable size. This participation shall include meetings to be held no less frequently than monthly at which, at a minimum, the following areas shall be reviewed and approved: reports of income and expenses; new, overdue, renewal, insider, charged off, and recovered loans; investment activity; adoption or modification of operating policies; individual committee reports; audit reports; internal control reviews including management's responses; and compliance with this AMENDED ORDER. Board meeting minutes shall document these reviews and approvals, including the names of any dissenting directors.

(b) Upon the effective date of this AMENDED ORDER, the Board or a Board committee ("Directors' Committee"), consisting of at least five members, shall oversee the

Bank's compliance with this AMENDED ORDER. The Board shall review monthly management reports detailing the Bank's actions with respect to compliance with this AMENDED ORDER and shall record its review in the appropriate Board minutes and the reports shall be retained in the Bank's records. If a Directors' Committee is established, at least three of the members shall be directors not employed in any capacity by the Bank other than as a director. The Directors' Committee shall formulate and review monthly reports detailing the Bank's actions with respect to compliance with this AMENDED ORDER. The Directors' Committee shall present a report to the Board at each regularly scheduled Board meeting, and such report shall detail the Bank's adherence to this AMENDED ORDER. Such report shall be recorded in the appropriate Board meeting minutes and shall be retained in the Bank's records. Establishment of this committee does not in any way diminish the responsibility of the entire Board to ensure compliance with the provisions of this AMENDED ORDER.

(c) Within 30 days from the effective date of this AMENDED ORDER, the Board or a loan committee appointed by the Board shall meet as frequently as necessary to, at a minimum, perform the following functions:

(i) Evaluate and act upon requests for loans or other extensions of credit, and assess the administration of outstanding loans or other extensions of credit, in accordance with the Bank's loan policy;

(ii) Provide a thorough, written explanation of any deviations from the loan policy, which shall:

a) Address how such exceptions are in the Bank's best interest;

b) Be included in the minutes of the corresponding committee meeting; and

c) Be maintained in the borrower's credit file.

(iii) Review and monitor the status of repayment and collection of overdue and maturing loans, all loans classified "Substandard" or "Doubtful" in the Bank's most recent regulatory Report of Examination, and all loans included on the Bank's internal watch list;

(iv) Review and give prior written approval for all advances, renewals, extensions of credit or overdrafts to any borrower or the borrower's related interests when the aggregate volume of credit extended to the borrower and its "related interests," as such term is defined in section 215.2(n) of Regulation O of the Board of Governors of the Federal Reserve System (12 C.F.R. § 215.2(n));

(v) Review all applications for new loans and renewals of existing loans to Bank directors, executive officers, and their related interests, prepare a written opinion as to whether the credit is in conformance with the Bank's loan and conflicts of interest or ethics policies, as well as all applicable laws and regulations, and refer each application and written opinion to the Bank's Board for consideration; and

(vi) Maintain written minutes, including a record of the review and status of the loans considered.

(f) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall develop, adopt, and implement a written plan to ensure that the Bank is in compliance with the provisions of Section 658.33(2), Florida Statutes. Such plan must address how the Bank will ensure that at least three-fifths of the members of the Bank's Board are current residents of the State of Florida and were residents of the State of Florida for one year preceding their election to the Board, and that at least three-fifths of the members of the Bank's Board maintain their residence in the State of Florida for so long as they continue as members of the Board.

(g) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall add two new independent members to its Board, both of whom are eligible to be members under Florida law, including but not limited to Section 658.33(2), Florida Statutes. The addition of any new director may be accomplished, to the extent permissible by Florida law or the Bank's by-laws, by means of appointment or election at a regular or special meeting of the Bank's shareholders. The Bank shall cause its articles of incorporation or by-laws or other governing corporate instrument to be amended as appropriate to reflect the addition of new independent directors. For purposes of this AMENDED ORDER, an individual who is "independent" with respect to the Bank shall be any individual who is not an officer of the Bank or officer or director of any of its affiliated organizations, and who does not own or control more than five percent of the outstanding shares of the Bank.

