

IN THE MATTER OF FIRST BANKAMERICANO)
)
ELIZABETH, NEW JERSEY)

STATE OF NEW JERSEY
DEPARTMENT OF
BANKING AND INSURANCE

CONSENT ORDER TO CEASE AND DESIST
UNSAFE AND UNSOUND PRACTICES (ORDER)

TO: FIRST BANKAMERICANO
339 North Broad Street
Elizabeth, New Jersey 07208

JOSEPH A. GINARTE
Chairman of the Board
339 North Broad Street
Elizabeth, New Jersey 07208

BOARD OF DIRECTORS
FIRST BANKAMERICANO

HOLLY BAKKE
1904 Farley Road
White House, New Jersey 08889

FRANCISCO DOMINGUEZ
11 Hickory Drive
Chester, New Jersey 07930

JOSEPH A. GINARTE
2 Welsh Lane
New Vernon, New Jersey 07976

ARTHUR S. GUIDA
18 Monhegan Avenue
Wayne, New Jersey 07470

FREDRIC K. LEIGHTON
2 Woodfield Drive
Short Hills, New Jersey 07078

RAYMOND J. LESNIAK
530 Irvington Avenue
Elizabeth, New Jersey 07208

ROBERTO A. MADAN
8 Sunset Avenue
Edison, New Jersey 08820

FRANCISCO P. MEJIA
825 Stanton Avenue
Elizabeth, New Jersey 07208

ARMENIO MONTEIRO
1044 Fanny Street
Elizabeth, New Jersey 07201

REMBERTO PEREZ
123 Knickerbocker Road
Tenafly, New Jersey 07670

DR. GEORGE V. THALODY
25 Kristy Lane
Watchung, New Jersey 07060

DR. SAUL UNTER
106 E. Shearwater Court
Jersey City, New Jersey 07305

PHILIP M. WALDORF
28 Welsh Lane
New Vernon, New Jersey 07976

WHEREAS, the Commissioner of Banking and Insurance of the State of New Jersey ("Commissioner") is charged with the responsibility of administering and enforcing the Banking Act of 1948, N.J.S.A. 17:9A-1 et seq.; and

WHEREAS, pursuant to N.J.S.A. 17:9A-267, the Commissioner may order a bank to cease unsafe and unsound practices if he finds that a bank is conducting its business in an unsafe and unsound manner; and

WHEREAS, First BankAmericano ("The Bank") has been and is presently operating in an unsafe and unsound manner as evidenced by the joint Report of Examination performed by the New Jersey Department of Banking and Insurance ("NJDOBI") and the Federal Deposit Insurance Corporation (FDIC) as of the close of business March 16, 2009 ("Report of Examination") which disclosed the following unsafe and unsound practices and violations at that time:

(a) Operating without adequate supervision and direction by the Bank's board of directors over the management of the Bank to prevent unsafe or unsound banking practices and violations of law and/or regulation;

(b) Operating with inadequate management supervision and oversight by the board of directors to ensure compliance with provisions of the November 10, 2008 Memorandum of Understanding ("MOU") entered into by the Bank with the NJDOBI and FDIC;

(c) Operating with inadequate capital in relation to the kind and quality of assets held by the Bank;

- (d) Operating with an excessive level of adversely classified loans, nonaccrual loans and/or delinquent loans;
- (e) Operating with an inadequate allowance for loan and lease losses for the volume, type and quality of loans and leases held;
- (f) Operating with inadequate earnings to cover losses, support operations and augment capital;
- (g) Operating without adequate liquidity or proper regard for funds management in light of the Bank's asset and liability mix;
- (h) Operating with an excessive level of interest rate risk; and
- (i) Operating with inadequate information technology policies, procedures and processes.

IT IS THEREFORE ORDERED AND AGREED, pursuant to N.J.S.A. 17:9A-267, that the Bank, its board of directors, officers and employees correct the foregoing unsafe and unsound practices and that it institute all measures necessary to correct said unsafe and unsound practices and conditions including, but not limited to, the following:

MANAGEMENT

- 1. (a) The Bank shall have and retain qualified management. Each member of management shall possess qualifications and experience commensurate with his or her duties and responsibilities at the Bank. The qualifications of management personnel shall be evaluated on their ability to:
 - (1) comply with the requirements of this ORDER;
 - (2) operate the Bank in a safe and sound manner;

- (3) comply with applicable laws and regulations; and
- (4) restore all aspects of the Bank to a safe and sound condition,

including improving the Bank's asset quality, capital adequacy, earnings, management effectiveness, liquidity, and its sensitivity to market risk.

