

95027

UNITED STATES OF AMERICA  
BEFORE THE  
OFFICE OF THRIFT SUPERVISION

In the Matter of )  
L. Eugene Duff )  
A Former Director of )  
The Citizens Loan and )  
Building Company )  
Lima, Ohio )

Resolution No. CIN 90-12  
Dated

STIPULATION AND CONSENT TO ISSUANCE  
OF ORDER OF PROHIBITION

The Office of Thrift Supervision ("OTS"), District Director for the Cincinnati District Office, and L. Eugene Duff, a former director of The Citizens Loan and Building Company, Lima, Ohio ("Citizens"), hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist, including violations of the Change in Savings and Loan Control Act, formerly 12 U.S.C. 1730(a) and the Control Regulations, 12 C.F.R. Part 574(1989), to initiate an administrative prohibition proceeding against L. Eugene Duff 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)). L. Eugene Duff 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 or from initiating any other proceeding against him based upon the allegations giving rise to this Stipulation and Consent other than a proceeding to enforce the accompanying Order of Prohibition ("Order").

2. Jurisdiction.

(a) Citizens 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) L. Eugene Duff, as former director of Citizens, 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, L. Eugene Duff is subject to the authority of the OTS to initiate and maintain a 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. L. Eugene Duff 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 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 District Director, 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. L. Eugene Duff waives his right to a notice of intention to 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 District Director for the Cincinnati District Office, on behalf of the OTS, and L. Eugene Duff execute this Stipulation and Consent to Issuance of Prohibition.

OFFICE OF THRIFT SUPERVISION

By.

LSL  
Lawrence B. Muldoon  
District Director  
Cincinnati District Office

LSL  
L. Eugene Duff

UNITED STATES OF AMERICA  
BEFORE THE  
OFFICE OF THRIFT SUPERVISION

In the Matter of )  
 )  
L. Eugene Duff, )  
 )  
A Former Director of )  
The Citizens Loan and )  
Building Company )  
Lima, Ohio )

Resolution No. CIN 90-12  
Dated 9/12/90

ORDER OF PROHIBITION

WHEREAS, L. Eugene Duff 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 District Director for the Cincinnati District Office; and

WHEREAS, L. Eugene Duff, in the Stipulation has consented and agreed to the issuance of this Order of 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. L. Eugene Duff is prohibited from further participation, in any manner, in the conduct of the affairs of The Citizens Building and Loan Company, Lima, Ohio ("Citizens"), its holding company(ies), or service corporation(s).

2. Without the prior written approval of the OTS (and, if appropriate, another Federal financial institutions regulatory agency), L. Eugene Duff 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. §1818(7)(A)). Pursuant to Section 8(e)(6) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. §1818(e)(6)), conduct prohibited by this Order includes, inter alia, the solicitation, transfer, or exercise of any voting rights with respect to any securities issued by any insured depository institution, provided however that this Order shall not prohibit: (i) the transfer by L. Eugene Duff of all or part of his ownership interest in securities issued by Citizens, including the transfer of the voting rights with respect thereto; or (ii) the purchase, ownership or sale by L. Eugene Duff, for the purpose of investment and not to change or influence the control of any insured depository institution, of up to 0.5 percent of the outstanding shares of any class of security issued by an insured depository institution and publicly traded on any national securities exchange, NASDAQ or in the over the counter market.

3. The Stipulation is made a part hereof and is incorporated herein by this reference.

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

THE OFFICE OF THRIFT SUPERVISION

By

LSI  
Lawrence B. Muldoon  
District Director  
Cincinnati District Office