



Comptroller of the Currency
Administrator of National Banks

Midwestern District Office
2345 Grand Boulevard, Suite 700
Kansas City, MO 64108

**Conditional Approval #503
December 2001**

November 26, 2001

Mr. James L. Cole
Mr. Dean A. Lanier
Country Club Bank, National Association
9400 Mission
Prairie Village, KS 66206

Re: Application to Establish an Operating Subsidiary
County Club Bank, National Association, Prairie Village, KS
Control #2001-MW-08-028

Application to Establish a National Trust Bank
Country Club Trust Company, National Association, Kansas City, MO
Control #2001-MW-01-010

Dear Mr. Cole and Mr. Lanier:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities, with the title of Country Club Trust Company, National Association (hereinafter, "Bank"). On this date, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval.

The OCC also grants approval to Country Club Bank, National Association, to establish Bank as an operating subsidiary.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and will not be FDIC-insured.

This approval is subject to the following conditions:

During the first three (3) years of the Bank's operations under its operating plan, the Bank: (i) shall give the Kansas City North Field Office at least sixty (60) days prior notice of the Bank's intent to significantly deviate from its operating plan, and (ii) shall obtain the OCC's written determination of no supervisory objection before the Bank engages in any significant deviation or change from the operating plan.

The Bank's initial paid-in capital, net of organizational and pre-opening expenses, shall not be less than \$1 million.

The Bank shall maintain a minimum of \$1 million in Tier 1 capital at all times.

If the Bank fails to maintain Tier 1 capital in the amount of \$1 million, the Bank shall be deemed “undercapitalized” for purposes of 12 U.S.C. §1831o and 12 C.F.R. Part 6, and the OCC shall have the authority to take any action authorized under all provisions of 12 U.S.C. §1831o and 12 C.F.R. Part 6 applicable to an undercapitalized bank. For purposes of section 1831o(e)(5), an action “necessary to carry out the purpose of this section” shall include restoration of the Bank’s capital so that it is not “undercapitalized,” and any other action deemed advisable by the OCC to address the Bank’s capital deficiency or the safety and soundness of its operations.

The conditions of this approval are conditions “imposed in writing by the agency in connection with the granting of any application or other request” within the meaning of 12 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

Please be advised that the OCC is reviewing capital adequacy for national trust banks. OCC will advise you if the review results in a change to the minimum Tier 1 capital amount that it requires in applications involving national trust banks.

This is preliminary conditional approval only. Final approval will not be granted until and unless the Federal Reserve Board acts favorably on your application with them to acquire this new bank. You must furnish the OCC’s Midwestern District Office with a copy of all related filings to the Federal Reserve, including registration material.

Until final approval is granted, the OCC has the right to alter, suspend or revoke preliminary approval should any interim development be deemed by the OCC to warrant such action.

Please refer to the “Corporation Organization” booklet in the *Comptroller’s Corporate Manual* for the instructions on organizing your bank. The booklet contains all the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office. As a “body corporate” or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC. **Please direct all question regarding the organization of the bank to Licensing Specialist Judy Wahlen. She can be reached at (816) 556-1860.**

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following persons serving as executive officers as proposed in the application. Additional executive officers are subject to the OCC’s prior review and clearance.

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|---------------------------|------------------------|
| COB/CEO: | James L. Cole |
| President | Richard A. Caspermeyer |
| Executive Vice President: | Dean A. Lanier |

The OCC poses no objection to Robert H. Buckner, Richard A. Caspermeyer, James L. Cole, Dean Lanier, George W. Morris, Byron G. Thompson, Mark C. Thompson, Paul Thompson and Timothy J. Thompson serving as directors. All other directors are subject to the OCC’s prior review and clearance.

Mr. James L. Cole and Mr. Dean A. Lanier
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You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director prior to that person assuming such position.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

This conditional approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or an officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

You should direct any questions concerning this preliminary conditional approval to me at (816) 556-1860.

Sincerely,

/s/

Ellen Tanner Shepherd
Licensing Manager

Enclosures: "Corporate Organization" Booklet
Minimum Policies and Procedures
Standard Requirements