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UNITED STATES OF AMERICA
BEFORE THE
OFFICE OF THRIFT SUPERVISION

In the Matter of)
Louis A. Mitchell)
The President and Chairman of)
County Savings Bank)
Newark, Ohio)

Re: Enforcement Review Committee
Resolution No. ERC 90-44

May 31, 1990

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER OF REMOVAL AND PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its Enforcement Review Committee ("ERC"), and Louis A. Mitchell, the president and chairman of County Savings Bank, Newark, Ohio ("County"), 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 removal and prohibition proceeding against Louis A. Mitchell pursuant to Section 8(e) 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(e)). Louis A. Mitchell desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, while 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) County is a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933, as

amended by FIRREA. Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1813(c)).

(b) Louis A. Mitchell, as the president and chairman of County, is an "institution-affiliated party" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1813(c)).

(c) Pursuant to Section 3 of the FDIA as amended by FIRREA, the OTS is the "appropriate Federal banking agency" to maintain enforcement proceedings against such a savings association or its institution-affiliated parties. Therefore, Louis A. Mitchell is subject to the authority of the OTS to initiate and maintain a removal and prohibition proceeding against him pursuant to Section 8(e) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1818(e)).

3. Consent. Louis A. Mitchell consents to the issuance by the OTS of the accompanying Order of Removal and Prohibition ("Order"). He further agrees to comply with its terms upon issuance and stipulates that the order complies with all requirements of law. As further consideration for Mitchell's consent, OTS will refrain from seeking civil money penalties for violations surrounding this removal.

4. Finality. The Order is issued under Section 8(e) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1818(e)). Upon its issuance by the

ERC, 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 (to be codified at 12 U.S.C. §1818(i)).

5. Waivers. Louis A. Mitchell waives his right to a notice of intention to remove and prohibit and the administrative hearing provided by Section 8(e) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1818(e)), 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 (to be codified at 12 U.S.C. §1818(h)) or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the ERC, on behalf of the OTS, and Louis A. Mitchell execute this Stipulation and Consent to Issuance of Removal and Prohibition.

OFFICE OF THRIFT SUPERVISION

By:

RS/
Rosemary Stewart
Secretary, Enforcement Review
Committee and
Director of Enforcement

LS/
Louis A. Mitchell

UNITED STATES OF AMERICA
BEFORE THE
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In the matter of)
Louis A. Mitchell,)
The President and)
Chairman of County)
Savings Bank)
Newark, Ohio)

Re: Enforcement Review Committee
Resolution No. ERC 90- 44

May 31, 1990

ORDER OF REMOVAL AND PROHIBITION

WHEREAS, Louis A. Mitchell has executed a Stipulation and Consent to Issuance of Order of Removal and Prohibition ("Stipulation"), which is accepted and approved by the Office of Thrift Supervision ("OTS") acting through its Enforcement Review Committee; and

WHEREAS, Louis A. Mitchell, in the Stipulation has consented and agreed to the issuance of this Order of Removal and Prohibition ("Order") pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"), Pub. L. No. 101-73, 103 Stat. 183;

NOW THEREFORE, IT IS ORDERED that:

1. Louis A. Mitchell is removed from office and is prohibited from further participation, in any manner, in the conduct of the affairs of County Savings Bank, Newark, Ohio ("County"), its holding company(ies), or service corporation(s). However, removal from First Financial Group ("FFG"), the holding company of County, does not

prohibit the payment of a consulting fee by the holding company to Louis A. Mitchell of up to \$10,000 per month through the end of 1990. County shall in no way be responsible for said fee.

2. Without the prior written approval of the OTS (and, if appropriate, another Federal financial institution's regulatory agency), Louis A. Mitchell may not hold any office in, or participate in any manner in the conduct of the affairs of any institution(s) or other entity as set forth in Section 8(e)(7)(A) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. Section 1818(7)(A)). The conduct prohibited by this Order includes, inter alia, the solicitation, transfer, or exercise or any voting with respect to any securities issued by any insured depository institution. This section is intended to allow Mitchell to receive shares of other financial institutions as a consequence of selling FFG and County stock, so long as the shares do not exceed 10% or more of the outstanding shares.

3. Without the prior written approval of the OTS, Louis A. Mitchell may not dispose of any securities of any holding company(ies) which control any insured depository institution.

4. The Stipulation and consent executed on this 27th day of April, 1990, is made a part hereof and is incorporated herein by this reference.

5. This Order is subject to the provisions of Section 8(j) of the FDIA, as amended by FIRREA (to be codified at Section 1818(j)), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

By: 15/
Rosemary Stewart
Secretary, Enforcement
Review Committee and
Director of Enforcement