

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

In the Matter of	)	
	)	Order No.: NE-11-12
	)	
CONTINENTAL BANK HOLDINGS, INC.	)	Effective Date: February 28, 2011
	)	
Plymouth Meeting, Pennsylvania	)	
OTS Docket No. H4201	)	
	)	

ORDER TO CEASE AND DESIST

WHEREAS, Continental Bank Holdings, Inc., Plymouth Meeting, Pennsylvania, OTS Docket No. H4201 (Holding Company), by and through its Board of Directors (Board), has executed a Stipulation and Consent to the Issuance of an Order to Cease and Desist (Stipulation); and

WHEREAS, the Holding Company, by executing the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist (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 Northeast Region (Regional Director) is authorized to issue Orders to Cease and Desist where a savings and loan holding company has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

Cease and Desist.

1. The Holding Company and its directors, officers, employees, and agents shall cease and

desist from any action (alone or with another or others) for or toward causing, bringing about, participating in, counseling, or the aiding and abetting of unsafe or unsound practices that have resulted in an excessive level of adversely classified assets and higher-risk asset concentrations at its wholly owned subsidiary, Continental Bank, Plymouth Meeting, Pennsylvania, OTS Docket No. 17996 (Association), an insufficient level of capital protection at the Association for the volume type and quality of assets held by the Association, and insufficient earnings at the Association to augment capital.

Association Oversight.

2. Effective immediately, the Holding Company shall ensure the Association's compliance with the terms of the Order to Cease and Desist issued by the OTS against the Association, effective date February 28, 2011 (2011 Association Order).

Capital Maintenance and Augmentation Plan.

3. Within sixty (60) days, the Holding Company shall submit for Regional Director review and non-objection a written plan to maintain and enhance the capital of the Association and to ensure that the Association complies with the capital requirements imposed by the 2011 Association Order (Capital Maintenance and Augmentation Plan).

4. Within ten (10) days after receipt of written non-objection from the Regional Director, the Holding Company shall implement and adhere to the Capital Maintenance and Augmentation Plan. The Board's review of the Capital Maintenance and Augmentation Plan shall be documented in the Board meeting minutes. A copy of the Capital Maintenance and Augmentation Plan shall be provided to the Regional Director within ten (10) days of adoption by the Board.

Capital Contingency Plan.

5. Within fifteen (15) days after: (a) the Association's Tier 1 (Core) Capital Ratio is less than eight percent (8 %) or its total risk based capital ratio is less than twelve percent (12 %); (b) the Holding Company fails to comply with the Capital Maintenance and Augmentation Plan; and/or (c) any written request by the Regional Director, the Holding Company shall submit a written Contingency Plan that is acceptable to the Regional Director.

6. The Contingency Plan shall detail the actions to be taken, with specific time frames, to achieve one of the following results by the later of the date of receipt of all required regulatory approvals or sixty (60) days after the implementation of the Contingency Plan: (a) merger of the Association with, or acquisition by, another federally insured depository institution or holding company thereof; or (b) voluntary dissolution of the Association by filing an appropriate application with the OTS in conformity with applicable laws, regulations, and regulatory guidance.

7. Upon receipt of written notification from the Regional Director, the Holding Company immediately shall implement and adhere to the Contingency Plan. The Holding Company shall provide the Regional Director with written status reports detailing the Holding Company's progress in implementing the Contingency Plan by no later than the first (1st) and fifteenth (15th) of each month following implementation of the Contingency Plan.

Capital Distributions and Stock Repurchases.

8. Effective immediately, the Holding Company shall not declare, make, or pay any dividends or other capital distributions¹, or repurchase or redeem any capital stock without receiving the prior written non-objection of the Regional Director. The Holding Company shall

¹ The term "capital distribution" is defined in 12 C.F.R. § 563.141.

submit its written request for such non-objection to the Regional Director at least thirty (30) days prior to the anticipated date of the proposed dividend payment, capital distribution, or stock redemption.

9. Effective immediately, the Holding Company shall not take, directly or indirectly, dividends or any other form of payment representing a reduction in the Association's capital from the Association without receiving the prior written non-objection of the Regional Director. The Holding Company's written request for such non-objection shall be submitted to the Regional Director at least thirty (30) days prior to the anticipated date of the proposed dividend payment or capital distribution.

Directorate and Management Changes.

10. Effective immediately, the Holding Company shall comply with the prior notification requirements for changes in directors and Senior Executive Officers² as set forth in 12 C.F.R. Part 563, Subpart H.

Employment Contracts/Compensation Arrangements.

11. Effective immediately, the Holding Company shall not enter into, renew, extend, or revise any contractual arrangement relating to compensation or benefits for any Senior Executive Officer or Director of the Holding Company, unless it first provides the Regional Director with not less than thirty (30) days prior written notice of the proposed transaction. The notice to the Regional Director shall include a copy of the proposed employment contract or compensation arrangement, or a detailed written description of the compensation arrangement to be offered such Officer or Director, including all benefits and perquisites. The Board shall ensure that any

² The term "Senior Executive Officer" is defined at 12 C.F.R. § 563.555.

contract, agreement, or arrangement submitted to the Regional Director fully complies with the requirements of 12 C.F.R. Part 359.

Golden Parachute Payments.

12. Effective immediately, the Holding Company shall not make any golden parachute payment³ unless, with respect to each such payment, the Holding Company has complied with the requirements of 12 C.F.R. Part 359.

Effective Date, Incorporation of Stipulation.

13. This 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.

Duration.

14. This Order shall remain in effect until terminated, modified, or suspended by written notice of such action by the OTS, acting by and through its authorized representatives.

Time Calculations.

