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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)

MARK S. TODD,)

Former Employee and)
Institution-Affiliated Party)
of)

FIDELITY FEDERAL BANK,)
A FEDERAL SAVINGS BANK,)
Los Angeles, California.)

Order No. SF-97-014

Dated: July 22, 1997

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 Mark S. Todd ("TODD"), a former employee and institution-affiliated party of Fidelity Federal Bank, a Federal Savings Bank ("Fidelity" or the "Institution"), OTS No. 5770, that the OTS is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against TODD pursuant to 12 U.S.C. § 1818(e),¹ and

WHEREAS, TODD 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, but

¹All references to the United States Code ("U.S.C.") are as amended, unless otherwise indicated.

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admitting the statements and conclusions in Paragraph 1 below, hereby stipulates and agrees to the following terms:

1. Jurisdiction. (a) Fidelity, 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, Fidelity is an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c).

(b) TODD as a former employee of Fidelity, 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 (6) 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, TODD is subject to the authority of the OTS to initiate and maintain cease and desist and prohibition proceedings against him pursuant to 12 U.S.C. § 1818(e).

2. OTS Findings of Fact. The OTS finds that during 1995, TODD, without authorization, misapplied approximately \$5,525 of the funds of Fidelity depositors to his own use. As a result of his actions, TODD, (1) engaged in a violation of law or breached his fiduciary duty to Fidelity; and (2) Fidelity suffered a financial loss or he received a financial benefit or other gain; and (3) the violation of law or breach of fiduciary duty

demonstrated personal dishonesty or a willful and/or continuing disregard by TODD for the safety and soundness of Fidelity.

3. Consent. TODD 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. TODD waives the following:

(a) the right to be served with a written notice of the OTS's charges against him (referred to as a Notice of Intention to Prohibit);

(b) the right to an administrative hearing of the OTS's charges against him; and

(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;

6. Indemnification. TODD shall neither cause nor permit Fidelity (or any successor institution, holding company, subsidiary or service corporation thereof) to incur, directly or indirectly, any expense for any legal or other professional

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expenses incurred relative to the negotiation and issuance of the Order. Nor shall TODD 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 TODD in connection with this action shall be returned to Fidelity (or the successor institution, holding company, subsidiary or service corporation thereof).

7. Other Governmental Actions Not Affected.

(a) TODD 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 TODD 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, TODD 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 brought by the United States Department of Justice or any other Federal or state governmental entity.

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

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9. Agreement for Continuing Cooperation. TODD agrees that, at the OTS's request, on reasonable notice and without service of a subpoena, he will provide whatever discovery and testify truthfully at any deposition or at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by the OTS relating to Fidelity, its holding companies, its subsidiaries, and its institution-affiliated parties except that TODD does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If TODD invokes a privilege against self-incrimination under the Fifth Amendment of the United States Constitution with respect to any matter about which the OTS inquires or the production of any document requested by the OTS and the OTS obtains a grant of immunity pursuant to 18 U.S.C. § 6001 et seq., TODD agrees, consistent with any such grant of immunity, to provide discovery and testify truthfully at any deposition and at any judicial, administrative, or investigative proceeding on the matter for which immunity is given.

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

Accepted by:

OFFICE OF THRIFT SUPERVISION

By: MS/T
MARK S. TODD

Charles A. Deardorff
Charles A. Deardorff
Acting Regional Director
West Region

Dated: 7/10/97

Dated: 7/22/97

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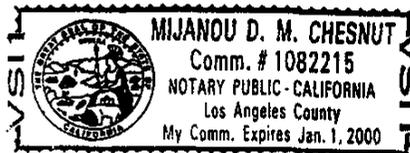
State of California
County of Los Angeles

On this 16 day of July, 1997, before me, the undersigned notary public, personally appeared MARK S. TODD and acknowledged his execution of the foregoing STIPULATION AND CONSENT TO ISSUANCE OF AN ORDER OF PROHIBITION.

Mijanou D. M. Chesnut
Notary Public

My commission expires:

1-1-2000



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UNITED STATES OF AMERICA
Before The
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In the Matter of)
MARK S. TODD,) Order No. SF-97-014
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Former Employee and) Dated: July 22, 1997
Institution-Affiliated Party)
of)
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FIDELITY FEDERAL BANK,)
A FEDERAL SAVINGS BANK,)
Los Angeles, California.)
_____)

ORDER OF PROHIBITION

WHEREAS, MARK S. TODD ("TODD") has executed a Stipulation and Consent to Entry of an Order of Prohibition ("Stipulation") on 7/16, 1997; and

WHEREAS, TODD, 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); and

NOW THEREFORE, IT IS ORDERED that:

1. TODD is prohibited from further participation, in any manner, in the conduct of the affairs of Fidelity Federal Bank, a Federal Savings Bank, ("Fidelity") and any successor institution, holding company, subsidiary, and/or service corporation thereof.

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2. TODD is and shall be subject to the statutory prohibitions provided by 12 U.S.C. § 1818(e). Due to and without limitation on the operation of 12 U.S.C. § 1818(e)(6) and 1818(e)(7), TODD, 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:

(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) ("Covered Institution"), including:

(i) any insured depository institution, e.g., savings and loan associations, savings banks, national banks, state 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; and

(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 Covered Institution;

(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 defined in 12 U.S.C. § 1813(u), e.g., a director, officer, employee, controlling shareholder 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. TODD 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 this Order shall be binding upon, and inure to the benefit of, the parties hereto and their successors in interest.

OFFICE OF THRIFT SUPERVISION

By:



Charles A. Deardonff
Acting Regional Director
West Region

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