



**Comptroller of the Currency
Administrator of National Banks**

250 E Street, SW
Washington, DC 20219

October 23, 2009

**Conditional Approval #930
November 2009**

Gary L. Tice
Chief Executive Officer
First National Bank of the Gulf Coast
3560 Kraft Road
Naples, Florida 34105

Re: Application to merge First National Bank of the Gulf Coast, Naples, Florida with and into Panther Community Bank, N.A., Lehigh Acres, Florida
Application Control Number 2009 SO 02 0005

Dear Mr. Tice:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge First National Bank of the Gulf Coast (FNBGC), 3560 Kraft Road, Naples, Florida 34105 with and into Panther Community Bank, N.A. (PCBNA), 50 Joel Boulevard, Lehigh Acres, Florida 33972 effective as of October 23, 2009. The resulting title and location of the main office will change to First National Bank of the Gulf Coast, Naples, Florida and retain charter number 24739. The consummation of this merger is in keeping with the OCC's September 15, 2009 letter granting preliminary conditional approval to the merger application.

This is also the official authorization given to First National Bank of the Gulf Coast – resulting bank (FNBGC-RB), to operate the Naples, Florida branch of FNBGC as a branch office. Retention of this branch is authorized under 12 U.S.C. § 36(b)(2). A branch of a national bank target is automatically carried over to the resulting bank and retains the current OCC branch certificate number. Accordingly, Branch Certificate Number 141956A issued under the de novo proposal will pass through to the resulting bank.

In addition, this also authorizes FNBGC-RB to establish and operate PCBNA's main office as Branch Certificate Number 146791A at 50 Joel Boulevard, Lehigh Acres, Florida.

If either branch is closed, a 90-day advance notice of proposed branch closing must be submitted to the OCC pursuant to 12 U.S.C. 1831r-1. Following the closing of the branch office, a final closing notice should be submitted to this office.

Gary L. Tice
First National Bank of the Gulf Coast
Control Number 2009 SO 02 0005
Page 2

The OCC issued an additional letter dated March 19, 2008 granting approval for FNBGC to establish an operating subsidiary to engage in Title Insurance activities in connection with the original de novo proposal. This approval also remains in effect for FNBGC-RB.

Also, this letter is the official OCC certification for FNBGC-RB to increase its capital to \$33,600,000 as of October 23, 2009. The bank should change its legal lending limit calculation and requisite capital ratios as of the date of consummation.

You are reminded that this certification does not circumvent or replace the need to execute the Operating Agreement. As stated in our September 15, 2009 conditional approval the execution of the Operating Agreement remains a condition imposed in writing within the meaning of 12 U.S.C. §1818.

If the combination does not occur as represented in your letter of October 14, 2009, this certification must be returned to the OCC. All correspondence regarding this application should reference the control number. If you have any questions, contact Licensing Analyst Abel Reyna, Jr. or me at 214-720-7052.

Sincerely,

signed

Brenda E. McNeese
Acting Director for District Licensing