FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

and

OFFICE OF FINANCIAL INSTITUTIONS

COMMONWEALTH OF KENTUCKY

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| In the Matter of | AMENDED ORDER TO CEASE AND DESIST |
| AMERICAN FOUNDERS BANK, INC.<br>FRANKFORT, KENTUCKY | FDIC-07-026b |
| (Insured State Nonmember Bank) | |

American Founders Bank, Frankfort, Kentucky ("Bank"), having been advised of its right to a NOTICE OF CHARGES AND OF HEARING detailing the unsafe or unsound banking practices and violations of law, rule, or regulation 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 section 286.3-690 of the Kentucky Revised Statutes, Ky. Rev. Stat. Ann. § 286.3-690 (Michie 2006), regarding hearings before the Commonwealth of Kentucky, Office of Financial Institutions ("KOFI"), and having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN AMENDED ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") with representatives of the Federal Deposit Insurance Corporation

(“FDIC”) and KOFI, dated September 4, 2007 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 AMENDED ORDER TO CEASE AND DESIST (“AMENDED ORDER”) by the FDIC and KOFI, as a restatement of the ORDER TO CEASE AND DESIST previously issued by the FDIC and KOFI on February 22, 2007.

The FDIC and KOFI considered the matter and determined that they had reason to believe that the Bank had engaged in unsafe and unsound banking practices. The FDIC and KOFI, therefore, accepted the CONSENT AGREEMENT and issued the following:

ORDER TO CEASE AND DESIST

IT IS HEREBY ORDERED, 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, cease and desist from the following unsafe or unsound banking practices:

A. Operating with an inadequate funds management policy.

B. Operating with an inadequate audit program.

C. Operating with inadequate internal routines and controls.

D. Violating law, rule, or regulation, including:

- The restrictions on activities of state banks in Part 362 of the FDIC Rules and Regulations, 12 C.F.R. Part 362;
- The reporting and recordkeeping requirements of section 215.8 and 215.12 of Regulation O of the Board of Governors of the Federal Reserve System, 12 C.F.R. §§ 215.8 & 215.12;
- The collateral requirements of section 23A of the Federal Reserve Act ("section 23A"), 12 U.S.C. § 371c(c)(1);
- The good faith terms and circumstances requirement of section 23B of the Federal Reserve Act ("section 23B"), 12 U.S.C. § 371c-1(a)(1)(B).
- The appraisal requirement of Part 323 of the FDIC Rules and Regulations, 12 C.F.R. Part 323;
- The requirements for accurate report of condition and income in section 7(a)(1) of the Act, 12 U.S.C. § 1817(a)(1);
- The requirements for prior approval for reductions in common stock in section 18(i) of the Act, 12 U.S.C. § 1828(i); and
- The annual reporting requirements of section 326.4 of the FDIC Rules and Regulations, 12 C.F.R. § 326.4.

E. Operating with an excessive level of adversely classified assets.

F. Operating with an inadequate allowance for loans and lease losses for the volume, kind, and quality of loans and leases held.

G. Operating with an inadequate loan policy.

H. Operating without an adequate program of loan review.

I. Engaging in hazardous lending and lax collection practices, including, but not limited to:

- The failure to obtain proper loan documentation;
- The failure to obtain adequate collateral;
- The failure to establish and monitor collateral margins of secured borrowers;
- The failure to establish and enforce adequate loan repayment programs;
- The failure to obtain current and complete financial information;
- Unjustified capitalization of interest; and
- Lending to nominee borrowers.

J. Operating in such a manner as to create inadequate earnings to support operations and asset growth.

K. Operating with inadequate procedures for managing interest rate risk.

L. Operating with management whose policies and practices are detrimental to the Bank and jeopardize the safety of its deposits.

M. Operating with a board of directors which has failed to provide adequate supervision over and direction to the management of the Bank to prevent unsafe or unsound banking practices and violations of law, rule, or regulation.

