

FEDERAL DEPOSIT INSURANCE CORPORATION

RE: MileStone Bank
(In Organization)
Doylestown, Pennsylvania

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 with membership in the Deposit Insurance Fund for MileStone Bank, to be located at 1980 South Easton Road, Doylestown, Pennsylvania 18901, and has concluded that the application should be approved.

Accordingly, it is hereby ORDERED that the application submitted by MileStone Bank for Federal deposit insurance be, and the same hereby is, approved subject to the following conditions:

1. That beginning paid-in capital funds of not less than \$16,000,000 be provided;
2. That a Tier 1 capital to assets leverage ratio (as defined in the capital regulations of the Federal Deposit Insurance Corporation) be maintained at not less than eight percent (8%) throughout the first three years of operations, and that an adequate allowance for loan and lease losses (ALLL) be provided from the date insurance is effective;
3. That MileStone Bank shall operate within the parameters of the business plan submitted to the FDIC. Furthermore, during the first three years of operations, the Bank shall notify the Regional Director of the FDIC of any proposed major deviation or material change from the submitted business plan sixty (60) days before consummation of the change;
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 any changes in the proposed management or proposed ownership of ten percent (10%) or more of the stock, including new acquisitions of or subscriptions to ten percent (10%) or more of the stock, be approved by the FDIC prior to opening;

6. That prior to the effective date of deposit insurance, adequate fidelity coverage be obtained;
7. That the institution will obtain an audit of its financial statements by an independent public accountant annually for at least the first three fiscal years after Federal deposit insurance is effective, furnish a copy of any reports by the independent auditor (including any management letters) to the appropriate FDIC regional office within 15 days after their receipt by the depository institution, and notify the appropriate FDIC regional office within 15 days when a change in its independent auditor occurs;
8. That Federal deposit insurance will not become effective until the applicant has been granted a charter, has authority to conduct a banking business, and that its establishment and operation as a depository institution has been fully approved by the appropriate state supervisory authority;
9. That until the conditional commitment of the FDIC herein ORDERED becomes effective, the FDIC retains the right to alter, suspend, or withdraw its commitment should any interim development be deemed by the FDIC to warrant such action; and
10. That if Federal deposit insurance has not become effective within one year from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the FDIC, the consent granted shall expire at the end of this time period on said date.

Dated at New York, New York, this 18th day of January, 2007.

/s/

Gail E. Butler
Acting Deputy Regional Director