

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)
)

John G. Breslin)
)

a Director of)
)

American Savings and Loans)
Association)
New York, New York)
(DOCKET NO. 4080))

Re: OTS Order No. NE 94-22

Dated: June 22, 1994

CONSENT CEASE AND DESIST ORDER
DIRECTING AFFIRMATIVE ACTION AND
CONSENT ORDER OF CIVIL MONEY PENALTY ASSESSMENT

WHEREAS, John G. Breslin ("Respondent") has executed a Stipulation and Consent to Entry of a Consent Cease and Desist Order Directing Affirmative Action and Consent Order of Civil Money Penalty Assessment ("Stipulation") on 6/16/94; and

WHEREAS, John G. Breslin, by his execution of the Stipulation, has consented and agreed to the issuance of this Consent Cease and Desist Order Directing Affirmative Action and Consent Order of Civil Money Penalty Assessment ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to Sections 8(b) and 8(i) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. Sections 1818(b) and 1818(i).

NOW THEREFORE, IT IS ORDERED that:

1. John G. Breslin agrees to and shall resign as a Director of American Savings and Loan Association, 420 Park Avenue South, New York, New York ("the Association") and any holding company, subsidiary, and/or service corporation thereof, upon the earlier of:

Consent Cease and Desist Order and
Consent Order of Civil Money
Penalty Assessment

(a) the effective date of a change in control of the Association; OR

(b) an OTS notice in writing to Respondent to withdraw as a director.

The notice referenced in subparagraph (b) above may be sent by United States mail, postage prepaid, or telecopy or sent via overnight delivery service or physically delivered, in each case addressed to the Respondent at 20 Brentwood Road, Matawan, New Jersey 07747. Such notice shall be effective upon receipt, if by mail, overnight delivery service or telecopy, and upon delivery, if by physical delivery. If there is a dispute about the date on which a written notice has been received by a party to this order, then, in the event such notice was sent by the United States mail, there shall be a presumption that the notice was received two Business Days after the date of the postmark on the envelope in which the notice was enclosed.

2. Within five (5) business days of the effective date of this Order, Respondent shall pay to the OTS the sum of One Thousand Dollars (\$1,000.00), by tendering a certified check to the OTS in that amount made payable to the Treasurer of the United States. The check shall be sent, together with a cover letter stating the name of the association and the resolution number, and a copy of this Order, to the following address:

Controller's Division
Office of Thrift Supervision
1700 G Street, N.W.
Washington, D.C. 20552

A copy of the cover letter to the Controller's Division, along with a photocopy of the check, shall be sent to Sharon V. Freed, Senior Attorney, Office of Thrift Supervision, 10 Exchange Place, 18th Floor, Jersey City, New Jersey 07302.

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

4. This Order shall become effective on the date it is issued, as shown in the caption above.

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

THE OFFICE OF THRIFT SUPERVISION
By:



Angelo A. Vigna
Regional Director
Northeast Regional Office

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John G. Breslin)
a Director of)
American Savings and Loan)
Association)
New York, New York)
(DOCKET NO. 4080)

Re: OTS Order No. NE94-22
Dated: June 22, 1994

STIPULATION AND CONSENT TO
ENTRY OF A CONSENT CEASE AND ORDER DIRECTING AFFIRMATIVE ACTION
AND CONSENT ORDER OF CIVIL MONEY PENALTY ASSESSMENT

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed John G. Breslin ("Respondent"), Director of American Savings and Loan Association, 420 Park Avenue South, New York, New York, (Docket No. 4080) ("the Association") that the OTS is of the opinion that the grounds exist to seek the issuance of agency orders against Respondent pursuant to provisions of the Federal Deposit Insurance Act ("FDIA")¹; and

WHEREAS, the Director of the OTS has delegated to the Regional Directors of the OTS the authority to issue Orders to Cease and Desist and Orders of Civil Money Penalty Assessments where Respondent has consented to the issuance of the Order;

WHEREAS, John G. Breslin desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and,

1. All references to the U.S.C. are as amended.

without admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms:

1. Jurisdiction.

(a) The Association is 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, 12 U.S.C. § 1462(4). Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) - John G. Breslin, as a Director of the Association, 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).

(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 over the Association and persons participating in the conduct of the affairs thereof.

(d) The Director of the OTS has the authority to bring an administrative proceeding for a cease and desist order and for a civil money penalty assessment against persons participating in the conduct of the affairs of the Association and institution affiliated parties pursuant to Sections 8(b) and 8(i) of the FDIA, 12 U.S.C. Sections 1818(b) and 1818(i).

