

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

	)	
In the Matter of	)	Order No.: DC-10-045
	)	
	)	
JEAN ZOELLNER	)	Effective Date: December 13, 2010
	)	
Treasurer and	)	
Institution-Affiliated Party of	)	
	)	
TCB Financial, Inc.	)	
OTS Docket No. 4353	)	
Tomahawk, Wisconsin	)	
	)	
TCB Mutual Holding Company	)	
OTS Docket No. 4355	)	
Tomahawk, Wisconsin	)	
Assessment of a Civil Money Penalty	)	
	)	

ORDER OF ASSESSMENT OF A CIVIL MONEY PENALTY

WHEREAS, Jean Zoellner (Respondent) has executed a Stipulation and Consent to the Issuance of an Order of Assessment of a Civil Money Penalty (Stipulation); and

WHEREAS, Respondent, by executing the Stipulation, has consented and agreed to the issuance of this Order of Assessment of Civil Money Penalty (Order) by the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1818(i); and

WHEREAS, pursuant to delegated authority, the OTS Deputy Director is authorized to issue Orders of Assessment of a Civil Money Penalty where an institution-affiliated party has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

Payment of Civil Money Penalty.

1. Effective immediately, Respondent is ordered to pay the sum of One Thousand Dollars (\$1,000.00) by tendering a certified check or bank draft made payable to the order of the Treasury of the United States.

Indemnification Prohibited.

2. Respondent shall pay such civil money penalty himself and is prohibited from seeking or accepting indemnification for such payment from any third-party.

Effective Date, Incorporation of Stipulation.

3. 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.

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 ASSESSMENT OF A CIVIL MONEY PENALTY**

WHEREAS, the Office of Thrift Supervision (OTS), acting by and through its Deputy Director, Examinations, Supervision and Consumer Protection (Deputy Director), and based upon information derived from the exercise of its regulatory and supervisory responsibilities, has informed **Jean Zoellner** (Respondent or Zoellner), Treasurer of TCB Financial, Inc., and TCB Mutual Holding Company (collectively the “Holding Companies”), both of Tomahawk, Wisconsin, that grounds exist to initiate a Civil Money Penalty assessment proceeding against her pursuant to 12 U.S.C. § 1818(i); and

WHEREAS, the Deputy Director, pursuant to delegated authority, is authorized to issue Orders of Assessment of a Civil Money Penalty where an institution-affiliated party has consented to the issuance of an order; and

WHEREAS, Respondent desires to cooperate with the OTS to avoid the time and expense of an administrative civil money penalty proceeding by entering into this Stipulation and Consent to the Issuance of an Order of Assessment of a Civil Money Penalty (Stipulation), without admitting or denying that such grounds exist, but only admitting the statements and conclusions in Paragraphs 1, 2 and 3 below concerning Jurisdiction, hereby stipulates and agrees as follows:

Jurisdiction.

1. The Holding Companies are each 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 Companies are “depository institution holding companies” as that term is defined in 12 U.S.C. § 1813(w)(1).
2. As the Treasurer of the Holding Companies, Respondent is deemed to be an “institution-affiliated party” of the Association, as that term is 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)).
3. Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” to initiate and maintain a civil money penalty proceeding against the Respondent pursuant to 12 U.S.C. § 1818(i).

OTS Findings of Fact.

4. Zoellner was Treasurer of the Holding Companies at the time that the President of the Holding Companies executed a materially false certification in connection with the reorganization of the Holding Companies. Specifically he falsely certified that the Holding Companies were each capitalized in the amount of \$25,000.00. Further, at the time that the Certification was filed, neither the then required inter-company expense allocation nor the inter-company tax allocation agreement had been executed.

Consent.

5 Respondent consents to the issuance by the OTS of the accompanying Order of Assessment of a Civil Money Penalty (Order). Respondent 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.

6. This Order is issued by the OTS under the authority of 12 U.S.C. § 1818(i). 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.

7. Respondent waives the following:
- (a) the right to be served with a written notice of the OTS's assessment of a civil money penalty against her as provided by 12 U.S.C. § 1818(i) and 12 C.F.R. Part 509;
 - (b) the right to an administrative hearing including, without limitation, any such right provided by 12 U.S.C. §§ 1818(h) or 1818(i);

- (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 1818(i), or otherwise to challenge the validity of the Order;
- (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 OTS enforcement matter and/or the Order, whether arising under common law, federal statutes, or otherwise; and
- (e) the right to assert this proceeding, this consent to the issuance of the Order, and/or the issuance of the Order, the payment of any monies, or the provision of any other financial relief as contemplated by 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 governmental entity.

OTS Authority Not Affected.

8. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar or otherwise prevent the OTS from taking any other action affecting the Respondent if at any time the OTS deems it appropriate to do so to fulfill the responsibilities placed upon the OTS by law. The OTS agrees not to institute further proceedings against the Respondent for the specific acts, omissions, or violations in the Findings of Fact set forth in Paragraph 4 above to the extent known to the OTS as of the Effective Date of the accompanying Order, unless such acts, omissions, or violations reoccur.

Other Governmental Actions Not Affected.

9. Respondent acknowledges and agrees that its consent to the issuance of the Order is

solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 8 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of the Respondent that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental entity other than the OTS.

Miscellaneous.

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

11. 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.

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

13. 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.

14. 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.

WHEREFORE, the Respondent executes this Stipulation.

Jean Zoellner

OFFICE OF THRIFT SUPERVISION

By: _____/s/
Jean Zoellner

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

Date: See Effective Date on page 1