

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

In the Matter of: Cheryl Thornhill Former Manager Union Planters Bank, N.A. Memphis, Tennessee)))))	AA-EC-08-10
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CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) has initiated a proceeding against Cheryl Thornhill (“Respondent”) pursuant to 12 U.S.C. § 1818(b) on the basis of Respondent’s activities as a former manager at Union Planters Bank, N.A., Memphis, Tennessee by filing and serving on April 9, 2008 a Notice of Charges for Issuance of an Order to Cease and Desist;

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(b);

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

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Article I

JURISDICTION

(1) Union Planters Bank, N.A., Memphis, Tennessee (“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 is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Respondent is a former manager 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 cease and desist proceeding against him pursuant to 12 U.S.C. § 1818(b).

Article II

COMPTROLLER’S FINDINGS

(1) The Comptroller finds, and Respondent neither admits nor denies, the following:

(2) Respondent was a manager at the Bank during 1998 through 2002. Her duties included managing various sales and branch functions of the Bank.

(3) On or about November 23, 1999, Respondent obtained a first mortgage through the Bank to purchase a property in Miramar, Florida (“Miramar property”). On the same date, Respondent also obtained private second mortgage financing (“piggy-back”) through a Bank customer. A loan application was submitted to the Bank on Respondent’s behalf. The loan application to the Bank failed to accurately and fully disclose Respondent’s financial condition, that the mortgage transaction involved subordinate financing, that Respondent would not provide any funds to cover downpayment and settlement costs, and that the purchased property would be Respondent’s investment property.

(4) In addition, Respondent made the November 1999 loan as a nominee borrower for the benefit of another Bank employee.

(5) On or about March 11, 2002, Respondent made a statement to the Bank regarding her involvement in these matters as described in paragraphs (3) and (4) above.

(6) By reason of the foregoing conduct, Respondent engaged in, and/or caused the Bank to engage in, unsafe or unsound banking practices.

Article III

PERSONAL CEASE AND DESIST ORDER

(1) Pursuant to the authority vested in him by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that, effective immediately, whenever Respondent becomes employed by, or is offered employment at, an insured depository institution or otherwise becomes an institution-affiliated party within the meaning of 12 U.S.C. § 1813(u), Respondent shall:

- (a) provide the Chief Executive Officer of any such insured depository institution with a copy of this Order prior to accepting any position that would cause Respondent to become an institution affiliated party, or if Respondent is currently employed by any such insured depository institution, provide a copy of this Order to the Chief Executive Office within ten (10) days of the effective date of this Order;
- (b) provide a written certification of her compliance with paragraph (a) to the Director of the Enforcement and Compliance Division (“Enforcement Director”) within ten (10) days of Respondent’s compliance; and
- (c) provide written notice to the Enforcement Director with ten (10) days of Respondent’s acceptance of an offer of employment at any insured depository institution.

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- (d) All such written certifications required by this Order shall be sent to:
Director, Enforcement and Compliance Division, 250 E Street, SW,
Washington, DC 20219.

(2) The Comptroller further orders that, effective immediately, Respondent shall:

- (a) Comply fully with all laws, rules, regulations, and policies applicable to any insured depository institution which employs her.
- (b) Avoid engaging in any unsafe or unsound practices, as that term is used in Title 12 of the United States Code.
- (c) Not breach the fiduciary duties of loyalty or care owed to any insured depository institution with which she is or may become affiliated and shall, at all times, avoid placing her own interests above those of the institution.
- (d) Adhere to the written policies and procedures of any insured depository institution or agency to which she may become affiliated, or seek and receive written permission from appropriate authorized individuals to do otherwise.

(3) The Comptroller further orders that, effective immediately, Respondent shall:

- (a) not submit any loan application to any insured depository institution that she knows or has reason to believe contains material omissions

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or misrepresentations or that otherwise does not provide a complete and accurate record of her financial condition; and

(b) not act as a nominee borrower in any loan transaction with any insured depository institution.

(4) 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(b).

Article IV

WAIVERS

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

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(2) Respondent shall not cause, participate in or authorize the Bank (or any subsidiary or affiliate thereof) to incur, directly or indirectly, 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.

(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 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 this cease and desist proceeding arising out of the specific acts, omissions, or violations described in the Comptroller's Findings (Article II). However, the specific acts, omissions, or violations described in Article II may be used by the OCC in future enforcement actions to establish a pattern or practice of misconduct or the continuation of a pattern or practice of misconduct.

(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

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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 further agrees not to take any action or to make or permit to be made any public statement denying, directly or indirectly, the specific acts, omissions, or violations referenced in this Order, or otherwise creating the impression that this Order is without factual basis. If Respondent violates this provision, the OCC may set aside this settlement and commence administrative proceedings on the actions alleged herein.

Nothing in this paragraph shall affect Respondent's testimonial obligations.

(7) 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.

(8) Respondent undertakes to cooperate fully with the OCC in any and all investigations, litigations or other proceedings relating to or arising from the matters described in the Notice of Charges initiating this administrative proceeding. In connection with such cooperation, Respondent has undertaken to be interviewed by the OCC at such times as the OCC reasonably may request and to appear and testify truthfully and completely without service of a notice or subpoena in this matter, including for deposition, hearing or trial as may be requested by the OCC.

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

/s/ Ronald G. Schneck

Ronald G. Schneck
Director for Special Supervision

12/18/2008

Date

/s/ Cheryl Thornhill

Cheryl Thornhill

12/9/2008

Date

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Date: _____