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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of FIRST SAVINGS BANK, FSB, Diamondville, Wyoming.	Re: Enforcement Review Committee Resolution No. ERC-89-*145* *Dated: December 6, 1989*

STIPULATION AND CONSENT
TO ISSUANCE OF
ORDER TO CEASE AND DESIST

The Office of Thrift Supervision ("OTS"), by and through its Enforcement Review Committee ("ERC"), and First Savings Bank, FSB, Diamondville, Wyoming ("First Savings Bank"), stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that grounds exist to initiate an administrative proceeding against First Savings Bank pursuant to Section 8(b) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA"), to be codified at 12 U.S.C. § 1818(b). First Savings Bank desires to cooperate with the OTS and to avoid the time and expense of such administrative litigation; and, without admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms in consideration of the forbearance by the OTS from initiating such administrative cease-and-desist litigation concerning the matters addressed in the accompanying Order to Cease and Desist ("Order").

2. Jurisdiction.

(a) First Savings Bank is 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 is an "insured depository institution" as that term is defined in Section 3(c) of the FDlA, as amended by FIRREA, to be codified at 12 U.S.C. § 1813(c).

(b) pursuant to Section 3 of the FDIA, as amended by FIRREA, the Director of OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against a savings association. Therefore, First Savings Bank is subject to the authority of the OTS to initiate and maintain a cease-and-desist proceeding against it pursuant to Section 8(b) of the FDIA, as amended by FIRREA, to be codified at 12 U.S.C. § 1818(b).

3. Consent. First Savings Bank consents to the issuance of the Order by the OTS. It further agrees to comply with its terms upon its issuance and stipulates that the Order complies with all requirements of law.

4. Finality. The Order is issued under Section 8(b) of the FDIA, as amended by FIRREA, to be codified at 12 U.S.C. § 1818(b). Upon its issuance by the ERC, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA, to be codified at 12 U.S.C. § 1818(i).

5. Waivers. First Savings Bank waives its right to a notice of charges and the administrative hearing provided by

Section 8(b) of the FDIA, as amended by FIRREA, to be codified at 12 U.S.C. § 1818(b), and further waives any right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, as amended by FIRREA, to be codified at 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order.

WHEREFORE, in consideration of the foregoing, the OTS, by and through its ERC, and First Savings Bank, by a majority of its directors, execute this Stipulation and Consent to Issuance of Order to Cease and Desist.

OFFICE OF THRIFT SUPERVISION

/S/

Rosemary Stewart
Secretary, Enforcement Review Committee and
Director of Enforcement

FIRST SAVINGS BANK, FSB
Diamondville, Wyoming, by a majority of its remaining directors

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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of FIRST SAVINGS BANK, FSB, Diamondville, Wyoming, and its Directors William T. Fulkerson, Everett J. Cassidy, and William Burke	Re: Enforcement Review Committee Resolution No. ERC-89- *145* Dated: *December 6, 1989*

ORDER TO CEASE AND DESIST

WHEREAS, First Savings Bank, FSB, Diamondville, Wyoming ("First Savings Bank" or the "Institution"), through its directors, has executed a Stipulation and Consent to Issuance of Order to Cease and Desist ("Stipulation"), which is incorporated herein by reference and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting through its Enforcement Review Committee; and

WHEREAS, First Savings Bank, in the Stipulation, has consented and agreed to issuance of this Order to Cease and Desist ("Order") pursuant to Section 8(b) of the Federal Deposit Insurance Act, as amended by the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA"), to be codified at 12 U.S.C. § 1818(b);

NOW, THEREFORE, IT IS ORDERED that First Savings Bank, its directors, officers, employees, agents, and service corporations shall cease and desist from any violation of, or the aiding and abetting of any violation of:

1. Section 561.16c of the Rules and Regulations of the Office of Thrift Supervision ("OTS Regulations"), 12 C.F.R. § 561.16c (1989), and in particular, subsection (c)(2) thereof (self-classification of assets).

2. Section 563.4 of the OTS Regulations, 12 C.F.R. § 563.4 (1989) (brokered deposits).

3. Section 563.13-1 of the OTS Regulations, 12 C.F.R. § 563.13-1 (1989) (liability growth).

4. Section 563.17-1(c) of ~~the~~ OTS Regulations, 12 C.F.R. § 563.17-1(c) (1989) (loan file documentation).

AND IT IS FURTHER ORDERED THAT:

1. Lending Activities

First Savings Bank shall not engage in any of the following activities without the prior written permission of its Supervisory Agent:

(a) originate, refinance with new funds, or purchase any non-consumer loan, except 1-4 family residential real estate mortgage loans which:

(i) do not exceed $75,000 in principal amount; and

(ii) have loan-to value ratios not exceeding 80%, unless accompanied by private mortgage insurance; or

(b) originate, refinance with new funds, or purchase any consumer loan, except secured consumer loans which do not exceed $10,000 in principal amount.

