

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

**TERMINATION OF THE
AGREEMENT BY AND BETWEEN
UNION BANK OF ARIZONA, N.A.
GILBERT, ARIZONA
AND THE COMPTROLLER OF THE CURRENCY**

WHEREAS, in an effort to protect the depositors, other customers and shareholders of Union Bank of Arizona, N.A., Gilbert, Arizona (Bank), and to ensure the Bank's safe and sound operation, the Bank and the Comptroller of the Currency of the United States of America (Comptroller), entered into an Agreement (Agreement) dated June 28, 2001;

WHEREAS, in an effort to protect the depositors, other customers and shareholders of the Bank, and to ensure the Bank's safe and sound operation, the Bank, by and through its duly elected and acting Board of Directors, consented to the issuance of a Consent Order (Order) dated July 31, 2002, against the Bank by the Comptroller;

WHEREAS, the Order effectively terminated the Agreement;

WHEREAS, the Comptroller directed that the Order against the Bank be TERMINATED on February 24, 2004;

WHEREAS, the Comptroller believes that the protection of the depositors, other customers and shareholders of the Bank as well as its safe and sound operation do not require the continued existence of said Agreement;

NOW, THEREFORE, the Comptroller directs that the Agreement between the Bank and the Comptroller be, and it hereby is, TERMINATED.

IN TESTIMONY WHEREOF, the undersigned, designated by the Comptroller as his authorized representative, has hereunto set his hand.

Signed

May 13, 2004

Richard F. Schobert
Assistant Deputy Comptroller
Arizona/New Mexico Field Office

Date