



Office of Thrift Supervision
Department of the Treasury

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Southeast Region

VOL 752 PAGE 25

HAND DELIVERED

First Federal Savings and Loan
Association of Russell County, FA
1201 Broad Street
Phenix City, Alabama 36867

Re: Appointment of Conservator

Ladies and Gentlemen:

This is to notify you that the Director, Office of Thrift Supervision, by Order No. 92-330 dated July 23, 1992, appointed the Resolution Trust Corporation as conservator ("Conservator") for First Federal Savings and Loan Association of Russell County, FA, Phenix City, Alabama ("Association") and authorized the undersigned to deliver notice of such appointment.

The Conservator is now taking possession of the Association pursuant to the terms of its appointment as set forth in Order No. 92-330, a copy of which is attached. In connection with the appointment of the Conservator we respectfully call your attention to section 5(d)(4) of the Home Owners' Loan Act which establishes criminal penalties for refusal to comply with the Conservator's demand for possession of the property, business and assets of an association in conservatorship.

Please countersign a copy of this letter and indicate the time and date of your receipt of the letter in the space provided below, and return such copy to me.

Inst # 1993-00199

Sincerely,

Ruth V. Merchan
Designee, OTS

Attachment

01/05/1993-00199

1:08 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 MCD

Received by: Norman Hall, Managing Agent
(title)
at 10:45 a.m., E.D.T. on July 24, 1992.

STATE OF ALABAMA, HENRY COUNTY, FILED 7-29-92 3:30 AT 3:30 O'CLOCK P
FOR RECORD # MTG. TAX # DEED TAX PAID AND
RECORDED AT PAGE 234-238 RECORD NO. 6
HEREBY CERTIFIED TO RECORDING FEE \$ 13.50 J.T. HARPE
JUDGE OF PROBATE

Georgia Muscogee County
Clark's Office, Superior Court
of said County

FILED FOR RECORD ON

JUL 30 1992

at 10:45 and recorded in
Deed Book 3629 Folio 58
JUL 31 1992
M. LINDA PIERCE, Clerk
S.C. GA

OFFICE OF THRIFT SUPERVISIONPass-Through Receivership Of A Federal Savings Association
Into A De Novo Federal Savings Association
That is Placed Into Conservatorship
With the RTCDate: July 23, 1992Order No.: 92-330

The Director of the Office of Thrift Supervision ("OTS"), or his or her designee, in cooperation with the Resolution Trust Corporation ("RTC"), has determined: (1) to appoint the RTC as receiver for the savings association specified below ("OLD THRIFT"); (2) to approve the RTC's request for the issuance of a new federal mutual savings association charter ("NEW THRIFT") as a successor to OLD THRIFT; (3) to approve the RTC's request for the transfer of such assets and liabilities of OLD THRIFT to its successor NEW THRIFT, as the RTC may determine to be appropriate, and (4) to appoint the RTC as conservator of NEW THRIFT. Collectively, the two foregoing RTC requests for OTS approvals are referred to herein as the "APPLICATIONS."

"OLD THRIFT," refers to:

| <u>Name</u> | <u>Location</u> | <u>OTS No.</u> |
|---|----------------------|----------------|
| First Federal Savings and Loan Association of Russell County | Phenix City, Alabama | 3422 |

I. GROUNDS FOR ACTIONS TAKEN IN THIS ORDER:

RECEIVERSHIP:
GROUNDS FOR APPOINTMENT OF RTC AS
RECEIVER FOR OLD THRIFT

The Director, or his or her designee, based upon the administrative record, and for the reasons set forth in the supporting legal and supervisory memoranda contained in the administrative record from various offices within the OTS finds and determines that:

Order No.: 92-330

(a) OLD THRIFT is in an unsafe and unsound condition to transact business due to having substantially insufficient capital or otherwise in that OLD THRIFT fails to meet its core and risk-based capital requirements by significant margins;

(b) OLD THRIFT has incurred or is likely to incur losses that will deplete all or substantially all of its capital, and there is no reasonable prospect for replenishment of OLD THRIFT'S capital without Federal assistance;

(c) there is an unsafe or unsound practice which is likely to weaken the condition of OLD THRIFT or otherwise seriously prejudice the interests of depositors;

(d) OLD THRIFT through resolution of its board of directors consents to the appointment of a receiver for OLD THRIFT.

The Director, or his or her designee, therefore, has determined that grounds for the appointment of a receiver for OLD THRIFT exist under section 5(d)(2) of the Home Owners' Loan Act ("HOLA").

TRANSFER INTO A NEW FEDERAL CHARTER:
GROUND'S FOR ISSUANCE OF NEW FEDERAL CHARTER AND
APPROVAL OF TRANSFER OF ASSETS AND LIABILITIES OF
OLD THRIFT TO NEW THRIFT

The RTC, pursuant to standardized case resolution procedures established with the OTS, has applied for authority to organize a new Federal mutual savings association, NEW THRIFT, that is to take over such assets or such liabilities of OLD THRIFT as the RTC may determine to be appropriate, pursuant to section 11(d)(2)(F)(i) of the Federal Deposit Insurance Act ("FDIA"), as amended, as incorporated by section 21A(b)(4) of the Federal Home Loan Bank Act, ("FHLBA") as amended, and pursuant to section 21A(b)(10)(A)(iv) of the FHLBA, as amended. The Federal Deposit Insurance Corporation ("FDIC"), pursuant to those standardized case resolution procedures, would insure the accounts of NEW THRIFT.

