

**Definitions**

“Agency Party” means each of the FDIC, the Receiver, the Manager, the Conservator and the OTS (in each case in all or any capacity such party (or any instrumentality thereof) is acting or may act relating to, arising out of or in connection with Superior or Superior Federal (collectively, the “Agency Parties”).

“Agency Parties Release” or “Release” means this Agency Parties Release together with all Schedules hereto.

“Agreement” means that certain Agreement made and entered into as of December 10, 2001 by and among the FDIC, the Receiver, the Conservator, the Manager, OTS, Payor, CCFC, SHI, UBH, and Coast Partners, together with the Appendix and all Exhibits thereto.

“CCFC” means Coast-to-Coast Financial Corporation, a Nevada corporation.

“CCFC Group” means CCFC and SHI and all of the present and former affiliates, officers, directors, employees, agents, independent contractors (other than accountants and bonding companies for Superior) and Institution Affiliated Parties (other than accountants), as such term is defined in 12 U.S.C. §1813(u), including as such term is construed or applied in any context (including 12 U.S.C. §1818), of any of CCFC, SHI or Superior, and the respective spouses, heirs, successors, assigns, executors and personal representatives of any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit D to the Agreement.

“Closing Date” means December 10, 2001, or such other date as the parties to the Agreement may mutually agree in writing.

“Coast Partners” means Coast Partners, an Illinois general partnership.

“Conservator” means the Federal Deposit Insurance Corporation in its capacity as conservator for Superior Federal Bank FSB.

“Dworman Group” means Alvin Dworman and his spouse, all of the lineal descendants of Alvin Dworman of every generation, and their respective spouses and any and all entities with which they (or any of them) are associated, directly or indirectly, including any and all trusts of which any of the foregoing individuals are trustees or beneficiaries, any corporation, partnership, association, limited liability company or other entity controlling, controlled by or under common control with, directly or indirectly, any of the foregoing entities, individuals and/or such trustees or beneficiaries, and all of the present and former directors, officers, employees, trustees, agents and independent contractors (other than accountants of CCFC, SHI or Superior) of any of the foregoing, and the spouses, heirs, successors, assigns, executors and personal representatives of

any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit E to the Agreement.

“Excluded Party” means an independent contractor of Superior other than any individual or entity that is included in the CCFC Group, the Dworman Group or the Pritzker Group (except that any individual or entity that is included in the CCFC Group, the Dworman Group or the Pritzker Group solely on the basis that such individual or entity was an independent contractor of CCFC or Superior may nevertheless be an Excluded Party hereunder). For the avoidance of doubt, none of the individuals or entities listed on Exhibit D, Exhibit E or Exhibit G to the Agreement is an Excluded Party.

“FDIC” means the Federal Deposit Insurance Corporation in its corporate capacity.

“Holding Companies” means CCFC and SHI (each, a “Holding Company”).

“Letter of Credit” means a letter of credit substantially in the form of Exhibit F to the Agreement to be issued on the Closing Date by an institution reasonably acceptable to the FDIC, or such other form of letter of credit, surety bond or similar undertaking from time to time given in amendment, addition, replacement or substitution thereof, in each case in form and substance reasonably acceptable to the FDIC and issued by a bank with a rating in one of the three highest categories by a nationally recognized rating agency that is one of the twenty-five largest banks in the United States (based on total assets), or an insurance company with a Best’s financial strength rating of “A” or above, or any other institution reasonably acceptable to the FDIC, provided, however, that in the case of any amendment to decrease the Letter of Credit Amount following a payment of any amount owing under the Note such consent shall be deemed given in accordance with the terms of such letter of credit, and provided, further, that in lieu of such letter of credit, surety bond or similar undertaking, Payor may pledge cash or marketable securities with a rating of “AAA”, “A-1” or “P-1” or the equivalent by a nationally recognized rating agency in the Letter of Credit Amount pursuant to a pledge agreement in form and substance reasonably satisfactory to Payor and the FDIC.

“Manager” means the Federal Deposit Insurance Corporation in its capacity as manager for the FSLIC Resolution Fund.

“Note” means a fully-executed promissory note substantially in the form of Exhibit B to the Agreement.

“OTS” means the United States Department of the Treasury Office of Thrift Supervision.

“Payor” means Asworth Corporation, a Nevada corporation.

“Pritzker Group” means all of the lineal descendants of the late Nicholas J. Pritzker of every generation and their respective spouses and any and all entities with which they (or any of them) are associated, directly or indirectly, including any and all trusts of which any of the foregoing individuals are trustees or beneficiaries, any corporation, partnership, association, limited liability company or other entity controlling, controlled by or under common control with, directly or indirectly, any of the foregoing entities, individuals and/or such trustees or beneficiaries, and all of the present and former directors, officers, employees, trustees, agents

and independent contractors (other than accountants of CCFC, SHI or Superior) of any of the foregoing, and the spouses, heirs, successors, assigns, executors and personal representatives of any of the foregoing, including, for the avoidance of doubt, the individuals and entities enumerated on Exhibit G to the Agreement.

“Receiver” means the Federal Deposit Insurance Corporation in its capacity as receiver for Superior Bank FSB.

“Released Parties” means the Superior Parties and each and every other person or entity included within the definitions of CCFC Group, Dworman Group and/or Pritzker Group (each, a “Released Party”).

“SHI” means Superior Holdings, Inc., a Nevada corporation.

“Superior” means Superior Bank FSB.

“Superior Federal” means Superior Federal Bank FSB.

“Superior Party” means each of Payor, CCFC, SHI, UBH and Coast Partners (collectively, the “Superior Parties”).

“UBH” means UBH, Inc., a Nevada corporation.