

UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

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In the Matter of )

ILEANA GARCIA-RAMIREZ DE CARR, )  
Shareholder and Director of )

Western Federal Savings Bank )  
Mayaguez, Puerto Rico )

Resolution No.: ATL-92-60

Dated: June 9, 1992

STIPULATION AND CONSENT TO THE ENTRY OF A  
CEASE AND DESIST ORDER

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the Southeast Region ("Regional Director") and Ileana Garcia-Ramirez De Carr ("Carr"), honorary director and shareholder of Western Federal Savings Bank, Mayaguez, Puerto Rico, OTS Docket Number 06275 ("Western" or "Institution"), stipulate and agree as follows:

*JGL*  
1. Consideration. The OTS, based upon information derived from the exercise of its supervisory and regulatory powers, is of the opinion that grounds exist to initiate an administrative cease and desist proceeding against Carr, pursuant to § 8(b) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(b) (1988 & Supp. II 1990). The grounds include the acquisition of shares of Western stock by Carr personally, by members of her immediate family, and by corporations and partnerships in which Carr and members of her immediate family have an interest, as follows:

(a) The purchase of shares of Western stock, totaling in excess of ten (10) percent, by Carr, members of her immediate family and corporations or partnerships in which Carr or members of her immediate family have an interest, without the prior approval of the OTS, in violation of the Change in Bank Control Act, 12 U.S.C. § 1817(j) (1988 and Supp. II 1990), the Savings and Loan Holding Company Act, 12 U.S.C. § 1467a (Supp. II 1990), as amended by the Federal Deposit Insurance Corporation Improvement Act of 1991, Pub. L. No. 102-242, §101 et. seq., 105 Stat. 2236 (1991) ("FDICIA") and 12 C.F.R. Part 574; and,

(b) Carr, members of her immediate family, and/or partnerships or corporations in which she or they have an interest, failed to file timely reports on Form 4 to disclose transactions, in violation of § 16(a) of the Securities and Exchange Act of 1934 (the "1934 Act"), 15 U.S.C. § 78p(a) (1988) and 17 C.F.R. § 240.16a-1 et. seq.

Carr desires to cooperate with the OTS and to avoid the time and expense of such administrative proceedings. Without admitting or denying that such grounds exist, Carr hereby stipulates and agrees to the following terms in consideration of the forbearance by the OTS from initiating such administrative cease and desist proceeding against her with respect to, and for so long as she is in compliance with, the provisions covered in the accompanying Order to Cease and Desist ("Order").

## 2. Jurisdiction

(a) Western is a "savings association" within the meaning of § 3(b) of the FDIA, 12 U.S.C. § 1813(b) (1988 and Supp. II 1990), and § 2(4) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1462(4) (Supp. II 1990). It is an "insured depository institution" as that term is defined in § 3(c) of the FDIA, 12 U.S.C. § 1813(c), and files reports with the OTS pursuant to Section 13 of the 1934 Act.

(b) Carr, is an "institution-affiliated party" of Western as that term is defined in § 3(u) of the FDIA, 12 U.S.C. § 1813(u).

 (c) Pursuant to § 3(q)(4) of the FDIA, 12 U.S.C. § 1813(q)(4), and § 12(i) of the 1934 Act, 15 U.S.C. § 78n(i) (1988), the Director of the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association or its institution-affiliated parties. Therefore, Carr is subject to the authority of the OTS to initiate and maintain cease and desist proceedings against her pursuant to § 8(b) of the FDIA, 12 U.S.C. § 1818(b).

3. Consent. Carr consents to the issuance by the OTS of the accompanying Order. She further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

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

5. Waivers. Carr waives her right to a notice of charges and the administrative hearing provided by § 8(b) of the FDIA, 12 U.S.C. § 1818(b), and further waives any right to seek judicial review of the Order, including any such right provided by § 8(h) of the FDIA, 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the OTS, by and through its Regional Director, and Carr execute this Stipulation and Consent to the Entry of a Cease and Desist Order.

