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(c) Within 30 days from the end of each calendar quarter following completion of the profit plans and budgets required by this paragraph, the Bank's board of directors shall evaluate the Bank's actual performance in relation to the plan and budget, record the results of the evaluation, and note any actions taken by the Bank in the minutes of the board of directors' meeting at which such evaluation is undertaken.

(d) A written profit plan and budget shall be prepared for each calendar year for which this ORDER is in effect.

(e) Copies of the plans and budgets required by this paragraph shall be submitted to the Regional Director and Superintendent.

#### CONCENTRATIONS OF CREDIT

11. Within 60 days from the effective date of this ORDER, the Bank shall formulate adopt and implement a written plan to manage each of the concentrations of credit identified on pages of the ROES in a safe and sound manner. At a minimum the plan must provide for written procedures for the ongoing measurement and monitoring of the concentrations of credit, and a limit on concentrations commensurate with the Bank's capital position,

safe and sound banking practices, and the overall risk profile of the Bank.

(b) A copy of the plan required by this paragraph shall be submitted to the Regional Director and Superintendent.

INTEREST RATE RISK

12. (a) Within 60 days of the effective date of this ORDER the Bank shall have procedures for managing the Bank's sensitivity to interest rate risk. The procedures shall comply with the Joint Agency Statement of Policy on Interest Rate Risk (June 26, 1996), and the Joint Supervisory Statement on Investment Securities and End-user Derivative Activities (April 23, 1998).

(b) A copy of the policy revisions and procedures required by this paragraph shall be submitted to the Regional Director and Superintendent.

SALE, MERGER, OR RECAPITALIZATION

13. (a) Within 30 days from the effective date of this ORDER, the Bank shall develop, adopt, and implement a plan to sell itself or merge itself into an insured depository institution that is not controlled by Capitol Bancorp, or otherwise recapitalize the Bank so that the Bank is no longer controlled by Capitol Bancorp.

(b) The plan required by this paragraph shall be acceptable to the Regional Director and Superintendent.

INTERRUPTION OF SERVICES

14. (a) Within 30 days from the effective date of this ORDER the Bank shall develop, adopt, and implement a contingency plan to provide for alternate data processing and all other services provided by Capitol Bancorp in the event of an interruption in the delivery of these services.

(b) The plan required by this paragraph shall be submitted to the Regional Director and Superintendent.

BUSINESS PLAN

15. (a) From the effective date of this ORDER the Bank shall adhere to the business plan approved in conjunction with its merger.

(b) The Bank shall obtain the written approval of the Regional Director and Superintendent prior to any change to, or deviation from, the business plan.

MATERIAL TRANSACTIONS

16. As of the effective date of this ORDER the Bank shall not enter into any material transaction without the prior written consent of the Regional Director and Superintendent. Material transactions include but are not limited to any investment, expansion, sale of assets, or acquisition.

### NOTIFICATION TO SHAREHOLDER

Following the effective date of this ORDER, the Bank shall send to its shareholders a copy of this ORDER: (1) in conjunction with the Bank's next shareholder communication; or (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting.

### PROGRESS REPORTS

18. Within 30 days from the end of each calendar quarter following the effective date of this ORDER, the Bank shall furnish to the Regional Director and Superintendent written progress reports signed by each member of the Bank's board of directors, detailing the actions taken to secure compliance with the ORDER and the results thereof.

This ORDER shall be effective upon its issuance by the FDIC and the DFI.

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

The provisions of this 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 FDIC and the DFI.

Pursuant to delegated authority.

Dated: January 15<sup>th</sup>, 2010.

/s/

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M. Anthony Lowe  
Regional Director  
Chicago Regional Office  
Federal Deposit Insurance  
Corporation

/s/

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Thomas L. Wood  
Acting Superintendent  
Department of Financial  
Institutions for the State of  
Arizona