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UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

\_\_\_\_\_  
In the Matter of: )  
A. GEORGE IGLER )  
Former Attorney and )  
Institution-Affiliated Party )  
of: )  
KEY FLORIDA BANK, F.S.B. )  
BRADENTON, FLORIDA )  
\_\_\_\_\_ )

OTS Order No. ATL-97-3

Dated: August 5, 1997

STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO  
CEASE-AND-DESIST FOR AFFIRMATIVE RELIEF AND  
ASSESSMENT OF CIVIL MONEY PENALTIES

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed A. GEORGE IGLER ("Respondent") the former attorney and institution-affiliated party of Key Florida Bank, F.S.B., Bradenton, Florida ("Key") that grounds exist to initiate an administrative cease and desist proceeding against him pursuant to 12 U.S.C. § 1818(b), and for civil money penalties pursuant to 12 U.S.C. § 1818(i);<sup>1</sup> and

WHEREAS, Respondent, desires to cooperate with the OTS and to avoid the time and expense of such administrative proceeding and, without admitting or denying that such grounds exist, or the Findings or opinions and conclusions of the OTS, except as to jurisdiction set out in paragraph 1, below, which is admitted, and without any adjudication on the merits, hereby stipulates and agrees to the following terms:

\_\_\_\_\_  
<sup>1</sup>All references to the United States Code ("U.S.C.") are as amended, unless otherwise indicated.

1. Jurisdiction.

(a) Key, 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, Key was an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c).

(b) Respondent as a former attorney for Key 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 Director of the OTS is the "appropriate Federal banking agency" with jurisdiction to maintain an enforcement proceeding against such a savings association or its institution-affiliated parties. Therefore, Respondent is subject to the authority of the OTS to initiate and maintain a proceeding against him to obtain an order to cease and desist pursuant to 12 U.S.C. § 1818(b) and a civil money penalty pursuant to 12 U.S.C. § 1818(i). The Director of the OTS has delegated to the Regional Director of the Southeast Region the OTS or his designee the authority to issue cease and desist orders and assessments of civil money penalties where the individual has consented to the issuance of the order.

2. Findings. The OTS finds that: Respondent, during the period from 1986 to and including 1991, when he, and the firm with which he was associated, was regulatory counsel for Key, acting alone and/or participating with other institution-affiliated parties of Key, violated

Stipulation

certain provisions of law and regulations pertaining to the operation or supervision of Key including but not limited to:

(a) the lending provisions of the Federal Reserve Act in that he applied for and received a loan from Key to buy stock in its parent holding company in violation of 12 U.S.C. §§ 371c(c) and 371c-1;

(b) He provided inaccurate or incomplete information to Key in connection with obtaining a loan from Key, and he provided inaccurate or incomplete information to the OTS in regard to matters before the OTS and under its jurisdiction;

(c) In response to requests from Key, he, and/or another member of the firm with which he was associated, drafted or provided opinions to Key on regulatory matters where he, and/or other members of the firm with which he was associated at the time, knew or should have known there was not analogous judicial or Agency authority or precedent or there was conflicting judicial or Agency authority or precedent, without qualifying the opinions with an explanation of the uncertainty involved.

3. Consent. Respondent consents to the issuance by the OTS of the accompanying Cease and Desist Order For Affirmative Relief and Order Assessing a Civil Money Penalty ("Order"). Respondent 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 12 U.S.C. § 1818(b) and (i). Upon its issuance by the OTS, it shall be a final order,

Stipulation

effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

5. Waivers. Respondent waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (see 12 U.S.C. § 1818(b) and (i));

(b) the right to an administrative hearing of the OTS's charges against him (see 12 U.S.C. § 1818(b) and (i) and 12 C.F.R. § 513.4(a); 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.

(d) any and all claims against the OTS, including its employees attorneys and agents, and any other governmental entity for the award of fees costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504, or 28 U.S.C. § 2412.

