FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of Brenda Faye Barnes, as an institution-affiliated party of FNB Bank, n.k.a. Cadence Bank, Tupelo, Mississippi (Insured State Nonmember Bank) Respondent's NMLS U/I # 785061	)	CONSENT ORDER and ORDER TO PAY FDIC- 22-0181b FDIC- 22-0180k

Brenda Faye Barnes (Respondent) and a representative of the Legal Division of the Federal Deposit Insurance Corporation (FDIC) executed a Stipulation and Consent Agreement to the Issuance of a Consent Order and Order to Pay (Consent Agreement), whereby, solely for the purpose of this proceeding and without admitting or denying any unsafe or unsound banking practices or breaches of fiduciary duty, Respondent consented to the issuance of this Consent Order and Order to Pay pursuant to 12 U.S.C. §§ 1818(b) and 1818(i).

The FDIC has determined and Respondent neither admits nor denies, that:

1. Respondent has engaged or participated in unsafe or unsound banking practices and breaches of fiduciary duty as an institution-affiliated party of FNB Bank, now known as Cadence Bank, Tupelo, Mississippi (the Bank).

2. The FDIC has determined that during the period February 2018 to November 2018, Respondent, in her capacity as Executive Vice President of the Bank, engaged in unsafe or unsound banking practices and breached her fiduciary duty by routinely approving the payment of items presented against the overdrawn checking account of a large deposit/borrower customer

without sufficiently inquiring as to the origins of the deficits or the impact payment might have upon the Bank. Respondent's unsafe or unsound banking practices and breaches of fiduciary duty, as described above, constituted a pattern of misconduct.

The FDIC, having determined that the requirements for issuance of an order under 12 U.S.C. §§ 1818(b) and 1818(i) have been satisfied, accepts the Consent Agreement and issues the following:

CONSENT ORDER

Respondent is hereby ORDERED to cease and desist from and take affirmative action, as follows:

3. Review Part 364 of the FDIC's Rules and Regulations, with particular attention to Appendix A, Section II (Operational Standards).

4. Whenever Respondent is employed by an insured depository institution or otherwise becomes an institution-affiliated party within the meaning of 12 U.S.C. § 1813(u), Respondent shall:

a. Comply fully with all laws, regulations, and policies applicable to any insured depository institution with which Respondent is or may become affiliated;

b. Not commit or participate in any unsafe or unsound practices, as that term is used in Title 12 of the United States Code;

c. Fulfill the fiduciary duties of loyalty and care owed to any insured depository institution with which Respondent is or may become affiliated and shall, at all times, avoid placing Respondent's own interests above those of the institution;

d. Become familiar with, and adhere to, the written policies and procedures of any insured depository institution with which Respondent is or may become affiliated. In the event that Respondent is affiliated with an insured depository institution with written policies and procedures that are more stringent than the provisions of this Consent Order, Respondent shall adhere to the written policies and procedures of such insured depository institution.

5. Respondent shall, within ten (10) calendar days of the effective date of this Order, provide a copy of this Consent Order and Order to Pay to the Chairman of the Board of Directors of any insured depository institution of which Respondent is an institution-affiliated party.

6. Before accepting any position that would cause Respondent to become an institution-affiliated party, Respondent shall provide a copy of this Consent Order and Order to Pay to: (i) the Chairman of the Board of Directors of the insured depository institution; or (ii) a senior executive manager of the insured depository institution, provided that such official has been approved in writing by the Regional Director of the FDIC's Atlanta Regional Office for this purpose.

7. Within ten (10) calendar days of satisfying the requirements of paragraphs 3 and 5, Respondent shall provide a written certification of Respondent's compliance to the Regional Director of the FDIC's Atlanta Regional Office, 10 10th Street NE, Suite 800, Atlanta, Georgia 30603.

8. If Respondent believes that the provisions of this Consent Order have been fulfilled, Respondent may request that the Consent Order be terminated by submitting a letter with supporting documentary evidence to the Regional Director of the FDIC's Atlanta Regional Office. The FDIC will consider the submission and may request such additional information or documentation as it, in its sole discretion, may deem necessary in order to review the submission. The decision to deny the request and retain this Consent Order as is, modify it, or terminate it, is at the FDIC's sole discretion.

9. Nothing herein shall preclude any proceedings brought by the FDIC to enforce the terms of this Consent Order, and nothing herein constitutes a waiver of any right, power, or

authority of the FDIC (except as stated in the Consent Agreement) or any other Federal or state agency or department from taking any other action against Respondent, the Bank, or any of the Bank's current or former institution-affiliated parties, as that term is defined in 12 U.S.C. §1813(u).

10. This Consent Order is effective immediately. The provisions of this Consent Order remain effective and enforceable for a period of five (5) years except to the extent that any provision is modified, terminated, suspended, or set aside by the FDIC.

ORDER TO PAY

After considering the civil money penalty (CMP) mitigating factors under 12 U.S.C. § 1818(i)(2)(G), the FDIC accepts the Consent Agreement and issues the following:

11. By reason of Respondent's actions listed in paragraph 2, a $10,000 CMP is assessed against Brenda Faye Barnes under 12 U.S.C. § 1818(i)(2) and is effective upon issuance. Respondent must immediately pay the CMP to the Treasury of the United States.

12. Respondent may not seek or accept indemnification from any insured depository institution for the CMP assessed in this matter.

13. The Order to Pay is enforceable under 12 U.S.C. § 1818(i), and the FDIC will take action to collect the amount due if the Respondent fails to make payment.

14. The Order to Pay does not waive any right, power, or authority of the United States; federal, state, or local agencies; or the FDIC as Receiver.

Pursuant to delegated authority.

Dated this 9th day of May, 2023.

/s/

Patricia A. Colohan
Associate Director
Division of Risk Management Supervision