WHEREAS, pursuant to sections 8(e), 8(i)(2) and 8(i)(3) of the Federal Deposit Insurance Act, as amended (the “FDI Act”), 12 U.S.C. §§ 1818(e), (i)(2) & (i)(3), the Board of Governors of the Federal Reserve System (the “Board of Governors”) issues this combined Order of Prohibition and Order of Assessment of Civil Money Penalty (the “Order”) upon the consent of Susan M. West, a former employee and institution-affiliated party, as defined in section 3(u) of the FDI Act, 12 U.S.C. § 1813(u), of Compass Bank (the “Bank”), a state member bank;

WHEREAS, West, while employed as a senior vice president and private banking officer at the Bank, allegedly engaged in violations of law, unsafe and unsound banking practices, and breaches of fiduciary duty that resulted in substantial losses to the Bank, including, inter alia, West’s (1) receipt of proceeds of loans and other extensions of credit that the Bank made to other borrowers in order to repay herself for a loan she had personally made to related interests of these borrowers; (2) submission of inaccurate and
misleading information in loan files with respect to loans that she approved to
uncreditworthy borrowers; and (3) approval of loans to “straw borrowers” to evade the
lending limits that the Bank imposed on her personal lending authority.

WHEREAS, by affixing her signature hereunder, West has consented to the
issuance of this Order by the Board of Governors and has agreed to comply with each and
every provision of this Order, and has waived any and all rights she might have pursuant
to 12 U.S.C. § 1818, 12 CFR Part 263, or otherwise: (a) to the issuance of a notice of
intent to prohibit or notice of assessment of civil money penalty on any matter implied or
set forth in this Order; (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 this Order or
any provision hereof; and (d) to challenge or contest in any manner the basis, issuance,
terms, validity, effectiveness, 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 implied or set forth herein, and without this Order
constituting an admission by West 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 hearings or testimony:

IT IS HEREBY ORDERED, pursuant to sections 8(e), (i)(2) and (i)(3) of the FDI
Act, 12 U.S.C. §§ 1818(e), (i)(2) & (3), that:

1. West, without the prior written approval of the Board of Governors and, where necessary pursuant to section 8(e)(7)(B) of the FDI Act, 12 U.S.C.
§ 1818(e)(7)(B), another Federal financial institutions regulatory agency, is hereby and
henceforth prohibited from:

(a) participating in any manner in the conduct of the affairs of any institution or agency specified in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A), including, but not limited to, any insured depository institution or any holding company of an insured depository institution;

(b) soliciting, procuring, transferring, attempting to transfer, voting or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A);

(c) violating any voting agreement previously approved by any Federal banking agency; or

(d) voting for a director, or serving or acting as an institution-affiliated party, as defined in section 3(u) of the FDI Act, 12 U.S.C. § 1813(u), such as an officer, director or employee, in any institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A).

IT IS HEREBY FURTHER ORDERED, pursuant to section 8(i) of the FDI Act, 12 U.S.C. § 1818(i), that:

2. West shall forfeit and pay a civil money penalty in the amount of $15,000.

3. The civil money penalty paid by West pursuant to this Order shall be remitted in full prior to the date this Order becomes effective, payable to “the Board of Governors of the Federal Reserve System” and forwarded with an executed copy of this Order to Jennifer J. Johnson, Secretary of the Board, Board of Governors of the Federal
Reserve System, Washington, DC, 20551, or, alternatively, by Fedwire transfer to the
Federal Reserve Bank of Richmond, ABA No. 05 100033, beneficiary, Board of
Governors of the Federal Reserve System. The Board of Governors or the Federal
Reserve Bank of Richmond on its behalf shall remit the funds to the United States
Treasury as required by statute.

4. No portion of the penalty paid pursuant to this Order shall be, directly or
indirectly, paid, advanced, reimbursed or otherwise funded by Bank.

5. All communications regarding this Order shall be addressed to:

(a) Richard M. Ashton, Esq.
   Deputy General Counsel
   Board of Governors of
   the Federal Reserve System
   20th & C Sts. N.W.,
   Washington, DC 20551

(b) Ms. Susan M. West
   9456 Thornberry Lane
   Dallas, Texas 75220

With a copy to:

Daniel K. Hagood, Esq.
Fitzpatrick Hagood Smith & Uhl LLP
Chateau Plaza, Suite 1400
2515 McKinney Avenue
Dallas, Texas 75201

6. Any violation of this Order shall separately subject West 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).
7. 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 West; provided, however, that the Board of Governors shall not take any further action against West relating to the matters addressed by this Order based upon facts presently known by the Board of Governors.

8. Each provision of this Order shall remain fully effective and enforceable until expressly 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 19th day of June, 2008.

BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM

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Susan M. West               Jennifer J. Johnson
Secretary of the Board