(e) John G. Breslin is subject to the authority of OTS to initiate and maintain administrative proceedings pursuant to Sections 8(b) and 8(i) of the FDIA, 12 U.S.C. Sections 1818(b) and 1818(i).

2. OTS Findings of Fact.

The OTS finds that Respondent was assessed civil money penalties pursuant to an OTS Order dated June 8, 1992, Resolution

No. NE92-63 for failure to comply, or failure to adequately oversee the Association's compliance with, (1) certain provisions of the Supervisory Agreement dated March 16, 1990 between the Association and the OTS, and (2) applicable laws and/or regulations for which the Board and/or the Association had been cited for repeat violations, all as more specifically described in the September 17, 1991 OTS Report of Examination of the Association.

The OTS further finds that Respondent subsequently failed to comply, or failed to adequately oversee the Association's compliance, with (1) certain provisions of the Supervisory Agreement dated March 16, 1990 between American SLA and OTS, as more specifically described at pages 1-6, 9, 16, 18-23, 25, 27, 28, 33, A-1.6 and elsewhere in American's September 21, 1992 Report of Examination, (b) certain provisions of the Cease and Desist Order dated May 28, 1992 between American SLA and OTS, as more specifically described at pages 1-6, 9, 16, 18-23, 25-28, 33, A-1.1 through A-1.4 and elsewhere in the September 21, 1992 Report of Examination, (c) March 23, 1992 Capital Directive between American, SLA and OTS, as more specifically described at pages 1-6, 9, 16-18, 30, 31, 34, A-1.4 through A-1.5 and elsewhere in the September 21, 1992 Report of Examination, and/or (c) applicable laws and/or regulations for which the Board and/or the Association has been cited for repeat violations, as more specifically described at pages A-2.1 and elsewhere in the September 21, 1992 Report of Examination.

After OTS proposed imposing civil money penalties in an unspecified amount against Respondent, Respondent agreed to pay

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\$1000 in civil money penalties and to resign as a Director as provided in the accompanying Consent Cease and Desist Order Directing Affirmative Action and Consent Order of Civil Money Penalty Assessment ("Order").

3. Consent. John G. Breslin consents to the issuance by the OTS of the accompanying 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 by the OTS under the authority of Sections 8(b) and 8(i) of the FDIA, 12 U.S.C. Sections 1818(b) and 1818(i). Upon its issuance by the Regional Director or designee for the Northeast Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Sections 8(b) and 8(i) of the FDIA, 12 U.S.C. Sections 1818(b) and 1818(i).

5. Waivers. John G. Breslin waives the right to a notice of Cease and Desist Order and Assessment of Civil Money Penalty provided by Sections 8(b) and 8(i) of the FDIA and the administrative hearing provided by Sections 8(b) and 8(i) of the FDIA, including, without limitation, any such right provided by Section 8(h) of the FDIA, 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

6. Indemnification. John G. Breslin shall neither cause or permit the Association (or any subsidiary thereof) to incur, directly or indirectly, any expense for the amount of the civil money penalty assessed or any legal (or other professional expenses) incurred relative to the negotiation and issuance of the Order nor obtain any indemnification (or other reimbursement) from

the Association (or any subsidiary thereof) with respect to such amounts. Any such payments received by or on behalf of Respondent in connection with this action shall be returned to the Association.

7. Other Actions, Proceedings and Parties. This Stipulation and Consent and the accompanying Order are issued solely to settle this proceeding. By entering into this Stipulation and Consent, Respondent acknowledges and agrees explicitly to the following provisions:

a. this proceeding, the assessment or payment of the penalty contemplated as part of the resolution thereof, and Respondent's consent to the entry of the Order are for the purposes of resolving this OTS enforcement matter only. By signing this document, Respondent agrees that he will not assert the assessment or payment of this penalty 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.

b. this Stipulation and Consent, the Order and payment by Respondent of any monies or providing any other financial relief as contemplated by the Order, does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of John G. Breslin that arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation or any other government entity other than the OTS.

c. Respondent's obligation to pay civil money penalties pursuant to this Stipulation and Consent and the Order shall not

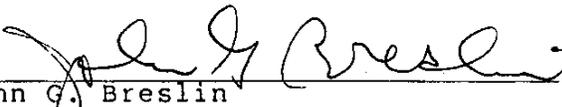
be dischargeable in bankruptcy under any circumstances.

WHEREFORE, John G. Breslin executes this Stipulation and Consent to Entry of a Consent Cease and Desist Order Directing Affirmative Action and Order of Civil Money Penalty Assessment, intending to be legally bound hereby.

By:

Accepted by:

Office of Thrift Supervision



John G. Breslin



Angelo X. Vigna
REGIONAL DIRECTOR
Northeast Region

Date: June 16, 1994

Date: 6/22/94