

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Liberty Savings Bank, FSB)
Whiting, Indiana)

CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller” or “OCC”), through his authorized representative, has supervisory authority over Liberty Savings Bank, FSB, Whiting, Indiana (“Bank”).

WHEREAS, the Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated February 21, 2013, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

NOW, THEREFORE, pursuant to the authority vested in him by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that:

ARTICLE I

COMPLIANCE COMMITTEE

(1) Within thirty (30) days of the date of this Order, the Board shall appoint a Compliance Committee of at least three (3) directors, of which no more than one (1) shall be an employee or a family member of any such person. Upon appointment, the names of the members

of the Compliance Committee and, in the event of a change of the membership, the name of any new member shall be submitted in writing to the Assistant Deputy Comptroller. The Compliance Committee shall be responsible for monitoring and coordinating the Bank's adherence to the provisions of this Order.

(2) The Compliance Committee shall meet at least monthly.

(3) Within sixty (60) days of the date of this Order and quarterly thereafter, the Compliance Committee shall submit a written progress report to the Board setting forth in detail:

- (a) a description of the actions needed to achieve full compliance with each Article of this Order and the time frames for completion;
- (b) actions taken to comply with each Article of this Order; and
- (c) the results and status of those actions.

(4) The Board shall forward a copy of the Compliance Committee's report, with any additional comments by the Board, to the Assistant Deputy Comptroller within ten (10) days of receiving such report.

ARTICLE II

INDEPENDENT AUDIT/INTERNAL CONTROLS

(1) Within one hundred twenty (120) days of the date of this Order, the Board or designated committee shall adopt, implement, and thereafter ensure Bank adherence to an independent, internal audit program covering all areas of the Bank, sufficient to:

- (a) detect irregularities and weak practices in the Bank's operations;

- (b) determine the Bank's level of compliance with all applicable laws, rules and regulations;
- (c) assess and report the effectiveness of policies, procedures, controls, and management oversight relating to accounting and financial reporting;
- (d) evaluate the Bank's adherence to established policies and procedures; and
- (e) establish an annual audit plan using a risk-based approach sufficient to achieve these objectives.

(2) As part of this audit program, the Board shall evaluate the audit reports of any party providing internal audit services to the Bank, and shall assess the impact on the Bank of any audit deficiencies cited in such reports.

(3) The Board shall ensure that the audit program is independent. The persons responsible for implementing the internal audit program described above shall report directly to the Board or a designated committee of the Board, which shall have the sole power to direct their activities. The Board or designated committee must review the audit staff's qualifications prior to each engagement. All reports prepared by the audit staff shall be filed directly with the Board or its designated committee and not through any intervening party, including an individual director.

(4) The audit program shall include an effective bank-wide risk assessment that is updated at least annually. The risk assessment needs to be a key component used in determining the scope and frequency of audit reviews. Audits must include all the bank's high, medium, and low risk activities (e.g., information technology, credit administration, Other Real Estate Owned "OREO"), investments, consumer compliance, and Bank Secrecy Act/Anti-Money Laundering ("BSA/AML")/Office of Foreign Assets Control ("OFAC")).

(5) All audit reports shall be in writing and shall include the root causes of any identified significant deficiencies. The audit program shall include an audit tracking system to track all audit, regulatory examination, or any other internal control findings. On at least a quarterly basis, the audit tracking report must be reported to the Board or designated committee and documented in the minutes. Management shall identify and implement appropriate actions to remedy deficiencies identified in audit reports, and the Board shall ensure that management has taken appropriate actions. The Bank shall maintain a written record describing these actions.

(6) The audit staff shall have access to any records necessary for the proper conduct of its activities. The OCC shall have access to all reports and work papers of the audit staff and any other parties working on the Bank's behalf.

ARTICLE III

TROUBLED DEBT RESTRUCTURINGS

(1) Within sixty (60) days of the date of this Order, the Board shall adopt written policies and procedures governing the identification, accounting and control of troubled debt restructurings ("TDR"). Such policies and procedures shall:

- (a) adequately describe what constitutes a TDR, and how and when TDRs will be used;
- (b) be consistent with the accounting requirements contained in the Instructions for Preparation of Consolidated Reports of Condition and Income ("Call Report Instructions");

- (c) address the circumstances under which accrued interest due on a loan may be added to the outstanding principal amount when the loan is renewed or restructured;
- (d) require the monthly presentation to the Board of all loans meeting any of the troubled debt restructuring criteria; and
- (e) incorporate procedures for periodically testing the Bank's identification of and accounting for troubled debt restructurings.

