

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of:

George B. Holle, Director
Lake Federal Savings and Loan
Association of Hammond
Hammond, Indiana
(OTS No. 6128)

Re: Resolution No. IND 91-10
Dated: December 5, 1991

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER TO CEASE AND DESIST

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the Central Region and George B. Holle ("Mr. Holle") stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that grounds exist to initiate an administrative cease and desist proceeding against Mr. Holle pursuant to Section 8(b) 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, 12 U.S.C. 1818(b) ("FIRREA"). Although Mr. Holle neither admits nor denies that grounds exist to initiate cease and desist proceedings against him, Mr. Holle desires to cooperate with the OTS and to avoid the time, expense and uncertainty of such administrative litigation. Accordingly, Mr. Holle hereby stipulates and agrees to the following terms in consideration of the forbearance by the OTS from initiating such administrative cease-and-desist litigation against Mr. Holle with respect to the matters covered in the accompanying Order to Cease and Desist ("Order").

2. Jurisdiction.

(a) Mr. Holle agrees he is deemed to be an "institution-affiliated party" within the meaning of Section 3 of the FDIA.

(b) Lake Federal Savings and Loan Association of Hammond, Hammond Indiana, ("Lake Federal") is a "savings association within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act, as amended by FIRREA. Accordingly, Lake Federal is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA, 12 U.S.C. 1813(c).

(c) Pursuant to Section 3 of the FDIA, as amended by FIRREA, the Director of OTS is the "appropriate Federal Banking agency" to maintain an enforcement proceeding against an institution-affiliated party. Therefore, Mr. Holle is subject to the authority of the OTS to initiate and maintain a cease and desist proceeding against him pursuant to Section 8(b) of the FDIA, as amended by FIRREA, 12 U.S.C. 1818(b).

3. Consent. Mr. Holle consents to the issuance by the OTS of the Order. Mr. Holle further agrees to comply with the terms of the Order upon issuance and stipulate that the Order complies with all requirements of law.

4. Finality. The Order is issued under Section 8(b) of the FDIA, as amended by FIRREA, 12 U.S.C. 1818(b). Upon its issuance by the Regional Director for the Central 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, as amended by FIRREA, 12 U.S.C. 1818(i).

5. Waivers. Mr. Holle waives his right to a notice of charges and the administrative hearing provided by Section 8(b) of the FDIA, as amended by FIRREA, 12 U.S.C. 1818(b), and further waives any right to seek judicial

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George B. Holle,)
An Officer and/or Director of)
Lake Federal Savings and Loan)
Association, Hammond, Indiana)
_____)

Re: Resolution No. IND 91-10
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ORDER TO CEASE AND DESIST

WHEREAS, George B. Holle ("Mr. Holle") has executed a Stipulation and Consent to Issuance of Order to Cease and Desist, which is incorporated herein by reference ("Stipulation") and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting through its Deputy Regional Director for the Indianapolis Office, Central Region; and

WHEREAS, Mr. Holle, in the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist ("Order") pursuant to Section 8(b) of the Federal Deposit Insurance Act, 12 U.S.C. 1818(b).

NOW, THEREFORE, IT IS ORDERED that:

1. Mr. Holle shall not violate, directly or indirectly, the conflict of interest regulations at 12 C.F.R. Sections 563.40, 563.41 and 563.43, the conflict of interest policy statements at 12 C.F.R. Sections 571.7, the conflict of interest statutes at 12 U.S.C. Sections 371c, 371c-1 and 375b, or the provisions of Sections 10(d) and 11 of the Home Owners' Loan Act as amended by Section 301 of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, 103 Stat. at 324, 342-43, and codified at 12 U.S.C. Sections 1467a(d), 1468; all as now in effect or as they may hereafter be amended or superseded.

2. As a director, officer, or controlling person of a federally insured depository institution, or any holding company thereof, Mr. Holle shall:

(a) obtain advice of competent counsel on his duties and responsibilities, both initially upon accepting any such new position and when particular issues arise in his current position or any new position that may cause Mr. Holle to be uncertain about his responsibilities;

(b) not commit any acts, omissions or practices which constitute a breach of fiduciary duty or an unsafe or unsound practice;

(c) abstain from voting or participating in any manner on any proposals involving persons, corporations, business trusts, associations, or other similar entities of which Mr. Holle owns or controls, directly or indirectly, individually or together with members of his immediate family, and interest;

(d) in connection with any transaction submitted for approval to the Board of Directors of a federally insured depository institution of which Mr. Holle is a director or officer, make full disclosure of any and all loans, investments, partnership interests, stock ownership, and any other business relationships of any kind that Mr. Holle or members of his immediate family may have with the party or parties with whom the proposed transaction is to be made.

3. If Mr. Holle violates this Order, Mr. Holle agrees to take appropriate action to correct any conditions resulting from such violation, including, but not limited to, restitution, reimbursement, indemnification, and rescission.

4. This Order is intended to fully and finally resolve as to Mr. Holle any administrative enforcement action which might be brought against Mr. Holle concerning a transaction between Lake Federal Savings and Loan Association of