(b) While this ORDER is in effect, the Bank shall notify the Commissioner and Regional Director of the FDIC's New York Regional Office ("Regional Director") in writing of any changes in management. The notification must include the name(s) and background(s) of any replacement personnel and must be provided 30 days prior to the individual(s) assuming the new position(s). Such changes will only be effective upon receipt of the Commissioner and Regional Director's approval.

MANAGEMENT – BOARD SUPERVISION

2. Within 30 days after the effective date of this ORDER, the Bank's board of directors shall increase its participation in the affairs of the Bank by assuming full responsibility for the approval of the Bank's policies and objectives and for the supervision of the Bank's management, including all the Bank's activities. The board's participation in the Bank's affairs shall continue to include, at a minimum, monthly meetings in which the following areas shall be reviewed and approved by the board: reports of income and expenses; new, overdue, renewed, insider, charged-off, delinquent, nonaccrual, and recovered loans; investment activities; operating policies; and individual committee actions. The Bank's board of directors' minutes shall document the board's reviews and approvals, including the names of any dissenting directors.

CAPITAL INCREASE AND MAINTENANCE

3. (a) On or before July 29, 2009, and at all times thereafter while this ORDER is in effect, the Bank, after establishing an adequate Allowance for Loan and Lease Losses, shall

increase and maintain its Tier 1 capital to total assets ratio ("Leverage Ratio") equal to or greater than 10 percent. Any increase necessary to meet this capital ratio may be accomplished by:

- (1) the sale of new securities in the form of common stock; or
- (2) the direct contribution of cash by the Bank's board of directors and/or parent holding company; or
- (3) any other method approved by the Commissioner and Regional Director.

(b) If said Leverage Ratio is less than the percentage required by this ORDER, as determined as of the date of any Report of Condition and Income or at an examination by the NJDOBI or FDIC, the Bank shall, within 30 days after receipt of a written notice of the capital deficiency from the Commissioner or Regional Director, present to the Commissioner and Regional Director a plan to increase the Bank's Leverage Ratio or to take other measures to bring the Leverage Ratio to the percentage required by this ORDER. After the Commissioner and Regional Director respond to the plan, the Bank's board of directors shall adopt the plan, including any modifications or amendments requested by the Commissioner and Regional Director.

(c) Thereafter, to the extent such measures have not previously been initiated, the Bank shall immediately initiate measures detailed in the plan, to increase its Leverage Ratio by an amount sufficient to bring it to the percentage required by this ORDER within 60 days after the Commissioner and Regional Director respond to the plan.

(d) If all or part of the increase in Tier 1 Capital required by this ORDER is to be accomplished by the sale of new securities, the Bank's board of directors shall adopt and implement a plan for the sale of such additional securities, including soliciting proxies and the

voting of any shares or proxies owned or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare 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 any 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 plan and any materials used in the sale of the securities shall be submitted to the FDIC, Accounting and Securities Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429, and NJDOBI for review. Any changes requested to be made in the plan or the materials by the FDIC shall be made prior to their dissemination. If the increase in Tier 1 Capital is to be provided by the sale of noncumulative perpetual preferred stock, then all terms and conditions of the issue shall be presented to the Commissioner and Regional Director for prior approval.

(e) In complying with the provisions of this ORDER and until such time as any such public offering is terminated, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities written notice of any planned or existing development or other change which is materially different from the information reflected in any offering materials used in connection with the sale of the Bank's securities. The written notice required by this paragraph shall be furnished within 10 days after the date such material development or change was planned or occurred, whichever is earlier, and shall be furnished to every purchaser and/or subscriber who received or was tendered the information contained in the Bank's original offering materials.

(f) In addition, the Bank shall comply with the FDIC's Statement of Policy on

Risk-Based Capital found in Appendix A to Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325, App. A.

(g) For purposes of this ORDER, all terms relating to capital shall have the meanings ascribed to them and be calculated according to the methodology set forth in Part 325 of the FDIC Rules and Regulations, 12 C.F.R. Part 325.