(2) Upon adoption, the Board shall submit a copy of the policies and procedures required by this Article, or any subsequent amendments or changes to those policies and procedures, to the Assistant Deputy Comptroller for determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall implement and thereafter ensure adherence to all policies and procedures developed pursuant to this Article.

ARTICLE IV

ALLOWANCE FOR LOAN AND LEASE LOSSES

(1) Within ninety (90) days of the date of this Order, the Board shall adopt written policies and procedures for maintaining an adequate Allowance for Loan and Lease Losses ("ALLL") in accordance with U.S. generally accepted accounting principles ("GAAP"). The ALLL policies and procedures shall be consistent with the guidance set forth in the Federal Financial Institutions Examination Council's "Interagency Policy Statement on the Allowance for Loan and Lease Losses" dated December 13, 2006 (OCC Bulletin 2006-47) ("Interagency Statement") and "Policy Statement on Allowance for Loan and Lease Losses Methodologies and

Documentation for Banks and Savings Institutions” dated July 20, 2011 (OCC Bulletin 2001-37) (“Policy Statement”), and shall at a minimum include:

- (a) procedures for determining whether a loan is impaired and measuring the amount of impairment, consistent with GAAP (including FASB ASC 310-10, *Receivables - Overall - Subsequent Measurement – Impairment*);
- (b) procedures for segmenting the loan portfolio and estimating loss on groups of loans that are consistent with GAAP (including FASB ASC 450-20, *Loss Contingencies*). These procedures shall require the Bank to document its estimation of credit losses and its analysis of the nine qualitative factors set forth in the Interagency Statement;
- (c) procedures for validating the ALLL methodology;
- (d) support for each of the qualitative factor adjustments and impairment analysis calculations included in the written analysis;
- (e) a process for summarizing and documenting, for the Board’s prior review and approval, the amount to be reported in the Consolidated Reports of Condition and Income (“Call Reports”) for the ALLL; and
- (f) a description of the individuals responsible and methodology used to determine the ALLL.

(2) Within ninety (90) days of the date of this Order, the Board shall adopt written policies and procedures to ensure that all official and regulatory reports filed by the Bank accurately reflect an adequate ALLL balance as of the date that such reports are submitted. Any difference between the ALLL balance as determined by the analysis required by this Article and

the Bank's actual ALLL balance shall be remedied through appropriate account adjustments in the quarter it is discovered, prior to the filing of the Call Reports.

(3) Upon adoption, the Board shall submit a copy of the policies and procedures required by this Article, or any subsequent amendments or changes to those policies and procedures, to the Assistant Deputy Comptroller for determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall implement and thereafter ensure adherence to the policies and procedures.

ARTICLE V

ADMINISTRATION OF RENEWALS OF THE TEN YEAR MOD PROGRAM

(1) Within sixty (60) days of the date of this Order, the Board shall adopt a written program to improve the Bank's credit underwriting and administration process, as discussed in the Matters Requiring Attention ("MRA") section of the Report of Examination ("ROE") dated as of June 25, 2012. The program shall include, at a minimum:

- (a) a current underwriting analysis ensuring that all decisions to extend, renew, or rewrite credit are sound and properly supported;
- (b) a financial analysis reflecting the borrower's ability to repay the note on the proposed terms;
- (c) compliance with procedures to ensure the bank's lien position and collateral valuation is reliable;
- (d) guidelines for evaluating and monitoring a borrower's capacity to meet a realistic repayment program from liquidity and cash flow; and

- (e) standards for minimally acceptable financial information on borrowers prior to making credit decisions and on an ongoing basis as necessary to monitor the Bank’s credit risk, properly account for loans, and assign accurate risk-ratings in a timely manner.

(2) Upon adoption, the Board shall submit a copy of the program required by this Article, or any subsequent amendments or changes to that program, to the Assistant Deputy Comptroller for determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall implement and thereafter ensure adherence to the program.

ARTICLE VI

OTHER REAL ESTATE OWNED DISPOSAL ACTION PLANS

(1) Within sixty (60) days of the date of this Order, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual written action plans designed for the disposal of each Other Real Estate Owned (“OREO”) property. Each written action plan shall include, at a minimum:

- (a) status updates;
- (b) the current real estate value;
- (c) the proposed specific actions that management is taking to dispose of the property; and
- (d) the expected time frame for the plan’s accomplishment.

(2) Opportunities for disposal of the property must be documented in the plan and considered as they become available.

(3) On at least a quarterly basis, the OREO individual written action plans must be provided to the Board, or designated committee. The Board, or designated committee, shall then conduct a review to determine:

- (a) the status of each OREO property;
- (b) management's adherence to the action plans adopted pursuant to this Article;
- (c) the status and effectiveness of the plans; and
- (d) the need to revise the plans or take alternative action.

