

STATE OF FLORIDA
OFFICE OF FINANCIAL REGULATION



IN RE:

HEATHER M. THOMPSON
_____ /

Admin. Proceeding No.: 0675-FI-09/09

EMERGENCY ORDER OF SUSPENSION AND PROHIBITION
WITH NOTICE OF RIGHTS

The State of Florida, Office of Financial Regulation (hereinafter "Office"), gives notice that it, having determined that Heather M. Thompson (hereinafter "Thompson"), a financial institution-affiliated party, has been charged with a felony violation involving fraud, currency transaction reporting, money laundering, theft, or moral turpitude, files this Emergency Order of Suspension and Prohibition with Notice of Rights (hereinafter "Emergency Order"), pursuant to the provisions of Sections 655.012 and 655.037(6)(b), Florida Statutes, against Thompson, immediately suspending Thompson from serving as an employee of First Bank of Jacksonville ("First Bank") and Florida Bank, and as a financial institution-affiliated party of any state financial institution, subsidiary, or service corporation, and immediately prohibiting Thompson from participation in any manner in the affairs of any state financial institution, subsidiary, or service corporation.

STATEMENT OF FACTS AND CONCLUSIONS OF LAW

1. First Bank of Jacksonville is a state chartered bank, charter number 992, with its principal place of business at 11100 San Jose Boulevard, Jacksonville, Florida 32223, and is a state financial institution, as the term is defined in Section 655.005(1)(p), Florida Statutes.

2. Florida Bank is a state chartered bank, charter number 893, with its principal place of business at One Tampa City Center, Tampa, Florida 33602, and is a state financial institution, as the term is defined in Section 655.005(1)(p), Florida Statutes.
3. During the period from February 4, 2008 until January 7, 2009, Thompson was an officer, agent, or employee of First Bank, making her a financial institution-affiliated party as that term is defined in Section 655.005(1)(i), Florida Statutes.
4. Thompson was then employed by Florida Bank from March, 2009 until August 26, 2009 when she resigned. During that period, she was again a financial institution-affiliated party as that term is defined in Section 655.005(1)(i), Florida Statutes.
5. During her tenure at First Bank, Thompson was a lender with oversight responsibility for certain commercial loans and lines of credit.
6. On September 17, 2009, the Office of the State Attorney, Fourth Judicial Circuit, filed a one count Information charging that on or between April 5, 2008 and May 3, 2008, Thompson “did knowingly obtain or use or endeavor to obtain or use money, the value of \$300.00 or more but less than \$20,000.00, the property of First Bank of Jacksonville” in violation of Section 812.014(2)(c), Florida Statutes. The case, styled State of Florida vs. Heather M. Thompson was assigned clerk number 162009CF011239AXXXMA. The Information, which is attached as Exhibit 1, is hereby incorporated by reference as if set forth in its entirety.
7. A violation of Section 812.014(2)(c) is grand theft, a felony of the third degree, punishable by up to five years in prison.

8. The Office is responsible for the enforcement of the laws governing financial institutions authorized or chartered by the State of Florida, and financial institution-affiliated persons associated with such institutions, including, but not limited to, directors and officers as well as employees. §§ 655.001, 655.005(1)(i) and (j), 655.012, 655.037(1), (6)(b), and (8), Florida Statutes.

9. Thompson's resignation, termination of employment or participation, or separation from First Bank on January 7, 2009 and from Florida Bank on August 26, 2009, does not affect the jurisdiction and authority of the Office to issue any notice and proceed against Thompson under Section 655.037, Florida Statutes. Section 655.037(8) states:

The resignation, termination of employment or participation, or separation from a state financial institution, subsidiary, or service corporation of the financial institution-affiliated party does not affect the jurisdiction and authority of the office to issue any notice and proceed under this section against such financial institution-affiliated party, if such notice is served before the end of the 6-year period beginning on the date such person ceases to be such a financial institution-affiliated party with respect to such state financial institution, subsidiary, or service corporation.

