

FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

In the Matter of)	
)	CONSENT ORDER
PINE RIVER VALLEY BANK)	
BAYFIELD, COLORADO)	FDIC-10-284b
)	
(Insured State Nonmember Bank))	

The Federal Deposit Insurance Corporation (“FDIC”) is the appropriate Federal banking agency for Pine River Valley Bank, Bayfield, Colorado (“Bank”), under 12 U.S.C. § 1813(q).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “STIPULATION TO THE ISSUANCE OF A CONSENT ORDER” (“STIPULATION”), dated May 25, 2010, that is accepted by the FDIC. With the STIPULATION, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices relating to the level of capital protection, the level of problem assets, concentrations of credit, earnings performance, the level of the Allowance for Loan and Lease Losses, and funds management practices, to the issuance of this CONSENT ORDER (“ORDER”) by the FDIC.

Having determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) have been satisfied, the FDIC hereby orders that:

CAPITAL PLAN

1. (a) Within 60 days after the effective date of this ORDER, the Bank shall submit a written Capital Plan to the FDIC’s Regional Director, Dallas Regional Office (“Regional Director”) and the Colorado Division of Banking Commissioner (“Commissioner”)

that requires the Bank, after establishing an Allowance for Loan and Lease Losses (“ALLL”), to achieve and maintain its Tier 1 Leverage Capital ratio equal to or greater than 9 percent of the Bank’s Average Total Assets and to achieve and maintain its Total Risk-Based Capital ratio equal to or greater than 12 percent of the Bank’s Total Risk Weighted Assets.

(b) The Capital Plan must include a Capital Contingency Plan in the event that the Bank (i) fails to maintain the minimum capital ratios required by the Order, (ii) fails to submit an acceptable capital plan or (iii) fails to implement or adhere to a capital plan to which no written objection was provided by the Regional Director and the Commissioner. The Capital Contingency Plan shall include a plan to sell or merge the Bank. The Bank shall implement the Capital Contingency Plan upon written notice from the Regional Counsel and the Commissioner.

(c) After the Regional Director and the Commissioner respond to the Capital Plan, the Bank’s Board shall adopt the capital plan, including any modifications or amendments requested by the Regional Director and the Commissioner. Thereafter, the Bank shall immediately initiate measures detailed in the Capital Plan, to the extent such measures have not previously been initiated, to effect compliance with the plan within 30 days after the Regional Director and the Commissioner respond to the capital plan.

(d) Any increase in Tier 1 Capital, and any increase in Tier 1 Capital necessary to meet the capital ratios required by this ORDER, may be accomplished by:

- (1) The sale of securities in the form of common stock; or
- (2) The direct contribution of cash subsequent to January 25, 2010, by the directors and/or shareholders of the Bank or by the Bank’s holding company; or
- (3) Receipt of an income tax refund or the capitalization subsequent to

January 25, 2010, of a bona fide tax refund certified as being accurate by a certified public accounting firm; or

(4) Any other method approved by the Regional Director and the Commissioner.

(e) If any capital ratios are less than required by the ORDER, as determined as of the date of any Report of Condition and Income or at an examination by the FDIC or the Colorado Division of Banking (“State”), the Bank shall, within 30 days after receipt of a written notice of the capital deficiency from the Regional Director or the Commissioner, present to the Regional Director and the Commissioner a new Capital Plan to increase the Bank’s Tier 1 Capital or to take such other measures to bring all the capital ratios to the percentages required by this ORDER.

(f) After the Regional Director and the Commissioner respond to the new Capital Plan, the Bank’s Board shall adopt the new Capital Plan, including any modifications or amendments requested by the Regional Director and the Commissioner. Thereafter, to the extent such measures have not previously been initiated, the Bank shall immediately initiate measures detailed in the new Capital Plan, to increase its capital by an amount sufficient to bring all the Bank’s capital ratios to the percentages required by this ORDER within 30 days after the Regional Director and the Commissioner responded to the new Capital Plan.

(g) If all or part of the increase in Tier 1 Capital required by this ORDER is to be accomplished by the sale of new securities, the Bank’s Board shall adopt and implement a plan for the sale of such additional securities, including soliciting proxies and the voting of any shares or proxies owned or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank’s securities (including a distribution limited

only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with Federal securities laws. Prior to the implementation of the plan, and in any event, not less than 20 days prior to the dissemination of such materials, the plan and any materials used in the sale of the securities shall be submitted to the FDIC, Accounting and Securities Disclosure Section, Washington, D.C. 20429, for review. Any changes requested to be made in the plan or the materials by the FDIC shall be made prior to their dissemination. If the increase in Tier 1 Capital is to be provided by the sale of non-cumulative perpetual preferred stock, then all terms and conditions of the issue shall be presented to the Regional Director and the Commissioner for prior approval.

