

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)
)
ROGER L. GORDON, President and)
Chief Executive Officer San)
Francisco Federal Savings and)
Loan Association, San Francisco)
California.)

Resolution No. 91-018

Date: April 30, 1991

STIPULATION AND CONSENT TO
ISSUANCE OF ORDER TO CEASE AND DESIST
AND PAY CIVIL MONEY PENALTIES

The Office of Thrift Supervision ("OTS"), by and through its Regional Director, and Roger L. Gordon ("Gordon"), stipulate and agree as follows:

1. Consideration. The OTS, based upon information it has obtained and reviewed, is of the opinion as explained in the Notice of Charges to be issued by OTS, that the grounds exist to initiate an administrative cease and desist proceeding against Gordon 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"), codified at 12 U.S.C. § 1818(b) and assess civil money penalties pursuant to Section 8(i) of FDIA. Gordon 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 the forbearance by the OTS from initiating such administrative cease-and-desist and civil money penalty litigation against Gordon with

respect to the matters covered in the accompanying Order to Cease and Desist and Pay Civil Money Penalties ("Order").

2. Jurisdiction.

(a) Gordon is currently Chief Executive Officer and President of San Francisco Federal Savings and Loan Association ("SF Federal"). Gordon was Chief Lending Officer at SF Federal from on or about March 1981 to on or about November 1985. From on or about November 1985 to on or about April 1987, Gordon was Executive Vice President of Real Estate Services. From on or about April 1987 to on or about May 1990, Gordon was Senior Executive Vice President and Chief Operating Officer of SF Federal. Gordon, during all relevant times, held supervisory authority over the lending department of SF Federal.

(b) Gordon is an officer of SF Federal as that term is defined in 12 C.F.R. § 561.35 and a person participating in the conduct of SF Federal pursuant to 12 U.S.C.A. 1813(a). Further, Gordon is an institution-affiliated party as that term is defined in 12 U.S.C.A. 1813(u).

(c) As an officer, a person participating in the conduct of the affairs of SF Federal and an institution-affiliated party of SF Federal, Gordon is subject to the OTS' authority to maintain cease and desist, and assessment of civil money penalties proceedings.

3. Consent. Gordon 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 the law.

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Resolution No. SF-91-018
Date: April 30, 1991

ORDER TO CEASE AND DESIST
AND PAY CIVIL MONEY PENALTIES

WHEREAS, Roger L. Gordon, ("Gordon") has executed a Stipulation and Consent to Issuance of Order to Cease and Desist and Pay Civil Money Penalties ("Stipulation") which is attached hereto as Exhibit I and incorporated here by reference and is accepted and approved by The Office of Thrift Supervision ("OTS") acting through its Regional Director; and

WHEREAS, Gordon, in the Stipulation, and by his signature hereto, has consented and agreed to the issuance of this Order to Cease and Desist and Pay Civil Money Penalties ("Order") pursuant to Section 8(b) and 8(i) 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") codified at 12 U.S.C. § 1818(b) and (i));

I. ORDER

NOW THEREFORE IT IS ORDERED that:

1. Gordon accepts as a personal obligation and will use his best efforts in his capacity as President and Chief Executive Officer of San Francisco Federal Savings and Loan Association

("SF Federal") to insure that the provisions of the attached Order to Cease and Desist and Pay Civil Money Penalties against San Francisco Federal Savings and Loan Association dated April 30, 1991 (attached to this Order as Exhibit II), are carried out.

2. Gordon is assessed \$25,000 in civil money penalties. OTS has considered Gordon's response to OTS' letters of February 25 and March 14, 1991 to SF Federal's Board of Directors, including but not limited to Gordon's declaration, the declarations of certain officers of SF Federal, the 85-page letter from counsel to SF Federal and Gordon dated March 27, 1991 and Exhibits 1 through 54 thereto, Gordon's current financial statement and Gordon's federal and state income tax returns for the past three years. Having considered the first of the factors listed in 12 U.S.C. § 1818(i)(G)(i), the civil money penalty shall be suspended to require payment of \$5,000 in civil money penalties to settle the civil money penalty claims of OTS based on the matters set forth in OTS' letters of February 25 and March 14, 1991 to SF Federal's Board of Directors and OTS' notice of charges, which are attached to this Order as Exhibits III, IV and V.

3. The OTS by this proceeding has not sought to remove, suspend or prohibit Mr. Gordon from occupying his positions as President and Chief Executive Officer of SF Federal and of SFFed Corporation or as a director of SF Federal and SFFed Corporation, or otherwise to restrict or limit the scope of his authority as an officer or director of SF Federal or SFFed Corporation.

4. Gordon consents to this Order for the purpose of resolving the cease and desist and civil money penalty proceedings referred to in paragraph 2 above only. Such consent does not resolve, affect or preclude any other civil or criminal proceeding which might be brought against Gordon other than as expressly provided for in this Order and the consideration clause of the accompanying Stipulation. Gordon agrees by signing this document that he will not assert a bar under double jeopardy against any future proceeding by another governmental agency.

II. DEFINITIONS

1. All technical words or terms used in this Order, for which meanings are not specified or otherwise provided by the provisions of this Order, shall, insofar as applicable, have meanings as defined in the Code of Federal Regulations, Title 12, Chapter V; or as defined in FIRREA, the FDIA, or the Home Owners Loan Act of 1933 ("HOLA"), and any such words or terms undefined in the foregoing shall have meanings that accord with the best custom and usage in the savings association industry.

III. EFFECTIVENESS

1. This Order is effective April 26, 1991.

