

**UNITED STATES OF AMERICA
NATIONAL CREDIT UNION ADMINISTRATION
NATIONAL CREDIT UNION ADMINISTRATION BOARD**

In the Matter of STEPHEN V. WILLIS, Former Manager of First Central Credit Union Waco, Texas	Docket No. 98-0901-V
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ORDER OF PROHIBITION

WHEREAS, Stephen V. Willis executed a Stipulation and Consent to Issuance of an Order of Prohibition ("Stipulation"), and agreed and consented to the issuance of this Order of Prohibition ("Order"), pursuant to Section 206(g) of the Federal Credit Union Act ("FCUA"), 12 U.S.C. § 1786(g), and Part 747 of the National Credit Union Administration Rules and Regulations ("Rules"), 12 C.F.R. § 747, *et seq.*; and

WHEREAS, pursuant to the FCUA and the Rules, the National Credit Union Administration Board ("NCUAB") has authority to issue a final Order where the Respondent consents to the issuance of such an Order.

NOW THEREFORE, the NCUAB issues this Order and prohibits Stephen V. Willis from participating in any manner in the conduct of the affairs of any federally insured credit union, and from continuing or commencing to hold any office, or participate in any manner, in the conduct of the affairs of any other institution or agency set forth in Section 206(g)(7) of the FCUA, 12 U.S.C. § 1786(g)(7).

FURTHERMORE, all technical words or terms used in this Order have meanings defined in the FCUA, the Rules, Title 12 of the United States Code, and any such words or terms undefined in the foregoing have meanings that accord with the best customs and usage in the credit union industry.

FURTHERMORE, this Order against Stephen V. Willis incorporates by reference the Stipulation he executed, and is effective upon its issuance.

NATIONAL CREDIT UNION ADMINISTRATION BOARD

By: /S/
 Phillip R. Crider, Regional Director

Dated: September 18, 1998

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NATIONAL CREDIT UNION ADMINISTRATION
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In the Matter of STEPHEN V. WILLIS, Former Manager of First Central Credit Union Waco, Texas	Docket No. 98-0901-V
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**STIPULATION AND CONSENT
TO ISSUANCE OF AN ORDER OF PROHIBITION**

Stephen V. Willis("Willis"), former manager of First Central Credit Union, Waco, Texas, ("First Central"), and the National Credit Union Administration Board ("NCUAB"), acting by and through its Counsel, hereby make this Stipulation and Consent to Issuance of an Order of Prohibition ("Stipulation").

Willis and the NCUAB hereby stipulate and agree as follows:

1. Consideration. The NCUAB is of the opinion that grounds exist to initiate an administrative prohibition action against Willis pursuant to Section 206(g) of the Federal Credit Union Act ("FCUA"), 12 U.S.C. § 1786(g). Willis, without admitting or denying that said grounds exist (except those set forth as to Jurisdiction in paragraph 2), desires to avoid the time, cost and expense of administrative litigation. Accordingly, Willis consents to the issuance by NCUAB of an Order of Prohibition ("Order") in consideration of the settlement, compromise and resolution of all potential administrative claims and charges that have been or might be asserted by NCUAB against Willis arising out of his position with First Central.

2. Jurisdiction. Pursuant to its authority under Section 206 of the FCUA, 12 U.S.C.

§ 1786, the NCUAB is the appropriate Federal agency to maintain an administrative action against an "institution-affiliated party." Willis is an "institution-affiliated party" within the meaning of Section 206(r) of the FCUA, 12 U.S.C. § 1786(r). Accordingly, Willis admits the jurisdiction of the NCUAB over him and over the subject matter of this action

3. Finality. Willis consents to the issuance of the Order, and agrees to comply with all of its terms. The Order complies with all requirements of law, and issues pursuant to Section 206 of the FCUA, 12 U.S.C. § 1786. Upon its issuance, the Order is final, effective and fully enforceable by the NCUAB. The laws of the United States of America govern the construction and validity of this Stipulation and the Order, and the section and paragraph headings do not affect the interpretation of this Stipulation or the Order.

4. Waivers. Willis waives his right to an administrative hearing provided by Section 206(g)(4) of the FCUA, 12 U.S.C. § 1786(g)(4). Willis further waives his right to seek judicial review of the Order, or otherwise challenge the validity or legality of the Order.

5. Other Actions. Pursuant to this Stipulation, Willis hereby agrees that the Order is solely for the purpose of settling and resolving NCUAB's claims against him, as provided by paragraph 1 of this Stipulation, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, claims, charges against, or liabilities that arise in connection with his former or current affiliations with First Central, or any affiliate thereof, and that may be or have been brought by any other Federal or state government agency or entity other than the NCUAB.

WHEREFORE, in consideration of the foregoing, Stephen V. Willis and the National Credit Union Administration Board execute this Stipulation and Consent to the Issuance of an Order of Prohibition.

/S/
Stephen V. Willis

Date: August 27, 1998

NATIONAL CREDIT UNION ADMINISTRATION BOARD

/S/
Gerard S. Poliquin
Office of General Counsel

Date: September 14, 1998