FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of COMMUNITY BANK AND TRUST - ALABAMA UNION SPRINGS, ALABAMA (INSURED STATE NONMEMBER BANK)	)	AMENDED CONSENT ORDER FDIC-09-722b

The Federal Deposit Insurance Corporation ("FDIC") and the Superintendent of Banks, Alabama State Banking Department ("Department") issued a CONSENT ORDER ("ORDER") against Community Bank and Trust – Alabama, Union Springs, Alabama ("Bank") dated June 9, 2010. The FDIC and the Department have determined that it is necessary to amend the ORDER to address current conditions and circumstances.

The Bank, having been advised of its rights to a NOTICE OF CHARGES AND OF HEARING detailing the additional unsafe or unsound banking practices and violations of law or regulation alleged to have been committed by the Bank, and of its right to a hearing on those charges under section 8(b) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b), and under Code of Alabama Annotated Section 5-2A-12 (1980), having waived those rights, entered into a STIPULATION TO THE ISSUANCE OF AN AMENDED CONSENT ORDER ("STIPULATION"), with the representatives of the FDIC and the Department, dated September 26, 2013, whereby, solely for the purpose of this proceeding and without admitting or denying the additional charges of unsafe or unsound banking practices or violations of law or regulation alleged, the Bank consented to the issuance of an AMENDED CONSENT ORDER ("AMENDED ORDER") by the FDIC and the Department.

The FDIC and the Department considered the matter and determined that the requirements for issuance of an amendment to an order under 12 U.S.C. § 1818(b) and the Code of Alabama Annotated Section 5-2A-12 (1980) have been satisfied. The FDIC and the Department therefore accepted the STIPULATION and now hereby order that the ORDER be, and is hereby amended to require 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, to take the following additional affirmative actions.

DIRECTORS

1. (a) The Board shall continue to submit quarterly status reports to the FDIC and the Department (collectively, "Supervisory Authorities") on the Bank's progress on achieving operational independence from Community Bankshares, Inc., Cornelia, Georgia ("CBI"). Each quarterly status report shall detail each service performed by CBI and the Board's action plan and timeline for transitioning the services to an alternative provider. At a minimum, the status report should cover accounting, internal audit, interest rate risk, data processing, liquidity/asset-liability management, marketing, loan review, and regulatory compliance.

(b) Immediately upon the effective date of this AMENDED ORDER, the Board shall enhance 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 of directors of banks of comparable size. At each Board meeting (to be held no less frequently than monthly), participation shall include, at a minimum, the following areas which shall be reviewed and approved: capital adequacy; liquidity; classified and criticized assets; reports of income and expenses; new, overdue, renewal, insider, charged-off, and recovered loans; investment activity; operating policies; and individual committee actions. Advance review and approval by the Board shall be required for participation interests purchased in loans; and, as defined by Code of Alabama Annotated Section 5-5A-22 and Alabama State Banking Board Regulation No. 14, loans to one borrower or related group whose total debt exceeds 10 percent of the capital accounts of the Bank. Board minutes shall document these reviews and approvals, including the names of any dissenting directors.

(c) Upon the effective date of this AMENDED ORDER, the Board's Compliance Committee, consisting of all outside Board members and the Chief Executive Officer, shall be responsible for ensuring compliance with the AMENDED ORDER, overseeing corrective measures with respect with the AMENDED ORDER, and reporting to the Board. Bank management shall provide the Compliance Committee with monthly reports detailing the Bank's actions with respect to compliance with the AMENDED ORDER. The Compliance Committee shall present a report detailing the Bank's adherence to the AMENDED ORDER to the Board at each regularly scheduled Board meeting. Such report and any discussion shall be recorded in the minutes of the meeting of the Board and shall be retained in the Bank's records. Nothing contained herein shall diminish the responsibility of the entire Board to ensure compliance with the provisions of the AMENDED ORDER.

