

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

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In the Matter of )	ORDER MODIFYING
BENNY FESMIRE, individually, )	ORDER OF PROHIBITION
and as an institution-affiliated )	FROM FURTHER
party of )	PARTICIPATION
FRIENDSHIP BANK )	
FRIENDSHIP, TENNESSEE )	FDIC-05-035e
(Insured State Nonmember Bank) )	
_____ )	

IT IS HEREBY ORDERED that the Order of Prohibition From Further Participation ("Order") issued against Benny Fesmire ("Respondent") on May 12, 2006, pursuant to delegated authority, under section 8(e) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(e), be, and hereby is, modified, for good cause shown, to allow the Respondent to vote in favor of a sale at a shareholders' meeting called for the purpose of considering a sale of Planters Bank of Tennessee to First American Financial Holdings, Inc., and, should a sale of Planters Bank of Tennessee be approved at the shareholders' meeting, to allow the Respondent to sell all the stock he owns in Planters Bank of Tennessee, Maury City, Tennessee, to First American Financial Holdings, Inc., 2700 AmSouth Center, Nashville, Tennessee 37238-2700, on or before March 31, 2007.

IT IS FURTHER ORDERED that the Order be, and hereby is further modified, for good cause shown, to allow the Respondent to vote all the shares that he beneficially controls in Planters Bank of Tennessee, Maury City, Tennessee, which shares are owned

by the Fesmire Family Foundation, in favor of a sale at a shareholders' meeting called for the purpose of considering a sale of Planters Bank of Tennessee to First American Financial Holdings, Inc., and should a sale be approved to sell all these shares to First American Financial Holdings, Inc., 2700 AmSouth Center, Nashville, Tennessee 37238-2700, on or before March 31, 2007.

All other provisions of the Order shall remain in full force and effect.

Dated at Washington, D.C. this 30<sup>th</sup> day of October, 2006.

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Lisa K. Roy  
Associate Director  
Division of Supervision  
and Consumer Protection