

UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:)	
Seyria T. Smith)	
Former Assistant Branch Manager)	AA-EC-08-02
KeyBank, N.A., Cleveland, Ohio)	
)	
and)	
)	
Former Branch Manager)	
First United Bank, N.A., Englewood, Colorado)	
(Merged))	
)	

STIPULATION AND CONSENT ORDER

WHEREAS, the Comptroller of the Currency of the United States of America (“Comptroller”) initiated prohibition and cease and desist proceedings for unsafe and unsound banking practices and violations of law, pursuant to 12 U.S.C. § 1818(b) and (e) (as amended), against Seyria T. Smith (“Respondent”), former Assistant Branch Manager at KeyBank, N.A., in Englewood, Colorado (“KeyBank”) and Branch Manager at First United Bank, N.A., in Lakewood, Colorado (“First United”);

WHEREAS, the Notice of Charges filed by the OCC against Respondent alleges that as a former manager at KeyBank, Respondent originated nominee loans for her own personal benefit; and further, while employed as a manager at First United, Respondent misused official bank letterhead to obtain conditional financing for the purchase of a vehicle.

WHEREAS, in the interest of cooperation and to avoid the costs associated with future administrative and judicial proceedings with respect to this matter, Respondent desires to enter into this Stipulation and Consent Order (“Order”);

NOW, THEREFORE, in consideration of the above premises, it is stipulated by and between the Comptroller, through his duly authorized representative, and Respondent that:

Article I

JURISDICTION

(1) KeyBank is a national banking association, chartered and examined by the Comptroller, pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.* Accordingly, KeyBank is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) During the relevant time period, First United was a national banking association, chartered and examined by the Comptroller, pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.* Accordingly, First United was an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c)(2).

(3) Respondent served as an employee at KeyBank and First United and is an “institution-affiliated party” of each of these banks as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years from the date hereof (*see* 12 U.S.C. § 1818(i)(3)).

(4) Pursuant to 12 U.S.C. § 1813(q), the Comptroller is the “appropriate Federal banking agency” to maintain an enforcement proceeding against institution-affiliated parties. Therefore, Respondent is subject to the authority of the Comptroller to initiate and

maintain these prohibition and cease and desist proceedings against her pursuant to 12 U.S.C. § 1818(b) and (e).

Article II

ORDER OF PROHIBITION

(1) With respect to the institutions and agencies set forth in paragraph (2) of this Article, Respondent hereby agrees that she shall not:

- (a) participate in any manner in the conduct of their affairs;
- (b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights;
- (c) violate any voting agreement previously approved by the “appropriate Federal banking agency,” as defined in 12 U.S.C. § 1813(q) (as amended); or
- (d) vote for a director, or serve or act as an “institution-affiliated party,” as defined in 12 U.S.C. § 1813(u) (as amended).

(2) The prohibitions in paragraph (1) of this Article apply to the following institutions and agencies:

- (a) any insured depository institution, as defined in 12 U.S.C. § 1813(c);
- (b) any institution treated as an insured bank under 12 U.S.C. §§ 1818(b)(3), (b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9) (as amended);
- (c) any insured credit union under the Federal Credit Union Act;
- (d) any institution chartered under the Farm Credit Act of 1971;
- (e) any appropriate Federal depository institution regulatory agency; and
- (f) the Federal Housing Finance Board and any Federal Home Loan Bank.

(3) The prohibitions of paragraphs (1) and (2) of this Article shall cease to apply with respect to a particular institution if Respondent obtains the prior written consent of both the Comptroller and the institution's "appropriate Federal financial institutions regulatory agency," as defined in 12 U.S.C. § 1818(e)(7)(D) (as amended).

(4) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818(e), (i), (j), and (h) (as amended).

Article III

CEASE AND DESIST ORDER FOR RESTITUTION

(1) Respondent hereby consents to the payment of restitution in the amount of Nine Thousand Dollars (\$9,000.00), which shall be paid in accordance with the following procedure and schedule.

(2) On or before September 5, 2008, Respondent shall make a payment of One Thousand Dollars (\$1,000.00). Respondent shall thereafter make monthly payments of One-Hundred Thirty-Three Dollars and Thirty-Three Cents (\$133.33) on or before the 30th of each month, commencing on September 30, 2008 and continuing for the next 60 months, until such time as the remaining balance of the restitution is paid in full.