15. Calculation of time limitations for compliance with the terms of this Order run from the Effective Date and shall be based on calendar days, unless otherwise noted.

16. The Regional Director, or an OTS authorized representative, may extend any of the deadlines set forth in the provisions of this Order upon written request by the Holding Company that includes reasons in support for any such extension. Any OTS extension shall be made in writing.

Submissions and Notices.

17. All submissions, including any reports, to the OTS that are required by or contemplated by this Order shall be submitted within the specified timeframes.

³ The term "golden parachute payment" is defined at 12 C.F.R. § 359.1(f).

18. Except as otherwise provided herein, all submissions, requests, communications, consents, or other documents relating to this Order shall be in writing and sent by first class U.S. mail (or by reputable overnight carrier, electronic facsimile transmission, or hand delivery by messenger) addressed as follows:

- (a) To the OTS:
Office of Thrift Supervision
Michael E. Finn
Regional Director, Northeast Region
Harborside Financial Center Plaza Five
Suite 1600
Jersey City, NJ 07302
Fax: (201) 413-7543
- (b) To the Holding Company:
Attn: H. Wayne Griest, President
Continental Bank Holdings, Inc.
620 West Germantown Pike, Suite 350
Plymouth Meeting, PA 19462
Fax: (610) 684-4306

No Violations Authorized.

19. Nothing in this Order or the Stipulation shall be construed as allowing the Holding Company, its Board, officers, or employees to violate any law, rule, or regulation.

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

By: _____/s/_____
Michael E. Finn
Regional Director, Northeast Region

Date: See Effective Date on page 1

In the Matter of	)	Order No.: NE-11-12
	)	
	)	
CONTINENTAL BANK HOLDINGS, INC.	)	Effective Date: February 28, 2011
	)	
Plymouth Meeting, Pennsylvania	)	
OTS Docket No. H4201	)	
	)	

WHEREAS, the Office of Thrift Supervision (OTS), acting by and through its Regional Director for the Northeast Region (Regional Director), and based upon information derived from the exercise of its regulatory and supervisory responsibilities, has informed Continental Bank Holdings, Inc., Plymouth Meeting, Pennsylvania, OTS Docket No. H4201 (Holding Company), that the OTS is of the opinion that grounds exist to initiate an administrative proceeding against the Holding Company pursuant to 12 U.S.C. § 1818(b);

WHEREAS, the Regional Director, pursuant to delegated authority, is authorized to issue Orders to Cease and Desist where a savings and loan holding company has consented to the issuance of an order; and

WHEREAS, the Holding Company desires to cooperate with the OTS to avoid the time and expense of such administrative cease and desist proceeding by entering into this Stipulation and Consent to the Issuance of 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 through 3 below concerning Jurisdiction, hereby stipulates and agrees to the following terms:

Jurisdiction.

1. The Holding Company is a “savings and loan holding company” within the meaning of 12 U.S.C. § 1813(w)(3) and 12 U.S.C. § 1467a. Accordingly, the Holding Company is a “depository institution holding company” as that term is defined in 12 U.S.C. § 1813(w)(1).
2. Pursuant to 12 U.S.C. § 1818(b)(9), the “appropriate Federal banking agency” may initiate cease and desist proceedings against a savings and loan holding company in the same manner and to the same extent as a savings association for regulatory violations and unsafe or unsound acts or practices.
3. 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 and loan holding company. Therefore, the Holding Company 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.

4. Based on its July 6, 2010 examination of the Holding Company, the OTS finds that the Holding Company has engaged in unsafe or unsound banking practices that have resulted in an excessive level of adversely classified assets and higher-risk asset concentrations at its wholly owned subsidiary, Continental Bank, Plymouth Meeting, Pennsylvania, OTS Docket No. 17996 (Association), an insufficient level of capital protection at the Association for the volume type and quality of assets held by the Association, and insufficient earnings at the Association to augment capital.

Consent.

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

Finality.

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

Waivers.

7. The Holding Company 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 Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the 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 Order, whether arising under common law, federal statutes, or otherwise.

OTS Authority Not Affected.

8. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar, or otherwise prevent the OTS from taking any other action affecting the Holding Company 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.

9. The Holding Company acknowledges and agrees that its consent to the issuance of the Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 8 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of the Holding Company 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.

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

11. If any provision of this Stipulation and/or the 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.

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

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

14. The terms of this Stipulation and of the 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.

15. The Stipulation and 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.

16. Each Director signing this Stipulation attests that he or she voted in favor of a Board Resolution authorizing the consent of the Holding Company to the issuance of the Order and the execution of the Stipulation. This Stipulation may be executed in counterparts by the directors after approval of the execution of the Stipulation at a duly called board meeting. A copy of the Board Resolution authorizing the execution of this Stipulation shall be delivered to the OTS, along with the executed original(s) of this Stipulation.

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WHEREFORE, the Holding Company, by its directors, executes this Stipulation.

CONTINENTAL BANK HOLDINGS, INC.
Plymouth Meeting, Pennsylvania

Accepted by:
OFFICE OF THRIFT SUPERVISION

By: _____/s/_____
W. Kirk Wycoff
Chairman

By: _____/s/_____
Michael E. Finn
Regional Director, Northeast Region

Date: See Effective Date on page 1

_____/s/_____
Michael J. Clement, Director

_____/s/_____
William O. Daggett, Jr., Director

_____/s/_____
Michael A. DiPiano, Director

_____/s/_____
H. Wayne Griest, Director

_____/s/_____
G. Daniel Jones, Director

_____/s/_____
Arthur J. Kania, Director

_____/s/_____
Kevin J. Silverang, Director

_____/s/_____
John Surgent, Director

_____/s/_____
Charles J. Tornetta, Director