

The FDIC considered the matter and determined to accept the STIPULATION.

Having also determined that the requirements for issuance of an order under 12 U.S.C. § 1818(b) have been satisfied, the FDIC HEREBY ORDERS that 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, take affirmative action as follows:

BOARD OVERSIGHT

1. From the effective date of this ORDER, the Bank's board of directors ("Board") shall increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities.

(a) Within sixty (60) days from the effective date of this ORDER, the Bank's Board shall appoint a compliance committee ("Compliance Committee") which shall include at least two (2) directors who are not active officers of the Bank and at least one (1) member of senior management, plus the Compliance Officer retained pursuant to this ORDER.

(b) The existence of the Compliance Committee in no way diminishes the responsibility of the entire Board for ensuring compliance with the provisions of this ORDER.

(c) The Bank's Board, in conjunction with the Compliance Committee, shall allocate resources to the compliance area that are:

- (i) commensurate with the level of complexity of the Bank's operations to ensure the establishment and implementation of an adequate CMS, as described in the FDIC's Compliance Examination Manual, Section II-2.1 - 2.4 ("Compliance Management System Guidance"), and shall include specific procedures to ensure the Bank's compliance with all consumer protection and compliance laws and regulations relating to financial transactions and services ("Consumer Laws");
- (ii) sufficient to ensure the Bank's timely compliance with the provisions of this ORDER; and
- (iii) sufficient to assist the Compliance Committee in receiving ongoing training to effectively oversee and implement the Bank's CMS.

(d) The Bank's Board shall ensure that the Compliance Officer:

- (i) is given and retains sufficient authority and independence to implement policies related to Consumer Laws and to institute corrective action as needed. This authority shall include the ability to cross departmental or division lines, have access to all areas of the Bank's operations, and effectuate corrective action upon discovering deficiencies; and
- (ii) receives ongoing training, sufficient time, and adequate resources to effectively oversee, coordinate, and implement the Bank's CMS.

(e) The Bank's Board, in conjunction with the Compliance Committee, shall ensure that the duties and responsibilities of the Compliance Officer are clearly defined and provide for accessibility to both the Board and senior management. The duties assigned to the Compliance Officer shall include:

- (i) the preparation of monthly written reports that the Compliance Officer shall present to the Board;
- (ii) the prompt review and written response to audit reports (in addition to any such

response required by the Bank's audit committee) relating to all areas of the Bank's CMS, including, but not limited to the external audit required under this ORDER, with all written responses being presented to the Board; and

- (iii) the preparation of a schedule of requirements for Consumer Laws (such as the type, content and timing of disclosures and maintenance of records), for the purpose of informing Bank employees of the requirements relating to their duties.

(f) Within sixty (60) days from the effective date of this ORDER, the Bank's Board shall have written procedures in place that provide for monitoring of the Bank's compliance with this ORDER. These monitoring procedures shall mandate that:

- (i) the Board meet monthly, at a minimum, during which the Board shall review, acknowledge, and approve reports submitted by the Compliance Officer, Compliance Management Program audit reports, and the status of the Bank's overall compliance with this ORDER. Board minutes shall

document these reviews and approvals, including the names of any dissenting directors.

- (ii) the Compliance Committee, acting through its Chair or other designated member, shall report to the Board at each Board meeting held while the ORDER is in effect.

This report shall include the minutes of the Compliance Committee meetings, which the Board shall review at its monthly meeting, and the minutes of the Board shall document these reviews and approvals, including the names of any dissenting directors.

- (iii) that the Board shall review progress reports required by this ORDER, and any written responses to such reports, with each such report or response being signed by each member of the Board, and that the review of such documents be recorded in the minutes of the applicable Board meeting. Such reports may be discontinued when the corrections required by this ORDER have been accomplished and the

Regional Director of the Chicago Regional Office of the FDIC ("Regional Director") has released, in writing, the Bank from making additional reports.