(3) Respondent shall make payments pursuant to this Article by check made payable to KeyBank, N.A. The check shall be delivered to the attention of:

KeyBank, Corp.
c/o Ms. Stacy Ebert
Corporate Investigations
3300 East First Avenue
Denver, Colorado 80206

(4) Respondent shall also deliver a copy of the check to Director, Enforcement & Compliance Division, Office of the Comptroller of the Currency, 250 E Street, S.W., Washington, D.C. 20219. The docket number of this case, AA-EC-08-02, should be entered on the memo line of the check. Respondent may comply with this provision by faxing a copy of the check to the Enforcement Director at (202) 874-5301.

(5) In the event Respondent fails to make payment as provided in this Article, the entire unpaid balance of the total amount of restitution shall become immediately due and payable.

(6) This Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818(b), (h), or (i) (as amended).

(7) Within seven (7) days from the issuance of this Order, Respondent shall notify the Enforcement Director of his current residential address, by completing the form attached hereto as Appendix A.

(8) Until restitution is paid in full, upon each and every subsequent change in address, if any, Respondent shall notify the Director of Enforcement at the address set forth above in paragraph (4) of her new address within seven (7) days of such change in address.

Article IV

BANKRUPTCY

(1) If Respondent files for bankruptcy protection, Respondent shall notify the Enforcement Director within ten (10) days of the filing and shall provide a copy of the filing to the Enforcement Director.

(2) In any bankruptcy proceeding in which it is or may be contended that Respondent's obligation to pay restitution pursuant to this Order is subject to discharge, Respondent will in no manner contest the assertion of the Comptroller or any agent, officer or representative of the United States, pursuant to 11 U.S.C. § 523(a) or otherwise, that the restitution obligation in the Order arises out of acts which result in claims not dischargeable in bankruptcy.

Article V

WAIVERS

- (1) By executing this Order, Respondent waives:
- (a) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(b) and (e) and 12 C.F.R. Part 19;
 - (b) all rights to seek judicial review of this Order;
 - (c) all rights in any way to contest the validity of this Order; and
 - (d) any and all claims for fees, costs or expenses against the Comptroller, or any of his agents or employees, related in any way to this enforcement matter or this Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412.

(2) Respondent shall not cause, participate in or authorize the Bank (or any subsidiary or affiliate thereof) to incur, directly or indirectly, any expense for the payment of restitution under this Order, or any legal (or other professional) expense relative to the negotiation and issuance of this Order except in accordance with 12 C.F.R. § 7.2014 and Part 359; and Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from the Bank (or any subsidiary or affiliate thereof) with respect to such amounts except in accordance with 12 C.F.R. § 7.2014 and Part 359.

(3) Any failure by Respondent to comply with this Order shall be subject to enforcement for the longer of (a) the period allowed by the applicable statute of limitations, or (b) five (5) years following the failure to comply.

(4) Respondent acknowledges that she has read and understands the premises and obligations of this Order and declares that no separate promise or inducement of any kind has been made by the Comptroller, his agents or employees to cause or induce the Respondent to agree to consent to the issuance of this Order and/or to execute this Order.

(5) It is hereby agreed that the provisions of this Order constitute a settlement of these prohibition and cease and desist proceedings by the Comptroller. The Comptroller agrees not to institute further proceedings for the specific acts, omissions, or violations, unless such acts, omissions, or violations reoccur.

(6) It is further agreed that the provisions of this Order shall not be construed as an adjudication on the merits and, except as set forth above, shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any action affecting the Respondent if, at

any time, he deems it appropriate to do so to fulfill the responsibilities placed upon her by the several laws of the United States of America.

(7) Respondent understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Order, and that nothing herein constitutes, nor shall Respondent contend that it constitutes, a waiver of any right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

IN TESTIMONY WHEREOF, the undersigned have hereunto set their hands.

/s/Ronald G. Schneck

08/20/2008

Ronald G. Schneck
Director
Special Supervision Division

Date

/s/Seyria T. Smith

08/13/2008

Seyria T. Smith

Date