

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of:

THOMAS J. BERNARD, a
Principal Shareholder and
former Chairman of the Board
of Directors, President and
Chief Executive Officer of
First Newport Bank, F.S.B.,
(formerly University Savings
Bank), Newport Beach, CA,

Respondent.

Re: Order No. SF-94-034

Dated: August 22, 1994

ORDER OF PROHIBITION

WHEREAS, Thomas J. Bernard ("Bernard") has executed a Stipulation and Consent to Entry of an Order of Prohibition ("Stipulation") without admitting fault; and

WHEREAS, Bernard, by his execution of the Stipulation, has consented and agreed to the issuance of this Order of Prohibition ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e).

NOW, THEREFORE, IT IS ORDERED that:

1. Thomas J. Bernard shall not hold any office in, or participate in any manner in the conduct of the affairs of any Federally regulated depository institution or the other entities that are described in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A), without the prior written approval of the OTS (acting through its Director or an authorized representative

thereof) and, the "appropriate Federal banking agency" for the federally regulated depository institution which is involved. Due the operation of Section 8(e)(6), conduct prohibited by this Order, without the said prior written approval of the OTS and of the "appropriate Federal banking agency," also includes, without limitation: (1) the soliciting, procuring, transferring, attempting to transfer, voting, or attempting to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A); and (2) voting for a director, or serving or acting as an institution-affiliated party. Conduct prohibited by this Order does not include engaging in arms-length transactions with, or doing business with, the Resolution Trust Corporation ("RTC") or any institution described in Section 8(e)(7)(A) of the FDIA, 12 U.S.C. § 1818(e)(7)(A) to the extent that Bernard does not participate in the conduct of affairs of such institution(s).

3. The Stipulation is made a part hereof and is incorporated by this reference.

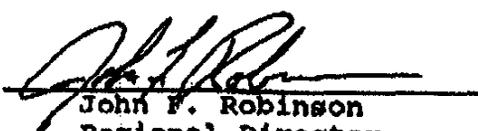
4. This Order is subject to the provisions of Section 8(j) of the FDIA, 12 U.S.C. § 1818(j), and shall become effective on the date it is issued, as shown in the caption above.

5. Bernard shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

6. Pursuant to the Stipulation, upon acceptance by the Regional Director of the Stipulation, Bernard shall pay to the OTS, in the form of a cashier's check made payable to the Office of Thrift Supervision, the sum of \$8,333, said sum representing one-third of the costs of the formal examination.

OFFICE OF THRIFT SUPERVISION

By:


John F. Robinson
Regional Director

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Respondent.

Re: Order No. SF-94-034

Dated: August 22, 1994

STIPULATION AND CONSENT TO ENTRY
OF AN ORDER OF PROHIBITION

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed Thomas J. Bernard, ("Bernard"), a former principal shareholder, former Chairman of the Board of Directors, former President and former Chief Executive Officer of First Newport Bank, F.S.B. (formerly University Savings Bank, F.S.B.), Newport Beach, California ("the Institution") that the OTS is of the opinion that the grounds exist to initiate an administrative prohibition action against him pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C. § 1818(e);¹ and

WHEREAS, Bernard desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without

¹ All references in this Stipulation and Consent and the Order of Prohibition to the U.S.C. are as amended.

admitting or denying that such grounds exist, hereby stipulates and agrees to the following terms:

1. Jurisdiction and Facts.

(a) The Institution was a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1462(4). 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) Bernard, as a former principal shareholder, former Chairman of the Board of Directors, former President and former Chief Executive Officer of the Institution is deemed to be an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, 12 U.S.C. § 1813(u), having served in such capacity within six (6) years of the date hereof. See 12 U.S.C. § 1813(i)(3).

(c) Pursuant to Section 3(g) of the FDIA, 12 U.S.C. § 1813(g), the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against such a savings association and/or its institution-affiliated parties. Therefore, Bernard 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).

2. OTS Findings of Fact. The OTS is of the opinion that Bernard breached his fiduciary duties, violated applicable OTS

regulations and engaged in unsafe and unsound practices in his capacity as an institution-affiliated party of the Institution.

3. Consent. Without admitting any fault and solely to resolve the OTS' claims by compromise and settlement, Bernard 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 by the OTS under the authority of Section 8(e) of the FDIA, 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the West Region, OTS, it shall become 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. Payment of OTS' Investigative Costs. Pursuant to 12 U.S.C. § 1818(b)(6) Bernard acknowledges and agrees to reimburse and pay to the OTS the sum of \$8,333 (representing one-third of its costs and expenses incurred in connection with the formal examination of the Institution). Bernard acknowledges and agrees that such costs and expenses were reasonable and necessary in connection with the formal examination. Bernard further agrees to make such payment in the form of a cashier's check to the OTS immediately upon execution of this Stipulation.

6. Miscellaneous. By signing this Stipulation, Bernard agrees that he will not assert the execution of this Stipulation or the payment of OTS' investigative expenses and costs in connection

with the formal examination of the Institution as a basis for a claim of double jeopardy, res judicata, claim or issue preclusion or any form of estoppel in any pending or future proceeding brought by any other federal or state governmental agency.

7. Waivers. Bernard waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (referred to a Notice of Intention to Prohibit) (see Section 8(e) of the FDIA);

(b) the right to an administrative hearing of the OTS's charges against him (see Section 8(e) of the FDIA); and

(c) the right to seek judicial review of the Order, including without limitation, 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.

8. Other Government Action Not Affected. Bernard acknowledges and agrees that the consent to the entry of the order are for the purposes of resolving this OTS enforcement matter only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Bernard that may arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation or any other government entity other than the OTS.

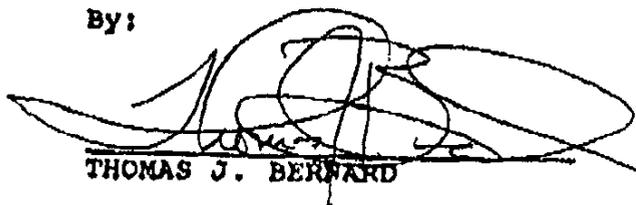
9. Acknowledgement of 12 U.S.C. § 1818(j). Bernard acknowledges and agrees that Section 8(j) of the FDIA, 12 U.S.C. § 1818 (j), sets forth criminal penalties for knowing violations of this Order.

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WHEREFORE, Bernard executes this Stipulation and Consent to Entry of an Order of Prohibition, intending to be legally bound thereby.

By:


THOMAS J. BERNARD

Accepted by:


JOHN F. ROBINSON
Regional Director, OTS West Region

Date: Aug 11, 1994

Date: Aug 22, 1994