(g) The Board shall ensure proper and timely follow-up and resolution to audit and examination findings indicating the need for corrective action.

(h) The Board shall hold employees accountable for following adopted policies, procedures and regulatory requirements and shall develop policies and procedures for such accountability and an internal monitoring system of employees' performance to ensure that compliance policies, procedures and regulatory requirements are adequately followed.

MANAGEMENT

2. (a) While this ORDER is in effect, the Bank shall have and retain qualified management relating to the Bank's CMS, as set forth in subparagraph (b) below. Each member of management shall have the qualifications and experience commensurate with his or her duties and responsibilities relating to the Bank's CMS. The Board shall provide each member of management the appropriate written authority to implement the provisions of this ORDER.

(b) The qualifications of management shall be assessed on its ability to:

- (i) comply with the requirements of this ORDER;
- (ii) operate the Bank in a safe and sound manner;
- (iii) effectuate the Bank's compliance with Consumer Laws;
- (iv) develop, implement and administer a satisfactory CMS, pursuant to the FDIC's Compliance Management System Guidance; and
- (v) ensure that any wholly owned subsidiary of the Bank is operated in a safe and sound manner and that it complies with all Consumer laws.

COMPLIANCE OFFICER

3. Within sixty (60) days from the effective date of this ORDER, the Bank shall have and retain a Compliance Officer who possesses the requisite knowledge and experience to administer an effective CMS. The Compliance Officer, together with other Bank personnel performing compliance duties under the Compliance Officer's direction, shall constitute, at a minimum, one full-time equivalent position.

(a) The responsibilities of the Compliance Officer shall, at a minimum, include:

- (i) developing compliance policies and procedures, and conducting regular reviews to ensure that updates are accomplished as necessary;
- (ii) administering a compliance training program and providing training in Consumer Laws to the Bank's Board, Bank management and employees on a continuing basis; and
- (iii) coordinating responses to consumer compliance complaints.

(b) The ongoing determination of whether the Bank has retained a qualified Compliance Officer within the meaning of this ORDER shall be based upon the continued effectiveness of the Bank in achieving compliance with the requirements of this ORDER and with the Consumer Laws.

COMPLIANCE POLICY AND PROCEDURES

4. Within ninety (90) days from the effective date of this ORDER, the Bank shall develop and implement a Compliance Policy ("Compliance Policy"). The Compliance Policy shall be acceptable to the Regional Director as determined at subsequent examinations or visitations. At a minimum, this Compliance Policy shall:

- (a) require the adoption of a comprehensive CMS, which will be reviewed and approved annually by the Board; and

(b) require the development of internal monitoring procedures to ensure that:

- (i) the Bank's actual practices and procedures reflect the Compliance Policy; and
- (ii) employees understand and follow the Compliance Policy to determine whether they are adhering to the requirements of Consumer Laws.

COMPLIANCE MONITORING

5. Within ninety (90) days from the effective date of this ORDER, the Bank shall ensure that effective compliance monitoring procedures are developed and instituted. The procedures required by this paragraph shall be acceptable to the Regional Director as determined at subsequent examinations or visitations of the Bank. At a minimum, monitoring procedures should include regular and ongoing reviews of:

(a) the banking and lending transactions that constitute the normal daily activities of employees for all Bank operating units, to identify errors and overall compliance with the Bank's Compliance Policy, with such reviews taking place at least monthly;

(b) disclosures and calculations for each of the Bank's loan and deposit products;

(c) document filing and retention procedures;

(d) marketing literature and advertising prior to its implementation or use; and

(e) the internal compliance communication system that provides updates to Bank employees and the Board about changes or additions to Consumer Laws.

COMPLIANCE CONSULTANT

6. Within thirty (30) days from the effective date of this ORDER, the Bank shall have and retain a qualified consultant with the requisite knowledge and experience to assist the Bank in developing an effective CMS.

