

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

In the Matter of: First National Bank of Arizona Scottsdale, Arizona)))	AA-WE-08-32
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CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over the First National Bank of Arizona, Scottsdale, Arizona (“Bank”).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated June 4, 2008, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

Pursuant to the authority vested in him by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818(b), the Comptroller hereby ORDERS that:

ARTICLE I

BOARD OF DIRECTORS AND MANAGEMENT

(1) By no later than September 30, 2008, the Board shall take the necessary steps to add two directors with banking experience by providing the Deputy Comptroller for the Western District (“Deputy Comptroller”) of the Office of the Comptroller of the Currency (“OCC”) with written notice of the proposed directors. The proposed directors may not be insiders of the Bank, employees of the Bank, affiliates of the Bank, insiders of a subsidiary or affiliate of the Bank, controlling shareholders of the Bank or any of its affiliates, or family members of any controlling

shareholder of the Bank, insider of the Bank, employee of the Bank, employee of a subsidiary or affiliate of the Bank, or employee of an insider of the Bank. For purposes of this Order, “affiliate” shall have the meaning set forth in 12 C.F.R. § 223.2(a), as if the Bank were a member bank, provided that any subsidiary of the Bank shall be considered an affiliate of the Bank, and “insider” shall have the meaning set forth in 12 C.F.R. § 215.2(h).

(2) The Deputy Comptroller shall have the power to disapprove the appointment of the proposed new directors. However, the lack of disapproval of such individuals shall not constitute an approval or endorsement of the proposed director.

(3) The requirement to submit information and the prior disapproval provisions of this Article are based on the authority of 12 U.S.C. § 1818(b) and do not require the Comptroller to complete his review and act on any such information or authority within ninety (90) days.

(4) Within five (5) days, the Board shall appoint a Compliance Committee of at least three (3) directors of which a majority shall not consist of employees or controlling shareholders of the Bank or any of its affiliates, or family members of any such person. Upon appointment, the names of the members of the Compliance Committee, and, in the event of a change in the membership, the name of any new member, shall be submitted in writing to the Deputy Comptroller.

(5) The Compliance Committee shall be responsible for monitoring and coordinating the Bank’s adherence to the provisions of this Order and shall meet at least monthly.

(6) Within ten (10) business days following each calendar month end beginning with June 30, 2008, the Compliance Committee shall submit a written progress report to the Board setting forth in detail:

- (a) a description of the action needed to achieve full compliance with each Article of this Order;
- (b) actions taken to comply with each Article of this Order; and
- (c) the results and status of those actions.

(7) The Board shall review the Compliance Committee's report, and forward a copy to the Deputy Comptroller with any additional comments by the Board, within ten (10) days of receiving such report.

(8) All documents which the Bank or Board is obligated to submit to the Deputy Comptroller pursuant to this Order shall be forwarded via overnight mail to:

Deputy Comptroller for the Western District
Office of the Comptroller of the Currency
1225 17th Street, Suite 300
Denver, Colorado 80202

Should the Supervisory Office for the Bank change, the OCC will formally inform the Bank of the successor to the Deputy Comptroller, as well as the location for the submission of all documents required by this Order thereafter.

(9) The Board shall ensure that all Bank officers with the rank of senior vice president or higher possess the knowledge and skills necessary to manage the daily affairs of the Bank in a safe and sound manner and in compliance with all applicable statutes and regulations.

(10) The Board shall ensure that the Bank has the processes, personnel, and control systems to ensure implementation of and adherence to the provisions of this Order.

ARTICLE II

CAPITAL MAINTENANCE

(1) By no later than June 30, 2008, the Bank shall achieve, and thereafter shall maintain, at a minimum, the following capital level (as defined in 12 C.F.R. Part 3):

(a) Tier 1 capital at least equal to eight percent (8%) of adjusted total assets, as defined in 12 C.F.R. § 3.2(a).

(2) The requirement in this Article to meet and maintain a specific capital level precludes the Bank from being “well-capitalized” for purposes of 12 U.S.C. § 1831o and 12 C.F.R. Part 6, pursuant to 12 C.F.R. § 6.4(b)(1)(iv).

(3) Effective immediately, the Bank shall take the necessary steps to obtain a pledge of assets pursuant to 12 U.S.C. § 1831o(e)(2)(C)(ii)(II) (“Pledge”) from the Bank’s parent company, First National Bank Holding Company, Scottsdale, Arizona (“FNBHC”). The Pledge shall be a general pledge of assets to the Bank, in an amount and type acceptable to the Deputy Comptroller, and in a form to which the Deputy Comptroller does not have a supervisory objection.

