

OFFICE OF THRIFT SUPERVISION

**Third Federal Savings and Loan Association of Cleveland, MHC
Cleveland, Ohio
TFS Financial Corporation
Wilmington, Delaware**

Modification of Approval Order

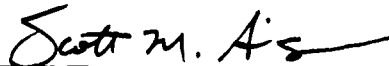
Order No.: 2000-86

Date: September 27, 2000

Third Federal Savings and Loan Association of Cleveland, MHC, Cleveland, Ohio and TFS Financial Corporation, Wilmington, Delaware (collectively, the Applicants), have requested that the Office of Thrift Supervision (OTS) amend Order No. 99-43 (July 9, 1999) (the Order), which approved the Applicants' acquisition of Third Federal Savings and Loan Association of Florida, North Miami Beach, Florida (the Association) and certain related transactions, to delete condition number 8 (the Condition). The Condition requires the Association to submit all contracts or agreements pertaining to transactions with affiliates to the Regional Director, or his designee, at least 30 days prior to execution for the Regional Director's written non-objection.

OTS has reviewed the request, and for the reasons set forth in a digest from the Central Regional Office, a legal opinion from the Business Transactions Division and an analysis by the Office of Examination and Supervision, has concluded that approval of the request is appropriate. Accordingly, the request is hereby approved, and the Order is hereby amended to delete the Condition.

By order of the Director of the Office of Thrift Supervision, or her designee, effective September 27, 2000.



Scott M. Albinson
Managing Director
Office of Supervision