

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

\_\_\_\_\_ )  
**In the Matter of:** )  
Eagle National Bank of Miami, N.A. )  
Doral, Florida )

**CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”), through her National Bank Examiner, has examined Eagle National Bank of Miami, N.A., Doral, Florida (“Bank”), and her findings are contained in the Report of Examination for the examination that commenced on July 6, 2004 (“ROE”).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated December 21, 2004, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

Pursuant to the authority vested in her by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that:

**ARTICLE I**

**COMPLIANCE COMMITTEE**

(1) Within thirty (30) days, the Board shall appoint a Compliance Committee of at least three (3) directors, of which no more than one (1) shall be an employee of the Bank or any of its affiliates (as the term “affiliate” is defined in 12 U.S.C. § 371c(b)(1) and 12 C.F.R. § 223.2), or an immediate family member (as the term “immediate family” is defined in

12 C.F.R. § 225.41(b)(3)) of any such person. Upon appointment, the names of the members of the Compliance Committee shall be submitted in writing to the Assistant Deputy Comptroller. The Compliance Committee shall be responsible for monitoring and coordinating the Bank's adherence to the provisions of this Order.

(2) The Compliance Committee shall meet at least monthly.

(3) Within twenty (20) days of the appointment of the Committee and every thirty (30) days thereafter, commencing in February, 2005, the Compliance Committee shall submit a written progress report to the Board setting forth in detail:

(a) actions taken to comply with each Article of this Order; and

(b) the results of those actions.

(4) The Board shall forward a copy of the Compliance Committee's report, with any additional comments by the Board, to the Assistant Deputy Comptroller with each quarterly progress report required by Article XIII.

## ARTICLE II

### BANK SECRECY ACT - COMPLIANCE OFFICER

(1) Within forty-five (45) days, the Board shall appoint a capable officer of the Bank who shall be vested with sufficient authority to monitor and ensure the Bank's compliance with the Bank Secrecy Act, as amended (31 U.S.C. §§ 5311 - 5330), the regulations promulgated thereunder at 31 C.F.R. Part 103, as amended, and 12 C.F.R. Part 21, Subparts B and C (collectively referred to hereafter in this Order as the Bank Secrecy Act), and the rules and regulations of the Office of Foreign Assets Control (OFAC). This BSA compliance officer shall report directly to the Board and shall be completely independent of the Bank's management. This BSA compliance officer shall be responsible for the complete and timely filing of all reports

required under the Bank Secrecy Act, including, but not limited to, Currency Transaction Reports (CTRs) and Suspicious Activity Reports (SARs).

(2) Prior to the appointment or employment of any individual as the BSA compliance officer, the Board shall submit the name and qualifications of the proposed officer to the Assistant Deputy Comptroller for a prior determination of no supervisory objection.

(3) The requirement to submit information and the provision for a prior determination of no supervisory objection in this Article are based on the authority of 12 U.S.C. § 1818(b) and do not require the Comptroller or the Assistant Deputy Comptroller to complete her or his review and act on any such information or authority within ninety (90) days.

### ARTICLE III

#### BANK SECRECY ACT – SENIOR FOREIGN POLITICAL FIGURES

(1) Within sixty (60) days, the Bank shall conduct a review at the Bank to identify all accounts held by “senior foreign political figures”, any member of a senior foreign political figure’s immediate family, and any close associate of a senior foreign political figure.

(2) Within ninety (90) days and annually thereafter, the Bank shall conduct enhanced scrutiny of any account identified in paragraph (1) of this Article and of any account opened by a senior foreign political figure, any member of a senior foreign political figure’s immediate family, and any close associate of a senior foreign political figure after the effective date of this Order. The enhanced scrutiny required by this paragraph must be reasonably designed to detect and report transactions that may involve money laundering, the proceeds of foreign corruption, terrorist financing, or other suspicious activity.

(3) For purposes of this Order, “senior foreign political figure” is defined as a senior official in the executive, legislative, administrative, military or judicial branches of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a “senior foreign political figure” includes any corporation, business, trust or other entity that has been formed by, or for the benefit of, a senior foreign political figure. “Immediate family” of a senior foreign political figure is defined as the figure’s parents, siblings, spouse, children and in-laws. “Close associate” of a senior foreign political figure is defined as a person who is widely and publicly known to maintain an unusually close relationship with the senior foreign political figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of the senior foreign political figure.

