

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

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| In the Matter of: |) | |
| |) | |
| Roger E. Meyers, |) | OTS Order No.: CHI-02-01 |
| |) | |
| Former Employee and |) | Dated: February 20, 2002 |
| Institution-Affiliated Party |) | |
| of: |) | |
| |) | |
| Ben Franklin Bank of Illinois |) | |
| Arlington Heights, Illinois |) | |
| OTS No. 15152 |) | |
| <hr/> |) | |

STIPULATION AND CONSENT TO ISSUANCE OF AN ORDER OF PROHIBITION

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed **Roger E. Meyers (MEYERS)**, former employee and institution-affiliated party of Ben Franklin Bank of Illinois, Arlington Heights, Illinois, OTS No. 15 152 ("Ben Franklin" or the "Institution"), that the OTS is of the opinion that grounds exist to initiate an administrative prohibition proceedings against **MEYERS**, pursuant to 12 U.S.C. § 1818(e).¹

WHEREAS, MEYERS desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, but admitting the statements and conclusions in Paragraph 1 below, hereby stipulates and agrees to the following terms:

¹All references in this Stipulation and Consent and in the Order of Prohibition are to the U.S.C. as amended.

1. Jurisdiction.

(a) Ben Franklin, at all times relevant hereto, was a “savings association” within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. §1462(4). Accordingly, Ben Franklin was an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c).

(b) MEYERS, as a former employee of Ben Franklin, is deemed to be an “institution-affiliated party” as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years of the date hereof (see 12 U.S.C. § 1818(i)(3)).

(c) Pursuant to 12 U.S.C. § 1813(q), the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an enforcement proceeding against institution-affiliated parties. Therefore, MEYERS is subject to the authority of the OTS to initiate and maintain prohibition proceedings against him, pursuant to 12 U.S.C. § 1818(e).

2. OTS Findings of Fact.

The OTS finds that for a period of time ending on or about May 3, 2000, **MEYERS**, made false entries to the books and records, including financial records, of Ben Franklin without authorization. Ben Franklin incurred a gross loss of \$526,000 and a net, after-tax, loss of \$347,000. Ben Franklin also incurred accounting costs of \$66,000 in an attempt to restore its books and records to an accurate condition. As a result of his actions, MEYERS (1) engaged in a violation of the law or breached his fiduciary duty of honesty to Ben Franklin; and (2) Ben Franklin suffered a financial loss or he received a financial benefit or other gain; and (3) the violation of law or breach of fiduciary duty demonstrates willful and/or continuing disregard by MEYERS for the safety and soundness of Ben Franklin.

3. Consent.

MEYERS consents to the issuance by the OTS of the accompanying Order of Prohibition (“Order”), **MEYERS** further agrees to comply with its terms upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality.

The Order is issued by the OTS under the authority of 12 U.S.C. §1818(e). Upon its

issuance by the Regional Director or designee for the Central Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. §1818(i).

5. Waivers.

MEYERS waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (referred to as a Notice of Intention to Prohibit) (see 12 U.S.C. § 1818(e));

(b) the right to an administrative hearing of the OTS's charges against him (see 12 U.S.C. § 1818(e)); and

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

6. **Indemnification.**

MEYERS shall neither cause nor permit Ben Franklin (or any successor institution, holding company, subsidiary, or service corporation thereof) to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Order of Prohibition, Nor shall MEYERS obtain any indemnification (or other reimbursement) from the Institution (or any successor institution, holding company, subsidiary, or service corporation thereof) with respect to such amounts. Any such payments received by or on behalf of MEYERS in connection with this action shall be returned to Ben Franklin (or the successor institution, holding company, subsidiary, or service corporation thereof).

7. **Other Government Actions Not Affected.**

(a) MEYERS acknowledges and agrees that the consent to the issuance of the Order is for the purpose of resolving this prohibition action only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges **against, or liability** of MEYERS that arise pursuant to this action or otherwise, and that may be or have been brought by any other government entity other than the OTS.

(b) By signing this Stipulation and Consent to Issuance of an Order of Prohibition, MEYERS agrees that he will not assert this proceeding, his consent to the issuance of the Order,

and/or the issuance of the Order, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other Federal or state governmental entity.

8. Acknowledgment of Criminal Sanctions.

MEYERS acknowledges that 12 U.S.C. § 181 S(j), sets forth criminal penalties for knowing violations of the Order.

9. Agreement for Continuing Cooperation.

MEYERS agrees that, at the OTS's request, on reasonable notice and without service of a subpoena, he will provide whatever discovery and testify truthfully at any deposition and at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by the OTS relating to Ben Franklin, its holding companies, its subsidiaries, and its institution-affiliated parties, except that **MEYERS** does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If **MEYERS** invokes a privilege against self-incrimination under the Fifth Amendment of the United States Constitution with respect to any matter about which the OTS inquires or the production of any document requested by the OTS and the OTS obtains a grant of immunity pursuant to 18 U.S.C. § 6001 et seq., **MEYERS** agrees, consistent with any such grant of immunity, to provide discovery and testify truthfully at any deposition and at any judicial, administrative, or investigative proceeding on the matter for which immunity is given.

WHEREFORE, MEYERS executes this Stipulation and Consent to Issuance of an Order of Prohibition, intending to be legally bound hereby.

By:

Accepted by:
Office of Thrift Supervision

Roger E. Meyers
Roger E. Meyers

Daniel T. McKee
Daniel T. McKee
Acting Regional Director

Dated: 2/18/02

Dated: 2-20-02

ACKNOWLEDGMENT

State of ILLINOIS

County of COOK

On this 12th day of FEBRUARY, 2002, before me, the undersigned notary public, personally appeared Roger E. Meyers and acknowledged his execution of the foregoing Stipulation and Consent to Issuance of an Order of Prohibition.

Lina Soto
Notary Public

My Commission expires:
12-19-05



UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of:)
)
Roger E. Meyers,)
)
Former Employee and)
Institution-Affiliated Party)
Of:)
)
Ben Franklin Bank of Illinois)
Arlington Heights, Illinois)
OTS No. 15152)
_____)

OTS Order No.: CHI-02-01

Dated: February 20, 2002

ORDER OF PROHIBITION

WHEREAS, Roger E. Meyers (“MEYERS”) has executed a Stipulation and Consent to Issuance of an Order of Prohibition (“Stipulation”); and

WHEREAS, MEYERS, by his execution of the Stipulation, has consented and agreed to the issuance of this Order of Prohibition (“Order”) by the Office of Thrift Supervision (“OTS”), pursuant to 12 U.S.C. §1818(e).

NOW THEREFORE, IT IS ORDERED that:

1. **MEYERS** is prohibited from further participation, in any manner, in the conduct of the affairs of Ben Franklin Bank of Illinois, Arlington Heights, Illinois, and any successor institution, holding company, subsidiary, and/or service corporation thereof.
2. **MEYERS** is and shall be subject to the statutory prohibitions provided by 12 U.S.C.

4. This Order is subject to the provisions of 12 U.S.C. §1818(j), and shall become effective on the date it is issued.

5. **MEYERS** shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

6. The terms and provisions of this Order shall be binding upon, and inure to the benefit of the parties hereto and their successors in interest.

THE OFFICE OF **THRIFT** SUPERVISION

By:



Daniel T. McKee
Acting Regional Director