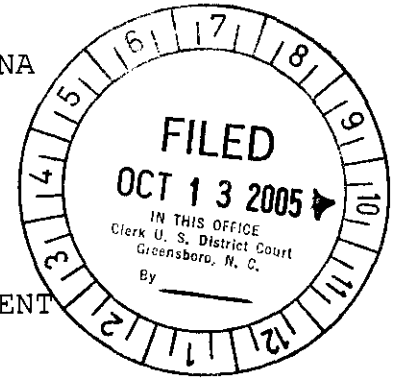


IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA

UNITED STATES OF AMERICA : 1:05CR230-2
 :
 v. :
 :
 PHILLIP WAYNE MIDDLEBROOKS : PLEA AGREEMENT



NOW COME the United States of America, by and through Anna Mills Wagoner, United States Attorney for the Middle District of North Carolina, and the defendant, PHILLIP WAYNE MIDDLEBROOKS, in his person and through his attorney, John David Bryson, and state as follows:

1. The defendant, PHILLIP WAYNE MIDDLEBROOKS, is presently under Indictment in case number 1:05CR230-2, which charges him in Counts One, Six and Seven with violations of Title 18, United States Code, Section 1344(1) and 2, bank fraud; in Counts Two, Four, Nine, Twelve and Fourteen with violations of Title 18, United States Code, Section 1957(a) and 2, engaged in monetary transactions in property derived from mail fraud; in Counts Three and Eleven with violations of Title 18, United States Code, Section 1343 and 2, wire fraud; in Counts Five, Ten and Fifteen with violations of Title 18, United States Code, Section 1956(a)(1)(A)(i) and 2, promotion money laundering; in Counts Eight and Thirteen with violations of Title 18, United States Code, Section 1341 and 2, mail fraud; and in Count Twenty with a violation of Title 18, United States Code, Section 513(a) and 2,

making, possessing and uttering counterfeited and forged securities.

2. The defendant, PHILLIP WAYNE MIDDLEBROOKS, will enter a voluntary plea of guilty to Count Eight of the Indictment herein. The nature of this charge and the elements of this charge which must be proved by the United States beyond a reasonable doubt before the defendant can be found guilty thereof have been explained to him by his attorney.

a. The defendant, PHILLIP WAYNE MIDDLEBROOKS, understands that the maximum term of imprisonment provided by law, as to Count Eight of the Indictment herein, is not more than five years, and the maximum fine is \$250,000, or both. The fine is subject to the provisions of Title 18, United States Code, Section 3571, entitled "Sentence of Fine."

b. The defendant, PHILLIP WAYNE MIDDLEBROOKS, also understands that the Court may include as a part of the sentence, as to Count Eight of the Indictment herein, a requirement that the defendant be placed on a term of supervised release of not more than three years after imprisonment, pursuant to Title 18, United States Code, Section 3583.

c. The defendant, PHILLIP WAYNE MIDDLEBROOKS, also understands that, as to Count Eight of the Indictment herein, the Court shall order, in addition to any other penalty authorized by law, that the defendant make restitution to any person directly

harmd by the defendant's conduct in the course of the scheme set out in paragraphs one through eighteen of Count One of the Indictment, pursuant to Title 18, United States Code, Section 3663A.

d. The defendant, PHILLIP WAYNE MIDDLEBROOKS, further understands that the sentence to be imposed upon him is within the discretion of the sentencing court subject to the statutory maximum penalty set forth above. The sentencing court is not bound by the sentencing range prescribed by the United States Sentencing Guidelines. Nevertheless, the sentencing court is required to consult the Guidelines and take them into account when sentencing. In so doing, the sentencing court will first calculate, after making the appropriate findings of fact, the sentencing range prescribed by the Guidelines, and then will consider that range as well as other relevant factors set forth in the Guidelines and those factors set forth in Title 18, United States Code, Section 3553(a) before imposing the sentence.