(a) The Bank shall provide the Regional Director 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;
- (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's employee(s) who are to perform the work;
- (vi) The time frame for completion of the work;
- (vii) Any restrictions on the use of the reported findings; and
- (viii) A provision for unrestricted examiner access to workpapers, memoranda and/or reports.

(b) At a minimum, the CMS developed with the assistance of the consultant shall meet the standards set forth in the Compliance Management System Guidance, cited above.

TRAINING PROGRAM

7. Within ninety (90) days from the effective date of this ORDER, the Bank shall develop a training program, acceptable to the Regional Director as determined at subsequent examinations or visitations, related to Consumer Laws for all Bank personnel, including senior management and the Board, commensurate with their individual job functions and duties.

EXTERNAL AUDIT

8. (a) Within one hundred twenty (120) days from the effective date of this ORDER, the Bank shall cause an external audit to be conducted to ensure compliance with Consumer Laws.

(b) The audit will assess the Bank's CMS in conjunction with the Compliance Management System Guidance, and at a minimum, shall:

- (i) be comprehensive in scope;
- (ii) identify the number of transactions sampled by category or product type;
- (iii) identify deficiencies;
- (iv) provide descriptions of or suggestions for corrective actions and time frames for correction; and
- (v) establish follow-up procedures to verify that corrective actions are implemented effectively.

(c) Audit findings, deficiencies, and recommendations shall be documented in a written report and provided to the Board within thirty (30) days after completion of the external audit.

(d) Within thirty (30) days of receipt of the external auditor's written report, the Board shall meet and take action to address the audit findings, correct any deficiencies noted, and implement any recommendations or explain in a written report why a particular recommendation has not been implemented, which shall be signed by all Board members and attached to the Board minutes.

(e) The Bank shall provide the Regional Director with a copy of the proposed engagement letter with the external

auditor for review before it is executed. The engagement letter, at a minimum, should include:

- (i) a description of the work to be performed under the engagement letter;
- (ii) the responsibilities of the external auditor;
- (iii) an identification of the professional standards used in relation to 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 employee(s) who are to perform the work;
- (vi) the time frame for completion;
- (vii) any restrictions on the use of the reported findings;
- (viii) a provision for unrestricted examiner access to work papers; and
- (ix) a provision stating that the external auditor will present the audit findings directly to the Board.

(f) After receipt of the external audit, the Bank shall, on a quarterly basis, have subsequent external audits

conducted. The Bank shall comply with all of the provisions of this paragraph for subsequent audits.

(g) The external auditor required by this Paragraph must be independent from the Compliance Consultant required by this ORDER.

(h) A copy of any external audit(s) and all subsequent reviews and correspondence received by the Bank from the compliance auditor shall be submitted to the Regional Director within thirty (30) days of receipt.

DOCUMENTATION OF AUDIT FINDINGS

9. Within one hundred twenty (120) days from the effective date of this ORDER, the Bank shall formulate, adopt, and implement procedures, acceptable to the Regional Director as determined at subsequent examinations or visitations, to ensure that Bank responses to audit findings, including any Bank corrective actions in response to audit findings, are documented and reported to the Board.

CORRECT VIOLATIONS

10. Within thirty (30) days from the effective date of this ORDER, the Bank shall eliminate or correct all violations of Consumer Laws identified in the Compliance Report.

DISCLOSURE TO SHAREHOLDER

11. Following the effective date of this ORDER, the Bank shall send its shareholder a copy of this ORDER in conjunction with either: (a) the Bank's next shareholder communication; or (b) its notice or proxy statement preceding the Bank's next shareholder meeting.

PROGRESS REPORTS

12. Within thirty (30) days from the end of the first calendar quarter following the effective date of this ORDER, and within thirty (30) days after the end of each successive calendar quarter thereafter, the Bank shall furnish written progress reports to the Regional Director detailing the form and manner of any action taken to secure compliance with this ORDER and the results thereof.

CLOSING PARAGRAPHS

The effective date of this ORDER shall be the date of its issuance by the FDIC.

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

The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as,

