

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

In the Matter of)	Order No.: CN 10-36
)	
)	
LIBERTY SAVINGS BANK, FSB)	Effective Date: November 26, 2010
)	
Wilmington, Ohio)	
OTS Docket No. 08039)	
)	

AMENDED ORDER TO CEASE AND DESIST

WHEREAS, LIBERTY SAVINGS BANK, FSB, Wilmington, Ohio, OTS Docket No. 08039 (Association), by and through its Board of Directors (Board), has executed a Stipulation and Consent to Issuance of Amended Order to Cease and Desist (Stipulation); and

WHEREAS, the Association, by executing the Stipulation, has consented and agreed to the issuance of this Amended Order to Cease and Desist (Amended Order) by the Office of Thrift Supervision (OTS) pursuant to 12 U.S.C. § 1818(b); and

WHEREAS, pursuant to delegated authority, the OTS Regional Director for the Central Region (Regional Director), is authorized to issue amended orders to cease and desist where a savings association has consented to the issuance of an amended order.

NOW, THEREFORE, IT IS ORDERED that:

Compliance with Laws, Rules, and Regulations.

1. The Association and its directors, officers, and employees shall cease and desist from all unsafe or unsound practices and/or violations of law or regulation addressed in the OTS Report

of Examination dated March 30, 2009 that led to the issuance of an order to cease and desist against the Association by the OTS on October 19, 2009 (2009 Order).

Amendment of Existing Order.

2. This Amended Order amends the 2009 Order that was previously issued by the OTS against the Association on October 19, 2009 and which remains in full force and effect. The 2009 Order (OTS Order No. CN 09-36) is hereby amended by the addition of the following:

HELOC Portfolio Management.

28. *By December 31, 2010, the Association shall develop and implement information technology reporting systems for, and account management of, the Association's home equity line of credit (HELOC) portfolio consistent with the regulatory guidance in OTS CEO Memo #222 (Credit Risk Management Guidelines for Home Equity Lending) and OTS Memo # 276 (HELOC Account Management Guidance).*

Management and Board Review.

29. *Within sixty (60) days, the Association shall submit to the Regional Director for written non-objection the name, qualifications, and terms of engagement of at least one independent third-party management consultant (Consultant) to conduct a management review of the Board and management structure of the Association and its subsidiaries taking into account the Association's current and long-term business plans and financial condition (Management Study).*

30. *Within sixty (60) days of receipt of the written non-objection of the Regional Director to the Consultant, the Consultant shall complete the Management Study and prepare a detailed written report (Management Report) to be sent simultaneously to the Regional Director and to the Board.*

31. Within forty-five (45) days after receipt of the Management Report, the Association shall submit to the Regional Director a written plan to address any identified weaknesses or deficiencies noted in the Management Report (Management Plan).

32. Within thirty (30) days after receipt of the Regional Director's written comments, if any, to the Management Plan, the Association shall revise the Management Plan based upon any comments received and then implement and adhere to the Management Plan. A copy of the final Management Plan shall be provided to the Regional Director within five (5) days after the Board meeting at which the Management Plan was adopted.

Board Composition.

33. Within ninety (90) days, the Board shall identify three (3) proposed directors, two of which shall be independent¹ directors, to fill the existing vacancies on the Board of Directors and notify the Regional Director of the proposed directors in compliance with Paragraph 17 of the 2009 Order.

34. Within sixty (60) days or as requested by the Regional Director, the Association shall submit a written progress report discussing the current status of identifying three

¹ For purposes of this Amended Order, an individual who is "independent" with respect to the Association shall be any individual who:

- (a) is not employed in any capacity by the Association, its subsidiaries, or its affiliates, other than as a director;
- (b) does not own or control more than ten percent (10%) of the outstanding shares of the Association or any of its affiliates;
- (c) is not related by blood or marriage to any officer or director of the Association or any of its affiliates, or to any shareholder owning more than ten percent (10%) of the outstanding shares of the Association or any of its affiliates, and who does not otherwise share a common financial interest with any such officer, director or shareholder;
- (d) is not indebted, directly or indirectly, to the Association or any of its affiliates, including the indebtedness of any entity in which the individual has a substantial financial interest; and
- (e) has not served as a consultant, advisor, auditor, underwriter, or legal counsel to the Association or any of its affiliates.

proposed directors as required in Paragraph 33, including the action(s) taken and to be taken to comply with Paragraph 33.

Contingency Funding Plan.

35. *The Association shall revise its previously submitted Contingency Funding Plan within thirty (30) days of receiving the Regional Director's written comments on the submission, if any, and implement the Contingency Funding Plan immediately thereafter. A copy of the final Contingency Funding Plan shall be provided to the Regional Director within five (5) days after adoption by the Board.*

Annual Update of Business Plan.

36. *By December 31, 2010, and each December 31st thereafter, the Business Plan shall be updated and submitted to the Regional Director pursuant to Paragraph 11 of the 2009 Order incorporating the Association's detailed budget plan and profit projections for the following two (2) fiscal years beginning with the Association's actual financial results as of September 30th of that year, and taking into account any revisions to the Association's loan, investment and operating policies.*

Effective Date of Amended Order, Incorporation of Stipulation.

