



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, DC 20551

November 25, 2013

Ryan Zacharia
Chief Operating Officer
Jacobs Asset Management, LLC
11 East 26th Street, Suite 1900
New York, New York 10010

Dear Mr. Zacharia:

This letter responds to your request of May 30, 2013, on behalf of JAM Consolidation Fund, LP; JAM Managers, LLC; and Jacobs Asset Management, LLC (collectively, "JAM"), all of New York, New York, for relief from passivity commitments that JAM made to the Board in connection with JAM's purchase of an aggregate principal amount of \$3.0 million of 7.7 percent senior subordinated securities due 2039 (the class collectively, "Boscobel CPP shares") that were issued by Boscobel Bancorp, Inc. ("Boscobel"), Boscobel, Wisconsin, to the Department of the Treasury ("Treasury") as part of the Troubled Asset Relief Program's Capital Purchase Program ("CPP"). JAM's purchase amounted to 54 percent of the outstanding Boscobel CPP shares and 15.6 percent of Boscobel's total equity. The requested relief would completely relieve JAM from commitments that the Board relied on in determining that JAM would not be able to exercise a controlling influence over Boscobel for purposes of the Bank Holding Company Act ("BHC Act").¹

In 2009, as part of its effort to support the banking system and promote new lending, Treasury invested \$5.6 million in Boscobel by purchasing the Boscobel CPP shares. In 2013, as part of its efforts to wind down and recover its investments under the CPP, Treasury sold the CPP shares of a number of banking organizations through an auction process. On March 11, 2013, JAM

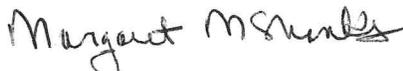
¹ 12 U.S.C. § 1842. See 12 CFR 225.15.

acquired its Boscobel CPP shares from Treasury through this process, and in that connection, provided the commitments to the Board.

On April 25, 2013, JAM consummated a transaction to sell all of its Boscobel CPP shares back to Boscobel. Since JAM no longer has any ownership of voting securities of Boscobel, JAM is presumed not to control Boscobel. In addition, JAM does not have the right to appoint a director to the board of directors of Boscobel or have representation on the board. Further, there are no existing or contemplated business relationships between the two firms. JAM has also provided written representation that it will not exercise or attempt to exercise a controlling influence over the management or policies of Boscobel.

Based on all the facts of record, the Director of the Division of Banking Supervision and Regulation, acting pursuant to authority delegated by the Board under section 265.7(a)(2) of the Board's Rules Regarding Delegation of Authority (12 CFR 265.7(a)(2)), and after consulting with the General Counsel, has approved JAM's request for relief from the passivity commitments provided in connection with the investment in Boscobel. This action is based on the representations and commitments set forth in all of your communications and in correspondence related to your request, including the representations discussed above. Any change in the facts presented could result in a different conclusion and should be reported to Board staff immediately. This determination should not be construed as granting relief from any other conditions or commitments to which JAM may be subject.

Very truly yours,



Margaret McCloskey Shanks
Deputy Secretary of the Board

cc: Adam M. Drimer, Assistant Vice President
Federal Reserve Bank of Richmond