(d) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall implement a written policy, satisfactory to the Supervisory Authorities, to govern the relationship between the Bank and its holding company and/or affiliates. The policy shall limit the payment of any management, consulting, or other fees or funds of any nature, directly or indirectly, to or for the benefit of the Bank's holding company and/or affiliates, to only those fees or funds paid in connection with necessary services actually performed on behalf of or for the benefit of the Bank. The policy should address all items of criticism in the February 4, 2013 Report of Examination ("2013 Report"). The Bank shall maintain documentation to support the reasonableness of the fees paid.

MANAGEMENT

2. Within 120 days of the effective date of this AMENDED ORDER, the Bank shall have and retain qualified management.

(a) Each member of management shall have qualifications and experience commensurate with his or her duties and responsibilities at the Bank. Management shall include the Chairman of the Board, chief executive officer, president, senior lending officer, and cashier. All management officials shall have an appropriate level of experience and expertise that is needed to perform his or her duties. Each member of management shall be provided appropriate written authority from the Bank's Board to implement the provisions of this AMENDED ORDER.

(b) The qualification of management shall be assessed on their ability to:

(i) Comply with the requirements of this AMENDED ORDER;

(ii) Operate the Bank in a safe and sound manner;

(iii) Comply with applicable laws, regulations and statements of policy; and

(iv) Restore all aspects of the Bank to a safe and sound condition, including asset quality (e.g. upgrading a low quality loan portfolio), capital adequacy, earnings, risk management, management effectiveness, liquidity, and sensitivity to market risk.

(c) Within 20 days from the effective date of this AMENDED ORDER, the Bank shall retain a bank consultant who will develop a written analysis and assessment of the Bank's Board and management needs ("Board and Management Report") for the purpose of advising what is required to have a qualified Board and management for the Bank.

(d) Within 15 days from the effective date of this AMENDED ORDER, the Bank shall provide the Supervisory Authorities with a copy of the proposed engagement letter or third party contract for review. The contract or engagement letter, at a minimum, shall include:

(i) A description of the work to be performed under the contract or engagement letter, the fees for each significant element of the engagement, and the aggregate fee;

(ii) The responsibilities of the firm or individual;

(iii) Identification of the specific procedures to be used when carrying out the work to be performed;

(iv) The qualifications of the employee(s) who will perform the work;

(v) The time frame for completion of the work;

(vi) Any restrictions on the use of the reported findings; and

(vii) A provision for unrestricted examiner access to work papers.

(e) The Board and Management Report shall include a review of compensation paid to all of the Bank's officers and directors. At a minimum, the review shall include the following:

(i) An analysis of each officer's background, experience, duties, and responsibilities;

(ii) An evaluation of each officer's performance compared to the present level of compensation; and

(iii) A comparison of each officer's total compensation to compensation received by officers with similar responsibilities in similar institutions.

(f) For the purposes of this paragraph, "compensation" refers to any and all salaries, bonuses, and other benefits of every kind and nature whatsoever, whether paid directly or indirectly.

(g) The Board and Management Report shall be submitted to the Board and the Supervisory Authorities within 90 days from the effective date of this AMENDED ORDER and shall also include the following:

(i) Identification of such Bank committees as are needed to provide guidance and oversight to active management;

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

(iii) Written evaluation of all senior executive officers to determine whether such individuals possess the ability, experience and other qualifications required to perform present and anticipated duties, including, but not limited to, adherence to the Bank's established policies and practices, restoration of the Bank to a safe and sound condition, and maintenance of the Bank in a safe and sound condition thereafter;

(iv) A plan to recruit and hire any additional or replacement personnel with the requisite ability, experience and other qualifications to fill those officer positions consistent with the needs identified in the Board and Management Report;

(v) An organizational chart; and

(vi) A written assessment of the qualifications and capacity of the Board to effectively oversee the affairs of the Bank and written recommendations to improve the Board's effectiveness.

(h) Within 30 days from receipt of the Board and Management Report, the Bank shall formulate a written plan ("Board and Management Plan") that incorporates the findings of the Board and Management Report, a plan of action in response to each recommendation contained in the Board and Management Report, and a time frame for completing each action. At a minimum, the Board and Management Plan shall:

(i) Establish procedures to periodically review and update the Board and Management Plan, as well as periodically review and assess the performance of each officer and staff member; and

(ii) Contain a current management succession plan.

