

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In The Matter Of:)

IRVING V. BOBERSKI)

Director, Former Chief Executive)
Officer, Former President, and)
Institution-Affiliated Party of:)

Avondale Federal Savings Bank)
Chicago, Illinois)

Re: Resolution No. CHI-92-31

Dated: July 31, 1992

STIPULATION AND CONSENT TO ENTRY OF AN
ORDER OF REMOVAL AND PROHIBITION

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the Central Regional Office ("Regional Director"), and Irving V. Boberski ("Boberski"), director, former chief executive officer, former president and institution-affiliated party of Avondale Federal Savings Bank, Chicago, Illinois ("Avondale" or "Institution"), hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon the exercise of its supervisory, regulatory and enforcement powers, commenced an administrative removal and prohibition proceeding pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. §1818(e) (West 1989 & Supp. 1992), against Boberski in the cause entitled In the Matter of: Irving V. Boberski, Director, Chief Executive Officer and President of Avondale Federal Savings Bank, Chicago, Illinois, OTS Order No. AP 92-57 dated June 12,

1992 ("Notice of Charges"). The Notice of Charges is incorporated herein by this reference as if fully set forth.

Boberski desires to settle the administrative removal and prohibition proceeding and to avoid the time and expense of such administrative litigation. Without admitting the allegations contained in the Notice of Charges, and having previously filed an Answer denying such allegations, Boberski hereby stipulates and agrees to the following terms in consideration of the dismissal with prejudice by the OTS of the Notice of Charges, including the administrative removal and prohibition proceeding. Boberski, without trial or findings of fact pursuant to an administrative hearing, has consented to the terms of this Stipulation and Consent to Entry of an Order of Removal and Prohibition ("Stipulation"). The OTS has determined that it is appropriate, and in the best interest of the public, to execute this Stipulation and the attached Order of Removal and Prohibition ("Order").

This Stipulation and Order are issued solely to settle the Notice of Charges and all other matters concerning Boberski, Lynn A. Boberski and their four children, I. Vincent Boberski, Michael Boberski, David Boberski and John Boberski ("the Boberski Family"), known or discovered by the OTS during the course of its Formal Investigation of Avondale Federal Savings Bank, Chicago, Illinois, OTS Resolution No. CHI-91-5, up to the date of entry of

the Order, and are not intended to, nor shall they be construed to have the effect of, limiting the right or authority of any other governmental or administrative agency to initiate or pursue any other action, civil or otherwise, against Boberski or members of the Boberski Family, individually or collectively. Further, this Stipulation and Order are not intended to, nor shall they be construed to have the effect of, limiting the right or authority of the OTS to initiate or pursue any other action, civil or otherwise, against Boberski or members of the Boberski Family for conduct that occurs, or is first disclosed to or discovered by the OTS, after the entry of the Order.

2. Jurisdiction.

(a) The Institution is a "savings association" within the meaning of Section 3(b) of the FDIA, 12 U.S.C.A. § 1813(b) (West 1989 & Supp. 1992) and Section 2(4) of the Home Owners' Loan Act, 12 U.S.C.A. § 1462(4) (West Supp. 1992). Accordingly, it is an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, 12 U.S.C.A. § 1813(c), as amended.

(b) Until August 9, 1989, the Federal Home Loan Bank Board ("FHLBB") was the regulatory agency with jurisdiction over the Institution and persons participating in the conduct of the affairs thereof, including Boberski, pursuant to Section 5 of the HOLA, 12 U.S.C.A. § 1464.

(c) As of August 9, 1989, pursuant to Section 3(q) of

the FDIA, as amended by Section 204 of the FIRREA, 12 U.S.C.A. §1813(q), the OTS succeeded to the interests of the FHLBB with respect to the supervision and regulation of all savings associations, and thus became the "appropriate Federal banking agency" with jurisdiction over the Institution and persons participating in the conduct of the affairs thereof.