10. Section 655.037(6)(b), Florida Statutes, states, in pertinent part:

Whenever any financial institution-affiliated party is charged with a felony in a state or federal court, or in the courts of any foreign country with which the United States maintains diplomatic relations, and such charge alleges violation of any law involving fraud, currency transaction reporting, money laundering, theft, or moral turpitude and the charge under such foreign law is equivalent to a felony charge under state or federal law, the office may enter an emergency order suspending such financial institution-affiliated party or restricting or prohibiting participation by such financial institution-affiliated party in the affairs of that particular state financial institution, subsidiary, or service corporation or any other financial institution, subsidiary, or service corporation, upon service of the order upon the state financial institution, subsidiary, or service corporation and the financial institution-affiliated party so charged.

11. The possibility of Thompson again gaining employment as a financial institution-affiliated party of a state financial institution, subsidiary or service corporation, poses a threat to the interests of the state financial institution, subsidiary, or service corporation, and poses a threat to the interests of the state financial institution's, subsidiary's, or service corporation's depositors, members, or stockholders.

Furthermore, Thompson again gaining employment as a financial institution-affiliated party of a state financial institution, subsidiary, or service corporation impairs public confidence in the state financial institution, subsidiary, or service corporation, and the state banking system in general.
12. Although it is unnecessary to find or demonstrate that an immediate danger to the public health, safety, or welfare exists in the context of an emergency suspension and prohibition pursuant to the provisions of Section 655.037(6)(b), Florida Statutes, the Office nevertheless finds that an immediate danger to the public welfare exists.
13. Although it is unnecessary to find or demonstrate that the reasons for concluding that the procedures employed herein are fair under the circumstances, since this action is in the context of an emergency suspension and prohibition pursuant to the provisions of Sections 655.012(3) and 655.037(6)(b), Florida Statutes, the Office nevertheless finds that the procedures used are fair, since the Office has merely used the procedures contained within the provisions of Sections 655.012(3) and 655.037(6)(b), Florida Statutes.
14. The Office concludes that this Emergency Order is appropriate and authorized

pursuant to Section 655.037(6)(b), Florida Statutes, because Thompson is charged with committing a felony involving fraud, theft or moral turpitude while she was a financial institution affiliated party.

15. The Office further concludes, pursuant to Section 655.0321, Florida Statutes, that this Emergency Order shall be a public document, and should Thompson request a post-suspension hearing or appeal this Emergency Order, said hearings and proceedings shall be conducted as public proceedings, and that all documents related to such hearing be public documents unless subject to a protective order or made confidential pursuant to federal or Florida law.

AGENCY ACTION

16. Based on the foregoing Statement of Facts and Conclusions of Law, it is

ORDERED that:

- a. Thompson is hereby IMMEDIATELY suspended from any and all positions she holds at any state financial institution, subsidiary, or service corporation.
- b. Thompson is hereby IMMEDIATELY suspended from serving in the capacity of a financial institution-affiliated party, as the term is defined in Section 655.005(1)(i), Florida Statutes, of any state financial institution, subsidiary, or service corporation she may be a financial institution-affiliated party of.
- c. Thompson is hereby IMMEDIATELY prohibited from serving in the capacity of a financial institution-affiliated party, as the term is defined in Section 655.005(1)(i), Florida Statutes, of any state financial institution, subsidiary, or service corporation.
- d. Thompson is hereby IMMEDIATELY prohibited from participation in any manner

in the affairs of any state financial institution, subsidiary, service corporation, or affiliate. This prohibition includes, but is not limited to, matters of corporate governance and the following prohibitions regarding stock ownership, transfer, and voting:

(1) Thompson shall not vote any stock she owns or controls in any state financial institution, any subsidiary, service corporation or any affiliate, without the prior written permission of the Office.

(2) Thompson shall not solicit, procure, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any state financial institution, or any subsidiary, service corporation or affiliate.

(3) Thompson shall not solicit or procure any additional stock in any other state financial institution, or any subsidiary, service corporation or affiliate.

