UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of: **Angela R. Austin-Jackson,** **Former Employee and Institution-Affiliated Party of:** **Heartland Bank** **St. Louis, Missouri**	))))))))))	**OTS Order No.** MWR-00-11 **Dated:** August 21, 2000

STIPULATION AND CONSENT TO ENTRY OF AN ORDER OF PROHIBITION

WHEREAS, the Office of **Thrift** Supervision **("OTS"),** based upon information derived **from** the exercise of its regulatory responsibilities, has informed **Angela R Austin-Jackson ("AUSTIN-JACKSON"),** former employee and institution-affiliated party of **Heartland Bank, St. Louis, Missouri,** OTS No. 2165 **("Heartland Bank"** or the "Institution") that the OTS is of the opinion that grounds exist to initiate an administrative prohibition proceedings against **AUSTIN-JACKSON** pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e).[1]

WHEREAS, AUSTIN-JACKSON desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, but admitting the statements and conclusions in Paragraph 1 below, hereby

[1] All references in this Stipulation and Consent and in the Order of Prohibition are to the U.S.C. as amended.

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stipulates and agrees to the following terms:

1. Jurisdiction.

(a) Heartland Bank, at all times relevant hereto, was a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1462(4). Accordingly, **Heartland Bank was an** "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) AUSTIN-JACKSON, as a former employee of **Heartland Bank,** is deemed to be an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), having served in such capacity within six (6) years of the date hereof (see 12 U.S.C. § 1818(i)(3)).

(c) Pursuant to Section 3(q) of the FDIA, 12 U.S.C. § 1813(q), the OTS is the "appropriate Federal banking agency" with jurisdiction to maintain an enforcement proceeding against institution-affiliated parties. Therefore, **AUSTIN-JACKSON** is subject to the authority of the OTS to initiate and maintain prohibition proceedings against her pursuant to Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

2. **OTS Findings of Fact.**

The OTS finds that during the period from on or about December 15, 1998, to on or about December 3, 1999, **AUSTIN-JACKSON,** without authorization, misapplied **$19,844.57** of the funds of **Heartland Bank** to her own use. As a result of her actions, **AUSTIN-JACKSON** (1) engaged in a violation of the law or breached her fiduciary duty of honesty to **Heartland Bank;** and (2) **Heartland Bank** suffered a financial loss or she received a financial benefit or other gain; and (3) the violation of law or breach of fiduciary duty demonstrates willful and/or continuing disregard by **AUSTIN-JACKSON** for the safety and soundness of **Heartland Bank.**

3. Consent.

AUSTIN-JACKSON consents to the issuance by the OTS of the accompanying Order of

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Prohibition ("Order"). She 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 by the OTS under the authority of Section 8(e) of the FDIA, 12 U.S.C. § 18 18(e). Upon its issuance by the Regional Director or designee for the Midwest Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, 12 U.S.C. § 1818(i).

5. **Waivers.**

AUSTIN-JACKSON waives the following:

(a) the right to be served with a written notice of the OTS's charges against her (referred to as a Notice of Intention to Prohibit) (see Section 8(e) of the FDIA);

(b) the right to an administrative hearing of the OTS's charges against her (see Section 8(e) of the FDIA); and

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by Section 8(h) of the FDIA, 12 U.S.C. § 18 18(h), or otherwise to challenge the validity of the Order.

6. **Indemnification.**

AUSTIN-JACKSON shall neither cause nor permit **Heartland Bank** (or any successor institution, holding company, subsidiary, or service corporation thereof) to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Order of Prohibition. Nor shall **AUSTIN-JACKSON** obtain any indemnification (or other reimbursement) from the Institution (or any successor institution, holding company, subsidiary, or service corporation thereof) with respect to such amounts. **Any** such payments received by or on behalf of **AUSTIN-JACKSON** in connection with this action shall be returned to **Heartland Bank** (or the successor institution, holding company, subsidiary, or service corporation thereof).

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7. Other Government Actions Not Affected.

(a) AUSTIN-JACKSON acknowledges and agrees that the consent to the entry of the Order is for the purpose of resolving this prohibition action only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of AUSTIN-JACKSON that arise pursuant to this action or otherwise, and that may be or have been brought by any other government entity other than the OTS.

(h) By signing this Stipulation and Consent to Entry of an Order of Prohibition, **AUSTIN-JACKSON** agrees that she will not assert this proceeding, her consent to the entry of the Order, and/or the entry of the Order, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other Federal or state governmental entity.