#### ARTICLE IV

##### BANK SECRECY ACT - INTERNAL CONTROLS

(1) Within ninety (90) days, the Board shall develop, implement, and thereafter ensure Bank adherence to a written program of policies and procedures to ensure compliance with the Bank Secrecy Act. At a minimum, this written program shall establish:

- (a) a system of internal controls and independent testing and auditing to ensure ongoing compliance with the Bank Secrecy Act;
- (b) operating procedures for both the opening of new accounts and the monitoring for suspicious activity of high risk accounts, including accounts of senior foreign political figures, any member of a senior foreign political figure’s immediate family, and any close associate of a senior foreign political figure;

- (c) adequate procedures to ensure that the accounts of any senior foreign political figure, any member of a senior foreign political figure's immediate family, and any close associate of a senior foreign political figure are identified;
- (d) adequate controls and procedures to ensure that all suspicious and large currency transactions are identified and reported. Procedures should be comprehensive as to all points of cash entry and exit;
- (e) procedures to ensure that records are maintained on monetary instrument transactions and funds transfers, as required by the Bank Secrecy Act;
- (f) comprehensive procedures to identify and report to appropriate management personnel:
  - (i) frequent or large volume cash deposits or wire transfers or book entry transfers to or from offshore or domestic entities or individuals;
  - (ii) wire transfers or book entry transfers that are deposited into several accounts;
  - (iii) receipt and disbursement of wire transfers or book entry transfers without an apparent business reason;
  - (iv) receipt and disbursement of wire transfers or book entry transfers when they are inconsistent with the customer's business;
  - (v) receipt and disbursement of currency or monetary instruments when they are inconsistent with the customer's business; and

- (vi) bank accounts opened in the name of a casa de cambio (money exchange house) or any “financial institution” as defined in 31 C.F.R. § 103.11(n) (bank, broker/dealer, currency dealer or exchanger, issuer or seller or redeemer of traveler’s checks or money orders, transmitter of funds, telegraph company, casino, etc.);
- (g) a comprehensive training program for all appropriate operational and supervisory personnel to ensure their awareness of and compliance with the requirements of the Bank Secrecy Act and the Office of Foreign Assets Control, including the currency reporting and monetary instrument and funds transfer recordkeeping requirements, and the reporting requirements associated with Suspicious Activity Reports pursuant to 12 C.F.R. Part 21, Subpart B;
- (h) an officer who will be responsible for filing Currency Transaction Reports, Reports of International Transportation of Currency or Monetary Instruments, and Reports of Foreign Bank and Financial Accounts;
- (i) comprehensive guidelines and procedures to identify and report both the shipment and receipt of currency or monetary instruments via common couriers, which guidelines should specifically detail procedures that will cover and address improperly labeled courier pouches containing monetary instruments, as well as related procedures for reporting and filing Suspicious Activity Reports for such pouches; and

(j) comprehensive guidelines, procedures, and systems for compliance with the rules and regulations of the Office of Foreign Assets Control.

(2) Upon completion, a copy of this program shall be submitted to the Assistant Deputy Comptroller for review. In the event the Assistant Deputy Comptroller recommends changes to the program, the Board shall immediately incorporate those changes into the program.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

## ARTICLE V

### SUSPICIOUS ACTIVITY REPORTS

(1) Within sixty (60) days, the Board shall develop, implement, and thereafter ensure Bank adherence to a written program to establish a system of internal controls and processes to ensure compliance with the requirements to file Suspicious Activity Reports set forth in 12 C.F.R. § 21.11, as amended. At a minimum, this written program shall establish procedures for identifying and reporting known or suspected violations of Federal law, violations of the Bank Secrecy Act, or suspicious transactions related to money laundering activity, including suspicious activity relating to the opening of new accounts, the monitoring of current accounts, and the transfer of funds through the Bank.

(2) Upon completion, a copy of this program shall be submitted to the Assistant Deputy Comptroller for review. In the event the Assistant Deputy Comptroller recommends changes to the program, the Board shall immediately incorporate those changes into the program.

(3) The Bank shall submit to the Assistant Deputy Comptroller for review the name and description of the capabilities of any software or database applications the Bank proposes to use to assist the Bank in ensuring adherence with the Bank Secrecy Act.

