

OFFICE OF THRIFT SUPERVISION

APPROVAL OF HOLDING COMPANY APPLICATION;  
SECTION 10(1) NOTIFICATION; AND OPERATING SUBSIDIARY APPLICATION

ORDER NO.: 96-67  
DATE: July 10, 1996

First Financial Corporation, Stevens Point, Wisconsin (the "Holding Company") and its wholly owned subsidiary, First Financial Bank, F.S.B. (the "Savings Bank") seek approval of the Office of Thrift Supervision ("OTS"), pursuant to 12 U.S.C. § 1467a(e) and 12 C.F.R. §§ 574.3 and 545.81, to acquire First Financial Savings Bank, SSB, Stevens Point, Wisconsin (the "State Bank"), and to hold the State Bank as an operating subsidiary of the Savings Bank. In addition, the Holding Company requests that the State Bank be deemed a "savings association" for purposes of 12 U.S.C. § 1467a, in accordance with 12 U.S.C. § 1467a(1) (collectively, the "Applications").

The OTS has considered the Applications under the factors set forth in 12 U.S.C. §§ 1467a(e) and (1) and 12 C.F.R. §§ 545.81 and 574.7 and under the Community Reinvestment Act, 12 U.S.C. § 2901, et seq., and the OTS regulations thereunder at 12 C.F.R. Part 563e. In addition, the OTS has considered a digest by the OTS Central Regional Office, an analysis prepared by Corporate Activities, and a legal opinion issued by the Business Transactions Division. Based on the foregoing statutes, regulations, and materials, the OTS has determined that the proposed transaction would be in compliance with all of the applicable standards and criteria, provided the conditions set forth below are satisfied. Accordingly, the Applications are 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 Holding Company, the Savings Bank, and the State Bank shall receive all required regulatory approvals prior to consummation of the proposed transactions with copies of all such approvals supplied to the OTS Central Regional Office;
2. The proposed transactions shall be consummated no later than 120 calendar days from the date of this Order;
3. On the business day prior to the date of consummation of the proposed transactions, the chief financial officers of the Holding Company, the Savings Bank, and the State Bank shall certify to the Regional Director, in writing, that no

material adverse events or material adverse changes have occurred with respect to the financial condition or operations of the Holding Company, the Savings Bank, and the State Bank, respectively, since the date of the financial statements submitted with the Applications;

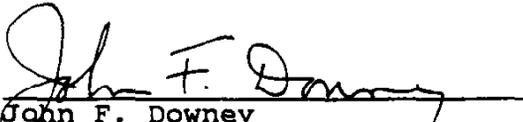
4. The Holding Company, the Savings Bank, and the State Bank shall obtain all required regulatory and shareholder approvals prior to consummation, and will act to satisfy all requirements and conditions imposed by the OTS, and comply with all applicable laws, rules, and regulations;

5. No later than five calendar days from the date of consummation of the acquisition of the State Bank, the Holding Company and the Savings Bank shall file with the Regional Director a certification by legal counsel stating the effective date of the acquisition, the exact number of shares of stock of the State Bank acquired and that the acquisition has been consummated in accordance with the provisions of all applicable laws and regulations, the Applications, the Agreement and Plan of Reorganization, and this Order; and

6. The Savings Bank and the State Bank shall be operated as separate legal entities so that: (1) their respective accounts and records are not intermingled; (2) each observes the procedural formalities of separate legal entities; (3) each is held out to the public as a separate enterprise; and (4) neither dominates the other to the extent that one is treated as a mere department of the other.

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 Acting Director of the Office of Thrift Supervision, or his designee, effective July 10, 1996.

  
John F. Downey  
Executive Director, Supervision