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Comptroller of the Currency  
Administrator of National Banks

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Western District Office  
1225 17<sup>th</sup> Street, Suite 300  
Denver, Colorado 80202  
720-475-7650; Fax: 301-333-7010

August 1, 2007

**Conditional Approval #814  
September 2007**

Carey L. Cooley  
Squire, Sanders & Dempsey L.L.P.  
Two Renaissance Square  
40 North Central Avenue, Suite 2700  
Phoenix, Arizona 85004-4498

Re: Premier Commercial Bank Arizona, Mesa, Arizona  
Notice of Significant Deviation from Business Plan and  
Request to Appoint Certain New Directors and Executive Officers

Dear Ms. Cooley;

The Office of the Comptroller of the Currency (OCC) received a notice dated April 3, 2007, from Premier Commercial Bank Arizona, Mesa, Arizona (hereinafter the "Bank") and PCBA Acquisition, LLC, an Arizona limited liability company formed by Steven J. Ellsworth and Kevin W. Stevenson. The notice requested the OCC's prior non-objection to a proposal whereby following the sale of the majority of the Bank's common stock to a new investor group, a majority of the Bank's directors would be replaced by new directors, and a majority of the executive officers of the Bank would be replaced with new officers.

The Bank opened for business in November 2006. When the OCC granted approval for the Bank's charter application, it was subject to the following standard charter condition:

- The Bank: (i) shall give the OCC's Southern California-South Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations<sup>1</sup> and (ii) shall 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 a bank's notice. For the first three years of operation, the Bank must also provide a copy of such notice to the FDIC's San Francisco Regional Office.

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<sup>1</sup> If such deviation is the subject of an application filed with the OCC, the OCC does not require any further notice to the supervisory office.

Premier Commercial Bank of Arizona, National Association  
Mesa, Arizona

The OCC considers the proposed ownership change as outlined in the notice, and the proposed changes to the Bank's management team and directorate to be a significant deviation from the bank's business plan as presented in the charter application.

The OCC does not object to the plans to deviate from the Bank's current business plan by the proposed ownership change and the change in the composition of the executive officer team and the board of directors. This non-objection is based, in part, on representations from the applicants that the basic business plan of the Bank is not expected to change in any material way following consummation of the acquisition.

The OCC's non-objection is subject to the following conditions:

- Within 120 days after consummation of the ownership change of the Bank, the Bank must add an additional member to the board of directors with relevant recent banking experience acceptable to the OCC.
- For a period of two years after consummation of the ownership change, the Bank must file an Interagency Biographical and Financial Report with the OCC and obtain the OCC's written determination of no objection prior to any new executive officer or director assuming such position.

These conditions are conditions "imposed in writing by the 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.

The OCC does not object to the following individuals serving in the noted positions.

Frank D. Ortwine	President, Chief Executive Office and Chairman
Steven J. Ellsworth	Chief Operations Officer, Director
Kevin W. Stevenson	Chief Credit Officer, Director
Joseph M. Koller	Chief Financial Officer
Karen Gruninger	Director
Wendell E. Jones	Director
Bradley H. Logan	Director
Robert B. Stapley	Director

Future significant deviations from the Bank's business plans or operations will continue to be subject to review and non-objection of the OCC. As you are aware, following the consummation, supervision of the Bank will transfer to Assistant Deputy Comptroller Richard F. Schobert, Phoenix Field Office, 9633 South 48<sup>th</sup> Street, Suite 265, Phoenix, Arizona 85044. The phone number for that office is 480-893-1339, and the fax number is 480-893-6060.

Premier Commercial Bank of Arizona, National Association  
Mesa, Arizona

If you have any questions, please contact National Bank Examiner Cindy Hedgecoke at  
(480) 893-1339.

Sincerely,

*signed*

Richard F. Schobert  
Assistant Deputy Comptroller