

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

_____ )	
IN THE MATTER OF )	
THE COWLITZ BANK )	SUPERVISORY
LONGVIEW, WASHINGTON )	PROMPT CORRECTIVE ACTION
(INSURED STATE NONMEMBER BANK) )	DIRECTIVE
_____ )	FDIC-10-430PCAS

WHEREAS, The Cowlitz Bank, Longview, Washington (the "Bank") is a critically undercapitalized depository institution as that term is defined in Section 38(b)(1) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. §1831o(b)(1), and Section 325.103 of the Federal Deposit Insurance Corporation ("FDIC") Rules and Regulations, 12 C.F.R. §325.103;

WHEREAS, pursuant to a letter dated April 12, 2010, the FDIC notified the Bank that it was undercapitalized as a result of the Bank's filing of its amended December 31, 2009 Call Report;

WHEREAS, pursuant to that same letter dated April 12, 2010, the FDIC also required the Bank to file a Capital Restoration Plan with the FDIC;

WHEREAS, on May 24, 2010, the FDIC received the Bank's Capital Restoration Plan and it is currently under review by the FDIC;

WHEREAS, prior to the Bank's filing of its Capital Restoration Plan on May 24, 2010, the Bank amended its first quarter 2010 Call Report on May 18, 2010 to reflect significant losses identified at the FDIC's April 19, 2010 visitation of the Bank;

WHEREAS, based on the Bank's amended first quarter 2010 Call Report and the findings of the FDIC's April 19, 2010 visitation of the Bank, the FDIC notified the Bank on May 24, 2010, that it was critically undercapitalized;

WHEREAS, the condition of the Bank continues to deteriorate;

WHEREAS, the management of the Bank has not demonstrated the ability to return the Bank to a safe and sound condition;

WHEREAS, the deteriorating condition of the Bank and the inability of the management of the Bank to return it to a safe and sound condition require that prompt corrective action be taken immediately; and

WHEREAS, the actions in this directive are necessary to carry out the purposes of Section 38 of the Act including Section 38(e)(5), 12 U.S.C. § 1831o(e)(5).

THEREFORE, the FDIC finds it necessary, in order to carry out the purposes of Section 38 of the Act, to issue this SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE without providing notice as set forth in Section 308.201(a)(1) of the FDIC's Rules of Practice and Procedure, 12 C.F.R. §308.201(a)(1), and hereby issues this SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE pursuant to Section 38 of the Act, 12 U.S.C. §1831o, and Section 308.201(a)(2) of the FDIC's Rules of Practice and Procedure, 12 C.F.R. §308.201(a)(2).

SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE

IT IS HEREBY DIRECTED, that within 30 days of the effective date of this Directive, the Bank shall take one or both of the following actions to recapitalize the Bank:

1. The Bank shall sell enough voting shares or obligations of the Bank so that the Bank will be adequately capitalized after the sale; and/or
2. The Bank shall accept an offer to be acquired by a depository institution holding company or to combine with another insured depository institution;

FURTHER DIRECTED, that during the period this Directive is in effect, the Bank shall not accept, renew or rollover any brokered deposits as defined in section 337.6(a)(2) of the FDIC Rules and Regulations, 12 C.F.R. § 337.6(a)(2);

FURTHER DIRECTED, that during the period this Directive is effective, the Bank shall restrict the interest rates that the Bank pays on deposits to comply with the interest rate restrictions in section 337.6 of the FDIC Rules and Regulations, 12 C.F.R. § 337.6;

FURTHER DIRECTED, that during the period this Directive is in effect, the Bank shall not permit its average total assets during any calendar quarter to exceed its average total assets during the preceding calendar quarter;

FURTHER DIRECTED, that during the period this Directive is in effect, the Bank shall make no capital distributions or dividend payments to its parent or any affiliate of the Bank or its parent, nor shall the Bank pay any bonuses to, or increase the compensation of, any director or officer of the Bank without prior written approval from the FDIC. The term “capital distribution” shall be defined as at Section 38(b)(2)(B) of the Act (12 U.S.C. § 1831o(b)(2)(B));

FURTHER DIRECTED, that during the period this Directive is in effect, the Bank shall comply with Section 23A of the Federal Reserve Act as if subsection (d)(1) of that section (exempting transactions with certain affiliated institutions) did not apply;

FURTHER DIRECTED, that during the period this Directive is in effect, the Bank shall not engage in branching and shall solicit the FDIC’s prior written approval to relocate, sell or dispose of any existing branch;

FURTHER DIRECTED, that the provisions of this SUPERVISORY PROMPT CORRECTIVE ACTION DIRECTIVE shall not affect the obligations of the Bank pursuant to any other action issued against the Bank by the FDIC; and

