

(b) Pursuant to 12 U.S.C. § 1818(b)(9), the “appropriate Federal banking agency” may initiate cease-and-desist proceedings against a savings and loan holding company in the same manner and to the same extent as savings associations for regulatory violations and unsafe and unsound acts or practices.

(c) Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” to maintain an administrative cease and desist proceeding against such savings and loan holding companies. Therefore, the Holding Company is subject to the jurisdiction of the OTS to initiate and maintain a cease and desist proceeding against it pursuant to 12 U.S.C. § 1818(b). The Director of the OTS has delegated to the Regional Director of the Southeast Region of the OTS or his designee (Regional Director) the authority to issue cease and desist orders where the Holding Company has consented to the issuance of the orders.

2. OTS Findings of Fact. The OTS finds that the Holding Company has engaged in unsafe and unsound activities and violations of laws and regulations, as outlined in the November 14, 2001 Holding Company Report of Examination.

3. Consent. The Holding Company consents to the issuance by the OTS of the accompanying Consent Order to Cease and Desist for Affirmative Relief (Order). The Holding Company further agrees to comply with the terms of the Order upon issuance and stipulate that the Order complies with all requirements of law.

4. Finality. The Order is issued under 12 U.S.C. § 1818(b). Upon its issuance by the Regional Director, it shall be a Final Order, effective and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(i).

5. Waivers. The Holding Company waives the following:

(a) the right to be served with a written notice of the OTS's charges against it as provided by 12 U.S.C. § 1818(b);

(b) the right to an administrative hearing of the OTS's charges against it as provided by 12 U.S.C. § 1818(b);

(c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise to challenge the validity of the Order;

(d) any and all claims against the OTS, including its employees and agents, and any other Federal governmental entity for the award of fees, costs or expenses related to this OTS enforcement matter and/or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504, or 28 U.S.C. § 2412; and

(e) the right to assert this proceeding, its consent to the issuance of the Order, the issuance of the Order, the payment of any monies or the provision of any other financial relief as contemplated by the Order as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other governmental entity.

6. Other Governmental Actions Not Affected. The Holding Company acknowledges and agrees that the consent to the issuance of the Order is for the purpose of resolving this OTS enforcement matter only, as described in Paragraph 2. of this Stipulation, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against or other proceeding, civil or criminal, that may be or has been brought by the OTS or another governmental entity.

7. Miscellaneous. (a) The construction and validity of this Stipulation and the Order shall be governed by the laws of the United States of America;

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS' predecessors, successors, and assigns;

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only and shall not affect the construction hereof;

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters; and

(e) This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director or other authorized representative.

8. Signature of Directors. Each director signing this Stipulation attests that he/she voted in favor of a resolution authorizing the execution of the Stipulation.

WHEREFORE, Umbrella Bancorp, Inc. by a majority of its directors, executes this Stipulation and Consent to the Issuance of an Order to Cease and Desist For Affirmative Relief, intending to be legally bound hereby.

UMBRELLA BANCORP, INC.
Accepted by a majority of its directors:

OFFICE OF THRIFT SUPERVISION

By: *John L. Yednock*
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]
[Signature]

By: *[Signature]*
John E. Ryan
Regional Director, Southeast Region

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

_____)	
In the Matter of)	
Umbrella Bancorp, Inc.)	Order No. ATL-2002-10
Summit, Illinois)	
A Savings and Loan Holding Company)	Date: August 16, 2002
OTS Docket No. H-1149)	
_____)	

CONSENT ORDER TO
CEASE AND DESIST FOR AFFIRMATIVE RELIEF

WHEREAS, Umbrella Bancorp, Inc., Summit, Illinois OTS Docket Number H-1149 (the Holding Company) by and through its Boards of Directors (Board), has executed a Stipulation and Consent to the Issuance of an Order to Cease and Desist for Affirmative Relief (Stipulation); and

WHEREAS, the Holding Company, in the Stipulation, has consented and agreed to the issuance of this Consent Order to Cease and Desist for Affirmative Relief (Order) pursuant to 12 U.S.C. § 1818(b).¹

WHEREAS, the Director of the Office of Thrift Supervision (OTS) has delegated to the Regional Directors of the OTS the authority to issue Orders to Cease and Desist on behalf of the OTS where the Holding Company have consented to the issuance of the Order.

NOW THEREFORE, IT IS ORDERED THAT :

¹ All references to the United States Code ("U.S.C.") are as amended, unless otherwise indicated.

