

IN THE MATTER OF
LIBERTY BELL BANK
MARLTON, NEW JERSEY

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STATE OF NEW JERSEY
DEPARTMENT OF
BANKING AND INSURANCE

CONSENT ORDER

TO: LIBERTY BELL BANK
c/o William R. Dunkelberg, Chairman
145 North Maple Avenue
Marlton, New Jersey 08053

BOARD OF DIRECTORS
LIBERTY BELL BANK

Acknowledged:
Liberty Bell Bank, Marlton, New Jersey

By: William R. Dunkelberg, Chairman

Kevin L. Kutcher, President, Chief Executive Officer and Director

Jeff Altman, Director

George Beppel, Director

Roy T. Fazio, Director

Joseph Maressa, Jr., Director

Stephen Mushinski, Director

James Tamburro, Director

Jack Tarditi, Director

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

WHEREAS, Liberty Bell Bank is a financial institution chartered by the Commissioner pursuant to the Act; and

WHEREAS, pursuant to N.J.S.A. 17:9A-267, the Commissioner may order a state chartered financial institution to cease any unsafe and unsound practices; and

WHEREAS, the Commissioner and the Bank having agreed to enter into this Consent Order pursuant to N.J.S.A. 17:9A-267, and the Bank, without admitting or denying any charges of unsafe and sound banking practices and violations of law or regulation, hereby consent to the following provisions;

NOW THEREFORE, it is on this 18th day of November, 2013, ORDERED AND AGREED that:

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. At a minimum, such management shall include: a chief executive officer with proven ability in managing a bank of comparable size and complexity and experience in upgrading a low quality loan portfolio; and a senior lending officer with an appropriate level of lending, collection, and loan supervision experience for the type and quality of the Bank's loan portfolio. The Board shall provide the necessary written authority to management to implement the provisions of this ORDER.

(b) The qualifications of management shall be assessed on its ability to:

- (i) comply with the requirements of this ORDER;
- (ii) operate the Bank in a safe and sound manner;
- (iii) comply with applicable laws, rules, and regulations; and

(iv) restore all aspects of the Bank to a safe and sound condition, including capital adequacy, asset quality, earnings, liquidity and management effectiveness.

(c) Within 90 days from the effective date of this ORDER, the Board, or a committee appointed by the Board, shall analyze and assess the Bank's management, staffing performance, and needs. The analysis and assessment shall be summarized in a written report ("Management Report"). At a minimum, the Management Report shall:

- (i) identify the type and number of executive/senior officer positions needed to manage and supervise the affairs of the Bank, detailing any vacancies or additional needs and giving appropriate consideration to the size and complexity of the Bank;
- (ii) identify the type and number of staff positions needed to carry out the Bank's strategic plan, detailing any vacancies or additional needs;
- (iii) present a clear and concise description of the relevant knowledge, skills, abilities, and experience necessary for each executive/senior position, including delegations of authority and performance objectives;
- (iv) identify training and development needs;
- (v) identify and establish Bank and/or Board committees needed to provide guidance and oversight to management; and
- (vi) provide for the evaluation of the performance of all existing Bank officers, senior vice president and above, indicating whether the individuals are competent and qualified to perform present and anticipated

duties, adhere to the Bank's established policies and practices, and operate the Bank in a safe and sound manner.

(d) The Management Report shall be submitted to the Commissioner of the New Jersey Department of Banking and Insurance ("Commissioner") and the Regional Director of the FDIC, New York Regional Office ("Regional Director") for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all comments, the Board shall approve the Management Report, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Management Report.

(e) The Bank shall notify the Commissioner and the Regional Director in writing of any resignations or terminations of any members of its Board or any of its "senior executive officers" (as that term is defined in section 303.101(b) of the FDIC's Rules and Regulations, 12 C.F.R. § 303.101(b)) within 10 days of the event. Any notification required by this subparagraph shall include a description of the background(s) and experience of any proposed replacement personnel and must be received by the Commissioner and the Regional Director for non-objection or comment at least 30 days prior to the individual(s) assuming the new position(s). The Bank shall also establish procedures to ensure compliance with section 32 of the Act, 12 U.S.C. § 1831i, and Subpart F of Part 303 of the FDIC's Rules and Regulations, 12 C.F.R. Part 303.

LOSS CHARGE-OFF

2. The Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" by the New Jersey Department of Banking and Insurance or the FDIC in the April 29, 2013 joint Report of Examination that have not been previously collected or charged off. Elimination or reduction of such assets with the proceeds of other Bank extensions of credit shall not be considered "collection" for purposes of this paragraph. Thereafter, upon receipt of any Report of Examination of the Bank from the New Jersey Department of Banking and Insurance or the FDIC, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" in any Report of Examination that have not been previously collected or charged off.

