

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

In the Matter of:)	
)	
First Tennessee Bank, N.A.)	AA-EC-09-12
Memphis, Tennessee)	
)	

CONSENT ORDER FOR CIVIL MONEY PENALTY

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiners, has examined First Tennessee Bank, N.A., Memphis, Tennessee (“Bank”), and has identified deficiencies in the Bank’s appraisal programs, including the Bank’s ordering and review procedures, resulting in violations of appraisal regulations under 12 C.F.R. Part 34.

The Comptroller intends to assess a civil money penalty against the Bank pursuant to 12 U.S.C. § 1818(i) for violations of 12 C.F.R. Part 34, appraisal regulations. The Bank, in the interest of compliance and cooperation, enters into this Consent Order for a Civil Money Penalty (“Order”).

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, 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.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1813(c)(2).

ARTICLE II

ORDER FOR A CIVIL MONEY PENALTY

(1) The Bank hereby consents to the payment of a civil money penalty in the amount of One Hundred Thousand Dollars (\$100,000), which shall be paid upon execution of this Order to the Treasurer of the United States.

(a) If a check is the selected method of payment, the check shall be made payable to the Treasurer of the United States and shall be delivered to: Comptroller of the Currency, P.O. Box 979012, St. Louis, Missouri 63197-9000, with a copy of the check sent to the Director, Enforcement and Compliance Division, 250 E Street SW, Mail Stop 8-10, Washington, DC 20219.

(b) If a wire transfer is the selected method of payment, it must be sent to the Comptroller’s account #XXXXXXX, ABA Routing #XXXXXXX. A copy of the wiring instructions shall be provided to the Director, Enforcement and Compliance Division at the address listed in subparagraph (a) above.

(2) This Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i).

(3) 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) The Bank, by signing this Order, hereby waives:
 - (a) the issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) any and all procedural rights available in connection with the issuance of the Order;
 - (c) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19;
 - (d) all rights to seek any type of administrative or judicial review of the Order; and
 - (e) any and all rights to challenge or contest the validity of the Order.

ARTICLE IV

CLOSING

(1) The Bank agrees that the provisions of this Order shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, he deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

(2) The Bank also expressly acknowledges that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of the Order, and that nothing

herein constitutes, nor shall the Bank contends that it constitutes, a waiver of any right, power, or authority of any other representative of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

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

(4) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States.

(5) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

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

IT IS SO ORDERED, this 25th day of March, 2009.

/s/Jennifer C. Kelly
Jennifer C. Kelly
Senior Deputy Comptroller
Midsize and Community Bank Supervision

3-25-09
Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

<u>/s/Robert B. Carter</u> Robert B. Carter	<u>March 6, 2009</u> Date
<u>/s/Simon F. Cooper</u> Simon F. Cooper	<u>March 6, 2009</u> Date
<u>/s/Mark A. Emkes</u> Mark A. Emkes	<u>3/4/09</u> Date
<u>/s/D. Bryan Jordan</u> D. Bryan Jordan	<u>3-3-09</u> Date
<u>/s/James A. Haslam, III</u> James A. Haslam, III	<u>3-6-09</u> Date
<u>/s/R. Brad Martin</u> R. Brad Martin	<u>3-6-09</u> Date
<u>/s/Vicki R. Palmer</u> Vicki R. Palmer	<u>3-6-09</u> Date
<u>/s/Colin V. Reed</u> Collin V. Reed	<u>4th March 09</u> Date
<u>/s/Michael D. Rose</u> Michael D. Rose	<u>3-2-09</u> Date
<u>/s/William B. Sansom</u> William B. Sansom	<u>3/5/09</u> Date
<u>/s/Luke Yancy, III</u> Luke Yancy, III	<u>3-4-09</u> Date