VOL 676 PAGE 54 409456

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TITLE & ABSTRACT
P.O. BOX 58
RHINELANDER, WI 54501

Office of Thrift Supervision

Department of the Treasury

After recording mail to:

Lawyers Title Insurance
One First National Plaza
10 South Dearborn, Suite 3250
Chicago, IL 60603-2093
Case No. CHI-NS-3708
L.W.

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DEPT-01 RECORDING $29.00
T#4444 TRAN 3291 01/29/93 13:39:00
#3293 # *-93-075838
COOK COUNTY RECORDER

93075838

I certify that annexed hereto are true copies of documents described below made from records of the Office of Thrift Supervision, Department of the Treasury, successor to the Federal Home Loan Bank Board. Said records are in the official custody of the Records Branch, Information Services Division and are maintained in its offices at 1700 G Street, Northwest, Washington, District of Columbia.

Copy of the Office of Thrift Supervision Order Number 91-157, executed on March 15, 1991, relating to Pass-Through Receivership Of A Federal Savings Association Into A De Novo Federal Savings Association That is Placed Into Conservatorship With the RTC, for Home Savings Association of Kansas City, F.A., Kansas City, Missouri, consisting of four (4) pages.

DEPT-01 RECORDING $29.00
T#4444 TRAN 3291 01/29/93 13:40:00
#3293 # *-93-075838
COOK COUNTY RECORDER

Signed in Washington, District of Columbia, and the Seal of the Office of Thrift Supervision affixed, this 13th ***day of*** August ***, 19*** 92

Kathy W. Simone

Kathy W. Simone
Director, Information Services
Office of Thrift Supervision

Thomas H. Leighton, Register of Deeds, Oneida County, State of Wisconsin does hereby certify that this document is a full true and correct copy of the original on file and of record in this office.

Dated this 14th day of Sept 19 92

Thomas H. Leighton
Register/Deputy

Box 334

29 GT

OFFICE OF THRIFT SUPERVISION

Pass-Through Receivership Of A Federal Savings Association Into A De Novo Federal Savings Association That is Placed Into Conservatorship With the RTC

Date: March 15, 1991

Order No.: 91-157

The Director of the Office of Thrift Supervision ("OTS"), or his or her designee, in cooperation with the Federal Deposit Insurance Corporation ("FDIC") and the Resolution Trust Corporation ("RTC"), has determined: (1) to appoint the RTC as receiver for the savings association specified below ("OLD THRIFT"); (2) to approve the RTC's request for the issuance of a new federal mutual savings association charter ("NEW THRIFT") as a successor to OLD THRIFT; (3) to approve the transfer of such assets and liabilities of OLD THRIFT to its successor NEW THRIFT, as the RTC may determine to be appropriate, and (4) to appoint the RTC as conservator of NEW THRIFT. Collectively, all of the foregoing are referred to herein as the "APPLICATIONS."

"OLD THRIFT," refers to:

Name	Location	OTS No.
Home Savings Association of Kansas City, F.A.	Kansas City, Missouri	2882

I. GROUNDS FOR ACTIONS TAKEN IN THIS ORDER:

RECEIVERSHIP: GROUNDS FOR APPOINTMENT OF RTC AS RECEIVER FOR OLD THRIFT

The Director, or his or her designee, based upon the administrative record, and for the rationales set forth in the supporting legal and supervisory memoranda contained in the administrative record from various offices within the OTS finds and determines that:

(a) OLD THRIFT is in an unsafe and unsound condition to transact business due to having substantially insufficient capital in that OLD THRIFT is failing all of its capital requirements by a significant margin;

(b) OLD THRIFT by resolution of its board of directors consents to the appointment of a receiver for OLD THRIFT.

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The Director, or his or her designee, therefore, determines that grounds for the appointment of a receiver for OLD THRIFT exist under section 5(d)(2) of the Home Owners' Loan Act ("HOLA").

TRANSFER INTO A NEW FEDERAL CHARTER: GROUNDS FOR ISSUANCE OF NEW FEDERAL CHARTER AND APPROVAL OF TRANSFER OF ASSETS AND LIABILITIES OF OLD THRIFT TO NEW THRIFT

The RTC, pursuant to standardized case resolution procedures established with the OTS, has applied for authority to organize a new Federal mutual savings association, NEW THRIFT, that is to take over such assets or such liabilities of OLD THRIFT as the RTC may determine to be appropriate, pursuant to section 11(d)(2)(F)(i) of the Federal Deposit Insurance Act ("FDIA"), as amended, as incorporated by section 21A(b)(4) of the Federal Home Loan Bank Act, as amended. The FDIC, pursuant to those standardized case resolution procedures, would insure the accounts of NEW THRIFT.

