

DC

**UNITED STATES OF AMERICA**  
**Before The**  
**OFFICE OF THRIFT SUPERVISION**

\_\_\_\_\_ )  
In the Matter of )  
 )  
**SCOTT D. GOLDSTEIN,** )  
 )  
A former Employee and )  
Institution-Affiliated Party of )  
 )  
**WASHINGTON MUTUAL BANK,** )  
Henderson, Nevada. )  
(OTS No. 08551) )  
\_\_\_\_\_ )

OTS Order No.: SF-05-008  
Date: December 14, 2005

**STIPULATION AND CONSENT TO**  
**ISSUANCE 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 Scott D. Goldstein (GOLDSTEIN), a former employee of Washington Mutual Bank, Henderson, Nevada (Washington Mutual), that the OTS is of the opinion that the grounds exist to initiate prohibition proceedings against GOLDSTEIN pursuant 12 U.S.C. § 1818(e).<sup>1</sup>

WHEREAS, GOLDSTEIN desires to cooperate with the OTS 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:

\_\_\_\_\_ )  
<sup>1</sup> All references in this Stipulation and Consent and the Order of Prohibition are to the United States Code as amended.

SCOTT D. GOLDSTEIN  
WASHINGTON MUTUAL BANK.  
STIPULATION AND CONSENT

Initials SL  
Date 12/14/05

1. Jurisdiction.

(a) Washington Mutual, at all times relevant hereto, was a “savings association” within the meaning of 12 U.S.C. § 1813(b), and Section 2(4) of the Home Owners' Loan Act, 12 U.S.C. § 1462(4). Accordingly, Washington Mutual is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c).

(b) GOLDSTEIN, as a former employee of Washington Mutual, is deemed to be an “institution-affiliated party” as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six years of the date hereof (see 12 U.S.C. § 1818(i)(3)).

(c) Pursuant to 12 U.S.C. § 1813(q), the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an enforcement proceeding against institution-affiliated parties. Therefore, GOLDSTEIN is subject to the authority of the OTS to initiate and maintain prohibition proceedings against him pursuant to 12 U.S.C. § 1818(e).

2. OTS Findings of Fact. The OTS finds that between November 27, 2004 and December 31, 2004, GOLDSTEIN misapplied approximately \$52,000 from accounts of customers of Washington Mutual. As a result of his actions, GOLDSTEIN: (1) engaged in a violation of law and/or breached his fiduciary duty to Washington Mutual; and (2) Washington Mutual suffered a financial loss or GOLDSTEIN received a financial gain; and (3) the violation of law or breach of fiduciary duty demonstrated personal dishonesty and/or willful or continuing disregard for the safety and soundness of Washington Mutual.

3. Consent. GOLDSTEIN 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 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the West Region, OTS, it shall be a final order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

5. Waivers. GOLDSTEIN waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (referred to as Notice of Intention to Prohibit, see 12 U.S.C. § 1818(e));

(b) the right to an administrative hearing of the OTS's charges against him as provided by 12 U.S.C. § 1818(e);

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order;

(d) any and all claims against the OTS, including its employees and agents, and any other governmental entity for the award of fees, costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504 or 28 U.S.C. § 2412; and

(e) the right to assert this proceeding, his consent to issuance of the Order, and/or the issuance of the Order, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other governmental entity.

6. Indemnification. GOLDSTEIN shall neither cause nor permit Washington Mutual (or any successor institution, holding company, subsidiary, or service corporation thereof) to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Order. Nor shall GOLDSTEIN obtain any indemnification (or other reimbursement) from the Institution (or any successor institution, holding company, subsidiary, or service corporation thereof) with respect to such amounts. Any

such payments received by or on behalf of GOLDSTEIN in connection with this action shall be returned to Washington Mutual (or the successor institution, holding company, subsidiary, or service corporation thereof).

7. Other Government Actions Not Affected.

(a) GOLDSTEIN acknowledges and agrees that the consent to the entry of the Order is for the purpose of resolving this prohibition action only, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of GOLDSTEIN that arise pursuant to this action or otherwise, and that may be or have been brought by any other government entity other than the OTS.

(b) By signing this Stipulation and Consent to Issuance of an Order of Prohibition, GOLDSTEIN agrees that he will not assert this proceeding, his consent to the entry of the Order, and/or the entry of the Order, as the basis for a claim of double jeopardy in any pending or future proceeding by the United States Department of Justice or any other Federal or state governmental entity.

8. Acknowledgment of Criminal Sanctions. GOLDSTEIN acknowledges that 12 U.S.C. § 1818(j), sets forth criminal penalties for knowing violations of the Order.