(d) Boberski, as a director and the former president and chief executive officer of Avondale is deemed to be an "institution-affiliated party" of Avondale as that term is defined by Section 3(u) of the FDIA, 12 U.S.C.A. §1813(u), having served in such capacities within 6 years of the date hereof.

(e) Pursuant to Section 3 of the FDIA, as amended, the OTS is the "appropriate Federal banking agency" to maintain a removal and prohibition proceeding against institution-affiliated parties. Therefore, Boberski is subject to the authority of the OTS to initiate and maintain removal and prohibition proceedings against him pursuant to Section 8(e) of the FDIA, 12 U.S.C.A. § 1818(e).

3. Consent. Without admitting the allegations set forth in the Notice of Charges, and having previously filed an Answer denying such allegations, Boberski consents to the issuance by the OTS of the Order, a copy of which is attached hereto. Boberski further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all the requirements

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Avondale Federal Savings Bank)
Chicago, Illinois)

Re: Resolution No. CHI-92-31

Dated: July 31, 1992

ORDER OF REMOVAL AND PROHIBITION

WHEREAS, Irving V. Boberski ("Boberski") has executed a Stipulation and Consent to Entry of an Order of Removal and Prohibition ("Stipulation"), which is incorporated herein by reference and is accepted and approved by the Office of Thrift Supervision ("OTS"), acting by and through its Regional Director for the Central Regional Office ("Regional Director"); and

WHEREAS, Boberski has consented and agreed in the Stipulation to the issuance of this Order of Removal and Prohibition ("Order") pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), 12 U.S.C.A. §1818(e) (West 1989 & Supp. 1992);

NOW THEREFORE, IT IS ORDERED THAT Boberski shall comply with the following provisions:

1. From and after the effective date of this Order, Boberski is removed from his position as a director of Avondale Federal Savings Bank, Chicago, Illinois ("Avondale") and is

further prohibited from serving as a director for, holding any office in, or participating in any manner in the conduct of the affairs of Avondale, and its service corporations and subsidiaries.

2. From and after the effective date of this Order, without the prior written approval of the Director of the OTS, or such person as the Director shall designate, and, if appropriate, another federal financial institutions regulatory agency, Boberski may not act as a director for, 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, 12 U.S.C.A. §1818(e)(7)(A), hereinafter referred to as a "Covered Institution." Pursuant to Section 8(e)(6) of the FDIA, 12 U.S.C.A. §1818(e)(6), conduct prohibited by this Order includes, inter alia, the solicitation, the transfer and/or the exercise of any voting rights with respect to any securities issued by any Covered Institution.

3. Nothing in this Order, however, shall be construed as prohibiting Boberski from the following activities, even though such activities may involve or relate to a Covered Institution:

- (a) being a customer of a Covered Institution;
- (b) owning stock in a Covered Institution; and
- (c) providing investment counseling services to a Covered Institution as an independent contractor for an agreed upon fee, provided that:

- (i) such investment counseling services shall be

only advisory in nature and under no circumstances shall Boberski, directly or indirectly, exercise or attempt to exercise any decision-making authority for or on behalf of any Covered Institution, although Boberski, with the written authorization of the Covered Institution, may render normal and customary professional judgment in the security and dealer selection, transaction timing and pricing;

(ii) in the performance of such investment counseling services, Boberski shall not, directly or indirectly, have access to, custody of, or control over, any funds or securities of any Covered Institution; and

(iii) Boberski shall at no time provide investment counseling services, directly or indirectly, to Avondale or any holding company, service corporation, subsidiary or other affiliate of Avondale now in existence or hereinafter formed, or any successors thereto.

Provided further, that the activities outlined in this paragraph 3(a) - (c) above shall not be performed by Boberski in a manner that would result in Boberski being an institution-affiliated party of a Covered Institution, as the term "institution-affiliated party" is defined by Section 3(u) of the FDIA, 12 U.S.C.A. Section 1813(u).

4. All words or terms used in this Order, for which meanings are not specified or otherwise provided for by the provisions of this Order, shall, insofar as applicable, have meanings as defined in Chapter V of Title 12 of the Code of