(h) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall develop, adopt, and implement a written policy satisfactory to the Supervisory Authorities which shall govern the relationship between the Bank and its holding company and affiliates. The policy shall limit the payment of any management, consulting, or other fees or funds of any nature, directly or indirectly, to or for the benefit of the Bank's holding company or affiliates to only those fees or funds paid in connection with necessary services actually performed by the Bank's holding company or affiliates on behalf of or for the benefit of the Bank. The Bank shall maintain documentation to support the reasonableness of the fees paid.

(i) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall develop, adopt, and implement written policies and procedures designed to bring to the attention of each member of the Board conflicts of interest which may exist in approving loans or other transactions in which officers, directors or principal shareholders of the Bank ("Insiders") are involved. Such policies and procedures shall, at a minimum, ensure that each member of the

Board has been apprised of any potential conflict prior to making a decision, or acting specifically on any loan or other transaction in which Insiders and/or their business associates are, directly or indirectly, involved. The results of any deliberations by the Board regarding potential conflicts shall be reflected in the minutes of its meetings.

MANAGEMENT

2. (a) Within 120 days from the effective date of this AMENDED ORDER, the Bank shall have and retain qualified management with the qualifications and experience commensurate with assigned duties and responsibilities at the Bank. Each member of management shall be provided appropriate written authority from the Board to implement the provisions of this AMENDED ORDER. At a minimum, management shall include the following:

(i) A chief executive officer with proven ability in managing a bank of comparable size and in effectively implementing lending, investment, and operating policies in accordance with safe and sound banking practices;

(ii) A senior lending officer with a significant amount of appropriate lending, collection, and loan supervision experience, and experience in upgrading a low quality loan portfolio; and

(iii) A chief operating officer with a significant amount of appropriate experience in managing the operations of a bank of similar size and complexity in accordance with sound banking practices.

(b) The qualifications of management shall be assessed on its ability to:

(i) Comply with the requirements of this AMENDED ORDER;

(ii) Operate the Bank in a safe and sound manner;

(iii) Comply with applicable laws and regulations; and

(iv) Restore all aspects of the Bank to a safe and sound condition, including, but not limited to, asset quality, capital adequacy, earnings, management effectiveness, risk management, liquidity, and sensitivity to market risk.

(c) Within 20 days from the effective date of this AMENDED ORDER, the Bank shall retain a bank consultant who will develop a written analysis and assessment of the Bank's Board and management needs ("Board and Management Report") for the purpose of providing qualified management for the Bank.

(d) Within 15 days from the effective date of this AMENDED ORDER, the Bank shall provide the Supervisory Authorities with a copy of the proposed engagement letter or third party contract for review before it is executed.

(e) The contract or engagement letter, at a minimum, shall include:

(i) A description of the work to be performed under the contract or engagement letter, the fees for each significant element of the engagement, and the aggregate fee;

(ii) The responsibilities of the firm or individual;

(iii) Identification of the specific procedures to be used when carrying out the work to be performed;

(iv) The qualifications of the employee(s) who will perform the work;

(v) The time frame for completion of the work;

(vi) Any restrictions on the use of the reported findings; and

(vii) A provision for unrestricted examiner access to work papers.

(f) The Board and Management Report shall be developed within 90 days from the effective date of this AMENDED ORDER and shall include, at a minimum:

(i) Identification of both the type and number of officer positions needed to properly manage and supervise the affairs of the Bank;

(ii) Identification and establishment of such Bank committees as are needed to provide guidance and oversight to active management;

(iii) Written evaluation of all senior executive officers to determine whether such individuals possess the ability, experience and other qualifications required to perform present and anticipated duties, including, but not limited to, adherence to the Bank's established policies and practices, restoration of the Bank to a safe and sound condition, and maintenance of the Bank in a safe and sound condition thereafter;

(iv) Evaluation of all Bank officers' compensation, including salaries, director fees, and other benefits;

(v) A plan to recruit and hire any additional or replacement personnel with the requisite ability, experience and other qualifications to fill those officer or staff member positions consistent with the needs identified in the Board and Management Plan;

(vi) A written assessment of the qualifications and capacity of the Board to effectively oversee the affairs of the Bank and written recommendations to improve the Board’s effectiveness; and

(vii) An organizational chart.

