FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

CALIFORNIA DEPARTMENT OF FINANCIAL INSTITUTIONS

SAN FRANCISCO, CALIFORNIA

In the Matter of FIRST REGIONAL BANK LOS ANGELES, CALIFORNIA (INSURED STATE NONMEMBER BANK)	ORDER TO CEASE AND DESIST Docket FDIC-08-353b

First Regional Bank, Los Angeles, California ("Bank"), having been advised of its right to a NOTICE OF CHARGES AND OF HEARING detailing the unsafe or unsound banking practices alleged to have been committed by the Bank and of its right to a hearing on the alleged charges under section 8(b)(1) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(b)(1), and Section 1912 of the California Financial Code, and having waived those rights, entered into a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST ("CONSENT AGREEMENT") with counsel for the Federal Deposit Insurance Corporation ("FDIC"), and with counsel for the California Department of Financial Institutions ("CDFI"), dated February 17, 2009, whereby solely for the purpose of this proceeding and without admitting or denying the alleged charges of unsafe or unsound banking practices and violations of law and/or regulations, the Bank consented to the issuance of an ORDER TO CEASE AND DESIST ("ORDER") by the FDIC and the CDFI.

The FDIC and the CDFI considered the matter and determined that they had reason to believe that the Bank had engaged in unsafe or unsound banking practices. The FDIC and the CDFI, therefore, accepted the CONSENT AGREEMENT and issued the following:

ORDER TO CEASE AND DESIST

IT IS HEREBY ORDERED, that the Bank, its institution-affiliated parties, as that term is defined in section 3(u) of the Act, 12 U.S.C. § 1813(u), and its successors and assigns, cease and desist from the following unsafe and unsound banking practices, as more fully set forth in the Joint FDIC and CDFI Report of Examination ("Joint ROE") as of June 30, 2008:

(a) operating with management whose policies and practices are detrimental to the Bank and jeopardize the safety of its deposits;

(b) operating with a board of directors ("Board") which has failed to provide adequate supervision over and direction to the active management of the Bank;

(c) operating with inadequate capital in relation to the kind and quality of assets held by the Bank;

(d) operating with an inadequate loan valuation reserve;

(e) operating with a large volume of poor quality loans;

(f) engaging in unsatisfactory lending and collection practices;

(g) operating in such a manner as to produce low earnings; and

(h) operating with inadequate provisions for liquidity.

IT IS FURTHER ORDERED, that the Bank, its institution-affiliated parties, and its successors and assigns, take affirmative action as follows:

1. The Bank shall have and retain qualified management.

(a) Each member of management shall have qualifications and experience commensurate with his or her duties and responsibilities at the Bank. Management shall include the following: (i) a chief executive officer with proven ability in managing a bank of comparable size, and experience in upgrading a low quality loan portfolio, improving earnings, and other matters needing particular attention; (ii) a chief financial officer with demonstrated ability in all financial areas including, but not limited to, accounting, regulatory reporting, budgeting and planning, management of the investment function, liquidity management, and interest rate risk management; and (iii) a chief credit officer with significant appropriate lending, collection, and loan supervision experience and experience in improving a low quality loan portfolio. The chief executive officer, the chief financial officer, and the chief credit officer are hereafter referred to collectively as “Senior Executive Officers.” Each Senior Executive Officer shall be provided appropriate written authority from the Bank's Board to implement the provisions of this ORDER.

(b) The qualifications of management shall be assessed on its ability to:

(i) comply with the requirements of this ORDER;

(ii) operate the Bank in a safe and sound manner;

(iii) comply with applicable laws and regulations; and

(iv) restore all aspects of the Bank to a safe and sound condition, including asset quality, capital adequacy, earnings, management effectiveness, liquidity, and sensitivity to market risk.

Without limiting the generality of the foregoing, the Regional Director of the FDIC’s San Francisco Regional Office (“Regional Director”) and the Commissioner of the CDFI (“Commissioner”) reserve the right to determine whether current Senior Executive Officers and directors of the Bank will be considered to be qualified for purposes of this ORDER.

(c) During the life of this ORDER, the Bank shall notify the Regional Director and the Commissioner in writing when it proposes to add any individual to the Bank's Board or employ any individual as a Senior Executive Officer. The notification must be received at least thirty (30) days before such addition or employment is intended to become effective and should include a description of the background and experience of the individual or individuals to be added or employed. The Bank shall not add, elect, or appoint any individual to the Bank’s

Board or employ any individual as a Senior Executive Officer if the Regional Director or the Commissioner, in response to the Bank's notification as required in this paragraph, notifies the Bank of his or her disapproval.

