

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

_____)	
In the Matter of)	Order No.: DC 11-057
)	
)	
PAUL R. ALLEN)	Effective Date: May 26, 2011
)	
Former Chief Executive Officer and)	
Institution-Affiliated Party of)	
)	
Taylor Bean & Whitaker Mortgage Corp.)	
Ocala, Florida)	
OTS Docket No. H4498)	
_____)	

ORDER OF PROHIBITION

WHEREAS, Paul R. Allen (Allen) has executed a Stipulation and Consent to the Issuance of an Order of Prohibition (Stipulation); and

WHEREAS, Allen, by executing the Stipulation, has consented and agreed to the issuance of this Order of Prohibition (Order) by the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1818(e); and

WHEREAS, pursuant to delegated authority, the OTS Deputy Director of Examinations, Supervision and Consumer Protection (Deputy Director), is authorized to issue Orders of Prohibition where the individual has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

Prohibition.

1. Allen, except upon the prior written consent of the OTS (acting through its Director or an authorized representative thereof) and any other “appropriate Federal financial institutions regulatory agency,” for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

- (a) hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), including, but not limited to:
 - (i) any insured depository institution as defined in 12 U.S.C. § 1813(c);
 - (ii) any institution treated as an insured depository institution under 12 U.S.C. §§ 1818(b)(3) and 1818(b)(4) and any subsidiary thereof, or treated as a savings and loan holding company under 12 U.S.C. § 1818(b)(9) and any subsidiary thereof;
 - (iii) any insured credit union under the Federal Credit Union Act (12 U.S.C. §§ 1751 et seq.);
 - (iv) any institution chartered under the Farm Credit Act of 1971 (12 U.S.C. §§ 2001 et seq.);
 - (v) any appropriate Federal depository institution regulatory agency, within the meaning of 12 U.S.C. § 1818(e)(7)(D); and
 - (vi) the Federal Housing Finance Agency and any Federal Home Loan Bank;
- (b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in 12 U.S.C. § 1818(e)(7)(A);

- (c) violate any voting agreement previously approved by the “appropriate Federal banking agency” within the meaning of 12 U.S.C. § 1813(q); or
- (d) vote for a director, or serve or act as an “institution-affiliated party,” as that term is defined at 12 U.S.C. § 1813(u), for an insured depository institution.

Effective Date, Incorporation of Stipulation.

2. This Order is effective on the Effective Date as shown on the first page. The Stipulation is made a part hereof and is incorporated herein by this reference.

Duration.

3. This Order shall remain in effect until terminated, modified, or suspended, by written notice of such action by the OTS, acting by and through its authorized representatives.

Compliance.

4. Allen shall promptly respond to any request from the OTS for documents to demonstrate compliance with this Order.

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

By: _____/s/ _____

Thomas A. Barnes
Deputy Director, Examinations, Supervision and
Consumer Protection

Date: See Effective Date on page 1

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STIPULATION AND CONSENT TO THE ISSUANCE OF AN
ORDER OF PROHIBITION

WHEREAS, the Office of Thrift Supervision (OTS), acting by and through its Deputy Director of Examinations, Supervision and Consumer Protection (Deputy Director), and based upon information derived from the exercise of its regulatory and supervisory responsibilities, has informed **Paul R. Allen** (Allen), the former Chief Executive Officer (CEO) of Taylor Bean Whitaker Mortgage Corp., Ocala, Florida, OTS Docket No. H4498 (Holding Company), that grounds exist to initiate an administrative prohibition proceeding against him pursuant to 12 U.S.C. § 1818(e); and

WHEREAS, the Deputy Director, pursuant to delegated authority, is authorized to issue Orders of Prohibition where the individual has consented to the issuance of an order; and

WHEREAS, Allen desires to cooperate with the OTS and to avoid the time and expense of such administrative prohibition proceeding by entering into this Stipulation and Consent to the Issuance of an Order of Prohibition (Stipulation) and, without admitting or denying that such grounds exist, or the Findings of Fact or opinions and conclusions of the OTS, but only admitting the statements and conclusions in Paragraphs 1 - 4 below concerning Jurisdiction, hereby stipulates and agrees to the following:

Jurisdiction.

1. The Holding Company was a “savings and loan holding company” within the meaning of 12 U.S.C. § 1813(w)(3) and 12 U.S.C. § 1467a. Accordingly, the Holding Company was a “depository institution holding company” as that term is defined in 12 U.S.C. § 1813(w)(1).
2. Pursuant to 12 U.S.C. § 1818(b)(9), the “appropriate Federal banking agency” may initiate administrative prohibition proceedings against institution-affiliated parties of a savings and loan holding company in the same manner and to the same extent as against institution-affiliated parties of a savings association
3. Allen is the former CEO of the Holding Company and is an “institution-affiliated party” as defined in 12 U.S.C. § 1813(u) and served in such capacity within six (6) years of the Effective Date as shown on the first page (see 12 U.S.C. § 1818(i)(3)).
4. Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an administrative prohibition proceeding against institution-affiliated parties of the Holding Company. Therefore, Allen is subject to the

jurisdiction of the OTS to initiate and maintain an administrative prohibition proceeding against him pursuant to 12 U.S.C. § 1818(e).