2. Growth of Liabilities

Without the prior written permission of its Supervisory Agent, First Savings Bank shall not permit its total liabilities to exceed $25 million.

3. Loan File Documentation

First Savings Bank shall comply with the terms and provisions of Section 563.17-1(c) of the OTS regulations, 12 C.F.R. § 563.17-1(c) (1989). The institution shall take immediate steps to cause all required files and documentation with respect to recently purchased loans and mortgages as described in paragraph No. 5 (infra) of this Order, to be generated and/or moved to First Savings Bank's premises in Wyoming as soon as practicable.

4. Certain Other Activities

Without the prior written permission of its Supervisory Agent, First Savings Bank, its officers, directors, employees, agents and/or service corporations shall not engage in any of the following activities, except as described in Paragraph No. 5 below:

(a) formally or informally negotiate, enter into, consummate, carry out, rescind, amend, or alter in any way any understanding, agreement, contract or other transaction (or any duty, right, term or provision thereof) with or involving James Financial Group, Inc., Tamarac, Florida, Sterling Resources Ltd., Garden City, New York, and/or San Jacinto Savings Association, Bellaire, Texas, and/or all persons and/or entities in active concert or participation with them or any of them; or

(b) participate in or permit the pay out, application, transfer, disbursement, return or other change in the status, location or amount of those certain funds or monies in the approximate amount of $638,000 which are presently being held in escrow in connection with certain dealings involving one or more or the persons or entities mentioned or referred to in Paragraph No. 4(a) above; or

(c) issue, deliver, cancel or otherwise alter in any way any certificates evidencing ownership of stock in First Savings Bank and/or one or more of its service corporations by one or more of the persons or entities mentioned or referred to in Paragraph No. 4(a) above.

5. Rescission of Transaction(s) Involving Purchase of Participation Certificates

The issuance of this Order shall constitute the direction of the OTS that First Savings Bank shall immediately take all steps necessary and appropriate to the accomplishment of the promptest possible rescission of the transaction(s) through which it acquired approximately $9.5 million of participation certificates, secured by second mortgage home improvement loans, from Home Improvement Mortgage Acceptance Corporation, James Financial Group, Sterling Resources, Ltd., and/or James D. Joiner and/or David Kavalin of Tamarac, Florida. In so doing, the Institution shall take all steps necessary and appropriate to the accomplishment of the promptest possible return of the consideration given by or on its behalf to effect the purchase.

Neither the Institution nor its directors, officers, agents, employees or service corporations shall be deemed to have breach the provisions of this paragraph No. 5 merely by reason of the Institution's legal or practical inability to accomplish the required rescission and recovery of the consideration given therefor, so long as the Institution:

(a) obtains and reviews with all deliberate speed appropriate documents and other information regarding the transaction(s) described above in this paragraph No. 5. (including any other transactions which are or may be related thereto) and reviews the Institution's legal and practical ability to accomplish the required rescission and recovery of consideration; and

(b) thereafter takes any and all action (or refrains from taking such action) regarding the required rescission and recovery of consideration as the Institution's Supervisory Agent may direct in writing; and

(c) refrains from taking any and all action regarding the required rescission and recovery of consideration without prior written approval from the Institution's Supervisory Agent.

6. Prior Commitments

With the exception of the provisions contained in Paragraph No. 5 above, nothing in this Order shall be construed as precluding First Savings Bank from honoring legally binding commitments to act or forbear form acting in a way that would otherwise violate the terms and provisions of paragraphs 1 and/or 4 above, where said commitments were entered into prior to the effective date of this Order, provided that:

(a) First Savings Bank obtains a written opinion from independent legal counsel that the commitment is legally binding upon First Savings Bank, that it cannot be avoided without causing a breach of said commitment, and that First Savings Bank's obligation could be enforced in a court of law or equity by the party to whom and/or for whose benefit the commitment was made; and

(b) the honoring of such commitment will not cause First Savings Bank otherwise to violate any laws or regulations to which it is subject.

7. Compliance With This Order.

The directors of First Savings Bank shall take all steps necessary to assure compliance with this order.

8. Definitions.

All technical words or terms used in this Order for which meanings are not specified in or otherwise provided by the provisions of this Order shall, insofar as applicable, have meanings as defined in Title 12 of the Code of the Federal Regulations ("CFR"); and any such technical words or terms used in the Agreement and undefined in said CFR shall have meanings in accord with the best custom and usage in the savings and loan industry.

9. General Provisions

This Order shall supersede all inconsistent provisions of supervisory directives and previous agreements between the parties hereto.

OFFICE OF THRIFT SUPERVISION

/S/

Rosemary Stewart Secretary,
Enforcement Review
Committee
and Director of Enforcement