(i) The Board shall approve the Board and Management Plan, which approval shall be recorded in the minutes of the Board meeting. Thereafter, the Bank shall implement and fully comply with the Board and Management Plan.

(j) During the life of this AMENDED ORDER, the Bank shall provide written notice to the Supervisory Authorities when it proposes to add any individual to the Bank's Board or employ any individual as a senior executive officer as that term is defined in Part 303 of the FDIC's Rules and Regulations, 12 C.F.R. § 303.101. The notification to the Supervisory Authorities shall comply with the requirements set forth in 12 C.F.R. Part 303, Subpart F. The notification should include a completed Interagency Biographical and Financial Report, which shall include a description of the background and experience of the individual or individuals to be added or employed and must be received at least 60 days before such addition or employment is intended to become effective. 12 C.F.R. § 303.102. The Bank may not add any individual to its Board or employ any individual as senior executive officer unless the Superintendent of the Department ("Superintendent") provides prior written approval of such individual and the Regional Director of the FDIC's Atlanta Regional Office ("Regional Director") does not issue a notice of disapproval pursuant to section 32 of the Act, 12 U.S.C. §1831i and 12 C.F.R. § 303.103, with respect to any proposed individual.

CAPITAL

3. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall have Tier 1 Capital in such amount as to equal or exceed 9 percent (9%) of its

total assets, and shall have Total Risk-Based Capital in such an amount as to equal or exceed 11 percent (11%) of the Bank's total risk-weighted based assets.

(b) The level of capital to be maintained during the life of this AMENDED ORDER pursuant to paragraph 3(a) shall be in addition to a fully funded allowance for loan and lease losses ("ALLL"), the adequacy of which shall be satisfactory to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(c) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall submit to the Supervisory Authorities a written capital plan. Such capital plan shall detail the steps that the Bank shall take to achieve and maintain the capital requirements set forth in the AMENDED ORDER. In developing the capital plan, the Bank shall take into consideration:

(i) The volume of the Bank's adversely classified assets;

(ii) The nature and level of the Bank's asset concentrations;

(iii) The adequacy of the Bank's ALLL;

(iv) The anticipated level of retained earnings;

(v) Anticipated and contingent liquidity needs; and

(vi) The source and timing of additional funds to fulfill future capital needs.

(d) In addition, the capital plan must include a contingency plan in the event that the Bank has failed to:

(i) Maintain the minimum capital ratios required by this paragraph;

(ii) Submit an acceptable capital plan as required by this paragraph; or

(iii) Implement or adhere to a capital plan to which the Supervisory Authorities have taken no written objection pursuant to this paragraph.

The contingency plan shall include a plan to sell or merge the Bank. The Bank shall implement the contingency plan upon written notice from the Supervisory Authorities.

(e) If any such capital ratios are less than the percentages required by the AMENDED ORDER, as determined as of the date of any Consolidated Reports of Condition and Income or at an examination by the FDIC or the Department, the Bank shall, within 30 days from receipt of a written notice of the capital deficiency from the Supervisory Authorities, present to the Supervisory Authorities a plan to increase the Bank's Tier 1 Capital or to take other measures to bring all the capital ratios to the percentages required by the AMENDED ORDER. After the Supervisory Authorities respond to the plan, the Board shall implement the plan, including any amendments requested by the Supervisory Authorities.

RESTRICTIONS ON CERTAIN PAYMENTS

4. (a) While this AMENDED ORDER is in effect, the Bank shall not declare or pay dividends or bonuses without the prior written approval of the Supervisory Authorities. All requests for prior approval shall be received at least 30 days prior to the proposed dividend or bonus payment declaration date (at least 5 days with respect to any request filed within the first 30 days after the date of this AMENDED ORDER) and shall contain, but not be limited to, an analysis of the impact such dividend or bonus payment would have on the Bank's capital, income, and/or liquidity positions.

