

party of FNSB and the Bank, of control of more than 25 percent of the outstanding voting shares of FNSB without the prior approval from the Board of Governors; and

WHEREAS, by affixing his signature hereunder, Piper has consented to the issuance of this Order by the Board of Governors, and consented to comply with each and every provision of this Order, and waived any and all rights he might have pursuant to 12 U.S.C. § 1818, 12 C.F.R. Part 263, or otherwise (a) to the issuance of a notice of charges and of hearing and a notice of assessment of a civil money penalty; (b) to a hearing for the purpose of taking evidence with respect to any matter implied or set forth in this Order; (c) to obtain judicial review of the Orders or any provision hereof; and (d) to challenge or contest in any matter the basis, issuance, validity, effectiveness, collectibility or enforceability of this Order or any provision hereof.

NOW, THEREFORE, prior to the taking of any testimony or adjudication of or finding on any issue of fact or law herein, and without this Order constituting an admission of any allegation made or implied by the Board of Governors in connection with this proceeding, and solely for the purpose of settlement of this proceeding without protracted or extended hearing or testimony:

IT IS HEREBY ORDERED, pursuant to Section 7(j) of the CIBC Act, and Sections 8(b) and 8(i) of the FDI Act, that:

1. Piper shall cease and desist from any present or future violation of the CIBC Act;
2. Piper is assessed and shall pay to the Board of Governors a civil money penalty in the amount of \$25,000.
3. The penalty assessed pursuant to this Order shall be remitted in full, at the time of Piper's execution of this Order, payable to the "Board of Governors of the Federal Reserve

System” and forwarded with Piper’s executed copy of this Order, to Jennifer J. Johnson, Secretary of the Board, Board of Governors of the Federal Reserve System, Washington, DC 20551. The Board of Governors shall remit the payment to the Treasury of the United States as required by statute.

4. All communications regarding this Order shall be sent to:

(a) James H. Jonson
Vice President
Federal Reserve Bank of Kansas City
925 Grand Boulevard
Kansas City, Missouri 64198

(c) Paul P. Piper, Jr.
c/o Frank J. Glankler, Jr., Esq.
Glankler, Brown P.L.L.C.
One Commerce Square
Seventeenth Floor
Memphis, Tennessee 38103-2566

5. Any violations of this Order shall separately subject Piper to appropriate civil or criminal penalties or both under Sections 8(i) and (j) of the FDI Act, 12 U.S.C. §§ 1818(i) and (j).

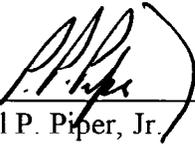
6. The provisions of this Order shall not bar, estop, or otherwise prevent the Board of Governors, or any Federal or state agency or department from taking any other action affecting Piper, provided, however, that the Board of Governors shall not take any further action against Piper based upon information presently known by the Board of Governors relating to the matters addressed by this Order.

7. Each provision of this Order shall remain effective and enforceable until stayed, modified, terminated or suspended in writing by the Board of Governors.

By order of the Board of Governors of the Federal Reserve System, effective this

6 day of April, 1999.

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM



Paul P. Piper, Jr.

By: 

Jennifer J. Johnson
Secretary of the Board