IT IS FURTHER ORDERED, that the Bank, its institution-affiliated parties, and its successors and assigns, take affirmative action as follows:

1. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise its written funds management policy in a manner acceptable to the Regional Director of the Chicago Regional Office of the FDIC ("Regional Director") and the Executive Director of KOFI ("Executive Director"). Thereafter, the Bank shall implement and adhere to the revised policy. Annually thereafter while this AMENDED ORDER is in effect, the Bank shall review this policy for adequacy and, based upon such review, shall make appropriate revisions to the policy that are necessary to maintain adequate provisions to meet the Bank's liquidity needs. The initial revisions shall include, at a minimum, provisions:

(a) Establishing the membership of the Bank’s Asset and Liability Committee, and the responsibilities of the members, including the frequency with which the committee shall meet and assignment of authority to make funds management decisions;

(b) Requiring periodic review of deposit structure, including: volume and trend to total deposits; maturity distribution of time deposits; rates being paid on each type of deposit in comparison to competitors in the Bank’s trade area; and limits on large time deposits, public funds and out-of-area deposits;

(c) Establishing limits on concentrations in or excessive reliance upon any single source or type of funding, such as brokered funds, internet deposits, or other similar rate sensitive or credit sensitive deposits;

(d) Establishing methodologies for computing the cost of funds and analyzing marginal funding costs;

(e) Establishing acceptable risk tolerance levels, such as individual and aggregate limits on borrowed funds by type and source, or a minimum limit on the amount of short-term investments;

(f) Establishing a minimum liquidity ratio and defining how the ratio is to be calculated;

(g) Establishing procedures for tax planning;

(h) Addressing the proper use of borrowings (i.e., seasonal credit needs, match funding mortgage loans, etc.) and providing for appropriate tenor commensurate with the use of the borrowed funds, addressing concentration of funding sources, pricing and collateral requirements with specific allowable funding channels identified (i.e., brokered deposits, internet deposits, Fed funds purchased and other correspondent borrowings);

(i) Requiring Bank management or the asset and liability committee to make written monthly reports detailing the Bank's liquidity position, including the Bank’s net non-core funding ratio and liquidity ratio, to the Bank’s board of directors; and any action taken as a result of the reports shall be recorded in the minutes of the meeting to the board; and

(j) Requiring periodic independent review of asset and liability management and compliance with established policies and procedures.

2. (a) While this AMENDED ORDER is in effect, the Bank shall annually obtain external audits of its financial statements and operating procedures, to be performed by an independent public accounting firm acceptable to the Regional Director and Executive Director.

(b) Within 30 days, the Bank shall develop a written system to monitor actions to correct deficiencies noted during internal audits. The system shall identify:

(i) Corrective actions to be taken;

(ii) Reasonable time frames for such corrective actions; and

(iii) The individual or individuals responsible for implementing such corrective actions.

(c) While this AMENDED ORDER is in effect, all findings and deficiencies noted during internal audits shall be presented directly to the board of directors.

3. While this AMENDED ORDER is in effect, the Bank shall adhere to its internal policies and procedures to ensure that it addresses all concerns regarding the Bank’s internal routines and controls identified in the January 22, 2007, Joint Report of Examination of the Bank (“Joint Report”).

4. (a) While this AMENDED ORDER is in effect, the Bank shall have and thereafter retain qualified management. Each member of management shall have the qualifications and experience commensurate with his or her duties and responsibilities at the Bank. The qualifications of management shall be assessed on its ability to:

(i) comply with the requirements of this AMENDED ORDER;

(ii) ensure that the Bank's electronic or automated information systems result in the Bank's books and records being in and remaining in a complete and accurate state;

(iii) operate the Bank in a safe and sound manner;

(iv) comply with applicable laws, rules, and regulations; and

(v) restore all aspects of the Bank to a safe and sound condition, including asset quality, capital adequacy, earnings, and management effectiveness.

