Delaware, IA

STATE OF LOUISIANA
PARISH OF ORLEANS

I, STEPHEN P. BRUNO, Custodian of Notarial Records, Parish of Orleans, State of Louisiana, do hereby certify that the above and foregoing is a true and correct copy of The Office of Thrift Supervision Order No. 92-451. In Re: Pass-Through Receivership of Standard Federal Savings Bank Notarial Archives No. 960596

consisting of 5 pages
dated the 21st day of October, 1992 executed before

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a Notary Public of the Parish of Orleans, State of Louisiana, the original of which document is on file in my office.

New Orleans, Louisiana, this 5th day of April, 1994

No 09624

STEPHEN P. BRUNO
CUSTODIAN OF NOTARIAL RECORDS
PARISH OF ORLEANS
Room B-4, Civil Courts Building
421 Loyola Avenue
New Orleans, Louisiana

FILE No. 76-1042
RECORDING FEE $ 31.00
TRANSFER FEE $

FILED FOR RECORD THE 14th DAY OF October, 1994 AT 11:10 O'CLOCK A M. BOOK 5 PAGE 55

STATE OF IOWA, DELAWARE COUNTY
DEBORAH L. PEYTON, Recorder
Misc.

"RECORD IN FULL" VERIFIED 12/15/92
12/11/92 ft139

12/07/92#4149A001 MISC 40.00

Office of Thrift Supervision
Department of the Treasury

92 0596 DEC-7

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 92-451, executed on October 21, 1992, relating to Standard Federal Savings Bank, Gaithersburg, Maryland for Pass-Through Receivership of a Federal Savings Association Into a De Novo Federal Savings Association that is Placed Into Conservatorship with the RTC consisting of four (4) pages.

Signed in Washington, District of Columbia, and the Seal of the Office of Thrift Supervision affixed, this 9th ***day of*** November ***, 19*** 92

Ralph E. Maxwell
Chief, Supervisory Records
Office of Thrift Supervision

When recorded mail to:
Standard Federal Savings Association
660 Research Drive
Frederick, Maryland 21701
Attn: Document Preparation # 3005

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: October 21, 1992

Order No.: 92-451

The Director of the Office of Thrift Supervision ("OTS"), or his or her designee, in cooperation with 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 RTC's request for 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, the two foregoing RTC requests for OTS approvals are referred to herein as the "APPLICATIONS."

"OLD THRIFT," refers to:

Name	Location	OTS No.
Standard Federal Savings Bank	Gaithersburg, Maryland	7156

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 reasons 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, including having substantially insufficient capital or otherwise in that OLD THRIFT is failing its core and risk-based regulatory capital requirements by significant margins and may be unable to meet the demands of its depositors in the normal course of business;

1992-DEC-7 09:50 OTS

(b) there is a violation or violations of laws or regulations, or unsafe or unsound practice or condition which is likely to cause insolvency or substantial dissipation of assets or earnings, or is likely to weaken the condition of OLD THRIFT or otherwise seriously prejudice the interests of its depositors;

(c) OLD THRIFT, by resolution of its board of directors, has consented to the appointment of a receiver for OLD THRIFT.

The Director, or his or her designee, therefore, has determined 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, ("FHLBA") as amended, and pursuant to section 21A(b)(10)(A)(iv) of the FHLBA, as amended. The Federal Deposit Insurance Corporation ("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(e) of HOLA with regard to granting a new federal savings association charter, has determined that the charter should be issued, 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.

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 RTC 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 transfer of OLD THRIFT's permit to act in a fiduciary capacity and the transfer of such trust accounts from OLD THRIFT to NEW THRIFT as substitute fiduciary as the RTC may determine to be appropriate; and (4) the retention of the home and branch offices of OLD THRIFT by its successor NEW THRIFT. 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.

DELEGATION OF AUTHORITY TO ACT FOR THE OTS

The Director, or his or her designee, hereby authorizes the Regional Director, or his or her designee, and the Deputy Chief Counsel for Securities and Corporate Structure, or his or her successors or designees, 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 Deputy Chief Counsel for Securities and Corporate Structure, or his or her successors or designees, 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 October 21, 1992.

Jonathan L. Fiechter
Deputy Director for
Washington Operations

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Registered in
Conveyance Office
Book 886 Folio 150-154
New Orleans 12-7-92
GASPER J. SCHIRO
Per _____ Dy. Clk

INSTR. No. 61719
CONVEYANCE OFFICE
PARISH OF ORLEANS
12-7-92