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[¶11,904] In the Matter of First Southern Bank, Florence, Alabama, Docket No. 02-023b (3-15-02).

A cease and desist order was issued, based on findings by the FDIC that it had reason to believe that respondent had engaged in unsafe and unsound practices.

(This order was terminated by order of the FDIC dated 7-22-04; see ¶16,390.)

[.1] Management—Qualifications Specified

[.2] Loan Operations Officer—Qualifications Specified

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[.3] Board of Directors—Staffing Requirements—Written Review Required

[.4] Loans—Internal Review and Grading System Required

[.5] Board of Directors—Responsibilities of Directors Specified

[.6] Board of Directors—Educational Program—Required

[.7] Capital—Maintain Tier 1 Capital

[.8] Assets—Charge-off or Collection

[.9] Loans—Extensions of Credit—To Borrowers with Existing Adversely Classified Credits

[.10] Loans—Risk Position—Reduction of Adversely Classified Lines of Credit Required

[.11] Documentation Exceptions—Correction Required

[.12] Dividends—Dividends Restricted

[.13] Earnings Plan—Written Earnings Plan Required

[.14] Loan Policy—Preparation or Revision of Policy Required

[.15] Interest Rate Risk Policy—Preparation or Revision of Policy Required

[.16] Loan Loss Reserve—Establishment of or Increase Required

[.17] Violations of Law—Correction of Violations Required

[.18] Strategic Plan—Preparation of Required

[.19] Shareholders—Disclosure of Cease and Desist Order Required

**In the Matter of
FIRST SOUTHERN BANK
FLORENCE, ALABAMA
(Insured State Nonmember Bank)
ORDER TO CEASE AND DESIST**

FDIC-02-023b

First Southern Bank, Florence, Alabama ("Bank"), having been advised of its right to a Notice of Charges and of Hearing detailing unsafe or unsound banking practices and violations of applicable laws and regulations alleged to have been committed by the Bank and of its right to a hearing on the alleged charges under section 8(b)(1) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. §1818(b)(1), and

having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") with counsel for the Federal Deposit Insurance Corporation ("FDIC") and with a representative of the Alabama State Banking Department ("Alabama State Banking Department"), dated March 4, 2002. The Alabama State Banking Department may issue an order to cease and desist pursuant to the *Code of Alabama* Section 5-6A-12 (1975). Whereby solely for the purpose of this proceeding and without admitting or denying any of the charges of unsafe or unsound banking practices and violations of laws and regulations, the Bank has consented to the issuance of an ORDER TO CEASE AND DESIST ("ORDER") by the FDIC and the Alabama State Banking Department.

The FDIC and the Alabama State Banking Department considered the matter and determined that there is reason to believe that the Bank had engaged in unsafe or unsound banking practices and had committed violations of laws and regulations. The FDIC and the Alabama State Banking Department, therefore, accepted the Consent Agreement and issued the following:

ORDER TO CEASE AND DESIST

It is HEREBY ORDERED, that the Bank, its institution-affiliated parties, as that term is defined in section 3(u) of the Act, 12 U.S.C. §1813(u), and its successors and assigns cease and desist from the following unsafe and unsound banking practices and violations of law and regulations:

1. Operating with inadequate management;
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2. Operating with inadequate equity capital and reserves in relation to the volume and quality of assets held by the Bank;
3. Operating the Bank with a large volume of poor quality loans;
4. Operating with an inadequate allowance for loan and lease losses;
5. Following hazardous lending and lax collection practices;
6. Operating with inadequate provisions for interest rate risk;
7. Operating with inadequate routine and controls policies; and
8. Operating in such a manner as to produce operating losses.

IT IS HEREBY ORDERED, that the Bank, its institution-affiliated parties, and its successors and assigns take affirmative action as follows:

MANAGEMENT

[.1]1. (A) Beginning with the effective date of this ORDER, the Bank shall have and retain a chief executive officer and a senior lending officer having qualifications and experience commensurate with his or her duties and responsibilities at the Bank including the following:

- (i) a chief executive officer with proven ability in managing a bank of comparable size and in effectively implementing lending, investment and operating policies in accordance with sound banking practices; and
- (ii) a senior lending officer with significant appropriate lending, collection, and loan supervision experience, and experience in upgrading a low quality loan portfolio.