ALLOWANCE FOR LOAN AND LEASE LOSSES

4. Within 30 days after the effective date of this ORDER, the Bank shall make provisions to its Allowance for Loan and Lease Losses ("ALLL") in an amount equal to those loans required to be charged off by this Order in the amount of at least \$5 million. The allowance should be funded by charges to current operating income, and should be calculated in accordance with generally accepted accounting standards and ALLL supervisory guidance. After the initial provision is made, the Bank shall thereafter maintain a reasonable ALLL. Prior to the end of each calendar quarter, the Bank's board of directors shall review the adequacy of the Bank's ALLL. Such reviews shall include, at a minimum, the Bank's loan loss experience, an estimate of potential loss exposure in the portfolio, trends of delinquent and non-accrual loans and prevailing and prospective economic conditions. The minutes of the Bank's board of directors' meetings at which such reviews are undertaken shall include complete details of the reviews and the resulting recommended increases in the ALLL.

CLASSIFIED ASSETS - CHARGE-OFF AND PLAN FOR REDUCTION

5. (a) Within 30 days after the effective date of this ORDER, the Bank shall, to the extent that it has not previously done so, eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" by the NJDOBI and FDIC as a result of the March 16, 2009 examination of the Bank. Elimination or reduction of these assets through

proceeds of loans made by the Bank shall not be considered "collection" for the purpose of this paragraph.

(b) Within 30 days after the effective date of this ORDER, the Bank shall submit a written plan to the Commissioner and Regional Director to reduce the remaining assets classified "Doubtful" and "Substandard" as a result of the March 16, 2009 examination of the Bank. The plan shall address each asset so classified with a balance of \$250,000 or greater and provide the following:

- (1) the name under which the asset is carried on the books of the Bank;
- (2) type of asset;
- (3) actions to be taken in order to reduce the classified asset; and
- (4) timeframes for accomplishing the proposed actions.

The plan shall also include, at a minimum:

- (1) review of the financial position of each such borrower, including the source of repayment, repayment ability, and alternate repayment sources; and
- (2) evaluation of the available collateral for each such credit, including possible actions to improve the Bank's collateral position.

In addition, the Bank's plan shall contain a schedule detailing the projected reduction of total classified assets on a quarterly basis. Further, the plan shall contain a provision requiring the submission of monthly progress reports to the Bank's board of directors and a provision mandating a review by the Bank's board of directors.

(c) The Bank shall present the plan to the Commissioner and Regional Director for review. Within 30 days after the Commissioner and Regional Director's response,

the plan, including any requested modifications or amendments shall be adopted by the Bank's board of directors which approval shall be recorded in the minutes of the meeting of the Bank's board of directors. The Bank shall then immediately initiate measures detailed in the plan to the extent such measures have not been initiated.

(d) For purposes of the plan, the reduction of adversely classified assets shall be detailed using quarterly targets expressed as a percentage of the Bank's Tier 1 Capital plus the Bank's ALLL and may be accomplished by:

- (1) charge-off;
- (2) collection;
- (3) sufficient improvement in the quality of adversely classified assets so as to warrant removing any adverse classification, as determined by the NJDOBI and FDIC; or
- (4) increase in the Bank's Tier 1 Capital.

(e) While this ORDER is in effect, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" as determined at any future examination conducted by the NJDOBI and FDIC.

RESTRICTION ON ADVANCES TO CLASSIFIED BORROWERS

6. (a) While this ORDER is in effect, the Bank shall not extend, directly or indirectly, any additional credit to or for the benefit of any borrower whose existing credit has been classified Loss by the NJDOBI and FDIC as the result of its examination of the Bank, either in whole or in part, and is uncollected, or to any borrower who is already obligated in any manner to the Bank on any extension of credit, including any portion thereof, that has been charged off the books of the Bank and remains uncollected. The requirements of this paragraph shall not

prohibit the Bank from renewing credit already extended to a borrower after full collection, in cash, of interest due from the borrower.

(b) While this ORDER is in effect, the Bank shall not extend, directly or indirectly, any additional credit to or for the benefit of any borrower whose extension of credit is classified Doubtful and/or Substandard by the NJDOBI and FDIC as the result of its examination of the Bank, either in whole or in part, and is uncollected, unless the Bank's board of directors has signed a detailed written statement giving reasons why failure to extend such credit would be detrimental to the best interests of the Bank. The statement shall be placed in the appropriate loan file and included in the minutes of the applicable Bank's board of directors' meeting.