1. Capital Plan

A. No later than October 31, 2002, the Board shall develop, adopt and submit to the Regional Director for review and nonobjection, a plan for raising additional common equity capital at the Holding Company. The plan shall provide for the restructuring and reduction of the level of outstanding debt at the Holding Company and the plan shall establish a minimum target ratio of consolidated tangible shareholder equity capital as calculated in accordance with Generally Accepted Accounting Principles (GAAP) to GAAP assets. Trust preferred securities issued by the Holding Company or its subsidiaries shall not be included in the calculation of the tangible shareholder equity capital ratio. The plan shall include the following: (i) a description of the strategy to be employed to raise capital by no later than March 31, 2003; (ii) the amount of capital to be raised; (iii) a description of the method to be used to restructure and reduce outstanding debt by March 31, 2003; and (iv) the types and amounts of outstanding debt to be restructured and reduced.

B. The Board shall review and document the Holding Company's compliance with the plan at least once each calendar quarter. A copy of the Board's documentation of this review shall be submitted to the Regional Director within 30 calendar days following each review.

C. Any proposed major deviations from or material changes to the Capital Plan shall be submitted to the Regional Director at least 30 calendar days prior to the implementation of such changes for review and nonobjection.

2. Cash Flows

A. No later than October 31, 2002, the Board shall develop, adopt and submit to the Regional Director a detailed quarterly cash flow projection for the remainder of fiscal 2002, and fiscal 2003 and 2004 reflecting sources and uses of funds for Holding Company obligations.

B. The Board shall review and document the Holding Company's compliance with the cash flow projections at least once each calendar quarter. A copy of the Board's documentation of this review shall be submitted to the Regional Director within 30 calendar days following each review.

3. Transactions with Affiliates

The Board shall ensure that all Transactions with Affiliates fully comply with 12 C.F.R. §§ 563.41 and 563.42. The Holding Company shall maintain documentation sufficient to evidence that all Transactions with Affiliates and Insiders are in compliance with applicable statutory and regulatory requirements.

4. Operating Restrictions

A. The Holding Company must file a notice with the Regional Director prior to adding or replacing a director or hiring a senior executive officer or changing the responsibilities of any senior executive officer so that the person would assume a different senior executive position (12 C.F.R. § 563.560(a)(1)(ii)).

B. The Holding Company is prohibited from making any golden parachute payments to any institution-affiliated party, unless the payment is otherwise permitted by regulation (12 C.F.R. Part 359).

BOARD OF DIRECTORS

5. Director Responsibility

Notwithstanding the requirements of this Order that the Board submit various matters to the Regional Director or his designee for the purpose of receiving his approval, non-objection, or notice of acceptability, such regulatory oversight does not derogate or supplant each individual Board member's continuing fiduciary duty. The Board shall have the ultimate responsibility for

overseeing the safe and sound operation of the Holding Company at all times, including compliance with the determinations of the Regional Director as required by this Order.

6. Compliance with Order

A. The Board and officers of the Holding Company shall take immediate action to cause the Holding Company to comply with the terms of this Order and shall take all actions necessary or appropriate thereafter to cause the Holding Company to continue to carry out the provisions of this Order.

B. The Board, on a monthly basis, beginning with the first full month after the Effective Date of this Order, shall adopt a Board resolution (the Compliance Resolution) formally resolving that, following a diligent inquiry of relevant information (including reports of management), to the best of its knowledge and belief, during the immediately preceding calendar month, the Holding Company has complied with each provision of this Order currently in effect, except as otherwise stated. The Compliance Resolution shall specify in detail how, if at all, full compliance was found not to exist.

C. The minutes of the meeting of the Board shall set forth, in the event a vote is not unanimous, the following information with respect to the adoption of each Compliance Resolution: (i) the identity of each director voting in favor of its adoption; and (ii) the identity of each director voting in opposition to its adoption or abstaining from voting thereon, setting forth each such director's reasoning for opposing or abstaining.

D. No later than the 25th calendar day of the month following the end of a month, beginning with the end of the first full month following the Effective Date of this Order, the Holding Company shall provide to the Regional Director a certified true copy of the Compliance Resolution(s) adopted at the Board meeting. The Board, by virtue of the Holding Company's

submission of a certified true copy of each such Compliance Resolution to the Regional Director, shall be deemed to have certified to the accuracy of the statements set forth in each Compliance Resolution, except as provided below. In the event that one or more directors do not agree with the representations set forth in a Compliance Resolution, such disagreement shall be noted in the minutes of the Holding Company.

E. The Board shall promptly respond to any request from the OTS for documents that the OTS reasonably requests to demonstrate compliance with this Order.

MISCELLANEOUS

7. Definitions

All technical words or terms used in this Order for which meanings are not specified or otherwise provided by the provisions of this Order shall, insofar as applicable, have meanings as defined in Chapter V of Title 12 of the Code of Federal Regulations, Home Owners' Loan Act ("HOLA"), Federal Deposit Insurance Act ("FDIA") or OTS Publications. Any such technical words or terms used in this Order and undefined in said Code of Federal Regulations, HOLA, FDIA, or OTS Publications shall have meanings that are in accordance with the best custom and usage in the savings and loan industry.

