FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

CITIZENS BANK OF AMERICUS AMERICUS, GEORGIA (INSURED DEPOSITORY INSTUTION)	ORDER ACCEPTING PARTIAL SATISFACTION OF CROSS-GUARANTEE LIABILITY AND CONDITIONAL WAIVER OF THE REMAINING CROSS-GUARANTEE LIABILITY FDIC-13-461kk

WHEREAS, on February 24, 2012, Central Bank of Georgia, Ellaville, Georgia (Ellaville), failed and caused a loss to the Federal Deposit Insurance Corporation (FDIC); and

WHEREAS, at the time of the failure, Ellaville was controlled by Middle Georgia Corporation, Ellaville, Georgia (MGC), a bank holding company; and

WHEREAS, in July of 1992, after receiving approval from the Federal Reserve Bank of Atlanta, MGC acquired control of CBA Bankshares, Inc., Americus, Georgia (CBA), also a bank holding company; and

WHEREAS, at the time of the failure of Ellaville, CBA controlled Citizens Bank of Americus, Americus, Georgia (Americus); and

WHEREAS, pursuant to 12 U.S.C. § 1815(e)(8), the FDIC believes Ellaville and Americus were commonly controlled by MGC at the time of the failure of Ellaville; and

WHEREAS, pursuant to 12 U.S.C § 1815(e)(1)(A), at the time of Ellaville's failure, the FDIC believes that Americus incurred a cross-guarantee liability to the FDIC in connection with the FDIC's actual loss; and

WHEREAS, Americus and CBA neither admit nor deny the FDIC's findings in this Order; and

WHEREAS, Americus has agreed to pay $4,921,014 in partial satisfaction of the cross-guarantee liability associated with the failure of Ellaville; and

WHEREAS, the payment is conditioned upon the FDIC conditionally waiving the remainder of the cross-guarantee liability against Americus; and

WHEREAS, Americus has filed an application with the FDIC, pursuant to 12 U.S.C. § 1815(e)(5)(A), requesting the FDIC grant (i) partial satisfaction of cross-guarantee liability and (ii) conditional waiver of the remaining cross-guarantee liability associated with Ellaville's failure; and

BE ADVISED, the Board of Directors of the FDIC, having fully considered the facts and information relating to the foregoing request, has concluded that accepting the cash settlement payment in connection with a waiver of cross-guarantee liability is in the best interests of the Deposit Insurance Fund and that approval of the request should be and hereby is granted, subject to the conditions and restrictions set forth below.

IT IS THEREFORE ORDERED THAT:

1. This ORDER ACCEPTING PARTIAL SATISFACTION OF CROSS-GUARANTEE LIABILITY AND CONDITIONAL WAIVER OF THE REMAINING CROSS-GUARANTEE LIABILITY (ORDER) will become unconditional and effective only upon Americus' payment of $4,921,014 to the FDIC. Absent the FDIC's receiving such payment by February 20, 2014, this ORDER will become null and void.

2. The exemption granted by this ORDER may not be conveyed to a third party or otherwise transferred.

3. From the date this ORDER is issued until February 24, 2015, no former executive officer or director of Ellaville, having served in such capacity at any time since January 1, 2008, may serve, in an individual capacity, as an executive officer, director, consultant, or in-house counsel of Americus without the prior, written nonobjection of the FDIC Atlanta Regional Director. Such nonobjection shall be deemed to have been provided unless the FDIC Atlanta Regional Director objects in writing within 90 days of receipt of the request.

Dated at Washington, D.C. this 30th day of January, 2014.

_/s____________________________

Doreen R. Eberley
Director, Division of Risk Management Supervision

The order issued to Citizens Bank of Americus was issued to settle potential statutory cross-guarantee liability resulting from the failure of a different bank which the FDIC believed to be under common control. The FDIC has not alleged any wrongdoing or breach of duty by Citizens Bank of Americus in connection with such failure.