(4) Upon entering into the Pledge, the Bank shall provide the Deputy Comptroller with (a) a copy of the fully executed Pledge, and (b) the resolutions adopted by the Board and the board of directors of FNBHC evidencing their respective approvals and authorizations to enter into and be bound by the Pledge.

(5) The Bank shall notify the Deputy Comptroller on the same day, if and when the Bank asks FNBHC to transfer funds or other assets to the Bank pursuant to the Pledge.

(6) The Bank shall take all necessary and appropriate actions to enforce the Pledge to meet the requirements of paragraph (1) of this Article and to achieve and maintain the total risk-based and Tier 1 risk-based capital ratios for “adequately capitalized” banks as described in 12 C.F.R. § 6.4. The Bank shall not modify, amend or terminate, or agree or consent to modify, amend or terminate the Pledge, without the prior written supervisory non-objection of the Deputy Comptroller.

(7) If the Bank fails to achieve or maintain the minimum level of capital required by paragraph (1) of this Article, then the Bank shall be deemed, at best, “undercapitalized,” and the Bank shall take such corrective measures as the OCC may direct in writing from among the provisions applicable to undercapitalized depository institutions under 12 U.S.C. § 1831o(e) and 12 C.F.R. Part 6. For purposes of this requirement, an action “necessary to carry out the purpose of this section” under 12 U.S.C. § 1831o(e)(5) shall include, without limitation, restoration of the Bank’s capital to the minimum level required by paragraph (1), and any other action deemed advisable by the OCC to address the Bank’s capital deficiency or the safety and soundness of its operations.

(8) The Bank shall immediately, and until further written notice by the Deputy Comptroller, refrain from declaring or paying any dividends, or making any redemption or repurchase of common or preferred shares, if any, or making any other capital distributions, and shall rescind any Board authorization for all declared but unpaid dividends.

(9) The Bank shall not, without the prior written determination of supervisory non-objection of the Deputy Comptroller, sell, divest, encumber or transfer any of its assets valued at more than \$10 million, individually or in the aggregate. The Bank may identify categories of recurring transactions for prior review and a blanket prior written determination of supervisory non-objection.

(10) The Bank shall immediately, and until further written notice by the Deputy Comptroller, refrain from the payment of any bonuses, commissions, severance benefits, golden parachutes, or similar remuneration, without the prior written determination of supervisory non-objection of the Deputy Comptroller and compliance with all applicable laws and regulations, including, without limitation, 12 U.S.C. § 1828(k) and 12 C.F.R. Part 359.

(11) Effective immediately, the Board shall ensure that any payment, transaction, obligation, agreement or contract (including renewals and extensions thereof), made or incurred or entered into by the Bank with (a) any third party, (b) any current or former officer or director, or (c) any of the Bank's affiliates, for the sale or purchase of products, or the performance of services, is: (a) pursuant to a written contract or agreement; (b) contained in the books and records of the Bank with documentation that demonstrates that the action is in the Bank's best interest; at arm's-length; on terms and conditions that are fair and reasonable to the Bank; and in compliance with all applicable laws, rules, regulations, and Comptroller's issuances, including, but not limited to 12 C.F.R. Part 223. Any new contract or agreement (including renewals or extensions thereof) made pursuant to this paragraph involving the sale or purchase of products valued at more than \$1 million or the performance of services valued at more \$1 million per annum shall be subject to the prior written determination of supervisory non-objection of the Deputy Comptroller.

ARTICLE III

NEW PRODUCTS AND SERVICES

(1) Prior to the Bank's involvement in any new product or service or significant expansion of any existing product or service, whether directly or through a vendor or other third party, the Board shall prepare a written analysis of the product or service. The analysis shall, at a minimum, include the following:

- (a) an assessment of the risks and benefits of the product or service to the Bank;
- (b) an explanation of how the product or service is consistent with the Bank's business plan;

- (c) an evaluation of the adequacy of the Bank's organizational structure, staffing, Management Information Systems ("MIS"), internal controls and written policies and procedures to identify, measure, monitor, and control the risks associated with the product or service, including risks associated with any vendor providing services in connection with the Bank's product or service; and
- (d) a profitability analysis, including growth projections and interest rate risk.