The Director, or his or her designee, has considered: (i) the factors set forth in section 5(e) of the HOLA with regard to granting a new federal savings association charter, has determined that the charter should be issued, that NEW THRIFT is authorized to transact business as a savings association, and that the charter and bylaws to be issued are in a form consistent with applicable regulations for NEW THRIFT; and (ii) the factors set forth in section 18(c) of the FDIA and 12 C.F.R. § 563.22 with respect to the acquisition of certain assets and liabilities of

OLD THRIFT by NEW THRIFT. Expeditious action is necessary given the seriously adverse financial condition of OLD THRIFT and in order to permit NEW THRIFT to acquire certain assets and liabilities of OLD THRIFT and continue to serve OLD THRIFT'S community and customers.

For the foregoing reasons, the Director, or his or her designee, has determined that, pursuant to 12 C.F.R. Sec 563.22(d) and 543.7-1, public notice of the APPLICATIONS shall not be required. In addition, the Director, or his or her designee, finds that the OTS must act immediately in order to prevent the probable default of OLD THRIFT. Therefore, the publication of notice required by section 18(c)(3) of the FDIA, the reports on the competitive factors of the acquisition required by section 18(c)(4) of the FDIA, and the 30 day delay of consummation required by section 18(c)(6) of the FDIA, shall be dispensed with. Accordingly, NEW THRIFT may immediately acquire the assets and liabilities of OLD THRIFT as determined to be appropriate by the RTC.

CONSERVATORSHIP:
GROUND FOR APPOINTMENT OF RTC AS
CONSERVATOR FOR NEW THRIFT

The RTC, pursuant to standardized case resolution procedures established with the OTS, has indicated that, immediately upon the completion of the organization of NEW THRIFT (which will be federally chartered) and completion of the transfer of the aforesaid assets and liabilities of OLD THRIFT to NEW THRIFT, it will, in the exercise of its authority to act as the board of directors of NEW THRIFT, consent to the OTS appointing the RTC as Conservator for NEW THRIFT.

II. ACTIONS ORDERED OR APPROVED:

APPOINTMENT OF A RECEIVER

The Director, or his or her designee, hereby appoints the RTC as Receiver for OLD THRIFT, for the purpose of liquidation, pursuant to section 5(d)(2) of HOLA and section 11(c)(6)(B) of the FDIA.

ISSUANCE OF A FEDERAL CHARTER AND
APPROVAL OF THE PASS-THROUGH OF ASSETS AND LIABILITIES

The Director, or his or her designee, hereby approves: (1) the application of the RTC to organize NEW THRIFT as a federal mutual savings association (and hereby authorizes the issuance of an appropriate charter and bylaws for NEW THRIFT in form and

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01/05/1993-00199

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SHELBY COUNTY JUDGE OF PROBATE

content approved by the Chief Counsel's Office); (2) the transfer of such assets and liabilities of OLD THRIFT to its successor, NEW THRIFT, as the RTC may determine to be appropriate; (3) the transfer of OLD THRIFT's permit to act in a fiduciary capacity and the transfer of such trust accounts from OLD THRIFT to NEW THRIFT as substitute fiduciary as the RTC may determine to be appropriate; and (4) the retention of the home and branch offices of OLD THRIFT by its successor NEW THRIFT. Prior to the appointment or election of a board of directors for NEW THRIFT, the RTC may, in addition to any other powers granted by applicable law, exercise the powers of the board of directors.

**APPOINTMENT OF A CONSERVATOR
FOR NEW THRIFT**

The Director, or his or her designee, hereby appoints the RTC as conservator for NEW THRIFT, not for the purpose of liquidation, pursuant to section 5(d)(2)(B) and (H) of the HOLA, effective upon receipt of the consent of NEW THRIFT to such appointment, by resolution of its board of directors or of its members, or by resolution of its board of directors issued by the RTC in exercise of its power, as the organizer of NEW THRIFT, to act as its interim board of directors.

DELEGATION OF AUTHORITY TO ACT FOR THE OTS

The Director, or his or her designee, hereby authorizes the Regional Director, or his or her designee, and the Deputy Chief Counsel for Securities and Corporate Structure, or his or her successors or designees, to: (1) certify orders; (2) sign, execute, attest or certify other documents of the OTS issued or authorized by this Order; (3) deliver or accept delivery of any notice from or to the OTS regarding OLD THRIFT or NEW THRIFT; and (4) perform other functions of the OTS necessary or appropriate for the implementation of such Orders. All documents to be issued under the authority of this Order must be first approved, in form and content, by the Chief Counsel's Office. In addition, the Director, or his or her designee, hereby authorizes the Deputy Chief Counsel for Securities and Corporate Structure, or his or her successors or designees, to make any subsequent technical corrections, that might be necessary, to this Order, or any documents issued under the authority of this Order.

By Order of the Director of the OTS, or his or her designee, effective July 23, 1992.

FILED

RECORDED

JUL 3 0 '92

JUL 3 1 1992

MILINDA PIERCE, CLERK, S.C.M.C.G.A.

161 Jonathan L. Fiechter
Jonathan L. Fiechter
Deputy Director for
Washington Operations

1681-038

Inst # 1993-00199

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