CLASSIFIED ASSETS REDUCTION

3. (a) Within 60 days from the effective date of this ORDER, the Bank shall formulate and submit for review as described in subparagraph (c), a written plan ("Classified Asset Plan") to reduce the Bank's risk position in each asset in excess of \$250,000 which is classified "substandard" or "doubtful" in the April 29, 2013 joint Report of Examination. For purposes of this provision, "reduce" means to collect, charge off, or improve the quality of an asset so as to warrant its removal from adverse classification by the Commissioner and the Regional Director.

(b) The Classified Asset Plan shall include, at a minimum, the following:

(i) an action plan to review, analyze and document the current financial condition of each classified borrower including source of repayment, repayment ability, and

alternative repayment sources, as well as the value and accessibility of all pledged or assigned collateral, and any possible actions to improve the Bank's collateral position;

(ii) a schedule for reducing the outstanding dollar amount of each adversely classified asset, including timeframes for achieving the reduced dollar amounts (at a minimum, the schedule for each adversely classified asset must show its dollar balance on a quarterly basis);

(iii) specific action plans intended to reduce the Bank's risk exposure in each classified asset;

(iv) delineate areas of responsibility for loan officers; and

(v) provide for the submission of monthly written progress reports to the Board for review and notation in minutes of the Board meetings.

(c) The Classified Asset Plan shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all comments, the Board shall approve the Classified Asset Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Classified Asset Plan.

(d) The Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who is already obligated in any manner to the Bank on any extensions of credit (including any portion thereof) that has been charged off the books of the

Bank or classified "loss" in the April 29, 2013 joint Report of Examination or any future Report of Examination, so long as such credit remains uncollected. If the Bank determines that failure to extend any additional credit would be substantially detrimental to the best interests of the Bank, a waiver may be requested from the Commissioner and the Regional Director. Such waiver request shall be made by the Board and contain a certification in writing as to the specific reasons why failure to advance additional funds would be substantially detrimental to the best interests of the Bank.

(e) The Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower whose loan or other credit has been classified "Substandard", "Doubtful", or is listed "Special Mention" in the April 29, 2013 joint Report of Examination or any future Report of Examination, and is uncollected, unless the Board or a designated committee provides, in writing, a detailed explanation of why the extension is in the best interest of the Bank. Prior to extending additional credit pursuant to this paragraph, whether in the form of a renewal, extension, or further advance of funds, such additional credit shall be approved by the Board, thereof, who shall determine that:

(i) the failure of the Bank to extend such credit would be detrimental to the best interests of the Bank, with a written explanation of why the failure to extend such credit would be detrimental;

(ii) the extension of such credit would improve the Bank's position, with a written explanatory statement of how and why the Bank's position would improve; and

(iii) an appropriate workout plan has been developed and will be implemented in conjunction with the additional credit to be extended.

(f) The Board's determinations and approval shall be recorded in the minutes of the Board meeting and copies shall be submitted to the Commissioner and the Regional Director at such times as the Bank submits the progress reports required by this ORDER or sooner upon the written request of the Commissioner and the Regional Director.

ALLOWANCE FOR LOAN AND LEASE LOSSES

4. (a) Within 30 days from the effective date of this ORDER, the Bank shall revise, if and as necessary, and submit for review as described in subparagraph (d), a comprehensive policy and methodology for determining the ALLL ("ALLL Policy"). The ALLL Policy shall provide for a review of the ALLL at least once each calendar quarter. Said review should be in order that the results of the review conducted by the Board may be properly reported in the quarterly Consolidated Reports of Condition and Income. Such reviews shall, at a minimum, be made in accordance with:

(i) Financial Accounting Standards Board ("FASB") ASC 310-40 and FASB ASC 310-10-35-2 through 30;

(ii) the FFIEC's Instructions for the Consolidated Reports of Condition and Income ("Call Report");

(iii) the *Interagency Statement of Policy on the Allowance for Loan and Lease Losses* (FIL-105-206, issued December 13, 2006);

(iv) other applicable regulatory guidance that addresses the appropriateness of the Bank's ALLL; and

(v) any analysis of the Bank's ALLL provided by the FDIC and the Commissioner.

(b) Such reviews shall include, at a minimum:

(i) the Bank's loan loss experience;

(ii) an estimate of the potential loss exposure in the portfolio; and

(iii) trends of delinquent and nonaccrual loans and prevailing and prospective economic conditions.

