

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

In the Matter of:)	
Aileen Faccenda)	
Former Loan Processor)	OCC-AA-EC-06-72
)	
MNC Mortgage Corporation, a subsidiary of)	
First Tennessee Bank, N.A., Memphis, Tennessee)	

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) initiated prohibition, restitution, and civil money penalty proceedings against Aileen Faccenda (“Respondent”) pursuant to 12 U.S.C. § 1818(b), (e), and (i) through the issuance of a Notice of Intention to Prohibit Further Participation, Notice of Cease and Desist Order Requiring Restitution, and Notice of Assessment of a Civil Money Penalty Assessment dated August 3, 2006 (“Notice”);

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 any wrongdoing, desires to enter into this Stipulation and Consent Order (“Order”) issued pursuant to 12 U.S.C. § 1818(e) and (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

At all times relevant to the charges set forth below:

(1) MNC Mortgage Corporation (“MNC”) was a subsidiary of First Tennessee Bank, N.A., Memphis, Tennessee (“Bank”).

(2) 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.*

(3) The Bank is an “insured depository institution” as defined in 12 U.S.C. § 1813(c)(2).

(4) 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 of the Bank.

(5) Respondent is a former loan processor of MNC 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 the date hereof (*see* 12 U.S.C. § 1818(i)(3)). Therefore, Respondent is subject to the authority of the Comptroller to initiate and maintain an enforcement proceeding against Respondent pursuant to 12 U.S.C. § 1818.

ARTICLE II

ORDER OF PROHIBITION

(6) With respect to the institutions and agencies set forth in paragraph (7) 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).

(7) The prohibitions in paragraph (6) 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 depository institution under 12 U.S.C. §§ 1818(b)(3), (b)(4) or (b)(5), including, but not limited to, any subsidiary of such institution, or treated as a savings and loan holding company or subsidiary 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.

(8) The prohibitions of paragraphs (6) and (7) 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).

(9) 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

ORDER FOR CIVIL MONEY PENALTY

(10) Respondent hereby consents to the payment of a civil money penalty in the amount of twenty thousand dollars (\$20,000), which shall be paid pursuant to the following schedule: Respondent shall make payment of two thousand five hundred dollars (\$2,500) on or before March 1, 2007. Thereafter, Respondent shall make quarterly payments in the amount of one thousand ninety three and 75/100 dollars (\$1,093.75) on March 1, June 1, September 1, and December 1 of each year. The first of these payments shall be made on June 1, 2007 and the quarterly payments shall continue until the balance of the civil money penalty required under this Order is paid in full on March 1, 2011.

(11) Respondent shall make payments by check made payable to the Treasurer of the United States and shall deliver the payments to: Comptroller of the Currency, P.O. Box 979012, St. Louis, Missouri 63197-9000. The docket number of this case, OCC-AA-EC-06-72, shall be entered on all checks.

(12) If Respondent fails to comply with any provision of this Order, then the entire balance of the civil money penalty amount described in this Article shall become immediately due and payable.

(13) 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).

(14) Within seven (7) days from the issuance of this Order, Respondent shall notify the Director of the Enforcement & Compliance Division (“Enforcement Director”) of the address of her current place of residence, by completing the form attached hereto as Appendix A.

(15) Until the civil money penalty is paid in full, upon each and every subsequent change in place of residence, if any, Respondent shall notify the Enforcement Director of her new address within seven (7) days of such change in address.

ARTICLE IV

BANKRUPTCY

(16) If Respondent files for bankruptcy protection, Respondent shall notify the Enforcement Director within ten (10) days of the filing and shall provide a copy of the filing to the Enforcement Director.

(17) In any bankruptcy proceeding in which it is or may be contended that Respondent’s obligation to pay the civil money penalty pursuant to this Order is subject to discharge, Respondent will in no manner contest the assertion of the Comptroller or any agent, officer or representative of the United States, pursuant to 11 U.S.C. § 523(a) or otherwise, that the civil money penalty obligation in the Order arises out of acts which result in claims not dischargeable in bankruptcy.

ARTICLE V

WAIVERS

- (18) By executing this Order, Respondent waives:
- a) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(b), (e), and (i) and 12 C.F.R. Part 19;
 - b) all rights to seek judicial review of this Order;

- c) all rights in any way to contest the validity of this Order; and
- d) 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.

(19) 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 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 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 Part 359.

(20) Any failure by Respondent to comply with this Order shall be subject to enforcement for the longer of (a) the period allowed by the applicable statute of limitations, or (b) five (5) years following the failure to comply.

(21) 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 Respondent to agree to consent to the issuance of this Order and/or to execute this Order.

(22) It is hereby agreed that the provisions of this Order constitute a settlement of the proceeding initiated by the filing of the Notice by the Comptroller against Respondent. The

Comptroller agrees not to institute proceedings for the specific acts, omissions, or violations referenced in the Notice unless such acts, omissions, or violations reoccur.

(23) 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 (22), 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.

(24) 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 has hereunto set her hand.

/s/ Aileen Faccenda

1/12/2007

Aileen Faccenda

Date

IT IS SO ORDERED.

/s/ Douglas W. Roeder

Douglas W. Roeder
Senior Deputy Comptroller
Large Bank Supervision

Date 1/19/2007