

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

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| In the Matter of: |) | |
| The First National Bank of Brewster |) | AA-EC-06-11 |
| Brewster, Minnesota |) | |

CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over The First National Bank of Brewster, Brewster, Minnesota (“Bank”).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated February 28, 2006, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

Pursuant to the authority vested in it by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that:

Article I

EXTERNAL AUDIT

(1) Within thirty (30) days of the effective date of this Order, the Bank shall retain the services of a qualified and independent Certified Public Accountant (“CPA”) to perform the following procedures:

- (a) Render an audit opinion on the Bank’s December 31, 2005 financial statements.

- (b) Perform agreed upon procedures to determine accurate accounting entries required as a result of
 - (i) the November 2004 change in bank control wherein push down purchase accounting applied; and
 - (ii) the corporate reorganization in which an insurance agency became an operating subsidiary of the Bank.

(2) Prior to the appointment or employment of any independent CPA or entering into any contract with the independent CPA to perform the auditing and accounting services required by this Article, the Board shall submit the name and qualifications of the proposed CPA and the proposed terms of employment (including the proposed engagement letter and any amendments thereto) to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection. The engagement letter shall include, at a minimum, the audit and accounting services specified in paragraph (1) of this Article.

(3) The audit and accounting services specified in paragraph (1) of this Article shall be completed within sixty (60) days of the Bank's receipt of the Assistant Deputy Comptroller's written determination of no supervisory objection.

Article II

BOOKS AND RECORDS

(4) The Board shall immediately take all necessary actions to ensure that, within thirty (30) days after receiving any reports or opinions from the independent CPA engaged pursuant to Article I, the Bank's books, records and management information systems ("MIS") are restored to a complete and accurate condition.

(5) The Board shall take all necessary actions to ensure that, within thirty (30) days after receiving any reports or opinions from the independent CPA engaged pursuant to Article I, the Bank shall file any and all required corrected Consolidated Reports of Condition and Income (Call Reports).

(6) Within sixty (60) days of the effective date of this Order, the Board shall develop an action plan to evaluate the adequacy of the Bank's internal controls over the recordkeeping and financial reporting processes.

(7) The action plan developed pursuant to paragraph (6) shall be provided to the Assistant Deputy Comptroller for her prior written determination of no supervisory objection.

(8) The Board shall ensure that, once restored to complete and accurate condition, the Bank's books, records and MIS are maintained in a complete and accurate condition.

Article III

CLOSING

(9) The requirement to submit information and the provision for a prior written determination of no supervisory objection in this Order are based on the authority of 12 U.S.C. § 1818(b) and do not require the Comptroller or the Assistant Deputy Comptroller to complete his/her review and act on any such information or authority within ninety (90) days.

(10) All submissions required by this Order to be provided to the Assistant Deputy Comptroller shall be sent to:

Assistant Deputy Comptroller
Sioux Falls Field Office
4900 South Minnesota Avenue, Suite 300
Sioux Falls, SD 57108

(11) Although the Board is by this Order required to submit certain proposed actions and programs for the review or prior written determination of no supervisory objection of the Assistant Deputy Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank.

(12) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon it by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(13) Nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and nothing herein constitutes a waiver of any right, power, or authority of any other representative of the United States or agencies thereof, to bring other actions.

(14) Any time limitations imposed by this Order shall begin to run from the effective date of this Order. Such time limitations may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board.

(15) The provisions of this Order are effective upon issuance of this Order by the Comptroller, through his authorized representative whose hand appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(16) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States.

(17) The terms of this Order, including this paragraph, are not subject to amendment or modification by any prior extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

(18) This Order supplements, but does not replace or modify the existing August 25, 2005 Consent Order. Inconsistencies, if any, between this Order and the Consent Order shall be resolved, in writing, by the Assistant Deputy Comptroller.

IT IS SO ORDERED, this 28th day of February, 2006.

Signed

Christine A. Hartman
Assistant Deputy Comptroller
Minneapolis West Field Office

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)
The First National Bank of Brewster)
Brewster, Minnesota)

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate cease and desist proceedings against The First National Bank of Brewster, Brewster, Minnesota (“Bank”) pursuant to 12 U.S.C. § 1818(b) through the issuance of a Notice of Charges dated February 28, 2006, for unsafe and unsound banking practices relating to the Bank’s failure to maintain complete and accurate books and records, and violations of 12 U.S.C. §§ 84 and 161, and 12 C.F.R. § 32.3.

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated February 28, 2006 (“Order”).

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

Article I

Jurisdiction

(1) The Bank is a national banking association chartered and examined by the Comptroller pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1818(b)(1).

Article II

Agreement

(1) The Bank, without admitting or denying any wrongdoing, hereby consents and agrees to the issuance of the Order by the Comptroller.

(2) The Bank further agrees that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under his supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of his supervisory responsibilities.

Article III

Waivers

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
- (a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) any and all procedural rights available in connection with the issuance of the Order;
 - (c) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19
 - (d) all rights to seek any type of administrative or judicial review of the Order; and
 - (e) any and all rights to challenge or contest the validity of the Order.

Article IV

Other Action

(1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, it deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set her hand on behalf of the Comptroller.

Signed

Christine A. Hartman
Assistant Deputy Comptroller
Minneapolis West Field Office

2-28-06

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

Signed

Bruce N. Kness

2-28-06

Date

Signed

Charles C. Moser

2-28-06

Date

Signed

Rick L. Mosher

2-28-06

Date

Signed

Dennis A. Walker

2/28/06

Date

Date