(c) The minutes of the Board meetings at which such reviews are undertaken shall include complete details of the reviews and the resulting recommended adjustment in the ALLL. The Board shall document in the minutes the basis for any determination not to require provisions for loan losses in accordance with subparagraphs (a) and (b).

(d) The ALLL Policy shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all such comments, the Board shall approve the revised ALLL Policy, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the ALLL Policy.

(e) Any deficiency in the ALLL shall be remedied in the calendar quarter in which it is discovered by a charge to current operating earnings prior to any Tier 1 Capital determinations required by this ORDER and prior to the Bank's submission of its Call Report. The Bank shall thereafter maintain an appropriate ALLL.

(f) The analysis supporting the determination of the adequacy of the ALLL shall be submitted to the Commissioner and the Regional Director. These submissions shall be made at such times as the Bank files the progress reports required by this ORDER or sooner upon the written request of the Commissioner and the Regional Director. In the event that the Commissioner and the Regional Director determines that the Bank's ALLL is inadequate, the Bank shall increase its ALLL and amend its Call Reports accordingly.

CAPITAL

5. (a) Within 60 days from the effective date of this ORDER, the Bank shall formulate and submit for review by the Commissioner and the Regional Director a capital plan ("Capital Plan") designed to meet and maintain the following minimum capital levels (as defined in Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325), after establishing an appropriate allowance for loan and lease losses ("ALLL"):

(i) Tier 1 Capital at least equal to 6 percent of total assets;

(ii) Tier 1 risk-based Capital at least equal to 8 percent of total risk-weighted

assets; and

(iii) Total risk-based Capital at least equal to 10 percent of total risk-weighted assets.

(b) For purposes of this ORDER, all terms relating to capital shall be calculated in accordance with Part 325 of the FDIC's Rules and Regulations, 12 C.F.R. Part 325, and 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. In the event any capital ratio falls below the minimum required by this ORDER, and the Bank is in noncompliance with the Capital Plan the Bank shall immediately notify the Commissioner and the Regional Director; and within 30 days, shall develop a written Capital Contingency Plan describing the primary means and timing by which the Bank shall increase its capital ratios up to or in excess of the minimum requirements set forth in this ORDER, as well as a contingency plan for the sale, merger, or liquidation of the Bank.

(c) At a minimum, the Capital Plan shall include:

(i) specific plans to achieve the capital levels required under this ORDER;

(ii) specific plans for the maintenance of adequate capital that may in no event be less than the requirements of the provisions of this ORDER;

(iii) projections for asset growth and capital requirements, and such projections shall be based upon a detailed analysis of the Bank's current and projected assets, liabilities, earnings, fixed assets, and off-balance sheet activities, each of which shall be consistent with the Bank's strategic business plan;

(iv) projections for the amount and timing of the capital necessary to meet the Bank's current and future needs;

(v) the primary source(s) from which the Bank will strengthen its capital to meet the Bank's needs; and

(vi) contingency plans that identify alternative sources of capital should the primary source(s) under (v) above not be available.

(d) The Capital Plan shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all such comments, the Board shall approve the Capital Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Capital Plan.

(e) The Board shall review the Bank's adherence to the Capital Plan, at minimum, on a monthly basis. Copies of the reviews and updates shall be submitted to the Commissioner and the Regional Director as part of the progress reports required by this ORDER.

CONCENTRATIONS

6. (a) Within 60 days from the effective date of this ORDER, the Bank shall formulate and submit for review as described in subparagraph (b), a written plan to reduce and manage the concentration of credit identified in the April 29, 2013 Report of Examination ("Concentrations Reduction Plan"). At a minimum, the Concentrations Reduction Plan must provide for written

procedures for the ongoing measurement and monitoring of the concentrations of credit, and a limit on concentrations commensurate with the Bank's capital position, business strategy, management expertise, size, location, safe and sound banking practices, and the overall risk profile of the Bank. Such plan shall prohibit any advances that would increase the concentration unless the advance is pursuant to an existing loan agreement and is otherwise permissible pursuant to this ORDER.

(b) The Concentrations Reduction Plan shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all such comments, the Board shall approve the Concentration Reduction Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the plan.

LIQUIDITY AND FUNDS MANAGEMENT

7. (a) Within 60 days from the effective date of this ORDER, the Bank shall revise its Contingency Funding Plan (the "Plan") to strengthen the Bank's funds management procedures. The Plan policy shall be submitted for review as described in subparagraph (c).

