

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

In the Matter of:)
The Granville National Bank)
Granville, IL)

CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over The Granville National Bank, Granville, IL (“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 October 10, 2007, 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

LENDING PROHIBITION

- (1) Effective immediately, the Bank shall not extend, endorse, guarantee, or in any manner provide any extension of credit to or for any of the following:
- (a) Helmig Law Office;
 - (b) any affiliate, as that term is defined in the Banking Act of 1933 [12 U.S.C. §221a(b)], of: Helmig Law Office;

- (c) Charles W. Helmig III;
- (d) The following relatives of Charles W. Helmig III: spouse, sons, daughters, sons-in-law, daughters-in-law; and
- (e) any corporation, partnership, joint enterprise, or other enterprise or undertaking whatsoever, controlled by or operated substantially in the interest of any of the above named individuals; where "control" shall be defined as ownership, whether direct or indirect, of ten percent (10%) or more of the stock or other evidence of capital or equity ownership of any such organization; and where "substantial interest" shall be defined as derivation, in any manner whatsoever, of income amounting to more than ten thousand dollars (\$10,000) per annum as a result of the operation of any such organization.

ARTICLE II

TRANSACTION RESTRICTIONS

- (1) The Bank may, directly or indirectly, enter into or engage in any transaction that obligates the Bank to pay money or its equivalent to or for the benefit of Charles W. Helmig III, Carolyn Helmig, James Helmig, or the Helmig & Helmig Law Office, only after:
 - (a) the Board has conducted an independent review of the transaction, that is documented in writing; and
 - (b) the Board has determined in writing that it is advantageous for the Bank to engage in such transaction, that the transaction is on terms at least as advantageous to the Bank as if the transaction were entered into with persons or entities not affiliated with the Bank, and that the transaction

complies with all applicable laws, rules, regulations, and Comptroller's issuances.

- (2) The requirements in paragraph (1) of this Article shall not apply to the payment of lawful dividends by the Bank.

ARTICLE III

VIOLATIONS OF LAW

- (1) The Board shall immediately take all necessary steps to ensure that Bank management corrects each violation of law, rule or regulation cited in the ROE. The Board shall forward a progress report to our office no later than thirty (30) days from receipt of this document. The report shall include the date and manner in which each outstanding violation has been corrected.

- (2) Within sixty (60) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific procedures to prevent future violations as cited in the ROE and shall adopt, implement, and ensure Bank adherence to general procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

- (3) Upon adoption, a copy of these procedures shall be promptly forwarded to the Assistant Deputy Comptroller.

- (4) The Board shall ensure that the Bank has policies, processes, personnel, and control systems to ensure implementation of and adherence to the procedures developed pursuant to this Article.

ARTICLE IV

CLOSING

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) In each instance in this Order in which the Board is required to ensure adherence to, and undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) authorize and adopt such actions on behalf of the Bank as may be necessary for the Bank to perform its obligations and undertakings under the terms of this Order;

- (b) require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) follow-up on any non-compliance with such actions in a timely and appropriate manner; and
- (d) Require corrective action be taken in a timely manner of any non-compliance with such actions.

(6) 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.

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

IT IS SO ORDERED, this 10th day of October, 2007.

/s/

Gary L. Baranowski
Assistant Deputy Comptroller
North Central and Eastern Iowa Field Office

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

In the Matter of:)
The Granville National Bank)
Granville, IL)

**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 Granville National Bank, Granville, IL (“Bank”) pursuant to 12 U.S.C. § 1818(b) through the issuance of Notice for unsafe and unsound banking practices relating to violations of Regulation O and a failure on the part of this board to exercise their duty of care and loyalty to the bank.

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated October 10, 2007 (“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).

(4) This Order shall cause the Bank to be designated as in “troubled condition,” as set forth in 12 C.F.R. § 5.51(c)(6), unless otherwise informed in writing by the Comptroller. In addition, this Order shall cause the Bank not to be designated as an “eligible bank” for purposes of 12 C.F.R. § 5.3(g), unless otherwise informed in writing by the Comptroller.

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 his hand on behalf of the Comptroller.

/s/

Gary L. Baranowski
Assistant Deputy Comptroller
North Central and Eastern Iowa Field Office

October 10, 2007
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.

Phillip C. Carlson

Date

/s/

Carolyn M. Helmig

October 10, 2007
Date

/s/

Charles W. Helmig III

October 10, 2007
Date

/s/

David C. Holly

October 10, 2007
Date

/s/

Hubert J. Mennie, Jr.

October 10, 2007
Date

/s/

October 10, 2007