

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS

In the Matter of)
)
)
COLUMBIA SAVINGS AND)
LOAN ASSOCIATION)
)
)
Milwaukee, Wisconsin)
OTS Docket No. 01672)

Order No.: CN 11-28

Effective Date: July 15, 2011

ORDER TO CEASE AND DESIST

WHEREAS, Columbia Savings and Loan Association, Milwaukee, Wisconsin, (Association), by and through its Board of Directors (Board), has executed a Stipulation and Consent to Issuance of an Order to Cease and Desist (Stipulation); and

WHEREAS, the Association, 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) and the Wisconsin Department of Financial Institutions (Department) (collectively, the Regulatory Agencies) pursuant to 12 U.S.C. § 1818(b) and Section 220.04 of the Wisconsin Annotated Statutes; and

WHEREAS, pursuant to delegated authority, the OTS Regional Director for the Central Region (Regional Director) and the Administrator of the Department’s Division of Banking (Administrator) are authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

Cease and Desist.

1. The Association and its directors, officers, and employees shall cease and desist from any action (alone or with others) for or toward, causing, bringing about, participating in, counseling, or aiding and abetting the unsafe or unsound practices and/or violations of law or regulation that resulted in the Association operating: (a) with an excessive level of adversely classified loans; (b) with inadequate earnings to augment capital; and (c) with management whose policies and practices are detrimental to the Association as described in the OTS Report of Examination of the Association dated January 4, 2011 and the Information Technology Limited Report of Examination of the Association dated March 7, 2011 (collectively, the 2011 ROEs).

Capital.

2. Effective immediately, the Association shall have and maintain: a Tier 1 (Core) Capital Ratio equal to or greater than eight percent (8%) after the funding of an adequate Allowance for Loan and Lease Losses (ALLL) and a Total Risk-Based Capital Ratio equal to or greater than twelve percent (12%).¹

Business Plan.

3. By August 31, 2011, the Association shall submit to the Regional Director and Administrator a written plan (Business Plan) for the period beginning September 1, 2011 through December 31, 2013 addressing the requirements of this Order. At a minimum, the Business Plan shall:

- (a) contain operating strategies to improve core earnings;
- (b) include quarterly financial projections (balance sheet and income statement) for each quarter in the period covered by the Business Plan; and
- (c) identify all relevant assumptions made in formulating the Business Plan and include a

¹ The requirement in Paragraph 2 to have and maintain a specific capital level means that the Association may not be deemed to be "well-capitalized" for purposes of 12 U.S.C. §1831o and 12 C.F.R. Part 565, pursuant to 12 C.F.R. §565.4(b)(1)(iv).

requirement that documentation supporting such assumptions be retained by the Association.

4. Upon receipt of written notice of non-objection from the Regulatory Agencies to the Business Plan, the Association shall implement and adhere to the Business Plan. A copy of the Business Plan shall be provided to the Regional Director and Administrator within seven (7) days after Board approval.

5. Any material modifications² to the Business Plan must receive the prior written non-objection of the Regional Director and Administrator. The Association shall submit proposed material modifications to the Regulatory Agencies at least forty-five (45) days prior to implementation.

6. By September 30, 2012, and each September 30th thereafter, the Business Plan shall be updated and submitted to the Regional Director and Administrator pursuant to Paragraph 3 above and shall incorporate the Association's budget plan and profit projections for the next two (2) fiscal years taking into account any revisions to the Association's loan, investment and operating policies.

Business Plan Variance Reports.

7. Within forty-five (45) days after the end of each quarter, after implementation of the Business Plan, the Board shall review written quarterly variance reports on the Association's compliance with its Business Plan (Variance Reports). The minutes of the Board meeting shall fully document the Board's review and discussion. The Variance Reports shall:

- (a) identify variances in the Association's actual performance during the preceding quarter as compared to the projections set forth in the Business Plan;
- (b) contain an analysis and explanation of identified variances; and
- (c) discuss the specific measures taken or to be taken by the Association to address identified variances.

8. A copy of each Variance Report shall be provided to the Regional Director and Administrator within seven (7) days after the Board meeting at which it was reviewed and discussed.

² A modification shall be considered material under this Paragraph if the Association (a) plans to engage in any activity that is inconsistent with the Business Plan; or (b) exceeds the level of any activity contemplated in the Business Plan by more than ten percent (10%).

Contingency Plan.

9. Within fifteen (15) days after: (a) the Association fails to meet the capital requirements prescribed in Paragraph 2; (b) the Association fails to comply with the Business Plan prescribed in Paragraph 3; or (c) any written request from the Regional Director or Administrator, the Association shall submit a written Contingency Plan that is acceptable to the Regional Director and Administrator.

