

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)

LERoy H. KEIHN,)
Former President and)
Director of)

WINTER HILL FEDERAL)
SAVINGS BANK)
Somerville, Massachusetts)

Re: Resolution No. J(6)-91-28
Dated: 11/20/91

STIPULATION AND CONSENT TO
ISSUANCE OF ORDER OF PROHIBITION

The Officer of Thrift Supervision ("OTS"), by and through its Regional Deputy Director for the Boston District Office, and Leroy H. Keihn, former President and director of Winter Hill Federal Savings Bank, Somerville, Massachusetts ("Winter Hill"), hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against Leroy H. Keihn pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e). Mr. Keihn does not, in any way, admit that such grounds exist, but desires to cooperate with the OTS by avoiding the time and expense of such administrative litigation. Additionally, Mr. Keihn voluntarily retired from his position as President of Winter Hill on June 30, 1991 and now intends, at age 73, to retire entirely from the banking industry. Therefore, Mr. Keihn hereby stipulates and agrees to the following terms in consideration of the forbearance

of OTS from initiating any administrative litigation (including any litigation under Section 8 of the FDIA) against him.

2. Jurisdiction.

(a) Winter Hill is a "savings association" within the meaning of Section 3 of the FDIA and Section 2(4) of the Home Owners' Loan Act of 1933, 12 U.S.C. § 1462(4). Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C. § 1813(c).

(b) Leroy H. Keihn, as former President and director of Winter Hill, is an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u).

(c) Pursuant to Section 3 (q) (4) of the FDIA, 12 U.S.C. § 1813(q) (4), the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association or its institution-affiliated parties. Therefore, Leroy H. Keihn is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to Section 8(e) of the FDIA, 12 U.S.C. § 1818(e).

3. Consent. Leroy H. Keihn consents to the issuance by the OTS of the accompanying Order of Prohibition ("Order"). He further agrees to comply with its terms upon issuance and stipulates that the order complies with all requirements of law.

4. Finality. The Order is issued under Section 8(e) of the FDIA, 12 U.S.C. § 1818(e). Upon its issuance, 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).

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WINTER HILL FEDERAL)
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Sommerville, Massachusetts)
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Re: Resolution No. JC(6)-91-28
Dated:

ORDER OF PROHIBITION

WHEREAS, Leroy H. Keihn has executed a Stipulation and Consent to Issuance of Order of Prohibition ("Stipulation"), which is accepted and approved by the Office of Thrift Supervision ("OTS") acting through its Regional Director for the Northeast Regional Office; and

WHEREAS, Leroy H. Keihn, in the Stipulation, has consented and agreed to the issuance of this Order of Prohibition ("Order") pursuant to Section 8(e) of the Federal Deposit Insurance Act 12 U.S.C. § 1818(e) ("FDIA");

NOW THEREFORE, IT IS ORDERED that:

1. Leroy H. Keihn is prohibited from further participation, in any manner, in the conduct of the affairs of Winter Hill Federal Savings Bank, Sommerville, Massachusetts ("Winter Hill"), its holding company(ies), or service corporation(s).

2. Without prior written approval of the Regional Director for the Northeast Regional Office and, if appropriate, another Federal financial institutions regulatory agency, Leroy H. Keihn may not hold any office in, or participate in any manner 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). Pursuant to Section 8(e)(6) of the FDIA, 12 U.S.C. § 1818(e)(6), 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. The Stipulation is made a part hereof and is incorporated herein by this reference.

4. This Order is subject to the provisions of Section 8(j) of the FDIA, 12 U.S.C. § 1818(j), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

/S/

By: _____

Ange~~lo~~ A. Vigna
Regional Director
Northeast Regional Office
Office of Thrift Supervision