STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
And
FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

In the Matter of	)	**CONSENT ORDER**
	)	
PARK STATE BANK	)	**STATE NO.**
DULUTH, MINNESOTA	)	
	)	**FDIC-10-737b**
(Insured State Nonmember Bank)	)	
	)	

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for the Bank, under Section 3(q) of the Federal Deposit Insurance Act (FDI Act), 12 U.S.C. § 1813(q)(3). The State of Minnesota, Department of Commerce, is the appropriate State banking authority for the Bank under Minnesota Statutes §§ 46.01 – 46.04 (2008).

Based on the findings of the Joint examination of the Bank by the FDIC and the State of Minnesota, Department of Commerce, (collectively "Supervisory Authorities"), as contained in the July 12, 2010 Report of Examination ("Report of Examination"), the Supervisory Authorities determined that the requirements for an order under 12 U.S.C. § 1818(b) and Minnesota statutes have been satisfied.

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 December 14, 2010, that is accepted by the Supervisory Authorities. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices to the issuance of this Consent Order (“ORDER”) by the Supervisory Authorities.

Based on the above, the Supervisory Authorities each hereby order that:

1. Charge-off of Adversely Classified Assets.

(a) Within 10 days of the effective date of this ORDER and within 10 days after the receipt of any future reports of examination of the Bank from either of the Supervisory Authorities, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified “Loss” in the Report of Examination, and such future reports of examination that have not been previously collected or charged off.

(b) Elimination of reduction of assets through the proceeds of other loans or extensions of credit made by the Bank is not considered collection for purposes of this ORDER.

2. <u>Reduction of Adversely Classified Assets</u>.

(a) Within 60 days from the effective date of this ORDER, and 60 days from receipt of future reports of examination from either of the Supervisory Authorities, the Bank shall develop and complete a written plan to reduce the Bank's risk exposure in each asset in excess of $200,000 classified "Substandard" or "Doubtful" in the Report of Examination and in such future reports of examination. For purposes of this provision, "reduce" means to collect, charge off, or improve the quality of an asset so as to warrant its removal from such adverse classification.

(b) In developing the plans mandated by this paragraph, the Bank shall, at a minimum, review, analyze, and document the financial position of the borrower, including sources of repayment and repayment ability, as well as the value and accessibility of any pledged or assigned collateral, and any possible actions to improve the Bank's collateral position.

(c) The plans mandated by this provision shall include, at a minimum, the following:

(i) specific action plans intended to reduce the Bank's risk exposure in each classified asset;

(ii) a requirement that quarterly written progress reports be submitted to the Board; and

(iii) a requirement that the Board review the progress reports and record with a notation of the review in the minutes of the Board meetings at which such reports are reviewed.

(d) Upon completion of the plans, the Bank shall immediately submit the plans to the Supervisory Authorities for review and comment. Within 30 days from receipt of any comment from the Regional Director, and after consideration of all such comments, the Board shall approve the plans, which approval shall be recorded in the Board’s minutes. Thereafter, the Bank shall implement and fully comply with the plans.

3. Restrictions on Advances to Adversely Classified Borrowers.

(a) While this ORDER is in effect, the Bank shall not, renew, or extend (directly or indirectly) any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit or obligation with the Bank that has been, in whole or in part, charged off or adversely classified “Substandard” or "Doubtful," either internally or by either of the Supervisory Authorities in a report of examination in the last 24 months, and is uncollected, or classified “Substandard” or “Doubtful” in the future, internally or in any future reports of examination from either of the Supervisory Authorities, and is uncollected.

(b) Subparagraph (a) of this provision shall not apply if the Bank's failure to extend further credit to a particular borrower would be detrimental to the best interests of the Bank. Prior to extending additional credit pursuant to this subparagraph (b), whether in the form of a renewal, extension, or further advance of funds, such additional credit shall be approved by the Board, who shall conclude:

(i) the failure of the Bank to extend such credit would be detrimental to the best interests of the Bank, with an explanation of why it would be detrimental (e.g., mitigation of loss; enhance collateral protection; or greater possible loss from contract liability);

(ii) that the extension of such credit would improve the Bank's position, with an explanatory statement of why the Bank's position would improve; and

(iii) an appropriate workout plan has been developed and will be implemented in conjunction with the additional credit to be extended.

(c) The conclusions and approval made pursuant to subparagraph (b) of this provision shall be made a part of the minutes of the meeting of the Board, at which the extension of credit is approved, with a copy retained in the borrower's credit file.

