

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

In the Matter of)

CYRIL H. GIUS,)

A Former Officer and)
Director)

of)

Unity Savings)
And Loan Association)
Beverly Hills, California)
_____)

Re: Resolution No. SF-93-002

Dated: January 29, 1993

**STIPULATION AND CONSENT TO
ISSUANCE OF ORDER OF PROHIBITION**

The Office of Thrift Supervision ("OTS"), by and through its Regional Director for the West Region, and Cyril Gius, a former director and officer of Unity Savings and Loan Association, Beverly Hills, California ("Unity Savings and Loan Association"), hereby stipulate and agree as follows:

1. Consideration. The OTS, based upon information reported to it, is of the opinion that the grounds exist to initiate an administrative prohibition proceeding against Cyril Gius pursuant to Section 8(e) of the Federal Deposit Insurance Act ("FDIA"), as amended by the Financial Institution Reform, Recovery, and Enforcement Act of 1989, Pub. L. No. 101-73, 103 Stat. 183 ("FIRREA") (12 U.S.C. § 1818(e)). Cyril Gius 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 of OTS from initiating such administrative prohibition litigation against him.

2. Jurisdiction.

(a) Unity Savings and Loan Association was a "savings association" within the meaning of Section 3 of the FDIA and Section 2 of the Home Owners' Loan Act of 1933, as amended by FIRREA. Accordingly, it was an "insured depository institution" as that term is defined in Section 3(c) of the FDIA, as amended by FIRREA (12 U.S.C. § 1813(c)).

(b) Cyril Gius, as a former director and officer of Unity Savings and Loan Association, is an "institution-affiliated party" as that term is defined in Section 3(u) of the FDIA, as amended by FIRREA (12 U.S.C. § 1813(u)).

(c) Pursuant to Section 3 of the FDIA as amended by FIRREA, the OTS is the "appropriate Federal banking agency" to maintain an enforcement proceeding against Unity Savings and Loan Association or its institution-affiliated parties. Therefore, Cyril Gius is subject to the authority of the OTS to initiate and maintain a prohibition proceeding against him pursuant to Section 8(e) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(e)).

3. Consent. Cyril Gius 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 under Section 8(e) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(e)). Upon its issuance by the West Region, it shall be a final order, effective and fully enforceable by the OTS under the provisions of Section 8(i) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(i)).

5. Waivers. Cyril Gius waives his right to a notice of intention to prohibit and the administrative hearing provided by Section 8(e) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(e)), and further waives his right to seek judicial review of the Order, including any such right provided by Section 8(h) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(h)), or otherwise to challenge the validity of the Order. Cyril Gius acknowledges and agrees that his consent to the entry of the Order are for the purposes of resolving this OTS enforcement matter only, and do not resolve, affect or preclude any other civil or criminal proceeding which may be brought against Cyril Gius by the OTS or another governmental entity. By signing this document Cyril Gius agrees that he will not use this proceeding to assert a claim of double jeopardy in any future proceeding brought by another governmental entity. The construction and validity of this Stipulation and

Consent to Issuance of Order of Prohibition ("Stipulation") and Order shall be governed by the laws of the United States of America.

WHEREFORE, in consideration of the foregoing and intending to be legally bound hereby, the Regional Director for the West Region, on behalf of the OTS, and Cyril Gius execute this Stipulation.

OFFICE OF THRIFT SUPERVISION

By: Eric D. Shand Gyrl/H. Gius
Regional Director
West Region

(GIUSATT3.RLP 22/5)

1. Without the prior written approval of the Regional Director for the West Region and, if appropriate, another Federal financial institutions regulatory agency, Cyril Gius may not hold

any office in, or participate in any manner in the conduct of the affairs of any institution(s) or other entity as set forth in Section 8(e)(7)(A) of the FDIA, as amended by FIRREA (12 U.S.C. 1818(e)(7)(A)). Pursuant to Section 8(e)(6) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(e)(6)), conduct prohibited by this Order includes, inter alia, the solicitation, transfer or exercise of any voting rights with respect to any securities issued by any insured depository institution.

2. The Stipulation is made a part hereof and is incorporated herein by this reference.

3. This Order is subject to the provisions of Section 8(j) of the FDIA, as amended by FIRREA (12 U.S.C. § 1818(j)), and shall become effective on the date it is issued.

THE OFFICE OF THRIFT SUPERVISION

/S/

By: _____

Eric D. Shand
Regional Director
West Region