(2) For purposes of this Article, "significant expansion" shall be defined as expected revenue growth in an existing product or service of ten percent (10%) or more, on an annualized basis, within three years of the proposed expansion of an existing product or service that is:

- (a) supported by assets that account for at least five percent (5%) of the Bank's total assets; or
- (b) already contributes at least five percent (5%) of the Bank's annual revenue.

(3) The Bank shall provide a copy of the analysis required by this Article to the Deputy Comptroller in advance of the Bank's launch or involvement in any new product or service, or the significant expansion of any existing product or service, for a prior written determination of no supervisory objection from the Deputy Comptroller.

ARTICLE IV

LIQUIDITY

(1) By no later than June 30, 2008, the Board shall increase the liquidity of the Bank to a level that is sufficient to sustain the Bank's current operations and to withstand any

anticipated or extraordinary demand against its funding base. Subject to the requirements of Article II of this Order, such actions may include, but are not limited to:

- (a) selling assets;
- (b) obtaining lines of credit from the Federal Reserve Bank;
- (c) obtaining lines of credit from correspondent banks;
- (d) obtaining lines of credit from the Federal Home Loan Bank;
- (e) recovering charged-off assets; and
- (f) injecting additional equity capital.

(2) The Board or a designated committee thereof shall review the Bank's liquidity on a weekly basis or more frequently as appropriate. Such reviews shall consider:

- (a) a maturity schedule of certificates of deposit, including large uninsured deposits;
- (b) the volatility of demand deposits including homeowners' association and escrow deposits;
- (c) the amount and type of loan commitments and standby letters of credit;
- (d) an analysis of the continuing availability and volatility of present funding sources;
- (e) an analysis of the impact of decreased cash flow from the Bank's loan portfolio resulting from delinquent and non-performing loans;
- (f) an analysis of the impact of decreased cash flow from the sale of loans or loan participations; and
- (g) geographic disbursement of and risk from brokered and concentrated deposits, including deposits from homeowners' associations.

(3) By no later than June 30, 2008, the Board shall develop, implement and thereafter ensure Bank adherence to a contingency funding plan that includes the following:

- (a) projections for capital and liquidity requirements based upon a detailed analysis of the Bank's assets, liabilities, earnings, fixed assets, and off-balance sheet activities;
- (b) the primary source(s), especially those that are not credit sensitive, from which the Bank will strengthen its liquidity and capital structure to meet the Bank's needs; and
- (c) contingency plans that identify alternative methods should the primary source(s) under subparagraph (b) not be available.

(4) The Board shall take appropriate action to ensure the Bank at all times maintains sufficient sources of liquidity in relation to the Bank's needs. Weekly reports shall set forth liquidity requirements and sources and an analysis of the adequacy of the contingency funding plan. Copies of these reports shall be forwarded to the Deputy Comptroller upon completion.

(5) Until further notice from the Deputy Comptroller, the Bank shall provide the Deputy Comptroller with daily written reports of the Bank's liquidity position. The reports shall conform to the Deputy Comptroller's requirements for format and information content.

ARTICLE V

COMMERCIAL REAL ESTATE AND CONSTRUCTION LENDING

(1) Effective immediately, the Board shall ensure that its Commercial Real Estate (including, but not limited to, construction and development, and income producing) ("CRE") loans are underwritten in accordance with the following minimum procedures:

- (a) cash flow analyses are performed on CRE loan borrowers;

- (b) global cash flow analyses are performed to evaluate the repayment ability of real estate development borrowers with multiple projects financed at this or other financial institutions;
- (c) guarantor support for CRE development projects is accurately assessed; and
- (d) a qualified, independent, in-house appraisal function continues to be used to manage and control the appraisal process.

(2) Effective immediately, the Board shall ensure that the Bank's lending officers monitor CRE loans by requiring procedures to ensure that:

- (a) current rental and sales information is maintained, as appropriate;
- (b) periodic inspections are performed on all construction projects; and
- (c) all CRE loans are either in conformity with the Bank's loan policies and procedures or in compliance with the Bank's written provisions for exceptions, and comply with the requirements of this Article.

(3) For construction and development loans that are performing below required absorptions or takedown levels, the Board shall ensure that the Bank's lending officers obtain and analyze, quarterly or more frequently as appropriate, the following information, as applicable:

- (a) development status;
- (b) comparison of development costs to budget;
- (c) comparison of sales activity to original projections;
- (d) current market conditions and activity;
- (e) level of interest reserve compared to budget; and

(f) any other significant comments on the development.

