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UNITED STATES OF AMERICA
BEFORE THE
OFFICE OF THRIFT SUPERVISION

)
In the Matter of)
)
John F. Coleman)
Director of American Savings Bank))
Livingston, Tennessee)
_____))

Re: Resolution No. CIN90-2A

Dated: 5-31-90

STIPULATION AND CONSENT TO ISSUANCE OF ORDER
TO CEASE AND DESIST

The Office of Thrift Supervision ("OTS"), by and through its District Director for Cincinnati District Office, and John F. Coleman, Director of American Savings Bank, Livingston, Tennessee, 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 cease and desist proceeding against Coleman 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") (to be codified at 12 U.S.C. § 1818(b)). Coleman desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms in

consideration of the forbearance by the OTS from initiating such administrative cease and desist litigation against Coleman with respect to the matters covered in the accompanying Order to Cease and Desist ("Order").

2. Jurisdiction.

(a) Coleman is an institution-affiliated individual within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933, as amended by FIRREA.

(b) Pursuant to Section 3 of the FDIA, as amended by FIRREA, the Director of OTS is the "appropriate Federal banking agency" to maintain enforcement proceedings against such an individual. Therefore, Coleman is subject to the authority of the OTS to initiate and maintain a cease and desist proceeding against him pursuant to Section 8(b) of the FDIA, as amended by FIRREA.

3. Consent. Coleman consents to the issuance by the OTS of the Order. He further agrees to comply with its terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued under Section 8(b) of the FDIA, as amended by FIRREA. Upon its issuance by the Cincinnati District Office, OTS, it shall be a final Order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA.

5. Waivers. Coleman waives his right to a notice of intention to prohibit and the administrative hearing provided by Section 8(b) of the FDIA, as amended by FIRREA, and further waives his right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, as amended by FIRREA or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the OTS, by and through its District Director, and Coleman, execute this Stipulation and Consent to Issuance of Order to Cease and Desist.

OFFICE OF THRIFT SUPERVISION

By: 15/
Lawrence B. Muldoon
District Director
Cincinnati District of the
Office of Thrift Supervision

15/
John F. Coleman

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

_____)
In the Matter of)
)
John F. Coleman) Re: Resolution No. CIN 90-2
)
Director of American Savings Bank)
Livingston, Tennessee) Dated: 5-31-90
_____)

ORDER TO CEASE AND DESIST

WHEREAS, John F. Coleman, ("Coleman") has executed a Stipulation and Consent to Issuance of Order to Cease and Desist, which is incorporated herein by reference ("Stipulation") and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting through its District Director for the Cincinnati District Office; and

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

NOW THEREFORE, IT IS ORDERED that Coleman shall cease and desist from any violation of, or the aiding and abetting of any violation of the Change in Bank Control Act, 12 U.S.C. § 1817 (1978) ("Control Act") and the Acquisition of the Control Regulations, 12 C.F.R. § 574.1 et seq (1985) ("Control Regulations").

IT IS FURTHER ORDERED that Coleman, no later than June 30, 1990, shall divest himself of the ownership, control, interest and benefit of a portion of his stock in American Savings Bank, Livingston, Tennessee ("American"), such that after the divestiture, he holds less than ten percent (10%) of the total amount of outstanding stock in American. Between the date of this order and his divestiture, Coleman shall not vote, nor exercise control over his portion of the American stock exceeding ten percent (10%) of the outstanding stock, except to transfer it or as is otherwise necessary to effect the divestiture.

THE OFFICE OF THRIFT SUPERVISION

BY: 151

Lawrence B. Muldoon
District Director
Cincinnati District of the
Office of Thrift Supervision