FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

and

STATE OF IOWA
SUPERINTENDENT OF BANKING
DES MOINES, IOWA

In the Matter of: STATE CENTRAL BANK KEOKUK, IOWA (Insured State Nonmember Bank)	FIRST AMENDMENT TO CONSENT ORDER FDIC-11-306b

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for State Central Bank, Keokuk, Iowa ("Bank") under 12 U.S.C. § 1813(q). The Bank was chartered by the Superintendent of Banking for the State of Iowa ("Superintendent").

Based on the findings set forth in the February 28, 2011, FDIC Report of Examination ("Report of Examination"), the FDIC and the Superintendent (collectively, the "Supervisory Authorities") issued a joint Consent Order against the Bank, with this docket number and dated August 24, 2011 ("Consent Order"). This FIRST AMENDMENT TO CONSENT ORDER ("First Amendment") is to replace in its entirety, paragraph 9 of the Consent Order entitled Maintenance of Capital.

The Bank, by and through its duly elected and acting Board of Directors ("Board"), has executed a "Stipulation to the Issuance of First Amendment to Consent Order" ("Stipulation"), dated October 30, 2013, that is accepted by the FDIC and the Superintendent. With the Stipulation, the Bank has consented, without admitting or denying any charges of unsafe or unsound banking practices, to the issuance of this First Amendment by the FDIC and the Superintendent.

Based on the above, the FDIC and the Superintendent hereby order that paragraph 9 of the Consent Order is replaced in its entirety by the following paragraph 9:

9. **Maintenance of Capital**.

(a) While this Order is in effect, the Bank shall have and maintain the following minimum capital ratios (as defined in Part 325 of the FDIC's Rules and Regulations), after establishing an appropriate ALLL:

(i) Tier 1 Capital "Leverage Ratio" at least equal to 10 percent; and

(ii) "Total Risk-Based Capital Ratio" at least equal to 14 percent.

(b) In the event any ratio is or becomes less than the minimum required by subparagraph (a) of this provision, the Bank shall immediately notify the Supervisory Authorities and within 60 days shall: (1) increase capital in an amount sufficient to comply with subparagraph (a) of this provision, or (2) submit a written plan to the Supervisory Authorities for review and comment, describing the primary means and timing by which the Bank shall increase its capital ratios up to or in excess of the minimum requirements of subparagraph (a) above, as well as a contingency plan including the possible sale, merger, and/or liquidation of the Bank in the event the primary sources of capital are not available. Within 30 days of receipt of any such comments from the Supervisory Authorities, and after consideration of all such comments, the Board shall approve the written plan, which approval shall be recorded in the Board's minutes. Thereafter, the Bank shall implement and fully comply with the written plan.

MISCELLANEOUS

All other provisions of the Consent Order remain in full force and effect and are unaffected by this First Amendment.

The provisions of this First Amendment shall not bar, estop, or otherwise prevent the FDIC, the Superintendent, or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

This First Amendment shall be effective on the date of issuance.

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

Following the effective date of this First Amendment, the Bank shall provide a copy of this First Amendment to its sole shareholder, (i) in conjunction with the Bank's next shareholder communication; and, (ii) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting.

The provisions of this First Amendment 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 Supervisory Authorities.

Issued Pursuant to Delegated Authority

Dated: December 11, 2013

FEDERAL DEPOSIT INSURANCE CORPORATION

By:

/s/
Mark S. Moylan
Deputy Regional Director

STATE OF IOWA
DIVISION OF BANKING

By: /s/
James m. Schipper
Superintendent