



Comptroller of the Currency
Administrator of National Banks

Western District Office
1225 17th Street, Suite 300
Denver, Colorado 80202
720-475-7650; Fax: 301-333-7010

Conditional Approval #947
March 2010

February 4, 2010

Chuck Brooks
President & CEO
Gold Country Bank, N.A.
519 D Street
Marysville, CA 95901

Re: Branch Establishment Application
980 9th Street, Suite 10, Sacramento, CA
OCC Control No.: 2009-WE-05-0047

Dear Mr. Brooks:

The Comptroller of the Currency (OCC) hereby conditionally approves the application of Gold Country Bank, N.A., Marysville, CA to establish a branch at 980 9th Street, Suite 10, Sacramento, CA. This approval is granted after a thorough review of the application, other materials you have supplied, and other information available to the OCC, including commitments and representations made in the application by the bank's representatives during the application process.

Based on this review, the OCC has determined that approval is consistent with the relevant statutory factors set forth in 12 U.S.C. § 36(c), and state branching law, and the applicant's record of compliance with the Community Reinvestment Act ("CRA"), 12 U.S.C. §§ 2902(3)(D), 2903(a)(2).

As a result, the bank is authorized to establish Branch No. 147275A to the above-noted address. If the branch is not relocated within 18 months from this approval date, the approval automatically terminates unless the OCC grants an extension.

Within 10 days after relocation, the bank must advise this office of the branch's relocation date, so the OCC may complete its records. Reference the OCC Control No.: 2009-WE-05-0047 in your letter.

Gold Country Bank, N.A.
OCC Control No. 2009-WE-05-0047

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

This branch approval is subject to the following condition:

The Bank: (i) shall give the OCC's San Francisco supervisory office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations¹ and (ii) shall 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. This condition shall remain in effect for the Bank's first three years. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice.

This condition of approval is a condition "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the condition is enforceable under 12 USC 1818.

This 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 approval is based on the bank's representations, submissions, and information available to the OCC as of this date. This includes, but is not limited to, the understanding that the branch will be established only upon consummation of the acquisition by Golden Pacific Bancorp. The OCC may modify, suspend or rescind this approval 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.

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

Sincerely,

signed

Ellen Tanner Shepherd
Director for District Licensing

Enclosure - Survey

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.