(4) A copy of each review conducted pursuant to Paragraph (3) of this Article shall be available for OCC inspection upon request.

ARTICLE VII

ANNUAL CREDIT REVIEWS AND FINANCIAL STATEMENTS

(1) Within ninety (90) days of the date of this Order, the Board shall adopt an effective loan monitoring system for borrowers with aggregate commercial loan balances over one hundred fifty thousand dollars (\$150,000). The annual credit review shall document, at a minimum:

- (a) requests for current financial information (tax returns, personal financial statements, rent rolls and associated expenses on all rental properties) from commercial borrowers and guarantors;
- (b) the specific reason or purpose of the loan;
- (c) the expected source of repayment;
- (d) past repayment performance;

- (e) terms and covenants related to each loan and borrower performance thereunder;
- (f) an analysis of the borrower's current financial position, cash flow, and repayment ability, including an appropriate analysis of the guarantor's repayment ability where repayment is dependent in whole or in part on any guarantor;
- (g) an analysis of collateral coverage and documentation of the Bank's lien position;
- (h) a description of events that could have a material adverse effect on the borrower's financial condition or repayment capacity; and
- (i) the assigned credit risk rating, including accrual designation and the amount of any impairment reserve, if necessary.

(2) A copy of each review conducted pursuant to Paragraph (1) of this Article shall be available for OCC inspection upon request.

(3) In addition, within ninety (90) days of the date of this Order, the Board shall adopt:

- (a) an ongoing tracking system to follow-up with borrowers who fail to submit updated financial information; and
- (b) written policies and procedures to guide the process for obtaining and analyzing updated financial information.

ARTICLE VIII

PROBLEM LOAN WORKOUT PLANS

(1) The Bank shall take immediate and continuing action to protect its interest in those assets classified in the ROE dated as of June 25, 2012, in any subsequent ROE, by internal or external loan review, or in any list provided to management by the OCC during any examination.

(2) Within ninety (90) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual workout plans designed to protect the Bank's interest in or eliminate the basis of criticism of assets classified in the ROE or internally identified by the Bank as classified as of the effective date of this Order. On an ongoing basis, when any asset is classified in a subsequent ROE, or by any internal or external loan review, or in any list provided to management by the OCC during any examination, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual workout plans for the classified asset within thirty (30) days. Each workout plan shall include, at a minimum

- (a) an identification of the expected sources of repayment;
- (b) an analysis of the borrower's ability to repay the loan based on current and satisfactory credit information, including an appropriate analysis of the guarantors' current financial position where repayment is dependent in whole or in part on the support of a guarantor;
- (c) the current value of supporting collateral and the position of the Bank's lien on such collateral where applicable; and
- (d) action(s) the Bank plans to take to protect its interest in, or eliminate the basis of criticism of, the asset, including timeframes for implementing and evaluating the effectiveness of those actions.

(3) Upon adoption, a copy of the workout plans for all classified assets, including loan relationships, equal to or exceeding two hundred thousand (\$200,000) shall be forwarded to the Assistant Deputy Comptroller.

(4) The Board, or a designated committee, shall update the plan, on at least a quarterly basis, after determining:

- (a) the status of each classified asset (including loan relationships), or classified portion thereof that equals or exceeds two hundred thousand dollars (\$200,000);
- (b) management's adherence to the workout plans adopted pursuant to this Article;
- (c) the status and effectiveness of the plans; and
- (d) the need to revise the plans or take alternative action.

(5) A copy of each review conducted pursuant to Paragraph (4) of this Article shall be available for OCC inspection upon request.

(6) Effective immediately, the Bank may extend credit, directly or indirectly, including renewals and extensions, to a borrower whose loans or other extensions of credit are classified in the ROE, in any subsequent ROE, in any internal or external loan review, or in any list provided to management by the OCC during any examination, and whose aggregate loans or other extensions of credit from the Bank exceed one hundred fifty thousand dollars (\$150,000), only if each of the following conditions is met:

- (a) the Board or designated committee finds that the extension of additional credit is necessary to promote the best interests of the Bank and prior to

renewing or extending any additional credit, a majority of the full Board (or designated committee) approves the credit extension and records, in writing, why such extension is necessary to promote the best interests of the Bank; and

- (b) a comparison to the plans adopted pursuant to this Article shows that the Board's formal plan to collect or strengthen the classified asset will not be compromised.

(7) A copy of the approval of the Board or of the designated committee, obtained pursuant to Paragraph (6) of this Article, shall be maintained in the file of the affected borrower.

