UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION, DEPARTMENT OF THE TREASURY

In the Matter of J. RICHARD COLLIER, a former director of University Savings Association Houston, Texas	OTS Order No. DAL-94-37 Date: November 8, 1994

CONSENT ORDER OF PROHIBITION

WHEREAS, J. RICHARD COLLIER, served at various times between 1969 to 1989 as a member of the Board of Directors, Chairman of the Board of Directors and Chief Executive Officer of University Savings and Loan Association ("University"), a state-chartered and insured savings and loan association that maintained its home office in Houston, Texas and is therefore an institution affiliated party within the meaning of 12 U.S.C. § 1813(u); and

WHEREAS, in accordance with the Home Owners' Loan Act, the Office of Thrift Supervision ("OTS") and its predecessor, the Federal Home Loan Bank Board, regulated and supervised University, which was placed into conservatorship on February 10, 1989 and in receivership on May 23, 1989; and

WHEREAS, based on an OTS informal examination, the OTS has determined that COLLIER, acting in his capacity as Chief Executive Officer of University made, participated in, or aided and abetted the making of, false or misleading statements to the FHLBB or omitted to state material facts with respect to an application by University Holdings, Inc. to the FHLBB seeking approval for UHI to acquire University from Entex, Inc.; and

WHEREAS, based on the above findings, the OTS is of the opinion that COLLIER engaged in violations of regulations, unsafe or unsound practices and breaches of fiduciary duty, demonstrating willful or continuing disregard for the safety or soundness of University, and that such violations, practices and breaches caused University, to suffer financial loss or other damage; and

WHEREAS, based on the aforesaid findings, the OTS is of the opinion that the grounds exist for it to seek administrative relief against COLLIER, pursuant to Section 8(e), of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. §§ 1818(e);[1] and

WHEREAS, COLLIER, while neither admitting or denying the OTS' findings or that the above-alleged grounds exist, has consented and agreed to the OTS' issuance of this CONSENT ORDER OF PROHIBITION, ("Order"), pursuant to Sections 8(e), of the FDIA, by executing on November 8, 1994, the accompanying Stipulation and Consent to Issuance of Consent Order ("Stipulation"); and

NOW THEREFORE, IT IS ORDERED, pursuant to 12 U.S.C. §§ 1818(e) that:

1. J. RICHARD COLLIER is prohibited from participating in any manner in the conduct of the affairs of federally insured depository institutions, and shall be subject to the statutory prohibitions provided by Section 8(e) of the FDIA, 12 U.S.C.

[1] All references to the United States Code (U.S.C.) are as amended, except as otherwise specified.

§ 1818(e). Due to, and without limitation on, the operation of 12 U.S.C. §§ 1818(e)(6) and 1818(e)(7), J. RICHARD COLLIER, except upon the prior written consent of the OTS (acting through its Director or an authorized representative thereof) and any other "appropriate Federal financial institutions regulatory agency," for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

(A) hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A) (the "Paragraph (7)(A) Institutions"), including, but not limited to:

(i) any insured depository institution, e.g., savings and loan associations, savings banks, national banks, trust companies, and other banking institutions;

(ii) 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), e.g., subsidiaries and holding companies of banks or savings association;

(iii) any insured credit union under the Federal Credit Union Act, 12 U.S.C. §§ 1781 et seq.,

(iv) any institution chartered under the Farm Credit Act of 1971, 12 U.S.C. §§ 2001 et seq.;

(v) any appropriate Federal financial institutions regulatory agency, within the meaning of 12 U.S.C. § 1818(e)(7)(D);

(vi) the Federal Housing Finance Board and any Federal Home Loan Bank; and

(vii) the Resolution Trust Corporation.

(B) solicit, procure, transfer, attempt to transfer, vote or attempt to vote any proxy, consent or authorization with respect to any voting rights in any Paragraph (7)(A) Institution;

(C) violate any voting agreement previously approved by the "appropriate Federal banking agency" within the meaning of 12 U.S.C. § 1813(q); or

(D) vote for a director, or serve or act as an "institution-affiliated party," as that term is defined at 12 U.S.C. § 1813 (u), e.g., a director, officer, employee, controlling stockholder of, ar agent an insured institution.

2. J. RICHARD COLLIER, shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

3. Due to issuance of this order, J. RICHARD COLLIER is a person "subject to an order in effect under subsection (e)" of FDIA Section 8 for purposes of Section 8 (j) of the FDIA, 12 U.S.C. § 1818(j).

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

5. This Order is and shall become effective on the date it is issued, as shown in the caption hereof. This Order shall remain

in effect until it is terminated, modified or suspended, which may occur only by formal written action of the OTS.

OFFICE OF THRIFT SUPERVISION

By: Jonathan Fiechter
Jonathan Fiechter
Acting Director JF

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION, DEPARTMENT OF THE TREASURY

In the Matter of J. RICHARD COLLIER, a former director of University Savings Association Houston, Texas	)	OTS Order No. DAL-94-37 Date: November 8, 1994

STIPULATION AND CONSENT TO ISSUANCE OF CONSENT ORDER

This Stipulation and Consent to Issuance of Consent Order ("Stipulation"), concerning the accompanying CONSENT ORDER OF PROHIBITION, (the "Order"), is made by J. RICHARD COLLIER, a resident of Houston, Texas, and is accepted by the OFFICE OF THRIFT SUPERVISION ("OTS"), an office within the United States Department of the Treasury, acting by and through its Regional Director for the Northeast Region.

