

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 Golden State, its holding company or service corporations.

This Stipulation and Consent, the Order and the payment by Glickman of any monies or providing any other financial relief as contemplated by the order, does not compromise, settle, dismiss, resolve, or in any way affect any civil actions, charges against, or liability of Glickman that arise pursuant to this action or otherwise, and that may be or have been brought by the Resolution Trust Corporation ("RTC") or any other governmental entity other than the OTS.

The OTS is expressly relying upon the accuracy and truth of the financial information submitted by Glickman.

Glickman acknowledges and agrees that this proceeding, the assessment or payment of the penalty contemplated as part of the resolution hereof, or the payment of restitution, and Glickman's consent to the entry of the Order are for the purposes of resolving this OTS enforcement matter only, and do not resolve, affect or preclude any other civil or criminal proceeding which may be or have been brought against Glickman 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: arising in connection with Glickman's ownership or involvement in the affairs of Sherman

Oaks Financial Corporation, Golden State Bank, and/or any service corporations or subsidiaries thereof; all matters referred to in a Golden State report-of-examination to date; and all matters known to the OTS as of the date of this stipulation.

By signing this document, Glickman agrees that he will not assert the assessment or payment of this penalty as the basis for the claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or another governmental entity.

2. Jurisdiction.

(a) Golden State is 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 is 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) Glickman, as a member of the Board of Directors of Golden State, 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).

(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, Glickman is subject to the authority of the OTS to initiate and maintain prohibition, restitutionary and civil money penalty assessment proceedings

against him pursuant to Sections 8(b) and (e) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(b) and (e).

3. Consent.

Glickman consents to the issuance by the OTS of the accompanying Order of Prohibition, Restitution and Assessment of Civil Money Penalties ("Order"). He further agrees to comply with its terms upon issuance and stipulates that the Order complies with all requirements of law.

4. Deposit and Transfer of Stock.

Glickman agrees to revoke any currently effective proxies granted by him at any time with respect to his shares of stock in Golden State or its holding company or service corporations (hereinafter collectively referred to as Golden State). In the event Glickman shall ever become entitled to own stock in Golden State, Glickman further agrees to endorse over and to deposit with a trustee approved by the OTS certificates representing all of the shares of stock, along with instruments of transfer as may be necessary to enable the trustee to cause title to be transferred, in Golden State. Such transfer into trust to occur within thirty (30) days of the date of the vesting of his legal right to acquire such stock.

5. Sale of Stock.

In the event Glickman shall ever become entitled to own stock in Golden State, Glickman agrees to immediately commence to use his best efforts to find a qualified purchaser for the shares and to obtain a valid and legally binding purchase offer for the shares subject only to conditions which are customary in a transaction of

such nature. In the event Glickman has not obtained a valid and legally binding purchase offer for the shares of stock within nine (9) months of the date on which he becomes entitled to own the shares, the trustee shall be authorized to contract with agents or consultants to locate a qualified purchaser, to enter into a purchase agreement to sell the shares, and to effect a sale of the shares, the proceeds of any such sale to be immediately distributed to Glickman.

6. Certain Activities.

OTS will not consider the phrase "participation, in any manner, in the conduct of the affairs of Golden State Bank, Sherman Oaks, California . . . ," as used in the accompanying order, as precluding Glickman from obtaining financial and other information from Golden State in connection with the sale or transfer into trust of his stock in Golden State.

7. Civil Money Penalties.

Within ten (10) days from the date an Order is issued pursuant to the terms of this Stipulation, Glickman agrees to pay a civil money penalty of five thousand dollars (\$5,000) by tendering a check to the OTS in that amount made payable to the Treasurer of the United States.

8. Restitution

Within sixty (60) days from the date an Order is issued pursuant to the terms of this Stipulation, Glickman agrees to pay restitution to Golden State in the amount of one hundred forty thousand dollars (\$140,000), by tendering a check in that amount, made payable to Golden State Bank, to the OTS. The liability of

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

In the Matter of:

STANLEY GLICKMAN, a former
director of Golden State Bank
(formerly known as Sherman Oaks
Savings Bank), Sherman Oaks,
California,

Respondent.

Resolution No.: SF-93-006

Dated: February 19, 1993

ORDER OF PROHIBITION, CEASE AND DESIST
AND ASSESSMENT OF CIVIL MONEY PENALTIES

WHEREAS, Stanley Glickman ("Glickman") has executed a Stipulation and Consent to Issuance of Orders of Prohibition and to Cease and Desist, and Assessment of Civil Money Penalties ("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, Glickman, 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); and

WHEREAS, Glickman, in the Stipulation, has consented to the issuance of civil money penalty assessment pursuant to 12 U.S.C. Sections 1813(u) and 1817(j); and

WHEREAS, Glickman, in the Stipulation, has consented to the issuance of restitutionary orders pursuant to 12 U.S.C. § 1818(b). Accordingly,

IT IS THEREFORE ORDERED that:

1. Within ten (10) days of the receipt of this Order, Glickman shall pay a civil money penalty to the OTS in the sum of five thousand dollars (\$5,000), by tendering a check to the OTS in that amount made payable to the Treasurer of the United States;

2. Within sixty (60) days of the receipt of this Order, Glickman shall pay restitution to Golden State, by delivering a check, made payable to Golden State, to the OTS in the amount of one hundred forty thousand dollars (\$140,000). The responsibility for the payment of restitution as ordered herein shall be joint and several with that of Elliot Fine;

3. Glickman is hereby prohibited from further participation, in any manner, in conduct of the affairs of Golden State Bank (formerly known as Sherman Oaks Savings Bank), ("Golden State"), Sherman Oaks, California, its holding company, subsidiaries or service corporations.

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

5. In the event Glickman shall become entitled to obtain legal or beneficial ownership of the stock of Golden State or its holding company, he shall, in accordance with the terms of the Stipulation, endorse over and deposit certificates representing all of his shares of stock in Golden State, its holding company, subsidiaries and/or service corporations, with an OTS-approved trustee, along with instruments of transfer as may be necessary to enable the trustee to cause title to the shares to be transferred to the trustee.

6. The Stipulation is made part hereof and is incorporated herein by this reference.

7. This Order is subject to the provisions of Section 8(j) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(j).

OFFICE OF THRIFT SUPERVISION

Dated: 2/19/93

By: /S/
ERIC D. SHAND
Regional Director
OTS West Region