ARTICLE IX

CAPITAL PLAN AND HIGHER MINIMUMS

(1) By no later than December 31, 2013, the Bank shall achieve and thereafter maintain the following minimum capital ratios as defined in 12 C.F.R. Part 167:

- (i) Tier 1 leverage ratio at least equal to eight percent (8.00%); and
- (ii) Total risk-based capital ratio at least equal to twelve percent (12.00%).¹

¹ All terms used in these two bullet points are as reported on Schedule RC-R of the Bank's *Consolidated Reports of Condition and Income* ("Call Report") in accordance with applicable instructions.

(2) The requirement in this Order to meet and maintain a specific capital level means that the Bank may not be deemed to be “well capitalized” for purposes of 12 U.S.C. § 1831o and 12 C.F.R. Part 165 pursuant to 12 C.F.R. § 165.4(b)(1)(iv).

(3) Within one hundred twenty (120) days of the date of this Order, the Board shall forward to the Assistant Deputy Comptroller for review, pursuant to Paragraph (4) of this Article, a written Capital Plan for the Bank covering a three year period to ensure the Bank remains appropriately capitalized to support its risk profile, complies with regulatory capital requirements, and complies with the OCC Bulletin 2012-16 (Guidance for Evaluating Capital Planning and Adequacy) (June 7, 2012). The Board shall adopt and the Bank, subject to Board review and ongoing monitoring, shall implement and thereafter ensure adherence to the Capital Plan. At a minimum, the Capital Plan shall include:

- (a) specific plans for the maintenance of adequate capital that may in no event be less than the requirements of Paragraph (1) of this Article;
- (b) a description of how the Bank will achieve and maintain capital adequacy, including in a stressed scenario;
- (c) identification of any limits to the bank’s primary capital sources;
- (d) contingency plans that identify alternative methods should the primary sources of capital not be available;
- (e) specific plans detailing how the Bank will comply with restrictions or requirements set forth in this Order, including the restrictions regarding brokered deposits in 12 C.F.R. § 337.6; and

- (f) establish cushions over the Tier 1 and total risk based capital ratio minimums established pursuant to subparagraph 1(a) of this Article that would trigger when the Board will begin the process of acquiring additional capital.

(4) Prior to adoption by the Board, a copy of the Capital Plan shall be submitted to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection. The Board shall review and update the Bank's Capital Plan at least annually, and more frequently if necessary, or if required by the Assistant Deputy Comptroller in writing. Revisions to the Bank's Capital Plan, shall be submitted to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection. At the next Board meeting following receipt of the Assistant Deputy Comptroller's written determination of no supervisory objection, the Board shall adopt and the Bank, subject to Board review and ongoing monitoring, shall implement and thereafter ensure adherence to the Capital Plan and any amendments or revisions thereto.

ARTICLE X

BOARD ASSESSMENT OF ORGANIZATIONAL STRUCTURE

(1) Within one hundred twenty (120) days the Board shall review current management and Board supervision presently being provided to the Bank, the Bank's management structure, and its staffing requirements in light of the Bank's present condition. At a minimum, the Board's written review shall include:

- (a) the identification of present and future management and staffing requirements of each area of the Bank;
- (b) detailed written job descriptions for all executive officers;

- (c) an evaluation of each officer's qualifications and abilities and a determination of whether each of these individuals possesses the experience and other qualifications required to perform present and anticipated duties of his/her officer position;
- (d) recommendations as to whether management or staffing changes should be made, including the need for additions to or deletions from the current management team;
- (e) objectives by which management's effectiveness will be measured;
- (f) a training program to address identified weaknesses in the skills and abilities of the Bank's staff and management team;
- (g) an assessment of the Board's strengths and weaknesses along with a director education program designed to strengthen identified weaknesses;
- (h) an assessment of whether Board members are receiving adequate information on the operation of the Bank to enable them to fulfill their fiduciary responsibilities and other responsibilities under law;
- (i) recommendations to expand the scope, frequency and sufficiency of information provided to the Board by management;
- (j) an evaluation of the extent of responsibility of current management and the Board for present weaknesses in the Bank's condition; and
- (k) recommendations to correct or eliminate any other deficiencies in the supervision or organizational structure of the Bank.

(2) Within sixty (60) days of completion of this written review, the Board shall adopt, implement, and thereafter ensure Bank adherence to a written plan, with specific time frames, that will correct any deficiencies which are noted in the review.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the written plan developed pursuant to this Article.

(4) Copies of the Board's written plan(s) shall be forwarded to the Assistant Deputy Comptroller. The Assistant Deputy Comptroller shall retain the right to determine the adequacy of the plan(s) and compliance with the terms of this Order. In the event the written plan(s), or any portion thereof, is not implemented, the Board shall immediately advise the Assistant Deputy Comptroller, in writing, of specific reasons for deviating from the plan.