(b) Within 90 days of the effective date of this ORDER, the Bank shall have and retain a chief financial officer with significant appropriate experience in managing the operations of a bank of similar size and complexity in accordance with sound banking practices.

(c) The qualifications of management shall be assessed on its ability to:

- (i) comply with the requirements of this ORDER;
- (ii) operate the Bank in a safe and sound manner;

(iii) comply with applicable laws and regulations; and

(iv) restore all aspects of the Bank to a safe and sound condition, including asset quality, capital adequacy, earnings, management effectiveness, and liquidity.

(d) During the life of this ORDER, the Bank shall notify the Regional Director of the FDIC's Atlanta Regional Office ("Regional Director") and the Superintendent of Banks, Alabama State Banking Department ("Superintendent") (collectively, "Supervisory Authorities") in writing when it proposes to add any individual to the Bank's board of directors ("Board") or employ any individual as a senior executive officer. The notification must be received at least 30 days before such addition or employment is intended to become effective and should include a description of the background and experience of the individual or individuals to be added or employed.

(e) The Bank may not add any individual to its Board or employ any individual as a senior executive officer unless the Alabama State Banking Department provides written approval of such individual and the Regional Director does not issue a notice of disapproval pursuant to section 32 of the Act, 12 U.S.C. §1831i.

(f) To facilitate having and retaining qualified management, the Board shall, in no more than 30 days from the effective date of this ORDER, develop a written analysis and assessment of the Bank's management and staffing needs ("Management Plan"), which shall include, at a minimum:

(i) identification of both the type and number of officer positions needed to manage and supervise properly the affairs of the Bank;

(ii) identification and establishment of such Bank committees as are needed to provide guidance and oversight to active management;

(iii) evaluation of each Bank officer, and in particular the chief executive officer and the senior lending officer, to determine whether these individuals possess the ability, experience and other qualifications required to perform present and anticipated duties, including adherence to the Bank's established policies and practices, and maintenance of the Bank in a safe and sound condition;

(iv) a plan of action to recruit and hire any additional or replacement personnel
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with the requisite ability, experience and other qualifications, which the Board determines are necessary to fill Bank officer or staff member positions consistent with the Management Plan as provided in this paragraph and other parts of this ORDER; and

(v) an organization chart.

(g) The written Management Plan and any subsequent modification thereto shall be submitted to the Supervisory Authorities for review and comment. No more than 30 days from the receipt of any comment from the Supervisory Authorities, and after consideration of such comment, the Board shall approve the written Management Plan and/or any subsequent modification.

LOAN OPERATIONS OFFICER

2. (a) Within 60 days of the effective date of this ORDER, the Bank shall hire or appoint a qualified person to serve as the Bank's loan operations officer or manager. The Bank shall evaluate the following qualities of the proposed loan operations officer: training in loan operations and loan documentation, loan operations experience in a financial institution, ability to comply with the requirements of this ORDER and the Bank's written loan policy, and knowledge of applicable laws and regulations and sound banking procedures.

(b) The loan operations officer shall be responsible for all operations of the Bank's loan department including loan documentation, credit and collateral files, and loan entries. The loan operations officer shall report monthly and directly to the Bank's Audit Committee. The Audit Committee will then report its findings to the entire Board. The reports shall:

(i) disclose all outstanding documentation exceptions;

(ii) separately and prominently list each loan made during the preceding month without complete documentation as required by the Bank's loan policy; and

(iii) disclose each loan made during the preceding month that represents an exception to the Bank's loan policy that was not properly approved according to the requirements of the loan policy.

ORGANIZATIONAL STAFFING

[.3]3. Within 60 days of the effective date of this ORDER, the Bank's Board will cause a written review to be made of the Bank's staffing requirements, with particular emphasis on its loan administration and loan collection needs. The Bank's Board will promptly thereafter commence a program to hire or adequately train the number of personnel needed to comply with the results of the review.

