

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

IN THE MATTER OF)
)
CALVIN BROOKS,)
Former Vice President,)
Bank of America, N.A., Charlotte, NC)
Former Vice President,)
Guaranty National Bank of Tallahassee, FL)

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (Comptroller) intends to initiate a prohibition proceeding against Calvin Brooks pursuant to 12 U.S.C. § 1818(e) (as amended); and

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, the Comptroller and Brooks desire to enter into this Stipulation and Consent Order (Order);

NOW, THEREFORE, in consideration of above premises, it is stipulated by and between the Comptroller, through his duly authorized representative, and Brooks that:

Article I

JURISDICTION

(1) Bank of America, N.A., Charlotte, NC (“Bank of America”), and Guaranty National Bank of Tallahassee, FL (“Guaranty”), are each national banking associations, chartered and examined by the Comptroller, pursuant to the National Bank Act of 1864, as

amended, 12 U.S.C. § 1 et seq. Accordingly, Bank of America and Guaranty are each an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Brooks was an Assistant Vice President and Vice President of Bank of America from on or about January 1997 until on or about May 2001; and a Vice President of Guaranty from on or about January 2002 until on or about June 2003; having served in both Banks in Tallahassee, FL, and is an “institution-affiliated party” of Bank of America and Guaranty as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years from the date hereof (see 12 U.S.C. § 1818(i)(3)).

(3) Pursuant to 12 U.S.C. § 1813(q), the Comptroller is the “appropriate Federal banking agency” to maintain an enforcement proceeding against institution-affiliated parties. Therefore, Brooks is subject to authority of the Comptroller to initiate and maintain a prohibition proceeding against him pursuant to 12 U.S.C. § 1818(e).

Article II

PROHIBITION

(1) With respect to the institutions and agencies set forth in paragraph (2) of this Article, and without admitting or denying any wrongdoing, Brooks hereby agrees that he shall not:

- (a) participate in any manner in the conduct of their affairs;
- (b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights;
- (c) violate any voting agreement previously approved by the “appropriate Federal banking agency,” as defined in 12 U.S.C. § 1813(q) (as amended); or

(d) vote for a director, or serve or act as an “institution-affiliated party,” as defined in 12 U.S.C. § 1813(u) (as amended).

(2) The prohibitions in paragraph (1) of this Article apply to the following institutions and agencies:

- (a) any insured depository institution, as defined in 12 U.S.C. § 1813(c);
- (b) any institution treated as an insured bank under 12 U.S.C. §§ 1818(b)(3), (b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9) (as amended);
- (c) any insured credit union under the Federal Credit Union Act;
- (d) any institution chartered under the Farm Credit Act of 1971;
- (e) any appropriate Federal depository institution regulatory agency; and
- (f) the Federal Housing Finance Board and any Federal Home Loan Bank.

(3) The prohibitions of paragraphs (1) and (2) of this Article shall cease to apply with respect to a particular institution if Brooks obtains the prior written consent of both the Comptroller and the institution's “appropriate Federal financial institutions regulatory agency,” as defined in 12 U.S.C. § 1818(e)(7)(D) (as amended).

(4) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818(e), (i), (j), and (h) (as amended).

Article III

WAIVERS

(1) By executing this Order, Brooks waives:

- (a) the right to the issuance of a Notice(s) under 12 U.S.C. § 1818(e);

- (b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(e) and 12 C.F.R. Part 19;
- (c) all rights to seek judicial review of this Order;
- (d) all rights in any way to contest the validity of this Order;
- (e) any and all claims for fees, costs or expenses against the Comptroller, or any of his agents or employees, related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412; and
- (f) all rights to assert a “double jeopardy” claim in the event of a criminal prosecution brought by the Department of Justice for acts which form the basis for issuance of this Order.

(2) Brooks shall not cause, participate in or authorize Bank of America or Guaranty (or any subsidiaries or affiliates thereof) to incur, directly or indirectly, any legal (or other professional) expense relative to the negotiation and issuance of this Order; and, in accordance with 12 C.F.R. § 7.2014, Brooks shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from Bank of America or Guaranty (or any subsidiaries or affiliates thereof) with respect to such amounts.

(3) It is hereby agreed that the provisions of this Order constitute a settlement of a prohibition proceeding contemplated by the Comptroller. The Comptroller agrees not to institute proceedings for the specific acts, omissions, or violations, unless such acts, omissions, or violations reoccur.

(4) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except as set forth above, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Brooks if, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

(5) Brooks understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and that nothing herein constitutes, nor shall Brooks contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

(6) Brooks acknowledges that he has read and understands the premises and obligations of this Order and declares that no separate promise or inducement of any kind has been made by the Comptroller, his agents or employees to cause or induce Brooks to agree to consent to the issuance of this Order and/or to execute this Order.

IN TESTIMONY WHEREOF, the undersigned have hereunto set their hands.

/s/ Ronald G. Schneck

2/26/04

RONALD G. SCHNECK, Director
Special Supervision
Office of the Comptroller of the Currency

Date

02/14/2004

Signed

CALVIN BROOKS

Date