(b) During the term of this AMENDED ORDER, the Bank shall not make any distributions of interest, principal or other sums on subordinated debentures, if any, without the prior written approval of the Supervisory Authorities.

CONCENTRATIONS OF CREDIT

5. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall develop and submit to the Supervisory Authorities a written plan for systematically reducing and monitoring the concentrations of credit identified in the 2013 Report to an amount which is commensurate with the Bank's business strategy, management expertise, size, and location ("Concentration Reduction Plan"). The Concentration Reduction Plan shall prohibit any advance that would increase the concentrations unless the advance is pursuant to an existing loan agreement and is otherwise permissible pursuant to the AMENDED ORDER.

(b) The Concentration Reduction Plan shall include, but not be limited to:

(i) Dollar levels and percent of total capital to which the Bank shall reduce the concentrations;

(ii) Timeframes for achieving the reduction in dollar levels in response to the paragraph above;

(iii) Provisions requiring compliance with *Guidance on Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices*, FIL-104-2006 (Dec. 12, 2006), and *Managing Commercial Real Estate Concentrations in a Challenging Environment*, FIL-22-2008 (Mar. 17, 2008);

(iv) Provisions for controlling and monitoring of commercial real estate ("CRE"), including plans to address the rationale for CRE levels as they relate to growth and capital targets, segmentation, and testing of the CRE portfolio to detect and limit concentrations with similar risk characteristics;

(v) Provisions for reviewing the Bank's loan portfolio for potential increases in concentrations; and

(vi) Provisions for the submission of monthly written progress reports to the Board for review and notation in minutes of the Board meetings.

(c) The Concentration Reduction Plan shall be acceptable to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations. The Board shall approve the Concentration Reduction Plan, which approval shall be recorded in the Board meeting minutes. Thereafter, the Bank shall fully implement the Concentration Reduction Plan.

CHARGE-OFF

6. (a) Within 10 days from the effective date of this AMENDED ORDER, the Bank shall eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" and 50 percent of those classified "Doubtful" in the 2013 Report that have not been previously collected or charged-off unless otherwise approved in writing by the Supervisory Authorities. Elimination of these assets through proceeds of other loans made by the Bank is not considered collection for purposes of this paragraph.

(b) Additionally, while this AMENDED ORDER remains in effect, the Bank shall, within 10 days from the receipt of any official Report of Examination of the Bank from the FDIC or the Department, eliminate from its books, by collection, charge-off, or other proper entries, the remaining balance of any asset classified "Loss" and 50 percent of those classified "Doubtful" unless otherwise approved in writing by the Supervisory Authorities. Elimination or reduction of assets through proceeds of other loans made by the Bank is not considered collection for purposes of this provision.

ALLOWANCE FOR LOAN AND LEASE LOSSES

7. (a) Within 10 days from the date of this AMENDED ORDER, the Board shall make a provision which will replenish the ALLL for the loans charged off as a result of the 2013 Report and reflect the potential for further losses in the remaining loans or leases classified "Substandard" and "Doubtful" as well as all other loans and leases in its portfolio.

(b) Within 30 days from the effective date of this AMENDED ORDER, the Board shall review the adequacy of the ALLL and the Bank shall develop and submit to the Supervisory Authorities a comprehensive written policy for determining the adequacy of the ALLL. For the purpose of this determination, the adequacy of the ALLL shall be determined after the charge-off of all loans or other items classified "Loss". The policy shall provide for a review of the ALLL at least once each calendar quarter. Said review shall be completed in time to properly report the ALLL in the quarterly Consolidated Reports of Condition and Income. The review shall 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. The review should include a review of compliance with ASC 450 (Topic 450, "Contingencies") and ASC 310-10-35 (Section 35, "Subsequent Measurement General," of Subtopic 310-10). The policy shall adhere to the guidance set forth in the *Interagency Policy Statement on the Allowance for Loan and Lease Losses*, FIL-105-2006 (Dec. 13, 2006). A deficiency in the ALLL shall be remedied in the calendar quarter it is discovered, prior to submitting the next Consolidated Report of Condition and Income, by a charge to current operating earnings. The Board meeting minutes for the meeting at which such review is undertaken shall indicate the results of the review. The Bank's policy for determining the adequacy of the ALLL shall be reviewed and approved by the Board and it shall be satisfactory to the Supervisory Authorities as determined at the initial review and at subsequent examinations and/or visitations.