(g) Within 30 days from receipt of the Board and Management Report, the Bank shall formulate a written plan ("Board and Management Plan") that incorporates the findings of the Board and Management Report, a plan of action in response to each recommendation contained in the Board and Management Report, and a time frame for completing each action. At a minimum, the Board and Management Plan shall:

(i) Establish procedures to periodically review and update the Board and Management Plan, as well as periodically review and assess the performance of each officer, Board member, and staff member; and

(ii) Contain a current management succession plan.

(h) The Bank shall approve the Board and Management Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Board and Management Plan.

(i) During the life of this AMENDED ORDER, the Bank shall notify the Supervisory Authorities, in writing and within 10 business days, of the resignation or termination of any of the Bank's directors or senior executive officers and provide the reason for the resignation or termination of the individual. Prior to the addition of any individual to the Board or the employment of any individual as a senior executive officer or executive officer, as those terms are defined in 12 C.F.R. § 303.101, and in Section 655.005, Florida Statutes, the Bank shall comply with the requirements of 12 U.S.C. § 1831i, 12 C.F.R. §§ 303.100-303.104, Section 655.0385, Florida Statutes, and Rule 69U-100.03852, Florida Administrative Code. The notification shall include a description of the background and experience of the individual or individuals to be added or employed and must be received at least 60 days before such addition or employment is intended to become effective. If the Regional Director or the OFR issues a notice of disapproval pursuant to section 32 of the Act, 12 U.S.C. § 1831i, or Section 655.0385(2), Florida Statutes, with respect to any proposed individual, then such individual may not be added or employed by the Bank.

CAPITAL

3. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall have Tier 1 Capital in such amount as to equal or exceed eight percent of its total assets, and shall have Total Risk-Based Capital in such an amount as to equal or exceed twelve percent of the Bank's total risk-weighted based assets.

(b) Thereafter during the life of this AMENDED ORDER, the Bank shall maintain a Tier 1 Capital ratio equal to or exceeding eight percent of the Bank's total assets, and a Total Risk-Based Capital ratio equal to or exceeding twelve percent.

(c) The level of capital to be maintained during the life of this AMENDED ORDER pursuant to paragraphs 3(a) and 3(b) shall be in addition to a fully funded allowance for loan and lease losses ("ALLL"), the adequacy of which shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(d) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall submit to the Supervisory Authorities a written capital plan. Such capital plan shall detail the steps that the Bank shall take to achieve and maintain the capital requirements set forth in this AMENDED ORDER. In developing the capital plan, the Bank shall take into consideration:

(i) The volume of the Bank's adversely classified assets;

(ii) The nature and level of the Bank's asset concentrations;

(iii) The adequacy of the Bank's ALLL;

(iv) The anticipated level of retained earnings;

(v) Anticipated and contingent liquidity needs; and

(vi) The source and timing of additional funds to fulfill future capital needs.

(e) In addition, the capital plan must include a contingency plan in the event that the Bank has failed to:

(i) Maintain the minimum capital ratios required by this paragraph;

(ii) Submit an acceptable capital plan as required by this paragraph; or

(iii) Implement or adhere to a capital plan to which the Supervisory Authorities have taken no written objection pursuant to this paragraph.

(f) The contingency plan shall include a plan to sell or merge the Bank. The Bank shall implement the contingency plan upon written notice from the Supervisory Authorities.

(g) Any increase in Tier 1 Capital necessary to meet the requirements of this AMENDED ORDER may be accomplished by the following:

(i) Sale of common stock;

(ii) Sale of noncumulative perpetual preferred stock;

(iii) Direct contribution of cash by the Board, shareholders, and/or parent holding company;

(iv) Any combination of the above means; or

(v) Any other means acceptable to the Supervisory Authorities.

(h) No increase in Tier 1 Capital that is necessary to meet the requirements of this AMENDED ORDER may be accomplished through a deduction from the Bank's ALLL.

