Conditional Approval #1118
February 2015

January 6, 2015

Dennis R. Wendte
Partner
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606

Subject: Application for the merger of Winfield Community Bank, Winfield, Illinois into
Grand Ridge National Bank, Grand Ridge, Illinois
OCC Control Number: 2014-CE-Combination-140427

Dear Mr. Wendte:

The Comptroller of the Currency (OCC) hereby conditionally approves the application for the
merger of Winfield Community Bank, Winfield, Illinois with and into Grand Ridge National
Bank, Grand Ridge, Illinois, under the charter and title of the latter.

This approval is granted based on a thorough review of all information available, including
commitments and representations made in the application, purchase and assumption agreement,
and those of your representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act,
12 U.S.C. § 1828(c), and applicable OCC regulations and policies. Among other matters, we
found that the proposed transaction would not have significant anticompetitive effects. We also
considered the financial and managerial resources of the banks, their future prospects, their
effectiveness in combating money laundering activities, the convenience and needs of the
communities to be served and the risk of the transaction to the stability of the United States
banking or financial system. Furthermore, OCC reviews records of compliance with the CRA,
12 U.S.C. § 2903(a)(2). We considered these factors and found them consistent with approval.

The branch acquisition is authorized under 12 U.S.C. § 36(c).

This approval is subject to the following conditions:

(1) The resulting bank will maintain a minimum tier one leverage ratio of 8%, excluding any
bargain purchase gain, for a period of one year from the date of consummation.

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(2) The resulting bank will adhere to the January 5, 2015 representation made by Chairman and CEO Mark Scheffers regarding any related bargain purchase gain.

The conditions of this approval are conditions "imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request" within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

The district office must be advised in writing in advance of the desired effective date for the merger, so it may issue the necessary certification letter. The effective date must follow any other required regulatory approval.

If the merger is not consummated within one year from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. Our approval is based on the bank's representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

All correspondence regarding this application should reference the application control number. If you have any questions, please contact Senior Licensing Analyst Carolina M. Ledesma at (312) 360-8867 or by email at Carolina.Ledesma@occ.treas.gov.

Sincerely,

/s/

Travis W. Wilbert
Director for District Licensing