(h) In complying with the provisions of this ORDER and until such time as any such public offering is terminated, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities written notice of any planned or existing development or other change which is materially different from the information reflected in any offering materials used in connection with the sale of the Bank securities. The written notice required by this paragraph shall be furnished within 10 days after the date such material development or change was planned or occurred, whichever is earlier, and shall be furnished to every purchaser and/or subscriber who received or was tendered the information contained in the Bank's original offering materials.

(i) In addition, the Bank shall comply with the FDIC's Statement of Policy on Risk-Based Capital found in Appendix A to Part 325 of the FDIC Rules and Regulations, 12 C.F.R. Part 325, App. A.

(j) For purposes of this ORDER, all terms relating to capital shall be calculated according to the methodology set forth in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325.

DIVIDEND RESTRICTION

2. As of the effective date of this ORDER, the Bank shall not declare or pay any cash dividend without the prior written consent of the Regional Director and the Commissioner.

MAINTENANCE OF ALLOWANCE FOR LOAN AND LEASE LOSSES

3. (a) As of the effective date of this ORDER, the Bank shall maintain an ALLL in conformance with generally accepted accounting principles. Prior to the end of each calendar quarter, the Bank's Board shall review the adequacy of the Bank's ALLL. Such reviews shall include, at a minimum, the Bank's loan loss experience, and estimate of potential loss exposure in the portfolio, trends of delinquent and non-accrual loans and prevailing and prospective economic conditions. The minutes of the Bank's Board of Directors' meeting, at which such reviews are undertaken, shall include complete details of the reviews and the resulting recommended increases in the ALLL.

(b) The Bank must use Financial Accounting Standards Board Statements Numbers 5 and 114 for determining the Bank's ALLL reserve adequacy. Provisions for loan losses must be based on the inherent risk in the Bank's loan portfolio. The directorate must document with written reasons any decision not to require provisions for loan losses in the Bank's Board minutes.

CLASSIFIED ASSETS - CHARGE-OFF AND PLAN FOR REDUCTION

4. (a) Within 30 days after the effective date of this ORDER, the Bank shall, to the extent that it has not previously done so, eliminate from its books, by charge-off or collection, all assets or portions of assets classified Loss by the FDIC or the State as a result of its examination of the Bank as of January 25, 2010. Elimination or reduction of these assets through proceeds of loans made by the Bank shall not be considered "collection" for the purpose of this paragraph.

(b) Within 60 days after the effective date of this ORDER, the Bank shall submit a written Reduction of Classified Assets Plan to the Regional Director and the Commissioner to reduce the remaining assets classified Doubtful and Substandard as of January 25, 2010. The plan shall address each asset so classified with a balance of \$250,000 or greater and provide the following:

- (1) The name under which the asset is carried on the books of the Bank;
- (2) Type of asset;
- (3) Actions to be taken in order to reduce the classified asset; and
- (4) Timeframes for accomplishing the proposed actions.

The Reduction of Classified Assets Plan shall also include, at a minimum:

- (1) Review the financial position of each such borrower, including the source of repayment, repayment ability, and alternate repayment sources; and

- (2) Evaluate the available collateral for each such credit, including possible actions to improve the Bank's collateral position.

In addition, the Bank's Reduction of Classified Assets Plan shall contain a schedule detailing the projected reduction of total classified assets on a quarterly basis. Further, the plan shall contain a provision requiring the submission of monthly progress reports to the Bank's Board and a provision mandating a review by the Bank's Board.

(c) The Bank shall present the Reduction of Classified Assets Plan to the Regional Director and the Commissioner for review. Within 30 days after the Regional Director's and the Commissioner's response, the Reduction of Classified Assets Plan, including any requested modifications or amendments shall be adopted by the Bank's Board which approval shall be recorded in the minutes of the meeting of the Bank's Board. The Bank shall then immediately initiate measures detailed in the plan to the extent such measures have not been initiated.

(d) For purposes of the Reduction of Classified Assets Plan, the reduction of adversely classified assets as of December 14, 2009, shall be detailed using quarterly targets expressed as a percentage of the Bank's Tier 1 Capital plus the Bank's ALLL and may be accomplished by:

- (1) Charge-off;
- (2) Collection;
- (3) Sufficient improvement in the quality of adversely classified assets so as to warrant removing any adverse classification, as determined by the FDIC or the State; or
- (4) Increase in the Bank's Tier 1 Capital.

