

UNITED STATES OF AMERICA  
Before The  
OFFICE OF THRIFT SUPERVISION

\_\_\_\_\_  
In the Matter of )  
 )  
MAXWELL H. SALTER )  
 )  
A Former Outside Director of )  
Unity Savings )  
and Loan Association, )  
Beverly Hills, California )  
\_\_\_\_\_)

Re: Order No. SF-93-042

Dated: December 2, 1993

STIPULATION AND CONSENT TO ISSUANCE  
OF ORDER TO CEASE AND DESIST

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the West Region ("Regional Director"), and Maxwell H. Salter ("Salter"), a former outside director of Unity Savings and Loan Association, Beverly Hills, California ("Unity"), 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 cease and desist proceeding against Salter 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"), 12 U.S.C. § 1818(b). Salter 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 which the OTS agrees to forebear from initiating a civil or administrative proceeding against Salter for penalties, injunction, or any other form of relief, arising out of his actions at Unity.

2. Jurisdiction.

(a) Unity was a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act, as amended by FIRREA. Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1813(c).

(b) Pursuant to Section 3(q) of the FDIA, as amended by FIRREA, the Director of OTS is the "appropriate Federal Banking agency" to maintain an enforcement proceeding against such a savings association, 12 U.S.C. § 1813(q). Therefore, Salter is subject to the authority of the OTS to initiate and maintain a cease and desist proceeding against him pursuant to Section 8(b) of the FDIA, as amended by FIRREA, 12 U.S.C. § 1818(b).

(c) As a director and person participating in the affairs of Unity, Salter was an institution-affiliated party of Unity as defined at 12 U.S.C. § 1813(u).

3. Consent. Salter consents to the issuance by the OTS of the Order. He further agrees to comply with the terms of the Order upon 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, 12 U.S.C. § 1818(b). Upon its issuance by the Regional Director, 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, 12 U.S.C. § 1818(i).

5. Waivers. Salter waives his right to a notice of charges and the administrative hearing provided by Section 8(b) of the FDIA, as amended by FIRREA, 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, 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order. Salter acknowledges and agrees that this proceeding and his consent to the entry of the Order are for the purpose of resolving this OTS enforcement matter only, and do not resolve, affect or preclude any other civil or criminal proceeding which may be brought against Salter by another governmental entity or any civil or administrative proceeding by the OTS related to a federally insured institution other than Unity.



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ORDER TO CEASE AND DESIST

WHEREAS, Maxwell H. Salter ("Salter"), a former outside director of Unity Savings Association, has executed a Stipulation and Consent to Issuance of Order to Cease and Desist, which is incorporated herein by reference ("Stipulation") and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting through its Regional Director for the West Region ("Regional Director"); and

WHEREAS, Salter, in the Stipulation has consented and agreed to the 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"), 12 U.S.C. § 1818(b).

NOW THEREFORE, IT IS ORDERED that:

1. Upon becoming affiliated with a federally insured depository institution, or any holding company thereof, Salter shall:

(a) Refrain from violating the standards governing conflicts of interest, fiduciary duties, and safe or sound operations, as set forth in 12 C.F.R. § 571.7 (as well as any successor statutes and regulations), and the common law, including applicable administrative decisions;

(b) Obtain advice of competent counsel on his duties and responsibilities, both initially upon accepting such a position and when particular issues arise that may cause him to be uncertain about his responsibilities;

(c) Abstain from voting or participating in any manner on any proposals in which he has a personal interest and may experience a direct or indirect benefit;

(d) In connection with any transaction subject to subparagraph (c), make full disclosure of the existence of his interest and its nature and extent, and of the facts known to him as to the matter or transaction under consideration; and

(e) At least annually, and with a continuing obligation in the event of a change of circumstances, make full disclosure of any and all loans, investments, partnership interests, stock ownership, and any other business relationships with persons who are customers or prospective customers of such institution or its affiliates,

