

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

In the Matter of:)

Order No. SF-93-047

JOE G. BAKER, a former)
director and Chief Executive)
Officer of Pacific Savings)
Bank, Costa Mesa, CA)
_____)

Dated: December 23, 1993

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER OF PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the West Regional Office, and Joe G. Baker ("Baker"), a former member of the Board of Directors and former Chief Executive Officer of Pacific Savings Bank, Costa Mesa, CA ("Pacific"), hereby stipulate and agree as follows:

1. Consideration.

The OTS, based upon information gathered in the examination and supervisory process, is of the opinion that grounds exist to initiate administrative proceedings against Baker pursuant to 12 U.S.C. §§ 1818, et seq. Baker desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, while neither admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms in consideration of the forbearance of the OTS from initiating such administrative proceedings, or any other administrative enforcement action based upon facts known to the OTS as of the effective date of this agreement and arising from his role or activities as a

person participating in the affairs of Pacific, its holding company, subsidiaries or service corporations.

This Stipulation and Consent, and the accompanying Order, does not compromise, settle, dismiss, resolve, or in any way affect any civil actions, charges against, or liability of Baker that arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation ("RTC") or any other governmental entity other than the OTS.

Baker acknowledges and agrees that this Stipulation and Consent are for the purposes of resolving this OTS enforcement matter only, and do not resolve, affect or preclude any other civil or criminal proceeding which may be or have been brought against Baker by the OTS or another governmental entity.

Notwithstanding the foregoing, "this OTS enforcement matter" as used in the preceding paragraph, refers to all enforcement matters by the OTS under 12 U.S.C. § 1818, et seq.: arising in connection with Baker's ownership or involvement in the affairs of Pacific, and/or any service corporations or subsidiaries thereof; all matters referred to in a Pacific report-of-examination to date; and all matters known to the OTS as of the date of this Stipulation and Consent.

2. Jurisdiction.

(a) Pacific is a "savings association" within the meaning of Section 3 of the Federal Deposit Insurance Act ("FDIA") and Section 2 of the Home Owners' Loan Act ("HOLA"), as amended by FIRREA. Accordingly, it is an "insured depository institution" as that term

is defined in Section 3(c)(2) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1813(c)(2).

(b) Baker, as a member of the Board of Directors and Chief Executive Officer of Pacific, was an "institution-affiliated party" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA, 12 U.S.C. 1813(u)(1).

(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, Baker is subject to the authority of the OTS to initiate and maintain administrative enforcement proceedings pursuant to 12 U.S.C. § 1818, et seq.

3. Consent.

Baker 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. § 1818(e). Upon its issuance by the Regional Director for the West Region of the OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(1) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(i).

5. Waivers.

Baker waives his right to an administrative hearing provided by Section 8 of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818,

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

In the Matter of:)

) Order No. SF-93-047

JOE G. BAKER, a former)
director and Chief Executive)
Officer of Pacific Savings)
Bank, Costa Mesa, CA)
_____)

) Dated: December 23, 1993

ORDER OF PROHIBITION

WHEREAS, Joe G. Baker ("Baker") has executed a Stipulation and Consent to Issuance of Order of Prohibition ("Stipulation"), which is hereby accepted and approved by the Office of Thrift Supervision ("OTS") acting through its Regional Director for the West Region; and

WHEREAS, Baker, 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"), 12 U.S.C. § 1818(e); Accordingly,

IT IS THEREFORE ORDERED that:

Joe G. Baker is hereby prohibited from further participation, in any manner, in conduct of the affairs of Pacific Savings Bank, Costa Mesa, CA ("Pacific"), its holding company, subsidiaries or service corporations.

Without the prior written approval of the OTS (and, if appropriate, another federal financial institution regulatory agency), Baker may not, after the effective date of this Order, 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. § 1818(e)(7)(A). Pursuant to Section 8(e)(6) of the FDIA, as amended by FIRREA, 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, including but not limited to its holding company, subsidiary or service corporation, except as is expressly set forth in the Stipulation.

The Stipulation is made part hereof and is incorporated herein by this reference.

This Order is subject to the provisions of Section 8(j) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(j).

OFFICE OF THRIFT SUPERVISION

Dated: December 23, 1997

By: /S/
Regional Director
OTS West Region