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SUPERVISORY AGREEMENT

This Supervisory Agreement ("Agreement") is made effective the 28th of August 1991, by and between First Western Savings Association, Las Vegas, Nevada ("Association") and the Office of Thrift Supervision ("OTS").

WHEREAS, in the interest of resolving OTS' supervisory concerns in a cooperative manner, the Association and OTS agree as follows:

1. Within forty five (45) calendar days from the Execution Date of this Supervisory Agreement ("Execution Date"), the Board of Directors and senior management of the Association shall (a) prepare an interest rate risk reduction plan ("Plan") and (b) submit such Plan for approval by the Assistant Regional Director of OTS, Western Region ("ARD"). This Plan will be reduced to numbers and incorporated into the Business Plan.

2. Within thirty (30) days from the Execution Date, the Association shall prepare a revised Asset/Liability Management Policy that satisfies all TB-13 requirements and corrects all the deficiencies outlined in the October 9, 1990, Report of Examination. The Association shall adhere to this policy at all times.

3. The Directors of the Association shall take appropriate action to ensure full compliance by the Association with the Requirements of this Agreement.

References in this Agreement to provisions of statutes or regulations shall be deemed to include references to all

amendments to such provisions as have been made as of the effective date of this Agreement and reference to successor provisions as they become applicable.

All other technical words or terms used in this Agreement, for which meanings are not specified or otherwise provided by the provisions of this Agreement, shall insofar as applicable, have meanings as defined in Chapter V of Title 12 of the code of Federal Regulations, HOLA, or the Federal Deposit Insurance Act ("FDIA"). Any such technical words or terms used in this Agreement and undefined in said Code of Federal Regulations, HOLA, or FDIA shall have such meanings as would be consistent with the best custom and usage in the savings and loan industry.

This Agreement has been duly authorized, executed, and delivered, and constitutes, in accordance with its terms, a valid and binding obligation of the Association. It is understood and agreed that this Agreement is a "written agreement" entered into with the OTS within the meaning of Section 8 of the FDIA as amended by Title IX of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73 ("FIRREA"), 103 Stat. 183, 446-506 and Section 204, 103 Stat. 183, 190-194 (1989).

The terms and provisions of the Agreement shall be binding upon, and inure to the benefit of, the parties hereto and their successors in interest.

This Agreement shall remain in effect until terminated by the OTS, acting through the ARD or the RTC, as successor to

**CERTIFIED COPY OF
RESOLUTION OF BOARD OF DIRECTORS**

I, the Undersigned, being duly qualified Secretary of First Western Savings Association, Las Vegas, Nevada, hereby certify that the following is a true copy of a resolution duly adopted by its Board of Directors at a meeting held on August 28, 1991, that at said meeting a quorum was present and voting throughout, and that said resolution has not been rescinded or modified and is now of full force and effect:

RESOLUTION

WHEREAS, the directors of the Association have read and considered the proposed Supervisory Agreement ("Agreement") attached to the minutes of the meeting of the Board of Directors held on August 28, 1991, and after due consideration, and in the interest of regulatory compliance and cooperation, have determined to enter in to the proposed Agreement:

NOW, THEREFORE, BE IT RESOLVED, that the proposed Agreement, a copy of which is attached hereto, be and is hereby consented to by the Board of Directors of the Association. The president of the Association is authorized to sign and execute the Agreement on behalf of the Association. The officers and employees of the Association are directed and authorized to take all necessary steps to implement immediately the terms of the Agreement.

