FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

CALIFORNIA DEPARTMENT OF BUSINESS OVERSIGHT

SAN FRANCISCO, CALIFORNIA

In the Matter of US METRO BANK GARDEN GROVE, CALIFORNIA (INSURED STATE NONMEMBER BANK)	CONSENT ORDER FDIC-13-0290b

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for US Metro Bank, Garden Grove, California ("Bank") under Section 3(q) of the Federal Deposit Insurance Act ("FDI Act"), 12 U.S.C. § 1813(q)(3). The California Department of Business Oversight ("CDBO") is the appropriate State banking agency for the Bank under Division 1 and Division 1.1 of the California Financial Code ("CFC").

The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a Stipulation to the Issuance of a Consent Order ("Stipulation"), dated July 17th, 2013, that is accepted by the FDIC and the CDBO. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices relating to the February 25, 2013 Examination as detailed in the Report of Examination ("ROE"), to the issuance of this Consent Order ("Order") by the FDIC and the CDBO pursuant to Section 8(b)(1) of the FDI Act, and Section 580 of the CFC.

Having determined that the requirements for issuance of an order under Section 8(b) of the FDI Act, 12 U.S.C. § 1818(b), and the CFC have been satisfied, the FDIC and the CDBO hereby order as follows:

1. Within sixty (60) days from the date of this Order, the Board shall develop, adopt, and submit to the CDBO and the FDIC a comprehensive action plan ("Action Plan") to resolve the Bank's current critical condition. Such Action Plan shall be in a form, and shall be implemented in a manner, acceptable to the CDBO and the FDIC. The Action Plan shall include specific steps, goals, and timelines to achieve one or more of the following:

(a) A Plan to Recapitalize/Reorganize the Bank ("Recapitalization Plan"): Within one hundred twenty (120) days from the date of this Order, the Bank shall increase its capital to an amount not less than $12.0 Million dollars. The Recapitalization Plan shall also include feasible new business and strategic plans to ensure that any recapitalization of the Bank would return the Bank to a safe and sound condition;

(b) A Plan to Sell or Merge the Bank ("Sale or Merger Plan"): Within one hundred twenty (120) days from the date of this Order, the Bank shall enter into a definitive agreement, acceptable to the CDBO and the FDIC, to sell or merge the Bank; or

(c) A Plan to Liquidate the Bank ("Liquidation Plan"): Within one hundred twenty (120) days from the date of this Order, the Bank shall complete the sale of all of its assets, arrange for the assumption or pay-off of all of its liabilities, and surrender its certificate of authorization to transact business as a bank to the CDBO. The Liquidation Plan shall provide for the orderly liquidation of the Bank, including the payment of all of the Bank's obligations to its customers, creditors, and employees.

Should the Board choose not to pursue a near term exit strategy as listed in Provisions 1(b) or 1(c) of this Order, and proceed with a Recapitalization Plan as listed in Provision 1(a) of this Order, the Bank must:

2. Within sixty (60) days from the effective date of this Order, the Bank shall develop or revise, adopt, and implement a written liquidity and funds management policy that adequately addresses the Bank's liquidity needs and appropriately reduces its reliance on non-core funding sources. Such policy and its implementation shall be satisfactory to the Regional Director of the FDIC's San Francisco Regional Office ("Regional Director") and the Commissioner of the CDBO ("Commissioner") as determined at subsequent examinations and/or visitations.

3. Within sixty (60) days from the effective date of this Order, the Bank shall develop or revise, adopt, and implement a policy for the operation of the Bank in such a manner as to provide adequate internal routine and control policies consistent with safe and sound banking practices, as identified in the ROE. Such policy and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

4. During the life of this Order, the Bank shall file with the FDIC Reports of Condition and Income which accurately reflect the financial condition of the Bank as of the end of the period for which the Reports are filed, including any adjustment in the Bank's books made necessary or appropriate as a consequence of any FDIC or CDBO examination of the Bank during that reporting period.

5. Within sixty (60) days from the effective date of this Order, the Bank shall develop or revise, adopt, and implement a written plan, approved by the Board and acceptable to

the Regional Director and the Commissioner for systematically reducing the amount of loans or other extensions of credit advanced, directly or indirectly, to or for the benefit of, any borrowers in the "commercial real estate" ("CRE") concentration, with particular emphasis on those borrowers in the gas station sub-concentration. Such plan shall be in conformance with Appendix A of Part 365 of the FDIC's Rules and Regulations, 12 C.F.R. Part 365, Appendix A; and Financial Institution Letter (FIL)-104-2006, Commercial Real Estate Lending Joint Guidance, dated December 12, 2006.

6. Within sixty (60) days from the effective date of this Order, the Bank shall develop or revise, adopt, and implement a written Financial Plan ("Plan") addressing the following:

(a) A written three-year financial plan. The Plan shall include specific goals for the dollar volume of total loans, total investment securities, and total deposits as of year-end 2013, 2014, and 2015. For each time frame, the strategic plan will also specify:

(i) the anticipated average maturity and average yield on loans and securities;

(ii) the average maturity and average cost of deposits;

(iii) the level of earning assets as a percentage of total assets; and

(iv) the ratio of net interest income to average earning assets.

