

UNITED STATES OF AMERICA
BEFORE THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.

In the Matter of

BANK OF THE EASTERN SHORE
Cambridge, Maryland

Docket No. 11-084-PCA-SM

Prompt Corrective Action
Directive Issued Pursuant to
Section 38 of the Federal Deposit
Insurance Act, as Amended

WHEREAS, the Board of Governors of the Federal Reserve System (the “Board of Governors”) has determined that:

(A) As of April 30, 2011, Bank of the Eastern Shore (the “Bank”), a state-chartered bank that is a member of the Federal Reserve System, is undercapitalized, as defined in section 208.43(b)(3) of Regulation H of the Board of Governors (12 C.F.R. § 208.43(b)(3)), for purposes of section 38 of the Federal Deposit Insurance Act, as amended (the “FDI Act”) (12 U.S.C. § 1831*o*).

(B) The Bank has not filed a capital restoration plan that meets the requirements of section 38(e)(2) of the FDI Act (12 U.S.C. § 1831*o*(e)(2)) and section 208.44 of Regulation H (12 C.F.R. § 208.44).

(C) Due to the failure to file an acceptable capital restoration plan, pursuant to section 38(f)(1)(B) (12 U.S.C. § 1831*o*(f)(1)(B)) of the FDI Act, the Bank is subject to all of the provisions of section 38 of the FDI Act and section 208.45 of Regulation H of the Board of Governors (12 C.F.R. § 208.45) that are applicable to significantly undercapitalized institutions.

(D) For the year ending December 31, 2010, the Bank filed a call report

representing that its leverage ratio, tier 1 risk-based capital ratio, and total risk-based capital ratio were 5.29 percent, 6.72 percent and 8.01 percent, respectively. For the June 30, 2011 call report, the Bank's stated capital ratios were 3.83 percent, 4.71 percent, and 6.01 percent, respectively. From December 31, 2010 to June 30, 2011, the Bank's net loss was \$3.189 million and its equity capital declined from \$10.886 million to \$7.651 million. Accordingly, pursuant to sections 38(f)(2) and (3) of the FDI Act (12 U.S.C. §§ 1831o(f)(2) and (3)), section 208.45(b) of Regulation H of the Board of Governors (12 C.F.R. § 208.45(b)), and section 263.202(a)(2) of the Rules of Practice for Hearings of the Board of Governors (the "Rules of Practice") (12 C.F.R. § 263.202(a)(2)), the Bank must immediately take certain actions in order to carry out the purposes of section 38 of the FDI Act, due to the Bank's weakened and deteriorating capital position.

Accordingly, pursuant to section 208.45(b) of Regulation H of the Board of Governors and section 263.202(a)(2) of the Rules of Practice, the Board of Governors issues this Directive and immediately directs the Bank and its institution-affiliated parties, as defined in section 3(u) of the FDI Act (12 U.S.C. § 1813(u)), to comply fully with the following:

1. The Bank shall no later than 60 days of the date of this Directive (or such additional time as the Board of Governors may permit):
 - (a) Increase the Bank's equity through the sale of shares or contributions to surplus in an amount sufficient to make the Bank adequately capitalized as defined in section 208.43(b)(2) of Regulation H of the Board of Governors (12 C.F.R. § 208.43(b)(2));
 - (b) enter into and close a contract to be acquired by a depository institution holding company or combine with another insured depository institution, closing under which

contract is conditioned only on the receipt of necessary regulatory approvals, the continued accuracy of customary representations and warranties, and the performance of customary pre-closing covenants; or

(c) take other necessary measures to make the Bank adequately capitalized.

2. The Bank shall comply fully with the provisions of section 38(d)(1) of the FDI Act (12 U.S.C. § 1831o(d)(1)) restricting the making of any capital distributions, including, but not limited to, the payment of dividends.

3. The Bank shall not, without the prior written approval of the Federal Reserve Bank of Richmond (the “Reserve Bank”) and the fulfillment of one of the requirements set forth in paragraph 1, solicit and accept new deposit accounts or renew any time deposit bearing an interest rate that exceeds the prevailing effective rates on deposits of comparable amounts and maturities in the Bank’s market area.

