UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of HUGO E. PIMIENTA, An Institution-Affiliated Party of First Federal Savings Bank, San Antonio, Texas	Resolution No.: DAL-91-238 Dated: December 31, 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 Midwest Regional Office of OTS, Dallas, Texas ("Regional Director"), and Hugo E. Pimienta ("Pimienta"), a person participating in the conduct of the affairs of First Federal Savings Bank, San Antonio, Texas ("First Federal Savings Bank"), stipulate and agree as follows:

1. <u>CONSIDERATION</u>

The OTS, based upon information reported to it, is of the opinion that grounds exist to initiate an administrative cease and desist proceeding against Pimienta pursuant to Section 8(b) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(b) (1988 & Supp. I 1989) as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA"). Pimienta desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, without entering an admission or denial that such grounds exist, hereby stipulates and agree to the following terms in consideration of the forbearance by the OTS from initiating such administrative cease-and-desist litigation against Pimienta.

2. JURISDICTION

(a) First Federal Savings Bank is a "savings association" within the meaning of Section 3(b) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1813(b)), and Section 2(4) of the Home Owners' Loan Act, 12 U.S.C. §1462(4) (Supp. I 1989). Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1813(c)).

(b) Pursuant to Section 3(q) of the FDIA, as amended by FIRREA, (to be codified at 12 U.S.C. § 1813(q)), the Director of the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such Pimienta.

(c) At all times relevant to the allegations set forth herein, Pimienta was a person deemed to be participating in the conduct of the affairs of First Federal Savings Bank, and as such was an institution-affiliated party as that term is defined in Section 3(u) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1813(u)).

(d) Therefore, Pimienta 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, 12 U.S.C. § 1818(b) (1988 & Supp. I 1989).

3. <u>CONSENT</u>

Pimienta consents to the issuance by the OTS of the Order to Cease and Desist ("Order"), and further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

4. <u>FINALITY</u>

The Order is issued under Section 8(b) of the FDIA, 12 U.S.C. § 1818(b) (1988 & Supp. I 1989). Upon its issuance by the Regional Director, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, 12 U.S.C. § 1818(i) (1988 & Supp. I 1989).

5. <u>WAIVERS</u>

Pimienta waives the right to a notice of charges and the administrative hearing provided by Section 8(b) of the FDIA, 12 U.S.C. § 1818(b) (1988 & Supp. I 1989), and further waives any right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, 12 U.S.C. § 1818(h) (1988 & Supp. I 1989), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the OTS by and through its Regional Director, and Hugo E. Pimienta execute this Stipulation and Consent to Issuance of Order to Cease and Desist.

OFFICE OF THRIFT SUPERVISION

By: /S/
Billy Wood
Regional Director
Midwest Regional Office
Dallas, Texas

By: /S/
HUGO E. PIMIENTA

UNITED STATES OF AMERICA
Before The
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In the Matter of Hugo E. Pimienta, An Institution-Affiliated Party of First Federal Savings Bank, San Antonio, Texas	Resolution No.: DAL-91-238 Dated: December 31, 1991

ORDER TO CEASE AND DESIST

WHEREAS, HUGO E. PIMIENTA ("Pimienta") 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 Regional Director for the Midwest Regional Office ("Regional Director"); and

WHEREAS, Pimienta 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, ("FDIA"), 12 U.S.C. § 1818(b) (1988 & Supp. I 1989) as amended by the Financial Institutions Reform, Recovery and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA").

NOW THEREFORE, IT IS ORDERED that Pimienta shall cease and desist from aiding or abetting violations of Section 32 of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1831i), and engaging in violations of Section 7(j) of the FDIA (to be codified at 12 U.S.C. § 1817(j)), and 12 C.F.R. §§ 574.3 and 4.

IT IS FURTHER ORDERED that:

1. Pimienta shall cease and desist from further participation, in any manner, either directly or indirectly, in the conduct of the

affairs of First Federal Savings Bank, San Antonio, Texas ("First Federal Savings Bank").

2. Without the prior written approval of the Regional Director or, if appropriate, another Federal financial institutions regulatory agency, Pimienta may not hold any office in, serve as a director for, or participate in any manner, either directly or indirectly, in the conduct of the affairs of any institution(s) or other entity as set forth in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A) (1988 & Supp. I 1989), hereinafter referred to as a "Covered Institution". Pursuant to Section 8(e)(6) of the FDIA, 12 U.S.C. § 1818(e)(6) (1988 & Supp.I 1989), conduct prohibited by this Order includes, inter alia, the solicitation, transfer or exercise of any voting rights with respect to any securities issued by any insured depository institution.

3. If approval is obtained from the Regional Director or, where appropriate, another Federal financial institutions regulatory agency, Pimienta, upon becoming a director, officer, or controlling person of a federally insured depository institution or any holding company thereof, shall obtain advice of competent counsel on his duties and responsibilities, both initially upon accepting such a position and when particular issues arise that may cause Pimienta to be uncertain about his responsibilities.

4. Nothing in this Order, however, prohibits Pimienta from any of the following activities, even though such activities may involve or relate to a Covered Institution:

A. being a customer, depositor, or borrower of a Covered Institution; or

B. owning stock, but less than a controlling interest as defined in Section 7(j) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1817(j)) and 12 C.F.R. § 574.4, in a Covered Institution unless such acquisition has been approved by the appropriate Federal regulatory agency;

C. engaging in mortgage banking activity solely as an independent contractor on an arms length, case by case basis;

Provided, however, that such activities may not be performed in a manner that would make Pimienta an "institution-affiliated party" as that term is defined at Section 3(u) of the FDIA, as amended by FIRREA (to be codified at 12 U.S.C. § 1813(u)).

This Order shall remain in effect until terminated, modified or suspended by the OTS, acting through the Regional Director or his designee. Pimienta may make a written request to the Regional Director for termination of the Order. The Regional Director may, at his or her sole discretion, suspend, modify, or terminate the Order.

THE OFFICE OF THRIFT SUPERVISION

By: /S/

Billy C. Wood
Regional Director
Midwest Regional Office
Dallas, Texas