(b) The retention of profits, reduction of overhead expenses, and set forth a comprehensive budget covering the period for fiscal years 2013 and 2014. The provisions required by the Plan as set forth in this Paragraph 6 shall contain formal goals, strategies and benchmarks which are consistent with sound banking practices to improve the Bank's net interest margin, increase interest income, reduce discretionary expenses, and improve and

sustain the earnings of the Bank. The Plan shall also contain a thorough description of the operating assumptions that form the basis for, and adequately support, each of its major components. The Plan and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

(c) Following the end of each calendar quarter, the Board shall evaluate the Bank's actual performance in relation to the Plan and shall record the results of the evaluation, and any actions taken by the Bank, in the minutes of the Board meeting at which such evaluation is undertaken.

7. The Board shall review the interest rate risk exposure reports on a quarterly basis, which shall include ensuring that the current Chief Financial Officer is familiar with interest rate risk modeling strategies, conducting interest rate risk modeling, and updating and verifying the model assumptions for accuracy.

8. Within ninety (90) days from the effective date of this Order, due to the significant volume of criticisms, the substantially unsatisfied provisions of the Consent Order, dated December 12, 2012, issued by the FDIC and the California Department of Financial Institutions, now a part of the CDBO, ("2012 Consent Order"), and the infractions of rules, regulations, and statements of policies, the Board shall retain assistance from individuals or entities with significant problem bank expertise.

9. Within ninety (90) days from the effective date of this Order, due to inappropriate delegations of responsibility and poor communication between officers and employees, the Board shall create job descriptions for all bank positions, determine the reporting structure for each position, and hold each person accountable for performance under the specific job description.

10. Within ninety (90) days from the effective date of this Order, the Board shall regularly monitor the results of the CRE stress testing at least on a quarterly basis. The Board shall also further stratify CRE concentrations by loan type. The concentrations monitoring report shall encompass the level and trend of debt service coverage declines, appraised collateral value erosion, delinquency status, tax defaults, and charge-offs in an effort to quantify appropriate loan impairment.

11. Within ninety (90) days from the effective date of this Order, management shall develop and implement a liquidity plan to progressively reduce deposit rates that exceed the FDIC national rate caps to the maximum rate within 90 days from February 28, 2013, and appropriately plan for the potential deposit withdrawals due to the result from said rate reductions.

12. Within ninety (90) days from the effective date of this Order, the Board shall revise the loan policy to include minimum underwriting standards and documentation that must be conducted prior to the purchase of any loan or other credit-related asset. The policy shall also require the ongoing monitoring of purchased assets and consider the liquidity and interest rate risk impact of purchases. The current portfolio of purchased credits shall be appropriately reviewed by management with a current documented analysis of the each credit's condition.

13. Within ninety (90) days from the effective date of this Order, management shall conduct Identity Theft Red Flags Training for employees, which shall include training on proper controls and standards for safeguarding customer information, what constitutes suspicious activities, and the requirement for multi-factor authentication for wire transfer procedures.

14. Within ninety (90) days from the effective date of this Order, the Bank shall eliminate and/or correct all violations of law, as more fully set forth in the ROE. In addition, the

Bank shall take all necessary steps to ensure future compliance with all applicable laws and regulations.

15. Following the effective date of this Order, the Bank shall provide a copy of the Order or otherwise furnish a description of the Order to its shareholder(s) in conjunction with:

(a) the Bank's next shareholder communication; and

(b) the notice or proxy statement preceding the Bank's next shareholder meeting.

The description shall fully describe the Order in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Division of Risk Management Supervision, Accounting and Securities Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429, and to the CDBO, at least 20 days prior to dissemination to shareholders. Any changes requested to be made by the FDIC or the CDBO shall be made prior to dissemination of the description, communication, notice, or statement.

16. Within thirty (30) days of the end of the first quarter following the effective date of this Order, and within thirty (30) days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and manner of any actions taken to secure compliance with this Order and the results thereof. Such reports may be discontinued when the corrections required by this Order have been accomplished and the Regional Director and the Commissioner have released the Bank in writing from making further reports.

The provisions of this Order shall not bar, estop, or otherwise prevent the FDIC, the CDBO, or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties, as that term is

defined in Section 3(u) of the FDI Act, 12 U.S.C. § 1813(u).

This Order will become effective upon its issuance by the FDIC and the CDBO.

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 CDBO.

Violation of any provision of this Order will be deemed to be conducting business in an unsafe or unsound manner, and will subject the Bank to further regulatory enforcement action.

This Order is in addition to and does not amend, suspend, terminate or supersede, or cure any violation of the 2012 Consent Order.

Issued pursuant to delegated authority, as applicable.

Dated this 29 day of July, 2013.

/s/

Kathy L. Moe
Deputy Regional Director
Division of Risk Management Supervision
San Francisco Region
Federal Deposit Insurance Corporation

/s/

Jan Lynn Owen
Commissioner of Business Oversight
California Department of Business Oversight