

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

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In the Matter of)	
)	
GREGORY O. THOMPSON, individually,)	ORDER OF PROHIBITION
and as an institution-affiliated)	FROM FURTHER
party of)	PARTICIPATION
)	
MERCHANTS AND FARMERS BANK)	
KOSCIUSKO, MISSISSIPPI)	
)	FDIC-07-101e
)	
(INSURED STATE NONMEMBER BANK))	
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GREGORY O. THOMPSON ("Respondent") has been advised of the right to receive a NOTICE OF INTENTION TO PROHIBIT FROM FURTHER PARTICIPATION ("NOTICE") issued by the Federal Deposit Insurance Corporation ("FDIC") detailing the violations of law or regulations, unsafe or unsound banking practices, and/or breaches of fiduciary duty for which an ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("ORDER") may issue, and has been further advised of the right to a hearing on the alleged charges under section 8(e) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(e), and the FDIC's Rules of Practice and Procedure, 12 C.F.R. Part 308. Having waived those rights, the Respondent entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("CONSENT AGREEMENT") with a representative of the Legal Division of the FDIC, whereby solely for the purpose of this proceeding and without admitting or denying any violations of law or

regulations, unsafe or unsound banking practices, and/or any breaches of fiduciary duty, the Respondent consented to the issuance of an ORDER by the FDIC.

The FDIC considered the matter and determined it had reason to believe that:

(a) The Respondent has engaged or participated in violations of law or regulations, unsafe or unsound banking practices, and/or breaches of fiduciary duty as an institution-affiliated party of MERCHANTS & FARMERS BANK, KOSCIUSKO, MISSISSIPPI ("Bank");

(b) By reason of such violations, practices, and/or breaches of fiduciary duty, the Bank has suffered loss or other damage, the interests of the Bank's depositors have been or could be prejudiced, and/or the Respondent received financial gain or other benefit; and

(c) Such violations, practices, and/or breaches of fiduciary duty involve personal dishonesty on the part of the Respondent and/or demonstrated the Respondent's willful or continuing disregard for the safety or soundness of the Bank.

The FDIC further determined that such violations, practices, and/or breaches demonstrate the Respondent's unfitness to serve as a director, officer, person participating in the conduct of the affairs, or as an institution-affiliated party of the Bank, any other insured depository institution, or any other agency or organization enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e)(7)(A).

The FDIC, therefore, accepts the CONSENT AGREEMENT and issues the following:

ORDER OF PROHIBITION
FROM FURTHER PARTICIPATION

1. GREGORY O. THOMPSON is hereby, without the prior written approval of the FDIC and the "appropriate Federal financial institutions regulatory agency", as that term is defined in section 8(e)(7)(D) of the Act, 12 U.S.C. § 1818(e)(7)(D), prohibited from:

(a) participating in any manner in the conduct of the affairs of any financial institution or organization enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C.

§ 1818(e)(7)(A);

(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 financial institution enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e)(7)(A);

(c) violating any voting agreement previously approved by the appropriate Federal banking agency; and

(d) voting for a director, or serving or acting as an institution-affiliated party.

2. This ORDER will become effective upon its issuance by the FDIC. The provisions of this ORDER will remain effective and enforceable except to the extent that, and until such time as, any provision of this ORDER shall have been modified,

terminated, suspended, or set aside by the FDIC.

Pursuant to delegated authority.

Dated this 17th day of October, 2008.

Serena L. Owens
Acting Associate Director
Division of Supervision and
Consumer Protection