ADVERSELY CLASSIFIED ASSETS

8. (a) Within 60 days from the effective date of this AMENDED ORDER and within 60 days from the receipt of any future regulatory examination report, the Bank shall submit a written plan to the Supervisory Authorities to reduce the remaining assets classified "Doubtful" and "Substandard" by the FDIC or the Department. The plan shall address each asset so classified with a balance of $500,000 or greater and provide the following:

(i) The name under which the asset is carried on the books of the Bank;

(ii) Type of asset;

(iii) Actions to be taken in order to reduce the classified asset; and

(iv) Timeframes for accomplishing the proposed actions.

(b) The plan shall also include, at a minimum:

(i) A review of the financial position of each such borrower, including the source of repayment, repayment ability, and alternate repayment sources; and

(ii) An evaluation of the available collateral for each such credit, including possible actions to improve the Bank's collateral position.

(c) In addition, the Bank's plan shall contain a schedule detailing the projected reduction of total classified assets on a quarterly basis. Further, the plan shall require the submission of monthly progress reports to the Board and mandate a review by the Board.

(d) The Bank shall present the plan to the Supervisory Authorities for review. Within 30 days from the Supervisory Authorities' response, the plan, including any requested modifications or amendments, shall be adopted by the Board and the approval shall be recorded in the Board minutes. The Bank shall then immediately implement the plan.

(e) For purposes of the plan, the reduction of adversely classified assets as of the 2013 Report or any future regulatory examination report shall be detailed using quarterly targets expressed as a percentage of the Bank's Tier 1 Capital plus the Bank's ALLL and may be accomplished by:

(i) Charge-off;

(ii) Collection;

(iii) Sufficient improvement in the quality of adversely classified assets so as to warrant removing any adverse classification, as determined by the FDIC or the Department; and/or

(iv) Increase in the Bank's Tier 1 Capital.

RESTRICTIONS ON ADVANCES TO ADVERSELY CLASSIFIED BORROWERS

9. (a) As of the effective date of this AMENDED 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 charged off or classified, in whole or in 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 borrower) any credit already extended to any borrower.

(b) Additionally, as of the effective date of this AMENDED 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, "Substandard" and is uncollected.

(c) Paragraph 9(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 extending 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;

(iii) How the Bank's position would be improved; and

(iv) That the extension of such credit does not violate Code of Alabama Annotated Section Section 5-5A-22 (1980) and adheres to State of Alabama Banking Board Regulation No. 14.

(d) 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.

VIOLATIONS OF LAWS, REGULATIONS, AND POLICY

10. Within 30 days from the effective date of this AMENDED ORDER, the Bank shall eliminate and/or correct all violations of laws, regulations, and/or contraventions of statements of policy in the 2013 Report and shall adopt and implement appropriate procedures to ensure future compliance with all such applicable federal and state laws, regulations, and/or statements of policy.

INTERNAL LOAN REVIEW

11. Within 30 days from the effective date of this AMENDED ORDER, the Bank shall revise its internal loan review grading system to ensure that updated appraisals and evaluations are obtained in a timely manner.

LENDING AND COLLECTION POLICIES

12. (a) Within 90 days from the effective date of this AMENDED ORDER, the Bank shall review, revise, and implement its written lending and collection policy and

procedures to provide further guidance and control over the Bank's lending and credit administration functions, which implementation shall include the resolution of those exceptions enumerated in the 2013 Report. The Bank shall submit the lending and collections policy and procedures to the Supervisory Authorities at least 30 days prior to the 90-day implementation deadline. The written policy and procedures should include specific guidelines for placing loans on nonaccrual, problem loan monitoring, and requirements for appraisals and evaluations consistent with outstanding regulatory guidance and the Uniform Standards of Professional Appraisal Practice. Consistent with that guidance, the policy and procedures shall include requirements for re-appraising and/or re-evaluating real estate pledged as collateral. In addition, the Bank shall obtain adequate and current documentation for all loans in the Bank's loan portfolio. Such policy and its implementation shall be in a form and manner acceptable to the Supervisory Authorities.