ARTICLE XI

CLOSING

(1) Although the Board is by this Order required to submit certain proposed actions and programs for the review or prior written determination of no supervisory objection of the Assistant Deputy Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon it by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Order shall begin to run from the effective date of this Order. Such time limitations may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board.

(4) The provisions of this Order are effective upon issuance of this Order by the Comptroller, through his authorized representative whose hand appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(5) In each instance in this Order in which the Board is required to ensure adherence to, and undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) authorize and adopt such actions on behalf of the Bank as may be necessary for the Bank to perform its obligations and undertakings under the terms of this Order, including ensuring that the Bank has necessary processes, control systems, and staff (with respect to both the experience level and number of individuals employed, whether staffed internally by Bank personnel or outsourced to an independent third party and control systems);
- (b) require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) follow-up on any non-compliance with such actions in a timely and appropriate manner; and

(d) require corrective action be taken in a timely manner of any non-compliance with such actions.

(6) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States.

(7) The Office of Thrift Supervision of the United States of America (“OTS”)² issued a Cease and Desist Order with the Bank on August 5, 2010; see OTS Order No. CN 10-29. This Order replaces OTS Order No. CN 10-29 in its entirety and, therefore, OTS Order No. CN 10-29 is hereby terminated. Provided, however, that no provision in this Order shall bar or otherwise limit any enforcement action the OCC may choose to initiate, in its discretion, against the Bank or its institution-affiliated parties, for any failure to comply with OTS Order No. CN 10-29 while it was effective.

(8) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

² Pursuant to Title III of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. L. 111-203, 124 Stat. 1376 (2010), all functions of the OTS related to Federal savings associations were transferred to the OCC.

(9) All submissions to the Assistant Deputy Comptroller required to be made pursuant to this Order shall be addressed to:

Mark A. Zeihen
Assistant Deputy Comptroller
Chicago-Downers Grove Field Office
2001 Butterfield Road, Suite 400
Downers Grove, Illinois 60515-1075

IT IS SO ORDERED, this 21 day of February, 2013.

/s/

Mark A. Zeihen
Assistant Deputy Comptroller
Chicago-Downers Grove Field Office District Deputy

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Liberty Savings Bank, FSB)
Whiting, Indiana)

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller” or “OCC”) intends to initiate cease and desist proceedings against Liberty Savings Bank, FSB, Whiting, Indiana (“Bank”), pursuant to 12 U.S.C. § 1818(b) through the issuance of a Notice of Charges, for unsafe or unsound banking practices relating to asset quality, earnings, capital, and the Board of Directors (“Board”) and management oversight.

WHEREAS, the Bank, in the interest of compliance and cooperation, and without admitting or denying any wrongdoing, consents to the issuance of a Consent Order, dated February 21, 2013 (“Order”) by executing this Stipulation and Consent to the Issuance of a Consent Order;

NOW THEREFORE, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

ARTICLE I

Jurisdiction

(1) The Bank is a federal savings association examined by the Comptroller pursuant to the Home Owners’ Loan Act of 1933, as amended, 12 U.S.C. § 1461 *et. seq.*

(2) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. §§ 1813(c) and 1818(b)(1).

(3) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

ARTICLE II

Agreement

(1) The Bank acknowledges that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under his supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(2) The Bank also expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of his supervisory responsibilities.

ARTICLE III

Waivers

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
 - (a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) any and all procedural rights available in connection with the issuance of the Order;
 - (c) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i) and 12 C.F.R. Part 109;
 - (d) all rights to seek any type of administrative or judicial review of the Order;
 - (e) any and all rights to challenge or contest the validity of the Order; and
 - (f) any and all claims for fees, costs, or expenses against the Comptroller, or any of his agents or employees, related in any way to this enforcement matter or this Order, whether arising under common law or the terms of any statute, including but not limited to the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412.

ARTICLE IV

Other Action

- (1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, it deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set his hand on behalf of the Comptroller.

/s/

Mark A. Zeihen
Assistant Deputy Comptroller
Chicago-Downers Grove Field Office

2/21/13

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

<u>/s/</u> Martin A. Dybel	<u>02/21/13</u> Date
<u>/s/</u> David E. Mears	<u>2/21/13</u> Date
<u>/s/</u> Paul T. McGrath	<u>2/21/13</u> Date
<u>/s/</u> Joseph Shimala	<u>2-21-13</u> Date
<u>/s/</u> Paul R. Vogel	<u>2/21/13</u> Date