STRATEGIC PLAN

7. (a) Within 60 days after the effective date of this ORDER, the Bank shall revise and enhance its current strategic plan to reflect 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.

- (b) The written strategic plan shall address, at a minimum:
- (1) strategies for pricing policies and asset/liability management;
 - (2) plans for sustaining adequate liquidity, including back-up lines of credit to meet any unanticipated deposit withdrawals;
 - (3) goals for reducing problem loans;
 - (4) plans for attracting and retaining qualified individuals to fill vacancies in the lending and accounting functions;
 - (5) financial goals, including pro forma statements for asset growth, capital adequacy, and earnings;

(6) formulation of a mission statement and the development of a strategy to carry out that mission.

(c) The Bank shall submit the strategic plan to the Commissioner and Regional Director for review and comment. After consideration of all such comments, the Bank shall approve the plan, which approval shall be recorded in the minutes of the Bank's board of directors' meeting. Thereafter, the Bank shall implement and follow the strategic plan.

(d) Within 30 days after the end of each calendar quarter following the effective date of this ORDER, the Bank's board of directors shall evaluate the Bank's 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 Bank's board of directors' meeting at which such evaluation is undertaken. A copy of this evaluation shall be submitted to the Commissioner and Regional Director.

(e) The strategic plan required by this ORDER shall be revised and submitted to the Commissioner and Regional Director for review and comment 30 days after the end of each calendar year for which this ORDER is in effect. Within 30 days after receipt of all such comments from the Commissioner and Regional Director and after consideration of all such comments, the Bank shall approve the revised plan, which approval shall be recorded in the minutes of the Bank's board of directors' meeting. Thereafter, the Bank shall implement the revised plan.

INFORMATION TECHNOLOGY

8. (a) Within 60 days after the effective date of this Order, the Bank shall implement its Information Security Program that meets the Guidelines Establishing Standards for Safeguarding Customer Information as described in Part 364, Appendix B, of the FDIC's Rules

and Regulations, 12 C.F.R. Part 364, App. B. The Bank's board of directors shall also appoint an Information Security Officer responsible for implementation and ongoing maintenance of the program, which shall include customer information and vendor risk assessments, strategies for mitigating risks, appropriate information security controls, employee training, regular testing of controls, and annual review of compliance by the Bank's board of directors.

(b) Within 90 days after the effective date of this Order, the Bank shall enhance its Disaster Recovery Plan and Recovery Procedures following the format detailed in the Federal Financial Institutions Examination Council's Business Continuity Planning Information Technology Examination Handbook. The Bank's board of directors shall approve the plans and ensure that they are communicated to appropriate personnel. A full and complete test of the plans shall be conducted with the testing scope and results documented and reported to the Bank's board of directors. The plan shall be tested annually thereafter.

(c) Within 60 days after the effective date of this Order, the Bank's board of directors shall ensure that all other deficiencies cited by the NJDOBI and FDIC as a result of its March 16, 2009 examination of the Bank are corrected, or document its best efforts to ensure that such deficiencies are corrected.

COMPLIANCE COMMITTEE

9. (a) Within 30 days after the effective date of this ORDER, the Bank's board of directors shall charge the compliance committee of the board of directors with the responsibility of ensuring that the Bank complies with the provisions of this ORDER. The compliance committee shall report monthly to the entire board of directors of the Bank, and a copy of the report and any discussion related to the report or the ORDER shall be included in the minutes of the Bank's board of directors' meeting. Nothing contained herein shall diminish the

responsibility of the entire board of directors of the Bank to ensure compliance with the provisions of this ORDER.

PROGRESS REPORTS

10. Within 30 days after the end of each calendar quarter following the effective date of this ORDER, the Bank shall furnish written progress reports to the Commissioner and Regional Director detailing the actions taken to secure compliance with this ORDER and the results thereof. Such reports may be discontinued when the corrections required by this ORDER have been accomplished and the Commissioner and Regional Director have released, in writing, the Bank from making further reports.

SHAREHOLDERS

11. After the effective date of this ORDER, the Bank shall send a copy of this ORDER, or otherwise furnish a description of this ORDER, to its parent holding company in conjunction with the Bank's next shareholder communication. The description shall fully describe the ORDER in all material respects.

