

SUPERVISORY AGREEMENT
ADDENDUM

This Supervisory Agreement Addendum ("Addendum") is made to the Supervisory Agreement ("Agreement") which was executed on the 3rd day of September, 1990, by and between the Board of Directors of First Federal Savings and Loan Association of Indiana (OTS No. 0239), hereinafter referred to as "INDIANA" or "ASSOCIATION" and the Office of Thrift Supervision ("OTS"). This addendum is made and is effective this 18th day of July, 1991, by and between the same parties. This Addendum has been duly authorized, executed, and delivered, and constitutes, in accordance with its terms, a valid and binding obligation of Indiana. It is understood and agreed that this Addendum is a "written agreement" entered into with the OTS, as that term is used in 12 U.S.C. § 1818(b).

WHEREAS, the OTS is of the opinion that based on the results of the Reports of Examination ("ROEs") dated February 12, 1990, and March 18, 1991, it has grounds for the initiation of cease and desist proceedings against the Association by the OTS; and

WHEREAS, the OTS is willing to forbear at this time from the initiation of cease and desist proceedings against the Association, so long as the Association is in substantial compliance with the provisions of the Addendum and the Agreement;

WHEREAS, although the Association neither admits nor denies the matters contained in the ROEs, in the interest of regulatory compliance and cooperation, the Association is willing to enter into the Addendum to avoid the initiation of such cease and desist proceedings; and

WHEREAS, the terms and conditions of the Agreement are hereby incorporated by reference into this Addendum:

NOW, THEREFORE, in consideration of the above-stated forbearance by the OTS from the initiation of cease and desist proceedings against the Association, it is agreed between the parties hereto as follows:

1. Within sixty (60) days of the effective date of this Addendum, the Board of Directors shall submit a revised management plan which is acceptable to the Regional Deputy Director (RDD) and considers the criticisms on page 4 of the March 18, 1991, Report of Examination.
2. Within thirty (30) days of the effective date of this Addendum and to the extent not already done so, the Board of Directors' fees and salaries shall be revised to account for the criticisms detailed on page 3 of the March 18, 1991, Report of Examination, and supported by peer group figures and other data in accordance with 12 C.F.R. Section 563.161(b) and Section 140.2 of the Thrift Activities Manual. The official Minutes of the Board meetings shall include a record of deliberations concerning the fees and salaries. Additionally, the revised fee and salary structure shall be submitted within the aforesaid time frame to the Regional Deputy Director (RDD) of the OTS/Pittsburgh District for his review and approval prior to implementation.

This Addendum has been duly authorized, executed, and delivered, and constitutes, in accordance with its terms, a valid and binding obligation of First Federal Savings and Loan Association of Indiana.

IN WITNESS WHEREOF, the OTS acting through the RDD for the Pittsburgh Office, and the Association by its duly elected directors, have executed this Addendum on the date first above written.

OFFICE OF THRIFT SUPERVISION

By: 151
Regional Deputy Director

FIRST FEDERAL SAVINGS AND
LOAN ASSOCIATION OF INDIANA

By the Board of Directors:

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CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, being duly qualified Secretary of FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF INDIANA (OTS No. 0239) (hereinafter referred to as "INDIANA") hereby certify that the following is a true copy of a resolution duly adopted by its Board of Directors at a meeting duly called and held on July 18, 1991, that at said meeting a quorum was present and voting throughout, and that said resolution has not been rescinded or modified and is now in full force and effect:

RESOLUTION

WHEREAS, the directors of INDIANA have read and considered the proposed Supervisory Agreement Addendum ("Addendum") attached to the minutes of the meeting of the Board of Directors held on July 18, 1991, and after due consideration, and in the interest of regulatory compliance and cooperation, have determined to enter into said proposed Addendum:

NOW, THEREFORE, BE IT RESOLVED, that the proposed Addendum, a copy of which is attached hereto, be and is hereby approved by the Board of Directors of INDIANA.

The officers and employees of INDIANA are directed and authorized to take all necessary steps to implement immediately the terms of the Addendum.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the seal of INDIANA This 18th day of July, 1991.

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Secretary