(4) Thompson shall not transfer or attempt to transfer: a) any stock she owns or controls in any state financial institution, or any subsidiary, service corporation or affiliate, without the prior written permission of the Office; or b) any proxy, consent, or authorization with respect to any voting rights in any state financial institution, or any subsidiary, service corporation or affiliate, without the prior written permission of the Office.

e. Thompson is hereby IMMEDIATELY suspended from serving as a consultant or independent contractor for any state financial institution, or any subsidiary, service corporation or affiliate.

f. Thompson is hereby IMMEDIATELY prohibited from serving as a consultant or independent contractor, or other similar position, for any state financial institution, or any subsidiary, service corporation or affiliate, unless, prior to accepting appointment with, and prior

to providing any services to, any state financial institution, subsidiary or service corporation as a consultant or independent contractor, or other similar position:

(1) Thompson provides a copy of this Emergency Order to the chief executive officer of the state financial institution, subsidiary, service corporation or affiliate, with which Thompson seeks to serve as a consultant or independent contractor, or other similar position; and

(2) Thompson, and the chief executive officer and the chairman of the board of directors of the state financial institution, or subsidiary, service corporation or affiliate, with which Thompson seeks to serve as a consultant or independent contractor, or other similar position, provides written notification to the Office describing in detail the duties and responsibilities of the services Thompson desires to provide to the state financial institution, or subsidiary, service corporation or affiliate; and

(3) the Office, in its sole discretion, authorizes Thompson to accept appointment with the state financial institution, or subsidiary, service corporation or affiliate, as a consultant or independent contractor, or other similar position.

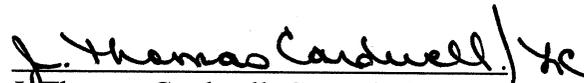
g. The Office will only rescind or otherwise modify this Emergency Order upon the issuance of an Office order finding that Thompson has demonstrated through a post suspension hearing that her continued service to or participation in the affairs of the state financial institution, subsidiary, or service corporation does not pose a threat to the interests of the state financial institution's depositors, members, or stockholders, or threaten to impair public confidence in the state financial institution.

h. This Emergency Order will remain in effect, unless otherwise rescinded or modified by Office order, until the criminal charges are disposed of.

i. This Emergency Order shall become final if Thompson is convicted or pleads guilty or *nolo contendere* to any felony involving fraud, currency transaction reporting, money laundering, theft or moral turpitude, whether or not the Court enters an adjudication of guilt.

j. This Emergency order will dissolve in the event of an acquittal, or the final, unappealed dismissal of all charges against Thompson. However, such dissolution does not prohibit the Office from instituting proceedings under Section 655.037(1), Florida Statutes.

DONE AND ORDERED in Tallahassee, Florida, this 20th day of September, 2009.


J. Thomas Cardwell, Commissioner
Office of Financial Regulation

NOTICE OF RIGHTS

NOTICE IS HEREBY provided that the foregoing Emergency Order is entered pursuant to section 655.037(6)(b), Florida Statutes, and is accordingly effective immediately. Thompson is entitled to seek judicial review pursuant to section 120.68, Florida Statutes. Review proceedings are governed by the Florida Rules of Appellate Procedure, and are commenced by filing the original notice of appeal with the Clerk of the Office of Financial Regulation, Legal Services Office, The Fletcher Building, Suite 526, 200 East Gaines Street, Tallahassee, Florida

32399-0379, and a copy of the notice of appeal, accompanied by the filing fees prescribed by law, with the First District Court of Appeal, 301 Martin Luther King, Jr. Blvd., Tallahassee, Florida 32399, or the District Court of Appeal in the appellate district where the party resides, or as otherwise provided by law. The notice of appeal must be filed within thirty (30) days of rendition of the Emergency Order.

Thompson may also request a post-suspension hearing, to be conducted in accordance with the provisions of sections 120.569 and 120.57, Florida Statutes. Requests for such a post-suspension hearing must comply with the provisions of Rule 28-106.104(2) and either Rule 28-106.201(2) or 28.106.301(2) Florida Administrative Code, and must be filed with:

Clerk
Office of Financial Regulation
Legal Services Offices
The Fletcher Building, Suite 526
200 East Gaines Street
Tallahassee, Florida 32399-0379
(850) 410-9896

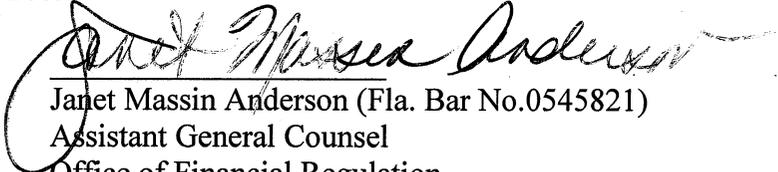
within twenty-one (21) days after Thompson, or her agent or representative, receives a copy of this Emergency Order. Should Thompson request a post-suspension hearing, she will have the right to be represented by counsel or other qualified representative; to offer testimony, either written or oral; to call and cross-examine witnesses; and to have subpoenas and subpoenas duces tecum issued on Thompson's behalf. Failure to respond within twenty-one (21) days of receipt of this Emergency Order shall be deemed to be a waiver of all rights to a post-suspension hearing, and this Emergency Order shall, without further notice, remain in effect.

