

OFFICE OF THRIFT SUPERVISION
Approval of Application by an Operating Subsidiary to Establish
an Office in a Foreign Country

Order No.: 2000-29

Date: March 22, 2000

Mid America Bank, fsb, Clarendon Hills, Illinois (Association), has applied to the Office of Thrift Supervision (OTS), pursuant to 12 U.S.C. § 1828(m) and 12 C.F.R. Part 559, for permission for its operating subsidiary, MAF Realty Co., L.L.C. - III (Operating Subsidiary), a Delaware limited liability corporation, to establish an office in Bermuda. The Operating Subsidiary would receive dividends from its subsidiary at the Bermuda office, and the Operating Subsidiary's sole employee would then deposit the dividend in a bank account of the Operating Subsidiary in a Bermuda depository institution.

The OTS has considered the application under the standards set forth at 12 C.F.R. Part 559. In addition, the OTS has considered the digests prepared by the Central Regional Office and the Office of Examination and Supervision, and a legal opinion from the Business Transactions Division (collectively, the Staff Memoranda).

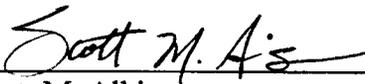
For the reasons set forth in the Staff Memoranda, the OTS has concluded that the establishment of the office by the Operating Subsidiary would comply with all applicable statutes and regulations. Accordingly, the application is hereby approved, provided that the following conditions are complied with in a manner satisfactory to the Central Regional Director, or his designee (Regional Director):

1. The Operating Subsidiary must make available to the OTS such information as the OTS deems necessary from time to time to monitor the Operating Subsidiary's activities and the effect of those activities on the safe and sound operation of the Association;
2. The Regional Director must be promptly informed, in writing, of all changes in the directors, officers, and employees or managers of the Operating Subsidiary; and
3. The documents required by the following bullet items must be submitted to the Regional Director. Once these documents are submitted and the Regional Director indicates in writing that the documents are in acceptable form, the Operating Subsidiary may establish the foreign office:
 - The Operating Subsidiary must establish and document internal controls that demonstrate adequate oversight of the foreign office, and provide materials documenting the institution of such internal controls to the Regional Director.

- The Operating Subsidiary must consent in writing to the jurisdiction of the U.S. over, and the applicability of U.S. law to, the foreign office for purposes of all claims made by, proceedings initiated by, or obligations to, the U.S., the OTS and any U.S. governmental agency, department or division, and must consent in writing to the jurisdiction of the OTS over the foreign office for purposes of examination, supervision and enforcement.
- The Operating Subsidiary must submit a reasoned opinion of counsel in a form acceptable to the OTS indicating that there are no Bermuda laws that would restrict OTS access to, or enforcement authority over, the Operating Subsidiary.
- The Operating Subsidiary must consent in writing to the disclosure by Bermuda governmental authorities to the OTS of such information on the operations of the foreign office that the OTS deems necessary from time to time to determine and enforce compliance with applicable U.S. law.
- The Operating Subsidiary and the Savings Bank must agree in writing to terminate operations of the foreign office as soon as possible (but no later than 30 days) after being advised in writing that the OTS, in its sole discretion, has determined that such operations present undue risk.

Any time period specified herein may be extended by the Regional Director, for good cause, for up to 120 calendar days.

By order of the Director of the Office of Thrift Supervision, or her designee, effective
March 22, 2000.



Scott M. Albinson
Managing Director
Office of Supervision