

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

OREGON DIVISION OF FINANCE AND CORPORATE SECURITIES

SALEM, OREGON

_____)	
IN THE MATTER OF)	STIPULATION AND CONSENT
MBANK)	TO THE ISSUANCE
GRESHAM, OREGON)	OF AN ORDER
(INSURED STATE NONMEMBER BANK))	TO CEASE AND DESIST
_____)	FDIC-09-216b

Subject to the acceptance of this STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") by the Federal Deposit Insurance Corporation ("FDIC") and the Oregon Division of Finance and Corporate Securities ("DFCS"), it is hereby stipulated and agreed by and between a representative of the Legal Division of FDIC, a representative of the DFCS, and MBank, Gresham, Oregon ("Bank"), as follows:

1. The Bank has been advised of its right to receive a NOTICE OF CHARGES AND OF HEARING ("NOTICE") detailing the unsafe or unsound banking practices and violations of law alleged to have been committed by the Bank and of its right to a public hearing on the alleged charges under section 8(b)(1) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b)(1), and under section 706.580(2) of the Oregon Revised Statute ("ORS"), § 706.580(2), and has waived those rights.

2. The Bank, solely for the purpose of this proceeding and without admitting or denying any of the alleged charges of unsafe or unsound banking practices and any violations of law, hereby consents and agrees to the issuance of an ORDER TO CEASE AND DESIST ("ORDER") by the FDIC and the DFCS. The Bank further stipulates and agrees that such ORDER will be deemed to be an order which has become final under the Act and the ORS, and that said ORDER shall become effective upon its issuance by the FDIC and the DFCS, and fully enforceable by the FDIC and the DFCS pursuant to the provisions of the Act and the ORS.

3. In the event the FDIC and the DFCS accepts the CONSENT AGREEMENT and issues the ORDER, it is agreed that no action to enforce said ORDER in the United States District Court will be taken by the FDIC, and no action to enforce said ORDER in State Superior Court will be taken by the DFCS, unless the Bank or any institution-affiliated party, as such term is defined in section 3(u) of the Act, 12 U.S.C. § 1813(u), has violated or is about to violate any provision of the ORDER.

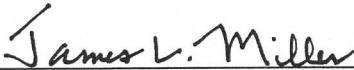
4. The Bank hereby waives:

- (a) The receipt of a NOTICE;
- (b) All defenses in this proceeding;
- (c) A public hearing for the purpose of taking evidence on such alleged charges;
- (d) The filing of Proposed Findings of Fact and Conclusions of Law;
- (e) A recommended decision of an Administrative Law Judge; and

(f) Exceptions and briefs with respect to such recommended decision.

Dated: June 25, 2009.

FEDERAL DEPOSIT INSURANCE
CORPORATION, LEGAL DIVISION
BY:

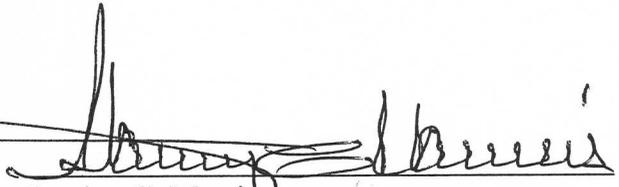

James L. Miller
Counsel

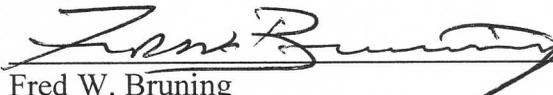
MBANK
GRESHAM, OREGON
BY:

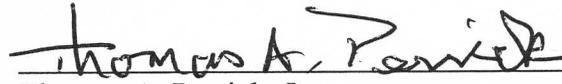

H. Rex Brittle

OREGON DIVISION OF FINANCE AND
CORPORATE SECURITIES
BY:


David C. Tatman
Administrator


Stanley C. Morris


Fred W. Bruning


Thomas A. Perrick, Jr.


Gary J. Delorit


Charles R. Maples

Comprising the Board of Directors of
MBank, Gresham, Oregon

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

OREGON DIVISION OF FINANCE AND CORPORATE SECURITIES

SALEM, OREGON

IN THE MATTER OF)

MBANK)

GRESHAM, OREGON)

(INSURED STATE NONMEMBER BANK))

ORDER TO CEASE AND DESIST

FDIC-09-216b

MBank, Gresham, Oregon ("Bank"), having been advised of its right to a NOTICE OF CHARGES AND OF HEARING detailing the unsafe or unsound banking practices alleged to have been committed by the Bank and of its right to a hearing on the alleged charges under section 8(b)(1) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b)(1), and Oregon Revised Statute, § 706.580(2), and having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") with counsel for the Federal Deposit Insurance Corporation ("FDIC"), and with counsel for the Oregon Division of Finance and Corporate Securities ("DFCS"), dated June 25, 2009, whereby solely for the purpose of this proceeding and without admitting or denying the alleged charges of unsafe or unsound banking practices and violations of law and/or regulations, the Bank consented to the issuance of an ORDER TO CEASE AND DESIST ("ORDER") by the FDIC and the DFCS.