10. 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 with, or acquisition by, another federally insured depository institution or holding company thereof; or (b) voluntary dissolution by filing an appropriate application with the Regulatory Agencies in conformity with applicable laws, regulations and regulatory guidance.

11. Upon receipt of written notification from the Regulatory Agencies, the Association shall implement and adhere to the Contingency Plan immediately. The Association shall provide the Regional Director and Administrator with written status reports detailing the Association'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.

Qualified Management.

12. The Association shall have and thereafter retain qualified management. At a minimum, such management shall include: (a) a president and chief executive officer with proven ability in managing a bank of comparable size and experience in upgrading a low quality loan portfolio; and (b) a senior lending officer with an appropriate level of lending, collection, and loan supervision experience for the type and quality of the Association's loan portfolio.

13. Each member of management shall have appropriate qualifications and experience to perform his or her duties and responsibilities at the Association. The qualifications of management shall be assessed on the basis of their ability to:

- (a) comply with the requirements of this Order;
- (b) operate the Association in a safe and sound manner;
- (c) comply with applicable laws, regulations, and regulatory guidance; and
- (d) restore all aspects of the Association to a safe and sound condition, including asset quality, capital adequacy, earnings, management effectiveness, and liquidity.

Management Study.

14. Within thirty (30) days, the Association shall submit to the Regional Director and Administrator a proposed engagement letter or contract with a consultant, acceptable to the Regional Director and Administrator, for the completion of a written analysis and assessment of the Association's management needs and resources for the purpose of providing qualified management for the Association (Management Study). The Management Study shall include, at a minimum:

- (a) identification of both the type and number of officer positions needed to properly manage and supervise the affairs of the Association;
- (b) evaluation of all Senior Executive Officers³ and senior lending staff to determine whether these individuals possess the ability, experience and other qualifications required to perform present and anticipated duties, including adherence to the Association's established policies and practices, and restoration of the Association to and maintenance of the Association in a safe and sound condition; and

³ The term "Senior Executive Officer" is defined at 12 C.F.R. § 563.555.

(c) a plan to recruit and hire any additional or replacement personnel with the requisite ability, experience, and other qualifications to fill those officer or staff member positions identified by this Paragraph of the Order.

15. Within sixty (60) days after receipt of the written non-objection from the Regional Director and Administrator to the proposed engagement letter or contract, a copy of the Management Study shall be sent by the consultant to the Board, Regional Director, and Administrator.

16. Within thirty (30) days after receipt of the Management Study, the Board shall develop and submit for Regional Director and Administrator review and comment a written plan (Management Plan) to address the Association's management needs based upon the recommendations of the Management Study. The Management Plan shall:

- (a) identify present and future management and staffing requirements for each business line consistent with the Association's Business Plan;
- (b) include recommendations as to whether changes should be made with respect to senior management or other bank staff;
- (c) identify possible successors for the officer positions from current employees of the Association based on a list of skills and competencies desired for each officer position or indicate where outside recruiting will be necessary;
- (d) require the establishment of career development and training plans for potential officer candidates;
- (e) include objectives by which senior management's effectiveness will be measured; and
- (f) require periodic evaluation by the Board of whether the goals of the Management Plan have been met and whether additional objectives are needed.

17. Upon receipt of written notification from the Regulatory Agencies that the Management Plan is acceptable, the Association shall implement and adhere to the Management Plan. The Board's review of

the Management Plan shall be documented in the Board meeting minutes.

Directorate and Management Changes.

18. During the life of this Order, prior to the addition of any individual to the board of directors or the employment of any Senior Executive Officer, the Association shall comply with the prior notification requirements for changes in directors and Senior Executive Officers set forth in 12 C.F.R.

Part 563, Subpart H.

Board Oversight.

19. Effective immediately, the Board shall increase its participation in the affairs of the Association, by providing for the approval of sound policies and objectives and for the supervision of all of the Association's activities. In event of a vacancy in the Association's board of directors, the Board shall document in its minutes the Association's efforts to expeditiously fill that vacancy with a qualified individual. In addition, board meetings shall be held no less frequently than monthly at which, at a minimum, the following areas shall be reviewed and approved: reports of income and expenses; new, overdue, renewal, insider, charged off, and recovered loans; investment activity; adoption or modification of operating policies; individual committee reports, including the Oversight Committee; audit reports; internal control reviews including management's responses; and reconciliation of general ledger accounts. The minutes of each Board meeting shall document these reviews and approvals, including the names of any dissenting directors.

