

FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C.

In the Matter of)	
)	
PARK NATIONAL BANK)	
CHICAGO, ILLINOIS)	
)	
(INSURED DEPOSITORY INSTITUTION))	ORDER TO IMMEDIATELY PAY
)	LIABILITY
Related to)	
)	FDIC-09-582kk
CALIFORNIA NATIONAL BANK)	
LOS ANGELES, CALIFORNIA)	
)	
SAN DIEGO NATIONAL BANK)	
SAN DIEGO, CALIFORNIA)	
)	
PACIFIC NATIONAL BANK)	
SAN FRANCISCO, CALIFORNIA)	
)	
NORTH HOUSTON BANK)	
HOUSTON, TEXAS)	
)	
MADISONVILLE STATE BANK)	
MADISONVILLE, TEXAS)	
)	
BANK USA, NATIONAL ASSOCIATION)	
PHOENIX, ARIZONA)	
)	
COMMUNITY BANK OF LEMONT)	
LEMONT, ILLINOIS)	
)	
(COMMONLY CONTROLLED)	
DEPOSITORY INSTITUTIONS))	

The FDIC has considered the FINDINGS OF FACT AND CONCLUSIONS OF LAW concerning the liability of Park National Bank, Chicago, Illinois (“Bank”) as a commonly controlled insured depository institution in the accompanying NOTICE OF ASSESSMENT OF LIABILITY, FINDINGS OF FACT AND CONCLUSIONS OF LAW, ORDER TO IMMEDIATELY PAY LIABILITY, AND NOTICE OF HEARING (“NOTICE”) and such other matters as justice may require.

By reason of the factors set forth in the FINDINGS OF FACT AND CONCLUSIONS OF LAW, the amount of \$1,734,101,000 has been assessed against the Bank pursuant to 12 U.S.C. § 1815(e)(2)(A). As set forth in the FDIC's NOTICE, which accompanies this ORDER, pursuant to 12 U.S.C. § 1815(e)(1)(B), and after consultation with the Office of the Comptroller of the Currency as required by 12 U.S.C. § 1815(e)(2)(B)(ii), the FDIC has determined that the Bank shall make immediate payment of such amount. Upon receipt of the accompanying NOTICE, the Bank shall satisfy this liability by direct, immediate payment of \$1,734,101,000, in cash, to the FDIC.

ORDER TO IMMEDIATELY PAY LIABILITY

IT IS ORDERED THAT, after consideration of the factors set forth in 12 U.S.C. § 1815(e) and 12 C.F.R. §§ 308.167 and 308.168 and such other matters as justice may require, the Bank pay its liability of One Billion Seven Hundred Thirty-Four Million One Hundred One Thousand dollars (\$1,734,101,000) immediately on the effective date of this ORDER. The Bank shall pay the liability to the Federal Deposit Insurance Corporation.

This ORDER shall be effective on the date of issuance.

The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, and any successors and assigns thereof. The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provision has been modified, terminated, suspended, or set aside by the FDIC.

Pursuant to delegated authority.

Dated at Washington, D.C., this 30th day of October, 2009.

/s/ _____
Sandra L. Thompson
Director
Division of Supervision and Consumer Protection