

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION
DEPARTMENT OF THE TREASURY

In the Matter of)
MARIANO J. MIER,) Re: OTS Order No. ATL-92-63
a former director and officer) STIPULATION AND CONSENT OF
of First Federal Savings Bank,) MARIANO J. MIER TO ISSUANCE OF
Santurce, Puerto Rico) FINAL AGENCY ORDERS
_____)

This Stipulation and Consent is made by and between the Office of Thrift Supervision ("OTS"), a bureau within the United States Department of the Treasury, and MARIANO J. MIER, a former director and officer of FIRST FEDERAL SAVINGS BANK ("FIRST FEDERAL"), Santurce, Puerto Rico. This Stipulation and Consent concerns the issuance by the OTS to MARIANO J. MIER of the attached ORDER OF PROHIBITION; ORDER TO CEASE AND DESIST DIRECTING AFFIRMATIVE ACTION; and FINAL ASSESSMENT OF CIVIL MONEY PENALTIES ISSUED TO MARIANO J. MIER (the "ORDER"). In consideration of the mutual undertakings set forth below and other good and valuable consideration the parties hereto hereby stipulate and agree as follows:

1. Consideration. The OTS, having conducted formal examination and investigative proceeding no. EAST-91-1 concerning FIRST FEDERAL, is of the opinion that the grounds exist to commence adjudicatory proceedings against MARIANO J. MIER for the issuance of final agency orders pursuant to subsections (b), (e), and (i)(2) of Section 8 of the Federal Deposit Insurance Act ("FDIA") (12 U.S.C.A. §§ 1818(b), (e), (i)(2)). MARIANO J. MIER desires to cooperate with the OTS

and to avoid the time and expense of such adjudicatory proceedings, and while neither admitting nor denying that such grounds exist, MARIANO J. MIER hereby stipulates and agrees to the terms of this Stipulation and Consent in consideration of the settlement by the OTS of the administrative charges, claims and other matters described below in this paragraph. OTS hereby settles, compromises and resolves any and all charges that the OTS could bring in any administrative adjudicatory proceedings or civil actions against MARIANO J. MIER with respect to any matter discovered or reviewed by the OTS in connection with OTS formal examination proceeding no. EAST-91-1.

2. Jurisdiction. It is stipulated and agreed that the OTS, as the appropriate Federal banking agency, is authorized to issue the ORDER pursuant to subsections (b), (e), and (i)(2) of the FDIA (12 U.S.C.A. §§ 1818(b), (e), (i)(2)). MARIANO J. MIER acknowledges that he has been a director and officer of FIRST FEDERAL within the past six years, and may be deemed to have been an institution-affiliated party of FIRST FEDERAL.

3. Consent. MARIANO J. MIER consents to issuance of the ORDER. MARIANO J. MIER agrees to comply with the terms of the ORDER, and he stipulates that the ORDER complies with all requirements of law.

4. Finality. The ORDER is issued by the OTS under the authority of subsections (b), (e), and (i)(2) of Section 8 of the FDIA (12 U.S.C.A. §§ 1818(b), (e), (i)(2)). MARIANO J.

MIER acknowledges and understands that, upon issuance, the ORDER will be a final order that is effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA (12 U.S.C.A. § 1818(i)).

5. No Effect on Actions by Other Agencies.

(a) This Stipulation and Consent, the ORDER and the payment by MARIANO J. MIER of any monies or providing any other financial relief as contemplated by the ORDER, does not compromise, settle, dismiss, resolve, or in any way affect any civil actions, charges against, or liability of MARIANO J. MIER that arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation or any other governmental entity other than the OTS.

(b) MARIANO J. MIER acknowledges and agrees that this proceeding, the assessment or payment of the penalty contemplated as part of the resolution thereof, and MARIANO J. MIER's consent to the entry of the ORDER are for the purposes of resolving this OTS enforcement matter only, and do not resolve, affect or preclude any other civil or criminal proceedings which may or have been brought against MARIANO J. MIER by the OTS or another governmental entity. By signing this document MARIANO J. MIER agrees that he will not assert the assessment or payment of this penalty as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other governmental entity.

