

terms in consideration of the forbearance of OTS from initiating such administrative prohibition litigation against him.

2. Jurisdiction.

(a) Great Atlantic was a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933, as amended by FIRREA. Accordingly, it was an "insured depository institution" as that term is defined in Section 3(c) of the FDIA (12 U.S.C. § 1813(c)).

(b) Harry W. Horne, Jr., as a former President and Director of Great Atlantic, is an "institution-affiliated party" as that term is defined in Section 3(c) of the FDIA (12 U.S.C. § 1813(c)).

(c) Pursuant to Section 3 of the FDIA as amended by FIRREA, the OTS is the "appropriate Federal banking agency" to maintain enforcement proceedings against such a savings association or its institution-affiliated parties. Therefore, Harry W. Horne, Jr. is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to Section 8(e) of the FDIA (12 U.S.C. § 1818(e)).

3. Consent. Harry W. Horne, Jr. 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 (12 U.S.C. § 1818(e)). Upon its issuance, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA (12 U.S.C. § 1818(i)).

5. Waivers. Harry W. Horne, Jr. waives his right to a notice of intention to prohibit and the administrative hearing provided by Section 8(e) of the FDIA (12 U.S.C. § 1818(e)), and further waives his right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA (12 U.S.C. § 1818(h)), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the Regional Director of the OTS's Southeast Region, on behalf of the OTS, and Harry W. Horne, Jr. execute this Stipulation and Consent to Issuance of Order of Prohibition.

OFFICE OF THRIFT SUPERVISION

By:

/S/

~~John E. Ryan~~
Regional Director
Southeast Region

/S/

~~Harry W. Horne, Jr.~~

2. Without the prior written approval of the Regional Director for the Southeast Region and, if appropriate, another Federal financial institutions regulatory agency, Harry W. Horne, Jr. may not 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 (12 U.S.C. § 1818(e)(7)(A)). 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 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 Section 8(j) of the FDIA (12 U.S.C. § 1818(j)), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

By:


John E. Ryan
Regional Director
Southeast Region