4. Independent Loan Review Program.

(a) Within 30 days, the Board shall develop a written loan review program that provides for a periodic and independent review of the Bank's loan portfolio and the identification and categorization of problem credits. At a minimum, the written program shall provide for:

(i) prompt identification of loans with credit weaknesses that warrant the special attention of management, including the name of the borrower, amount of the loan, reason why the loan warrants special attention, and assessment of the degree of risk that the loan will not be fully repaid according to its terms;

(ii) prompt identification of all outstanding balances and commitments attributable to each obligor identified under the requirements of subparagraph (i), including outstanding balances and commitments attributable to related interests of such obligors, including the obligor of record, relationship to the primary obligor identified under subparagraph (i), and an assessment of the risk exposure from the aggregate relationship;

(iii) identification of trends affecting the quality of the loan portfolio and potential problem areas;

(iv) assessment of the overall quality of the loan portfolio;

(v) identification of credit and collateral documentation exceptions;

(vi) identification and status of apparent violations of laws, rules, or regulations with respect to the lending function;

(vii) identification of loans that are not in conformance with the Bank’s loan policies and procedures;

(viii) identification of loans to directors, officers, principal shareholders, and their related interests; and

(ix) periodic written reports, but in no event less than quarterly, providing the information developed in (i) through (viii) above to the Board. The reports should also describe the action(s) taken by management with respect to problem credits.

(b) The Bank shall submit the written program to the Supervisory Authorities for review and comment. Within 30 days from receipt of any comment from the Regional Director, and after consideration of all such comments, the Board shall approve the program, which approval shall be recorded in the Board’s minutes. Thereafter, the Bank shall implement and fully comply with the loan review program.

(c) Upon implementation, a copy of each report submitted to the Board, as well as documentation of the actions taken by the Bank or recommendations to the Board that address identified deficiencies in specific loan relationships or the Bank’s policies, procedures, strategies, or other elements of the Bank’s lending activities, as well as any resulting determinations, shall be recorded and retained in the Board’s minutes.

5. Assessment of Management.

(a) From the effective date of this ORDER, the Bank shall take action to have and maintain qualified management, which shall be assessed on management’s ability to:

(i) Comply with the requirements of this Order, all applicable State and Federal laws and regulations, FDIC and Federal Financial Institutions Examination Council policy statements, and the Bank’s approved policies and procedures; and

(ii) Restore and thereafter maintain the Bank in a safe and sound condition, including, but not limited to, capital adequacy, asset quality, earnings, management effectiveness, liquidity, and sensitivity to market risks.

(b) Within 60 days from the effective date of this ORDER, the Board shall engage an independent third party (“Consultant”) acceptable to the Supervisor Authorities”, and that possesses appropriate expertise and qualifications to analyze and assess the management needs of the Bank and the performance of the Bank’s current officers.

(c) The Bank shall provide the Supervisory Authorities with a copy of the proposed engagement letter or contract with the Consultant for review before it is executed. The contract or engagement letter, at a minimum, shall include:

(i) a description of the work to be performed under the contract or engagement letter, the fees for each significant element of the engagement, and a maximum aggregate fee;

(ii) the responsibilities of the Consultant;

(iii) an identification of the professional standards covering the work to be performed;

(iv) identification of the specific procedures to be used when carrying out the work to be performed;

(v) the qualifications of the Consultant employee(s) who are to perform the work;

(vi) a provision for unrestricted access by the Supervisory Authorities to the Consultant’s workpapers;

(vii) a certification that the Consultant is not affiliated in any manner with the Bank; and

(viii) a requirement that within 90 days of engagement the Consultant shall deliver a written report to the Board (“Consultant’s Report”) summarizing the Consultant’s (A) analysis of the Bank’s management needs, (B) assessment of the performance of the Bank’s current officers and (C) recommendations regarding any changes or additions to the Bank’s officers.