EXTENSIONS

12. Notwithstanding any provision of this ORDER to the contrary, the Commissioner and Regional Director may grant a written extension of time to the Bank to comply with any provision of this ORDER.

OTHER ACTIONS

13. It is expressly and clearly understood that if, at any time, the Commissioner shall deem it appropriate in fulfilling the responsibilities placed upon her or him under applicable law to undertake any further action affecting the Bank, nothing in this ORDER shall in any way inhibit, estop, bar, or otherwise prevent her or him from doing so.

14. It is expressly and clearly understood that nothing herein shall preclude any proceedings brought by the Commissioner to enforce the terms of this ORDER, and that nothing herein constitutes, nor shall the Bank contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the state of New Jersey or any other departments or agencies thereof, including any prosecutorial agency, to bring other actions deemed appropriate.

15. The Bank shall notify the Commissioner and the Regional Director immediately of any material adverse development affecting its condition, performance, or outlook.

16. Each paragraph of this ORDER shall be binding upon the Bank and all its officers, directors, employees, and their successors and assigns.

17. Each paragraph of this ORDER shall remain effective and enforceable until stayed, modified, terminated or suspended by the Commissioner.

18. In case any paragraph in this ORDER is ruled to be invalid, illegal or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality and enforceability of the remaining paragraphs hereof shall not in any way be affected or impaired thereby.

19. Failure to comply with this ORDER may result in imposition of penalties upon the Bank, as provided by law or other appropriate supervisory action. In addition, if a director of the Bank takes an action, or fails to take an action, that contributes to the Bank's failure to comply with this ORDER, the director may be subject to penalties as provided by law or other appropriate supervisory action.

20. This agreement may be executed in several counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

IT IS SO ORDERED on this 19th day of June, 2009.



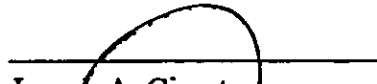
Steven M. Goldman, Commissioner
New Jersey Department of Banking and Insurance

Consented to both as to form and substance:

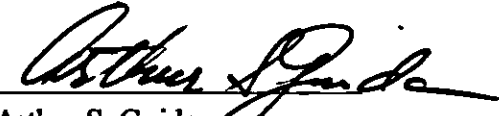


Holly Baake
Director

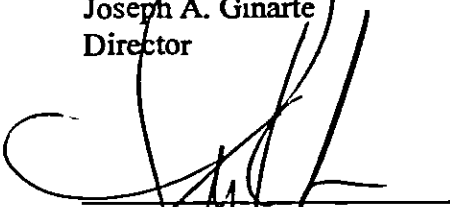
Francisco Dominguez
Director

✓ 


Joseph A. Ginarte
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Arthur S. Guida
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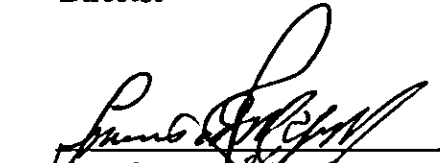
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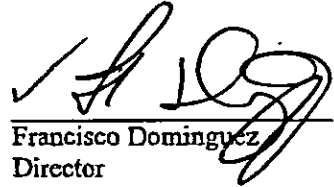


Dr. Saul Unter
Director

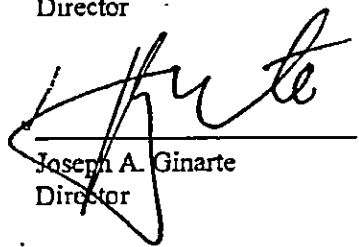
Philip M. Waldorf
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Consented to both as to form and substance:

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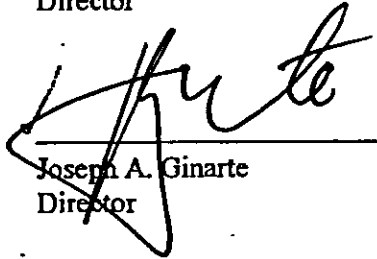
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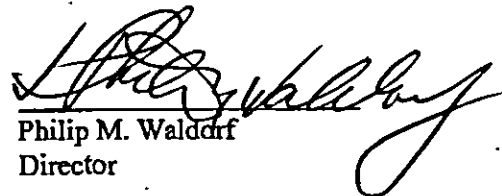
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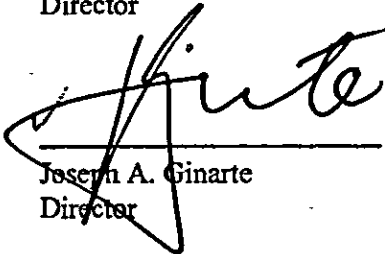


