

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

In the Matter of:)
Frank W. Busch III)
Former Assistant Vice President and Corporate Counsel) AA-WE-06-60
First National Bank of Arizona, Scottsdale, Arizona)
First National Bank of Nevada, Reno, Nevada)

STIPULATION AND CONSENT ORDER OF CIVIL MONEY PENALTY

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate civil money penalty proceedings against Frank W. Busch III (“Respondent”) pursuant to 12 U.S.C. § 1818(i) (as amended) alleging participation in violations of 12 U.S.C. § 36 and 12 C.F.R. §§ 5.30 and 7.1012; 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, Respondent, without admitting or denying any wrongdoing, desires to enter into this Stipulation to and Consent Order of Civil Money Penalty (“Order”) issued pursuant to 12 U.S.C. § 1818(i);

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) First National Bank of Arizona, Scottsdale, Arizona (FNB Arizona), and First National Bank of Nevada, Reno, Nevada (FNB Nevada), (collectively referred to hereafter as “Banks”) are 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, each of the Banks is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Respondent was a former Assistant Vice President and the former Corporate Counsel for each of the Banks and is an “institution-affiliated party” of each of the Banks 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, Respondent is subject to the authority of the Comptroller to initiate and maintain this civil money penalty proceeding against him pursuant to 12 U.S.C. § 1818(i).

ARTICLE II

FINDINGS OF FACT

(1) For a significant period of time through and including December 2005, the Banks violated 12 U.S.C. § 36 and 12 C.F.R. §§ 5.30 and 7.1012 by operating numerous messenger service branches without the requisite approval from the Comptroller.

(2) At least as early as March 2005, Respondent was aware of violations of 12 U.S.C. § 36 and 12 C.F.R. §§ 5.30 and 7.1012. These violations continued through December 2005.

Respondent failed to ensure prompt correction of the violations of 12 U.S.C. § 36 and 12 C.F.R. §§ 5.30 and 7.1012.

(3) After March 2005, Respondent signed messenger service branch applications for FNB Nevada. These applications did not disclose that the branches were already in operation. Subsequent correspondence and communications from Respondent regarding these applications did not disclose that the branches were already in operation. In signing these applications, Respondent incorrectly certified that FNB Nevada's board of directors had authorized the filing of those applications.

ARTICLE III

ORDER FOR CIVIL MONEY PENALTY

(1) Respondent hereby consents to the payment of a civil money penalty in the amount of five thousand dollars (\$5,000.00), which shall be paid upon execution of this Order.

(2) Respondent shall make payment in full by check made payable to the Treasurer of the United States and shall deliver the payment to: Comptroller of the Currency, P.O. Box 979012, St. Louis, Missouri 63197-9000. The docket number of this case shall be entered on the check. A copy of the check shall be delivered to the District Counsel, Western District, Office of the Comptroller of the Currency, 1225 17th Street, Suite 300, Denver, Colorado 80202.

(3) 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(h) and (i) (as amended).

ARTICLE IV

WAIVERS

- (1) By executing this Order, Respondent waives:
 - (a) the right to the issuance of a Notice of Civil Money Penalty Assessment under 12 U.S.C. § 1818(i);
 - (b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i) 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.

- (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 and the civil money penalty under this Order, or any legal (or other professional) expense relative to the negotiation and issuance of this Order except as permitted by 12 C.F.R. § 7.2014 and 12 C.F.R. 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 as permitted by 12 C.F.R. § 7.2014 and 12 C.F.R. Part 359.

- (3) Respondent 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 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 a settlement of the civil money penalty proceeding contemplated by the Comptroller. The Comptroller agrees not to institute proceedings for the specific acts, omissions, or violations referenced in the first whereas clause, hereof, unless such acts, omissions, or violations reoccur.

(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 in paragraph (4), shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting 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.

/s/

Kay E. Kowitt
Deputy Comptroller
Western District

6/21/06

Date

/s/

Frank W. Busch III

6/20/06

Date