

AMENDMENT TO PURCHASE AND ASSUMPTION AGREEMENT

THIS AMENDMENT, made and entered into as of the 20th day of August, 2010, by and among the **FEDERAL DEPOSIT INSURANCE CORPORATION, RECEIVER of SHOREBANK, CHICAGO, ILLINOIS** (the "Receiver"), **URBAN PARTNERSHIP BANK, CHICAGO, ILLINOIS**, organized under the laws of the state of Illinois, and having its principal place of business in Chicago, Illinois (the "Assuming Institution"), and the **FEDERAL DEPOSIT INSURANCE CORPORATION**, organized under the laws of the United States of America and having its principal office in Washington, D.C., acting in its corporate capacity (the "Corporation").

WITNESSETH:

WHEREAS, on August 20, 2010, the Illinois Department of Financial and Professional

ARTICLE 3.5 is amended as follows:

3.5 Assets Not Purchased by Assuming Institution. The Assuming Institution does not purchase, acquire or assume, or (except as otherwise expressly provided in this Agreement) obtain an option to purchase, acquire or assume under this Agreement:

- (p) any stock of a Federal Home Loan Bank.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the date first above written.

**FEDERAL DEPOSIT INSURANCE CORPORATION,
RECEIVER OF SHOREBANK
CHICAGO, ILLINOIS**

BY: [Redacted]
NAME: *Arthur R. Cook*
TITLE: Receiver-in-Charge

Attest:

[Redacted]
[Redacted]

Chail M. Brooks

FEDERAL DEPOSIT INSURANCE CORPORATION

BY: [Redacted]
NAME: *Arthur R. Cook*
TITLE: Attorney-in-Fact

Attest:

[Redacted]
[Redacted]

Chail M. Brooks

URBAN PARTNERSHIP BANK

BY: [Redacted]
NAME: William Farrow
TITLE: Chief Executive Officer

Attest:

[Redacted]

Eileen Kennedy