(d) Within 30 days of receipt of the Consultant’s Report, the Board will develop a written plan (“Management Plan”) that addresses the findings of the Consultant’s Report, states the actions to be taken by the Bank in response to each recommendation contained in the Consultant’s Report, and establishes a time frame for completing each action. At a minimum, the Management Plan shall:

(i) contain a recitation of the recommendations included in the Consultant’s Report;

(ii) identify the type and number of officer positions needed to manage and supervise the affairs of the Bank, detailing any vacancies or additional needs and giving appropriate consideration to the size and complexity of the Bank;

(iii) identify the authority and responsibilities of each officer position;

(iv) present a clear and concise description of the relevant knowledge and experience required for each officer position;

(v) evaluate the current and past performance of all existing Bank officers, indicating whether the individuals are competent and qualified to perform present and anticipated duties and operate the Bank in a safe and sound manner;

(vi) identify the appropriate level of current and deferred compensation to each officer position;

(vii) establish requirements and methodologies to periodically evaluate each individual’s job performance;

(viii) identify and/or establish Bank committees needed to provide guidance and oversight to management;

(ix) establish a plan to terminate or reassign officers, as necessary, as well as recruit and retain qualified personnel, consistent with the Board’s analysis and assessment of the Bank’s staffing needs;

(x) contain a current organizational chart that identifies all existing and proposed officer positions, and delineates lines of authority and accountability;

(xi) contain a current management succession plan;

(xii) contain a procedure to ensure compliance with section 32 of the Act, 12 U.S.C. § 1831i, when applicable to changes/additions in directors and senior executive officers of the Bank; and

(xiii) establish procedures to review and update the Management Plan at least annually from the effective date of this ORDER;

(e) A copy of the Consultant’s Report and the Management Plan and any subsequent modification thereto shall be submitted to the Regional Director for review and comment. Within 30 days from receipt of any comment from the Supervisory Authorities and after consideration of all such comments, the Board shall approve the Management Plan which approval shall be recorded in the Board’s minutes. Thereafter, the Bank and its directors, officers and employees shall implement and follow the Management Plan and any modifications thereto. It shall remain the responsibility of the Board to fully implement the Management Plan within the specified time frames. In the event the Management Plan, or any portion thereof, is not implemented, the Board shall immediately advise the Supervisory Authorities, in writing, of specific reasons for deviating from the Management Plan.

6. Maintenance of Allowance for Loan and Lease Losses (“ALLL”).

(a) Within 10 days from the effective date of this ORDER, and within 10 days of receipt of future reports of examination from either of the Supervisory Authorities, the Board shall make a provision which will replenish the allowance for loan and lease losses (“ALLL”) for the loans charged off as a result of the most recent internal loan review or in the most recent examination and reflect the potential for further losses in the remaining loans or leases classified “Substandard” as well as all other loans and leases in its portfolio.

(b) Within 10 days from the effective date of this ORDER, the Board shall establish a comprehensive policy and methodology for determining the ALLL. The policy shall provide for a review of the ALLL at lease once each calendar quarter in order that the findings of the Board may be properly reported in the Bank’s Call Reports. Such reviews shall, at a minimum, be made in accordance with the Call Report Instructions, the Interagency Statement of Policy on the Allowance for Loan and Lease Losses, other applicable regulatory guidance that addresses the appropriateness of the Bank’s ALLL, and any analysis of the Bank’s ALLL provided by either of the Supervisory Authorities.

(c) A deficiency in the Bank’s ALLL shall be remedied in the calendar quarter in which it is discovered by a charge to current operating earnings prior to any Tier 1 capital determinations required by this ORDER and prior to the Bank’s submission of its Call Report. The Board shall thereafter maintain an appropriate ALLL.

(d) The Bank shall submit the policy and ALLL methodology to the Supervisory Authorities for review and comment. Within 30 days from receipt of any comment from the Regional Director, and after consideration of any recommended changes, the Board shall approve the policy, which approval shall be recorded in the Board’s minutes. Thereafter, the Bank shall implement and fully comply with the policy.

7. <u>Minimum Capital Requirements</u>.

(a) While this ORDER is in effect, the Bank shall have and maintain the following minimum capital ratios (as defined in Part 325 of the FDIC’s Rules and Regulations), after establishing an appropriate ALLL:

(i) Tier 1 “Leverage Capital Ratio” at least equal to 8.0 percent; and

(ii) “Total Risk-Based Capital Ratio” at least equal to 12.0 percent.

(b) In the event any ratio is or becomes less than the minimum required by subparagraph (a) of this provision, the Bank shall immediately notify the Supervisory Authorities and within 45 days shall: (1) increase capital in an amount sufficient to comply with subparagraph (a), or (2) submit a written plan to the Supervisory Authorities, describing the primary means and timing by which the Bank shall increase its capital ratios up to or in excess of the minimum requirements of subparagraph (a) above, as well as a contingency plan, including the possible sale, merger, or liquidation of the Bank, in the event the primary sources of capital are not available. Within 30 days of receipt of any such comments from the Regional Director, and after consideration of all such comments, the Board shall approve the written plan, which approval shall be recorded in the Board’s minutes. Thereafter, the Bank shall implement and fully comply with the written plan.