2. Within thirty (30) days from the effective date of this ORDER, the Bank's Board shall increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities, consistent with the role and expertise commonly expected for directors of banks of comparable size and condition. This participation shall continue to include meetings to be held no less frequently than monthly at which, at a minimum, the following areas shall be reviewed and approved: reports of income and expenses; new, overdue, renewal, insider, charged-off, and recovered loans; investment activity; operating policies; liquidity and interest rate/sensitivity reports; and individual committee actions. The Bank's Board minutes shall document these reviews and approvals, including the names of any dissenting directors.

3. (a) Within sixty (60) days from the effective date of this ORDER, the Bank shall formulate, adopt, and implement a comprehensive capital plan ("Capital Plan") acceptable to the Regional Director and the Commissioner. Such Capital Plan shall identify the sources and timing of additional capital and shall, at a minimum, provide a plan for compliance with Subparagraph 3(b) of this ORDER. Such Capital Plan shall also discuss contingency plans for identifying and raising additional capital in the future if and when it should become necessary.

(b) From the effective date of this ORDER, the Bank shall increase Tier 1 capital in the amount of $12 million and maintain Tier 1 capital equal to or exceeding nine and a half (9.5) per cent of the Bank's total assets until September 30, 2009 and thereafter maintain Tier 1 capital equal to or exceeding ten (10.0) percent of the Bank's total assets.

(c) The level of Tier 1 capital to be maintained during the life of this ORDER pursuant to Subparagraph 3(b) of this ORDER shall be in addition to a fully funded allowance for loan and lease losses ("Allowance"), the adequacy of which shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

(d) Any increase in Tier 1 capital necessary to meet the requirements of Subparagraph 3(b) of this ORDER may be accomplished by the following:

(i) the sale of common stock; or

(ii) the sale of noncumulative perpetual preferred stock; or

(iii) the direct contribution of cash by the Bank's Board, shareholders, and/or parent holding company; or

(iv) any other means acceptable to the Regional Director and the Commissioner; or

(v) any combination of the above means.

Any increase in Tier 1 capital necessary to meet the requirements of Subparagraph 3(b) of this ORDER may not be accomplished through a deduction from the Bank's Allowance.

(e) If all or part of the increase in Tier 1 capital required by Subparagraph 3(b) of this ORDER is accomplished by the sale of new securities, the Bank's Board shall forthwith take all necessary steps to adopt and implement a plan for the sale of such additional securities, including the voting of any shares owned or proxies held or controlled by them in favor of the plan. Should the implementation of the plan involve a public distribution of the Bank's securities (including a distribution limited only to the Bank's existing shareholders), the Bank shall prepare offering materials fully describing the securities being offered, including an accurate description of the financial condition of the Bank and the circumstances giving rise to the offering, and any other material disclosures necessary to comply with all applicable State and Federal securities laws. Prior to the implementation of the plan and, in any event, not less than fifteen (15) days prior to the dissemination of such materials, the plan and any materials used in the sale of the securities shall be submitted to the CDFI to obtain any and all necessary securities permits or other approvals, and also shall be submitted for review to the FDIC, Registration and Disclosure Unit, Washington, D.C. 20429. Any changes requested to be made in the plan or materials by the FDIC or the CDFI shall be made prior to their dissemination. If the increase in Tier 1 capital is provided by the sale of noncumulative perpetual preferred stock, then all terms and conditions of the issue, including but not limited to those terms and conditions relative to interest rate and convertibility factor, shall be presented to the Regional Director and the Commissioner for prior approval.

(f) In complying with the provisions of Subparagraph 3(b) of this ORDER, the Bank shall provide to any subscriber and/or purchaser of the Bank's securities, a written notice of any planned or existing development or other changes which are materially different from the information reflected in any offering materials used in connection with the sale of Bank securities. Subject to all required prior authorizations and approvals by the Commissioner, every written notice required by Subparagraph 3(f) of this ORDER shall be furnished within ten (10) days from the date such material development or change was planned or occurred, whichever is earlier, and shall be furnished to every subscriber and/or purchaser of the Bank's securities who received or was tendered the information contained in the Bank's original offering materials.

(g) For the purposes of this ORDER, the terms "Tier 1 capital" and "total assets" shall have the meanings ascribed to them in Part 325 of the FDIC’s Rules and Regulations, 12 C.F.R. §§ 325.2(v) and 325.2(x).