(b) The revised lending and collection policies and procedures shall be reviewed and adopted by the Board upon their completion and shall be reflected in the Board minutes of a Board meeting at which the vote of each Board member is noted.

PLAN FOR EXPENSES AND PROFITABILITY

13. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall formulate and fully implement a written plan and a comprehensive budget for calendar year 2014 for all material categories of income and expense. The plan and budget required by this paragraph shall include formal goals and strategies, consistent with sound banking practices and taking into account the Bank's other written policies, to improve the Bank's net interest margin, increase interest income, reduce discretionary

expenses, control overhead, and improve and sustain the earnings of the Bank. The plan shall include a projected balance sheet and a description of the operating assumptions that form the basis for and adequately support major projected income and expense components. Thereafter, the Bank shall formulate such a plan and budget by November 30 of each subsequent year. The plans and budgets required by this paragraph shall be acceptable to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(b) Following the end of each calendar quarter, the Board shall evaluate the Bank's actual performance in relation to the plan and budget required by paragraph 13(a) of this AMENDED ORDER 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 evaluation is undertaken.

WRITTEN STRATEGIC/BUSINESS PLAN

14. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall prepare and submit to the Supervisory Authorities an acceptable written business/strategic plan covering the overall operation of the Bank. At a minimum the plan shall establish objectives for the Bank's earnings performance, growth, balance sheet mix, liability structure, capital adequacy, and reduction of nonperforming and underperforming assets, together with strategies for achieving those objectives. The plan shall also identify capital, funding, managerial, and other resources needed to accomplish its objectives. The plan shall address all items of criticism in the 2013 Report. Such plan shall specifically provide for the following:

(i) Goals for the composition of the loan portfolio by loan type including strategies to diversify the type and improve the quality of loans held;

(ii) Goals for the composition of the deposit base including strategies to reduce reliance on volatile and costly deposits; and

(iii) Plans for effective risk management and collection practices.

(b) The Board shall approve the business/strategic plan, with approval recorded in the Board meeting minutes for the meeting at which the business/strategic plan was approved.

LIQUIDITY AND FUNDS MANAGEMENT

15. (a) Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise its liquidity management policy to address recommendations detailed in the 2013 Report. A copy of the revised plan shall be submitted to the Supervisory Authorities upon its completion for review and comment. Within 30 days from the receipt of any written comments from the Supervisory Authorities, the Bank shall incorporate those recommended changes.

(b) Thereafter, the Bank shall implement and follow the plan, and its implementation shall be in a form and manner acceptable to the Supervisory Authorities as determined at subsequent examinations and/or visitations.

(c) The Bank's management shall continue to review its liquidity position to ensure that the Bank has sufficient liquid assets or sources of liquidity to meet current and anticipated liquidity needs. This review shall include an analysis of the Bank's sources and uses of funds (cash flow analysis). The results of this review shall be presented to the Board for review each month, with the review noted in the minutes of the Board meeting.

INDEPENDENT AUDITS

16. During the life of this AMENDED ORDER, the Audit Committee shall cause an external audit of the Bank's financial statements and operating procedures to be performed annually by an independent public accounting firm acceptable to the Supervisory Authorities. The Audit Committee shall forward copies of any external audit reports required by this paragraph with the engagement letter to the Supervisory Authorities within 10 days from the Bank's receipt of such reports.

ASSET AND LIABILITY MANAGEMENT POLICY

17. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall revise, adopt, and implement its written asset/liability management policy to provide further guidance and control over the Bank's funds management activities, which policy shall include, at a minimum, revisions to address all items of criticism enumerated in the 2013 Report. Such policy and its implementation shall be in a form and manner acceptable to the Supervisory Authorities.