6. Other Governmental Actions Not Affected.

(a) Respondent acknowledges and agrees that the consent to the issuance of the Order is for the purpose of resolving this administrative proceeding only, and does not release, discharge, compromise, settle, dismiss, resolve, admit, acknowledge or in any way affect any actions, charges against, or liability of Respondent that arise pursuant to this action or otherwise, and that may be or have been brought by the OTS or another governmental entity.

Stipulation

(b) By signing this Stipulation and Consent to Issuance of a Cease-and-Desist Order For Affirmative Relief and Assessment of a Civil Money Penalty ("Stipulation"), Respondent agrees that he will not assert this administrative proceeding, his consent to the issuance of the Orders, and/or the issuance of the Orders, 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.

7. Indemnification. Respondent represents that he has not received, directly or indirectly, any sums from Key for the purpose of indemnifying or reimbursing him for any expenses incurred by him in connection with this administrative proceeding. Respondent shall neither cause nor permit Key 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, nor 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 Respondent in connection with this action shall be returned to Key or the successor institution, subsidiary or service corporation thereof.

8. Miscellaneous.

(a) The construction and validity of this Stipulation and the Stipulation

Order shall be governed by the laws of the United States of America.

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns.

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only, and such headings shall not affect the interpretation of this Stipulation or the Order.

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters.

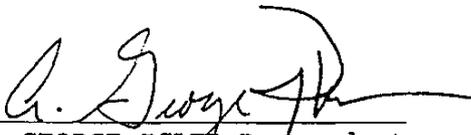
(e) This Stipulation and the Order shall remain in effect until terminated, modified or suspended in writing by the OTS, acting through its Director, Regional Director or other authorized representative.

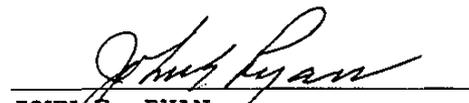
WHEREFORE, Respondent executes this Stipulation intending to be legally bound hereby.

By:

Accepted by:

OFFICE OF THRIFT SUPERVISION

  
A. GEORGE IGLER Respondent

  
JOHN E. RYAN  
SOUTHEAST REGIONAL DIRECTOR

Dated: August 1, 1997

Dated: August 5, 1997

Stipulation

UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

In the Matter of: )  
A. GEORGE IGLER )  
Former Attorney and )  
Institution-Affiliated Party )  
of: )  
KEY FLORIDA BANK, F.S.B. )  
BRADENTON, FLORIDA )

OTS Order No. ATL-97-3

Dated: August 5, 1997

ORDER TO CEASE-AND-DESIST FOR AFFIRMATIVE RELIEF  
and ASSESSMENT OF CIVIL MONEY PENALTIES

WHEREAS, A. GEORGE IGLER ("Respondent") has executed a Stipulation and Consent to the Issuance of an Order to Cease and Desist for Affirmative Relief and Assessment of Civil Money Penalties ("Stipulation");

WHEREAS, Respondent, by his execution of the Stipulation, has consented and agreed to the issuance of this Cease and Desist Order for Affirmative Relief and Assessment of Civil Money Penalties ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to 12 U.S.C. §1818(b) and (i); and

WHEREAS, the Director of the OTS has delegated to the Regional Director of the the OTS the authority to issue Orders to Cease and Desist and Orders of Assessment of Civil Money Penalties on behalf of the OTS when the individual has consented to the issuance of the Orders.