INTERNAL LOAN REVIEW

[.4]4. (A) Within 60 days from the effective date of this ORDER, the Bank shall adopt an internal loan review and grading system to provide for the periodic review of the Bank's loan portfolio in order to identify and categorize the Bank's loans, and other extensions of credit which are carried on the Bank's books as loans, on the basis of credit quality. The Bank shall also within 60 days from the effective date of this ORDER, submit the written internal loan review and grading system to the Supervisory Authorities for review. Such system and its implementation shall be satisfactory to the Supervisory Authorities as determined at their initial review and at subsequent examinations and/or visitations. At a minimum, the grading system shall provide for:

(i) specification of standards and criteria for assessing the credit quality of the Bank's loans;

(ii) application of loan grading standards and criteria to the Bank's loan portfolio;

(iii) categorization of the Bank's loans into groupings based on the varying degrees of credit and other risks which may be presented under the applicable grading standards and criteria, but in no case, will a loan be assigned a rating higher than that assigned by examiners at the last examination or visitation of the Bank unless approved in writing by the Supervisory Authorities;

(iv) assessment of the likelihood that each loan exhibiting credit and other risks will not be repaid according to its terms and conditions;

(v) identification of any loan that is not in conformance with the Bank's loan policy;

(vi) identification of any loan which presents any unsafe or unsound banking practice or condition or is otherwise in violation of any applicable State or Federal law, regulation, or statement of policy; and

(vii) requirement of a written report to be made to the Bank's Board and Audit
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Committee, not less than quarterly after the effective date of this ORDER. The report shall identify the status of those loans which exhibit credit and other risks under the applicable grading standards/criteria and the prospects for full collection and/or strengthening of the quality of any such loans.

(b) The Bank shall also hire, appoint, or contract with a qualified individual to administer the loan review system. The Bank shall evaluate the following qualities of the proposed loan review officer: training in loan review/examination procedure, knowledge of loan documentation requirements, loan review/examination experience, ability to comply with the requirements of this ORDER and the Bank's written loan and loan review policies, and knowledge of applicable laws and regulations and sound lending/banking procedures.

BOARD OF DIRECTORS

[.5]5. (a) Within 30 days from the effective date of this ORDER, the Board shall increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities, consistent with the role and expertise commonly expected for directors of banks of comparable size. This participation shall include meetings to

be held no less frequently than monthly at which, at a minimum, the following areas shall be reviewed and approved: reports of income and expenses; new, overdue, renewal, insider, charged-off, and recovered loans; investment activity; operating policies; and individual committee actions. Board minutes shall fully document these reviews and approvals, including the names of any dissenting directors.

[.6](b) Within 30 days from the effective date of this ORDER, the Bank's Board shall develop and adopt an educational program for each member of the Board. The educational program shall include, at a minimum:

- (i) specific training in the areas of lending, operations, and compliance with laws, rules and regulations applicable to banks chartered in the state of Alabama;
- (ii) specific training in the duties and responsibilities of the Board in connection with the safe and sound operation of the Bank; and
- (iii) provision for periodic training.

(c) The educational program shall be submitted within 30 days from the effective date of this ORDER to the Supervisory Authorities for review. The Board shall document the training activities in the minutes of the next Board meeting following completion of the training. The Board's actions as required by this paragraph shall be satisfactory to the Supervisory Authorities at their initial review and as determined at subsequent examinations and/or visitations.

(d) Within 30 days of the effective date of this ORDER, the Bank shall designate a directors' committee to review and approve loans, with such committee being structured so that a majority of its members are persons who are not actively involved in the Bank's lending activities.

CAPITAL

[.7]6. (a) Within 60 days from the effective date of this ORDER, the Bank shall have Tier 1 capital in such an amount as to equal or exceed 5.00 percent of the Bank's total assets. Within 120 days from the effective date of this ORDER, the Bank shall have Tier 1 capital in such an amount as to equal or exceed 7.00 percent of the Bank's total assets. Thereafter, during the life of this ORDER, the Bank shall maintain Tier 1 capital in such an amount as to equal or exceed 7.00 percent of the Bank's total assets.