(4) Effective immediately, the Board shall ensure that the Bank maintains appropriate strategies and procedures to monitor and reduce CRE concentrations.

(5) Effective immediately, for CRE loans not covered by Article VI, the Bank shall not make, renew, extend or refinance any CRE loan where the borrowing relationship totals two million dollars (\$2,000,000) or more (including participations to affiliates or insiders), unless the Board or a committee thereof certifies in writing that:

- (a) the extension or renewal is necessary to promote the best interests of the Bank;
- (b) the Board has documented the reason(s) that the extension or renewal is necessary to promote the best interests of the Bank;
- (c) the borrower has paid any and all accrued interest;
- (d) the Bank has obtained current and satisfactory credit information, and has performed and documented an analysis of such credit information, including a detailed cash flow analysis of all expected repayment sources;
- (e) the Bank has provided documentation and support of any collateral value and complied with the appraisal requirements of 12 C.F.R. Part 34;
- (f) the Bank has determined and documented whether the loan complies with the Bank's loan policies and procedures, including the requirements of this Article, and, if it does not comply, provided a safe and sound justification to support waiving the policy; and
- (g) the Bank has properly risk rated the entire credit relationship.

ARTICLE VI

PROBLEM ASSET MANAGEMENT

(1) The Board or a designated committee thereof shall take immediate and continuing action to protect the Bank's interest in those assets classified by the OCC in a Report of Examination or otherwise, by management, or in an internal or external loan review.

(2) By no later than June 30, 2008, the Board shall adopt, implement and thereafter ensure adherence to a program designed to eliminate the weaknesses in all classified credit relationships totaling two million dollars (\$2,000,000) or more (including participations to affiliates or insiders). The program shall include, at a minimum, written problem asset reports that are submitted to the Board or a designated committee thereof within ten (10) business days of each calendar month end beginning June 30, 2008, and contain analysis and documentation of the following:

- (a) an identification of the expected sources of repayment;
- (b) the appraised value of supporting collateral and the position of the Bank's lien on such collateral, where applicable, as well as other necessary documentation to support the collateral valuation;
- (c) an analysis of current and satisfactory credit information, including cash flow analysis where loans are to be repaid from operations;
- (d) the proposed action to eliminate the basis of classification and the time frame for its accomplishment;
- (e) trigger dates for positive borrower actions or for loan officers to reassess the strategy and enact collection plans; and

- (f) for classified relationships of two million dollars (\$2,000,000) or more (including participations to affiliates or insiders) that were made for the purpose of purchasing, constructing or developing CRE, the reports shall also include:
 - (i) the initial scheduled maturity date of the loan, number of extensions and/or renewals, and current maturity date;
 - (ii) project development status;
 - (iii) a comparison of development costs to the budgeted amount;
 - (iv) a comparison of sales activity to the original sales projections;
 - (v) current market conditions and activity;
 - (vi) amount of initial interest reserve and the amount of any subsequent additions to the reserve;
 - (vii) an assessment of the borrower's global cash flow;
 - (viii) an assessment of the guarantor's ability to support the project; and
 - (ix) any other significant information relating to the project.

(3) The Board or a designated committee thereof shall conduct a review of each problem asset report required by paragraph (2) of this Article and make written determinations regarding the effectiveness of the efforts to eliminate the weaknesses in each credit within five (5) business days of the Board's receipt of such report. A copy of each problem asset report, along with any Board comments regarding the effectiveness of the effort to eliminate the weaknesses in each credit, shall be submitted to the Deputy Comptroller within five (5) business days of the Board's receipt of such report.

(4) The Bank shall not extend credit, directly or indirectly, including, but not limited to, renewals, extensions or capitalization of accrued interest, to a borrower whose loans or other extensions of credit are classified by the OCC in a Report of Examination or otherwise, or in any internal or external loan review, and whose aggregate loans or other extensions of credit, are two million dollars (\$2,000,000) or more, unless the Board or a designate committee thereof certifies in writing that:

- (a) the Board's formal plan to collect or strengthen the classified asset will not be compromised; and
- (b) the extension or renewal is necessary to promote the best interests of the Bank, with documentation for the reasons thereof and that include consideration of the following:
 - (i) an analysis of current, complete credit information, including a detailed cash flow analysis of all expected repayment sources, to determine whether the borrower can repay the indebtedness as agreed; and
 - (ii) an analysis of the collateral value, including appropriate support and compliance with the appraisal requirements of 12 C.F.R. Part 34, to determine whether the loan is adequately secured.

