

OFFICE OF THRIFT SUPERVISION

Order No. 96-25

Date: March 22, 1996

**Wake Forest Federal Savings and Loan Association
Wake Forest, North Carolina**

**Order Approving the Issuance of Common Stock
by a Savings Association Subsidiary of
a Mutual Savings and Loan Holding Company**

Wake Forest Federal Savings and Loan Association, Wake Forest, North Carolina, has applied pursuant to section 10(o) of the Home Owners' Loan Act ("HOLA"), 12 U.S.C. § 1467a(o) and 12 C.F.R. § 575.7 for approval for its proposed successor savings association, Wake Forest Federal Savings and Loan Association, Wake Forest, North Carolina, (the "Savings Association"), which would be a subsidiary of Wake Forest Bancorp, M.H.C. ("Mutual Holding Company"), to issue from 37.5% to 47.5% of its common stock to persons other than its parent Mutual Holding Company (the "Offering").

The OTS has considered the application under section 10(o) of the HOLA, and 12 C.F.R. § 575.7, and all other applicable statutes and regulations. In addition, the OTS has considered the digest submitted by the OTS Southeast Regional Office, a legal opinion from the Business Transactions Division, and an analysis by Corporate Activities. Based on its review, the OTS has determined that approval of the application is appropriate, provided the conditions set forth below are satisfied. Accordingly, the application is approved subject to the following conditions:

1. The Savings Association's capital stock to be sold in the Offering shall be sold in accordance with the application on Form MHC-2, and the restrictions set forth at 12 C.F.R. Section 563.76;
2. Any additional offering materials not authorized for use by this Order are filed with and approved by the Chief Counsel, or her designee, prior to use;
3. Promptly after the completion of the sale of all the shares of capital stock to be sold in connection with the

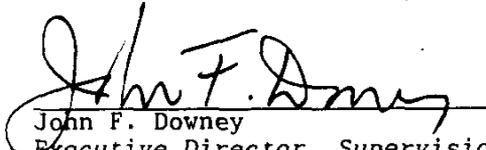
Order No.

Page 2

Offering, the Savings Association shall submit a certification by its chief executive officer stating the exact number of shares acquired in the Offering by persons other than the Mutual Holding Company, and the gross and net proceeds of the Offering and the date of completion of the Offering; and

4. Prior to closing of the Offering, the Savings Association shall submit a statement by the Savings Association's independent appraiser that to the best of the appraiser's knowledge and judgment, nothing of a material nature has occurred (taking into account all relevant factors) that would cause the appraiser to conclude that the value of the stock sold in the Offering was not compatible with the estimate of the Savings Association's pro forma market value at the time of sale.

By Order of the Director of the Office of Thrift Supervision,
or his designee, effective March 22, 1996.


John F. Downey
Executive Director, Supervision