(b) Prior to the addition of any individual to the board of directors or the employment of any individual as a senior executive officer, the Bank shall comply with the requirements of section 32 of the Act, 12 U.S.C. § 1831(i), and Subpart F of Part 303 of the FDIC Rules and Regulations, 12 C.F.R. §§ 303.100-303.104. Further, the Bank shall request and obtain the Regional Director's and Executive Director's written approval prior to the addition of any individual to the board of directors and the employment of any individual as a senior executive officer.

5. Within 30 days of the effective date of this AMENDED ORDER, the Bank shall revise the Conflicts of Interest Policy in a manner acceptable to the Regional Director and the Executive Director and enforce the provisions thereof. The policy shall be revised to contain the following provisions:

(a) Employees are prohibited from overseeing transactions with, or loans to, any related interests, relatives, or other entities with which the employee has a direct or indirect financial interest;

(b) The Bank's board of directors shall approve any loan or other transactions in which insiders are involved, either directly or indirectly;

(c) Board minutes shall document when conflicts of interest are identified and record actions taken to resolve the conflict of interest; and

(d) Employees shall annually attest, in writing, that they have complied with the requirements of the policy.

6. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall eliminate and/or correct all violations of law, rule, and regulation listed in the Joint Report in a manner acceptable to the Regional Director and the Executive Director.

(b) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall implement procedures to ensure future compliance with all applicable laws, rules, and regulations. Such procedures shall include proper identification of all real estate loan-to-value exceptions as required by Appendix A of Part 365 of the FDIC Rules and Regulations, 12 C.F.R. Part 365, Appendix A, in reports to be submitted quarterly to the Bank’s board of directors. The report shall also disclose the aggregate amount of loan-to-value exceptions as a percent of Tier 1 leverage capital.

7. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall formulate and adopt a realistic, comprehensive three-year strategic plan. The 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. The written strategic plan shall address, at a minimum:

(i) The organization’s mission statement;

(ii) Economic issues of the industry and the market areas served;

(iii) Succession of management;

(iv) Staffing needs at the management level;

(v) Staff training;

(vi) Financial goals, including but not limited to pro forma statements for asset growth, capital adequacy, and earnings performance; and

(vii) Identification of any new lines of business and new types of lending, as well as the Bank's expertise in these areas.

(b) Within 30 days from the end of each calendar quarter following the effective date of this AMENDED ORDER, the Bank's board of directors shall evaluate the Bank's actual 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 minutes of the board of directors' meeting at which such evaluation is undertaken.

(c) The strategic plan required by this AMENDED ORDER shall be revised in a manner acceptable to the Regional Director and Executive Director by January 31 each year for which this AMENDED ORDER is in effect. Such revisions shall reflect the Bank's plans to resolve any variances in performance from that anticipated in the version of the strategic plan in effect during the preceding year. Thereafter, the Bank shall implement and adhere to the revised plan.

8. (a) Within 10 days of the effective date of this AMENDED ORDER, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets

classified “Loss” as of January 22, 2007, that have not been previously collected or charged off. The Bank shall also maintain a specific reserve allocation of 50 percent of the value of all assets classified “Doubtful.” Any such charged-off asset shall not be rebooked, and any such specific reserve allocation shall not be reversed, without the prior written consent of the Regional Director and Executive Director. Elimination or reduction of these assets with the proceeds of other Bank extensions of credit is not considered collection for the purpose of this paragraph.

(b) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall adopt, implement, and adhere to a written plan which is acceptable to the Regional Director and the Executive Director to reduce the Bank’s risk position in each asset in excess of $100,000 which is classified “Substandard” or “Doubtful” in the Joint Report. The plan shall include, at a minimum:

(i) A review of the financial position of each such borrower, including source of repayment, repayment ability, and alternative repayment sources;

(ii) An evaluation of the available collateral for each such credit, including possible actions to improve the Bank’s collateral position.

