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AGREEMENT

4th This Agreement ("Agreement") is made and is effective this day of December, 1991 ("Effective Date"), by and between Midwest Savings Bank, Bolingbrook, Illinois, OTS Docket No. 2719 ("Institution"), the Office of Thrift Supervision ("OTS") and the Office of the Commissioner of Savings and Residential Finance ("OCSRF"). This Agreement has been duly authorized, executed, and delivered, and constitutes, in accordance with its terms, a valid and binding obligation of the Institution. It is understood and agreed that this Agreement is a "written agreement" entered into with the OTS and OCSRF within the meaning of Section 8(b)(1) and (i)(2) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(b)(1) and (i)(2).

WHEREAS, the OTS is of the opinion that the Institution has engaged in unsafe or unsound practices in conducting the business of the Institution as recited in the Report of Examination, dated June 10, 1991, thereby providing grounds for the initiation of cease and desist proceedings against the Institution by the OTS; and

WHEREAS, the OCSRF is of the opinion that, based on the results of the Report of Examination as of June 10, 1991, and as recited in the Supervisory Letter, dated September 3, 1991, transmitting the Report of Examination, grounds exist for the issuance of formal orders against the Institution by the OCSRF; and

WHEREAS, the OTS is willing to forbear at this time from the initiation of cease and desist proceedings and the OCSRF is willing to forbear at this time from the issuance of formal orders against the Institution for its failure to comply with regulations and unsafe and/or unsound practices set forth in the Institution's Report of Examination, dated June 10, 1991, for so long as the Institution is in compliance with the provisions of this Agreement; and

WHEREAS, in the interest of regulatory compliance and cooperation, the Institution, by its Board of Directors ("Board"), is willing to enter into this Agreement to avoid the initiation of such cease and desist proceedings and/or issuance of formal orders;

NOW THEREFORE, in consideration of the above-stated forbearance by the OTS from the initiation of cease and desist proceedings and/or the OCSRF from the issuance of formal orders against the Institution, it is agreed between the parties hereto as follows:

Operating Results/ Operating Plan

1. Within thirty (30) calendar days from the Effective Date of this Agreement, the Board shall submit to the OTS Manager and OCSRF for written approval a detailed Operating Plan to increase the Institution's net income. Such Operating Plan shall include, at a minimum, strategies and policies to:

- (a) improve levels of interest and noninterest income;
- (b) decrease compensation expenses to levels consistent with the Institution's peer group; and
- (c) decrease operating expenses.

2. The Operating Plan identified in Paragraph 1 shall consist of a three-year timeframe and contain earnings, capital and other financial projections on a monthly basis.

3. Upon receiving the approval of the OTS Manager and the OCSRF of its Operating Plan, the Institution shall adhere to such Plan in all respects.

4. Within thirty (30) calendar days of the end of each month subsequent to the OTS Manager's and OCSRF's approval of the Operating Plan, the Board shall submit for approval to the OTS Manager and the OCSRF a written variance analysis of the Institution's actual operating results compared with the financial projections contained in the Operating Plan and shall propose actions which the Board will undertake to correct such variances.

Excess Mortgage Servicing Rights

5. Within thirty (30) days from the Effective Date of this Agreement, the Board shall adopt policies and procedures to ensure that the Institution performs an internal valuation of its excess mortgage servicing rights on at least a quarterly basis.

Payment of Bonuses

6. Effective the Date of this Agreement, the Board shall cease the payment of all bonuses to directors and officers of the Institution which are not specifically tied to the earnings performance of the Institution.

7. The Board shall ensure that no bonuses are paid to directors and officers of the Institution without the prior written approval of the OTS Manager and the OCSRF, until directed otherwise.

Investment Policy

8. Within thirty (30) calendar days from the Effective Date of this Agreement, the Board shall submit to the OTS Manager and the OCSRF for approval a revised Investment Policy that includes, at a minimum, the following:

(a) the specific types of products to be originated and/or purchased; and

(b) the desired asset/liability position.

9. Upon receiving OTS and OCSRF approval, the Institution shall adhere to its Investment Policy in all respects.

Internal Controls

10. Within thirty (30) calendar days from the Effective Date of this Agreement, the Board shall adopt a written internal control program which addresses, at a minimum, the internal control deficiencies, weaknesses, and criticisms contained in the Report.

11. Within thirty-five (35) calendar days from the Effective Date of this Agreement, the Board shall provide a copy of the newly-adopted internal control program to the OTS Manager and the OCSRF for review and written approval.

12. Upon receiving the approval of the OTS Manager and the OCSRF, the Institution shall adhere to its internal control program in all respects.

Closings

13. Although the Board is by this Agreement required to submit certain proposed actions and programs for the review or approval of the OTS Manager and the OCSRF, the Board has the ultimate responsibility for proper and sound management of the Institution.

14. It is expressly and clearly understood that if, at any time, the OTS and/or OCSRF deems it appropriate in fulfilling the lawful responsibilities placed upon it by the several laws of the United States of America to undertake any lawful action affecting the Institution, nothing in this Agreement shall in any way inhibit, estop, bar, or otherwise prevent the OTS and/or OCSRF from doing so.

15. All time limitations imposed by this Agreement shall begin to run from the Effective Date of this Agreement. Such time limitations may be extended by the OTS Manager and/or the OCSRF for good cause upon written application by the Board.

