

UNITED STATES OF AMERICA

BEFORE THE BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

WASHINGTON, D.C.

In the Matter of)	Docket No. 99-027-B-IAP1
)	99-027-B-I18
R&T Foundation and)	Order by Consent Pursuant to Section 8 (b)
James R. Sellers)	of the Federal Deposit Insurance Act,
)	as Amended

WHEREAS, pursuant to section 8 (b) of the Federal Deposit Insurance Act, as amended (the "FDI Act") (12 U.S.C. § 1818 (b)) the Board of Governors of the Federal Reserve System (the "Board of Governors") issues this Order by Consent ("Order") against R&T Foundation ("R&T"), an entity with a business mailing address in the state of Georgia, and James R. Sellers ("Sellers"), an individual residing in the state of Georgia.

WHEREAS, this Order resolves allegations that R&T and Sellers violated the Change in Bank Control Act (12 U.S.C. 1817 (j)) ("CIBC Act"), in connection with their control and ownership of shares of First Western Bank, Cooper City, Florida (the "Bank"), a state member bank;

WHEREAS, R&T and Sellers were required to file and did file a change-in-control notice under the Change in Bank Control Act, 12 U.S.C. § 1817(j) (the "Notice"), seeking the approval of the Board of Governors to retain voting shares in the Bank, and, therefore, are institution-affiliated parties of the Bank, as defined in section 3(u) of the FDI Act (12 U.S.C. 1813 (u));

WHEREAS, this Order is by way of settlement only with no adjudication of or finding on any issues of fact or law, and R&T and Sellers, by entering into this Order, do not admit or deny any wrongdoing or liability with respect to any allegations or claims;

WHEREAS, Sellers is the Manager of R&T and has authority to enter into this Order on behalf of R&T and the beneficiaries of R&T (the "beneficiaries") who are members of Sellers's immediate family, as that term is defined by 12 C.F.R. 225.41 (b) (3);

WHEREAS, the beneficiaries have provided their written authorization to Sellers to execute this Order and R&T, Sellers, and the beneficiaries hereby (1) consent to compliance with each and every provision of this Order; and (2) waive any and all rights pursuant to 12 U.S.C. § 1818, 12 C.F.R. Part 263, or otherwise: (a) to a hearing for the purpose of taking evidence with respect to any matter implied or set forth in this Order; (b) to obtain judicial review of this Order; and (c) to challenge or contest in any manner the basis, issuance, validity, effectiveness, or enforceability of this Order or any provision hereof.

NOW, THEREFORE, before the taking of any testimony of, 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 pursuant to the aforesaid resolution:

IT IS HEREBY ORDERED, pursuant to section 8 (b) of the FDI Act:

1. R&T, Sellers, and the beneficiaries shall not solicit, procure, transfer, attempt to transfer, vote or attempt to vote any proxy, consent, or authorization with respect to any voting rights in the Bank, except as follows:

(a) R&T, Sellers, and the beneficiaries may transfer any First Western shares for the purpose of divesting their interests in those shares and ceding all voting control of those shares, as provided for in paragraph 5, below; and

(b) With respect to any matter or matters on which the Bank's shareholders vote, R&T, Sellers, and the beneficiaries may authorize the Bank to vote shares that they own and/or control in conformity with the votes of the majority of the votes of the Bank's other voting shareholders on that matter or matters by providing the Bank with a proxy authorizing it to total the votes of the other shareholders before adding R&T, Sellers, and/or the beneficiaries votes to the majority.

2. R&T, Sellers, and the beneficiaries may not serve as directors, officers, agents, or employees of the Bank without the prior written approval of the Board of Governors.

3. R&T, Sellers, and the beneficiaries agree that they will not knowingly acquire any additional legal, beneficial or other interests in the Bank. Any additional interests that R&T, Sellers, or the beneficiaries otherwise acquire in the Bank will immediately become subject to all terms of this Order.

