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

In the Matter of:
Richard A. Bryant
A former Director of
Great Pacific Bank,
Burlingame, California

Re: ERC WA 92-04
Dated: April 28, 1992
Order No.: OTS-AP-93-57
Dated: July 2, 1993

ORDER TO CEASE AND DESIST AND
ORDER OF PROHIBITION PROHIBITING PARTICIPATION IN
THE CONDUCT OF THE AFFAIRS OF
FEDERALLY INSURED DEPOSITORY INSTITUTIONS

WHEREAS, the Office of Thrift Supervision ("OTS") has conducted a formal examination proceeding concerning the affairs of Great Pacific Bank of Burlingame, California ("Great Pacific") pursuant to Section 5(d)(1)(B) of the Home Owners' Loan Act of 1933, as amended, 12 U.S.C. § 1464(d)(1)(B);

WHEREAS, Richard A. Bryant ("Bryant"), without admitting or denying the conclusions reached by the OTS as the result of that examination as covered in the accompanying Offer of and Consent to Settlement ("Offer and Consent"), but in the interest of avoiding potentially lengthy and expensive litigation, has executed the Offer and Consent, consenting to the issuance of this Order to Cease and Desist and Order of Prohibition Prohibiting Participation in the Conduct of the Affairs of Federally Insured Depository Institutions ("Order"), which is

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accepted and approved by the OTS acting by and through its Acting Director, Jonathan L. Fiechter;

NOW THEREFORE, IT IS ORDERED that:

1. The Offer and Consent, attached hereto, is made a part hereof and is incorporated herein by reference.

CEASE AND DESIST

2. Bryant shall cease-and-desist from committing, committing in the future, or aiding and abetting the commitment of, any unsafe and unsound practice, fiduciary breach, or any violation of law, regulation, rule or condition imposed in writing by a Federal regulatory banking agency in connection with the conduct of the business of any federally insured financial institution set forth in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A) ("insured institution").

PROHIBITION

3. a. Bryant shall not hold any office in, or participate in any manner in the conduct of the affairs of any institution or other entity as set forth in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A), without the prior written approval of the Director of OTS, or his designee, and, if appropriate, the approval of any other Federal financial institutions regulatory agency. 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 institution.

b. Nothing in this Order, however, prohibits Bryant from the performance of services as a licensed mortgage broker, mortgage banker, real estate broker, or real estate sales person, provided, however, that such services do not involve the exercise of discretion in connection with or control over the assets of an insured institution or the making of loan underwriting decisions on behalf of an insured institution or participation in the affairs of an insured institution, even though such activities may involve or relate to an insured institution.

COOPERATION

4. Bryant shall, at the OTS's request, on reasonable notice and without service of a subpoena, provide discovery and testify truthfully at any deposition and at any judicial or administrative proceeding brought by the OTS as a result of its investigation relating to Great Pacific and its institution affiliated parties, except that Bryant does not waive his privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If Bryant invokes his privilege against self-incrimination under the Fifth Amendment of the United States Constitution with respect to any matter about which the OTS may inquire or the production of any document requested by the OTS and the OTS obtains a grant of immunity Pursuant to 18 U.S.C. § 6001 et seq., he will, consistent with any such grant of immunity, provide discovery and testify truthfully at any deposition and at any judicial or administrative proceeding on the matters for which immunity is given.

FINANCIAL DISCLOSURE

5. Prior to the issuance of this Order, Bryant provided the OTS with the financial disclosure set forth in paragraph 6 below which was accompanied by sworn affidavits, attesting to the accuracy of such financial disclosure, executed by those persons required to submit the financial information in such disclosure. This disclosure and the accompanying affidavits were expressly relied upon by the OTS in agreeing to enter into the Offer and Consent.

6. The financial disclosure of Bryant included (a) a current statement of financial condition as of July 1, 1993, and (b) copies of income tax returns for calendar years 1990, 1991 and 1992. The statements of financial condition were required to truthfully and accurately disclose all assets, liabilities, and net worth of Bryant, his spouse, and all dependent children

7. Bryant shall, within 15 days of the entry of the order, either (a) provide a sworn affidavit under penalty of perjury stating that the previously submitted financial disclosure described in paragraph 6 is still true and correct or, in the alternative, (b) submit financial disclosure, updated to the date of this Order, of the nature described in paragraph 6 above, accompanied by a sworn affidavit under penalty of perjury that the information contained in such updated financial disclosure is true and correct.

8. a. The financial disclosure provided to the OTS by Bryant may be used by the OTS for the purpose of carrying out the required enforcement functions of the OTS, but pursuant to the terms of the Order shall otherwise be treated as confidential. The OTS shall not advise any person, or any other agency or department of the federal government or any officer or employee thereof, or any agency or department of any state government or any officer or employee thereof, of its possession of the financial disclosure, except as provided below. The OTS shall not deliver the financial disclosure, or disclose any information contained therein, to any person or to any other agency or department of the federal government or any officer or employee thereof, or to any agency or department of any state government or any officer or employee thereof, except as provided below.

b. Notwithstanding the foregoing limitation, the OTS may disclose any financial information that it has received or receives from Bryant pursuant to the terms of the Order, as follows: (i) Disclosure may be made to any agency or department of the federal government or any officer or employee thereof, or any agency or department of any state government or any officer or employee thereof, of any financial information provided that the OTS first receives a request in writing for such information from such agency; (ii) Disclosure may be made when it is required by order of a Federal Court, provided that the OTS shall follow the provisions of subparagraph c. below with respect to such process; and (iii) Disclosure may be made as necessary to enforce

or perform the terms of this Order. Ten days prior to making any such disclosure to any federal or state agency or department, the OTS shall provide Bryant notice of its intention to do so.

c. In the event the OTS is served with a subpoena, court order, Freedom of Information Act request, or other request seeking or requiring disclosure of any financial information received from Bryant pursuant to the Order, the OTS shall, as soon as practical, notify Bryant by providing to Bryant's counsel of record a copy of the subpoena, order, or request.

d. Delivery of the financial disclosure to the OTS does not constitute and may not be construed as a waiver of any privilege applicable to the documents or to the information contained therein.

MISCELLANEOUS

9. This Order constitutes the final disposition of all claims made or that could be made by the OTS against Bryant in connection with Bryant's participation in the affairs of Great Pacific.

10. The Offer and Consent and the Order may be used in any proceeding brought by the OTS to enforce this Order; provided, however, that the OTS shall not use the Order, the Offer and Consent, or the relief consented to by virtue of the Offer and Consent, for any other purpose.

11. This Order shall be effective as of the date hereof.

Approved as to form
and content:

/S/

Elton J. Blum
Attorney for Richard A. Bryant

OFFICE OF THRIFT SUPERVISION

By: Jonathan L. Fiechter,
Acting Director