(iii) Dollar levels to which the Bank shall reduce each asset within six and twelve months from the effective date of this AMENDED ORDER and specific proposals for how the Bank shall reach these levels; and

(iv) Provisions for the submission of monthly written progress reports to the Bank’s board of directors for review and notation in minutes of the meetings of the board of directors.

(c) As used in this AMENDED ORDER, “reduce” means to: (1) collect; (2) charge off; or (3) improve the quality of such assets so as to warrant removal of any adverse classification by the FDIC or KOFI.

9. (a) Within 60 days from the effective date of this AMENDED ORDER, and quarterly thereafter, the Bank shall make additional provisions for loan and lease losses which, after review and consideration by the board of directors, reflects the potential for further losses in the remaining loans or leases classified “Substandard” and all other loans and leases in its portfolio. In making this determination, the

board of directors shall consider the FFIEC Instructions for the Reports of Condition and Income and any analysis of the Bank’s ALLL provided by the FDIC or KOFI.

(b) Within 60 days from the effective date of this AMENDED ORDER, Reports of Condition and Income required by the FDIC and filed by the Bank subsequent to January 22, 2007, but prior to the effective date of this AMENDED ORDER, shall be amended and refiled if they do not reflect a provision for loan and lease losses and an ALLL which are adequate considering the condition of the Bank’s loan portfolio, and which, at a minimum, incorporate the adjustments required by this paragraph.

(c) Prior to submission or publication of all Reports of Condition and Income required by the FDIC after the effective date of this AMENDED ORDER, the board of directors of the Bank shall review the adequacy of the Bank’s ALLL, provide for an adequate ALLL, and accurately report the same. The minutes of the board meeting at which such review is undertaken shall indicate the findings of the review, the amount of increase in the ALLL recommended, if any, and the basis for determination of the amount of ALLL provided. In making these determinations, the board of directors shall consider the FFIEC Instructions for the Reports of Condition and Income and any analysis of the Bank’s ALLL provided by the FDIC or KOFI.

(d) ALLL entries required by this paragraph shall be made prior to any Tier 1 capital determinations required by this AMENDED ORDER.

10. (a) While this AMENDED ORDER is in effect, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who is already obligated in any manner to the Bank on any extensions of credit (including any portion thereof) that has been charged off the books of the Bank or classified “Loss” so long as such credit remains uncollected.

(b) As of the effective date of this AMENDED ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower whose loan or other credit has been classified “Substandard,” “Doubtful,” or is listed for Special Mention and is uncollected unless the Bank’s board of directors, or the loan committee of the Bank’s board of directors, has adopted a detailed written statement giving the reasons why such extension of credit is in the best interest of the Bank, prior to such extension of credit. A copy of the statement shall be placed in the appropriate loan file and shall be incorporated in the minutes of the applicable board of directors’ or loan committee meeting, along with a notation as to the vote of each director.

11. Within 90 days from the effective date of this AMENDED ORDER, the Bank shall adopt, implement, and adhere to a plan for the reduction and collection of delinquent loans which is acceptable to the Regional Director and Executive Director. The plan shall include, but not be limited to, provisions which:

(a) Prohibit the extension of credit for the payment of interest;

(b) Prohibit the use of overdrafts to make principal and interest payments;

(c) Prohibit loan maturity dates from being extended without full collection of interest and regularly scheduled principal payments;

(d) Clearly define responsibility among Bank personnel;

(e) Requiring that loans be placed on nonaccrual status in accordance with the Instructions for Filing Reports of Condition and Income, and that any interest accrued but uncollected for such loans be charged off; and

(f) Establish such other guidelines and restriction as are necessary to effectively collect delinquent loans.

12. Within 90 days from the effective date of this AMENDED ORDER, the Bank shall correct all deficiencies in the loans listed for “Special Mention” in the Joint Report.

13. Within 90 days from the effective date of this AMENDED ORDER, the Bank shall correct the technical exceptions listed in the Joint Report.