4. R&T, Sellers, and the beneficiaries shall not directly or indirectly engage or participate in any violation of the CIBC Act. ^{KNOWINGLY AKA}

5. R&T, Sellers, and the beneficiaries may at any time transfer shares of the Bank that they own and/or control subject to the following restrictions and requirements:

(a) R&T, Sellers, and the beneficiaries agrees that they will not directly or indirectly sell or transfer shares in the Bank to or through (i) any person or entity who jointly

filed with R&T and Sellers, or authorized to be jointly filed with R&T and Sellers, the Notice seeking the approval of the Board of Governors to retain ownership interests in the Bank, or (ii) any agent or principal of such person or entity. A list of the persons and entities who jointly filed the Notice, or authorized the Notice to be jointly filed with R&T and Sellers (the "Notificants") has been provided to R&T, Sellers, and the beneficiaries by the Federal Reserve Bank of Atlanta;

(b) R&T, Sellers, and the beneficiaries agree that they will not directly or indirectly sell or transfer shares in the Bank if financing for any portion of such sale or transfer is, or will be, provided by or through a Notificant, or any agent or principal of a Notificant;

(c) Any sale or transfer of shares in the Bank by R&T, Sellers, and the beneficiaries must be in accordance with all applicable federal and state laws and regulations in effect at the time of the sale or transfer; and

(d) R&T, Sellers, and the beneficiaries agree to inform the Federal Reserve Bank of Atlanta in writing, within 10 days of any sale or transfer of shares in the Bank, of the date of the sale or transfer, the name(s) of the purchaser(s) or transferee(s) of the shares, and the number of shares sold or transferred.

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

With respect to the Board of Governors:

David W. Smith
Assistant Vice President
Federal Reserve Bank of Atlanta,
104 Marietta Street, N.W.
Atlanta, Georgia 30303-2713.

With respect to R&T to:

James R. Sellers, Trust Manager
R&T Foundation
1171 Hickory Hill Drive
Watkinsville, GA 30677

And with respect to Sellers and the beneficiaries to:

James R. Sellers
1171 Hickory Hill Drive
Watkinsville, GA 30677

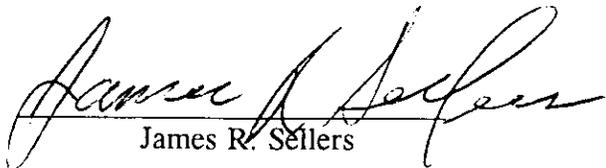
7. R&T and Sellers shall provide a fully executed copy of this Order to every beneficiary.

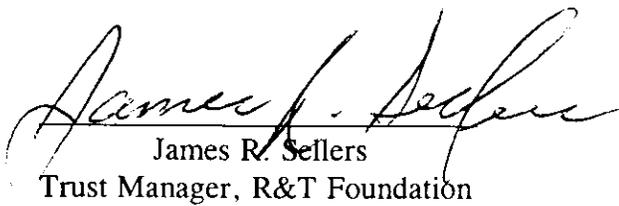
8. Each provision of this Order shall remain effective and enforceable until stayed, modified, terminated or suspended by the Board of Governors.

9. The provisions of this Order shall not bar, estop or otherwise prevent the Board of Governors or any other federal or state agency or department from taking any other action affecting R&T, Sellers, or the beneficiaries, provided, however, the Board of Governors shall not take any further action against R&T, Sellers, and the beneficiaries based

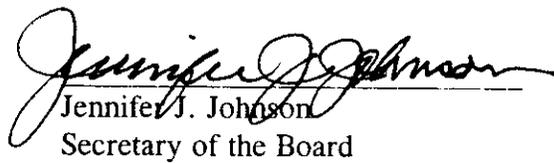
upon any information presently known to the Board of Governors concerning the matters addressed in this Order.

By order of the Board of Governors of the Federal Reserve System,
this 8th day of March, 2000.


James R. Sellers


James R. Sellers
Trust Manager, R&T Foundation

BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM


Jennifer J. Johnson
Secretary of the Board