

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.

Napier acknowledges and agrees that this proceeding and Napier's consent to the entry of the Order 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 Napier by the OTS or another governmental entity.

By signing this document, Napier agrees that he will not assert the execution of this stipulation as a basis for the claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or another governmental entity.

2. Jurisdiction.

(a) WFSB 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) Napier is 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)(4).

(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, Napier is subject to

the authority of the OTS to initiate and maintain enforcement proceedings against him pursuant to 12 U.S.C. § 1818.

3. Consent.

Napier 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).

9. Waivers.

Napier waives his right to a Notice of Charges and an administrative hearing provided by Section 8 of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818, 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. § 1818(h), or otherwise challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the Regional Director for the West Region

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

_____)
In the Matter of:)

Resolution No.: SF-92-021

FRANK NAPIER, individually and)
d/b/a AUTO AIR, an institution-)
affiliated party of WESTERN)
FINANCIAL SAVINGS BANK,)

Dated: July 1, 1992

Respondent.)
_____)

ORDER OF PROHIBITION

WHEREAS, Frank Napier, acting in his individual capacity and d/b/a AUTO AIR SALES ("Napier") 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 Regional Director for the West Region; and

WHEREAS, Napier, 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:

1. Frank Napier is hereby prohibited from further participation, in any manner, in conduct of the affairs of Western Financial Savings Bank, its subsidiaries or service corporations.

2. Without the prior written approval of the OTS (and, if appropriate, another federal financial institution regulatory agency), Napier, individually or otherwise, may not, after the effective date of this Order, 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). Conduct prohibited by this Order includes, inter alia, the entering into contracts or agreements, individually or otherwise, with any federally-insured financial institution to provide services to such institutions, or participating, in any manner, in the sale of repossessed institution-owned vehicles with any other individual or entity.

3. The Stipulation is made 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. § 1818(j).

OFFICE OF THRIFT SUPERVISION

Dated: 7/1/92

By: /S/
ERIC D. SHAND
Regional Director
West Region