14. (a) Within 90 days from the effective date of this AMENDED ORDER, and annually thereafter, the board of directors of the Bank shall review the Bank’s loan policy and procedures for adequacy and, based upon this review, shall revise the policy in a manner acceptable to the Regional Director and the Executive Director to strengthen lending procedures and abate additional loan deterioration. Thereafter, the Bank shall implement and adhere to the revised loan policy.

(b) The initial revisions to the Bank’s loan policy required by this paragraph, at a minimum, shall include provisions:

(i) Prohibiting the capitalization of interest or loan-related expenses unless the board of directors, or the loan committee of the Bank’s board of directors, provides in writing a detailed explanation of why said deviation is in the best interest of the Bank;

(ii) Standardizing memoranda prepared by loan officers in support of proposed extensions of credits;

(iii) Requiring the identification of the purposes and repayment sources of all extensions of credit;

(iv) Requiring that repayment terms are appropriate for the loan purpose and repayment source;

(v) Requiring appropriate repayment schedules for all unsecured loans;

(vi) Establishing guidelines regarding the terms to be included in loan agreements, including specifically the use of restrictive covenants;

(vii) Addressing concentrations of credit and diversification of risk, including a specific definition of concentration of credit, goals for portfolio mix, establishment of limits within loan and other asset categories, and development of a tracking and monitoring system for the economic and financial condition of specific geographic locations, industries, and groups of borrowers;

(viii) Establishing procedures for identifying and correcting documentation exceptions;

(ix) Establishing procedures for approving policy exceptions, including requirements for approval by the senior lending officer or Directors Loan Committee and for such exceptions to be noted by memorandum in the loan file and in the minutes of the loan committee of the Bank's board of directors, explaining why such exception is in the best interest of the Bank;

(x) Establishing procedures to ensure that loan proceeds are not disbursed until loan file documentation is complete and accurate;

(xi) Requiring cash flow analyses that demonstrate a borrower’s ability to service all new and renewed loans; and

(xii) Establishing requirements regarding the circumstances under which the Bank will accept financial statements which are customer prepared, compiled, reviewed, or audited.

(c) The initial revisions to the Bank’s loan policy required by this paragraph shall also include provisions relating specifically to construction loans, and shall require the Bank to:

(i) Document the background information of the builder/developer concerning reputation, work and credit experience, and financial statements;

(ii) Establish loan agreements that specify the performance of each party during the course of construction;

(iii) Require lending staff to prepare written construction inspections prior to funding draw requests.

(iv) Monitor construction costs;

(v) Require appropriate documentation for loans to finance cost overruns;

(vi) Prohibit loan amortization schedules for speculative loans that exceed loan policy guidelines;

(vii) Enhance monitoring procedures relating to guidance lines; and

(viii) Verify that proceeds are used properly to complete the construction or development of the project financed.

15. Within 90 days from the effective date of this AMENDED ORDER, the Bank shall revise, adopt, implement, and adhere to an internal loan review and grading system to periodically review the Bank’s loan portfolio and identify and categorize problem credits. At a minimum, the loan review/grading system shall provide for:

(a) Identification of the overall quality of the loan portfolio;

(b) Identification and amount of each delinquent loan;

(c) Identification, or grouping, of loans that warrant the special attention of management;

(d) For each loan identified, a statement of the amount and an indication of the degree of risk that the loan will not be fully repaid according to its terms and the reason(s) why the particular loan merits special attention;

(e) Identification of credit and collateral documentation exceptions;

(f) Identification and status of each violation of law, rule, or regulation;

(g) Identification of loans not in conformance with the Bank’s lending policy and exceptions to the Bank’s lending policy;

(h) Identification of insider loan transactions; and

(i) The creation of a mechanism for reporting, no less than quarterly, to the board of directors on the status of each loan identified and the action(s) taken by management.