(4) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

## ARTICLE VI

### TRANSACTION REVIEW

(1) Within thirty (30) days of this Order, the Bank shall establish a plan to conduct a review of account and transaction activity for the time period from January 1, 2002 through the present to determine whether suspicious activity involving accounts or transactions at, by, or through the Bank was properly identified and reported in accordance with the applicable suspicious activity reporting regulations (the "Transaction Review").

(2) Prior to the commencement of the Transaction Review, the Bank shall submit to Assistant Deputy Comptroller for approval of the plan that sets forth:

- (a) the scope of the Transaction Review, including the types of accounts and transactions to be reviewed;
- (b) the methodology for conducting the Transaction Review, including any sampling procedures to be followed; and
- (c) the expertise and resources to be dedicated to the Transaction Review.

(3) Upon completion of the Transaction Review, the Bank shall forward to the Assistant Deputy Comptroller a copy of the report detailing the findings of the Transaction Review at the same time the report is provided to the Bank.



(4) Upon completion of the Transaction Review, the Bank shall ensure that all transactions requiring currency transaction reports or suspicious transaction reports and that have not been previously reported, are reported in accordance with applicable rules and regulations.

## ARTICLE VII

### GILINSKI AFFILIATED COMPANY

(1) Within thirty (30) days, and semi-annually thereafter, the Bank shall obtain from Jaime Gilinski a list of each Gilinski Affiliated Company, and a list of the directors, officers and principal shareholders of each Gilinski Affiliated Company.

(2) For purposes of this Order, “Gilinski Affiliated Company” is defined as any company controlled (as defined in 12 U.S.C. § 371c(b)(3) or 12 C.F.R. § 223.3(g)), directly or indirectly, by Jaime Gilinski or Raquel Gilinski, acting alone, together, or in concert with one or more other persons (including any member of their respective immediate families). “Gilinski Affiliated Company” also includes all companies to be disclosed by Jaime Gilinski or Raquel Gilinski to the Federal Reserve Board or the Federal Reserve Bank of Atlanta in relation to various commitments made or to be made by Jaime Gilinski or Raquel Gilinski to the Federal Reserve Board or the Federal Reserve Bank of Atlanta.

## ARTICLE VIII

### AFFILIATES - TRANSACTIONS BETWEEN

(1) The Bank may, directly or indirectly, pay money or its equivalent to or for the benefit of, or extend credit in any form to or for the benefit of, its affiliates (as defined in 12 U.S.C. §§ 221a and 371c and 12 C.F.R. § 223, and includes any Gilinski Affiliated Company)

or transfer assets between the Bank and its affiliates, or enter into or engage in any transaction that obligates the Bank to do the same only after:

- (a) the Board has conducted an independent review of the action, that is documented in writing;
- (b) the Board has determined in writing that it is advantageous for the Bank to engage in such action, and that the action complies with all applicable laws, rules, regulations, and Comptroller's issuances, including, but not limited to 12 U.S.C. §§ 371c and 371c-1; and
- (c) the Board approves the transaction in writing.

(2) The Board shall forward a copy of its review and approval to the Assistant Deputy Comptroller within ten (10) days after approving each transaction with an affiliate.

## ARTICLE IX

### INSIDER BUSINESS TRANSACTIONS

(1) From the effective date of this Order, the Bank is prohibited from entering into any new Business Transaction with Jaime Gilinski, his spouse, children, parents or siblings, any person who acts in Jaime Gilinski's behalf, and any of Jaime Gilinski's or the foregoing persons' Related Interests except as provided in this Article. For purposes of this Article, each of these parties is considered to be an "Insider."

(2) The Bank may enter into a Business Transaction with an Insider only if the Business Transaction is:

- (a) made on terms and under circumstances that are substantially the same, or at least as favorable to the Bank, as those prevailing at the time for

comparable transactions with or involving other companies or individuals who are not Insiders or related interests of Insiders;

- (b) made, in the absence of comparable transactions, on reasonable commercial terms entered into in good faith and reflecting comparable service fees payable to similarly situated service providers (for example, professional service contracts);
- (c) preceded by a finding by the Board that the primary purpose of the Business Transaction is to further the best interests of the Bank; and
- (d) approved in advance by a majority of the entire Board, not merely a quorum thereof, with any interested Insider or director abstaining from voting and participating directly or indirectly in the deliberations regarding the approval.

