

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

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In the Matter of)	
JANE W. DARDEN,)	Re: ATL-92-83
Director, of)	Dated: October 19, 1992
Charter Federal Savings and)	
Loan Association,)	
West Point, Georgia.)	
_____)	

STIPULATION AND CONSENT TO
ISSUANCE OF ORDER TO CEASE AND DESIST

Jane W. Darden ("Darden"), Director of Charter Federal Savings and Loan Association, West Point, Georgia ("Charter"), hereby submits this Stipulation and Consent to Issuance of Order to Cease and Desist with Restitution ("Consent") to the Office of Thrift Supervision of the United States Department of the Treasury ("OTS") for the purposes of settlement in consideration of OTS's forbearance from initiating administrative proceedings on the matters covered in the accompanying Order to Cease and Desist ("Order").

OTS, on the basis of current information, is of the opinion, as set forth in the Order, that grounds exist to initiate an administrative cease and desist proceeding against Darden pursuant to Section 8(b) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA") (12 U.S.C. § 1818(b) (1988 & Supp. I 1989)). Without admitting or denying that such grounds exist, except those allegations set forth in paragraph 1 below, which are admitted, Darden consents to the entry of the attached Order pursuant to Section 8(b) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(b) (1988 & Supp. I 1989)).

1. Darden admits the jurisdiction of OTS over her and over the subject matter of this action pursuant to Section 8(b) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(b) (1988 & Supp. I 1989)), and admits that she is an "institution-affiliated party" of Charter as that term is defined in Section 3(u) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1813(u) (1988 & Supp. I 1989)).

2. Darden consents to the issuance of the accompanying Order, agrees to comply with its terms upon issuance, and stipulates that the Order complies with all the requirements of law. Darden neither agrees or disagrees with the facts stated in the accompanying Order.

3. Darden while neither admitting nor denying she has violated any laws or regulations or engaged in any unsafe or unsound practices, and wishing to settle this matter with OTS, acknowledges and states that she enters into this Consent willingly and without coercion or promises of any kind from OTS or any officer, attorney, agent or employee thereof.

4. Darden hereby waives her rights to a hearing, all post-hearing proceedings, and the entry of findings of fact and conclusions of law under the Administrative Procedure Act (5 U.S.C. §§ 554-557); Sections 8(b) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(b) (1988 & Supp. I 1989)); and OTS Rules of Practice and Procedure in Adjudicatory Proceedings (12 C.F.R. § 509, et seq. (1991)); or any other applicable provision of law.

5. Darden hereby waives her right to appeal the Order pursuant to Section 8(h) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(h) (1988 & Supp. I 1989)), or any other applicable provision of law.

6. Darden agrees to cooperate with OTS by providing truthful and complete information, in conformity with subpoena or administrative process issued by OTS, concerning matters relating to OTS's investigation of Charter's attempted Voluntary

Supervisory Conversion ("VSC") -- including, but not limited to, cooperation in any subsequent administrative enforcement action concerning Charter's attempted VSC.

7. Darden agrees that this Stipulation and Consent, the Order and the payment by her of any monies or providing any other financial relief as contemplated by the Order, does not compromise, settle, dismiss, resolve, or in any way affect any civil actions, or charges against, or liability of Darden that arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation or any other governmental entity other than OTS. This action resolves enforcement matters involving OTS under 12 U.S.C. § 1818: arising in connection with the OTS's formal investigation of Charter, Resolution No. ENF 90-2, dated November 27, 1990, and all matters known to OTS as of the date of this stipulation.

WHEREFORE, in consideration of the foregoing, Darden executes this Stipulation and Consent to Issuance of Order to Cease and Desist.

Dated: October 6, 1992

By: /S/ Jane W. Darden

NOTARIZATION

STATE OF GEORGIA

COUNTY OF Group

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ss.

Jane W. Darden, being known to me, did subscribe to the foregoing in my presence, this 6 day of October, 1992.

Debra E. Markes (SEAL)
Notary Public

My commission expires: July 22, 1996

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DEPARTMENT OF THE TREASURY

In the Matter of)

JANE W. DARDEN,)

Director, of)

Charter Federal Savings and)
Loan Association,)
West Point, Georgia.)

Re: ATL-92-83

Dated: October 19, 1992

ORDER TO CEASE AND DESIST

WHEREAS, Jane W. Darden ("Darden"), Director of Charter Federal Savings and Loan Association, West Point, Georgia ("Charter"), has engaged in the following conduct:

(1) During the period of at least 1988 through December 1990, Darden was involved in causing Charter to pursue a Voluntary Supervisory Conversion ("VSC").

(2) Had Charter's VSC been approved, various Charter directors and officers ("insiders"), including Darden, stood to benefit immensely from the VSC, as they stood to purchase a large percentage of Charter's stock.

(3) In August 1989, the Federal Home Loan Bank Board ("FHLBB") denied Charter's VSC, as it found, among other things, that the VSC was not in the best interests of Charter, Charter's members, or the deposit insurance fund. In October 1990, the FHLBB's denial of the VSC was upheld by the U.S. Court of Appeals for the 11th Circuit.

(4) During the period of at least 1988 through December 1990, Charter incurred at least \$835,000 in conversion related expenses.

(5) Despite the fact that Charter's insiders, including Darden, stood to benefit immensely from the VSC, they paid none of the expenses incurred by Charter in pursuit of the conversion.

WHEREAS, the Office of Thrift Supervision ("OTS") is of the opinion that as a result of the aforementioned actions, Darden has violated laws and regulations, or engaged in unsafe or unsound practices, and that in connection with such violations or practices was unjustly enriched, or such violations or practices involved a reckless disregard for the law or any applicable regulation or prior order of OTS; and

WHEREAS, Darden has executed a Stipulation and Consent to the Issuance of Order to Cease and Desist with Restitution, which is

incorporated herein by reference ("Stipulation") and is accepted and approved by the OTS, acting through its Southeast Regional Director; and

WHEREAS, Darden in the Stipulation has consented and agreed to the issuance of this Order to Cease and Desist with Restitution ("Order") pursuant to Section 8(b) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA") (12 U.S.C. § 1818(b)).

NOW THEREFORE, IT IS ORDERED that Darden, as an officer or director of a Federally insured depository institution, shall not:

(1) Vote or participate in any matter or transaction in which Darden has a personal interest or may experience a direct or indirect benefit, except that:

(a) when a matter or transaction requires board approval and other members of the board also have personal interests or may experience direct or indirect benefits, such that there is no quorum without Darden's participation, then, with the approval of the Regional Director of OTS (or if the institution is not regulated by OTS, then, with the approval of a similarly situated senior official of the appropriate

Federal banking agency), Darden may vote or participate in the matter or transaction, provided she fulfills her fiduciary obligations to act in the best interests of the institution; and

(b) Any authority that Darden has, under applicable banking law, as a director of a Federally insured depository institution, to vote on the amount of directors' fees, is not intended to be limited by this paragraph.

(2) In connection with any matter or transaction subject to subparagraph (1), fail to make full disclosure of the existence of Darden's interest and its nature and extent, and of the facts known to Darden as to the matter or transaction under consideration.

IT IS FURTHER ORDERED that Darden shall take affirmative action to correct the conditions resulting from Charter's pursuit of the VSC by making restitution for her pro rata share of certain conversion related expenses. Within thirty (30) days of the entry of this Order, Darden shall pay the amount of \$25,919 as payment of the aforementioned restitution. Payment of the \$25,919 figure shall be made accordingly:

