

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D. C.

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In the Matter of: )

CAROLYN PASSEY, individually, and as )  
an institution-affiliated party of )

TRANSPORTATION ALLIANCE BANK, INC. )  
OGDEN, UTAH )

(INSURED STATE NONMEMBER BANK) )  
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ORDER OF PROHIBITION FROM  
FURTHER PARTICIPATION AND  
ORDER TO PAY

FDIC-14-0278e

FDIC-15-0012k

Carolyn Passey (“Respondent”) has been advised of the right to receive a NOTICE OF INTENTION TO PROHIBIT FROM FURTHER PARTICIPATION and NOTICE OF ASSESSMENT OF A CIVIL MONEY PENALTY (collectively, “NOTICE”) issued by the Federal Deposit Insurance Corporation (“FDIC”) detailing the violations of law, unsafe or unsound banking practices, and breaches of fiduciary duty for which an ORDER OF PROHIBITION FROM FURTHER PARTICIPATION AND ORDER TO PAY (“ORDER”) may issue, and has been further advised of the right to a hearing on the alleged charges under sections 8(e) and 8(i) of the Federal Deposit Insurance Act (“Act”), 12 U.S.C. §§ 1818(e), (i), and the FDIC’s Rules of Practice and Procedure, 12 C.F.R. Part 308. Having waived those rights, Respondent entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER OF PROHIBITION FROM FURTHER PARTICIPATION AND ORDER TO PAY (“STIPULATION”) with a representative of the Legal Division of the FDIC, whereby solely for the purpose of this proceeding and without admitting or denying any violations of law, unsafe or

unsound banking practices, or any breaches of fiduciary duty, Respondent consented to the issuance of an ORDER by the FDIC.

The FDIC considered the matter and determined it had reason to believe that:

(a) Respondent has engaged or participated in violations of law, unsafe or unsound banking practices, and/or breaches of fiduciary duty as an institution-affiliated party of Transportation Alliance Bank, Inc., Ogden, Utah ("Bank");

(b) By reason of such violations, practices, and/or breaches of fiduciary duty, the Bank has suffered financial loss or other damage and the interest of the Bank's depositors have been or could be prejudiced; and

(c) Such violations, practices, and/or breaches of fiduciary duty involve personal dishonesty on the part of Respondent and demonstrate Respondent's willful and/or continuing disregard for the safety or soundness of the Bank.

The FDIC further determined that such violations, practices, and breaches of fiduciary duty demonstrate Respondent's unfitness to serve as a director, officer, person participating in the conduct of the affairs, or as an institution-affiliated party of the Bank, any other insured depository institution, or any other agency or organization enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e)(7)(A).

The FDIC further determined, after taking into account the financial resources and good faith of Respondent, the gravity of the violations, practices, and/or breaches by Respondent, and the history of previous violations, practices and/or breaches by Respondent, that a civil money penalty was appropriate under section 8(i)(2)(B) of the Act, 12 U.S.C. § 1818(i)(2)(B).

Based on the foregoing, the FDIC, therefore, accepts the STIPULATION and issues the

following:

ORDER OF PROHIBITION FROM FURTHER PARTICIPATION

1. Respondent is hereby, without the prior written approval of the FDIC and the appropriate Federal financial institutions regulatory agency, as that term is defined in section 8(e)(7)(D) of the Act, 12 U.S.C. § 1818(e)(7)(D), prohibited from:
  - (a) participating in any manner in the conduct of the affairs of any financial institution or organization enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e)(7)(A);
  - (b) soliciting, procuring, transferring, attempting to transfer, voting, or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any financial institution enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e)(7)(A);
  - (c) violating any voting agreement previously approved by the appropriate Federal banking agency; or
  - (d) voting for a director, or serving or acting as an institution-affiliated party.

ORDER TO PAY

2. Respondent is hereby assessed a civil money penalty of Seventy-Five Thousand Dollars (\$75,000.00). Respondent shall pay the civil money penalty to the Treasury of the United States. Respondent is prohibited from seeking or accepting indemnification from any insured depository institution for the civil money penalty assessed and paid in this matter.

This ORDER will become effective upon its issuance by the FDIC. The provisions of this ORDER will remain effective and enforceable except to the extent that, and until such time as, any provision of this ORDER shall have been modified, terminated, suspended, or set aside by the FDIC.

Pursuant to delegated authority.

Dated this 24<sup>th</sup> day of June, 2015.

/s/

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Christopher J. Newbury  
Associate Director  
Division of Risk Management Supervision  
Federal Deposit Insurance Corporation  
Washington, D. C.