(3) For purposes of this Article, the following definitions shall apply:

- (a) "Related Interest" shall have the same meaning as set forth in 12 C.F.R. § 215.2. Jaime Gilinski's Related Interests shall include each "Gilinski Affiliated Company" as defined in Article VII.
- (b) "Business Transaction" means any single transaction in excess of \$1,000. or which creates an aggregate relationship in excess of \$1,000 (including any renewal of or changes to an existing transaction). "Business Transaction" applies to transactions and relationships other than as a depositor, borrower, employee or director, and excludes Bank income tax payments and dividends lawfully made to Eagle National Holding Company (the Bank's holding company).

- (c) “Company” shall have the same meaning as set forth in 12 C.F.R. § 215.2.
- (d) “Person” shall mean an individual or a company.
- (e) “Control” shall mean the power to vote directly or indirectly 25 percent or more of any class of voting securities of a company, the ability to control in any manner the election of a majority of a company's directors, or the ability to exercise a controlling influence over the management and policies of a company. Any general partner of a partnership is presumed to control the partnership. A person who directly or indirectly owns, controls, or has power to vote at least 10 percent of any class of voting securities of a company and is an executive officer or director of that company is deemed to control that company by exercising a controlling influence over that company.

## ARTICLE X

### INSIDER TRANSACTIONS – RECORDKEEPING

- (1) Effective immediately, the Board shall maintain adequate, centralized records of all Business Transactions subject to this Order in a form and manner that will enable easy, independent review. These records shall identify all Insiders and shall also:
  - (a) specify the names of the parties to the transaction other than the Bank,
  - (b) state the relationship of the parties to the Bank,
  - (c) provide a brief description of the transaction and its terms, and

- (d) provide a notation of the approval of the transaction by the Board including the vote of each director and the bases for any dissenting or abstaining votes.

(2) The Board shall require each Insider of the Bank, including every executive officer, director and principal shareholder, to provide at least annually and in writing, a listing of such person's respective Related Interests as defined in 12 C.F.R. Part 215. Jaime Gilinski shall be considered to be an Insider of the Bank and the Related Interests of Jaime Gilinski shall include Gilinski Affiliated Companies as defined in Article VII. The Board shall maintain the list of these persons' Related Interests and any changes to these listings of Related Interests shall be promptly reported to the Board and reflected in the centralized records.

## ARTICLE XI

### VIOLATIONS OF LAW - LENDING LIMITS

(1) The Bank shall not lend money or otherwise extend credit to any borrower in violation of the Bank's legal lending limit at 12 U.S.C. § 84 and limit on extensions to affiliates at 12 U.S.C. § 371c.

(2) Within sixty (60) days, the Board shall cause all loans or other extensions of credit which exceed the Bank's legal lending limit at 12 U.S.C. § 84 or limits on extensions of credit to affiliates at 12 U.S.C. § 371c(a) to be reduced to conforming amounts.

(3) Within thirty (30) days, the Board shall establish, implement, and thereafter ensure Bank adherence to written procedures to prevent future violations of 12 U.S.C. § 84 and 12 U.S.C. § 371c.

(4) The Board shall ensure that the Bank has policies, processes, personnel, and control systems to ensure implementation of and adherence to the procedures developed pursuant to this Article.

## ARTICLE XII

### VIOLATIONS OF LAW - GENERAL

(1) The Board shall immediately take all necessary steps to ensure that Bank management corrects each violation of law, rule or regulation cited in the ROE and in any subsequent Report of Examination. The quarterly progress reports required by Article XIII of this Order shall include the date and manner in which each correction has been effected during that reporting period.

(2) Within sixty (60) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific procedures to prevent future violations as cited in the ROE and shall adopt, implement, and ensure Bank adherence to general procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

(3) Within sixty (60) days of receipt of any subsequent Report of Examination which cites violations of law, rule, or regulation, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific procedures to prevent future violations as cited in the Report of Examination and shall adopt, implement, and ensure Bank adherence to general procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

(4) Upon adoption, a copy of these procedures shall be promptly forwarded to the Assistant Deputy Comptroller.

(5) The Board shall ensure that the Bank has policies, processes, personnel, and control systems to ensure implementation of and adherence to the procedures developed pursuant to this Article.

