

UNITED STATES OF AMERICA

BEFORE THE

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

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|---------------------------|---|----------------------------------|
| In the Matter of |) | Docket No. 08-011-CMP-SM |
| |) | |
| HERITAGE BANK OF COMMERCE |) | |
| San Jose, California |) | Order of Assessment of a Civil |
| |) | Money Penalty Pursuant to the |
| |) | National Flood Insurance Act, as |
| |) | Amended |
| |) | |

WHEREAS, pursuant to Section 102(f) of the National Flood Insurance Act, 42 U.S.C. § 4012a(f) (the “Act”), the Board of Governors of the Federal Reserve System (the “Board of Governors”) issues this Order of Assessment of a Civil Money Penalty (the “Order”) upon the consent of Heritage Bank of Commerce, San Jose, California (the “Bank”), a state member bank, in connection with the Bank’s violations of Regulation H, 12 C.F.R. Part 208, that implements the Act;

WHEREAS, by affixing its signature hereunder, the Bank has consented to the issuance of this Order by the Board of Governors, and consented to comply with each and every provision of this Order, and waived any and all rights it might have pursuant to 42 U.S.C. § 4012a(f)(4) and 12 C.F.R. Part 263, or otherwise (a) to the issuance of a notice of assessment of a civil money penalty; (b) to a hearing for the purpose of taking evidence with respect to any matter implied or set forth in this Order; (c) to obtain judicial review of this Order or any provision hereof; and (d) to challenge or contest in any matter the basis, issuance, validity, effectiveness, collectibility or enforceability of this Order or any provision hereof; and

WHEREAS, where a pattern or practice of violations under Section 102(f)(2) of the Act, 42 U.S.C. § 4012a(f)(2), is found, the Act requires that civil money penalties be imposed of up to \$385 for each violation.

NOW, THEREFORE, prior to the taking of any testimony or adjudication of or finding on any issue of fact or law herein, and without this Order constituting an admission of any allegation made or implied by the Board of Governors in connection with this proceeding, and solely for the purpose of settlement of this proceeding without protracted or extended hearing or testimony:

IT IS HEREBY ORDERED, pursuant to Section 102(f) of the Act, 42 U.S.C. § 4012a(f), that:

1. The Bank is assessed and shall pay a civil money penalty in the amount of \$6,840.
2. The penalty assessed pursuant to this Order shall be remitted in full, at the time of the Bank's execution of this Order, payable to the "National Flood Insurance Program" and forwarded with the Bank's executed copy of this Order, to Jennifer J. Johnson, Secretary of the Board, Board of Governors of the Federal Reserve System, Washington, DC 20551. The Board of Governors shall remit the payment to the Federal Emergency Management Agency, Federal Insurance and Mitigation Administration for deposit into the National Flood Mitigation Fund.
3. The provisions of this Order shall not bar, estop, or otherwise prevent the Board of Governors, or any Federal or state agency or department from taking any other action affecting the Bank, provided, however, that the Board of Governors shall not take any further action against the Bank based upon information presently known by the Board of Governors relating to the matters addressed by this Order.

4. Each provision of this Order shall remain effective and enforceable until stayed, modified, terminated or suspended in writing by the Board of Governors.

By order of the Board of Governors of the Federal Reserve System, effective this 19th day of June, 2008.

HERITAGE BANK OF COMMERCE

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM

By: _____
 /s/
 Walter Kaczmarek, CEO

By: _____
 /s/
 Jennifer J. Johnson
 Secretary of the Board