



Comptroller of the Currency
Administrator of National Banks

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

Conditional Approval #459
May 2001

March 23, 2001

Mr. David A. Roehr
Cabela's, Inc.
One Cabela Drive
Sidney, NE 69160

Subject: Final Approval for a De Novo Charter
World's Foremost Bank, National Association, Sidney, NE
Control #2000-MW-01-12

Dear Mr. Roehr:

The Comptroller of the Currency (OCC) has found that you have met all requirements it imposed and completed all steps necessary to commence the business of banking.

You are authorized to open World's Foremost Bank, National Association on March 23, 2001. Enclosed with this letter is the Charter Certificate.

You are reminded of the following special conditions that were imposed in the preliminary conditional approval letter. These conditions remain in effect after the bank opens for business.

The bank shall obtain prior approval from the OCC's Credit Card Banks East Field Office before any significant deviations or changes from the proposed operating plan during the bank's first three years of operation. The bank must notify Assistant Deputy Comptroller Bob Winstead at least thirty (30) days prior to any proposed significant deviation or change. The bank must also provide a copy of such notice to the FDIC's Regional Office in Kansas City, Missouri.

The Bank and Cabela's, Inc. must enter into a binding written agreement setting forth Cabela's, Inc.'s obligations to provide capital maintenance and liquidity

support to the Bank, if and when necessary. The terms and provisions of this capital and liquidity maintenance agreement must be acceptable to the Bank and the OCC, and shall include a provision for collateral to support these obligations, if required by the OCC.

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In addition, another condition has been imposed as a condition of approval. Any contract between Cabela's, Inc., or any affiliate thereof, and the Bank concerning the purchase of receivables from the Bank may not contain any provision enabling Cabela's, Inc. or the affiliate to terminate the contract upon an event of bankruptcy of Cabela's, Inc. or any affiliate thereof.

You are reminded that these conditions are conditions “imposed in writing by the agency in connection with the granting of any application or other request” within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

You are also reminded that several of the standard requirements contained in the preliminary conditional approval letter dated November 7, 2000 will continue to apply once the bank opens and by opening, you agree to subject your association to these conditions of operation. Some of the requirements bear reiteration here:

1. Regardless of the association's FDIC insurance status, the association is subject to the Change in Bank Control Act (12 USC 1817(j)) by virtue of its national bank charter.
2. The board of directors is responsible for regular review and update of policies and procedures and for assuring ongoing compliance with them. This includes maintaining an internal control system that ensures compliance with the currency reporting and recordkeeping requirements of the Bank Secrecy Act (BSA). The board must train its personnel in BSA procedures and designate one person or a group to monitor day-to-day compliance.
3. The bank will not engage in full commercial powers authorized to national banks without the OCC's prior approval.

Should you have any questions, please contact ADC Bob Winstead at (816) 556-1800, who will be responsible for the ongoing supervision of your institution.

Sincerely,

-signed-

Ellen Tanner Shepherd
Licensing Manager

Enclosure