R E C I T A L S

WHEREAS, the OTS, based upon information derived from the exercise of its regulatory responsibilities, has informed J. RICHARD COLLIER, the former Chairman and Member of the Board of Directors of University Savings Association, Houston, Texas, ("University"), that the OTS is of the opinion that the grounds exist to initiate administrative proceedings against J. RICHARD COLLIER for the issuance of an order of prohibition, pursuant to Sections 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12

U.S.C. §§ 1818(e);[1] and

WHEREAS, J. RICHARD COLLIER desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation with the OTS.

NOW, THEREFORE, J. RICHARD COLLIER, for the purposes of this settlement only and without either admitting or denying either that the aforesaid grounds exist or the OTS' factual findings and opinions summarized in the preamble of the Order (except to the extent otherwise specifically provided in this Stipulation), hereby stipulates and agrees as follows:

1. Consideration. J. RICHARD COLLIER, in view of the foregoing premises and for the purposes of this settlement only, hereby voluntarily enters into this Stipulation and consents to issuance of the Order in consideration for OTS forever releasing and discharging him from all potential claims and charges that have been or might have been asserted by the OTS against him based on any and all alleged violations of law or regulation, unsafe or unsound practices, and breaches of fiduciary duty by J. RICHARD COLLIER while a director of University (including any subsidiary service corporation thereof).

2. Jurisdiction.

(a) University, which was placed into federal receivership on May 23, 1989, had been a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act, 12 U.S.C.

---

[1] All references to the United States Code ("U.S.C.") in this Stipulation and the Order are to the U.S.C. as amended, except as otherwise specified.

§ 1462(4), and an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) J. RICHARD COLLIER, due to his service as a director of University until 1989, is and has been an "institution-affiliated party," as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u).

(c) Pursuant to Section 3(q) of the FDIA, 12 U.S.C. § 1813(q), the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association and/or its institution-affiliated parties, and therefore, J. RICHARD COLLIER is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

(d) Due to the operation of Section 8(i)(3) of the FDIA, 12 U.S.C. § 1818(i)(3), the OTS has jurisdiction and authority to take administrative action against J. RICHARD COLLIER, whose resignation from University occurred within six years of the date hereof.

3. <u>Consent</u>. J. RICHARD COLLIER consents to the issuance by the OTS of the Order, and will comply with the terms of the Order. J. RICHARD COLLIER further stipulates that the Order (including the OTS' issuance thereof) complies with all requirements of law.

4. <u>Finality</u>. The Order is issued by the OTS under the authority of Sections 8(e) of the FDIA, 12 U.S.C. §§ 1818(e). Upon its issuance by the OTS, the Order shall be a final order that is effective and fully enforceable by the OTS under provisions of

federal law, including Section 8(i) of the FDIA, 12 U.S.C. § 1818(i).

5. Waivers. J. RICHARD COLLIER, following consultation with his counsel, voluntarily and knowingly waives:

(a) the right to be served with a written notice of the OTS' charges against him (including but not limited to a Notice of Intention to Prohibit and Notice of Charges and Hearing), which notice would be issued and served pursuant to 12 U.S.C. §§ 1818(e) and other applicable law;

(b) the right to an administrative adjudicatory hearing of the OTS' charges against him, which hearing is provided by provisions of Section 8 the FDIA; see 12 U.S.C. §§ 1818(e), and 1818(h)(1); and

(c) the right to seek judicial review of the Order, including (but not limited to) any such right provided by Section 8(h)(2) of the FDIA, 12 U.S.C. § 1818(h)(2), or otherwise to challenge the validity of the Order.

6. Other Government Actions Not Affected; No Discharge.

The OTS' issuance of the Order and J. RICHARD COLLIER consent to such issuance are solely for the purposes of settling and resolving the OTS' administrative claims against J. RICHARD COLLIER, as provided by Paragraph 1 hereof. Such actions do not release, discharge, compromise, settle, dismiss, resolve, or in any way affect or preclude any actions, claims, civil or criminal charges against, or liability of J. RICHARD COLLIER that arise in connection with his former relationship with University Federal (including its affiliates), and that may be or have been brought by the Resolution Trust Corporation ("RTC"), the Department of Justice, or any other government agency or entity other than the OTS.

7. Availability of Criminal Sanctions. J. RICHARD COLLIERS acknowledges that Section 8(j) of the FDIA, 12 U.S.C. § 1818(j), sets forth criminal penalties for knowing violations of the Order, which is an order issued under subsection (e) of FDIA section 8.

8. Miscellaneous.

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

WHEREFORE, on the 8th day of November 1994, J. RICHARD COLLIER executes this Stipulation, intending to be legally bound hereby.

Accepted by:

Office of Thrift Supervision

J. Richard Collier
J. RICHARD COLLIER

By: Jonathan Fiechter
Jonathan Fiechter
Acting Director

Date: November 8, 1994