ARTICLE VII

CREDIT RISK RATINGS AND NONACCRUAL RECOGNITION

(1) Effective immediately, the Board shall ensure that the risks associated with the Bank's loans are properly reflected and accounted for on the Bank's books and records, to include, at a minimum:

- (a) the Bank's loans and other assets are appropriately and timely risk rated and charged-off by the servicing loan officers using a loan grading system that is based upon current facts and existing repayment terms, and that is consistent with the guidelines set forth in Rating Credit Risk, A-RCR, of the Comptroller's Handbook; and
- (b) the Bank's loans and other assets are timely placed on nonaccrual by the servicing loan officers in accordance with the guidelines set forth in the Instructions for Preparation of Consolidated Reports of Condition and Income ("Call Report").

ARTICLE VIII

LOAN REVIEW

- (1) Effective immediately, the Board shall continue to ensure that the Bank's Loan Review program:
 - (a) operates independently from Bank management and specifically prohibits management from overturning any downgrades made or recommended by Loan Review;
 - (b) is adequately staffed;
 - (c) timely recognizes problem loans to include the elimination of benchmarking risk ratings to future events; and
 - (d) timely recognizes loan losses and records charge-offs in accordance with Generally Accepted Accounting Principles ("GAAP").
- (2) The Bank's Loan Review program shall provide for a written report to be filed with the Board, within thirty (30) days following each calendar quarter end beginning with

June 30, 2008, and shall use a loan and lease grading system consistent with the guidelines set forth in Rating Credit Risk, A-RCR, of the Comptroller's Handbook. Such reports shall, at a minimum, include comments and conclusions regarding:

- (a) the loan review scope and coverage parameters;
- (b) the overall quality of the loan and lease portfolios;
- (c) the identification, type, rating, and amount of problem loans and leases including grading changes;
- (d) the identification and amount of delinquent loans and leases;
- (e) the identification and amount of performing loans that have extended terms;
- (f) credit and collateral documentation exceptions, including the receipt of timely appraisals/revaluations;
- (g) the identification and status of credit related violations of law, rule or regulation;
- (h) loans and leases not in conformance with the Bank's loan policies, including the requirements of this Order, and approved exceptions to these policies;
- (i) loans and leases to affiliates and related parties;
- (j) any recommendations for improvements; and
- (k) the identity of the loan officer who originated each loan reported in accordance with subparagraphs (c) through (i) of this paragraph.

(3) The Board shall evaluate the internal loan review report(s) within thirty (30) days of receipt, and shall ensure that immediate, adequate, and continuing remedial action, if appropriate, is taken upon all findings noted in the report(s).

(4) Within thirty (30) days of the receipt of each internal loan review report, the Board shall submit a copy of the report, along with any comments regarding the adequacy of the report or any appropriate remedial action, to the Deputy Comptroller.

ARTICLE IX

ALLOWANCE FOR LOAN AND LEASE LOSSES

(1) By no later than June 30, 2008, the Board shall review, revise and thereafter ensure adherence to a written program for the maintenance of an appropriate Allowance for Loan and Lease Losses (“Allowance”). The revised program shall be designed to meet GAAP and regulatory guidance, and in particular shall document the relationship between the narrative and the Allowance calculation as set forth in OCC Bulletin 2006-47 “Allowance for Loan and Lease Losses: Guidance and Frequently Asked Questions on the ALLL,” and shall focus particular attention on the following factors:

- (a) the use of stratified, historical loss rates that consider applicable migration rates and the application of recoveries to the period in which the charge-off occurred;
- (b) the exclusion of any financial assets where the fair value election has been adopted under Statement of Financial Accounting Standards (“SFAS”) 159 from the Allowance calculation;
- (c) the appropriate and timely recognition of loan impairment under SFAS 114;

- (d) the use of meaningful qualitative factor ranges;
- (e) the recording of charge-offs when loss can be identified and quantified;
- (f) the results of the Bank's internal loan review;
- (g) the concentrations of credit in the Bank; and
- (h) the economic conditions of the Bank's business areas.