//  
//  
//  
//  
//  
//  
//  
//  
//

WHEREFORE, GOLDSTEIN executes this Stipulation and Consent to Issuance of an Order of Prohibition, intending to be legally bound hereby.

By: Accepted by:

Office of Thrift Supervision

[Signature]  
Scott D. Goldstein

[Signature]  
Michael E. Finn  
Regional Director  
West Region

Date: 12/16/05

Date: 12/14/05

\*\*\*\*\*

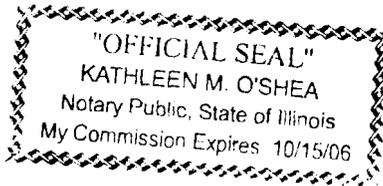
State of Ill

County of Wabash

On this 16<sup>th</sup> day of December, 2005, before me, the undersigned notary public, personally appeared Scott D. Goldstein and acknowledged his execution of the foregoing STIPULATION AND CONSENT TO ISSUANCE OF AN ORDER OF PROHIBITION.

[Signature]  
Notary Public

My commission expires:  
10/15/06



(Scott D. Goldstein proh stip c:\sarlenf docs)

SCOTT D. GOLDSTEIN  
WASHINGTON MUTUAL BANK  
STIPULATION AND CONSENT

Initials SG  
Date 12/16/05

**UNITED STATES OF AMERICA**  
**Before The**  
**OFFICE OF THRIFT SUPERVISION**

_____ )	
In the Matter of )	
SCOTT D. GOLDSTEIN, )	OTS Order No.: <u>SF-05-008</u>
A former Employee and )	Date: <u>December 14, 2005</u>
Institution-Affiliated Party of )	
WASHINGTON MUTUAL BANK, )	
Henderson, Nevada. )	
(OTS No. 08551) )	
_____ )	

**CONSENT ORDER OF PROHIBITION**

**WHEREAS**, Scott D. Goldstein (GOLDSTEIN) has executed a Stipulation and Consent to Issuance of an Order of Prohibition (Stipulation) on December 6, 2005; and

**WHEREAS**, GOLDSTEIN, 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 12 U.S.C. § 1818(e).

**NOW THEREFORE, IT IS ORDERED that:**

1. GOLDSTEIN is prohibited from further participation, in any manner, in the conduct of the affairs of Washington Mutual Bank (Washington Mutual), and any successor institution, holding company, subsidiary, and/or service corporation thereof.

2. GOLDSTEIN is and shall be subject to the statutory prohibitions provided by 12 U.S.C. § 1818(e), except upon the prior written consent of the OTS (acting through its Director or an authorized representative thereof) and any other "appropriate Federal financial institutions regulatory agency," for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

SCOTT D GOLDSTEIN  
WASHINGTON MUTUAL BANK  
CONSENT ORDER OF PROHIBITION

Initials SG  
Date 12/06/05

- (a) hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), including, but not limited to:
- (i) any insured depository institution, e.g., savings and loan associations, savings banks, national banks, trust companies, and other banking institutions;
  - (ii) any institution treated as an insured bank under 12 U.S.C. §§ 1818(b)(3) and 1818(b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9), e.g., subsidiaries and holding companies of banks or savings associations;
  - (iii) any insured credit union under the Federal Credit Union Act, 12 U.S.C. § 1781 et seq.;
  - (iv) any institution chartered under the Farm Credit Act of 1971, 12 U.S.C. § 2001 et seq.;
  - (v) any appropriate Federal depository institution regulatory agency, within the meaning of 12 U.S.C. § 1818(e)(7)(A)(v); and
  - (vi) the Federal Housing Finance Board and any Federal Home Loan Bank;
- (b) solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in 12 U.S.C. § 1818(e)(7)(A);
- (c) violate any voting agreement previously approved by the “appropriate Federal banking agency” within the meaning of 12 U.S.C. § 1813(q); or
- (d) vote for a director, or serve or act as an “institution-affiliated party,” as that term is defined at 12 U.S.C. § 1813(u), *e.g.*, a director, officer, employee, controlling stockholder of, or agent for, an insured depository institution.

3. The Stipulation is made a part hereof and is incorporated herein by this reference.
4. This Order is subject to the provisions of 12 U.S.C. § 1818(j), and shall become effective on the date it is issued.
5. GOLDSTEIN shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.
6. The terms and provisions of the order shall be binding upon, and inure to the benefit of, the parties hereto and their successors in interest.

OFFICE OF THRIFT SUPERVISION

By:   
Michael E. Finn  
Regional Director  
West Region

(Scott D Goldstein proh ord c:\sar\enf docs)

SCOTT D GOLDSTEIN  
WASHINGTON MUTUAL BANK,  
CONSENT ORDER OF PROHIBITION

Initials   
Date 12/06/05