



STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION

IN RE:

Application for Community Bank & Company,
Lakewood Ranch, Manatee County, Florida,
to purchase assets and assume liabilities of Old
Harbor Bank, Clearwater, Pinellas County, Florida

Admin. File No. 0856-FI-07/11

EMERGENCY ORDER AUTHORIZING COMMUNITY BANK & COMPANY'S
PURCHASE OF ASSETS AND ASSUMPTION OF LIABILITIES

The State of Florida, Office of Financial Regulation (hereinafter "Office"), pursuant to §655.4185, Fla. Stat.(2010), amended by ch. 2011-194, §12 at 15-16, Laws of Fla., hereby issues this Emergency Order authorizing Community Bank & Company, Lakewood Ranch, Manatee County, Florida (hereinafter "Community"), to purchase assets and assume liabilities of Old Harbor Bank, Clearwater, Pinellas County, Florida (hereinafter "Old Harbor"). Based upon information furnished to the Office in Community's Application for the Purchase of Assets and Assumption of Liabilities (hereinafter "Application"), reports by the Federal Deposit Insurance Corporation (hereinafter "FDIC") and state bank examiners, and other reliable evidence, the Office makes the following findings of fact and conclusions of law:

1. Community is a Florida state-chartered bank operating under Charter Number 1028, and is, therefore, a state financial institution as that term is defined in §655.005(1)(p), Fla. Stat. (2010), amended by ch. 2011-194, §1 at 6, Laws of Fla., with its principal place of business located at 2025 Lakewood Ranch Boulevard, Lakewood Ranch, Manatee County, Florida 34211. As a state financial institution, Community is subject to the regulatory authority and jurisdiction of the Office and the FDIC.

2. Old Harbor is a Florida state-chartered bank operating under Charter Number 1123, and is therefore a state financial institution, with its principal place of business located at 2605 Enterprise Road East, Suite 100, Clearwater, Pinellas County, Florida 33759. As a state financial institution, Old Harbor is subject to the regulatory authority and jurisdiction of the Office and the FDIC.

3. The Office and the FDIC have determined that Old Harbor is imminently insolvent, as that term is defined in Section 655.005, and is therefore a failing financial entity.

4. Due to the probable failure of Old Harbor, the Office is taking immediate and emergency action as set forth in this order to minimize the interruption of customer services and the failure's impact on the FDIC's deposit insurance fund. Furthermore, such emergency action, in accordance with Section 655.001, Florida Statutes, is necessary to effectively promote the purposes and policies of the Florida Financial Institutions Codes such as, but not limited to, the safe and sound conduct of the business of banks and the maintenance of public confidence in the financial institution system.

5. The Office received a purchase and assumption application, along with applicable filing fee, from Community on July 7, 2011.

6. A similar application by Community to purchase certain assets and assume certain liabilities of Old Harbor has been submitted by Community to the FDIC.

7. Community seeks emergency approval of its Application pursuant to § 655.4185, Fla. Stat.(2010), amended by ch. 2011-194, §12 at 15-16, Laws of Fla., so that it may purchase certain assets and assume certain liabilities of Old Harbor, specifically including, but not limited to Old Harbor's main office at 2605 Enterprise Road East, Suite 100, Clearwater, Pinellas County, Florida 33759, and six branch offices located at: 1352 Main Street, Dunedin,

Florida 34698; 9040 Tryfon Boulevard, Suite A-102, Trinity, Florida 34655; 32700 US Highway 19 N, Palm Harbor, Florida 34684; 715 Indian Rocks Road N, Belleair Bluffs, Florida 33770; 5138 Deer Park Drive, Unit #105, New Port Richey, Florida 34653; and 2201 Drew Street, Clearwater, Florida 33765.

8. § 655.4185, Fla. Stat., (2010), amended by ch. 2011-194, § 12 at 15-16, Laws of Fla., provides for the requested emergency action and states in pertinent part (with emphasis added):

(1) Notwithstanding any other provision of the financial institutions codes or chapter 120, if the office or the appropriate federal regulatory agency, or the appropriate home state regulatory agency for an out-of-state state financial institution, finds that immediate action is necessary to prevent the probable failure of one or more financial institutions, aid in the resolution of a receivership, conservatorship, or liquidation of a financial institution, or otherwise protect the depositors of a failing financial institution, the office may issue an emergency order authorizing:

(a) The merger of such failing institution with an appropriate state financial institution;

(b) An appropriate state financial institution to acquire any of the assets or assume any of the liabilities, or any combination thereof, of the failing institution, including all rights, powers, and responsibilities as fiduciary in an instance in which the failing institution is actively engaged in the exercise of trust powers;

. . . .

(2) Any finding by the office must be based upon reports or other information furnished to it by the failing financial institution, by a state or federal financial institution examiner or regulatory entity, or upon other evidence from which it is reasonable to conclude that the failing institution is insolvent, is threatened with imminent insolvency, or lacks a board of directors or executive management that can operate the entity in a safe and sound manner. The office may disallow intangible assets, deferred tax assets, loan and lease loss reserves, subordinated debt, and illegally obtained currency, monetary instruments, funds, or other financial resources from the capitalization requirements of the financial institutions codes. The stockholders of a failing institution that is acquired by another financial institution are entitled to the same procedural rights and compensation for the remaining value of their shares as is provided for dissenters in s.658.44, except that they may not vote against the transaction. Any transaction authorized by this section may be accomplished through the organization of a successor financial institution.

