

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

In the Matter of:)
Security Trust Company, N.A.) AA-EC-2003-32
Phoenix, Arizona)

MODIFICATION OF CONSENT ORDER DATED OCTOBER 29, 2003

The Comptroller of the Currency of the United States of America (Comptroller or OCC), and Security Trust Company, N.A., Phoenix, Arizona (STC or Bank), hereby agree to the following modifications to the Consent Order dated October 29, 2003:

WHEREAS, on October 29, 2003, the Comptroller issued against the Bank a consent cease and desist order pursuant to his authority under 12 U.S.C. § 1818(b) (Consent Order);

WHEREAS, the Bank, by and through its duly elected and acting Board of Directors (Board), has executed a “Stipulation and Consent to the Issuance of a Modification of Consent Order,” that is accepted by the Comptroller. By this Stipulation, the Bank consented to the issuance of this modification of a cease and desist order (Modification of Consent Order) by the Comptroller;

WHEREAS, the provisions of Article V of the Consent Order require the Bank to submit a Strategic Plan acceptable to the Comptroller, and failing the Bank’s ability to submit such an acceptable plan, the Consent Order requires the submission of a Contingency Plan for the Bank to sell, merge or liquidate in conformance with 12 U.S.C. § 181;

WHEREAS, based on the Bank's current financial condition and its future financial prospects, the OCC is of the opinion that the Bank is (and will be) unable to develop or submit to the OCC an acceptable Strategic Plan, and it is therefore necessary for the Bank to submit, without further delay, the Contingency Plan required by the Consent Order;

NOW, THEREFORE, the Comptroller hereby orders the Consent Order to be modified as follows:

ARTICLE I

FINAL RESOLUTION OF BANK

(1) Effective immediately and unless further ordered by the OCC, Article V, paragraphs 1 through 4, inclusive, of the Consent Order regarding the Bank's preparation and submission to the OCC of a Strategic Plan are hereby suspended and shall be considered of no further force or effect.

(2) Within ten (10) days from the effective date of this modification, the Bank shall submit to the OCC for review and prior supervisory non-objection a Contingency Plan providing for the orderly resolution of the Bank in the form and content as specified by Article V, paragraph 6, of the Consent Order.

(3) As required by Article V, paragraph 6, of the Consent Order, the Bank's Contingency Plan shall specify all steps necessary to ensure an orderly and expeditious resolution of the Bank. In implementing this Contingency Plan, the Bank shall take all necessary steps to ensure the minimum disruption to plan participants and trust beneficiaries, and the orderly resolution of any claims against the Bank. The Bank shall

not implement the Contingency Plan without receiving the supervisory non-objection from the OCC.

(4) The Contingency Plan shall provide that the Bank shall cease operations by a date certain, and in no event later than March 31, 2004.

(5) Except as expressly set forth above, all other time frames, provisions and requirements of the Consent Order shall remain in full force and effect.

ARTICLE II

CLOSING

(1) Although the Board is by this Modification of Consent Order required to submit certain proposed actions and programs for the review or prior determination of no supervisory objection of the OCC, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon him by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Modification of Consent Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Modification of Consent Order shall begin to run from the effective date of this Order. Such time limitations may be extended in writing by the undersigned for good cause upon written application by the Board.

(4) The provisions of this Order are effective upon issuance by the Comptroller (the effective date of the Order), through his authorized representative whose hand appears below, and shall remain effective and enforceable, except to the extent that,

and until such time as, any provisions shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(5) This Modification of Consent 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.

(6) The terms of this Modification of Consent 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.

IT IS SO ORDERED, this 24th day of November, 2003.

/s/ Timothy W. Long

Timothy W. Long
Senior Deputy Comptroller
Mid-Size/Community Bank Supervision
Office of the Comptroller of the Currency

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

In the Matter of:

Security Trust Company, N.A.
Phoenix, Arizona

)
)
)
)
)

AA-EC-2003-32

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A MODIFICATION OF THE CONSENT ORDER**

The Comptroller of the Currency of the United States of America (Comptroller or OCC) issued a Consent Order against Security Trust Company, N.A., Phoenix, Arizona (Bank) on 10/29/03, pursuant to 12 U.S.C. § 1818(b), which the Bank, in the interest of compliance and cooperation, stipulated to;

The Comptroller has deemed it necessary to modify the Consent Order and the Bank, in the interest of compliance and cooperation, wishes to consent to the modification of the Consent Order (Modification of the Consent Order);

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its authorized representative, 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. § 1818(b)(1).

(4) By virtue of 12 U.S.C. § 1818(b)(5), all of the provisions of 12 U.S.C. § 1818 apply to the Bank.

ARTICLE II

AGREEMENT

(1) The Bank, without admitting or denying any wrongdoing, hereby consents and agrees to the issuance of the Modification of the Consent Order by the Comptroller.

(2) The Bank further agrees that said Modification of the Consent Order shall be deemed to be an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Modification of the Consent 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). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under its supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Office of the Comptroller of the Currency has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any officer or employee of any of those entities to a contract affecting the Comptroller’s exercise of its supervisory responsibilities.

ARTICLE III

WAIVERS

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
 - (i) any and all procedural rights available in connection with the issuance of the Modification of the Consent Order;
 - (ii) all rights to seek any type of administrative or judicial review of the Modification of the Consent Order; and
 - (iv) any and all rights to challenge or contest the validity of the Modification of the Consent Order.

ARTICLE IV

OTHER ACTION

(1) The Bank agrees that the provisions of this Stipulation and Consent 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 him by the several laws of the United States of America.

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

/s/ Timothy W. Long

11/24/03

Timothy W. Long
Senior Deputy Comptroller
Mid-Size/Community Bank Supervision

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly authorized representative of the Board of Directors of the Bank, has hereunto set his hand on behalf of the Bank.

Signed - Thomas Plumb

11/24/03

Thomas Plumb, Director and Chief Executive Officer

Date