16. As of the effective date of this AMENDED ORDER, the loan committee of the Bank’s board of directors shall meet at least monthly, and shall include at least a majority of directors who are not officers of the Bank. Lending relationships whose total dollar volume exceeds the lending authority of individual officers shall require the approval

of this loan committee. This loan committee shall also perform the following functions, at a minimum:

(a) Evaluate and approve loans in accordance with the Bank's loan policy;

(b) Review and monitor the status of repayment and collection of delinquent and matured loans, loans classified "Substandard," or loans on the Bank's Watch List;

(c) Review and approve all advances, renewal, or extensions of credit to any borrower or related interest thereof when the aggregate volume of credit extended to the borrower or related interests thereof exceeds the lending authority of the Bank's chief executive officer; and

(d) Maintain written minutes of all meetings of the loan committee of the Bank's board of directors.

17. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall adopt, implement, and adhere to a written profit plan and a realistic, comprehensive budget for all categories of income and expense for calendar years 2007 and 2008. The plans required by this paragraph shall contain formal goals and strategies, consistent with sound banking practices, to improve the Bank's overall

earnings, and shall contain a description of the operating assumptions that form the basis for major projected income and expense components. A copy of the plan shall be submitted to the Regional Director and Executive Director upon its completion.

(b) The written profit plan shall address, at a minimum:

- (i) Income forecasts;
- (ii) National and local economic condition forecasts;
- (iii) Funding strategies;
- (iv) The Bank's asset structure;
- (v) Specific growth objectives;
- (vi) Operating costs, including personnel expenses, legal fees, and consulting fees; and
- (vii) The likely effect of competition from other financial institutions in the Bank's market area.

(c) Within 30 days from the end of each calendar quarter following completion of the profit plan(s) and budget(s) required by this paragraph, the Bank's board of directors shall evaluate the Bank's actual performance in relation to the plan and budget, record the results of the evaluation, and note any actions taken by the Bank in the minutes of the board of directors' meeting at which such evaluation is undertaken.

18. (a) Prior to December 31, 2007, the Bank shall have an independent review performed of the interest rate risk management process. The review shall comply with the requirements of the Joint Agency Policy Statement on Interest Rate Risk.

(b) Within 90 days of the effective date of the AMENDED ORDER, the Bank shall adopt, implement, and adhere to a plan to secure accurate interest rate sensitivity reports. The plan shall document all significant assumptions, and shall be tailored to the Bank's specific risk characteristics.

(c) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall amend its interest rate risk policy in a manner acceptable to the Regional Director and Executive Director and enforce the provisions thereof. The amendments shall address, at a minimum, the following:

(i) Interest rate risk components (repricing, basis, yield curve, option, and price risks);

(ii) Appropriate risk limits for the effect of interest rate shifts on net income and capital;

(iii) Permissible activities to mitigate risk; and

(iv) A program to plan for an annual independent review on an ongoing basis.

19. (a) Within 30 days from the effective date of this AMENDED ORDER, the Bank shall have and maintain a ratio of Tier 1 capital as a percentage of its total assets ("capital ratio") of 8.0 percent. For purposes of this AMENDED ORDER, Tier 1 capital and total assets shall be calculated in accordance with Part 325 of the FDIC Rules and Regulations ("Part 325"), 12 C.F.R. Part 325.

(b) Any increase in Tier 1 capital may be accomplished by the following:

(i) The sale of common stock and noncumulative perpetual preferred stock constituting Tier 1 capital under Part 325; or

(ii) The elimination of all or part of the assets classified "Loss" as of the Joint Report without loss or liability to the Bank, provided any such collection on a partially charged-off asset shall first be applied to that portion of the asset which was not charged off pursuant to this AMENDED ORDER; or

(iii) The collection in cash of assets previously charged off; or

(iv) The direct contribution of cash by the directors and/or the shareholders of the Bank; or

(v) Any other means acceptable to the Regional Director and the Executive Director; or

(vi) Any combination of the above means.

