

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

**EA#98-57**

<u>IN THE MATTER OF</u>	)	
Dawn M. Dahlman, President and Director	)	AA-EC-98-8
<u>Evergreen Bank, N.A., Poy Sippi, Wisconsin</u>	)	

**STIPULATION AND CONSENT ORDER**

WHEREAS, the Acting Comptroller of the Currency of the United States of America (AComptroller@) has initiated a Removal and Prohibition proceeding against Dawn M. Dahlman (ARespondent@) pursuant to 12 U.S.C. ' 1818(e) (as amended), through the issuance of a Notice of Intention to Prohibit Further Participation (ANotice@), dated May 7, 1998; and

WHEREAS, in the interest of cooperation and the avoidance of further costs associated with the above matter, the Comptroller and Respondent desire to enter into this Stipulation and Consent 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

(1) Evergreen Bank, N.A. (Bank) 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, the Bank is an insured depository institution as that term is defined in 12 U.S.C. ' 1813(c)(2).

(2) Respondent was a Vice-President and a Director of the Bank and was an institution-affiliated party of the Bank as that term is defined in 12 U.S.C. ' 1813(u). Respondent served as a director and as an officer within six (6) years from the date hereof (see 12 U.S.C. ' 1818(i)(3)).

(3) 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 a Removal and Prohibition proceeding against her pursuant to 12 U.S.C. ' 1818(e).

## ARTICLE II

(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 Stipulation and Consent 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/or (h) (as amended).

### ARTICLE III

- (1) By executing this Stipulation and Consent Order, Respondent waives:
- (a) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. ' 1818(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 and/or the 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 legal (or other professional) expense relative to the negotiation and issuance of this Order; and, consistent with 12 C.F.R. ' 7.2014, 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.

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

#### ARTICLE IV

(1) It is hereby agreed that the provisions of this Stipulation and Consent constitute only a settlement of the Removal and Prohibition action contemplated by the Comptroller, and that the provisions of this Stipulation and Consent do not constitute a settlement of any Civil Money Penalty, Cease and Desist, Restitution, or other action that the Comptroller may contemplate.

(2) It is further agreed that the provisions of this Stipulation and Consent 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, including any civil money penalty and/or restitution action, if, at any time, she deems it appropriate to do so to fulfill the responsibilities placed upon her by the several laws of the United States of America.

(3) Respondent understands that nothing herein shall preclude any proceedings brought by the Comptroller to enforce the terms of this Stipulation and Consent, 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 and/or the Federal Deposit Insurance Corporation, to bring other actions deemed appropriate.

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

\_\_\_\_\_  
Leann G. Britton  
Senior Deputy Comptroller  
for Bank Supervision Operations

\_\_\_\_\_  
September 25, 1998  
Date

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Dawn M. Dahlman

\_\_\_\_\_  
September 17, 1998  
Date