(2) The revised Allowance program shall provide for a review of the Allowance by the Board at least once each calendar quarter. Any deficiency in the Allowance shall be remedied in the quarter it is discovered, prior to the filing of the Consolidated Reports of Condition and Income, by additional provisions from earnings. Written documentation shall be maintained indicating the factors considered and conclusions reached by the Board in determining the adequacy of the Allowance.

ARTICLE X

BOOKS AND RECORDS

(1) Effective immediately, the Board shall take all necessary and appropriate steps to ensure that the Bank's books, records and Management Information Systems are maintained in a complete and accurate condition and comply with GAAP.

(2) By no later than June 30, 2008, the Board shall develop, implement and thereafter ensure Bank adherence to a written program of comprehensive accounting policies and procedures, to include at a minimum:

- (a) documentation and templates for complex accounting pronouncements that include, but are not limited to, SFAS 13, SFAS 65, SFAS 91, SFAS 140, SFAS 141, SFAS 142, SFAS 157, SFAS 159 and Statement of Position 03-3;

- (b) guidelines to ensure that the Bank's residential mortgage loan repurchase reserve analysis considers the economic environment and other external factors, and fully conforms to the requirements of SFAS 5 and SFAS 140 and that repurchased loans are appropriately recorded at fair value under SFAS 157; and
- (c) monthly analytical review of all significant accounts.

(3) The Board shall ensure that no original (or non-identical copy of an original) Bank documents, books, or records are destroyed, altered or removed from the Bank's premises. For purposes of this paragraph, "documents, books and records" shall be construed broadly, and shall include, but not be limited to, paper and electronic records of all kinds, reports, notes, calendars, phone logs, e-mails, voice-mails, financial instruments and tapes. Identical copies of original documents may be removed and thereafter maintained offsite, especially for business continuity purposes.

(4) In the event that any of the Bank's original documents, books and records are not currently maintained on the Bank's premises or in the Iron Mountain offsite storage facility, the Board shall ensure that, within thirty (30) days, all such documents, books and records are returned to the Bank and thereafter maintained in accordance with paragraph (3) of this Article.

(5) Effective immediately, the Board shall take the necessary and appropriate steps to ensure that the Bank has sufficient accounting management and staff with adequate bank regulatory experience to ensure compliance with GAAP and the requirements of this Article.

ARTICLE XI

EXTERNAL AUDIT

(1) By August 31, 2008, the Board shall retain the services of a qualified and independent Certified Public Accountant (“CPA”) to render an opinion on the fairness of the Bank’s year-end December 31, 2008 financial statements. The Board shall ensure that the CPA has sufficient experience and training in Bank-applicable accounting pronouncements, including but not limited to, the pronouncements described in Article X.

(2) The Board may, with the prior written supervisory non-objection of the Deputy Comptroller, discontinue the services of the CPA if it has a reasonable basis to believe that the CPA has failed to perform any audit and/or other agreed-upon procedures in accordance with the engagement letter(s) or Generally Accepted Auditing Standards.

(3) Prior to the appointment or employment of any independent CPA or entering into any contract with an independent CPA to perform the required audit, the Board shall submit the name and qualifications of the proposed CPA and the proposed terms of employment (including the proposed engagement letter and any amendments thereto) to the Deputy Comptroller for a prior written determination of no supervisory objection. The proposed CPA shall be selected by the Board in a manner that ensures the CPA maintains independence. The proposed CPA may not be the same CPA who has performed audit procedures for the Bank, any affiliate of the Bank, or any insider of the Bank in either of the last two years.

(4) The Bank shall not engage the same CPA to perform auditing services for more than three years in a row without receiving a written determination of no supervisory objection from the Deputy Comptroller.

ARTICLE XII

DISPOSITION PLAN

(1) If the OCC determines, in its sole discretion, that the Bank has failed to comply with any provision of this Order and that the Bank should sell, merge, or liquidate, the Board shall, within thirty (30) days of receiving written notice from the Deputy Comptroller of such a determination, submit a written Disposition Plan to the Deputy Comptroller for a prior written determination of no supervisory objection. The Disposition Plan shall detail the Board's proposal to sell or merge the Bank, or liquidate the Bank under 12 U.S.C. § 181.