(b) By March 31, 2002, the Bank shall develop and adopt a plan to meet the minimum risk-based capital requirements as described in the FDIC Statement of Policy on Risk-Based Capital contained in Appendix A to Part 325 of the FDIC Rules and Regulations, 12 C.F.R. Part 325, Appendix A. The Plan shall be in a form and manner acceptable to the Supervisory Authorities as determined at subsequent examinations.

(c) The level of Tier 1 capital to be maintained during the life of this ORDER pursuant to Subparagraph 6(a) shall be in addition to a fully funded allowance for loan and lease losses, the adequacy of which shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(d) Any increase in Tier 1 capital necessary to meet the requirements of Paragraph 6 of this ORDER may be accomplished by the following:

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- (i) sale of common stock;
- (ii) direct contribution of cash by the Board, shareholders, and/or parent holding company; or
- (iii) other means acceptable to the Supervisory Authorities.

Any increase in Tier 1 capital necessary to meet the requirements of Paragraph 6 of this ORDER may not be accomplished through a deduction from the Bank's allowance for loan and lease losses except with the prior written consent of the Supervisory Authorities.

(e) For the purposes of this ORDER, the terms "Tier 1 capital" and "total assets" shall have, the meanings ascribed to them in Part 325 of the FDIC Rules and Regulations, 12 C.F.R. §§ 325.2(t) and 325.2(v).

(f) If all or part of any necessary increase in Tier 1 capital required by this Paragraph is accomplished by the sale of new securities, the Board shall forthwith take all necessary steps to adopt and implement a plan for the sale of such additional securities, including the voting of any shares owned or proxies held or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with any applicable securities laws. Prior to the implementation of the plan and, in any event, not less than 15 days prior to the dissemination of such materials, the plan and any materials used in the sale of the securities shall be submitted to the FDIC, Registration and Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429, and the Alabama State Banking Department for review. Any changes requested to be made in the plan or materials shall be made prior to their dissemination.

(g) In complying with the provisions of Paragraph 6 of this ORDER, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities, a written notice of any planned or existing development or other changes which are materially different from the information reflected in any offering materials used in connection with the sale of Bank securities. The written notice required by this Paragraph shall be furnished within 10 days from the date such material development or change was planned or occurred, whichever is earlier, and shall be furnished to every subscriber and/or purchaser of the Bank's original offering materials.

CHARGE-OFF

[.8]7. (a) Within 10 days from the effective date of this ORDER, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" as of the Report of Examination ("Report") dated November 19, 2001, that have not been previously collected or charged-off.

(b) Within 10 days from the effective date of this ORDER, the Bank shall eliminate from its books, by collection, charge-off, or other proper entries, 50 percent of those assets classified "Doubtful" in the Report that have not been previously collected or charged off. (If an asset classified "Doubtful" is a loan or a lease, the Bank may, in the alternative, increase its allowance for loan and lease losses by an amount equal to 50 percent of the loan or lease classified "Doubtful".)

(c) Additionally, while this ORDER remains in effect, the Bank shall, within 30 days of the receipt of any official Report of Examination of the Bank from the FDIC or the Alabama State Banking Department, eliminate from its books, by collection, charge-off, or other proper entries, the remaining balance of any assets classified "Loss" and 50 percent of those classified "Doubtful" unless otherwise approved in writing by the Supervisory Authorities. (If an asset classified "Doubtful" is a loan or lease, the Bank may, in the alternative, increase its allowance for loan and lease losses by an amount equal to 50 percent of the loan or lease classified "Doubtful".)

(d) By August 31, 2002, the Bank shall have reduced the assets classified "Substandard" in the Report and those assets classified "Doubtful" in the Report that have not previously been charged off to not more than \$20,000,000.

(e) By February 28, 2003, the Bank shall have reduced the assets classified "Substandard" and those assets classified "Doubtful" in the Report that have not previously been charged off to not more than \$15,000,000.