OFFICE OF THRIFT SUPERVISION

By:

/S/

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John E. Ryan  
Regional Director  
Southeast Region

ILEANA GARCIA-RAMIREZ DE CARR

/S/  
\_\_\_\_\_

UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

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In the Matter of )	
ILEANA GARCIA-RAMIREZ DE CARR )	Resolution No.: ATL-92-60
Shareholder and Director of )	Dated: June 9, 1992
Western Federal Savings Bank )	
Mayaguez, Puerto Rico )	
_____ )	

ORDER TO CEASE AND DESIST

WHEREAS, Ileana Garcia-Ramirez de Carr ("Carr"), shareholder and director of Western Federal Savings Bank, Mayaguez, Puerto Rico, OTS Docket Number 06275 ("Western" or the "Institution"), has executed a Stipulation and Consent to the Entry of a Cease and Desist Order ("Stipulation"), which Stipulation is incorporated herein by reference and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting through its Regional Director for the Southeast Region ("Regional Director"); and

*JK*  
WHEREAS, Carr, in the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist ("Order"), pursuant to § 8(b) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(b) (1988 & Supp. II 1990).

NOW THEREFORE, IT IS ORDERED that Carr, Miguel A. Garcia-Mendez ("Garcia-Mendez"), Fredeswinda Garcia-Ramirez de Frontera ("Frontera"), Frank C. Stipes ("Stipes"), and corporations or partnerships owned or controlled by Carr, Garcia-Mendez, Frontera or Stipes shall cease and desist from any violation of, or the aiding and abetting of any violation of:

1. 12 U.S.C. § 1817(j) (1988 & Supp. II 1990)  
[Change in Bank Control Act],
2. 12 U.S.C. § 1467a (Supp. II 1990), as amended by the Federal Deposit Insurance Corporation Improvement Act of 1991, Pub. L. No. 102-242, §101 et. seq., 105 Stat. 2236 (1991) ("FDICIA")  
[S&L Holding Companies],

3. 12 C.F.R. Part 574 (1992)  
[Acquisition of Control of S&Ls],
4. 15 U.S.C. § 78p (1988)  
[Securities Ownership Reports], or
5. 17 C.F.R. § 240.16a-1, et. seq. (1992)  
[Securities Ownership Reports].

IT IS FURTHER ORDERED THAT:

6. No later than 60 days after the effective date of this Order, Carr, in conjunction with all appropriate members of her immediate family or any corporate or partnership entities that continue to own shares of the Institution's stock as of such date and that are owned or controlled by either Carr, Garcia-Mendez, Frontera or Stipes, shall file a complete Notice of Change in Control (or join in the filing of a complete Notice of Change in Control with Garcia-Mendez and members of his immediate family) with regard to Western with the appropriate OTS offices.

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7. Carr shall not purchase any additional shares of stock in Western during the term of this Order unless the OTS accepts her Notice of Change in Control. However, Carr may, at any time, purchase additional shares of stock from members of her immediate family or any corporate or partnership entities that are owned or controlled by either Carr or by any member of her immediate family owning shares of the Institution's stock except that such purchases by Carr, Garcia-Mendez, Frontera and Stipes may not, in the aggregate, exceed 22,500 shares or one and one-half percent (1.5%) of the issued and outstanding stock of Western, whichever is less.

8. Carr, shall, within 30 days after the effective date of this Order, file all reports required by §§ 13 and 16(a) of the Securities Exchange Act of 1934, 15 U.S.C. §§ 78m and 78p, and any regulations promulgated thereunder by the Securities and Exchange Commission ("SEC") or the OTS, on such forms and with such entities (the OTS, SEC or other) as may be required by said Act or regulations. All future reports that may be required by 15 U.S.C. § 78p(a) or the regulations identified in paragraph 5 of this Order shall be timely filed by Carr. Such reports shall be considered timely filed if filed in accordance with §240.16a-1(h).

All technical words or terms used in this Order for which meanings are not specified or otherwise provided by the provisions of this Order, shall, insofar as applicable, have meanings as defined in Chapter V of Title 12 of the Code of Federal