(i) If all or part of any necessary increase in Tier 1 Capital required by this AMENDED ORDER is accomplished by the sale of new securities, the Board shall take all necessary steps to implement a plan for the sale of such additional securities, including the voting of any shares owned or proxies held or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with applicable federal securities laws. Prior to the implementation of the plan and, in any event, not less than 15 days prior to the dissemination of such materials, the plan and any materials used in the sale of the securities shall be submitted to the FDIC, Division of Risk Management Supervision, Accounting and Securities Disclosure Section, 550 17th Street, N.W., Room MB-5073, Washington, D.C. 20429 and the OFR, 200 E. Gaines Street, Tallahassee, FL 32399-0370, for review. Any changes requested to be made in the plan or materials by the FDIC or the OFR shall be made prior to the dissemination of the plan and materials. If the increase in Tier 1 Capital is provided by the sale of noncumulative perpetual preferred stock, then all terms and conditions of the issue, including but not limited to those terms and conditions relative to interest rate and convertibility factor, shall be presented to the Supervisory Authorities for prior approval.

(j) In complying with the provisions of the Capital paragraph of this AMENDED ORDER, if all or part of any necessary increase in Tier 1 Capital required by this AMENDED ORDER is accomplished by the sale of securities, the Bank shall provide written notice of any material events to any subscriber and/or purchaser of the Bank's securities until closing of the offering and disbursement of funds to the Bank from escrow. A material event is an occurrence that would likely be viewed by a reasonable investor as directly affecting the decision to purchase, or not to purchase, the Bank's securities through an offering. The written notice required by this paragraph shall be furnished within 10 days from the date a material event was planned or occurred, whichever is earlier, and shall be furnished to every subscriber and/or purchaser of the Bank's securities who received or was tendered the Bank's original offering information.

CHARGE-OFF LOSS AND DOUBTFUL

4. (a) Within 10 days from the effective date of this AMENDED ORDER, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" and 50 percent of those assets or portions of assets classified "Doubtful" in the Report of Examination dated as of January 11, 2013 (the "2013 Report"), that have not been previously collected or charged-off. If an asset is classified "Doubtful," the Bank may, in the alternative, charge-off the amount that is considered uncollectible in accordance with the Bank's written analysis of loan or lease impairment. Such analysis shall be accomplished in accordance with generally accepted accounting principles, the Federal Financial Institutions Examination Council's ("FFIEC") *Instructions for Preparation of Consolidated Reports of Condition and Income (FFIEC 031 and 041)*, http://www.ffiec.gov/, Interagency Statements of Policy on the ALLL, and other applicable regulatory guidance that addresses the adequacy of the Bank's ALLL. Elimination of any of these assets through proceeds of other loans made by the Bank is not considered collection for purposes of this paragraph.

(b) Additionally, while this AMENDED ORDER remains in effect, the Bank shall, within 30 days from the receipt of any official Report of Examination of the Bank from the FDIC or the OFR, eliminate from its books, by collection, charge-off, or other proper entry, the remaining balance of any asset classified "Loss" and 50 percent of those assets classified "Doubtful" unless otherwise approved in writing by the Supervisory Authorities. If an asset is classified "Doubtful", the Bank may, in the alternative, charge-off the amount that is considered uncollectible in accordance with the Bank's written analysis of loan or lease impairment.

CLASSIFIED ASSET REDUCTION

5. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall submit a written plan to the Supervisory Authorities to reduce the remaining assets classified "Doubtful" and "Substandard" in the 2013 Report or any future regulatory examination report. The plan shall address each asset so classified with a balance of $500,000 or greater and provide the following:

(i) The name under which the asset is carried on the books of the Bank;

(ii) Type of asset;

(iii) Actions to be taken in order to reduce the classified asset; and

(iv) Timeframes for accomplishing the proposed actions.

(b) The plan shall also include, at a minimum:

(i) A review of the financial position of each such borrower, including the source of repayment, repayment ability, and alternate repayment sources; and

(ii) An evaluation of the available collateral for each such credit, including possible actions to improve the Bank's collateral position.

(c) In addition, the Bank's plan shall contain a schedule detailing the projected reduction of total classified assets on a quarterly basis. Further, the plan shall require the submission of monthly progress reports to the Board and mandate a review by the Board.