(e) While this ORDER is in effect, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified Loss as determined at any future examination conducted by the FDIC or the State.

RESTRICTION ON ADVANCES TO CLASSIFIED BORROWERS

5. (a) While this ORDER is in effect, the Bank shall not extend, directly or indirectly, any additional credit to or for the benefit of any borrower whose existing credit has been classified Loss by the FDIC, or the State, as the result of its examination of the Bank, either in whole or in part, and is uncollected, or to any borrower who is already obligated in any manner to the Bank on any extension of credit, including any portion thereof, that has been charged off the books of the Bank and remains uncollected. The requirements of this paragraph shall not prohibit the Bank from renewing credit already extended to a borrower after full collection, in cash, of interest due from the borrower.

(b) While this ORDER is in effect, the Bank shall not extend, directly or indirectly, any additional credit to or for the benefit of any borrower whose extension of credit is classified Doubtful and/or Substandard by the FDIC or the State as the result of its examination of the Bank, either in whole or in part, and is uncollected, unless the Bank's Board has signed a detailed written statement giving reasons why failure to extend such credit would be detrimental to the best interests of the Bank. The statement shall be placed in the appropriate loan file and included in the Board Meeting minutes of the Bank.

REDUCTION OF DELINQUENCIES

6. (a) Within 90 days after the effective date of this ORDER, the Bank shall formulate and submit to the Regional Director and the Commissioner for review and comment a written plan for the reduction and collection of delinquent loans (“Collection of Delinquent Loan Plan”). Such plan shall include, but not be limited to, provisions which:

- (1) Prohibit the extension of credit for the payment of interest;
- (2) Delineate areas of responsibility for implementing and monitoring the Bank’s collection policies;
- (3) Establish specific collection procedures to be instituted at various stages of a borrower’s delinquency;
- (4) Establish dollar levels to which the Bank shall reduce delinquencies; and
- (5) Provide for the submission of monthly written progress reports to the Bank’s Board for review and notation in minutes of the meetings of the Bank’s Board.

(b) For purposes of the Collection of Delinquent Loan Plan, “reduce” means to:

- (1) Charge-off; or
- (2) Collect.

(c) After the Regional Director and the Commissioner have responded to the Collection of Delinquent Loan Plan, the Bank’s Board shall adopt the plan as amended or modified by the Regional Director and the Commissioner. The Collection of Delinquent Loan

Plan will be implemented immediately to the extent that the provisions of the plan are not already in effect at the Bank.

LOAN COMMITTEE AND LOAN REVIEW REQUIREMENTS

7. (a) Within 30 days after the effective date of this ORDER, the Bank's Board shall establish a Loan Review Committee to periodically review the Bank's loan portfolio and identify and categorize problem credits. The committee shall file a report with the Bank's Board at each Board Meeting. This report shall include the following information:

- (1) The overall quality of the loan portfolio;
- (2) The identification, by type and amount, of each problem or delinquent loan;
- (3) The identification of all loans not in conformance with the Bank's lending policy; and
- (4) The identification of all loans to officers, directors, principal shareholders or their related interests.

(b) At least 50 percent of the members of the Loan Review Committee shall be directors not employed in any capacity by the Bank other than as a director.

(c) The Loan Review Committee should also implement corrective measures regarding the loan administration issues regarding commercial real estate monitoring, as well as the appropriate analysis and use of global cash flow analysis and interest reserves.

STRATEGIC PLAN

8. (a) Within 60 days after the effective date of this ORDER, the Bank shall prepare and adopt a comprehensive Strategic Plan. The Strategic Plan required by this paragraph

shall contain an assessment of the Bank's current financial condition and market area, and a description of the operating assumptions that form the basis for major projected income and expense components.

- (b) The written Strategic Plan shall address, at a minimum:
 - (1) Strategies for pricing policies and asset/liability management;
 - (2) Plans for sustaining adequate liquidity, including back-up lines of credit to meet any unanticipated deposit withdrawals;
 - (3) Goals for reducing problem loans;
 - (4) Plans for attracting and retaining qualified individuals to fill vacancies in the lending and accounting functions;
 - (5) Financial goals, including pro forma statements for asset growth, capital adequacy, and earnings;
 - (6) Formulation of a mission statement and the development of a strategy to carry out that mission.

(c) The Bank shall submit the Strategic Plan to the Regional Director and the Commissioner for review and comment. After consideration all such comments, the Bank shall approve the plan, which approval shall be recorded in the Board minutes of the Bank.

Thereafter, the Bank shall implement and follow the Strategic Plan.