6. Waivers. MARIANO J. MIER, following consultation with his counsel, hereby waives the following legal rights:

- (1) the right to be served with written notices of charges (including a notice of intention to prohibit and a notice of assessment) pursuant to 12 U.S.C.A. §§ 1818(b), (e), and (i)(2);
- (2) the right to an administrative adjudicatory hearing of the OTS's charges against him; and
- (3) the right to seek judicial review of the ORDER, including (but not limited to) any such right provided by Section 8(h) of the FDIA, 12 U.S.C.A. § 1818(h), or otherwise to challenge the validity of the ORDER.

7. Communications.

(a) Except as otherwise provided in the ORDER, MARIANO J. MIER shall send any and all payments, notices, or other communications required or permitted to be made to the OTS under the ORDER and this Stipulation and Consent, by prepaid first class mail or express delivery service, to:

Regional Director
Office of Thrift Supervision
1475 Peachtree St., N.E.
Atlanta, GA 30309
Attn.: Field Manager, Puerto Rico

and shall send a copy thereof to the OTS's Enforcement Counsel:

Steven A. Rosenberg, Esq.
Senior Enforcement Counsel
Office of Thrift Supervision
10 Exchange Place, 17th Floor
Jersey City, New Jersey 07302,

or to such other address as the OTS may otherwise specify in writing to MARIANO J. MIER.

(b) The OTS may send notices or other communications directed to MARIANO J. MIER to the attention of his counsel, as follows:

Wallace González Oliver, Esq.
Gonzalez Oliver, Correa Calzada, Collazo Salazar,
Herrero & Jimenez
1508 F.D. Roosevelt Ave.
P.O. Box 11550
San Juan, Puerto Rico 00922

8. Cooperation. In the event the OTS commences any administrative case or civil action against any institution-affiliated parties of FIRST FEDERAL, with respect to matters that have been the subject of OTS formal examination No. EAST-91-1, MARIANO J. MIER shall fully and freely cooperate with the OTS whenever requested in connection with such proceedings.

9. Understanding about Hardship Application. It is understood that the OTS has agreed to settle the restitution and civil-money-penalty claims for the amounts set forth in paragraphs 2 and 3 of the ORDER based on the OTS's reliance on sworn documents demonstrating financial hardship that have been submitted to the OTS by MARIANO J. MIER (the "Hardship Application"). In the event that any information included in the Hardship Application is found to be false or misleading with respect to any material fact, or, in connection with the Hardship Application, MARIANO J. MIER shall have omitted to state a material fact concerning any matter addressed in the Hardship Application, then, without limitation on other remedies or sanctions available under federal law (including but not limited to Section 8 of the FDIA), the restitution amount, provided for in Paragraph 2 of the ORDER, shall be increased to \$500,000.

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION
DEPARTMENT OF THE TREASURY

In the Matter of)
MARIANO J. MIER,) OTS Order No. ATL-92-63
a former director and officer)
of First Federal Savings Bank,) Date: June 17, 1992
Santurce, Puerto Rico)
_____)

**ORDER OF PROHIBITION;
ORDER TO CEASE AND DESIST DIRECTING AFFIRMATIVE ACTION; and
FINAL ASSESSMENT OF CIVIL MONEY PENALTIES
ISSUED TO MARIANO J. MIER**

WHEREAS, the Office of Thrift Supervision ("OTS"),
having conducted an investigative proceeding concerning First
Federal Savings Bank ("FIRST FEDERAL"), Santurce, Puerto
Rico, believes that the grounds exist to seek the issuance of
certain agency orders against MARIANO J. MIER, pursuant to 12
U.S.C.A. §§ 1818(b), (e), and (i)(2); and

WHEREAS, MARIANO J. MIER has stipulated and consented to
the issuance of this Order by executing the attached
Stipulation and Consent of Mariano J. Mier to Issuance of
Final Agency Orders (the "Stipulation and Consent"), the
terms of which are hereby incorporated into this Order by
this reference.