4. (a) The Bank shall comply fully with the provisions of section 38(f)(2)(B)(i) of the FDI Act (12 U.S.C. § 1831o(f)(2)(B)(i)) requiring that all transactions between the Bank and any affiliate comply with section 23A of the Federal Reserve Act (12 U.S.C. § 371c).

(b) For the purposes of this Directive, the terms (i) “transaction” shall include, but not be limited to, the transfer, sale or purchase of any asset, including cash, or the direct or indirect payment of any expense or obligation of, the payment of a management or service fee of any nature to, or any extension of credit to an affiliate; (ii) “extension of credit” shall be defined as set forth in section 215.3 of Regulation O of the Board of Governors (12 C.F.R. § 215.3); and (iii) “affiliate” shall be defined as set forth in subparagraph (b)(1) of section 23A of the Federal

Reserve Act (12 U.S.C. § 371c(b)(1)) and section 223.2 of Regulation W of the Board of Governors (12 C.F.R. § 223.2).

5. The Bank shall comply fully with the provisions of sections 38(f)(4)(A)(i) and (ii) of the FDI Act (12 U.S.C. §§ 1831o(f)(4)(A)(i) and (ii)) restricting the payment of bonuses to senior executive officers and increases in compensation of such officers.

6. The Bank shall comply fully with the provisions of sections 38(e)(3) and (4) of the FDI Act (12 U.S.C. §§ 1831o(e)(3) and (4)) restricting asset growth, acquisitions, branching, and new lines of business.

7. All communications regarding this Directive shall be sent to:

- (a) Mr. Eugene W. Johnson, Jr.
Vice President
Federal Reserve Bank of Richmond
P.O. Box 27622
Richmond, Virginia 23261
- (b) Mr. Harold S. Robbins
Chairman of the Board and President
Bank of the Eastern Shore
301 Crusader Road
Cambridge, Maryland 21613

8. Notwithstanding any provision of this Directive, the Reserve Bank may, in its sole discretion, grant written extensions of time to the Bank to comply with any provision of this Directive.

9. The provisions of this Directive shall be binding upon the Bank and its institution-affiliated parties, in their capacities as such, and their successors and assigns.

10. Each provision of this Directive shall remain effective and enforceable until stayed, modified, terminated or suspended in writing by the Board of Governors.

11. The provisions of this Directive shall not bar, estop or otherwise prevent the Board of Governors, the Reserve Bank, or any other federal or state department or agency from taking any other action affecting the Bank or any of its current or former institution-affiliated parties and their successors or assigns.

12. (a) The Directive does not supersede the Written Agreement by and among the Bank, the Reserve Bank, and the State of Maryland Commissioner of Financial Regulation (the "Commissioner"), dated August 31, 2010.

(b) Notwithstanding any provision of this Directive, the Bank shall comply with any other supervisory action issued by the Board of Governors, the Reserve Bank, the Commissioner, or the Federal Deposit Insurance Corporation.

13. The Bank may, pursuant to section 263.202(a)(2) of the Rules of Practice, submit to the Board of Governors a written appeal of this Directive. Any written appeal of this Directive must be received by Jennifer J. Johnson, Secretary of the Board, Board of Governors of the Federal Reserve System, 20th & C Streets, N.W., Washington, D.C. 20551, within 14 calendar days of service of this Directive. Failure to file a written appeal within the time specified herein shall constitute a waiver by the Bank of the opportunity to file a written appeal of this Directive.

14. As set forth in section 263.205 of the Board of Governors' Rules of Practice for Hearings (12 C.F.R. § 263.205), this Directive is enforceable by the Board of Governors under section 8 of the FDI Act (12 U.S.C. § 1818).

By order of the Board of Governors of the Federal Reserve System, effective this 8th day of August, 2011.

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM

By: /s/ Jennifer J. Johnson
Jennifer J. Johnson
Secretary of the Board