BROKERED DEPOSITS

18. (a) Throughout the effective life of this AMENDED ORDER, the Bank shall not accept, renew, rollover any brokered deposit, as defined by 12 C.F.R. § 337.6(a)(2), unless it is in compliance with the requirements of 12 C.F.R. § 337.6(b), governing solicitation and acceptance of brokered deposits by insured depository institutions.

(b) The Bank shall comply with the restrictions on the effective yields on deposits described in 12 C.F.R. § 337.6.

ASSET GROWTH LIMITATIONS

19. During the life of this AMENDED ORDER, the Bank shall limit asset growth to 5 percent per annum, based on total assets as of December 31, 2012, measured as of each anniversary thereof. The Bank shall not initiate material changes in asset or liability composition without receiving prior written approval of the Supervisory Authorities. In no event shall asset growth result in noncompliance with the capital maintenance provisions of this AMENDED ORDER without receiving prior written approval of the Supervisory Authorities.

INTERNAL CONTROLS AND AUDIT PROCEDURES

20. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall adopt and implement a policy for the operation of the Bank in such a manner as to provide adequate internal routines and controls within the Bank consistent with safe and sound banking practices. Such policy and its implementation shall, at a minimum, eliminate and/or correct all internal routine and control deficiencies as more fully set forth in the 2013 Report and shall be satisfactory to the Supervisory Authorities at the initial review and at subsequent examinations and/or visitations.

CALL REPORTS

21. Within 60 days from the effective date of this AMENDED ORDER, the Bank shall review Consolidated Reports of Condition and Income filed with the FDIC on or after December 31, 2012, and shall amend said reports if necessary to accurately reflect the financial condition of the Bank as of the date of each such report. In particular, such reports shall include an adequate ALLL. Reports filed after the effective date of this

AMENDED ORDER shall accurately reflect the financial condition of the Bank as of the reporting date.

PROGRESS REPORTS

22. During the life this AMENDED ORDER the Bank shall furnish written progress reports to the Supervisory Authorities within 30 days from the end of each quarter detailing the form and manner of any actions taken to secure compliance with this AMENDED ORDER and the results thereof. Such reports shall include a copy of the Bank's Consolidated Reports of Condition and of Income. Such reports may be discontinued when the corrections required by this AMENDED ORDER have been accomplished and the Supervisory Authorities have released the Bank in writing from making further reports. All progress reports and other written responses to this AMENDED ORDER shall be reviewed by the Board and made a part of the appropriate Board meeting minutes.

DISCLOSURE TO SHAREHOLDER

23. Within 30 days from the effective date of this AMENDED ORDER, the Bank shall send a copy of this AMENDED ORDER, or otherwise furnish a description of this AMENDED ORDER, to its parent holding company. The description shall fully describe this AMENDED ORDER in all material respects.

The provisions of this AMENDED ORDER shall not bar, stop, or otherwise prevent the FDIC or Alabama State Banking Department or any other federal or state agency or department from taking any other action against the Bank or any of the Bank's current or former institution-affiliated parties.

This AMENDED ORDER shall be effective on the date of issuance.

The provisions of this AMENDED ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof.

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

Pursuant to delegated authority.

Dated this 9th day of October, 2013.

/s/

By: ______________________________

Thomas J. Dujenski
Regional Director
Atlanta Region
Federal Deposit Insurance Corporation

The Alabama Superintendent of Banks, having duly approved the foregoing AMENDED ORDER, and the Bank, through its Board, agree that the issuance of said AMENDED ORDER by the Federal Deposit Insurance Corporation shall be binding as between the Bank and the Alabama Superintendent of Banks to the same degree and legal effect that such AMENDED ORDER would be binding on the Bank if the Alabama Superintendent of Banks had issued a separate AMENDED ORDER that included and incorporated all the provisions of the foregoing AMENDED ORDER pursuant to the provisions of the §5-2A-12, Code of Alabama, 1980.

Dated this 26th day of September, 2013.

/s/

John D. Harrison
Superintendent of Banks
Alabama State Banking Department