

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

<b>In the Matter of:</b>	)	
Helen Harrison Phillips	)	
	)	AA-EC-05-62
President and Director	)	
First National Bank of Shelby County	)	
Columbiana, Alabama	)	

**STIPULATION AND CONSENT PROHIBITION ORDER**

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate or has initiated prohibition proceedings against Helen Harrison Phillips (“Respondent”), President and Director of First National Bank of Shelby County, Columbiana, Alabama (“Bank”), pursuant to 12 U.S.C. § 1818(e); and

WHEREAS, Respondent, in the interest of cooperation, to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, and without admitting or denying any wrongdoing, desires to enter into this Stipulation and Consent Order (“Order”);

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

**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.* Accordingly, the Bank is an “insured depository institution” as that term is defined in 12 U.S.C.

§ 1813(c)(2).

(2) Respondent is President and a Director of the Bank and is an “institution-affiliated party” of the Bank as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years from her separation from the Bank (*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, Respondent is subject to the authority of the Comptroller to initiate and maintain these prohibition proceedings against her pursuant to 12 U.S.C. § 1818(e).

## **Article II**

### **COMPTROLLER’S FINDINGS**

(1) For all the paragraphs of this Article, the Comptroller finds and Respondent neither admits nor denies that:

(2) In connection with Respondent’s employment as President and Director of the Bank, she violated the Consent Cease and Desist Order issued against the Bank on May 18, 2005.

(3) In connection with Respondent’s employment as President and Director of the Bank, she repeatedly violated the Formal Agreement between the Bank and the Comptroller, dated October 11, 2002.

(4) In connection with Respondent’s employment as President and Director of the Bank, she repeatedly caused, brought about, participated in, counseled or aided or abetted violations of 12 U.S.C. § 375b(2)(A), 12 U.S.C. § 1972(2), and 12 C.F.R. §§ 215.4(a)(1), 215.5(d) and 215.6.

(5) In connection with Respondent's employment as President and Director of the Bank, she repeatedly breached her fiduciary duty to the Bank.

(6) In connection with Respondent's employment as President and Director of the Bank, she repeatedly engaged in unsafe or unsound banking practices.

(7) The violations, breaches and practices referenced above resulted in loss to the Bank, and gain to Respondent, Respondent's family, or Respondent's related interests.

### **Article III**

#### **PROHIBITION ORDER**

(1) Respondent hereby consents to a Prohibition from banking pursuant to 12 U.S.C. § 1818(e) and the terms and conditions set forth herein.

(2) With respect to the institutions and agencies set forth in paragraph (3) of this Article, Respondent hereby agrees that she 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).

(3) The prohibitions in paragraph (2) 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.

(4) The prohibitions of paragraphs (2) and (3) of this Article shall cease to apply with respect to a particular institution if Respondent 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).

(5) 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) (as amended).

#### **Article IV**

#### **WAIVERS**

- (1) By executing this Order, Respondent waives:
  - (a) the right to the issuance of a Notice of Intention to Prohibit Further Participation 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; and

(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

(2) Respondent shall not cause, participate in, or authorize the Bank (or any subsidiary or affiliate thereof) to incur, directly or indirectly, any expense for the payment of restitution under this Order, or any legal (or other professional) expense relative to the negotiation and issuance of this Order except in accordance with 12 C.F.R. § 7.2014 and Part 359; and Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from the Bank (or any subsidiary or affiliate thereof) with respect to such amounts except in accordance with 12 C.F.R. § 7.2014 and Part 359.

(3) Respondent acknowledges that she 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 the Respondent to agree to consent to the issuance of this Order and/or to execute this Order.

(4) It is hereby agreed that the provisions of this Order constitute only a settlement of this Prohibition action by the Comptroller, and that the provisions of this Stipulation and Consent does not constitute settlement of any Civil Money Penalty, Cease and Desist, Restitution, or other action that the Comptroller may contemplate.

(5) 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 Respondent 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.

(6) Respondent 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 Respondent 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.

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

*signed*  
Ronald G. Schneck  
Director  
Special Supervision Division

*9/2/2005*  
Date

*signed*  
Helen Harrison Phillips

*9/2/2005*  
Date