(d) The Bank shall present the plan to the Supervisory Authorities for review. Within 30 days from the Supervisory Authorities' response, the plan, including any requested modifications or amendments, shall be adopted by the Board and the approval shall be recorded in the Board minutes. The Bank shall then immediately implement the plan.

(e) For purposes of the plan, the reduction of adversely classified assets as of the Report shall be detailed using quarterly targets expressed as a percentage of the Bank's Tier 1 Capital plus the Bank's ALLL and may be accomplished by:

(i) Charge-off;

(ii) Collection;

(iii) Sufficient improvement in the quality of adversely classified assets so as to warrant removing any adverse classification, as determined by the FDIC or the OFR; and/or

(iv) Increase in the Bank's Tier 1 Capital.

SPECIAL MENTION

6. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall correct the cited deficiencies in the loans listed for "Special Mention" in the 2013 Report.

NO ADDITIONAL CREDIT

7. (a) Beginning with the effective date of this AMENDED ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged off or classified, in whole or in part, "Loss" or "Doubtful" and is uncollected. The requirements of this paragraph shall not prohibit the Bank from renewing credit already extended to a borrower after full collection, in cash, of interest due from the borrower.

(b) Additionally, during the life of this AMENDED ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, "Substandard."

(c) The preceding limitations on additional credit shall not apply if the Bank's failure to extend further credit to a particular borrower would be detrimental to the best interests of the Bank. Prior to the extension of any additional credit pursuant to this paragraph, either in the form of an extension or further advance of funds, such additional credit shall be approved by a majority of the Board or a designated committee thereof, who shall certify in writing that:

(i) The failure of the Bank to extend such credit would be detrimental to the best interests of the Bank, including an explanatory statement of why it would be detrimental to the Bank's best interests;

(ii) The Bank's position would be improved thereby, including an explanatory statement of how the Bank's position would be improved; and

(iii) An appropriate workout plan has been developed and will be implemented in conjunction with the additional credit to be extended.

(d) The signed certification shall be made a part of the meeting minutes of the Board or its designated committee and a copy of the signed certification shall be retained in the borrower's credit file.

(e) Any additional extensions of credit to classified borrowers made under this provision shall be reported to the Supervisory Authorities at 90-day intervals with the other reporting requirements set forth in this AMENDED ORDER. At a minimum, the 90-day reports shall include the name of the classified borrower, the amount of additional credit extended, and the total outstanding balance of credit extended to the classified borrower.

CONCENTRATIONS OF CREDIT

8. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall perform a risk segmentation analysis and shall develop and submit for review a revised written plan for systematically reducing and monitoring the Bank's Commercial Real Estate ("CRE") Loans concentration of credit identified in the Report to an amount which is commensurate with the Bank's business strategy, management expertise, size, and location ("Concentration Reduction Plan").

(b) The Concentration Reduction Plan shall comply with applicable guidance referenced in *Guidance on Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices*, FIL-104-2006 (Dec. 12, 2006), and *Managing Commercial Real Estate Concentrations in a Challenging Environment*, FIL-22-2008 (Mar. 17, 2008). The Concentration Reduction Plan shall include, but not be limited to:

(i) Dollar levels and percent of total capital to which the Bank shall reduce each concentration;

(ii) Timeframes for achieving the reduction in dollar levels in response to the paragraph above;

(iii) Provisions for controlling and monitoring of CRE, including plans to address the rationale for CRE levels as they relate to growth and capital targets, segmentation, and testing of the CRE portfolio to detect and limit concentrations with similar risk characteristics; and

(iv) Provisions for the submission of monthly written progress reports to the Board for review and notation in minutes of the Board meetings.

(c) The Concentration Reduction Plan shall be submitted to the Supervisory Authorities for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Supervisory Authorities, and after incorporation and adoption of all comments, the Board shall approve the Concentration Reduction Plan, which approval shall be recorded in the Board meeting minutes. Thereafter, the Bank shall implement and fully comply with the Concentration Reduction Plan.

