

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

AND

DEPARTMENT OF FINANCIAL INSTITUTIONS FOR THE STATE OF INDIANA

INDIANAPOLIS, INDIANA

In the Matter of)	AMENDMENT TO THE ORDER
)	TO CEASE AND DESIST
GOSHEN COMMUNITY BANK)	
GOSHEN, INDIANA)	FDIC-09-296b
)	
(STATE CHARTERED)	
INSURED NONMEMBER BANK))	
)	

The Federal Deposit Insurance Corporation ("FDIC") and the Department of Financial Institutions for the State of Indiana ("DFI") issued an ORDER TO CEASE AND DESIST ("ORDER") on August 21, 2009 against Goshen Community Bank, Goshen, Indiana ("Bank"). The FDIC and the DFI have determined that it is necessary to amend the ORDER

The Bank having been advised of its right to a NOTICE OF CHARGES AND OF HEARING detailing the additional unsafe or unsound banking practices alleged to have been committed by the Bank, and of its right to a hearing on the charges under section 8(b) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b), and under Indiana Code sections 28-11-4-1 through 28-11-4-12, regarding hearings before the DFI, and having waived

those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN AMENDMENT TO THE ORDER TO CEASE AND DESIST ("STIPULATION") with representatives of the FDIC and the DFI dated 02/22/2010, whereby, solely for the purpose of this proceeding and without admitting or denying the charges of unsafe or unsound banking practices, the Bank consented to the issuance of an AMENDMENT TO THE ORDER TO CEASE AND DESIST ("AMENDMENT TO THE ORDER") by the FDIC and the DFI.

The FDIC and the DFI considered the matter and determined that the requirements for issuance of an Order under 12 U. S. C. 1818 (b) and Indiana Code sections 28-11-4-1 through 28-11-4-12 have been met. The FDIC and the DFI therefore accepted the STIPULATION and HEREBY ORDER, that the ORDER be and is hereby amended to add the following affirmative actions. The Bank, its institution-affiliated parties, as that term is defined in section 3(u) of the Act, 12 U.S.C. § 1813(u), and its successors and assigns shall take affirmative action as follows:

SALE OR MERGER

1. (a) Within 30 days from the effective date of this AMENDMENT TO THE ORDER, the Bank shall develop, adopt, and implement a plan to sell itself or merge itself into an insured depository institution that is not controlled by Capitol Bancorp Limited, or otherwise recapitalize the Bank so that the Bank is no longer controlled by Capitol Bancorp Limited.

(b) The plan required by this paragraph shall be acceptable to the Regional Director of the FDIC Chicago Regional Office ("Regional Director") and Director of the DFI ("Director").

CONCENTRATIONS OF CREDIT

2. (a) Within 60 days from the effective date of this AMENDMENT TO THE ORDER, the Bank shall formulate adopt and implement a written plan to manage each of the concentrations of credit and funding concentrations identified in the Report of Examination dated in the May 4, 2009 in a safe and sound manner. At a minimum the plan must provide for written procedures for the ongoing measurement and monitoring of the concentrations of credit, and a limit on concentrations commensurate with the Bank's capital position, safe and sound banking practices, and the overall risk profile of the Bank.

(b) While the ORDER remains in effect, the plan shall be revised to include concentrations of credit or funding concentrations identified in any Report of Examination or Visitation Report of any financial institution that is merged into the Bank during the life of the ORDER.

(c) A copy of the plan required by this paragraph shall be submitted to the Regional Director and Director.

INTERUPTION OF SERVICES

3. (a) Within 30 days from the effective date of this

AMENDMENT TO THE ORDER, the Bank shall develop, adopt, and implement a contingency plan to provide for alternate data processing and all other services provided by Capitol Bancorp in the event of an interruption in the delivery of these services.

(b) The plan required by this paragraph shall be submitted to the Regional Director and Director.

BUSINESS PLAN

4. (a) From the effective date of this AMENDMENT TO THE ORDER, the Bank shall adhere to the business plan approved in conjunction with its merger.

(b) The Bank shall obtain the written approval of the Regional Director and Director prior to any change to, or deviation from, the business plan.

PROGRESS REPORTS

5. Within 30 days from the end of each calendar quarter following the effective date of this AMENDMENT TO THE ORDER, the Bank shall furnish to the Regional Director and Director written progress reports signed by each member of the Bank's board of directors, detailing the actions taken to secure compliance with the AMENDMENT TO THE ORDER and the results thereof.

NOTIFICATION TO SHAREHOLDER

6. Following the effective date of this AMENDMENT TO THE ORDER, the Bank shall send to its shareholders a copy of this

AMENDMENT TO THE ORDER: (1) in conjunction with the Bank's next shareholder communication; or (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting.

This AMENDMENT TO THE ORDER shall be effective upon its issuance by the FDIC and the DFI.

The provisions of this AMENDMENT TO THE ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this AMENDMENT TO THE 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 and the DFI.

This AMENDMENT TO THE ORDER does not modify, terminate, suspend, or set aside any provision of the ORDER.

Pursuant to delegated authority.

Dated: February 24, 2010

/s/
M. Anthony Lowe
Regional Director
Chicago Regional Office
Federal Deposit Insurance
Corporation

/s/
David H. Mills
Director
Department of Financial
Institutions
State of Indiana