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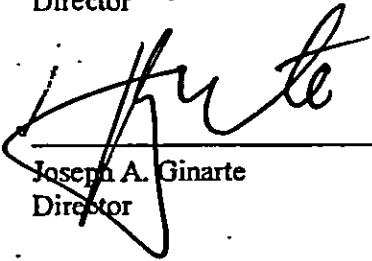
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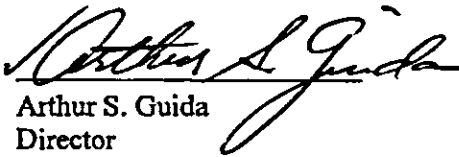
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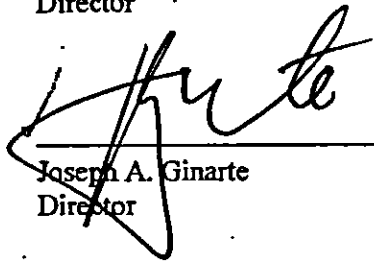
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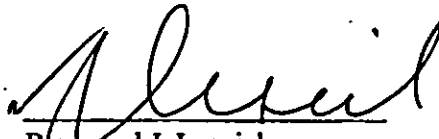
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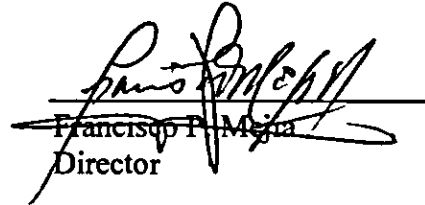
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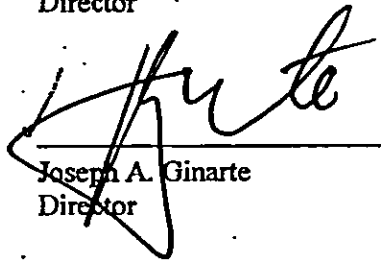
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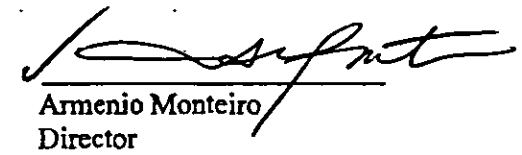
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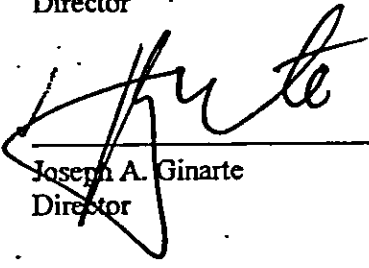
Philip M. Waldorf
Director

Consented to both as to form and substance:

Holly Bakke
Director

Francisco Dominguez
Director

Joseph A. Ginarte
Director



Arthur S. Guida
Director


Fredric K. Leighton
Director

Raymond J. Lesniak
Director

Roberto A. Madan
Director

Francisco P. Mejia
Director

Armenio Monteiro
Director



Remberto Perez
Director

Dr. George V. Thalody
Director

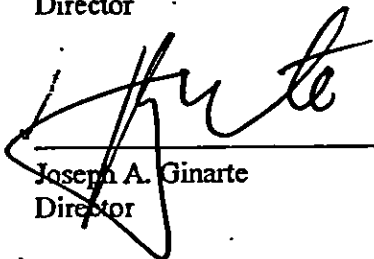
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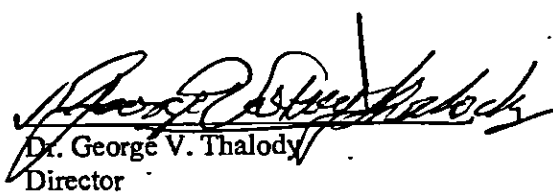
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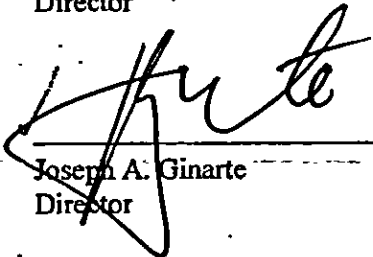
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