

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

_____))
In the Matter of))
))
NAKISHA FOSTER) Order No. CN 07-04
) Dated: October 31, 2007
))
A Former Employee of))
THIRD FEDERAL SAVINGS))
CLEVELAND, OHIO))
OTS NO. 04544))
_____))

CONSENT ORDER OF PROHIBITION

WHEREAS, NAKISHA FOSTER has executed a Stipulation and Consent to the Issuance of an Order of Prohibition (“Stipulation”); and

WHEREAS, NAKISHA FOSTER, by her execution of the Stipulation, has consented and agreed to the issuance of this Order of Prohibition (“Order”) by the Office of Thrift Supervision (“OTS”), pursuant to 12 U.S.C. § 1818(e).

NOW THEREFORE, IT IS ORDERED that:

1. NAKISHA FOSTER is prohibited from further participation, in any manner, in the conduct of the affairs of Third Federal Savings, Cleveland, Ohio, OTS No. 04544 and any holding company, subsidiary, and/or service corporation thereof.

2. NAKISHA FOSTER, except upon the prior written consent of the OTS (acting through its Director or an authorized representative thereof) and any other “appropriate Federal financial institutions regulatory agency,” for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), also shall not:

(a) hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), including, but not limited to:

(i) any insured depository institution, e.g., savings and loan associations, savings banks, national banks, trust companies, and other banking institutions;

(ii) any institution treated as an insured bank under 12 U.S.C. §§ 1818(b)(3) and 1818(b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9), e.g., subsidiaries and holding companies of banks or savings associations;

(iii) any insured credit union under the Federal Credit Union Act (12 U.S.C. § 1781 et seq.);

(iv) any institution chartered under the Farm Credit Act of 1971 (12 U.S.C. § 2001 et seq.);

(v) any appropriate Federal depository institution regulatory agency, within the meaning of 12 U.S.C. § 1818(e)(7)(A)(v); and

(vi) the Federal Housing Finance Board and any Federal Home Loan Bank.

(b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in 12 U.S.C. § 1818(e)(7)(A);

(c) violate any voting agreement previously approved by the “appropriate Federal banking agency” within the meaning of 12 U.S.C. § 1813(q); or

(d) vote for a director, or serve or act as an "institution-affiliated party," as that term is defined at 12 U.S.C. § 1813(u), e.g., a director, officer, employee, controlling stockholder of, or agent for, an 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 12 U.S.C. § 1818(j).

5. NAKISHA FOSTER shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

6. This Order is and shall become effective on the date it is issued, as shown in the caption hereof. The Stipulation and the Order shall remain in effect until terminated, modified or suspended, in writing by the OTS, acting through its Director, Regional Director or other authorized representative.

OFFICE OF THRIFT SUPERVISION

By:

/s/
ROBERT C. ALBANESE
Regional Director
Northeast Region

OFFICE OF THRIFT SUPERVISION

By:

/s/
THOMAS A. BARNES
Regional Director
Central Region

OTS Central Region is the Successor Region with Primary Regulatory Oversight of Third Federal Savings and Loan Association, as of July 1, 2007

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In the Matter of)
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NIKISHA FOSTER)
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A Former Employee of)
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THIRD FEDERAL SAVINGS)
CLEVELAND, OHIO)
OTS. NO. 04544)
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Order No. CN 07-04
Date: October 31, 2007

**STIPULATION AND CONSENT TO THE ISSUANCE OF AN
ORDER OF PROHIBITION**

WHEREAS, the Office of Thrift Supervision (“OTS”), based upon information derived from the exercise of its regulatory responsibilities, has informed NAKISHA FOSTER, a former employee of Third Federal Savings Cleveland, Ohio, OTS No. 04544 (“Third Federal” or the “Bank”), that grounds exist to initiate an administrative prohibition proceeding against her pursuant to 12 U.S.C. § 1818(e), and

