



**Comptroller of the Currency
Administrator of National Banks**

250 E Street, SW
Washington, DC 20219

**Conditional Approval #931
January 2010**

October 8, 2009

Gary L. Tice
Chief Executive Officer
First National Bank of the Gulf Coast
3560 Kraft Road
Naples, Florida 34105

Re: De Novo Charter Application to establish First National Bank of the Gulf Coast, Naples, Florida, Charter No. 24844, CAIS No. 2007-SO-01-0027, Significant Change Request, Branch establishment CAIS No. 2007-SO-05-0372, Operating Subsidiary Application CAIS No. 2007-SO-08-0033

Dear Mr. Tice:

On March 12, 2008, the Comptroller the Currency (“OCC”) granted preliminary conditional approval to establish First National Bank of the Gulf Coast (the “Bank”), Naples, Florida. Certain organizational steps and conditions were imposed in connection with the approval. While the organizational steps are complete, a significant change request was filed which now changes the business plan on which the preliminary conditional approval was based. The OCC finds, however, that the significant change request is satisfactory, and that final approval of the charter application is appropriate.

The Bank notified the OCC on April 5, 2009 of its desire to significantly change its business plan, specifically to use the de novo charter to pursue a merger with Panther Community Bank, N.A. (PCBNA), Lehigh Acres, Florida. The changes include an increase in the number of members of the Board of Directors, a reduction in the level of capital, and expansion into a new banking market in Lehigh Acres, Florida. In correspondence dated September 15, 2009, I granted preliminary conditional approval to the merger of the Bank with and into PCBNA. The only activity to be engaged in by the Bank is the consummation of the merger with PCBNA.

You are also reminded that the OCC’s approval for the Bank to establish a branch at 811 Anchor Road Drive, Naples, Florida remains in effect as stated in our March 12, 2008 preliminary conditional approval letter. Further, the OCC’s March 19, 2008 approval for the Bank to establish and operate a title insurance operating subsidiary remains in effect.

This final approval is subject to the following conditions as well as the conditions imposed in the March 12, 2008 preliminary conditional approval letter:

1. The Bank will take all the steps necessary to effect and consummate the proposed merger of the Bank with and into Panther Community Bank, National Association, Lehigh Acres, Florida.
2. The Bank will not open for business until immediately prior to the consummation of the merger.
3. The Bank will immediately cease any banking operations and follow the OCC's voluntary liquidation procedures should the merger not consummate.
4. The Bank shall: (i) give the South Florida Field Office at least sixty (60) days prior written notice of its intent to significantly deviate or change from its business plan or operations,¹ and (ii) obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to the Bank's notice. This condition shall remain in effect during the Bank's first three years of operation. For the first three years of operation, the Bank also must provide a copy of such written notice of its intent to significantly deviate or change from its business plan or operations to the FDIC's Atlanta Regional Office.

The conditions of this approval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

This final conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the Bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

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On behalf of the OCC, welcome to the national banking system. If you have any questions about the supervision of your Bank, please contact Assistant Deputy Comptroller Ron Lindhart of the Miami Field Office at 305-715-1323. For questions about this decision letter or other licensing matters, please contact Karen H. Bryant or Abel Reyna at 214-720-7052.

Sincerely,

signed

Lawrence E. Beard
Deputy Comptroller for Licensing