



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

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

January 22, 2010

**Conditional Approval #943
February 2010**

Steve Young
Chief Financial Officer
CenterState Bank of Florida, N.A.
1101 First Street South
Winter Haven, Florida, 33880

Re: Business Combination/ Purchase and Assumption Application
CenterState Bank of Florida, N.A., Winter Haven, Florida, Charter #22311
Will Purchase Certain Assets and Assume Certain Liabilities of
RBC Bank, Georgia, N.A., Atlanta, Georgia, Charter #23416

Dear Mr. Young:

This is to inform you that I have conditionally approved your proposal for CenterState Bank of Florida, N.A., Winter Haven, Florida, to purchase certain assets and assume certain liabilities of RBC Bank, Georgia, N.A., Atlanta, Georgia. I reviewed the proposed transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, I found that the proposed transaction would not have significant anticompetitive effects. I considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. I considered these factors and found them consistent with conditional approval. The application is approved subject to the following condition.

“The Bank shall (1) give the North Florida Supervisory Office at least sixty (60) days prior written notice of its intent to expand the type of prepaid card products or issue additional products that provide prepaid access, and (2) obtain the OCC’s written determination of no objection before the Bank expands the type of prepaid card products or issues additional products that provide prepaid access.”

The condition of this approval is a condition “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 condition is enforceable under 12 U.S.C. § 1818.

The district office must be advised in writing at least 10 days in advance of the desired effective date for the transaction, so it may issue the necessary certification letter. The effective date must be at least 15 days after the date of this letter.

We will not issue a letter certifying consummation of the transaction until after we have received: (1) an original Secretary's Certificate for each bank certifying that a majority of the directors have agreed to the transaction; and (2) a duly executed transaction agreement.

If the proposed transaction is not consummated within one year from the decision date, the decision shall automatically terminate, unless the OCC grants an extension of the time period.

This conditional approval 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.

All correspondence regarding this application should reference the application control number. A separate letter is enclosed requesting your feedback on how we handled the referenced application. We would appreciate your response so we may improve our service. If you have any questions, please contact NBE/ Licensing Analyst Pansy G. Hale at (214) 720-7052.

Yours truly,

Karen H. Bryant

Karen H. Bryant
Director for District Licensing

Enclosure