3. This Amended Order is effective on the Effective Date as shown on the first page. The Stipulation is made a part hereof and is incorporated herein by this reference.

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

By: _____ /s/
Daniel T. McKee, Regional Director
Central Region

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

In the Matter of)	Order No.: CN 10-36
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LIBERTY SAVINGS BANK, FSB)	Effective Date: November 26, 2010
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OTS Docket No. 08039)	
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STIPULATION AND CONSENT TO ISSUANCE OF
AMENDED ORDER TO CEASE AND DESIST

WHEREAS, the Office of Thrift Supervision (OTS), acting by and through its Regional Director for the Central Region (Regional Director), issued an Order to Cease and Desist (OTS Order No. CN 09-36) against Liberty Savings Bank, FSB, Wilmington, Ohio, OTS Docket No. 08039 (Association), pursuant to 12 U.S.C. § 1818(b), that became effective on October 19, 2009 (2009 Order); and

WHEREAS, the Regional Director, pursuant to delegated authority, is authorized to modify the 2009 Order where the Association has consented to the issuance of an amended order to cease and desist; and

WHEREAS, the Association desires to cooperate with the OTS to avoid the time and expense of an administrative cease-and-desist proceeding by entering into this Stipulation and Consent to Issuance of Amended Order to Cease and Desist (Stipulation) and, without admitting or denying that such grounds exist, but only admitting the statements and conclusions in Paragraphs 1 and 2 below concerning Jurisdiction, hereby stipulates and agrees to the following

terms:

Jurisdiction.

1. The Association is a “savings association” within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, the Association is “an insured depository institution” as that term is defined in 12 U.S.C. § 1813(c).

2. Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an administrative enforcement proceeding against a savings association. Therefore, the Association is subject to the authority of the OTS to initiate and maintain an administrative cease-and-desist proceeding against it pursuant to 12 U.S.C. § 1818(b).

OTS Findings of Fact.

3. Based upon the March 30, 2009 examination of the Association, the OTS finds that the Association has engaged in unsafe or unsound practices and/or violations of law or regulation, which led to the issuance of the 2009 Order.

Consent.

4. The Association consents to the issuance by the OTS of the accompanying Amended Order to Cease and Desist (Amended Order). The Association further agrees to comply with the terms of the Amended Order upon the Effective Date of the Amended Order and stipulates that the Amended Order complies with all requirements of law.

Finality.

5. The Amended Order is issued by the OTS under 12 U.S.C. § 1818(b) and upon the Effective Date it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

Waivers.

6. The Association waives the following:
- (a) the right to be served with a written notice of the OTS's charges against it as provided by 12 U.S.C. § 1818(b) and 12 C.F.R. Part 509;
 - (b) the right to an administrative hearing of the OTS's charges as provided by 12 U.S.C. § 1818(b) and 12 C.F.R. Part 509;
 - (c) the right to seek judicial review of the Amended Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Amended Order; and
 - (d) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs, or expenses related to this OTS enforcement matter and/or the Amended Order, whether arising under common law, federal statutes or otherwise.

OTS Authority Not Affected.

7. Nothing in this Stipulation or accompanying Amended Order shall inhibit, estop, bar or otherwise prevent the OTS from taking any other action affecting the Association if at any time the OTS deems it appropriate to do so to fulfill the responsibilities placed upon the OTS by law.

Other Governmental Actions Not Affected.

8. The Association acknowledges and agrees that its consent to the issuance of the Amended Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 7 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of the Association that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental

entity other than the OTS.

Miscellaneous.

9. The laws of the United States of America shall govern the construction and validity of this Stipulation and of the Amended Order.

10. If any provision of this Stipulation and/or the Amended Order is ruled to be invalid, illegal, or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Regional Director in his or her sole discretion determines otherwise.

11. All references to the OTS in this Stipulation and the Amended Order shall also mean any of the OTS's predecessors, successors, and assigns.

12. The section and paragraph headings in this Stipulation and the Amended Order are for convenience only and shall not affect the interpretation of this Stipulation or the Amended Order.

13. The terms of this Stipulation and of the Amended Order represent the final agreement of the parties with respect to the subject matters thereof, and constitute the sole agreement of the parties with respect to such subject matters.

14. The Stipulation and Amended Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Regional Director or other authorized representative.

Signature of Directors/Board Resolution.

15. Each Director signing this Stipulation attests that he or she voted in favor of a Board Resolution authorizing the consent of the Association to the issuance of the Amended Order and the execution of the Stipulation. This Stipulation may be executed in counterparts by the directors after approval of execution of the Stipulation at a duly called board meeting or after a

duly authorized written consent of the Board in lieu of a meeting.

WHEREFORE, the Association, by its directors, executes this Stipulation.

**LIBERTY SAVING BANK, FSB
Wilmington, Ohio**

OFFICE OF THRIFT SUPERVISION

_____/s/
James R. Powell, Chairman

By: _____/s/
Daniel T. McKee
Regional Director
Central Region

_____/s/
John L. Giering, Director

Date: See Effective Date on page 1

_____/s/
William F. Kramer, Director

_____/s/
Kent R. Powell, Director

_____/s/
Charles H. Rinehart, Director

_____/s/
R. Jeffrey Siebenthaler, Director