LOAN REVIEW

9. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise its internal loan review and grading system to address the criticisms identified in the 2013 Report, including weak administration practices for underwriting new loans and monitoring existing credits and procedures for handling loan modifications. The Bank's internal loan review and grading system and its implementation shall be satisfactory to the Supervisory Authorities at subsequent examinations and/or visitations. Written reports shall be made to the Board and Audit Committee, if any, not less than quarterly after the effective date of this AMENDED ORDER. The report shall identify the status of those loans that exhibit credit and other risks

under the applicable grading standards/criteria and the prospects for full collection and/or strengthening of the quality of any such loans.

LENDING

10. (a) Within 60 days from the effective date of this AMENDED ORDER, the Board shall review, revise, and implement its written lending and collection policy to provide effective guidance and control over the Bank's lending and credit administration functions, which implementation shall include the resolution of those exceptions enumerated in the 2013 Report, including underwriting parameters for loans with cash-out refinances, underwriting requirements for broker originated loans, an approval and review process for brokers, guidelines for accounts receivable financing, guidelines for approving loan modifications, an approval and review process for appraisers, and guidelines for property inspections and re-appraisals on performing term loans. In addition, the Bank shall obtain adequate and current documentation for all loans in the Bank's loan portfolio. Such policy and its implementation shall be in a form and manner acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

(b) The revisions to the Bank's loan policy and practices required by this paragraph, at a minimum, shall include the following:

(i) Provisions which require realistic repayment terms and current credit information adequate to support the outstanding indebtedness of the borrower;

(ii) Provisions which incorporate limitations on the amount that can be loaned in relation to established collateral values;

(iii) Provisions which establish standards for the extension of unsecured credit;

(iii) Provisions which establish officer lending limits and require written explanation of any exception to the Bank’s loan policy;

(v) Provisions which require extensions of credit to any of the Bank's executive officers, directors, or principal shareholders, or to any related interest of such persons, to be approved in advance by a majority of the entire Board in accordance with 12 C.F.R. § 215.4(b);

(iii) Provisions which prohibit concentrations of credit in excess of 25 percent of the Bank's' Tier 1 Capital to any borrower and such borrower's related interests; and

(vii) Provisions for managing the Other Real Estate of the Bank which shall be consistent with all applicable laws, regulations, and other regulatory guidelines regarding appraisals and address the recommendations of the 2013 Report.

(c) The Board shall adopt procedures whereby officer compliance with the revised loan policy is monitored and exceptions are reported to the Board. The procedures adopted shall be reflected in the minutes of a Board meeting at which all members are present and the vote of each is noted.

ALLOWANCE FOR LOAN AND LEASE LOSSES AND CALL REPORT

11. Within 30 days from the effective date of this AMENDED ORDER, the Board shall amend its policy and update its procedures for determining the adequacy of the ALLL to address the criticisms in the 2013 regarding the Bank’s application of ASC 450 (Topic 450,

"Contingencies"). A deficiency in the ALLL shall be remedied in the calendar quarter it is discovered, prior to submitting the next Consolidated Report of Condition and Income, by a charge to current operating earnings. The Board meeting minutes for the meeting at which such review is undertaken shall indicate the results of the review. The Bank's policy for determining the adequacy of the ALLL and its implementation shall be satisfactory to the Supervisory Authorities at subsequent examinations and/or visitations.

STRATEGIC PLAN

12. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall prepare and submit to the Supervisory Authorities an acceptable written business/strategic plan covering the overall operation of the Bank and addressing the recommendations detailed in the 2013 Report. At a minimum, the plan shall establish objectives for the Bank's earnings performance, growth, balance sheet mix, liability structure, capital adequacy, and reduction of nonperforming and underperforming assets, together with strategies for achieving those objectives. The plan shall also identify capital, funding, managerial, and other resources needed to accomplish its objectives. Such plan shall specifically provide for the following:

(i) Goals for the composition of the loan portfolio by loan type including strategies to diversify the type and improve the quality of loans held;

(ii) Goals for the composition of the deposit base including strategies to reduce reliance on volatile and costly deposits; and

(iii) Plans for effective risk management and collection practices.

(b) The Board shall approve the business/strategic plan, which approval shall be recorded in the Board meeting minutes for the meeting at which the business/strategic plan was approved.

