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

In the Matter of:	Order No. SF-93-040
JAMES C. ROBERTS, a former director of Pacific Savings Bank, Costa Mesa, CA	Dated: November 1, 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 James C. Roberts ("Roberts"), a former member of the Board of Directors 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 Roberts pursuant to 12 U.S.C. §§ 1818, et seq. Roberts desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, while not admitting 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 subsidiaries and/or service corporations. Facts known to the OTS include, without limitation, those matters alleged by plaintiffs in the case of *Resolution Trust Corporation, et al., v. Joe G. Baker, et al.*, U.S.D.C. (C.D. Cal.), Case No. SAVC 89-386 AHS, and those matters referred to in any Reports of Examination issued by the Federal Home Loan Bank Board as to Pacific, its subsidiaries and/or service corporations.

This Stipulation and Consent, and the accompanying Order, does not compromise, settle, dismiss, resolve, constitute an admission of liability, or in any way affect any civil actions, charges against, or alleged liability of Roberts that may be or have been brought by the Resolution Trust Corporation ("RTC") or any other governmental entity other than the OTS.

Roberts and the OTS acknowledge and agree that this Stipulation and Consent are for the purposes of resolving this OTS enforcement matter only, without any admission of liability or wrongdoing, and do not resolve, affect or preclude any other civil or criminal proceeding which may be or have been brought against Roberts 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 Roberts's involvement in the affairs of Pacific, and/or any service corporations or subsidiaries thereof; all matters referred to in any 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 was 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 was 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) Roberts, as a member of the Board of Directors 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). Roberts voluntarily resigned as a member of the Board of Directors in October, 1986.

(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, Roberts 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.

Roberts consents to the issuance by the OTS of the accompanying Order of Prohibition ("Order") in the form attached hereto as "Exhibit A" and incorporated by reference. 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 to be issued under Section 8(e) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(e), subject to the terms of this Stipulation and Consent. 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.

Roberts and the OTS waive their right to an administrative hearing provided by Section 8 of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818. Further, Roberts 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.

6. Effective Date.

This Stipulation and agreement shall be deemed effective as of the date of the execution of the Order by the Regional Director of the OTS, or his designee, for the West Region.

WHEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the Regional Director for the West Region Office, on behalf of the OTS, and Roberts execute this Stipulation and Consent to Issuance of Order of Prohibition.

OFFICE OF THRIFT SUPERVISION

By: /S/
Regional Director
OTS West Region

Dated: 11/1/93

/S/
James C. Roberts

Dated: 9-26-93

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In the Matter of: JAMES C. ROBERTS, a former director of Pacific Savings Bank, Costa Mesa, CA	Order No.: SF-93-040 Dated: November 1, 1993

ORDER OF PROHIBITION

WHEREAS, James C. Roberts ("Roberts") 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, Roberts, 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:

Without the prior written approval of the OTS (and, if appropriate, another federal financial institution regulatory agency), Roberts 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.

OFFICE OF THRIFT SUPERVISION

By: /S/
JOHN ROBINSON
Regional Director, West Region