

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Think Mutual Bank
Rochester, Olmsted County, Minnesota

Application for Federal Deposit Insurance

ORDER

The undersigned, acting on behalf of the Board of Directors of the FDIC, pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act, and relating to the application for Federal deposit insurance for Think Mutual Bank, Rochester, Olmsted County, Minnesota, a proposed new mutual thrift to be located at 5200 Members Parkway NW, Rochester, Olmsted County, Minnesota.

It is hereby ORDERED that the application submitted by Think Mutual for Federal deposit insurance is approved subject to the following conditions:

- (1) That beginning paid-in capital funds will not be less than \$163,143,000, (total equity capital as of December 31, 2006) shall be provided;
- (2) That an adequate allowance for loan and lease losses be provided;
- (3) That Federal deposit insurance shall not become effective unless and until the applicant has been granted a charter as a depository institution, that it has authority to conduct a banking business, and that its establishment and operation as a thrift have been fully approved by the Office of Thrift Supervision;
- (4) That until the thrift is established, the FDIC shall have the right to alter, suspend, or withdraw its commitment should any interim development warrant such action; and
- (5) That if deposit insurance has not become effective within twelve months from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the FDIC, the consent granted shall expire at the end of the twelve-month period.

Dated at Kansas City, Missouri, this 21st day of May, 2007.

/s/

Mark S. Moylan
Assistant Regional Director

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Think Mutual Bank.(Proposed)
Rochester, Olmsted County, Minnesota

Application for Federal Deposit Insurance

STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (12 U.S.C. 1815), an application for Federal deposit insurance has been filed for by the proponents of Think Mutual Bank, Rochester, Minnesota, for a proposed thrift to be located at 5200 Members Parkway NW, Rochester, Olmsted County, Minnesota.

We have determined that the proposed investment in fixed assets is reasonable, capital is adequate, earnings prospects are sufficient to provide a profitable operation, and management is considered satisfactory. Corporate powers to be exercised are consistent with the purpose of the Federal Deposit Insurance Act. No objections to this proposal have been filed and no undue risk to the insurance fund is apparent.

Accordingly, based on a careful evaluation of all available facts and information, the undersigned, acting on authority delegated by the Board of Directors of the FDIC, has approved Think Mutual Bank's application.

FEDERAL DEPOSIT INSURANCE CORPORATION
KANSAS CITY REGION

/s/

Mark S. Moylan
Assistant Regional Director