

UNITED STATES OF AMERICA
BEFORE THE
OFFICE OF THRIFT SUPERVISION

In the Matter of)
)
Donald A. Baker)
)
Former Chief Executive Officer)
and Chairman of the Board)
First Federal Savings and Loan)
Association of Toledo)
Toledo, Ohio)
)

Re: Resolution No. CIN 91-7
Dated: February 21, 1991

STIPULATION AND CONSENT TO ISSUANCE
OF ORDER OF PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its Deputy Regional Director for the Cincinnati District Office, and Donald A. Baker, former chief executive officer and chairman of the board of directors of First Federal Savings and Loan Association of Toledo ("First Federal"), Toledo, Ohio, hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against Donald A. Baker pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. § 1818(e) (West 1989). Donald A. Baker desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation and, while neither admitting nor denying that such grounds exist, hereby stipulates and agrees to the following terms in consideration of the forbearance of OTS from initiating such administrative prohibition litigation against him.

2. Jurisdiction

(a) First Federal is a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933. Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C.A. § 1813(c) (West 1989).

(b) Donald A. Baker, as a former chief executive officer and chairman of the board of directors of First Federal, is an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, 12 U.S.C.A. § 1813(u) (West 1989).

(c) Pursuant to Section 3 of the FDIA, the OTS is the "appropriate Federal banking agency" to maintain enforcement proceedings against such a savings association or its institution-affiliated parties. Therefore, Donald A. Baker is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to Section 8(e) and 8(b)(8) of the FDIA, 12 U.S.C.A. § 1818(e) and (b)(8) (West 1989).

3. Consent. Donald A. 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) and 8(b)(8) of the FDIA, 12 U.S.C.A. § 1818(e) and (b)(8) (West 1989). Upon its issuance by the Cincinnati District Office, OTS, 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.A. § 1818(i) (West 1989).

5. Waivers. Donald A. Baker waives his right to a notice of intention to prohibit and the administrative hearing provided by Section 8(e) of the

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ORDER OF PROHIBITION

WHEREAS, Donald A. Baker 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 Deputy Regional Director for the Cincinnati District Office; and

WHEREAS, Donald A. Baker, in the Stipulation has consented and agreed to the issuance of this Order of Prohibition ("Order") pursuant to Section 8(e) and 8(b)(8) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. Secs. 1818(e) and (b)(8) (West 1989).

NOW THEREFORE, IT IS ORDERED that:

1. Donald A. Baker, is prohibited from further participation, in any manner, in the conduct of the affairs of First Federal Savings and Loan Association of Toledo, Toledo, Ohio, its holding company(ies) or service corporation(s).

2. Without the prior written approval of the Deputy Regional Director for the Cincinnati District Office of OTS and, if appropriate, another Federal financial institutions regulatory agency, Donald A. Baker 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.A. § 1818(7)(A) (West 1989). Pursuant to Section 8(e)(6) of the FDIA, 12 U.S.C.A. § 1818(e)(6) (West 1989), 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. This 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.A. § 1818(j) (West 1989), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

By: _____ /S/
Thomas A. Hamilton
Deputy Regional Director
Cincinnati District Office