3. By voluntarily pleading guilty to Count Eight of the Indictment herein, the defendant, PHILLIP WAYNE MIDDLEBROOKS, as to Count Eight of the Indictment herein, knowingly waives and gives up his constitutional rights to plead not guilty, to compel the United States to prove his guilt beyond a reasonable doubt, not to be compelled to incriminate himself, to confront and cross-examine the witnesses against him, to have a jury or judge

determine his guilt on the evidence presented, and other constitutional rights which attend a defendant on trial in a criminal case.

4. The defendant, PHILLIP WAYNE MIDDLEBROOKS, is going to plead guilty to Count Eight of the Indictment herein because he is, in fact, guilty and not because of any threats or promises.

5. The extent of the plea bargaining in this case is as follows:

a. Upon the acceptance by the Court of a guilty plea by the defendant, PHILLIP WAYNE MIDDLEBROOKS, to Count Eight of the Indictment herein, and at the conclusion of the sentencing hearing thereon, the United States will not oppose a motion to dismiss the remaining counts of the Indictment as to the defendant, PHILLIP WAYNE MIDDLEBROOKS. This portion of the Plea Agreement is made pursuant to Rule 11(c)(1)(A) of the Federal Rules of Criminal Procedure.

b. It is understood that if the Court determines at the time of sentencing that the defendant, PHILLIP WAYNE MIDDLEBROOKS, qualifies for a 2-point decrease in the offense level under Section 3E1.1(a) of the Sentencing Guidelines and that the offense level prior to the operation of Section 3E1.1(a) is 16 or greater, then the United States will recommend a decrease in the offense level by 1 additional level pursuant to Section 3E1.1(b) of the Sentencing Guidelines. It is further understood that the Court is not bound by this recommendation.

c. The defendant, PHILLIP WAYNE MIDDLEBROOKS, agrees to pay restitution in the amount of \$7,650.00 to Member's Credit Union, pursuant to Title 18, United States Code, Section 3663A(a)(3).

6. It is further understood that the United States and the defendant, PHILLIP WAYNE MIDDLEBROOKS, reserve the right to bring to the Court's attention any facts deemed relevant for purposes of sentencing.


7. The defendant, PHILLIP WAYNE MIDDLEBROOKS, further understands and agrees that pursuant to Title 18, United States Code, Section 3013, for any offense committed on or after October 11, 1996, the defendant shall pay an assessment to the Court of \$100 for each offense to which he is pleading guilty. This payment shall be made at the time of sentencing by cash or money order made payable to the Clerk of the United States District Court. If the defendant is indigent and cannot make the special assessment payment at the time of sentencing, then the defendant agrees to participate in the Inmate Financial Responsibility Program for purposes of paying such special assessment.

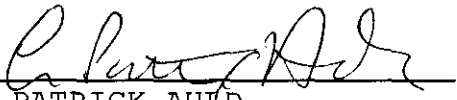
8. No agreements, representations, or understandings have been made between the parties in this case other than those which are explicitly set forth in this Plea Agreement, and none will be

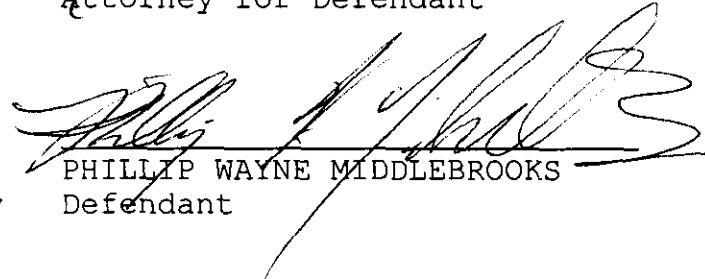
entered into unless executed in writing and signed by all the parties.

This the 3 day of OCT, 2005.

ANNA MILLS WAGONER
United States Attorney


JOHN DAVID BRYSON
Attorney for Defendant


L. PATRICK AULD
Assistant United States Attorney


PHILLIP WAYNE MIDDLEBROOKS
Defendant

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