

**UNITED STATES OF AMERICA**  
**Before The**  
**OFFICE OF THRIFT SUPERVISION**

_____ )	OTS Order No.: SE-10-020
In the Matter of )	
)	
<b>FRANK H. CHAPMAN, II</b> )	Effective Date: May 19, 2010
)	
Former Institution-Affiliated Party of )	
)	
Southfirst Bank and )	
Southfirst Bancshares, Inc. )	
Sylacauga, Alabama )	
OTS Docket Nos. 05329 and H-2342 )	
_____ )	

**ORDER TO CEASE AND DESIST**

**WHEREAS**, the Office of Thrift Supervision (OTS) is of the opinion that grounds exist to initiate an administrative cease and desist proceeding against Frank H. Chapman, II, former institution affiliated party (IAP)<sup>1</sup> of SouthFirst Bank, Sylacauga, Alabama, OTS Docket No. 05329 (Association); and

**WHEREAS**, Chapman has executed a Stipulation and Consent to Issuance of Order to Cease and Desist (Stipulation); and

**WHEREAS**, Chapman, by execution of the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist (Order) by the OTS pursuant to 12 U.S.C. § 1818(b); and

<sup>1</sup> The term “institution-affiliated party” is defined at 12 U.S.C. § 1813(u).

**WHEREAS**, pursuant to delegated authority, the OTS Regional Director for the Southeast Region (Regional Director) is authorized to issue Orders to Cease and Desist where an IAP has consented to the issuance of an order.

**NOW THEREFORE, IT IS ORDERED that:**

**Cease and Desist.**

1. Chapman shall cease and desist from and shall not engage in, participate in, counsel, or aid or abet in any violations of Section 19 of the Federal Deposit Insurance Act (FDIA), 12 U.S.C. § 1829, the Savings and Loan Holding Company Act, 12 U.S.C. § 1467a (SLHCA); the Change in Bank Control Act, 12 U.S.C. § 1817(j) (BCA), and the OTS control regulations at 12 C.F.R. Part 574, including any successor statutes and regulations (Control Regulations).

**Notifications.**

2. While this Order is in effect, Chapman shall, prior to accepting any position as an IAP of any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), provide the chief executive officer and the board of directors of such institution or agency with a copy of this Order.

3. Within ten (10) days after his acceptance of any position from an institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), Chapman shall provide written notice of such acceptance to the Regional Director, together with a written certification of his compliance with paragraph 2 of this Order.

**Compliance.**

4. Chapman shall promptly respond to any request from the OTS for documents to demonstrate compliance with this Order.

**Effective Date, Incorporation of Stipulation.**

5. This Order is effective as of the Effective Date as shown on the first page. The Stipulation is made a part hereof and is incorporated herein by this reference.

**Duration.**

6. This Order shall remain in effect until terminated, modified, or suspended by written notice of such action by the OTS, acting by and through its authorized representatives.

**Time Calculations.**

7. Calculation of time limitations for compliance with the terms of this Order run from the Effective Date and shall be based on calendar days, unless otherwise noted.

8. The Regional Director, or an OTS authorized representative, may extend any of the deadlines set forth in the provisions of this Order upon written request by Chapman that includes reasons in support for any such extension. Any OTS extension shall be made in writing.

**Submissions and Notices.**

9. All submissions, including any certifications and notices, to the OTS that are required by or contemplated by this Order shall be submitted within the specified timeframes.

10. Except as otherwise provided herein, all submissions, requests, communications, consents or other documents relating to this Order shall be in writing and sent by first class U.S. mail (or by reputable overnight carrier, electronic facsimile transmission or hand delivery by messenger) addressed as follows:

(a) To the OTS:

Frank H. Chapman, II  
Order to Cease and Desist  
Page 3 of 4

Regional Director  
1475 Peachtree St., N.E.  
Atlanta, Georgia 30309  
Fax: (404) 897-1861

- (b) To Chapman:  
c/o David Allred, Esq.  
ALLRED & ALLRED, P.C.  
7030 Fain Park Drive, Suite 9 (36117)  
Montgomery, Alabama 36124-1594  
Telephone: (334) 396-9200  
Facsimile: (334) 396-9977

**No Violations Authorized.**

11. Nothing in this Order or the Stipulation shall be construed as allowing Respondent to violate any law, rule, or regulation.

**IT IS SO ORDERED.**

**OFFICE OF THRIFT SUPERVISION**

/s/

By: \_\_\_\_\_  
James G. Price  
Southeast Regional Director

Date: See Effective Date on page 1

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OTS Docket Nos. 05329 and H-2342	)	
_____	)	

**STIPULATION AND CONSENT TO ISSUANCE OF ORDER TO CEASE AND DESIST**

**WHEREAS**, the Office of Thrift Supervision (OTS), acting by and through its Regional Director for the Southeast Region (Regional Director), and based upon information derived from the exercise of its regulatory responsibilities, has informed Frank H. Chapman, II (Respondent), former institution-affiliated party of SouthFirst Bank, Sylacauga, Alabama, OTS Docket No. 05329 (Association), and SouthFirst Bancshares, Inc., Sylacauga, Alabama, OTS Docket No. H-2342 (SFB), that the OTS is of the opinion that grounds exist to initiate an administrative proceeding against Respondent pursuant to 12 U.S.C. § 1818(b); and

