

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

<b>In the Matter of:</b>	)	
Stephen D. Findley	)	
Former Senior Vice President	)	AA-EC-2013-51
	)	
Noble Bank & Trust, N.A	)	
Anniston, Alabama	)	

**CONSENT ORDER**

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate prohibition and civil money penalty proceedings against Stephen D. Findley (“Respondent”) pursuant to 12 U.S.C. §§ 1818(e) and (i) on the basis of Respondent’s activities while serving as a Vice President and Senior Vice President at Noble Bank & Trust, N.A., Anniston, Alabama (“Bank”), from August 2008 until January 2010;

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, agrees to enter into this Consent Order (“Order”) issued pursuant to 12 U.S.C. §§ 1818(e) and (i);

NOW, THEREFORE, it is stipulated by and between the Comptroller, through his duly authorized representative, and Respondent that:

Initials: SDF  
Date: 10/10/2013

**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.* 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 Vice President and Senior Vice President at 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)(1), the Comptroller is the “appropriate Federal banking agency” to maintain an enforcement proceeding against institution-affiliated parties of the Bank. Therefore, Respondent is subject to the authority of the Comptroller to initiate and maintain prohibition and civil money penalty actions against him pursuant to 12 U.S.C. §§ 1818(e) and (i).

**ARTICLE II**

**COMPTROLLER’S FINDINGS**

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

(1) Respondent served as Vice President and Senior Vice President at the Bank from August 2008 until January 2010.

(2) During his tenure as Vice President and Senior Vice President, Respondent engaged in breaches of fiduciary duty, and unsafe or unsound practices related to residential mortgage loans the Bank originated and then sold on the secondary market. On occasions Respondent provided inaccurate information on forms the Bank used in connection with certain loans he handled at the

Initials: SDF  
Date: 10/10/2013

Bank.

(3) In connection with Respondent's breaches and practices, he received personal benefit in the form of commissions. As a result of Respondent's actions, the Bank suffered a loss when it was required to repurchase loans it had sold on the secondary market.

(4) By reason of the foregoing conduct, Respondent engaged in unsafe or unsound practices, and breached his fiduciary duty; caused financial loss to the Bank and received a corresponding personal benefit.

### **ARTICLE III**

#### **ORDER OF PROHIBITION**

Respondent consents to, and it is ORDERED that:

(1) With respect to the institutions and agencies set forth in Paragraph (2) of this Article,

Respondent 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); or
- (d) vote for a director, or serve or act as an "institution-affiliated party," as defined in 12 U.S.C. § 1813(u).

(2) The prohibitions in Paragraph (1) of this Article apply to the following institutions and agencies:

Initials: SDF  
Date: 10/10/2013

- (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, bank holding companies, savings and loan holding companies, and any subsidiary of such institutions;
- (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 Agency and any Federal home loan bank.

(3) The prohibitions of Paragraphs (1) and (2) 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).

(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(e) and (h).

Initials: SDF  
Date: 10/10/2013

**ARTICLE IV**

**ORDER FOR CIVIL MONEY PENALTY**

Respondent consents to, and it is ORDERED that:

- (1) Respondent shall pay a civil money penalty in the amount of ten thousand dollars (\$10,000.00), which shall be paid according to the following payment schedule:
- (a) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid upon Respondent's execution of the Order;
  - (b) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than January 1, 2014;
  - (c) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than June 1, 2014;
  - (d) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than January 1, 2015;
  - (e) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than June 1, 2015;
  - (f) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than January 1, 2016;
  - (g) one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than June 1, 2016; and
  - (h) the remaining one thousand two hundred fifty dollars and no cents (\$1,250.00) of the penalty shall be paid no later than January 1, 2017.

