

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

In the Matter of:)
)
Helen Harrison Phillips)
Former President and Director)
)
First National Bank of Shelby County)
Columbiana, Alabama (Merged))
)

AA-EC-06-25

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) has initiated civil money penalty and cease and desist proceedings against Helen Harrison Phillips (“Respondent”) pursuant to 12 U.S.C. § 1818(i) and 12 U.S.C. § 1818(b) through the issuance of a Notice of Assessment of Civil Money Penalties and Notice of Charges for Orders to Cease and Desist on September 28, 2006 (“Notice of Charges”);

WHEREAS, Respondent filed an Answer denying the allegations of the Comptroller;

WHEREAS, the Consent Prohibition Order entered into between the Comptroller and Respondent on September 2, 2005, OCC Order 2005-114, remains in full force and effect, and is incorporated by reference in this Order as is set forth fully herein;

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 Consent Order (“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) At all relevant times, First National Bank of Shelby County, Columbiana, Alabama (“Bank”) was 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 was an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Respondent was the President, and a Member of the Board of Directors 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 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 her pursuant to 12 U.S.C. § 1818(i).

Article II

ORDER FOR CIVIL MONEY PENALTY

(1) Without admitting or denying any wrongdoing, Respondent hereby consents to the payment of a civil money penalty in the amount of one hundred fifty

thousand dollars (\$150,000.00), which shall be payable immediately upon execution of this Order.

(2) The payment shall be made by certified check, made payable to the Treasurer of the United States and shall be delivered to: Comptroller of the Currency, P.O. Box 979012, St. Louis, Missouri 63197-9000. The docket number of this case, AA-EC-06-25, shall be entered on the memo line of the check. A copy of such payment instrument shall accompany this executed Order when returned to the Comptroller.

(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).

Article IV

WAIVERS

- (1) 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) 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.

(2) Respondent shall not cause, participate in or authorize the Bank, or any successor in interest thereto, (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 successor in interest thereto, (or any subsidiary or affiliate thereof) with respect to such amounts except as permitted by 12 C.F.R. § 7.2014 and Part 359.

Article V

CLOSING

(1) It is hereby agreed that the provisions of this Order constitute a full and final settlement of the Notice, this cease and desist action, and this civil money penalty action contemplated by the Comptroller.

(2) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except with respect to the acts, violations and/or omissions currently known to the Comptroller which form the basis for the issuance of this Order, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Respondents 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.

(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 his employees to cause or induce the Respondent to agree to consent to the issuance of this Order or to execute this Order.

(4) 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/ Ronald G. Schneck

4/13/07

Ronald G. Schneck
Director
Special Supervision Division

Date

/S/ Helen Harrison Phillips

4/5/07

Helen Harrison Phillips

Date