. . . .

9. In view of the imminent insolvency of Old Harbor, the specific finding that immediate action is necessary in order to prevent the harms referenced herein and to further promote the purposes and policies of the Florida Financial Institutions Codes, the Office concludes as a matter of law that this emergency order is authorized and is in the public interest.

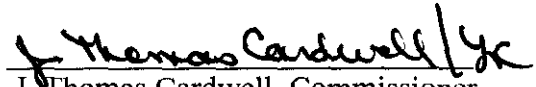
FINAL ORDER

Based upon the foregoing findings of fact and conclusions of law, it is HEREBY ORDERED:

1. That Community's Application for the Purchase of Assets and Assumption of Liabilities is APPROVED, and Community is authorized to purchase assets and to assume liabilities of Old Harbor, subject to satisfaction of the following conditions:

- a. That the transaction is in accordance with the Agreement to Purchase Assets and Assume Liabilities entered into between Community and Old Harbor;
- b. That Community provides the Office with a statement showing the totals of the assets purchased and assumed liabilities within 30 days after the close of the transaction; and
- c. That, during the period of 90 days following the transaction, Community provides the Office with prior written notice of any proposed closure of any office purchased in the transaction. Thereafter, Community shall provide notice to the Office of any proposed office closures in accordance with Section 658.26(2)(f), Florida Statutes, and Rule 69U-105.407, Florida Administrative Code.
- d. That, Community's application submitted to the FDIC for authorization to purchase assets and acquire liabilities of Old Harbor is approved.

Done and Ordered in Tallahassee, Leon County, Florida this 6th day of August, 2011.


J. Thomas Cardwell, Commissioner
Office of Financial Regulation

Copies furnished to:

Federal Deposit Insurance Corporation, Atlanta, Georgia
Director, Division of Financial Institutions
Bureau of Bank Regulation

NOTICE OF RIGHT TO APPELLATE REVIEW

A PARTY WHO IS ADVERSELY AFFECTED BY THIS FINAL ORDER IS ENTITLED TO JUDICIAL REVIEW PURSUANT TO SECTION 120.68, FLORIDA STATUTES. REVIEW PROCEEDINGS ARE GOVERNED BY THE FLORIDA RULES OF APPELLATE PROCEDURE. SUCH PROCEEDINGS ARE COMMENCED BY FILING THE ORIGINAL NOTICE OF APPEAL WITH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AS FOLLOWS:

By Mail or Facsimile

Office of Financial Regulation
P.O. Box 8050
Tallahassee, Florida 32314-8050
Phone: (850) 410-9880
Fax: (850) 410-9663

OR

By Hand Delivery

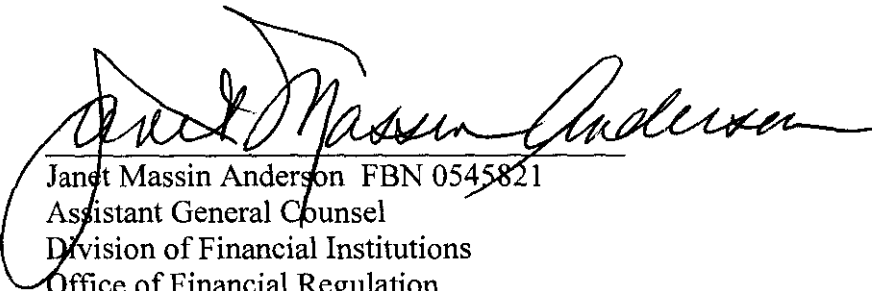
Office of Financial Regulation
General Counsel's Office
The Fletcher Building, Suite 118
101 East Gaines Street
Tallahassee, Florida 32399-0379
Phone: (850) 410-9896

A COPY OF THE NOTICE OF APPEAL, ACCOMPANIED BY THE FILING FEES AS REQUIRED BY LAW, MUST ALSO BE FILED WITH THE DISTRICT COURT OF APPEAL, FIRST DISTRICT, 2000 DRAYTON DRIVE, TALLAHASSEE, FLORIDA 32399-0950, OR WITH THE DISTRICT COURT OF APPEAL IN THE APPELLATE

DISTRICT WHERE THE PARTY RESIDES. THE NOTICE OF APPEAL MUST BE FILED WITH BOTH THE AGENCY CLERK FOR THE OFFICE OF FINANCIAL REGULATION AND THE DISTRICT COURT OF APPEAL WITHIN 30 DAYS OF THE RENDITION OF THE ORDER TO BE REVIEWED.

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Emergency Order Authorizing Community Bank & Company's Purchase of Assets and Assumption of Liabilities has been furnished by electronic mail this 12 day of August, 2011, to Trevor Burgess, Director, Community Bank & Company, at trevor@communitybanknow.com.



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