8. **Acknowledgment of Criminal Sanctions.**

AUSTIN-JACKSON acknowledges that Section 8(j) of the FDIA, 12 U.S.C. §1818(j), sets forth criminal penalties for knowing violations of the Order.

9. **Agreement for Continuing Cooperation.**

AUSTIN-JACKSON agrees that, at the OTS's request, on reasonable notice and without service of a subpoena, she will provide whatever discovery and testify truthfully at any deposition and at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by the OTS relating to **Heartland Bank,** its holding companies, its subsidiaries, and its institution-affiliated parties, except that **AUSTIN-JACKSON** does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If AUSTIN-JACKSON invokes a privilege against self-incrimination under the Fifth Amendment of the United States Constitution with respect to any matter about which the OTS inquires or the production of any document requested by the OTS and the OTS obtains a grant of immunity pursuant to 18 U.S.C. $6001 et seq., AUSTIN-JACKSON agrees, consistent with any such grant of immunity, to provide discovery and testify truthfully at any deposition

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and at any judicial, administrative, or investigative proceeding on the matter for which immunity is given.

WHEREFORE, AUSTIN-JACKSON executes this Stipulation and Consent to Entry of an Order of Prohibition, intending to be legally bound hereby.

By:

/s/

Dated: 8-3-00

Accepted by:
Office of Thrift Supervision

/s/

Frederick R. Casteel
Midwest Regional Director

Dated: 8-21-00

* * * * *

ACKNOWLEDGMENT

State of ____________________

County of ____________________

On this 3 day of August, 2000, before me, the undersigned notary public, personally appeared Angela ~~R.~~ Austin-Jackson and acknowledged her execution of the foregoing Stipulation and Consent to Entry of an Order of Prohibition.

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Notary Public

My Commission expires:

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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of:	)	
	)	
Angela R Austin-Jackson,	)	**OTS Order No.** MWR-00- 11
	)	
Former Employee and Institution-Affiliated Party of:	)	**Dated:** August 21, 2000
	)	
Heartland Bank St. Louis, Missouri	)	

ORDER OF PROHIBITION

WHEREAS, Angela R Austin-Jackson ("AUSTIN-JACKSON") has executed a Stipulation and Consent to Entry of an Order of Prohibition ("Stipulation"); and

WHEREAS, AUSTIN-JACKSON, by her execution of the Stipulation, has consented and agreed to the issuance of this Order of Prohibition ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. §1818(e).

NOW THEREFORE, IT IS ORDERED that:

1. AUSTIN-JACKSON is prohibited from further participation, in any manner, in the conduct of the affairs of **Heartland Bank, St. Louis, Missouri,** and any successor institution,

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holding company, subsidiary, and/or service corporation thereof.

2. AUSTIN-JACKSON is and shall be subject to the statutory prohibitions provided by Section 8(e) of the FDIA, 12 U.S.C. § 18 18(e). Due to and without limitation on the operation of Sections 8(e)(6) and 8(e)(7) of the FDIA, 12 U.S.C. §§ 18 18(e)(6) and 18 18(e)(7), **AUSTIN-JACKSON,** 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 Section **8(e)(7)(B)(ii)** of the FDIA, 12 U.S.C. § 18 **18(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 any agency specified in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 18 18(e)(7)(A) ("Covered Institution"), including:

(i) any insured depository institution, **e.g.,** savings and loan associations, savings banks, national banks, state banks, trust companies, and other banking institutions;

(ii) any institution treated as an insured bank under Sections 8(b)(3) and 8(b)(4) of the FDIA, 12 U.S.C. §§ 18 18(b)(3) and 18 18(b)(4), or as a savings association under Section 8(b)(9) of the FDIA, 12 U.S.C. § 18 18(b)(9), **e.g.,** subsidiaries and holding companies of banks or savings associations;

(iii) any insured credit union under the Federal Credit Union Act, 12 U.S.C. §§ 1781 **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)(A)(v);** and

(vi) the Federal Housing Finance Board 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 Covered Institution;

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(C) violate any voting agreement previously approved by the "appropriate Federal banking agency" within the meaning of Section 3(q) of the FDIA, 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 Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), **e.g.,** a director, officer, employee, controlling stockholder of, or agent for, an insured depository institution.

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, 12 U.S.C. § 18 1 **8(j),** and shall become effective on the date it is issued.

5. **AUSTIN-JACKSON** shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

6. The terms and provisions of this Order shall be binding upon, and inure to the benefit of the parties hereto and their successors in interest.

THE OFFICE OF THRIFT SUPERVISION

By:

/s/

Frederick R. Casteel
Midwest Regional Director