

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Fidelity National Bank,)
Norcross, Georgia)

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (the “Comptroller”), through his staff, has conducted an examination and other investigation of Fidelity National Bank (the “Bank”) focusing on the Bank’s Trust Department activities, including its self-directed investment retirement account (SDIRA) program, to determine whether the Bank engaged in unsafe and unsound practices or failed to comply with certain laws, rules, and regulations;

WHEREAS, the Comptroller intends to charge the Bank with violations of the Bank Secrecy Act and related regulations and requirements and with certain unsafe and unsound practices related to the conduct of the SDIRA program by the Bank’s former Trust Department;

WHEREAS, in the interest of compliance and cooperation, the Bank addressed certain safety, soundness, and other issues in its former Trust Department pursuant to a December 21, 2000 consent order and the OCC thereby terminated that order on June 18, 2002;

WHEREAS, the Comptroller intends to initiate a civil money penalty (“CMP”) assessment proceeding against the Bank pursuant to 12 U.S.C. § 1818 (i) (as amended) through the issuance of a Notice of Assessment of a Civil Money Penalty (the “Notice”); and

WHEREAS, in the interest of cooperation, compromise, and settlement, and to avoid the costs associated with future administrative and judicial proceedings with respect to the above matter, the Comptroller and Bank desire to enter into this Stipulation and Consent Order (the “Order”);

NOW, THEREFORE, in consideration of the above premises, the Comptroller, through his duly authorized representative, and Bank, by and through its President/CEO, who is duly authorized by the Bank’s Board of Directors to bind the Bank, hereby stipulate and agree to the following:

Article I

JURISDICTION

(1) The Bank is a national banking association, chartered and examined by the Comptroller, pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 et seq. Accordingly, the Bank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Under 12 U.S.C. § 1813(q), the Comptroller is the “appropriate Federal banking agency” to maintain an enforcement proceeding against the Bank. Therefore, the

Bank is subject to the authority of the Comptroller to initiate a civil money penalty assessment against the Bank pursuant to 12 U.S.C. § 1818(i).

Article II

CIVIL MONEY PENALTY

(1) Without admitting or denying any wrongdoing, the Bank hereby consents to the payment of a civil money penalty in the amount of Fifty Thousand dollars (\$50,000.00). The Bank shall make this payment in full by check made payable to the Treasurer of the United States, which shall be delivered by October 11, 2002 to: Comptroller of the Currency, P.O. Box 73150, Chicago, Illinois 60673-7150.

(2) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. §§ 1818(h) and (i) (as amended).

Article III

WAIVERS

- (1) By executing this Order, the Bank waives:
 - (a) The commencement of an administrative proceeding and formal notice of assessment under 12 U.S.C. § 1818(i) and 12 C.F.R. § 19.18;
 - (b) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i) and 12 C.F.R. Part 19;
 - (c) all rights to seek judicial review of this Order;

- (d) all rights in any way to contest the validity of this Order;
- (e) any and all procedural rights available in connection with the issuance of the Order, including any requirement that findings be made as a condition of the Order, and nothing in this Order shall constitute such a finding.

(2) The Bank acknowledges that no separate promise or inducement of any kind has been made by the Comptroller, his agents or employees to cause or induce the Bank to agree to consent to the issuance of this Order and/or to execute this Order.

(3) It is hereby agreed that the provisions of this Order constitute a settlement of the CMP proceeding contemplated by the Comptroller. The Comptroller agrees not to institute administrative proceedings against the Bank for the specific acts, omissions, or violations at issue, unless such acts, omissions, or violations occur after the date of this Order.

(4) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except as set forth above, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Bank, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon him by the several laws of the United States of America.

(5) The Bank understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and that nothing herein constitutes, nor shall the Bank contend that it constitutes, a waiver of any right, power, or

authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set his hand on behalf of the Comptroller.

/s/ Ronald G. Schneck

10/8/02

Ronald G. Schneck
Director
Special Supervision/Fraud

Date

IN TESTIMONY WHEREOF, the undersigned, authorized by the Bank's Board of Directors to enter into this Stipulation and Consent Order, has irrevocably hereunto set his hand, on behalf of the Bank:

Signed

10/2/02

Larry D. Peterson
President and CEO
Fidelity National Bank

Date