(d) Within 30 days after the end of each calendar quarter following the effective date of this ORDER, the Bank's Board shall evaluate the Bank's performance in relation to the Strategic Plan required by this paragraph and record the results of the evaluation, and any actions taken by the Bank, in the Board minutes of the Bank at which such evaluation is undertaken.

(e) The Strategic Plan required by this ORDER shall be revised and submitted to the Regional Director and the Commissioner for review and comment 30 days after the end of each calendar year for which this ORDER is in effect. Within 30 days after receipt of all such comments from the Regional Director and the Commissioner and after consideration of all such comments, the Bank shall approve the revised plan, which approval shall be recorded in the Board minutes of the Bank. Thereafter, the Bank shall implement the revised plan.

BUDGET AND PROFIT PLAN

9. (a) Within 60 days after the effective date of this ORDER, the Bank shall formulate and submit to the Regional Director and the Commissioner for review and comment a written profit plan and a realistic, comprehensive budget for all categories of income and expense for calendar year 2010 (“Budget and Profit Plan”). The Budget and Profit Plan required by this paragraph shall contain formal goals and strategies, be consistent with sound banking practices, reduce discretionary expenses, improve the Bank’s overall earnings and net interest income, and shall contain a description of the operating assumptions that form the basis for major projected income and expense components.

(b) The written Budget and Profit Plan shall address, at a minimum:

- (1) An analysis of the Bank’s pricing structure; and
- (2) A recommendation for reducing the Bank’s cost of funds.

(c) Within 30 days after the end of each calendar quarter following completion of the Budget and Profit Plan required by this paragraph, the Bank’s Board shall evaluate the Bank’s actual performance in relation to the written Budget and Profit Plan, record the results of the evaluation, and note any actions taken by the Bank in the Board minutes of the

Bank, when such evaluation is undertaken.

(d) A written Budget and Profit Plan shall be prepared for each calendar year for which this ORDER is in effect and shall be submitted to the Regional Director and the Commissioner for review and comment within 30 days after the end of each year. Within 30 days after receipt of all such comments from the Regional Director and the Commissioner and after adoption of any recommended changes, the Bank shall approve the written Budget and Profit Plan, which approval shall be recorded in the Board minutes. Thereafter, the Bank shall implement and follow the Budget and Profit Plan.

CONCENTRATIONS – PLAN FOR REDUCTION

10. (a) Within 60 days after the effective date of this ORDER, the Bank shall formulate and submit to the Regional Director and the Commissioner for review and comment a written plan to reduce the level of construction and development loan concentrations identified in the January 25, 2010 Report of Examination (“Concentration Reduction Plan”). The Concentration Reduction Plan shall prohibit any additional advances that would increase the concentrations or create new concentrations and shall include, but not be limited to:

- (1) Dollar levels to which the Bank shall reduce each concentration;
and
- (2) Provisions for the submission of monthly written progress reports to the Bank’s Board for review and notation in minutes of the meetings of the Bank’s Board.

(b) For purposes of the plan, “reduce” means to:

- (1) Charge-off;

- (2) Collect; or
- (3) Increase Tier 1 Capital.

(c) After the Regional Director and the Commissioner have responded to the Concentration Reduction Plan, the Bank's Board shall adopt the plan as amended or modified by the Regional Director and the Commissioner. Then such plan shall be implemented immediately to the extent that the provisions of the plan are not already in effect at the Bank.

GROWTH PLAN

11. While this ORDER is in effect, the Bank shall not increase its Total Assets by more than 10 percent during any calendar year without providing, at least 30 days prior to its implementation, a Growth Plan to the Regional Director and the Commissioner. Such Growth Plan, at a minimum, shall include the funding source to support the projected growth, as well as the anticipated use of funds. This Growth Plan shall not be implemented without the prior written consent of the Regional Director and the Commissioner.

MANAGEMENT – BOARD SUPERVISION

12. Within 30 days after the effective date of this ORDER, the Bank's Board shall increase its participation in the affairs of the Bank by assuming full responsibility for the approval of the Bank's policies and objectives and for the supervision of the Bank's management, including all the Bank's activities. The Board's participation in the Bank's affairs shall include, at a minimum, monthly meetings in which the following areas shall be reviewed and approved by the Board: reports of income and expenses; new, overdue, renewed, insider, charged-off, delinquent, nonaccrual, and recovered loans; investment activities; operating policies; and individual committee actions. The Board minutes of the Bank shall document the

Board's reviews and approvals, including the names of any dissenting directors.

