

UNITED STATES OF AMERICA
BEFORE THE
OFFICE OF THRIFT SUPERVISION

In the Matter of)
Herbert A. Middendorff)
Former Chairman of the Board)
and Chief Executive Officer)
Suburban Federal Savings Bank)
Cincinnati, Ohio)

Resolution No. CIN 91- 19
Dated: June 24, 1991

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER OF PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its Deputy Regional Director for the Cincinnati District Office, and Herbert A. Middendorff, former chairman of the board and chief executive officer of Suburban Federal Savings Bank ("Suburban") Cincinnati, Ohio, hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against Herbert A. Middendorff pursuant to § 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. § 1818(e) (West 1989). Herbert A. Middendorff desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, while neither admitting nor denying that such grounds exist, hereby stipulates and agrees to the following terms in consideration of the forbearance of OTS from initiating such administrative prohibition litigation against him.

2. Jurisdiction

(a) Suburban is a "savings association" and an "insured depository institution" as defined by § 3 of the FDIA and § 2 of the Home Owners' Loan Act, 12 U.S.C.A. §§ 1813 and 1462 (West 1989 and Supp. 1990).

(b) Herbert A. Middendorff as former chairman of the board and chief executive officer of Suburban, is an "institution-affiliated party" as defined by § 3(u) of the FDIA, 12 U.S.C.A. § 1813(u) (West 1989).

(c) Pursuant to Section 3 of the FDIA, 12 U.S.C.A. § 1813(q) (West 1989), the OTS is the "appropriate Federal banking agency" to maintain enforcement proceedings against such a savings association or its institution-affiliated parties. Therefore, Herbert A. Middendorff is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to §§ 8(e) and 8(b)(8) of the FDIA, 12 U.S.C.A. § 1818(e) and (b)(8) (West 1989).

3. Consent. Herbert A. Middendorff consents to the issuance by the OTS of the accompanying Order of Prohibition ("Order"). He further agrees to comply with its terms upon issuance and stipulates that the order complies with all requirements of law.

4. Finality. The Order is issued under §§ 8(e) and 8(b)(8) of the FDIA, 12 U.S.C.A. §§ 1818(e) and (b)(8) (West 1989). Upon its issuance by the Deputy Regional Director for the Cincinnati District, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of § 8(i) of the FDIA, 12 U.S.C.A. § 1818(i) (West 1989).

UNITED STATES OF AMERICA
BEFORE THE
OFFICE OF THRIFT SUPERVISION

In the Matter of)
Herbert A. Middendorff)
Former Chairman of the Board)
and Chief Executive Officer)
Suburban Federal Savings Bank)
Cincinnati, Ohio)

Resolution No. CIN 91- 19
Dated: June 24, 1991

ORDER OF PROHIBITION

WHEREAS, Herbert A. Middendorff has executed a Stipulation and Consent to Issuance of Order of Prohibition ("Stipulation"), which is accepted and approved by the Office of Thrift Supervision ("OTS") acting through its Deputy Regional Director for the Cincinnati District Office; and

WHEREAS, Herbert A. Middendorff in the Stipulation has consented and agreed to the issuance of this Order of Prohibition ("Order") pursuant to §§ 8(e) and 8(b)(8) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. §§ 1818(e) and (b)(8) (West 1989).

NOW THEREFORE, IT IS ORDERED that:

1. Herbert A. Middendorff is prohibited from further participation, in any manner, in the conduct of the affairs of Suburban Federal Savings Bank, Cincinnati, Ohio, and its service corporation(s).
2. Without the prior written approval of the Deputy Regional Director for the Cincinnati District Office of OTS, and, if appropriate, another Federal financial institutions regulatory agency, Herbert A. Middendorff

