STATE OF CALIFORNIA

DEPARTMENT OF FINANCIAL INSTITUTIONS

In the Matter of ALL CALIFORNIA STATE CHARTERED BANKS	)	ORDER OF EXEMPTION

Pursuant to Financial Code Sections 101, 215 and 697, the offer and sale of securities by California state-chartered banks (Banks) to (i) the U.S. Department of the Treasury (UST) under the UST's Capital Purchase Program (CCP); and (ii) the issuance of securities to any holder of any warrants or other rights that are initially sold to the UST under the CCP, upon the exercise of the warrants or other rights, are hereby ordered to be exempted from the provisions of: (a) Sections 710 and 401(g) of the Corporations Code and (b) Section 691 of the Financial Code, the latter as not being comprehended within the purposes of Article 6 (commencing with Section 690), Chapter 5, Division 1 of the Financial Code. The applicability of these provisions to CCP transactions involving Banks is not necessary or appropriate in the public interest or for the protection of investors.

This Order is effective immediately and shall remain in effect until revoked, amended, superseded, suspended, or supplemented by further order of the Commissioner of Financial Institutions ("Commissioner"). The Commissioner may, by written order, withhold the availability of this Order to one or more Banks.

Dated: November 12, 2009, nunc pro tunc, December 4, 2008.

WILLIAM S. HARAF
Commissioner of Financial Institutions