NOW THEREFORE, IT IS ORDERED that:

Cease and Desist Order

1. While providing legal representation, advice or services to any insured depository institution or other entity listed under 12 U.S.C. §1818(e)(7)(A) ("Institution"), Respondent shall cease and desist from engaging in any unsafe or unsound banking practice or breach of fiduciary duty, or from violating or counseling, aiding and abetting or otherwise facilitating the violation by others of any and all laws, rules or regulations governing the operation and supervision of such Institution including, but not limited to, the following:

- (a) the Federal Deposit Insurance Act, 12 U.S.C. § 1811 et seq.;
- (b) the Home Owners' Loan Act of 1933, 12 U.S.C. § 1464 et seq.;
- (c) the Federal Reserve Act, 12 U.S.C. § 248 et seq.;
- (d) the National Bank Act, 12 U.S.C. § 38 et seq.;
- (e) the Bank Holding Company Act of 1956, 12 U.S.C. § 1840 et seq.;
- (f) the Federal Credit Union Act, 12 U.S.C. § 1751 et seq.; and/or,

2. For a period of three (3) years from the effective date of this Order, Respondent shall not borrow money from any Institution to which he, and/or any other partner, member or employee of the law firm with which he is member ("Firm"), is now providing, or has within the previous year provided, legal representation, advice or other services, other than a line of

credit meeting that Institution's underwriting criteria for the needs of the Firm arising in the normal course of business.

3. For a period of three (3) years from the effective date of this Order, Respondent shall not purchase, directly or indirectly, any securities issued by an Institution or its affiliates to which he, and/or any other partner, member or employee of the Firm is now providing or has provided within the previous year legal representation, advice or other services, except that he can purchase up to the lesser of \$5,000 worth of shares or .05% (one-half of one percent) of its issued and outstanding common or preferred stock.

4. When preparing any Regulatory Opinion (defined as any written legal opinion rendered to a client or to a third party on behalf of a client, which addresses application or the non-contravention of any provision of the federal banking statutes or any regulations promulgated thereunder to a specific transaction or practice involving an Institution), Respondent shall comply with the following practices and procedures:

(a) In the event that Respondent is requested to prepare a Regulatory Opinion, and he has reason to believe that any legal conclusion necessary to render such Regulatory Opinion is not reasonably predictable (e.g., because of the lack of reasonably analogous judicial or publicly available agency authority or precedent or the presence of conflicting publicly available authority or precedent), then Respondent shall only prepare such Regulatory Opinion on a "qualified" or "reasoned" basis with an explanation of the uncertainty involved;

(b) When rendering such a "qualified" or "reasoned" Regulatory Opinion, Respondent shall provide to the Institution a written statement of the fiduciary responsibility of its directors and officers to consider the effects which the contemplated matter could have on the safety and soundness of the Institution; and

(c) When preparing any Regulatory Opinion where a legal conclusion depends on a factual predicate or a factual assumption ("facts"), Respondent shall comply with applicable professional standards for reliance upon others in ascertaining those facts (the current standards for which are set forth in the Third-Party Legal Opinion Report of the Business Law Section of the American Bar Association).

#### Civil Money Penalty Assessment

5. Respondent shall pay a Civil Money Penalty in the amount of Five thousand dollars (\$5,000) within ten (10) days of the effective date of this Order. Payment shall be made by delivering a certified or cashier's check made payable to the Treasurer of the United States to the OTS's Controller's Division at 1700 G Street, N.W., Washington, D.C. with a copy of the check and transmittal letter to Park T. Zimmerman, Special Counsel, 1475 Peachtree Street, N.E., Atlanta, Georgia 30309.

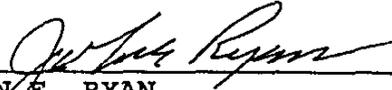
6. The Stipulation is made a part hereof and is incorporated herein by this reference.

7. Respondent shall respond promptly to any request from the OTS for information or documents to demonstrate compliance

with this Order.

8. This Order shall be and is effective on the date it is issued, as shown on the caption on the first page hereof, and shall remain effective until it is terminated, modified or suspended which may occur only by formal written action of the OTS, acting by and through its Director, Regional Director or other authorized representative.

THE OFFICE OF THRIFT SUPERVISION  
By:

  
\_\_\_\_\_  
JOHN E. RYAN  
SOUTHEAST REGIONAL DIRECTOR