

MAINE BUREAU OF FINANCIAL INSTITUTIONS  
ORDER APPROVING APPLICATION OF SPINNAKER TRUST, PORTLAND,  
MAINE TO ACQUIRE SPINNAKER ADVISORS, LLC, PORTLAND, MAINE

Spinnaker Trust, Portland, Maine ("Trust") applied to the Superintendent of the Maine Bureau of Financial Institutions ("the Superintendent"), pursuant to 9-B M.R.S.A. Chapter 44, to acquire 100% of Spinnaker Advisors, LLC, Portland, Maine ("Advisors"), the managing member of Spinnaker Diversified Managers Funds, LLC ("Diversified Fund").

The application was accepted for processing on December 17, 2001. Public notice, as required by Title 9-B M.R.S.A. §252(2)(B), was provided by publication and mail to interested parties affording them an opportunity to submit written comments or request a hearing. The Bureau received no comments during the public comment period ending January 21, 2002.

A Principal Bank Examiner of the Maine Bureau of Banking conducted an investigation of this transaction. All evidence and pertinent material considered by the Examiner was also considered by the Superintendent in reaching his decision.

Trust is a nondepository trust company that commenced operations August 22, 2001. Advisors is a registered investment advisor and is solely owned by Richard Curran, the principal owner and CEO of Trust. Prior to the formation of Trust, Advisors served as investment advisor to a number of clients. Concomitant with the formation of Trust, Advisors assigned its client responsibility as an investment advisor to Trust. Advisors' activities now consist of serving as the managing member of Diversified Fund. Diversified Fund is a Maine limited liability company formed in December 2001 to invest in hedge funds and other "investment vehicles" selected by Advisors. Diversified Fund is not registered under the Investment Company Act of 1940 and the Interests being offered are not registered under the Securities Act of 1933.

The officers of Advisors are also officers of Trust. Advisors, as the managing member, has sole responsibility for and authorization to supervise all aspects of the business and operations of Diversified Fund, including the selection of investments and allocation of assets among various investments. However, Advisors has selected a group of independent portfolio managers, each of whom have been allocated a portion of Diversified Fund's assets and are responsible for the day-to-day management of that allocation. Only "accredited investors" as defined by Rule 501 of Regulation D under the Securities Act of 1933, as amended, may purchase an interest in Diversified Fund.

The terms and conditions of the transaction appear equitable to all parties. The proposed acquisition should contribute to the strength of Trust and to the

investment needs of its clients. Therefore, the application of Spinnaker Trust to acquire Spinnaker Advisors, LLC is approved. The transaction shall be completed within one year of the effective date of this Order, unless the Superintendent grants a written extension.

Any person aggrieved by this Order shall be entitled to a judicial review of the Order in accordance with the Maine Administrative Procedure Act, Title 5, Chapter 375, subchapter VII.

By order of the Superintendent, effective close of business March 13, 2002.

/s/ Howard R. Gray, Jr.  
Superintendent  
Gardiner, Maine  
February 11, 2002