**WHEREAS**, the Regional Director, pursuant to delegated authority, is authorized to issue cease and desist orders where an institution-affiliated party has consented to such an order; and

**WHEREAS**, Respondent desires to cooperate with the OTS to avoid the time and expense of such administrative cease and desist proceeding by entering into this Stipulation and Consent to Issuance of Order to Cease and Desist (Stipulation) and, without admitting or denying that such grounds exist, but only admitting the statements and conclusions in Paragraphs 1 through 5 below concerning Jurisdiction, hereby stipulates and agrees to the following terms:

**Jurisdiction.**

1. SouthFirst Bank is a “savings association” within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, it is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c).
2. SouthFirst Bank is a wholly owned savings association subsidiary of Southfirst Bancshares (SFB). Accordingly, SFB is a “savings and loan holding company” within the meaning of 12 U.S.C. §§ 1467a and 1813(w)(3).
3. Pursuant to Sections 4 and 5 of the Home Owners Loan Act (HOLA), 12 U.S.C. §§ 1463 and 1464, SouthFirst Bank and SFB, at all relevant times, have been subject to examination, supervision, and regulation by the OTS.
4. Respondent was required to file and on May 28, 2009 did file, an application and change in control notice with the OTS pursuant to 12 U.S.C. § 1817j, and therefore, is deemed to be an “institution-affiliated party” as that term is defined in 12 U.S.C. § 1813(u), and served in such capacity within six (6) years of the Effective Date as shown on the first page (see 12 U.S.C. § 1818(i)(3)).
5. Pursuant to 12 U.S.C. §§ 1818(b) and (i)(2); 1813(q)(4) and 1464(d)(1)(A), the Director of the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an administrative enforcement proceeding against an institution-affiliated party. Therefore,

Respondent is subject to the authority of the OTS to initiate and maintain an administrative cease and desist proceeding against him pursuant to 12 U.S.C. § 1818(b).

**OTS Findings of Fact.**

6. The OTS finds that Respondent violated 12 U.S.C. § 1829 by failing to obtain the prior written consent of the Federal Deposit Insurance Corporation and the OTS prior to becoming an IAP, participating in the conduct of the affairs of SouthFirst Bank and SFB, and filing a change in control application and notice pursuant to 12 U.S.C. 1817j.

**Consent.**

7. Respondent consents to the issuance by the OTS of the accompanying Order to Cease and Desist (Order). Respondent further agrees to comply with the terms of the Order upon the Effective Date of the Order and stipulates that the Order complies with all requirements of law.

**Finality.**

8. The Order is issued by the OTS under 12 U.S.C. § 1818(b). Upon the Effective Date, the Order shall be a final order, effective, and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

**Waivers.**

9. Respondent waives the following:

- (a) the right to be served with a written notice of the OTS's charges against him as provided by 12 U.S.C. § 1818(b) and 12 C.F.R. Part 509;
- (b) the right to an administrative hearing of the OTS's charges as provided by 12 U.S.C. § 1818(b) and 12 C.F.R. Part 509;
- (c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the

Order; and

(d) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs, or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, federal statutes, or otherwise.

**OTS Authority Not Affected.**

10. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar, or otherwise prevent the OTS from taking any other action affecting Respondent if at any time the OTS deems it appropriate to do so to fulfill the responsibilities placed upon the OTS by law. The OTS agrees not to institute further proceedings against the Respondent for the specific acts, omissions, or violations in the Findings of Fact set forth in Paragraph 6 above to the extent known to the OTS as of the Effective Date of the accompanying Order, unless such acts, omissions, or violations reoccur.

**Other Governmental Actions Not Affected.**

11. Respondent acknowledges and agrees that his consent to the issuance of the Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 10 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Respondent that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental entity other than the OTS.

**Agreement for Continuing Cooperation.**

12. Respondent agrees that he will fully cooperate with the OTS including, but not limited to, at the OTS's written request on reasonable notice and without service of a subpoena, providing

discovery and testifying truthfully at any deposition or at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by the OTS or other appropriate Federal banking agency relating to the Holding Companies and/or their any service corporations, subsidiaries, or institution-affiliated parties.

**Miscellaneous.**

13. The laws of the United States of America shall govern the construction and validity of this Stipulation and of the Order.

14. If any provision of this Stipulation and/or the Order is ruled to be invalid, illegal, or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Regional Director in his or her sole discretion determines otherwise.

15. All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns.

16. The section and paragraph headings in this Stipulation and the Order are for convenience only and shall not affect the interpretation of this Stipulation or the Order.

17. The terms of this Stipulation and of the Order represent the final agreement of the parties with respect to the subject matters thereof, and constitute the sole agreement of the parties with respect to such subject matters.

18. The Stipulation and Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Regional Director or other authorized representative.

**WHEREFORE,** Respondent executes this Stipulation.

**FRANK H. CHAPMAN, II**

/s/

By: \_\_\_\_\_  
Frank H. Chapman, II

Accepted by:

**OFFICE OF THRIFT SUPERVISION**

/s/

By: \_\_\_\_\_  
James G. Price  
Southeast Regional Director

Date: See Effective Date on page 1