(f) By August 31, 2003, the Bank shall have reduced the assets classified "Substandard"
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and those assets classified "Doubtful" in the Report that have not been previously been charged off to not more than \$6,000,000.

(g) The requirements of Subparagraphs 7(a), 7(b), 7(d), 7(e), and 7(f) of this ORDER are not to be construed as standards for future operations and, in addition to the foregoing, the Bank shall eventually reduce the total of all adversely classified assets. Reduction of these assets through proceeds of other loans made by the Bank is not considered collection for the purpose of this paragraph. As used in Subparagraphs 7(d), 7(e), and 7(f) the word "reduce" means:

- (i) to collect;
- (ii) to charge-off; or
- (iii) to sufficiently improve the quality of assets adversely classified to warrant removing any adverse classification, as determined by the Supervisory Authorities.

NO ADDITIONAL CREDIT

[.8]8. (a) Beginning with the effective date of this ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, "Loss" or "Doubtful" and is uncollected. The requirements of this Paragraph shall not prohibit the Bank from renewing (after collection in cash of interest due from the borrowers) any credit already extended to any borrower.

[.9](b) Additionally, during the life of this ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or in part, "Substandard" and is uncollected.

(c) Paragraph 8(b) shall not apply if the Bank's failure to extend further credit to a particular borrower would be detrimental to the best interests of the Bank. Prior to the extension of any additional credit pursuant to this Paragraph, either in the form of a renewal, extension, or further advance of funds, such additional credit shall be approved by a majority of the Board or a designated committee thereof, who shall certify in writing as follows:

- (i) why the failure of the bank to extend such credit would be detrimental to the best interests of the Bank;
- (ii) that the Bank's position would be improved thereby; and
- (iii) how the Bank's position would be improved.

The signed certification shall be made a part of the minutes of the Board or its designated committee and a copy of the signed certification shall be retained in the borrower's credit file.

PLANS FOR REDUCING/IMPROVING CLASSIFIED ASSETS

[.10]9. Within 90 days of the effective date of this ORDER, the Bank shall submit to the Supervisory Authorities specific plans and proposals to effect the reduction and/or improvement of any lines of credit which are adversely classified by the Supervisory Authorities as of the date of the Report and which aggregate \$500,000 or more as of that date. Such plans shall thereafter be monitored and progress reports thereon resubmitted by the Bank at 90-day intervals concurrently with the other reporting requirements set forth in Paragraph 19 of this ORDER.

DOCUMENTATION EXCEPTIONS

[.11]10. Within 60 days from the effective date of this ORDER, the Bank shall implement procedures to correct documentation exceptions on loans listed in the schedule of Assets with Credit Data or Collateral Documentation Exceptions on pages 85 through 88 of the Report and to prevent future credit data and/or collateral documentation exceptions. Such procedures and their implementation shall be acceptable to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

CASH DIVIDENDS

[.12]11. The Bank shall not pay cash dividends without the prior written consent of the Supervisory Authorities.

BUDGET

[.13]12. Within 60 days from the effective date of this ORDER, the Bank shall formulate and fully implement a written plan to improve earnings. This plan shall be forwarded to the Supervisory Authorities for review and comment and shall address, at a minimum, the following:

- (a) goals and strategies for improving and sustaining the earnings of the Bank, including:

(i) an identification of the major areas in, and means by which, the Board will seek to improve the Bank's operating performance;

(ii) realistic and comprehensive budgets;

(iii) a budget review process to monitor the income and expenses of the Bank to compare the actual figures with budgetary projection; and

(iv) a description of the operating assumptions that form the basis for, and adequately support, major projected income and expense components.

(b) coordination of the Bank's loan, investment, and operating policies, and budget and profit planning, with the funds management policy.

(c) Following the end of each calendar quarter, the Board shall evaluate the Bank's actual performance in relation to the plan required by this paragraph and shall record the results of the evaluation, and any actions taken by the Bank, in the minutes of the Board meeting at which such an evaluation is undertaken.