(c) Any increase in Tier 1 capital necessary to meet the requirements of subparagraph (a) of this provision may not be accomplished through a deduction from the ALLL.

8. Dividend Restriction.

While this ORDER is in effect, the Bank shall not declare or pay any dividends without the prior written approval of the Supervisory Authorities.

9. Liquidity.

Within 60 days from the effective date of this ORDER, the Board shall review the Bank’s liquidity and contingency funding policies and plans, and develop or amend each as necessary to address the comments and criticisms in the Report of Examination. The policies shall incorporate the guidance contained in Financial Institution Letters 84-2008, dated August 26, 2008, entitled *Liquidity Risk Management*, and 13-2010, dated April 5, 2010, entitled *Funding and Liquidity Risk*

Management. Thereafter, the Bank shall implement and fully comply with the policies and plans.

10. <u>Business/Strategic Plan and Profit and Budget Plan</u>.

(a) Within 90 days of the effective date of this ORDER, and within 30 days from the first day in each calendar year thereafter, the Board shall develop a written three-year business/strategic plan and one-year profit and budget plan covering the overall operation of the Bank and its goals and strategies, consistent with sound banking practices, and taking into account the Bank’s other written plans, policies, or other actions as required by this ORDER.

(b) The business/strategic plan shall provide specific objectives for asset growth, loan portfolio mix, market focus, earnings projections, capital needs, and liquidity position. The profit and budget plan shall include goals and strategies for improving the earnings of the Bank. The budget shall include a description of the operating assumptions that form the basis for, and adequately support, major projected income and expense components.

(c) The business/strategic plan and the profit and budget plan, and any subsequent modification thereto, shall be submitted to the Supervisory Authorities for review and comment. Within 30 days of receipt of all such comments from the Regional Director, and after consideration of all such comments, the Board shall approve the business/strategic plan and the profit and budget plan, which approval shall be recorded in the Board’s minutes. Thereafter, the Bank shall implement and fully comply with the Brokered Deposit Plan.

11. Correction of Information Technology Deficiencies.

(a) Within 90 days from the effective date of this ORDER, management will correct all other remaining deficiencies cited in the Information Technology Report of Examination.

(b) For any deficiencies that cannot be corrected, the Bank shall document why corrections could not be made, which report shall be reviewed by the board of directors at its next meeting, and whose review, discussion and any action taken shall be recorded in its minutes.

12. Disclosure of Order to Sole Shareholder.

Following the effective date of this ORDER, the Bank shall provide a copy of this ORDER to its sole shareholder, (i) in conjunction with the Bank’s next shareholder communication, and (ii) in conjunction with its notice or proxy statement preceding the Bank’s next shareholder meeting.

13. <u>Progress Reports Detailing Compliance with ORDER</u>.

(a) Within 45 days of the end of the first calendar quarter following the effective date of this ORDER, and within 45 days of the end of each calendar quarter thereafter, the Bank shall furnish written progress reports to the Supervisory Authorities detailing the form, manner, and results of any actions taken to secure compliance with this ORDER. Such written progress reports shall provide cumulative detail of the Bank’s progress toward achieving compliance with each provision of the ORDER, including at a minimum:

(i) description of the identified weaknesses and deficiencies;

(ii) provision(s) of the ORDER pertaining to each weakness or deficiency;

(iii) actions taken or in-process for addressing each deficiency;

(iv) results of the corrective actions taken;

(v) the Bank’s status of compliance with each provision of the ORDER; and

(vi) appropriate supporting documentation.

(b) Progress reports may be discontinued when the Supervisory Authorities have, in writing, released the Bank from making additional reports.

MISCELLANEOUS

The provisions of this ORDER shall not bar, estop or otherwise prevent the FDIC, the State of Minnesota, Department of Commerce, or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

This Order shall be effective on the date of issuance.

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

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 and the State of Minnesota, Department of Commerce.

This ORDER shall be effective the _17th_ day of _December_, 2010.

FEDERAL DEPOSIT INSURANCE CORPORATION
Issued Pursuant to Delegated Authority

By: /s/________________________
Mark S. Moylan
Deputy Regional Director
Federal Deposit Insurance Corporation
Kansas City Regional Office

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE

By: /s/________________________
Kevin M. Murphy
Deputy Commissioner