



Conditional Approval #1091
March 2014

February 28, 2014

Mr. Michael A. Persall
ABP Capital
820 2nd Street
Encinitas, CA 92024

Subject: Notice of Change in Control filed by Michael A. Persall, Evert C. Alsenz and Paul W. Becker to acquire control of First National Bank of Southern California
OCC Control No.: 2013 WE CBCA 136916 Charter No. 18242

Dear Mr. Persall:

The Office of the Comptroller of the Currency (OCC) has reviewed and evaluated the Notice of Change in Bank Control (Notice) filed on behalf of Michael A. Persall, Evert C. Alsenz and Paul W. Becker (Acquirers), to acquire control of First National Bank of Southern California, Riverside, California (FNB) on December 16, 2013. Given the criteria and the facts of record, including representations made by the Acquirers and their representatives in the Notice, the OCC has determined that the Notice is technically complete as of the date of this letter, and that the OCC does not intend to disapprove the proposed change in control.

The OCC has determined that the statutory and regulatory factors, as set forth in 12 U.S.C. § 1817(j)(7) and 12 C.F.R. § 5.50(f)(5) are consistent with this decision. The OCC may disapprove a notice if the OCC finds that: (1) the proposed acquisition of control would result in a monopoly or would further any monopoly or conspiracy to monopolize the business of banking anywhere in the United States; (2) the effect of the proposed acquisition may substantially lessen competition or tend to create a monopoly or in any other manner restrain trade and the anticompetitive effects are not clearly outweighed by benefits to the convenience and needs of the community to be served; (3) either the financial condition of any acquiring party or the future prospects of the bank is such as might jeopardize the stability of the bank or prejudice the interests of its depositors; (4) the competence, experience, or integrity of the acquiring party or of the proposed management indicate that it would not be in the interests of the depositors and the public for such persons to control the bank; (5) the acquiring party does not provide the OCC with all required information; or (6) the proposal would result in an adverse effect on the Deposit Insurance Fund.

The OCC's non-disapproval is subject to the following condition(s):

- (1) The Acquirers shall ensure that the Bank does not significantly deviate or change its business plan or operations without a prior written determination of no OCC supervisory objection.
- (2) The Acquirers shall cause the Bank to provide the OCC's San Diego 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 and to 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 the Bank's notice.

The conditions of this non-disapproval are conditions "imposed in writing by a Federal banking 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. These conditions shall remain in effect for a period of two years following the date of this approval.

The transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new notice by the acquiring party(ies) if the acquirer wishes to proceed with the change in bank control.

The date of consummation of this change in control must be provided to James A. Bundy, Director for District Licensing, Western District Office within 10 days after consummation. The transaction must be consummated as proposed in the Notice. If any of the terms, conditions, or parties to the transaction described in the Notice change, the OCC must be informed in writing prior to consummation to determine if any additional action or reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

This decision and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our decision is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this decision if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

First National Bank of Southern California, Riverside, California
OCC Control No.: 2013 WE CBCA 136916

If you have any questions, contact Louis Gittleman, Senior Licensing Analyst at (720) 475-7650 or email louis.gittleman@occ.treas.gov.

Sincerely,

signed

David W. Finnegan
Acting Director for District Licensing

cc: San Diego Field Office
First National Bank of Southern California