LENDING POLICIES

[.14]13. Within 60 days from the effective date of this ORDER, the Bank shall revise, adopt, and implement a written lending and collection policy to provide effective guidance and control over the Bank's lending function, which policy shall include, at a minimum, revisions to address all items of criticism enumerated on pages 30 through 31 of the Report as well as specific guidelines for placing loans on a non accrual basis. Such policy and its implementation shall be in a form and manner acceptable to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

INTEREST RATE RISK

[.15]14. Within 60 days from the effective date of this ORDER, the Board will formulate and adopt a policy for managing interest rate risk in a manner that is appropriate to the size of the Bank and the complexity of its assets. The policy will identify the means by which the interest rate risk position will be monitored and will establish risk parameters. In addition, the policy will provide for periodic reporting to management and the Board regarding interest rate risk with adequate information provided to assess the level of risk. The policy will be forwarded to the Supervisory Authorities for review and comments. The Bank will revise and adopt appropriate policies that are consistent with the comments and recommendations detailed in the Report.

ALLOWANCE FOR LOAN AND LEASE LOSSES

[.16]15. Within 30 days from the effective date of this ORDER, the Board shall review the adequacy of the allowance for loan and lease losses ("Allowance") and establish a comprehensive policy for determining the adequacy of the Allowance. For the purpose of this determination, the adequacy of the Allowance shall be determined after the charge-off of all loans or other items classified "Loss". The policy shall provide for a review of the Allowance at least once each calendar quarter. Said review should be completed in order that the findings of the Board with respect to the Allowance may be properly reported in the quarterly Reports of Condition and Income. The review should focus on the results of the Bank's internal loan review, loan and lease loss experience, trends of delinquent and non-accrual loans, an estimate of potential loss exposure of significant credits, concentrations of credit, and present and prospective economic conditions, and may include such other factors as the Board deems relevant. A deficiency in the Allowance shall be remedied in the calendar quarter it is discovered, prior to submitting the Report of Condition and Income, by charge to current operating earnings. The minutes of the Board meeting at which such review is undertaken shall indicate the results of the review. The Bank's policy for determining the adequacy of the Allowance and its implementation shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

VIOLATIONS OF LAW

[.17]16. Within 30 days from the effective date of this ORDER, the Bank shall eliminate and/or correct all violations of law which are more fully set out on pages 33 through 37 of the Report. In addition, the

Bank shall take all necessary steps to ensure future compliance with all applicable laws and regulations. However, where such violations concern the lending limits contained in *Code of Alabama* Section 5-5A-22 (1975), the loans will be reduced to the lending limits

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required by Alabama law within 10 days from the effective date of this ORDER.

STRATEGIC PLAN

[.18]17. Within 60 days from the effective date of this ORDER, the Bank shall prepare and submit to the Supervisory Authorities a written business/strategic plan covering the overall operation of the Bank. The plan shall be in a form and manner acceptable to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

NOTICE TO SHAREHOLDERS

[.19]18. Following the effective date of this ORDER, the Bank shall send to its shareholders or otherwise furnish a description of this ORDER in conjunction with the Bank's next shareholder communication and also in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the FDIC, Registration and Disclosure Section, 550 17th Street, N.W., Washington, D.C. 20429, at least 15 days prior to dissemination to shareholders. Any changes requested to be made by the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

PROGRESS REPORTS

19. Within 30 days of the end of the first quarter following the effective date of this ORDER, and within 30 days of the end of each quarter thereafter, the Bank shall furnish written progress reports to the Supervisory Authorities detailing the form and manner of any actions taken to secure compliance with this ORDER and the results thereof. Such reports shall include a copy of the Bank's Report of Condition and the Bank's Report of Income. Such reports may be discontinued when the corrections required by this ORDER have been accomplished and the Supervisory Authorities have released the Bank in writing from making further reports.

This ORDER shall become effective 10 days from the date of its issuance.

The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provisions of this ORDER shall have been modified, terminated, suspended, or set aside by the Supervisory Authorities.

Pursuant to delegated authority.

Dated at Atlanta, Georgia, this 15th day of March, 2002.