### ARTICLE XIII

#### PROGRESS REPORTING – QUARTERLY

(1) The Board shall submit quarterly progress reports to the Assistant Deputy Comptroller, South Florida Field Office, 9800 N.W. 41st Street, Suite 120, Miami, Florida 33178. These reports shall set forth in detail:

- (a) actions taken since the prior progress report to comply with each Article of the Order;
- (b) results of those actions; and
- (c) a description of the actions needed to achieve full compliance with each Article of this Order.

(2) The progress reports should also include any actions initiated by the Board and the Bank pursuant to the criticisms and comments in the Report of Examination or in any future Report of Examination.

(3) The first progress report shall be submitted for the period ending March 31, 2005 and will be due within ten (10) days of that date. Thereafter, progress reports will be due within ten (10) days after each quarter's end.

## ARTICLE XIV

### ADMINISTRATIVE APPEALS AND EXTENSIONS OF TIME

(1) If the Board determines that an exception to any provision of this Order is in the best interests of the Bank, or requires an extension of any timeframe within this Order, the Board shall submit a written request to the Assistant Deputy Comptroller asking for relief.

(2) Any written requests submitted pursuant to this Article shall include a statement setting forth in detail the special circumstances that prevent the Bank from complying with any provision, that require the Assistant Deputy Comptroller to exempt the Bank from any provision, or that require an extension of any timeframe within this Order. All such requests shall be accompanied by relevant supporting documentation.

(3) The Assistant Deputy Comptroller's decision in granting the request is final and not subject to further review.

## ARTICLE XV

### CLOSING

(1) Although the Board is by this Order required to submit certain proposed actions and programs for the review or prior determination of no supervisory objection of the Assistant Deputy Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon her by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.



(3) Any time limitations imposed by this Order shall begin to run from the effective date of this Order. Such time limitations may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board. Other than the effective date of this Order, all time limitations imposed by this Order shall be computed in accordance with the provisions of 12 C.F.R. § 19.12(a).

(4) The provisions of this Order are effective upon issuance of this Order by the Comptroller, through her authorized representative whose hand appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(5) In each instance in this Order in which the Board is required to ensure adherence to, and undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) authorize and adopt such actions on behalf of the Bank as may be necessary for the Bank to perform its obligations and undertakings under the terms of this Order;
- (b) require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) follow-up on any non-compliance with such actions in a timely and appropriate manner; and
- (d) require corrective action be taken in a timely manner of any non-compliance with such actions.

(6) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States.

(7) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

IT IS SO ORDERED, this 21<sup>st</sup> day of December, 2004.

/s/ Jeri Gilland

Jeri Gilland  
Deputy Comptroller  
Southern District

12-21-04

Date

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

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<b>In the Matter of:</b>	)
Eagle National Bank of Miami, N.A.	)
Doral, Florida	)

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**STIPULATION AND CONSENT TO THE ISSUANCE  
OF A CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”) has initiated cease and desist proceedings against Eagle National Bank of Miami, N.A., Doral, Florida (“Bank”) pursuant to 12 U.S.C. § 1818(b).

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated December 21, 2004 (“Order”);

In consideration of the above premises, the Comptroller, through her authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

**ARTICLE I**

**JURISDICTION**

(1) The Bank is a national banking association chartered and examined by the Comptroller pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1818(b)(1).

ARTICLE II  
AGREEMENT

(1) The Bank, without admitting or denying any wrongdoing or the factual findings in the Report of Examination, hereby consents and agrees to the issuance of the Order by the Comptroller.

(2) The Bank further agrees that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under its supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Office of the Comptroller of the Currency has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of its supervisory responsibilities.

ARTICLE III  
WAIVERS

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
- (a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);

- (b) any and all procedural rights available in connection with the issuance of the Order;
- (c) all rights to seek any type of administrative or judicial review of the Order; and
- (d) any and all rights to challenge or contest the validity of the Order.

ARTICLE IV

OTHER ACTION

(1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, she deems it appropriate to do so to fulfill the responsibilities placed upon him/her by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as her representative, has hereunto set her hand on behalf of the Comptroller.

*/s/ Jeri Gilland*

*12-21-04*

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Jeri Gilland  
Deputy Comptroller  
Southern District

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Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

Signed	Dec 20, 2004
Robert L. Brookes	Date
Signed	12/20/04
Dennis Ginsburg	Date
Signed	Dec 20, 2004
Jess Lawhorn	Date
Signed	20 December 2004
David W. Sloan	Date
Signed	12/20/04
Michael Spritzer	Date
Signed	12/20/04
Fred Stanton-Smith	Date