4. (a) Within thirty (30) days from the effective date of this ORDER, the Bank shall recognize any necessary provision expense required to increase the Bank's Allowance to an adequate level. For the purpose of this determination, the adequacy of the Allowance shall be determined after the charge-off of all loans classified "Loss" in the Joint ROE. In addition, the determination of the adequate level of the Allowance shall be determined after consideration of the level and severity of the classifications in the Joint ROE, the classification downgrades in the Joint ROE relative to the Bank's internal grading system, recommendations contained in the Joint ROE for enhancing the Bank's Allowance methodology, appropriate qualitative factors for the deterioration in the economic and real estate market conditions in the Bank's market area, and appropriate qualitative factors for the various types of Commercial Real Estate ("CRE") loan concentrations noted in the Joint ROE and/or monitored by the Bank. Within thirty (30) days from the effective date of this ORDER, the Bank shall submit the results of, and the support for, the analysis required by Subparagraph 4(a) of this ORDER to the Regional Director and the Commissioner for review and comment. The level of the provision expense required by Subparagraph 4(a) of this ORDER, and the level of the Allowance maintained by the Bank thereafter, shall be in an amount acceptable to the Regional Director and the Commissioner. Thereafter, the Bank's Board shall take all necessary steps to ensure that the Bank's Allowance is retained at an adequate level.

(b) Additionally, within thirty (30) days from the effective date of this ORDER, the Bank's Board shall develop or revise, adopt and implement a comprehensive policy for determining the adequacy of the Allowance. The policy shall provide for a review of the Allowance at least once each calendar quarter. Said review should be completed within twenty (20) days after the end of each quarter, in order that the findings of the Bank's Board with respect to the Allowance may be properly reported in the quarterly Reports of Condition and

Income. The review should focus on the results of the Joint ROE and any future regulatory examinations and/or visitations, the Bank's internal loan review, any external loan review, loan loss experience, trends of delinquent and non-accrual loans, an estimate of potential loss exposure of significant credits, concentrations of credit, and present and prospective economic conditions. In addition, the Bank should document the analysis that resulted in the impairment decision for each loan under Financial Accounting Standards Number 114 ("FAS 114") and the impairment measurement methodology used. Any deficiency in the Allowance shall be remedied in the calendar quarter in which it is discovered, prior to submitting the Report of Condition, by a charge to current operating earnings. The minutes of the Bank's Board meeting at which such review is undertaken shall indicate the results of the review. Upon completion of the review, the Bank shall increase and maintain its Allowance consistent with its established policy. Such policy and its implementation shall be satisfactory to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

5. (a) Within thirty (30) days from the effective date of this ORDER, the Bank shall develop, adopt, and implement a written plan for the reduction and collection of classified assets and delinquent loans. Such plan shall take into consideration the requirements of Subparagraphs 5(b), 5(c), and 5(d) of this ORDER, and such plan shall be acceptable to the Regional Director and the Commissioner.

(b) Within thirty (30) days from the effective date of this ORDER, the Bank shall eliminate from its books, by charge-off or collection, all assets classified "Loss" and one-half of the assets classified "Doubtful" in the Joint ROE as of June 30, 2008, that have not been previously collected or charged off. Elimination of these assets through proceeds of other loans made by the Bank is not considered collection for the purpose of this paragraph.

(c) From the effective date of this ORDER, the Bank shall have reduced the assets classified "Substandard" and “Doubtful” in the Joint ROE as of June 30, 2008, that have not been previously collected or charged off, to the lesser of $130 million or sixty (60) percent of the Bank’s capital by June 30, 2009 and $110 million or fifty (50) percent of the Bank’s capital by September 30, 2009.

(d) The requirements of Subparagraphs 5(b) and 5(c) of this ORDER are not to be construed as standards for future operations and, in addition to the foregoing, the Bank shall eventually continue to reduce the total of all adversely classified assets. Reduction of these assets through proceeds of other loans made by the Bank is not considered collection for the purpose of this paragraph. As used in Paragraph 5 of this ORDER, the words "reduce," “reduced,” or “reduction” mean:

(i) to collect;

(ii) to charge-off; or

(iii) to sufficiently improve the quality of assets adversely classified to warrant removing any adverse classification, as determined by the FDIC and/or the CDFI.

6. (a) Beginning with the effective date of this ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged off or classified, in whole or in part, "Loss" and is uncollected. Subparagraph 6(a) of this ORDER shall not prohibit the Bank from renewing or extending the maturity of any credit in accordance with the Financial Accounting Standards Board Statement Number 15 ("FAS 15").

(b) Beginning with the effective date of this ORDER, the Bank shall not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, “Substandard” or "Doubtful" without the prior approval of a majority of the Bank’s Board or the loan committee of the Bank. The Bank’s Board or loan committee shall not approve any extension of credit, or additional credit to a borrower described in Subparagraph (b) of this ORDER, without first collecting in cash all past due interest.