(2) If the Disposition Plan proposes a sale or merger of the Bank, the Disposition Plan, at a minimum, shall address the steps that will be taken and the associated timeline to ensure that a definitive agreement for the sale or merger is executed not later than ninety (90) days after receipt of the Deputy Comptroller's written determination of no supervisory objection to the Disposition Plan. If the Disposition Plan proposes a liquidation of the Bank, the Disposition Plan shall detail the appropriate actions to accomplish the liquidation in conformance with 12 U.S.C. §§ 181-82, and the dates by which each step of the liquidation shall be completed, including the date by which the Bank will terminate its national bank charter. In the event of a proposed liquidation, the Bank shall hold a shareholder vote pursuant to 12 U.S.C. § 181, and commence liquidation, within thirty (30) days of receiving the Deputy Comptroller's written determination of no supervisory objection to the Disposition Plan.

(3) Upon the Deputy Comptroller's notifying the Bank in writing of no supervisory objection to the Disposition Plan, the Board shall immediately implement, and thereafter ensure Bank adherence to, the terms of the Disposition Plan.

ARTICLE XIII

ADMINISTRATIVE APPEALS AND EXTENSIONS OF TIME

(1) This Order becomes effective upon execution by the Deputy Comptroller. Unless otherwise specified, any time limitations set by this Order shall begin to run on the effective date of the Order.

(2) If the Bank contends that compliance with any provision of this Order would cause undue hardship to the Bank, or requires an extension of any timeframe within this Order, the Board shall submit a written request to the Deputy Comptroller asking for relief. Any written requests submitted pursuant to this Article shall include a statement setting forth in detail the special circumstances that prevent the Bank from complying with a provision, that require the Deputy Comptroller to exempt the Bank from a provision, or that require an extension of a timeframe within this Order.

(3) All such requests shall be accompanied by any supporting documentation, and, to the extent requested by the Deputy Comptroller, a sworn declaration or declarations setting forth any other facts upon which the Bank relies.

(4) The Deputy Comptroller's decision concerning a request made pursuant to this Article is subject to Article XIV, paragraph (3) of this Order, and is final and not subject to further review.

ARTICLE XIV

CLOSING

(1) Although the Bank is required to submit certain proposed actions and programs for the review or prior written determination of no supervisory objection of the Deputy

Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank and the completeness and accuracy of the Bank's books and records.

(2) If, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon him by the several laws of the United States to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(3) The provisions of this Order shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(4) In each instance in this Order in which the Bank or the Board is required to ensure implementation of or adherence to, or to undertake to perform, an obligation of the Bank, the Board shall:

- (a) Authorize and adopt such actions on behalf of the Bank as may be necessary or appropriate for the Bank to perform its obligations under this Order;
- (b) Require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) Follow up on any non-compliance with such actions in a timely and appropriate manner; and
- (d) Require corrective action be taken in a timely manner for any non-compliance with such actions.

(5) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding the Comptroller or the United States.

(6) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

IN TESTIMONY WHEREOF, the undersigned has set her hand this 4th day of June 2008.

/S/

Kay E. Kowitt, Deputy Comptroller
Western District
Office of the Comptroller of the Currency

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

In the Matter of:)	
First National Bank of Arizona)	AA-WE-08-32
Scottsdale, Arizona)	

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”) may initiate cease and desist proceedings against the First National Bank of Arizona, Scottsdale, Arizona (“Bank”), pursuant to 12 U.S.C. § 1818(b).

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated June 4, 2008 (the “Order”);

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

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.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1818(b)(1).

ARTICLE II

Agreement

(1) The Bank, without admitting or denying any wrongdoing, hereby consents and agrees to the issuance of the Order by the Comptroller.

(2) The Bank further agrees that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under his supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of his supervisory responsibilities.

ARTICLE III

Waivers

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
 - (a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) any and all procedural rights available in connection with the issuance of the Order;
 - (c) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19
 - (d) all rights to seek any type of administrative or judicial review of the Order; and
 - (e) any and all rights to challenge or contest the validity of the Order.

ARTICLE IV

Other Action

- (1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, it deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set her hand on behalf of the Comptroller.

/S/

Kay E. Kowitt, Deputy Comptroller
Western District
Office of the Comptroller of the Currency

6/4/2008

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

/s/

M. Lynn Crane

6/4/08

Date

/s/

Gary A. Dorris

06-04-08

Date

/s/

James A. Herk

6-4-08

Date

/s/

Raymond A. Lamb

6/4/08

Date

/s/

Philip A. Lamb

6/4/08

Date

/s/

Gregory J. Smith

6-04-08

Date

/s/

James C. Stratton

6/4/08

Date

/s/

Michael R. Whalen

6/4/08

Date