Note that the acquittal of the financial institution-affiliated party charged, or the final unappealed dismissal of all charges against such person, will dissolve the Emergency Order, but

will not prohibit the Office from instituting proceedings under Section 655.037(1), Florida Statutes. Pursuant to section 120.573, Florida Statutes, Thompson is advised that mediation is not available.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Emergency Order of Suspension and Prohibition with Rights has been furnished via Certified U.S. Mail, Delivery to Addressee Only, return receipt to: Heather Thompson, 4331 Marquette Avenue, Jacksonville, Florida 32210 and 5188 County Road 634 South, Bushnell, Florida 33513; Mike Killingsworth, President and CEO, First Bank of Jacksonville, 11100 San Jose Boulevard, Jacksonville, Florida 32223; and Katie Pemble, President and CEO, Florida Bank, One Tampa City Center, Tampa, Florida 33602 this 28 day of September, 2009.



Janet Massin Anderson (Fla. Bar No.0545821)
Assistant General Counsel
Office of Financial Regulation
The Fletcher Building, Suite 526
200 East Gaines Street
Tallahassee, Florida 32399-0379

S.A. CASE NO.: 09CF074599AD

IN THE CIRCUIT COURT OF THE FOURTH JUDICIAL
CIRCUIT IN AND FOR DUVAL COUNTY, FLORIDA

STATE OF FLORIDA

Spring Term, in the year two thousand nine

vs.

CLERK NO.: 162009CF011239AXXXMA

HEATHER MARIE THOMPSON

DIVISION: CRC

INFORMATION FOR:

- 1) GRAND THEFT

IN THE NAME OF AND BY AUTHORITY OF THE STATE OF FLORIDA, ANGELA B. COREY, State Attorney for the Fourth Judicial Circuit of the State of Florida, in and for Duval County, charges that:

COUNT 1

HEATHER MARIE THOMPSON on or between April 5, 2008 and May 3, 2008, in the County of Duval and the State of Florida, did knowingly obtain or use or endeavor to obtain or use money, the value of \$300.00 or more but less than \$20,000.00, the property of First Bank of Jacksonville, with intent to either temporarily or permanently deprive First Bank of Jacksonville of a right to the property or benefit therefrom, or with the intent to appropriate the property to her own use or to the use of any person not entitled thereto, contrary to the provisions of Section 812.014(2)(c), Florida Statutes.

ANGELA B. COREY, STATE ATTORNEY
FOURTH JUDICIAL CIRCUIT

By: MELISSA WILLIAMSON NELSON
Assistant State Attorney
Fourth Judicial Circuit of Florida, in and for Duval County

STATE OF FLORIDA }
COUNTY OF DUVAL }

Personally appeared before me, MELISSA WILLIAMSON NELSON Assistant State Attorney, for the Fourth Judicial Circuit of the State of Florida, in and for Duval County, who is personally known to me, and who being first duly sworn, says that the allegations as set forth in the foregoing information are based upon facts that have been sworn to as true, and which, if true, would constitute the offense therein charged, and that this prosecution is instituted in good faith, and hereby certifies that testimony under oath has been received from the material witness(es) for the offense.

Sworn to and subscribed before me this 17th day of September, 2009.

By: [Signature]

JIM FULLER, Clerk of the Circuit Court, Fourth Judicial Circuit of Florida, In and For Duval County, and Clerk of the County Court, In and For Duval County, Florida.

FILED THIS _____

BY DEPUTY CLERK: [Signature]

Dkt 2009-036038
Ext. 0
Race White
SSN

NCD September 24, 2009
S/W
Sex Female

DOB 01/30/1981

MCL NO.(S): S812.014(2)@, F3