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The FDIC and the DFCS considered the matter and determined that they had reason to believe that the Bank had engaged in unsafe or unsound banking practices. The FDIC and the DFCS, 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 and unsound banking practices, as more fully set forth in the Joint FDIC and DFCS Report of Visitation dated March 2, 2009:

- (a) operating with a board of directors which has failed to provide adequate supervision over and direction to the active management of the Bank;
- (b) operating with inadequate capital in relation to the kind and quality of assets held by the Bank;
- (c) operating with an inadequate loan valuation reserve;
- (d) operating with a large volume of poor quality loans;
- (e) operating in such a manner as to produce operating losses; and
- (f) operating with inadequate provisions for liquidity.

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

1. The Bank shall have and retain qualified management.
 - (a) Each member of management shall have qualifications and experience commensurate with his or her duties and responsibilities at the Bank. Each member of

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management shall be provided appropriate written authority from the Bank's Board to implement the provisions of this ORDER.

(b) During the life of this ORDER, the Bank shall notify the Regional Director of the FDIC's San Francisco Regional Office ("Regional Director") and the Administrator of the Oregon Division of Finance and Corporate Securities ("Administrator") in writing when it proposes to add any individual to the Bank's Board or employ any individual as a senior executive officer. The notification must be received at least 30 days before such addition or employment is intended to become effective and should include a description of the background and experience of the individual or individuals to be added or employed.

2. (a) Within 180 days from the effective date of this ORDER, the Bank shall increase Tier 1 capital in such an amount as to equal or exceed 10.0 percent of the Bank's adjusted Part 325 total assets. Thereafter, during the life of this ORDER, the Bank shall maintain Tier 1 capital in such an amount as to equal or exceed 10.0 percent of the Bank's adjusted Part 325 total assets.

(b) The level of Tier 1 capital to be maintained during the life of this ORDER pursuant to Subparagraph 2(a) shall be in addition to a fully funded allowance for loan and lease losses, the adequacy of which shall be satisfactory to the Regional Director and the Administrator as determined at subsequent examinations and/or visitations.

(c) For the purposes of this ORDER, the terms "Tier 1 capital" and "total assets" shall have the meanings ascribed to them in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. §§ 325.2(v) and 325.2(x).

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3. (a) Within 30 days from the effective date of this ORDER, the Bank shall develop a written plan, approved by its Board and acceptable to the Regional Director and the Administrator, for systematically reducing the amount of loans or other extensions of credit advanced, directly or indirectly, to or for the benefit of, any borrowers in the "Non-Owner-Occupied Commercial Real Estate and Construction/Land Development" Concentrations.

(b) Within 30 days from the effective date of this ORDER, the Bank shall develop and adopt robust risk management practices that adhere to the joint interagency "Guidance on Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices" dated December 12, 2006.

4. The Bank shall not pay cash dividends without the prior written consent of the Regional Director and the Administrator.

5. Within 30 days of the effective date of this ORDER, the Bank shall submit to the Regional Director and the Administrator a written plan for reducing its reliance on brokered deposits. The plan should contain details as to the current composition of brokered deposits by maturity and explain the means by which such deposits will be paid or rolled over. The plan shall be in a form and manner acceptable to the Regional Director and the Administrator as determined at subsequent examinations and/or visitations.

6. Within 30 days of the end of the first quarter following the effective date of this ORDER, and within 30 days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Regional Director and the Administrator detailing the form and manner of any actions taken to secure compliance with this ORDER and the results thereof. Such reports

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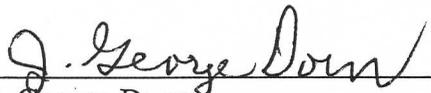
may be discontinued when the corrections required by this ORDER have been accomplished and the Regional Director and the Administrator have released the Bank in writing from making further reports.

7. Following the effective date of this ORDER, the Bank shall send to its shareholder(s) or otherwise furnish a description of this ORDER in conjunction with the Bank's next shareholder communication and also in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Accounting and Securities Section, Washington, D.C. 20429, at least 15 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.

This ORDER will become effective upon its issuance by the FDIC and the DFCS. The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provisions of this ORDER shall have been modified, terminated, suspended, or set aside by the FDIC and the DFCS.

Pursuant to delegated authority.

Dated at San Francisco, California, this 1ST day of JULY, 2009.



J. George Doerr
Deputy Regional Director
Risk Management
Division of Supervision and Consumer Protection
San Francisco Region
Federal Deposit Insurance Corporation



David C. Tatman
Administrator
Oregon Division of Finance and Corporate
Securities

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