20. Within fifteen (15) days after the end of each month, beginning with the month ending September 30, 2011, the Oversight Committee of the Board shall submit a written compliance progress report to the full Board (Compliance Tracking Report). The Compliance Tracking Report shall, at a minimum:

- (a) separately list each corrective action required by this Order and the 2011 ROEs;
- (b) identify the required or anticipated completion date for each corrective action; and

(c) discuss the current status of each corrective action, including the action(s) taken or to be taken to comply with each corrective action.

21. Within thirty (30) days after the end of each month, beginning with the month ending September 30, 2011, the Board shall review the Compliance Tracking Report and all reports required to be prepared by this Order. Following its review, the Board shall adopt a resolution: (a) certifying that each director has reviewed the Compliance Tracking Report and all required reports; and (b) documenting any corrective actions adopted by the Board. A copy of the Compliance Tracking Report and the Board resolution shall be provided to the Regional Director and Administrator within seven (7) days after the Board meeting.

Asset Quality.

22. By August 31, 2011, the Association shall develop an individual written workout plan for each adversely classified asset (Classified Asset) or group of such Classified Assets to any one borrower, or loan relationship of one hundred fifty thousand dollars (\$150,000) or greater (collectively, Asset Workout Plans).

23. Within forty-five (45) days after the end of each quarter, beginning with the quarter ending September 30, 2011, the Association shall submit a quarterly written asset status report (Quarterly Asset Report) to the Board. The Board's review of the Quarterly Asset Report shall be documented in the Board meeting minutes. The Quarterly Asset Report shall include, at a minimum:

- (a) the current status of all Asset Workout Plans;
- (b) the ratio of Classified Assets to Tier 1 (Core) capital plus ALLL;
- (c) a comparison of Classified Assets at the current quarter end with the preceding quarter;
- (d) a discussion of the actions taken during the preceding quarter to reduce the Association's level of Classified Assets; and
- (e) any recommended revisions or updates to the Asset Workout Plans.

24. Within sixty (60) days after the end of each quarter, a copy of the Quarterly Asset Report shall be provided to the Regional Director and Administrator.

Restriction on Lending to Classified Borrowers.

25. Effective immediately, the Association shall not extend, directly or indirectly, without prior written Regional Director and Administrator non-objection, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Association that has been charged off or classified, in whole or in part, "Loss" and is uncollected. The Association's expenses incurred in connection with its real estate owned (REO), including in-substance foreclosures, are not covered by this Paragraph.

26. Effective immediately, the Association shall not make any additional extensions of credit, directly or indirectly, to any borrower whose loans are adversely classified "Substandard" unless prior to extending additional credit pursuant to this Paragraph, whether in the form of a renewal, extension, or further advance of funds, such additional credit shall be approved by the Board or a designated committee thereof, who shall certify in writing:

- (a) why the extension of such credit is in the best interests of the Association based on such underwriting information as updated borrower financial statements and a current appraisal, if applicable;
- (b) that an appropriate workout plan has been developed and will be implemented in conjunction with the additional credit to be extended; and
- (c) that the signed certification shall be made a part of the minutes of the meeting of the Board or designated committee with a copy retained in the borrower's credit file.

Credit Administration.

27. Within sixty (60) days, the Association shall revise and implement credit administration policies, procedures, practices, and controls (Credit Administration Policy) to ensure that it addresses all corrective

actions in the 2011 ROEs relating to credit administration. The Credit Administration Policy shall comply with all applicable laws, regulations and regulatory guidance.

External Audit Requirement.

28. Effective immediately, the Association shall engage an independent public accountant to audit its consolidated financial statements as of fiscal year-end September 30, 2011 and comply with all applicable requirements of 12 C.F.R. § 562.4.

Internal Audit Program.

29. Within sixty (60) days, the Association shall develop and implement with the assistance of a qualified, independent third party an effective program for internal audit and control that is commensurate with the Association's size and risk profile. The audit program shall provide procedures to test the validity and reliability of operating systems, procedural controls, and resulting records, and shall comply with applicable laws, regulations, and regulatory guidance.

Liquidity Management.

30. Within sixty (60) days, the Association shall revise its liquidity and funds management policy (Liquidity Policy) to address all corrective actions set forth in the 2011 ROEs relating to liquidity and funds management. The Liquidity Policy shall comply with all applicable laws, regulations and regulatory guidance.

IT Vendor Management Program.