(b) The Plan shall include, at a minimum, provisions that:

(i) define responsibilities and decision-making authority;

(ii) include an assessment of the possible liquidity events that the Bank might encounter;

(iii) analyze and make quantitative projections of all significant on-and-off balance sheet fund flows and their related effects;

(iv) match potential sources and uses of funds;

(v) establish indicators that alert management to a predetermined level of potential risks;

(vi) identify and assess the adequacy of contingent funding sources;

(vii) identify the sequence in which sources of funds will be used for contingent needs;

(viii) assess the potential for triggering legal restrictions on the Bank's access to brokered deposits under PCA standards and the effect on the bank's liability structure; and,

(ix) comply with the guidance set forth in *Liquidity Risk Management* (FIL-84-2008, issued August 26, 2008).

(c) The Plan shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any comments from the Commissioner and the Regional Director, and after incorporation and adoption of all such comments, the Board shall approve the Plan, which approval shall be recorded in the

minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Plan.

(d) The Bank shall review annually its Liquidity and Funds Management Policy, including the Plan for adequacy and, based upon such review, shall make necessary revisions to the policy.

PROFIT AND BUDGET PLAN

8. (a) Within 45 days from the effective date of this ORDER, and within the first 30 days of each calendar year thereafter, the Bank shall revise and submit for review as described in subparagraph (c), a written profit and budget plan ("Profit Plan") consisting of goals and strategies, consistent with sound banking practices, and taking into account the Bank's other written plans, policies, or other actions as required by this ORDER.

(b) The Profit Plan shall include, at a minimum:

(i) a description of the operating assumptions that form the basis for, and adequately support, material projected revenue and expense components;

(ii) specific goals to maintain appropriate provisions to the ALLL;

(iii) realistic and comprehensive budgets for all categories of income and expense;

(iv) an executive compensation plan, addressing any and all salaries, bonuses and other benefits, both current and deferred, whether paid directly or indirectly, which plan

incorporates qualitative as well as profitability performance standards for the Bank's senior executive officers;

(v) a budget review process to monitor the revenue and expenses of the Bank whereby actual performance is compared against budgetary projections not less than quarterly; and

(vi) a requirement to record the results of the budget review and any actions taken by the Bank as a result of the budget review in the Board minutes.

(c) The Profit Plan required by subparagraph (a), shall be submitted to the Commissioner and the Regional Director for non-objection or comment. Within 30 days from receipt of non-objection or any such comments from the Commissioner and the Regional Director, and after incorporation and adoption of all comments, the Board shall approve the Profit Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Profit Plan.

(d) Within 30 days following the end of each calendar quarter following completion of the Profit Plan required by this paragraph, the Board shall evaluate the Bank's actual performance in relation to the Profit Plan, record the results of the evaluation, and note any actions taken by the Bank in the minutes of the Board meeting at which such evaluation is undertaken.

DIVIDEND RESTRICTION

9. The Bank shall not declare or pay any dividend without the prior written consent of the Commissioner and the Regional Director.

BROKERED DEPOSITS

10. (a) The Bank shall not accept, renew, or rollover any brokered deposit, as defined by section 337.6(a)(2) of the FDIC's Rules and Regulations, 12 C.F.R. § 337.6(a)(2), unless it is in compliance with the requirements of 12 C.F.R. § 337.6(b), governing solicitation and acceptance of brokered deposits by insured depository institutions.

(b) The Bank shall comply with the restrictions on the effective yields on deposits described in section 337.6 of the FDIC's Rules and Regulations, 12 C.F.R. § 337.6.

CORRECTION OF VIOLATIONS

11. The Bank shall take all steps necessary, consistent with other provisions of this ORDER and safe and sound banking practices, to eliminate or correct violations of law or regulation and all contraventions of regulator policies or guidelines cited in the April 29, 2013 joint Report of Examination.

COMPLIANCE COMMITTEE

12. (a) Within 30 days from the effective date of this ORDER, the Board shall establish a compliance committee ("Compliance Committee") a majority of which members shall be "independent", as that term is defined in subparagraph (c), with the responsibility of ensuring

compliance with the provisions of this ORDER, whose composition shall be acceptable to the Commissioner and the Regional Director.

(b) The Compliance Committee shall monitor compliance with this ORDER and submit a written report monthly to the entire Board, and a copy of the report and any discussion related to the report or this ORDER shall be part of the minutes of the Board meeting. Copies of the monthly report shall be submitted to the Commissioner and the Regional Director as part of the progress reports required by this ORDER. Nothing contained herein shall diminish the responsibility of the entire Board to ensure compliance with the provisions of this ORDER.

