

FEDERAL DEPOSIT INSURANCE CORPORATION

Fieldpoint Private Bank & Trust
Greenwich, Fairfield County, Connecticut
Application for Federal Deposit Insurance

ORDER

The undersigned, acting on behalf of the Board of Directors pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act and relating to the application for Federal deposit insurance for Fieldpoint Private Bank & Trust, a proposed new federally-chartered savings bank to be located at 100 Field Point Road, Greenwich, Fairfield County, Connecticut, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by Fieldpoint Private Bank & Trust for Federal deposit insurance be approved subject to the following conditions:

- (1) That beginning paid-in capital funds of not less than \$40,000,000 be provided;
- (2) That Tier 1 Capital/Assets ratio shall be maintained at not less than 8.0 percent throughout the first three years of operation and that an adequate allowance for loan and lease losses be provided;
- (3) That any changes in the proposed management or proposed ownership (10% or more of stock), including new acquisitions of or subscriptions to 10% or more of the stock, will render this commitment null and void unless such proposal is approved by the Corporation prior to opening the bank;
- (4) That the Bank shall comply with the policy of the FDIC regarding stock option plans, as set forth in the FDIC Statement of Policy on Applications for Deposit Insurance;
- (5) That the Bank establish a satisfactory business arrangement with the investment advisor and that a copy of the executed agreement be sent to the FDIC for review and comment;
- (6) That the Organizers formally adopt the bank's policy statements regarding Quorum Requirements and the Executive Committee. Such statements shall be ratified by the full Board of Directors upon opening of the bank;
- (7) That sufficient fidelity insurance coverage be obtained;
- (8) That the Federal deposit insurance shall not become effective unless and until the applicant has been established as a federal savings bank, that it has authority to conduct a banking business, and that its establishment and operation as a bank has been fully approved by the Office of Thrift Supervision;
- (9) That until the conditional commitment herein ORDERED becomes effective, the Corporation shall have the right to alter, suspend, or withdraw the said commitment should any interim development be deemed to warrant such action; and,

(10) That if deposit insurance has not become effective within one year from the date of the Order, or unless, in the meantime, a request for an extension of time has been approved by the Corporation, the consent granted shall expire on said date.

Dated at Washington D.C., this 4th day of April, 2008

/s/

~~Serena~~ L. Owens
Associate Director
Division of Supervision and
Consumer Protection

STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (12 U.S.C. §1815), an application for Federal deposit insurance has been filed for Fieldpoint Private Bank & Trust (the Bank), a proposed new federally-chartered savings bank, to be located at 100 Field Point Road, Greenwich, Fairfield County, Connecticut.

The Bank plans to offer a high level of personalized service and customized banking and investment products to high net worth individuals and businesses in Fairfield County, Connecticut and Westchester County, New York.

For the purposes of this proposal, capital is adequate, projections for future earnings prospects are favorable, management is considered satisfactory, and the investment in fixed assets is reasonable. Corporate powers to be exercised are consistent with the purpose of the Federal Deposit Insurance Act. The proposal appears to meet the convenience and needs of the community to be served by the proposed bank. No formal objections to this proposal have been filed and no undue risk to the insurance fund is apparent.

Accordingly, based upon careful evaluation of all available facts and information, the Associate Director, acting under delegated authority, has concluded that approval of the application is warranted, subject to certain prudential conditions.

**ASSOCIATE DIRECTOR
DIVISION OF SUPERVISION AND CONSUMER PROTECTION
FEDERAL DEPOSIT INSURANCE CORPORATION**