BUDGET

13. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall implement a written plan and a comprehensive budget for all categories of income and expense for calendar year 2014. The plan and budget required by this paragraph shall include formal goals and strategies, consistent with sound banking practices, and take into account the Bank's other written policies in AMENDED ORDER to improve the Bank's net interest margin, reduce discretionary expenses, control overhead, and improve and sustain earnings of the Bank and should address the recommendations detailed in the 2013 Report. The plan shall include a description of the operating assumptions that form the basis for, and adequately support, major projected income and expense components. Thereafter, the Bank shall formulate such a plan and budget by November 30 of each subsequent year and submit the plan and budget to the Supervisory Authorities for review and comment by December 15 of each subsequent year. The plan and budget required by this AMENDED ORDER shall be acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

(b) On a monthly basis, the Board shall evaluate the Bank's actual performance in relation to the plan and budget required by this AMENDED ORDER and shall record the results of the evaluation, and any actions taken by the Bank, in the minutes of the Board meeting at which such evaluation is undertaken. The actual performance compared to the budget shall be submitted to the Supervisory Authorities with the quarterly progress reports required by this AMENDED ORDER.

LIQUIDITY AND FUNDS MANAGEMENT

14. (a) During the life of this AMENDED ORDER, the Bank shall implement a written plan to improve liquidity, contingency funding, interest rate risk, and asset liability management. The Bank shall review this plan for adequacy on an annual basis and, based upon such review, make revisions to the plan necessary to strengthen funds management and maintain adequate provision to meet the bank's liquidity needs. The plan and its implementation shall be in a form and manner acceptable to the Supervisory Authorities at subsequent examinations and/or visitations.

(b) Beginning with the effective date of this AMENDED ORDER, the Bank shall review its liquidity position to ensure that the Bank has sufficient liquid assets or sources of liquidity to meet current and anticipated liquidity needs. This review shall include an analysis of the Bank's sources and uses of funds (cash flow analysis). The results of this review shall be presented to the Board for review each month, with the review noted in the Board meeting minutes.

INTEREST RATE RISK POLICY

15. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise and implement a written policy for managing interest rate risk in a manner that is appropriate to the size of the Bank and the complexity of its assets. The policy shall comply with the *Joint Agency Policy Statement on Interest Rate Risk*, FIL-52-96 (July 12, 1996), and the *FFIEC Advisory on Interest Rate Management*, FIL-2-2010 (Jan. 20, 2010), and shall be consistent with the comments and recommendations detailed in the 2013 Report. The policy shall include guidelines governing the means by which the interest rate risk position will be monitored, the establishment of risk parameters, and periodic reporting to management and the Board regarding

interest rate risk with adequate information provided to assess the level of risk. Such policy and its implementation shall be satisfactory to the Supervisory Authorities as determined at the initial review and at subsequent examinations and/or visitations.

INTERNAL ROUTINES AND CONTROLS AND AUDIT

16. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall adopt and implement a policy for the operation of the Bank in such a manner as to provide adequate internal routines and controls within the Bank consistent with safe and sound banking practices. Such policy and its implementation shall, at a minimum, eliminate and/or correct all internal routine and control deficiencies as more fully set forth in the 2013 Report and shall be satisfactory to the Supervisory Authorities at subsequent examinations and/or visitations.

(b) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise its internal audit program that establishes procedures to provide for an independent review of protect the integrity of the Bank's operational and accounting systems and that addresses the recommendations in the 2013 Report. The revised program shall be in a form and manner acceptable to the Supervisory Authorities.

BROKERED DEPOSITS

17. During the life of this AMENDED ORDER, the Bank shall not accept, renew, or rollover any brokered deposit, as defined in 12 C.F.R. § 337.6(a)(2), unless it is in compliance with the requirements of 12 C.F.R. § 337.6(b) which governs the solicitation and acceptance of brokered deposits by insured depository institutions. The Bank shall comply with the restrictions on the effective yields on deposits as described in 12 C.F.R. § 337.6.