(c) For the purposes of this ORDER, an “independent” director shall be an individual who:

(i) is not employed in any capacity by the Bank, any of its subsidiaries, or affiliated organizations, other than as a director;

(ii) if applicable, does not own more than 5.00 percent (%) of the outstanding shares of the Bank or any of the Bank’s affiliates;

(iii) is not related by blood or marriage to an officer or director of the Bank or its affiliates, or any shareholder owning more than 5.00 percent (%) of the outstanding shares of the Bank or its affiliates, and who does not otherwise share a common financial interest with such officer, director, or shareholder;

(iv) is not indebted, directly or indirectly, to the Bank or any of its affiliates, including the indebtedness of any entity in which the individual has a substantial financial

interest, in an amount exceeding 15 percent (%) of the Bank's total Tier 1 Capital and ALLL;
and

(v) is a resident of, or engaged in business in, the Bank's trade area; or is otherwise deemed to be an independent director for purposes of this ORDER by the Commissioner and the Regional Director.

PROGRESS REPORTS

13. (a) Within 45 days from the end of each calendar quarter following the effective date of this ORDER, the Bank shall furnish to the Commissioner and the Regional Director written progress reports detailing the form, manner, and results of any actions taken to secure compliance with this ORDER. All progress reports and other written responses to this ORDER shall be reviewed by the Board and made a part of the Board minutes.

SHAREHOLDER DISCLOSURE

14. Following the effective date of this ORDER, the Bank shall provide to its shareholders or otherwise furnish a description of this ORDER, in conjunction with the Bank's next shareholder communication and 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 State of New Jersey Department of Banking and Insurance, Division of Banking, 20 West State

Street, P.O. Box 040, Trenton, New Jersey 08625-0040 and the FDIC, Division of Supervision and Consumer Protection, Accounting-Registration, Disclosure and Securities Section, 550 17th Street, N.W., Washington, D.C. 20429 for non-objection or comment at least 30 days prior to dissemination to shareholders. Any changes requested to be made by the Commissioner or the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

The provisions of this ORDER shall not bar, estop, or otherwise prevent the Commissioner 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 ORDER shall be effective on the date of issuance.

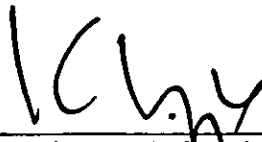
The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

The provisions of this ORDER 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 Commissioner.

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

In the event any paragraph of 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.

This ORDER is entered into under the Commissioner's authority under the New Jersey Banking Act of 1948 and shall have the full force of the law as provided in N.J.S.A. 17:9A-267 and 268.



Kenneth E. Kobylowski, Commissioner
Department of Banking and Insurance

Consented to as to form, substance and entry:

Liberty Bell Bank

William R. Dunkelberg, Chairman

Date: _____




Kevin L. Kutcher, President, Chief Executive Officer and Director

Date: 11-12-13

Jeff Altman, Director

Date: _____




George Beppel, Director

Date: 11-12-13

Roy T. Fazio, Director

Date: _____



Joseph Maressa, Jr., Director

Date: 11-12-13



Stephen Mushinski, Director

Date: 11-12-13



James Tamburro, Director

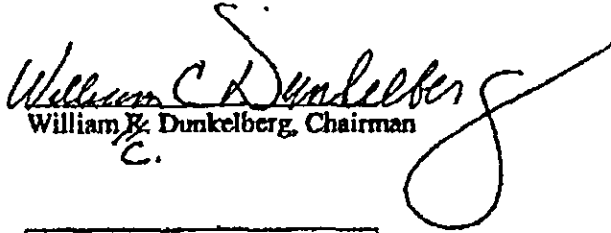
Date: 11-12-13

Jack Tarditi, Director

Date: _____

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Liberty Bell Bank


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Date: 11/12/13

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Jack Tarditi, Director

Date: 11/12/13

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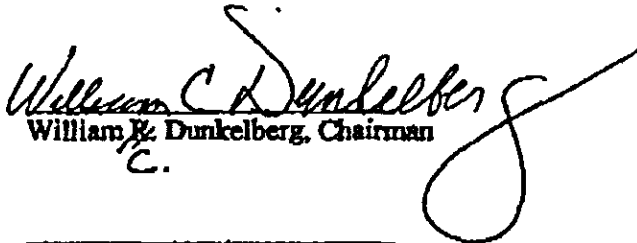
Date: _____

Jack Tarditi, Director

Date: _____

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Liberty Bell Bank


William C. Dunkelberg, Chairman
C.

Date: 11/12/13

Kevin L. Kutcher, President, Chief Executive Officer and Director

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