NOW THEREFORE, the OTS, pursuant to provisions of
Section 8 of the Federal Deposit Insurance Act ("FDIA"), 12
U.S.C.A. § 1818, HEREBY ORDERS as follows:

1. Prohibition. MARIANO J. MIER is and shall be
subject to the prohibitions provided by Section 8(e)(6) of

the FDIA (12 U.S.C.A. § 1818(e)(6)), and therefore, MARIANO J. MIER, inter alia, is prohibited from holding any office in, or participating in any manner in the conduct of the affairs of, FIRST FEDERAL and the institutions and agencies specified in Sections 8(e)(7) and 8(b)(8) of the FDIA (12 U.S.C.A. §§ 1818(e)(7), 1818(b)(8)), including but not limited to any insured depository institution and subsidiaries and holding companies thereof. The prohibition provisions of this Order are issued pursuant to Section 8(e) of the FDIA (12 U.S.C.A. § 1818(e)).

2. Affirmative Action - Restitution and Reimbursement.

(a) MARIANO J. MIER shall make restitution and reimbursement in the amount of Ninety Thousand Dollars (\$90,000.00 U.S.) (the "Restitution Amount") for the benefit of FIRST FEDERAL, which shall be payable as follows: (i) \$22,500.00 to be paid immediately upon issuance of this Order; and (ii) the balance of \$67,500.00 to be paid in five annual installments of \$13,500 (the "Installment Payments"), each due on the 30th day of June during the years 1993, 1994, 1995, 1996, and 1997. The initial \$22,500 payment shall be made by tendering to the OTS's Enforcement Counsel (identified in the Stipulation and Consent) one or more certified or cashiers checks made payable to the order of First Federal Savings Bank. The Installment Payments shall be made by tendering to the president of FIRST FEDERAL one or more certified or cashiers checks made payable to the order of First Federal Savings Bank. In the event MARIANO J. MIER

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shall fail to make payment of an Installment Payment within 10 days of its due date, the entire outstanding balance of the Restitution Amount shall become immediately due and payable, and such acceleration of payment shall be without limitation on the exercise by the OTS of other available legal or equitable rights or powers (including but not limited to those under 12 U.S.C.A. § 1818(i)(2)).

(b) Within thirty (30) days of issuance of this Order, MARIANO J. MIER shall: (i) post collateral (in the form of valuable real property and/or readily marketable personal property) to fully secure FIRST FEDERAL with respect to the payment by MARIANO J. MIER of the \$67,500 of Installment Payments; and (ii) execute and deliver to FIRST FEDERAL such documents, in form and content acceptable to FIRST FEDERAL, as shall provide FIRST FEDERAL with a valid and enforceable security interest with respect to such collateral. MARIANO J. MIER, within thirty-five (35) days of issuance of this Order, shall provide the OTS with written notice of his compliance with the foregoing requirements of this paragraph 2(b).

(c) The provisions of this Paragraph 2 of this Order are affirmative action provisions made and issued pursuant to Section 8(b) of the FDIA (12 U.S.C.A. § 1818(b)).

3. Final Civil Money Penalty Assessment. Immediately upon issuance of this Order, MARIANO J. MIER shall pay a final civil money penalty in the amount of Ten Thousand Dollars (\$10,000.00 U.S.) by tendering one or more certified

or cashiers checks to the OTS's Enforcement Counsel made payable to the order of the Treasurer of the United States. The civil-money-penalty provisions of this Order are made and issued pursuant to Section 8(i)(2) of the FDIA (12 U.S.C.A. § 1818(i)(2)).

4. Effective Date.

This Order shall be and is effective upon the date of issuance shown below.

IT IS SO ORDERED on this 17th day of June, 1992.

OFFICE OF THRIFT SUPERVISION
By:

/S/