Initials: SDF  
Date: 10/10/2013

(2) Respondent shall make payment in full according to the schedule set above by certified or cashier's check or money order made payable to the Treasurer of the United States, and shall deliver payment to: Comptroller of the Currency, P.O. Box 979012, St. Louis, Missouri 63197-9000. The docket number of this case (AA-EC-2013-51) shall be entered on each submitted payment. Respondent shall deliver a copy of each check or money order to the Director, Enforcement and Compliance Division, Office of the Comptroller of the Currency ("Enforcement Director"), at 400 7th Street, S.W., Washington D.C. 20219.

(3) Respondent shall notify the Comptroller of the address of his current place of residence by completing the form attached hereto as Appendix A and returning it, along with this original executed Order, to the Enforcement Director at 400 7th Street, S.W., Washington D.C. 20219. In addition, 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 his new address within seven (7) days of such change in address.

(4) If Respondent fails to comply with any provision of this Order, then the entire balance of the civil money penalty amount described in Paragraph (1) of this Article shall become immediately due and payable.

(5) 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(i) and (h).

Initials: SDF  
Date: 10/10/2013

**ARTICLE V**

**BANKRUPTCY**

(1) If Respondent files for bankruptcy protection prior to payment in full of the civil money penalty ordered in Article IV, Respondent shall notify the Enforcement Director within ten (10) days of the filing, and shall deliver a copy of the filing to the Enforcement Director at 400 7th Street, S.W., Washington D.C. 20219. The docket number of this case (AA-EC-2013-51) shall be included with this correspondence.

(2) In any bankruptcy proceeding in which it is or may be contended that Respondent's obligation to pay a civil money penalty pursuant to this Order is subject to discharge, Respondent shall make a motion to the bankruptcy court for an order of non-dischargeability of the civil money penalty and provide the Enforcement Director at 400 7th Street, S.W., Washington D.C. 20219 with a copy of the motion, concurrent with filing and a copy of any subsequently issued order within ten (10) days of issuance. If Respondent fails to make such a motion, 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 arise out of acts which result in claims not dischargeable in bankruptcy.

Initials: SDF  
Date: 10/10/2013

## ARTICLE VI

### CLOSING

(1) By executing this Order, Respondent waives:

- (a) the right to a Notice of Charges for Issuance of an Order to Cease and Desist and a Notice of Assessment of a Civil Money Penalty under 12 U.S.C. §§ 1818(b) and (i);
- (b) 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;
- (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 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. In addition, Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from the Bank (or any subsidiary or

Initials: SDF  
Date: 10/10/2013

affiliate thereof) with respect to such amounts except as permitted by 12 C.F.R. § 7.2014 and 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, or 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) This Order constitutes a settlement of any proceedings arising out of the facts, omissions, or violations described in the Comptroller's Findings (Article II of this Order). 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. However, the specific acts, omissions, or violations described in Article II may be used by the Comptroller in future enforcement actions to establish a pattern of misconduct or the continuation of a pattern of misconduct.

(5) This Order shall not be construed as an adjudication on the merits and, except as set forth above in paragraph (4) above, 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) 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

Initials: SDF  
Date: 10/10/2013

States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

(7) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818, and expressly does not form, and may not be construed to form, a contract binding the Comptroller or the United States. Respondent expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the United States Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of those entities, to a contract affecting the Comptroller's exercise of his supervisory responsibilities.

(8) This Order is "issued with the consent of . . . the institution-affiliated party concerned," pursuant to 12 U.S.C. § 1818(h)(2).

(9) 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.

(10) The provisions of this Order are effective upon issuance by the Comptroller through his authorized representative whose hand appears below, and 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, through his authorized representative.

Initials: SDF  
Date: 10/10/2013

**IN TESTIMONY WHEREOF, the undersigned has hereunto set his hand.**

Stephen D. Findley  
Stephen D. Findley

10/10/2013  
Date

**IT IS SO ORDERED.**

Kristina B. Whittaker  
Kristina B. Whittaker  
Deputy Comptroller  
Special Supervision Division

11/12/2013  
Date