7. (a) Within sixty (60) days from the effective date of this ORDER, the Bank shall revise, adopt, and implement written lending and collection policies to provide effective guidance and control over the Bank's lending function. Such policies shall require the Bank to make all reasonable efforts to obtain adequate and current documentation for all loans in the Bank's loan portfolio. Such policies shall also include specific guidelines for placing loans on a non-accrual basis. Such policies and their implementation shall be in a form and manner acceptable to the Regional Director and the Commissioner as determined at subsequent examinations and/or visitations.

(b) The revisions to the Bank's loan policy and practices required by Paragraph 7 of the ORDER shall, at a minimum, include the following:

(i) provisions, consistent with FDIC’s instructions for the preparation of Reports of Condition and Income, under which the accrual of interest income is discontinued and previously accrued interest is reversed on delinquent loans;

(ii) provisions which prohibit the capitalization of interest or loans-related expense unless the Bank’s Board supports in writing and records in the minutes of the corresponding Bank’s Board meeting why an exception thereto is in the best interests of the Bank;

(iii) provisions which require complete loans documentation, realistic repayment terms, and current credit information adequate to support the outstanding indebtedness of the borrower. Such documentation shall include current financial information, profit and loss statements or copies of tax returns and cash flow projections;

(iv) provisions which incorporate limitations on the amount that can be loaned in relation to established collateral values;

(v) provisions which specify the circumstances and conditions under which real estate appraisals must be conducted by an independent third party;

(vi) provisions which establish standards for unsecured credit;

(vii) provisions which establish officer lending limits;

(viii) provisions that require extensions of credit to any of the Bank's executive officers, directors, or principal shareholders, or to any related interest of such persons, to be approved in advance by a majority of the entire Bank's Board in accordance with section 215.4(b) of Regulation O of the Board of Governors of the Federal Reserve System, 12 C.F.R. § 215.4(b), and Article 2 of Chapter 18 of the California Financial Code;

(ix) provisions which prohibit the issuance of standby letters of credit unless the letters of credit are fully secured by readily marketable collateral and/or are supported by current and complete financial information;

(x) provisions that require the Bank's Board to first determine that the Bank's lending staff has the expertise necessary to properly supervise construction loans, and that adequate procedures are in place to monitor any construction, prior to funds being disbursed;

(xi) provisions which prohibit concentrations of credit in excess of twenty-five (25) percent of the Bank's total equity capital and reserves to any borrower and that borrower's related interests;

(xii) provisions which require the preparation of a loan "watch list" which shall include relevant information on all loans in excess of $500,000 which are classified

"Substandard" or "Doubtful" in the Joint ROE as of June 30, 2008, or by the FDIC or CDFI in subsequent Reports of Examination, and all other loans in excess of $1,000,000 which warrant individual review and consideration by the Bank's Board as determined by the loan committee or Bank management. The loan "watch list" shall be presented to the Bank's Board for review at least monthly with such review noted in the Board minutes;

(xiii) the Bank's Board shall adopt procedures whereby officer compliance with the revised loan policy is monitored and responsibility for exceptions thereto is assigned. The procedures adopted shall be reflected in minutes of a Bank's Board meeting at which all members are present and the vote of each is noted; and

(xiv) the Bank's Board shall perform a review of the Bank's external credit review function to ensure that loans are appropriately graded, that downgrades are done as appropriate, that a written justification is provided for the grading of each problem credit, and that real estate appraisals are reviewed to ensure that values are current and adequate to provide security for the loans.

8. Within sixty (60) days from the effective date of this ORDER, the Bank's Board shall develop or revise, adopt, and implement a written plan ("Diversification Plan") requiring the prudent diversification of the Bank's loan portfolio. Such Diversification Plan shall include, but not be limited to, specific goals and timeframes for a reduction in the Bank's current concentration in construction and land development loans. Such Diversification Plan shall include specific timeframes and goals for systematically reducing the amount of loans or other extensions of credit advanced, directly or indirectly, to or for the benefit of, any borrowers in the Commercial Real Estate ("CRE") Concentrations, including construction and land development lending and large borrower concentrations, as more fully set forth in the Joint ROE as of June 30,

2008. No new loans or other extensions of credit shall be granted to, or for the benefit of, any borrower in the CRE Concentrations with the exception of loans or extensions of credit to individuals which are for first lien single family residential real estate financing or for household, family, or other consumer expenditures, and which have received the prior written approval of the Bank's Board as reflected in its recorded minutes, and are otherwise in conformance with all laws and regulations. Such Diversification Plan shall be in a form, and shall be implemented in a manner, acceptable to the Regional Director and the Commissioner.

