

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Northland National Bank)
Gladstone, Missouri)

CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over Northland National Bank, Gladstone, Missouri (“Bank”).

The Bank, by and through its duly elected and acting Board of Directors (“Board”), has executed a “Stipulation and Consent to the Issuance of a Consent Order,” dated June 6, 2008, that is accepted by the Comptroller. By this Stipulation and Consent, which is incorporated by reference, the Bank has consented to the issuance of this Consent Order (“Order”) by the Comptroller.

Pursuant to the authority vested in it by the Federal Deposit Insurance Act, as amended, 12 U.S.C. § 1818, the Comptroller hereby orders that:

ARTICLE I

COMPLIANCE COMMITTEE

(1) Within ten (10) days of the date of this Order, the Board shall appoint a Compliance Committee of at least three (3) directors, of which no more than one (1) shall be an employee or controlling shareholder of the Bank or any of its affiliates (as the term “affiliate” is defined in 12 U.S.C. § 371c(b)(1)), or a family member of any such person. Upon appointment, the names of the members of the Compliance Committee and, in the event of a change of the

membership, the name of any new member shall be submitted in writing to the Assistant Deputy Comptroller. The Compliance Committee shall be responsible for monitoring and coordinating the Bank's adherence to the provisions of this Order.

(2) The Compliance Committee shall meet at least monthly.

(3) Within thirty (30) days of the date of this Order and every calendar quarter thereafter, the Compliance Committee shall submit a written progress report to the Board setting forth in detail:

(a) A description of the action needed to achieve full compliance with each Article of this Order;

(b) Actions taken to comply with each Article of this Order, including actions previously taken, if any, on each Article; and

(c) The results and status of those actions.

(4) The Board shall forward a copy of the Compliance Committee's report, with any additional comments by the Board, to the Assistant Deputy Comptroller within ten (10) days of receiving such report.

ARTICLE II

MANAGEMENT AND BOARD SUPERVISION STUDY

(1) Within thirty (30) days of the date of this Order the Board shall employ an independent outside management consultant.

(2) Prior to the appointment or employment of any consultant or entering into any contract with a consultant, the Board shall submit the name and qualifications of the proposed

consultant and the proposed terms of employment to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection.

(3) The requirement to submit information and the provision for a prior written determination of no supervisory objection in this Article are based on the authority of 12 U.S.C. § 1818(b) and do not require the Comptroller or the Assistant Deputy Comptroller to complete his/her review and act on any such information or authority within ninety (90) days.

(4) Within ninety (90) days of the date of this Order, the Consultant shall complete a study of current management and Board supervision presently being provided to the Bank, the Bank's management structure, and its staffing requirements in light of the Bank's present condition ("Consultant Study"). The findings and recommendations of the Consultant Study shall be set forth in a written report to the Board. At a minimum, the report shall contain:

- (a) The identification of present and future management and staffing needs of each area of the Bank, with particular emphasis given to the lending area, including loan originations, loan administration, and the loan work-out and collections area;
- (b) Detailed written job descriptions for all officers;
- (c) An evaluation of each officer's qualifications and abilities, and a determination of whether each of these individuals possesses the experience and other qualifications required to perform present and anticipated duties of his/her officer position;
- (d) Recommendations as to whether management or staffing changes should be made, including reallocation of existing resources, and the need for additions to or deletions from the current management team;

- (e) Performance objectives by which management's effectiveness will be measured;
- (f) A training program to address identified weaknesses in the skills and abilities of the Bank's staff and management team;
- (g) An evaluation of current lines of authority, reporting responsibilities and delegation of duties for all officers, including identification of any overlapping duties or responsibilities;
- (h) A recommended organization chart that clearly reflects areas of responsibility and lines of authority for all officers, including the Bank's president, chief executive officer, and senior lending officer;
- (i) An assessment of the Board's strengths and weaknesses along with a director education program designed to strengthen identified weaknesses;
- (j) An assessment of whether Board members are receiving adequate information on the operation of the Bank to enable them to fulfill their fiduciary responsibilities and other responsibilities under law;
- (k) Recommendations to expand the scope, frequency and sufficiency of information provided to the Board by management;
- (l) An evaluation of the extent of the responsibility of current management and/or the Board for present weaknesses in the Bank's condition, with particular focus on the working relationship among the Bank's senior executive officers; and
- (m) Recommendations to correct or eliminate any other deficiencies in the supervision or organizational structure of the Bank.

(5) A copy of the Consultant Study shall be forwarded to the Assistant Deputy Comptroller within five (5) days of completion. The Assistant Deputy Comptroller shall retain the right to determine whether the Consultant Study complies with the terms of this Order.

(6) Within ten (10) days of completion of the Consultant Study, the Board shall develop, implement, and thereafter ensure Bank adherence to a written plan, with specific time frames, that will correct any deficiencies which are noted in the study. A copy of the Bank's written plan shall be forwarded to the Assistant Deputy Comptroller within five (5) days of completion for a prior written determination of no supervisory objection.

(7) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the plan developed pursuant to this Article.