The Director, or his or her designee, has considered: (i) the factors set forth in section 5 of the FDIA, and section 5(e) of HOLA with regard to granting a new federal mutual charter and has determined that the charter should be issued and that NEW THRIFT is authorized to transact business as a savings association and that the charter and bylaws to be issued are in a form consistent with applicable regulations for NEW THRIFT; and (ii) the factors set forth in section 18(c) of the FDIA and 12 C.F.R. § 563.22 with respect to the acquisition of certain assets and liabilities of OLD THRIFT by NEW THRIFT. Expeditious action is necessary given the seriously adverse financial condition of OLD THRIFT and in order to permit NEW THRIFT to acquire certain assets and liabilities of OLD THRIFT and continue to serve OLD THRIFT'S community and customers.

For the foregoing reasons, the Director, or his or her designee, has determined that, pursuant to 12 C.F.R. §§ 563.22(d) and 543.7-1 public notice of the APPLICATIONS shall not be required. In addition, the Director, or his or her designee, finds that the OTS must act immediately in order to prevent the probable default of OLD THRIFT. Therefore, the publication of notice required by section 18(c)(3) of the FDIA, the reports on the competitive factors of the acquisition required by section 18(c)(4) of the FDIA, and the 30 day delay of consummation required by section 18(c)(6) of the FDIA, shall be dispensed with. Accordingly, NEW THRIFT may immediately acquire the assets and liabilities of OLD THRIFT as determined to be appropriate by the RTC.

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CONSERVATORSHIP:

GROUNDS FOR APPOINTMENT OF RTC AS CONSERVATOR FOR NEW THRIFT

The RTC, pursuant to standardized case resolution procedures established with the OTS, has indicated that, immediately upon the completion of the organization of NEW THRIFT (which will be federally chartered) and completion of the transfer of the aforesaid assets and liabilities of OLD THRIFT to NEW THRIFT, it will, in the exercise of its authority to act as the board of directors of NEW THRIFT, consent to the OTS appointing the RTC as Conservator for NEW THRIFT.

II. ACTIONS ORDERED OR APPROVED

APPOINTMENT OF A RECEIVER

The Director, or his or her designee, hereby appoints the Resolution Trust Corporation as Receiver for OLD THRIFT, for the purpose of liquidation, pursuant to section 5(d)(2) of HOLA and section 11(c)(6)(B) of the FDIA.

ISSUANCE OF A FEDERAL CHARTER AND APPROVAL OF THE PASS-THROUGH OF ASSETS AND LIABILITIES

The Director, or his or her designee, hereby approves: (1) the application of the RTC to organize NEW THRIFT as a federal mutual savings association (and hereby authorizes the issuance of an appropriate charter and bylaws for NEW THRIFT in form and content approved by the Chief Counsel's Office); (2) the transfer of such assets and liabilities of OLD THRIFT to its successor, NEW THRIFT, as the RTC may determine to be appropriate; (3) the retention of the home and branch offices of OLD THRIFT by its successor, NEW THRIFT; and (4) the issuance to the Federal Deposit Insurance Corporation of the certificate required by section 5(a)(2) of the FDIA (in form and content approved by the Chief Counsel's Office). Prior to the appointment or election of a board of directors for NEW THRIFT, the RTC may, in addition to any other powers granted by applicable law, exercise the powers of the board of directors.

APPOINTMENT OF A CONSERVATOR FOR NEW THRIFT

The Director, or his or her designee, hereby appoints the RTC as conservator for NEW THRIFT, not for the purpose of liquidation, pursuant to section 5(d)(2)(B) and (H) of the HOLA, effective upon receipt of the consent of NEW THRIFT to such appointment, by resolution of its board of directors or of its members, or by resolution of its board of directors issued by the RTC in exercise of its power, as the organizer of NEW THRIFT, to act as its interim board of directors.

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DELEGATION OF AUTHORITY TO ACT FOR THE OTS

The Director, or his or her designee, hereby authorizes the Regional or District Director, or his or her designee, and the Senior Associate Chief Counsel for the Corporate and Securities Division of the Chief Counsel's Office, or his or her designee, to: (1) certify orders; (2) sign, execute, attest or certify other documents of the OTS issued or authorized by this Order; (3) deliver or accept delivery of any notice from or to the OTS regarding OLD THRIFT or NEW THRIFT; and (4) perform other functions of the OTS necessary or appropriate for the implementation of such Orders. All documents to be issued under the authority of this Order must be first approved, in form and content, by the Chief Counsel's Office. In addition, the Director, or his or her designee, hereby authorizes the Senior Associate Chief Counsel for the Corporate and Securities Division, or his or her designee, to make any subsequent technical corrections, that might be necessary, to this Order, or any documents issued under the authority of this Order.

By Order of the Director of the OTS, or his or her designee, effective March 15, 1991.

Jonathan L. Fischter
Deputy Director for
Washington Operations

93075808

ONEIDA COUNTY, WIS.
Received for Record the 14th
day of Sept A.D. 19 92
at 3:00 o'clock P.M. and Recorded in
Vol. 676 of RECORDS on page 34
Thomas H. Leighton
REGISTER OF DEEDS
Fee $18.00