31. Within ninety (90) days, the Association shall revise its information technology (IT) Vendor Management Program to address all corrective actions set forth in the 2011 ROEs relating to IT vendor management. The IT Vendor Management Program shall comply with all applicable laws, regulations and regulatory guidance.

Violations of Law.

32. Within thirty (30) days, the Association shall ensure that all violations of law and/or regulation identified in the 2011 ROEs are corrected and that adequate policies, procedures and systems are established or revised and thereafter implemented to prevent future violations.

Golden Parachute Payments.

33. Effective immediately, the Association shall not make any golden parachute payment⁴ unless, with respect to such payment, the Association has complied with the requirements of 12 C.F.R. Part 359.

Employment Contracts and Compensation Arrangements.

34. Effective immediately, the Association shall not enter into any new contractual arrangement or renew, extend, or revise any contractual arrangement relating to compensation or benefits for any director or Senior Executive Officer of the Association, unless it first provides the Regulatory Agencies with not less than thirty (30) days prior written notice of the proposed transaction. The notice to the Regulatory Agencies shall include a copy of the proposed employment contract or compensation arrangement or a detailed, written description of the compensation arrangement to be offered to such director or Senior Executive Officer, including all benefits and perquisites. The Board shall ensure that any contract, agreement, or arrangement submitted to the Regulatory Agencies fully complies with the requirements of 12 C.F.R. Part 359, 12 C.F.R. §§ 563.39 and 563.161(b), and 12 C.F.R. Part 570 – Appendix A.

Third Party Contracts.

35. Effective immediately, the Association shall not enter into any arrangement or contract with a third party service provider that is significant to the overall operation or financial condition of the Association⁵ or outside the Association's normal course of business unless, with respect to each such

⁴ The term "golden parachute payment" is defined at 12 C.F.R. § 359.1(f).

⁵ A contract will be considered significant to the overall operation or financial condition of the Association where the annual contract amount equals or exceeds two percent (2%) of the Association's total capital, where there is a foreign service provider, Columbia Savings and Loan Association

contract, the Association has: (a) provided the Regulatory Agencies with a minimum of thirty (30) days prior written notice of such arrangement or contract and a written determination that that the arrangement or contract complies with the standards and guidelines set forth in OTS Thrift Bulletin 82a; and (b) received written notice of non-objection from the Regulatory Agencies.

Brokered Deposits.

36. Effective immediately, the Association shall comply with the requirements of 12 C.F.R. § 337.6(b). The Association shall provide to the Regional Director and Administrator a copy of any waiver request submitted to the Federal Deposit Insurance Corporation.

Growth.

37. Effective immediately, the Association shall not increase its total assets during any quarter in excess of an amount equal to net interest credited on deposit liabilities during the prior quarter without the prior written notice of non-objection of the Regional Director and Administrator.

Effective Date, Incorporation of Stipulation.

38. 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.

39. This Order shall remain in effect until terminated, modified, or suspended, by written notice of such action by the Regulatory Agencies, acting by and through their authorized representatives.

Time Calculations.

40. 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.

41. The Regulatory Agencies, through an authorized representative, may extend any of the deadlines set forth in the provisions of this Order upon written request by the Association that includes reasons in

or where it involves information technology that is critical to the Association's daily operations without regard to the contract amount.

support for any such extension. Any extension granted by the Regulatory Agencies shall be made in writing.

Submissions and Notices.

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

43. 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 Department:

State of Wisconsin
Department of Financial Institutions
Division of Banking
101 East Wilson Street, 5th Floor
Madison, Wisconsin 53707
Facsimile: (608) 267-6889

(b) To the OTS:

Regional Director
Office of Thrift Supervision
One South Wacker Drive, Suite 2000
Chicago, Illinois 60606
Facsimile: (312) 917-5001

(c) To the Association:

Board of Directors
Columbia Savings and Loan Association
2020 West Fond Du Lac Avenue
Milwaukee, Wisconsin 53205
Facsimile: (414) 374-3292

Transfer Date.

44. Following the Transfer Date, *see* Dodd-Frank Wall Street Reform and Consumer Protection Act, Pub. Law No. 111-203, § 311, 124 Stat. 1520 – 21 (2010), all submissions, requests, communications, consents or other documents relating to this Order that are required to be sent to the OTS shall be directed to the Federal Deposit Insurance Corporation (FDIC), or to the individual, region, or office designated by the FDIC.

No Violations Authorized.

