

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

In the Matter of )  
 )  
PETER M. FISHBEIN, ) OTS AP NO. 92-27  
KAREN E. KATZMAN, )  
LYNN TOBY FISHER, and ) Dated: March 11, 1992  
KAYE, SCHOLER, FIERMAN, )  
HAYS & HANDLER, )  
 )  
Former Outside Counsel )  
of Lincoln Savings and Loan )  
Association, Irvine, )  
California, )  
 )  
Respondents. )  
\_\_\_\_\_ )

ORDER TO CEASE AND DESIST TO  
LYNN TOBY FISHER

Respondent Lynn T. Fisher ("Fisher") has submitted an Offer of Settlement ("Offer") in the above-captioned proceeding. Upon consideration, the Office of Thrift Supervision ("OTS") has determined to accept the Offer.<sup>1</sup>

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<sup>1</sup>In the Offer, without admitting or denying the allegations of the Notice of Charges ("Notice") in this proceeding, Fisher acknowledges service of the Notice; admits the jurisdiction of OTS with respect to the matters set forth in the Notice; waives a hearing, all post-hearing procedures, judicial review of OTS's Order by any court, and any objection to the staff's participating in OTS's consideration of the Offer; and stipulates that the record basis for this proceeding consists of the Notice and the Offer.

Solely on the basis of the consent evidenced by the Offer, and without any adjudication on the merits, OTS HEREBY ORDERS THAT:

1. In the event Fisher is retained to represent an insured depository institution in any proceedings (including, but not limited to, examinations, investigations, or other enforcement proceedings) before a federal banking agency:

- (a) Fisher shall not prepare, deliver or make, or assist in the preparation, delivery or making of, any statement to the federal banking agency which, to Fisher's knowledge, includes any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.
- (b) Fisher shall develop and apply procedures reasonably designed to enable her to determine the accuracy or reliability of any statement made by her to a federal banking agency.
- (c) Fisher shall not knowingly rely upon false and misleading testimony or documents in any written or oral submissions to a federal banking agency.
- (d) Fisher shall not omit to disclose facts related to a matter addressed in any oral or written submission to a federal banking agency by Fisher because Fisher has determined that the facts are not relevant to Fisher's theory of applicable law

and regulations when Fisher knows that the agency may have a different view of the law and regulations.

2. Fisher shall not prepare, or assist in the preparation of, any public disclosure document (including any prospectus, offering circular or other investment solicitation material; annual, quarterly or current report; or proxy or information statement) of an insured depository institution that Fisher knows will be submitted to a federal banking agency (a "Filing"):

(a) Which Fisher knows contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements made in the Filing, in light of the circumstances under which they were made, not misleading; or

(b) Which Fisher knows omits to disclose the following information, if material to the institution making the Filing:

(i) information regarding related party transactions involving the institution making the Filing or any of its parents, subsidiaries or affiliates required in the Filing by Securities and Exchange Commission ("SEC") Regulation S-K, and the pertinent facts concerning the transaction required to be disclosed in the Filing by SEC Regulation S-X, or required in the Filing by the

regulators of the appropriate federal banking agency; and

- (ii) information regarding deficiencies contained in a Report of Examination issued by a federal banking agency with respect to the institution making the Filing or any of its parents, subsidiaries or affiliates.

3. Fisher shall not enter into a loan or investment transaction with an insured depository institution for whom she is performing services; provided, however, that nothing herein shall apply to a normal depository relationship.

4. Fisher shall promptly respond to any requests from OTS for documents that OTS reasonably requires to determine compliance with this Order.

5. For the purpose of this Order, the phrase "insured depository institution" is defined to include savings and loan associations, savings banks, commercial banks, credit unions and any other depository institutions that hold federally insured deposits, non-diversified holding companies of such institutions, and diversified holding companies of such institutions to the extent that the services provided directly relate to a subsidiary federally insured depository institution.

6. This Order and the Offer may be used in any proceeding brought by the OTS to enforce this Order; provided, however, that OTS shall not use the Notice, the Offer, this Order or the relief consented to by virtue of the

offer for any other purpose.

7. This Order shall be effective March 10, 1992.

A copy of this Order shall be served upon Respondant Fisher at the address set forth in the Notice.

/S/

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Timothy Ryan  
Director  
Office of Thrift Supervision