8. Successor Statutes, Regulations, Guidance, Amendments

Reference in this Order to provisions of statutes, regulations, and OTS Publications shall be deemed to include references to all amendments to such provisions as have been made as of the Effective Date and references to successor provisions as they become applicable.

9. Effective Date

This Order is and shall become effective on the date it is issued, as shown in the caption hereof (Effective Date). The Stipulation and the Order shall remain in effect until terminated, modified, or suspended, in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

10. Notices

A. Except as otherwise provided herein, any request, demand, authorization, direction, notice, consent, waiver, or other document provided or permitted by the Order to be made upon, given or furnished to, delivered to, or filed with:

(i) The OTS, by the Holding Company, shall be sufficient for every purpose hereunder if in writing and mailed, first class, postage prepaid or sent via overnight delivery service or physically delivered, in each case addressed to the Assistant Regional Director, Office of Thrift Supervision, Department of the Treasury, One South Wacker Drive, Suite 2000, Chicago, Illinois, 60606 or telecopied to (312) 917-5001 and confirmed by first class mail, postage prepaid, overnight delivery service or physically delivered, in each case to the above address.

(ii) The Holding Company by the OTS, shall be sufficient for every purpose hereunder if in writing and mailed, first class, postage prepaid, or sent via overnight delivery service or physically delivered, in each case addressed to Umbrella Bancorp, Inc. at 5818 South Archer Road, Summit, Illinois 60501, or telecopied to (708) 496-6025 and confirmed by first class mail, postage prepaid, overnight delivery service or physically delivered, in each case to the above address.

B. Notices hereunder shall be effective upon receipt, if by mail, overnight delivery service or telecopy, and upon delivery, if by physical delivery. If there is a dispute about the date on which a written notice has been received by a party to this Order, then, in the event such notice was sent by the United States mail, there shall be a presumption that the notice was received two Business Days after the date of the postmark on the envelope in which the notice was enclosed.

11. Time Limits

Time limitations for compliance with the terms of this Order run from the Effective Date of this Order, unless otherwise noted.

12. Effect of Headings

The section and paragraph headings herein are for convenience only and shall not affect the construction hereof.

13. Separability Clause

In case any provision in this Order is ruled to be invalid, illegal, or unenforceable by the decision of any court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Regional Director in his/her sole discretion determines otherwise.

14. No Violations Authorized; OTS Not Restricted

Nothing in this Order or the Stipulation shall be construed as: (i) allowing the Holding Company to violate any law, rule, regulation, or policy statement to which it is subject; or (ii) restricting or estopping the OTS from taking any action(s) that it believes are appropriate in fulfilling the responsibilities placed upon it by law.

15. Incorporation

The Stipulation is made a part hereof and is incorporated herein by this reference.

OFFICE OF THRIFT SUPERVISION

By:



John E. Ryan
Regional Director, Southeast Region

**CERTIFIED COPY OF
RESOLUTION OF BOARD OF DIRECTORS
OF UMBRELLA BANCORP, INC.**

I, the undersigned, being the duly appointed and qualified Secretary of Umbrella Bancorp, Inc. (the "Company") hereby certify as follows:

1. A duly called meeting of the Board of Directors of the Company was held on August 15, 2002;
2. At said meeting a quorum was present and voting throughout;
3. The following is a true copy of Resolutions duly adopted by the Company's Board of Directors, which Resolutions have not been rescinded or modified and are now in full force and effect:

WHEREAS, the Board of Directors of the Company wishes to cooperate with the OTS and to demonstrate that said Board and the Company have the intent to: (i) comply with all applicable laws and regulations and (ii) engage in safe and sound practices; and

WHEREAS, the Directors of the Company have read and considered: (i) the Order to Cease and Desist (the "Order") and (ii) the Stipulation and Consent to the Order to Cease and Desist (the "Stipulation") attached to the minutes of the meeting of the Board of Directors held on August 15, 2002; and

WHEREAS, after due consideration, the Directors of the Company have determined to stipulate and consent to the issuance of the Order in the interest of regulatory compliance and cooperation;

NOW, THEREFORE BE IT RESOLVED, that the attached Stipulation, the provisions of which are incorporated herein by reference, be and is hereby approved by the Board of Directors of the Company,

FUTHER RESOLVED, that the Directors and Officers of the Company are directed and authorized to take all necessary steps to implement immediately the terms of the Order and to comply, in all respects with such Order.

4. All members of the Board of Directors were present and voted at the meeting (except Arthur E. Byrnes) and all members of the Board of Directors voted in favor of the Resolution, except Arthur E. Byrnes, whose original signature on the Stipulation indicates his consent to its terms and the provisions of the Order.

IN WITNESS WHEREOF, I have hereto subscribed my name and affixed the seal of the Company on this 15th day of August, 2002.



Name: Frances M. Pitts

Title: Secretary and Counsel