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

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

**STATE OF WISCONSIN
DEPT. OF FINANCIAL INSTITUTIONS**

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

By: _____ /s/
Michael J. Mach
Administrator, Division of Banking

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS

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COLUMBIA SAVINGS AND)
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Milwaukee, Wisconsin)
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Order No.: CN 11-28

Effective Date: July 15, 2011

STIPULATION AND CONSENT TO ISSUANCE OF ORDER TO CEASE AND DESIST

This Stipulation and Consent to Issuance of an Order to Cease and Desist (Stipulation) is submitted by Columbia Savings and Loan Association, Milwaukee, Wisconsin (Association) to the Office of Thrift Supervision (OTS) acting by and through its Regional Director for the Central Region (Regional Director) and to the Wisconsin Department of Financial Institutions (WDFI) acting by and through its Administrator of the Division of Banking (Administrator).

WHEREAS, the OTS and WDFI (collectively, the Regulatory Agencies), based upon information derived from the exercise of their regulatory and supervisory responsibilities, have informed the Association that they are of the opinion that grounds exist to initiate an administrative cease-and-desist proceeding against the Association;

WHEREAS, the Regional Director and Administrator, pursuant to delegated authority, are authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order; and

WHEREAS, the Association desires to cooperate with the Regulatory Agencies 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 4 below concerning Jurisdiction, hereby stipulates and agrees to the following terms:

Jurisdiction.

1. The Association, a state-chartered savings and loan 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 the 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).
3. Pursuant to Chapters 215 and 220 of the Wisconsin Annotated Statutes, the WDFI examines, regulates, and supervises the Association.
4. The Association, therefore, is subject to the authority of the Regulatory Agencies to initiate and maintain administrative cease and desist proceedings against it pursuant to Section 8(b) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(b), and Section 220.04 of the Wisconsin Annotated Statutes.
5. Based on a comprehensive examination of the Association, the Regulatory Agencies find that the Association has engaged in unsafe or unsound banking practices and/or violations of law or regulation by operating: (a) with an excessive level of adversely classified loans; (b) with inadequate earnings to augment capital; and (c) with management whose policies and practices are detrimental to the Association as described in the OTS Report of Examination of the Association dated January 4, 2011 and Information Technology Limited Report of Examination of the Association dated March 7, 2011.

Consent.

6. The Association consents to the issuance of the accompanying Order to Cease and Desist (Order) by the Regulatory Agencies. The Association 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.

7. The Association acknowledges that (a) the OTS is issuing the Order under the authority of 12 U.S.C. § 1818(b), and the WDFI is issuing the Order under the authority of Section 220.04 of the Wisconsin Annotated Statutes. Upon the Effective Date, the Order shall be a final order, effective, and fully enforceable by the Regulatory Agencies under the provisions of applicable law. See, *e.g.*, 12 U.S.C. § 1818(i).

Waivers.

8. The Association waives the following:
- (a) the right to be served with a written notice of the charges against it;
 - (b) the right to an administrative hearing of the charges concerning the basis for the Order;
 - (c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h) and/or Section 220.04(9) of the Wisconsin Annotated Statutes, or otherwise, to challenge the validity of the Order; and
 - (d) any and all claims against the Regulatory Agencies, including their employees and agents, and any other governmental entity for the award of fees, costs, or expenses related to this enforcement matter and/or the Order, whether arising under common law, federal statutes, Wisconsin statutes or otherwise.

The Regulatory Agencies Authority Not Affected.

9. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar, or otherwise prevent the Regulatory Agencies from taking any other action affecting the Association if at any time the OTS or

WDFI deems it appropriate to do so to fulfill the responsibilities placed upon it by law.

Other Governmental Actions Not Affected.

10. The Association 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 9 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 Regulatory Agencies.

Miscellaneous.

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

12. 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 and Superintendent in his or her sole discretion determines otherwise.

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

14. 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.

15. 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.

16. The Stipulation and Order shall remain in effect until terminated, modified, or suspended in writing by the Regulatory Agencies, acting through the Regional Director and the Administrator or other authorized representative.

Signature of Directors/Board Resolution.

17. 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 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.

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

**COLUMBIA SAVINGS AND
LOAN ASSOCIATION
Milwaukee, Wisconsin**

_____/s/
Lafayette McKinney, Chairman

_____/s/
John R. Broadnax, Director

_____/s/
George E. Gary, Director

_____/s/
William I. Gore, Director

_____/s/
Eddie Murphy, Director

_____/s/
Thalia B. Winfield, Director

**Accepted by:
Office of Thrift Supervision**

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

Date: See Effective Date on page 1

**Accepted by:
State of Wisconsin
Department of Financial Institutions**

By:_____/s/
Michael J. Mach
Administrator, Division of Banking