9. Within ninety (90) days from the effective date of this ORDER, the Bank shall formulate and implement a written profit plan. This plan shall be forwarded to the Regional Director and the Commissioner for review and comment and shall address, at a minimum, the following:

(a) goals and strategies for improving and sustaining the earnings of the Bank, including:

(i) an identification of the major areas in, and means by which, the Bank's Board will seek to improve the Bank's operating performance;

(ii) realistic and comprehensive budgets;

(iii) a budget review process to monitor the income and expenses of the Bank to compare actual figures with budgetary projections; and

(iv) a description of the operating assumptions that form the basis for, and adequately support, major projected income and expense components.

(b) coordination of the Bank's loan, investment, and operating policies, and budget and profit planning, with the funds management policy.

10. Within ninety (90) days from the effective date of this ORDER, the Bank shall eliminate and/or correct all violations of laws or regulations, as more fully set forth in the Joint

ROE as of June 30, 2008. In addition, the Bank shall take all necessary steps to ensure future compliance with all applicable laws and regulations.

11. Within thirty (30) days from the effective date of this ORDER, the Bank shall develop or revise, adopt, and implement a written liquidity and funds management policy ("Liquidity Policy"). Such Liquidity Policy and its implementation shall be in a form and manner acceptable to the Regional Director and the Commissioner. Such Liquidity Policy shall include, but not be limited to, the following:

(a) Specific plans for increasing the Bank's on-balance sheet liquidity to an appropriate level. Such plans shall include specific levels of on-balance sheet liquidity that the Bank should achieve by certain specific dates in order to ensure that the Bank will have adequate liquidity to be able to meet its anticipated and unanticipated liquidity needs.

(b) Specific plans to reduce the Bank's reliance upon volatile funding sources, including brokered deposits and money desk deposits.

12. Within thirty (30) days after eliminating from its books any asset in compliance with Paragraph 5(b) of this ORDER, the Bank shall file with the FDIC amended Consolidated Reports of Condition and Income which shall accurately reflect the financial condition of the Bank as reflected in the Joint ROE as of June 30, 2008. Thereafter, during the life of this ORDER, the Bank shall file with the FDIC Consolidated Reports of Condition and Income ("Reports") which accurately reflect the financial condition of the Bank as of the end of the respective period for which the Reports are filed, including any adjustment in the Bank's books made necessary or appropriate as a consequence of any CDFI or FDIC examination of the Bank.

13. The Bank shall not pay cash dividends without the prior written consent of the Regional Director and the Commissioner.

14. During the life of this ORDER, the Bank shall not establish any new branches or other offices of the Bank without the prior written consent of the Commissioner and the Regional Director.

15. Within thirty (30) days of the end of the first calendar quarter following the effective date of this ORDER, and within thirty (30) days of the end of each calendar quarter thereafter, the Bank shall furnish written progress reports to the Regional Director and the Commissioner detailing the form and the manner of any actions taken to secure compliance with this ORDER and the results thereof. Such progress reports shall include a copy of the Bank's Report of Condition and the Bank's Report of Income for the respective period. Such progress reports may be discontinued when the corrections required by this ORDER have been accomplished and the Regional Director and the Commissioner have released the Bank in writing from making further reports.

16. Following the effective date of this ORDER, the Bank shall send to its shareholder(s) or otherwise furnish a description of this ORDER in conjunction with the Bank's next shareholder communication and also in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting. The description shall fully describe the ORDER in all material respects. The description and any accompanying communication, statement, or notice shall be sent to the CDFI and to the FDIC, Accounting and Securities Section, Washington, D.C. 20429, at least fifteen (15) days prior to dissemination to shareholders. Any changes requested to be made by the CDFI and the FDIC shall be made prior to dissemination of the description, communication, notice, or statement.

This ORDER will become effective as of the date it is signed by the FDIC and the CDFI. Violation of any provision of this ORDER will be deemed to be conducting business in an unsafe or unsound manner, and will subject the Bank to further regulatory enforcement action. The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provisions of this ORDER shall have been modified, terminated, suspended, or set aside by the FDIC and the CDFI.

Pursuant to delegated authority.

Dated at San Francisco, California, this 23rd day of February, 2009.

J. George Doerr
Deputy Regional Director
Division of Supervision and Consumer Protection
San Francisco Region
Federal Deposit Insurance Corporation

William S. Haraf
Commissioner
California Department of Financial Institutions