RESTRICTIONS OF CERTAIN PAYMENTS

18. (a) While this AMENDED ORDER is in effect, the Bank shall not declare or pay dividends, pay bonuses, or make any other form of payment outside the ordinary course of business resulting in a reduction of capital, without the prior written approval of the Supervisory Authorities. All requests for prior approval shall be received at least 30 days prior to the proposed dividend or bonus payment declaration date (at least 5 days with respect to any request filed within the first 30 days from the date of this AMENDED ORDER) and shall contain, but not be limited to, an analysis demonstrating that the proposed payment meets the criteria set forth in Section 658.37, Florida Statutes, and detailing the impact such payment would have on the Bank's capital position, cash flow, concentrations of credit, asset quality and ALLL needs. The Supervisory Authorities will not approve any payment representing a reduction of capital unless the Supervisory Authorities determine that such payment will not have an adverse or unacceptable impact on the Bank's capital position, cash flow, concentrations of credit, asset quality and ALLL needs.

(b) During the term of this AMENDED ORDER, 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.

VIOLATIONS OF LAW, REGULATION, AND CONTRAVENTION OF POLICY

19. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall eliminate and/or correct all violations of laws, regulations, and/or contraventions of statements of policy noted in the 2013 Report and shall adopt and implement appropriate procedures to ensure future compliance with all such applicable federal and state laws, regulations, and/or statements of policy.

CALL REPORTS

20. Within 30 days from the effective date of this AMENDED ORDER, the Bank's Board shall ensure that all Consolidated Reports of Condition and Income filed with the FDIC on or after September 30, 2012, are reviewed and shall amend and file with the FDIC, as necessary, amended Consolidated Reports of Condition and Income, in accordance with the Reports of Condition and Income Instructions, which accurately reflect the financial condition of the Bank as of the date of each such Report. Amended Reports of Condition and Income must be filed if previously submitted reports were not filed in accordance with the Instructions for Preparation of Consolidated Reports of Condition and Income.

ASSET GROWTH

21. While this AMENDED ORDER is in effect, the Bank shall notify the Supervisory Authorities at least 60 days prior to undertaking asset growth that exceeds 10 percent or more per annum or initiating material changes in asset or liability composition. In no event shall asset growth result in noncompliance with the capital maintenance provisions of this AMENDED ORDER unless the Bank receives prior written approval from the Supervisory Authorities.

SHAREHOLDER DISCLOSURE

22. Within 10 days from the effective date of this AMENDED ORDER, the Bank shall send a copy of this AMENDED ORDER, or otherwise furnish a description of this AMENDED ORDER, to its parent holding company. The description shall fully describe this AMENDED ORDER in all material respects.

PROGRESS REPORTS

23. During the life of this AMENDED ORDER, the Bank shall furnish written progress reports to the Supervisory Authorities within 45 days from the end of each quarter, detailing the form and manner of any actions taken to secure compliance with this AMENDED ORDER and the results thereof. Such reports shall include a copy of the Bank's Consolidated Reports of Condition and of Income. Such reports may be discontinued when the corrections required by this AMENDED ORDER have been accomplished and the Supervisory Authorities have released the Bank in writing from making further reports. All progress reports and other written responses to this AMENDED ORDER shall be reviewed by the Board and made a part of the appropriate Board meeting minutes.

The provisions of this AMENDED ORDER shall not bar, stop, 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 AMENDED ORDER shall be effective on the date of issuance.

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

The provisions of this AMENDED ORDER 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 Supervisory Authorities.

Issued Pursuant to Delegated Authority

Dated: 2/28/14

By:

/s/

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Thomas J. Dujenski
Regional Director
Atlanta Region
Federal Deposit Insurance Corporation

The Commissioner of the OFR, having duly approved the foregoing AMENDED ORDER, and the Bank, through its Board, agree that the issuance of said AMENDED ORDER by the FDIC shall be binding as between the Bank and the OFR to the same degree and to the same legal effect that such AMENDED ORDER would be binding if the OFR had issued a separate order that included and incorporated all of the provisions of the foregoing AMENDED ORDER, pursuant to Chapters 120, 655, and 658, Florida Statutes, including specifically Sections 655.033 and 655.041, Florida Statutes.

Dated this 3 day of February, 2014.

/s/

By: ______________________________

Robert D. Hayes
Director
Division of Financial Institutions,
Office of Financial Regulation
By Delegated Authority for the Commissioner,
Office of Financial Institutions