

UNITED STATES OF AMERICA
BEFORE THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, D.C.

In the Matter of

L. WALTER QUINN,

A Former Institution-Affiliated Party of

HEARTLAND BANK and
ROCK BANCSHARES, INC.
Little Rock, Arkansas

Docket No. 18-021-E-I

Order of Prohibition Issued Upon
Consent Pursuant to Sections 8(e)
and 8(i)(3) of the Federal Deposit
Insurance Act, as Amended.

WHEREAS, the Board of Governors of the Federal Reserve System (the “Board of Governors”), pursuant to sections 8(e) and 8(i)(3) of the Federal Deposit Insurance Act, as amended (the “FDI Act”), 12 U.S.C. §§ 1818(e) and 1818(i)(3), issues this Order of Prohibition (this “Order”) upon the consent of Respondent L. Walter Quinn (“Quinn”), a former employee and institution-affiliated party, as defined in sections 3(u) and 8(b)(3) of the FDI Act, 12 U.S.C. §§ 1813(u) and 1818(b)(3), of Heartland Bank (“Heartland” or the “Bank”), a former state-member bank, and Rock Bancshares, Inc. (“RBI”), the former holding company of Heartland;

WHEREAS, Quinn, while serving as president and chief executive officer of RBI and a director of Heartland engaged in unsafe and unsound banking practices by withdrawing funds from RBI bank accounts without maintaining records reflecting the purpose of the transactions and their approval;

WHEREAS, Quinn is no longer involved in banking; and

WHEREAS, by affixing his signature hereunder, Quinn has consented to the issuance of this Order by the Board of Governors and has agreed to comply with each and every provision of this Order, and has waived any and all rights he might have pursuant to 12 U.S.C. § 1818, 12 CFR Part 263, or otherwise: (a) to the issuance of a notice of intent to prohibit on any other matter implied or set forth in this Order; (b) to a hearing for the propose of taking evidence with respect to any matter implied or set forth in this Order; (c) to obtain judicial review of this Order or any provision hereof; and (d) to challenge or contest in any manner the basis, issuance, terms, validity, effectiveness, or enforceability of this Order or any provision hereof.

NOW THEREFORE, prior to the taking of any testimony or adjudication of or finding on any issue of fact or law implied or set forth herein, and solely for the purpose of settling this proceeding without protracted or extended hearings or testimony:

IT IS HEREBY ORDERED that,

1. Quinn, without the prior written approval of the Board of Governors and, where necessary pursuant to section 8(e)(7)(B) of the FDI Act, 12 U.S.C. § 1818(e)(7)(B), another Federal financial institutions regulatory agency, is hereby and henceforth prohibited from:
 - a. participating in any manner in the conduct of the affairs of any institution or agency specified in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A), including, but not limited to, any insured depository institution or any holding company of an insured depository institution, or any subsidiary of such holding company, or any foreign bank or company to which subsection (a) of 12 U.S.C § 3106 applied and any subsidiary of such foreign bank or company;
 - b. soliciting, procuring, transferring, attempting to transfer, voting or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any

institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A);

- c. violating any voting agreement previously approved by any Federal banking agency; or
- d. voting for director, or serving or acting as an institution-affiliated party, as defined in sections 3(u) and 8(b)(3) of the FDI Act, 12 U.S.C. § 1813(u) and 1818(b)(3), such as an officer, director or employee, in any institution described in section 8(e)(7)(A) of the FDI Act, 12 U.S.C. § 1818(e)(7)(A).

2. All communications regarding this Order shall be addressed to:

- (a) Richard M. Ashton, Esq.
Deputy General Counsel
Patrick M. Bryan, Esq.
Assistant General Counsel
Board of Governors of
the Federal Reserve System
20th & C Streets NW
Washington, DC 20551
- (b) Kenneth R. Shemin, Esq.
Shemin Law Firm, PLLC
5100 W. JB Hunt Drive, Suite 100
Rogers, AR 72758

3. Any violation of this Order shall separately subject Quinn to appropriate civil or criminal penalties under section 8(i) and (j) of the FDI Act, 12 U.S.C § 1818(i) and (j).

4. The provisions of this Order shall not bar, estop, or otherwise prevent the Board of Governors, or any other Federal or state agency or department, from taking any other action affecting Quinn; provided, however, that the Board of Governors shall not take any further action against Quinn on any matters concerning or arising from the matters addressed by this Order based upon facts presently known by the Board of Governors. This release and discharge shall not preclude or affect (i) any right of the Board of Governors to determine and ensure