(c) If all or part of the increase in capital required by this paragraph is to be accomplished by the sale of new securities, the board of directors of the Bank shall adopt and implement a plan for the sale of such additional securities, including the voting of any shares owned or proxies held by or controlled by them in favor of said plan. Should the implementation of the plan involve public distribution of Bank securities, including a distribution limited only to the Bank’s existing shareholders, the Bank shall prepare detailed 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 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 materials used in the sale of the securities shall be submitted to the FDIC Registration and Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429 and to the Kentucky Office of Financial Institutions, 1025 Capital Center Drive, Suite 200, Frankfort, Kentucky 40601, for their review. Any changes requested to be made in the materials by the FDIC or KOFI shall be made prior to their dissemination.

(d) In complying with the provisions of this paragraph, the Bank shall provide to any subscriber and/or purchaser of Bank securities written notice of any planned or existing development or other changes which are materially different from the information reflected in any offering materials used in connection with the sale of Bank securities. The written notice required by this paragraph shall be furnished within 10 calendar days of the date any material development or change was planned or occurred, whichever is earlier, and shall be furnished to every purchaser and/or subscriber of the Bank’s original offering materials.

(e) The capital ratio analysis required by this paragraph shall not negate the responsibility of the Bank and its board of directors for maintaining throughout the year an adequate level of capital protection for the kind, quality and degree of market depreciation of assets held by the Bank.

20. While this AMENDED ORDER is in effect, the Bank shall not increase its total assets by more than 2.5 percent during any consecutive three-month period without providing, at least 30 days prior to its implementation, a growth plan to the Regional Director and Executive Director. 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 Executive Director and Executive Director. In no event shall the Bank increase its total assets by more than 10.0 percent annually. For the purpose of this paragraph, “total assets” shall be defined as in the Federal Financial Institutions Examination Council (“FFIEC”) Instructions for the Consolidated Reports of Condition and Income.

21. Following the effective date of this AMENDED ORDER, the Bank shall send to its shareholders a copy or description of this AMENDED ORDER: (1) in conjunction with the Bank’s next shareholder communication; and (2) in conjunction with its notice or proxy statement preceding the Bank’s next shareholder meeting. The description shall

fully describe this AMENDED ORDER in all material respects. The description and any accompanying communication, notice or statement shall be sent to the FDIC Registration and Disclosure Section 550 17th Street, N.W., Washington, D.C. 20429 for review at least 20 days prior to dissemination to shareholders. Any changes requested to be made by the FDIC shall be made prior to dissemination of the description, communication, notice or statement.

22. (a) Within 30 days from the effective date of this AMENDED ORDER, the Bank’s board of directors shall have in place a program that will provide for monitoring of the Bank’s compliance with this AMENDED ORDER.

(b) Following the required date of compliance with subparagraph (a) of this paragraph, the Bank’s board of directors shall review the Bank’s compliance with this AMENDED ORDER and record its review in the minutes of each regularly scheduled board of directors’ meeting.

23. Within 30 days from the end of each calendar quarter following the effective date of this AMENDED ORDER, the Bank shall furnish to the Regional Director and Executive Director written progress reports signed by each member of the Bank’s board of directors, detailing the actions taken to secure compliance with the AMENDED ORDER and the results thereof. Such reports may be discontinued

when the corrections required by this AMENDED ORDER have been accomplished and the Regional Director and Executive Director have, in writing, released the Bank from making further reports.

This AMENDED ORDER is effective immediately upon its issuance by the FDIC and the KOFI.

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

The provisions of this AMENDED 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 KOFI.

Pursuant to delegated authority

Dated September 6, 2007

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| Sylvia H. Plunkett<br>Regional Director<br>Chicago Regional Office<br>Federal Deposit Insurance Corporation | Cordell Lawrence<br>Executive Director<br>Office of Financial Institutions<br>Commonwealth of Kentucky |