WHEREAS, NAKISHA FOSTER desires to cooperate with the OTS and to avoid the time and expense of such administrative proceeding and, without admitting or denying that such grounds exist, or the Findings of Fact or opinions and conclusions of the OTS, except as to Jurisdiction, paragraph 1, below, which is admitted, hereby stipulates and agrees to the following:

1. Jurisdiction.

(a) Third Federal is a “savings association” within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, it is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c);

(b) NAKISHA FOSTER is a former employee of Third Federal and is an “institution-affiliated party” as that term is defined in 12 U.S.C. § 1813(u) and served in such capacity within 6 years of the date hereof (see 12 U.S.C. § 1818(i)(3)); and

(c) Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” to maintain an administrative prohibition proceeding against such a savings association or its institution-affiliated parties.

Therefore, NAKISHA FOSTER is subject to the jurisdiction of the OTS to initiate and maintain an administrative proceeding against her pursuant to 12 U.S.C. § 1818(e). The Director of the OTS has delegated to the Regional Director of the Northeast Region of the OTS or his designee (“Regional Director”) the authority to issue prohibition orders where the individual has consented to the issuance of the order.

2. OTS Findings of Fact. NAKISHA FOSTER had been employed as a teller at the Maple Heights branch of Third Federal (the “Branch”) from September 2004 through October 2006. The OTS finds that NAKISHA FOSTER engaged in violations of law and unsafe or unsound practices by embezzling funds from Third Federal customers throughout the period of her employment through forgery and other illegal means. Over the course of her employment NAKISHA FOSTER embezzled approximately \$184,630 from Third Federal customer accounts. By reason of the violations and unsafe or unsound practices, NAKISHA FOSTER caused a financial loss or other damage to Third Federal, prejudiced the interests of the Bank’s depositors, and received financial gain or other benefit. Such violations and practices also involved personal dishonesty on the part of NAKISHA FOSTER and demonstrate willful or continuing disregard for the safety or soundness of the Bank.

3. Consent. NAKISHA FOSTER consents to the issuance by the OTS of the accompanying Consent Order of Prohibition ("Order"). NAKISHA FOSTER 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 12 U.S.C. § 1818(e). Upon its issuance by the OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

5. Waivers. NAKISHA FOSTER waives the following:

(a) the right to be served with a written notice of the OTS's charges against her as provided by 12 U.S.C. § 1818(e);

(b) the right to an administrative hearing of the OTS's charges against her as provided by 12 U.S.C. § 1818(e);

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order;

(d) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504 or 28 U.S.C. § 2412; and

(e) the right to assert this proceeding, her consent to issuance of the Order, the issuance of the Order, the payment of any monies or the provision of any other financial relief as contemplated by the Order 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. Other Governmental Actions Not Affected. NAKISHA FOSTER acknowledges and agrees that her consent to the issuance of the Order is for the purpose of resolving this OTS enforcement matter only, involving the facts described in paragraph 1, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of NAKISHA FOSTER that arise pursuant to this action or otherwise and that may be or have been brought by the OTS or another governmental entity.

7. Acknowledgment of Sanctions. NAKISHA FOSTER acknowledges that the Stipulation and Order are subject to the provisions of 12 U.S.C. § 1818(j).

8. Miscellaneous.

(a) The construction and validity of this Stipulation and the Order shall be governed by the laws of the United States of America;

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS' predecessors, successors, and assigns;

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only, and such headings shall not affect the interpretation of this Stipulation or the Order;

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters; and

(e) This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

WHEREFORE, NAKISHA FOSTER, executes this Stipulation and Consent to the Issuance of an Order of Prohibition, intending to be legally bound hereby.

Accepted by:

OFFICE OF THRIFT SUPERVISION

By: 15/
NAKISHA FOSTER

15/
ROBERT C. ALBANESE
Regional Director
Northeast Region

Dated: 15/

Dated: 15/

Accepted by:

OFFICE OF THRIFT SUPERVISION

15/
Thomas A. Barnes
Regional Director
Central Region

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Dated: 10/31/2007