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UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)
MARTIN DEFORVES NGUYEN,)
Former Employee of)
GREAT WESTERN BANK,)
A FEDERAL SAVINGS BANK,)
Chatsworth, California.)
_____)

OTS Order No. SF-97-016

Dated: August 26, 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 Martin DeForves Nguyen ("NGUYEN"), a former employee and institution-affiliated party of Great Western Bank, a Federal Savings Bank ("Great Western"), that the OTS is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against NGUYEN pursuant to 12 U.S.C. § 1818(e)¹; and

WHEREAS, NGUYEN 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 or the Findings of Fact of the OTS, but admitting the statements and conclusions in Paragraph 1 below, hereby stipulates and agrees to the following terms:

¹All references in this Stipulation and Consent and the Order of Prohibition to the U.S.C. are as amended.

1. Jurisdiction.

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

(b) NGUYEN, as a former employee of Great Western, 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, NGUYEN 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, NGUYEN misapplied funds to a fictitious account, created by NGUYEN, from another Great Western depositor account. NGUYEN also presented a stolen check for deposit into another Great Western account, forged the endorsement, and received \$200 cash back. Due to NGUYEN's actions, Great Western incurred a loss of \$7,700. As a result of his actions, NGUYEN (1) engaged in a violation of the law or breached his fiduciary duty to Great Western; and (2) Great Western suffered a financial loss or other damage, the interests of Great Western's depositors could have

been prejudiced, and/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 NGUYEN for the safety and soundness of Great Western.

3. Consent. NGUYEN 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. NGUYEN 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. NGUYEN shall neither cause nor permit Great Western (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 NGUYEN obtain any indemnification (or other reimbursement) from Great Western (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 NGUYEN in connection with this action shall be returned to Great Western (or any successor institution, holding company, subsidiary, or service corporation thereof).

7. Other Government Actions Not Affected.

(a) NGUYEN acknowledges and agrees that the consent to the entry of the Order is for the purposes 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 NGUYEN 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, NGUYEN 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. NGUYEN acknowledges that 12 U.S.C. § 1818(j), sets forth criminal penalties for knowing violations of this Order.

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

By: [Signature] 08/12/97

[Signature]
MARTIN DEFORVES NGUYEN

Accepted by:
Office of Thrift Supervision

[Signature]
Charles A. Deardorff
Acting Regional Director
West Region

Date: 07/09/97

Date: August 26, 1997

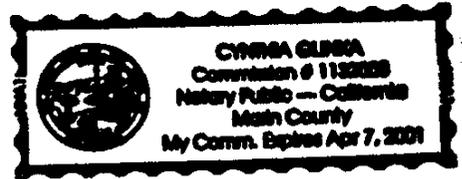
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State of California
County of San Francisco

On this 12th day of August, 1997, before me, the undersigned notary public, personally appeared MARTIN DEFORVES NGUYEN and acknowledged his execution of the foregoing STIPULATION AND CONSENT TO ISSUANCE OF AN ORDER OF PROHIBITION.

[Signature]
Notary Public

My commission expires:
April 7, 2001



(nguyenproh2.stp cs/06)

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OTS Order No. SF-97-016
Dated: August 26, 1997

ORDER OF PROHIBITION

WHEREAS, Martin DeForves Nguyen ("NGUYEN") has executed a Stipulation and Consent to Entry of an Order of Prohibition ("Stipulation") on August 12, 1997; and

WHEREAS, NGUYEN, 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. NGUYEN is prohibited from further participation, in any manner, in the conduct of the affairs of Great Western Bank, a Federal Savings Bank, and any successor institution, holding company, subsidiary, and/or service corporation thereof.

2. NGUYEN 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), NGUYEN, 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 any 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. §§ 1751 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. NGUYEN 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.

THE OFFICE OF THRIFT SUPERVISION
By:



Charles A. Deardorff
Acting Regional Director
West Region

(nguyenproh.ord cs/05)