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UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

In the Matter of	)	
Walter Cooper	)	Re: Resolution No. <u>TOP-90-12</u>
Former Director of Aspen	)	Dated: December 27, 1990
Savings and Loan Association	)	
Aspen, Colorado	)	
	)	
	)	
	)	

STIPULATION AND CONSENT TO  
ISSUANCE OF ORDER OF PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its District Director for the Topeka District Office, and Walter Cooper, a former director of Aspen Savings and Loan Association, 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 Walter Cooper pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institution Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA"), 12 U.S.C.S. §1818(e) (Law. Co-op. Supp. 1990). Walter Cooper desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms in

consideration of the forbearance of OTS from initiating such administrative prohibition litigation against Walter Cooper.

2. Jurisdiction.

(a) Aspen Savings and Loan Association was a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933, as amended by FIRREA. Accordingly, it was an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1813(c) (Law. Co-op. Supp. 1990).

(b) Walter Cooper, as a former director of Aspen Savings and Loan Association, is an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1813(u) (Law. Co-op. Supp. 1990).

(c) Pursuant to Section 3 of the FDIA, as amended by FIRREA, the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association or its institution-affiliated parties. Therefore, Walter Cooper 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, as amended by FIRREA, 12 U.S.C.S. §1818(e) (Law. Co-op. Supp. 1990).

3. Consent. Walter Cooper 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, as amended by FIRREA, 12 U.S.C.S. §1818(e) (Law. Co-op. Supp. 1990). Upon its issuance by the District Director for the Topeka District Office, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(i) (Law. Co-op. Supp. 1990).

5. Waivers. Walter Cooper waives his right to a notice of intention to prohibit and the administrative hearing provided by Section 8(e) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(e) (Law. Co-op. Supp. 1990), and further waives his right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(h) (Law. Co-op. Supp. 1990), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the District Director for the Topeka District Office, on behalf of the OTS, and Walter Cooper execute this Stipulation and Consent to Issuance of Order of Prohibition.

OFFICE OF THRIFT SUPERVISION

By: 151  
Ronald N. Karr  
District Director  
Topeka District Office  
Office of Thrift Supervision

151  
Walter Cooper

UNITED STATES OF AMERICA  
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In the Matter of )  
Walter Cooper )  
Former Director of Aspen )  
Savings and Loan Association )  
Aspen, Colorado )

Re: Resolution No. TOP-90-12  
Dated: December 27, 1990

ORDER OF PROHIBITION

WHEREAS, Walter Cooper 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 District Director for the Topeka District Office; and

WHEREAS, Walter Cooper, 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 ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA"), Pub. L. No. 101-73, 103 Stat. 183, 12 U.S.C.S. §1818(e) (Law. Co-op. Supp. 1990).

NOW THEREFORE, IT IS ORDERED that:

1. Walter Cooper is prohibited from further participation, in any manner, in the conduct of the affairs of Aspen Savings and Loan Association, Aspen, Colorado, ("Aspen Savings"), its holding company(ies), or service corporation(s).

2. Without the prior written approval of the District Director for the Topeka District Office and, if appropriate, another Federal financial institutions regulatory agency, Walter Cooper 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, as amended by FIRREA, 12 U.S.C.S. §1818(e)(7)(A) (Law. Co-op. Supp. 1990). Pursuant to Section 8(e)(6) of the FDIA, as amended by FIRREA, 12 U.S.C.S. §1818(e)(6) (Law. Co-op. Supp. 1990), 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, as amended by FIRREA, 12 U.S.C.S. §1818(j) (Law. Co-op. Supp. 1990), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

By: 15/  
Ronald N. Karr  
District Director  
Topeka District Office