OTS Findings of Fact.

5. Allen had been employed as the former CEO of the Holding Company at all times pertinent to the events described herein. The OTS finds that Allen pled guilty to one count of conspiracy to commit bank, wire and securities fraud, 18 U.S.C. §§ 371, 1343, 1344 and 1348, and one count of false statements, 18 U.S.C. § 1001, in United States v. Paul Allen, Court Docket Number 1:11-CR-165-LMB, United States District Court for the Eastern District of Virginia.

6. The OTS also finds that Allen admitted that, from 2005 through August 2009, he and his co-conspirators had engaged in a scheme to defraud various entities and individuals, including the Troubled Asset Relief Program (TARP), the goal of which was to obtain funding for the Holding Company to assist it in covering operating expenses that it was unable to meet and to misappropriate funds from banks that loaned the Holding Company funds for its mortgage operations; the scheme ultimately allowed the Holding Company to misappropriate over one billion dollars (\$1,000,000,000).

7. Accordingly:

(a) Allen has, directly or indirectly, violated (as defined in 12 U.S.C. § 1813(v)) a law or regulation, and/or a final cease-and-desist order, and/or a condition imposed in writing by a Federal banking agency in connection with the grant of an application or other request by the Holding Company, and/or any written agreement between the Holding

Company and the OTS; and/or engaged or participated in any unsafe or unsound practices in connection with the Holding Company; and/or committed or engaged in any act, omission, or practice which constitutes a breach of his fiduciary duty;

(b) and, by reason of such violation, practice, or breach by Allen, the Holding Company has suffered or will probably suffer financial loss or other damage; and/or the interests of depositors have been or could be prejudiced; and/or Allen has received financial gain or other benefit by reason of such violation, practice, or breach;

(c) and, such violation, unsafe or unsound practice, or breach by Allen: involves personal dishonesty on the part of Allen; and/or demonstrates willful or continuing disregard by Allen for the safety or soundness of the Holding Company.

Consent.

8. Allen consents to the issuance by the OTS of the accompanying Order of Prohibition (Order). Allen further agrees to comply with the terms of the Order upon the Effective Date of the Order and stipulates that the Order complies with all requirements of law.

Finality.

9. The Order is issued by the OTS under 12 U.S.C. § 1818(e). Upon the Effective Date it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

Waivers.

10. Allen waives the following:

- (a) the right to be served with a written notice of the OTS's charges against his as provided by 12 U.S.C. § 1818(e) and 12 C.F.R. Part 509;
- (b) the right to an administrative hearing of the OTS's charges against his as provided by 12 U.S.C. § 1818(e) and 12 C.F.R. Part 509;
- (c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order; and
- (d) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs or expenses related to this the OTS enforcement matter and/or the Order, whether arising under common law, federal statutes or otherwise.

OTS Authority Not Affected.

11. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar, or otherwise prevent the OTS from taking any other action affecting Allen if, at any time, the OTS deems it appropriate to do so to fulfill the responsibilities placed upon the OTS by law.

Other Governmental Actions Not Affected.

12. Allen acknowledges and agrees that his consent to the issuance of the Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 11 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Allen that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental entity other than the OTS.

Acknowledgment of Criminal Sanctions.

13. Allen acknowledges that the Stipulation and Order are subject to the provisions of 12 U.S.C. § 1818(j), which includes potential imprisonment of not more than five (5) years and/or a fine of not more than \$1,000,000 for his knowing participation, directly or indirectly, in any manner, in the conduct of the affairs of an institution as set forth in the Order.

Miscellaneous.

14. The laws of the United States of America shall govern the construction and validity of this Stipulation and the Order.

15. If any provision of this Stipulation and/or the Order is ruled to be invalid, illegal, or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Deputy Director in his or her sole discretion determines otherwise.

16. All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns.

17. The section and paragraph headings in this Stipulation and the Order are for convenience only and shall not affect the interpretation of this Stipulation or the Order.

18. The terms of this Stipulation and the Order represent the final agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters.

19. This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Deputy Director, or other authorized representative.

WHEREFORE, Allen executes this Stipulation.

Accepted by:

PAUL R. ALLEN

OFFICE OF THRIFT SUPERVISION

By: _____ /s/
Paul R. Allen

By: _____ /s/
Thomas A. Barnes
Deputy Director, Examinations, Supervision and
Consumer Protection

Date: See Effective Date on page 1