MANAGEMENT

13. (a) The Bank shall have and retain qualified management. Each member of management shall possess qualifications and experience commensurate with his or her duties and responsibilities at the Bank. The qualifications of management personnel shall be evaluated on their ability to:

- (1) Comply with the requirements of the ORDER;
- (2) Operate the Bank in a safe and sound manner;
- (3) Comply with applicable laws and regulations; and
- (4) Restore all aspects of the Bank to a safe and sound condition, including improve the Bank's asset quality, capital adequacy, earnings, management effectiveness, liquidity, and its sensitivity to market risk.

(b) While this ORDER is in effect, the Bank shall notify the Regional Director and the Commissioner in writing of any changes in management. The notification must include the name(s) and background(s) of any replacement personnel and must be provided 60 days prior to the individual(s) assuming the new position(s).

INTERNAL AUDIT CONTROL PROGRAM

14. (a) Within 60 days after the effective date of this ORDER, the Bank's Board shall revise its internal control program to address the internal control deficiencies detailed on pages 10 and 11 of the January 25, 2010, Report of Examination.

CORRECTION OF VIOLATIONS

15. (a) Within 60 days after the effective date of this ORDER, the Bank shall eliminate and/or correct all violations of law and regulation noted in the January 25, 2010 Report of Examination.

(b) Within 60 days after the effective date of this ORDER, the Bank shall implement procedures to ensure future compliance with all applicable laws and regulations.

(c) Within 60 days after the effective date of this ORDER, the Bank shall address any contraventions of policy noted in the January 25, 2010 Report of Examination and implement procedures to ensure adherence to the policy statements.

LOAN POLICY

16. Within 90 days after the effective date of this ORDER, and annually thereafter, the Board of the Bank shall review the Bank's loan policy and procedures for effectiveness and, based upon this review, shall make all necessary revisions to the policy in order to strengthen the Bank's lending procedures and abate additional loan deterioration. The revised written Loan Policy shall be submitted to the Regional Director and the Commissioner for review and comment upon its completion.

(a) The initial revisions to the Bank's Loan Policy required by this paragraph, at a minimum, shall include provisions that incorporate the recommendations on page 8 of the January 25, 2010 Report of Examination, including the areas of internal grading system; construction lending procedures; loan documentation procedures; and the financing of sales of Other Real Estate ("ORE").

(b) The Bank shall submit the foregoing Loan Policy to the Regional Director and the Commissioner for comment. After the Regional Director and the Commissioner have responded to the policy, the Bank's Board shall adopt the policy as amended or modified by the Regional Director and the Commissioner. The policy will be implemented immediately to the extent that they are not already in effect at the Bank.

INFORMATION TECHNOLOGY

17. Within 90 days after the effective date of this Order, the Bank's Board shall ensure that all other deficiencies detailed on pages 11 and 12 of the January 25, 2010, Report of Examination are corrected, or document its best efforts to ensure that such deficiencies are corrected.

COMPLIANCE COMMITTEE

18. Within 30 days after the effective date of this ORDER, the Bank's Board shall establish a subcommittee of the Board charged with the responsibility of ensuring that the Bank complies with the provisions of this ORDER. The subcommittee shall report monthly to the entire Board of the Bank, and a copy of the report and any discussion related to the report or the ORDER shall be included in the Board minutes of the Bank. Nothing contained herein shall diminish the responsibility of the entire Board of the Bank to ensure compliance with the provisions of this ORDER.

PROGRESS REPORTS

19. Within 30 days after the end of each calendar quarter following the effective date of this ORDER, the Bank shall furnish to the Regional Director and the Commissioner written progress reports signed by each member of the Bank's Board, detailing the actions taken to secure compliance with the ORDER and the results thereof. Such reports may be discontinued when the corrections required by this ORDER have been accomplished and the Regional Director and the Commissioner have released, in writing, the Bank from making further reports.

NOTIFICATION TO SHAREHOLDERS

20. After the effective date of this ORDER, the Bank shall send a copy of this ORDER, or otherwise furnish a description of this ORDER, to its shareholders (1) in conjunction with the Bank's next shareholder communication, and also (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC Accounting and Securities Disclosure Section, Washington, D.C., 20429, and the Commissioner, for review at least 20 days prior to dissemination to shareholders. Any changes requested by the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

This ORDER shall be binding upon the Bank, its successors and assigns, and all institution-affiliated parties of the Bank.

The provisions of this ORDER shall remain effective and enforceable except to the extent that and until such time as any provision has been modified, terminated, suspended, or set aside

by the FDIC.

This ORDER will become effective upon its issuance by the FDIC.

Pursuant to delegated authority.

Dated this 26th day of May, 2010.

/s/

Kristie K. Elmquist
Acting Regional Director
Dallas Region
Division of Supervision and Consumer Protection
Federal Deposit Insurance Corporation