ARTICLE III

CAPITAL AND STRATEGIC PLAN

(1) The Bank shall at all times maintain the following minimum capital ratios:

(a) Tier 1 capital at least equal to nine percent (9%) of adjusted total assets;

and

(b) Total risk-based capital at least equal to twelve percent (12%) of risk-weighted assets.

(2) For purposes of this Article, "tier 1 capital", "total risk-based capital", "adjusted total assets", and "risk-weighted assets" are defined in 12 C.F.R. Part 3.

(3) The requirement in this Order to meet and maintain a specific capital level means that the Bank is not deemed "well capitalized" for purposes of 12 U.S.C. § 1831o and 12 C.F.R. Part 6 pursuant to 12 C.F.R. § 6.4(b)(1)(iv).

- (4) Effective immediately, the Bank shall only declare dividends:
 - (a) When the Bank is in compliance with the Bank's Three-Year Plan described in Paragraphs (5) and (6) of this Article;
 - (b) When the Bank is in compliance with 12 U.S.C. §§ 56 and 60; and
 - (c) With the prior written approval from the Assistant Deputy Comptroller.

(5) Within sixty (60) days of the date of this Order, the Board shall develop, implement, and thereafter ensure adherence to a written capital and strategic plan that covers at least the next three years (hereafter the Bank's "Three-Year Plan"), complete with specific time frames that incorporate the capital, strategic and other requirements of this Article. Copies of the Bank's Three-Year Plan shall be forwarded to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection.

(6) The Bank's Three-Year Plan shall establish objectives and projections for the Bank's overall risk profile, earnings performance, growth expectations, balance sheet mix, off-balance sheet activities, liability structure, capital and liquidity adequacy, product line development and market segments that the Bank intends to promote or develop, together with strategies to achieve those objectives, that are specific, measurable, and verifiable. At a minimum, the Bank's Three-Year Plan shall address or include:

- (a) An assessment of the Bank's present and future operating environment;
- (b) A mission statement that forms the framework for the establishment of strategic goals and objectives;
- (c) The development of strategic goals and objectives to be accomplished over the short and long term;

- (d) The elimination of deficiencies in management supervision and Board oversight as described in the Report of Examination dated December 18, 2007;
- (e) Specific plans to establish responsibilities and accountability for the strategic planning process, new products, loan growth, proposed changes in the Bank's operating environment, and reduction of problem assets;
- (f) Growth limitations;
- (g) Recognition that the Bank cannot offer or introduce new products or enter new market segments until it adopts a sound credit culture, implements appropriate risk management systems, and returns the Bank to a satisfactory condition;
- (h) Specific plans for maintaining adequate capital at levels that are no less than the requirements specific in Paragraph (1) of this Article;
- (i) Specific plans for maintaining adequate liquidity in accordance with the requirements of Article IV, including developing an appropriate contingency funding plan;
- (j) The primary source(s), especially those that are not credit sensitive, from which the Bank will maintain a capital structure sufficient to meet the Bank's needs;
- (k) Contingency plans that identify alternative capital sources should the primary source(s) under subparagraph (j) not be available;

- (l) A financial forecast to include projections for major balance sheet and income statement accounts and desired financial ratios over the next three years; and
- (m) Systems to monitor the Bank's progress in meeting the plan's goals and objectives.

(7) After the OCC has advised the Bank in writing that it does not take supervisory objection to the Bank's Three-Year Plan, the Board shall immediately implement, and shall thereafter ensure adherence to, the terms of the Bank's Three-Year Plan.

(8) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the requirements of this Article.

ARTICLE IV

LIQUIDITY

(1) Within sixty (60) days of the date of this Order, the Board shall take the necessary steps to ensure liquidity risk is controlled, to include at a minimum:

- (a) An Asset Liability Committee ("ALCO") that formally meets at least monthly;
- (b) Enhancements to the asset/liability management policy that incorporate forward-looking risk measurements and liability concentration limits such as limits on the amount of funds that may be sourced from any individual customer or groups of customers, or liability concentration limits by instrument;

- (c) A sources and uses of funds report to assist with monitoring the funds flow in the Bank; and
- (d) A contingency funding plan that forecasts funding needs and funding sources under multiple stress scenarios and:
 - (i) Represents management's best estimate of balance sheet changes that may result from a liquidity or credit event.
 - (ii) Provides for assumptions based on the possible cumulative reductions in the primary liquidity sources.
 - (iii) Includes assumptions specifically providing for the impact of a significant increase in the level of problem assets, along with an assumption that the Federal Home Loan Bank may restrict borrowing capacity and that other sources of wholesale funding may be unavailable.
 - (iv) Identifies, quantifies, establishes, and ranks all sources of funding by preference for the various scenarios, including asset side funding, liability side funding, and off-balance sheet funding; and
 - (v) Ensures that administrative policies and procedures are consistent with the Board's guidance and risk tolerances.

(2) A copy of the contingency funding plan required under paragraph (1) of this Article shall be forwarded to the Assistant Deputy Comptroller immediately upon of completion.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the requirements of this Article.

ARTICLE V

CREDIT UNDERWRITING AND ADMINISTRATION

(1) Effective as of the date of this Order, the Board shall ensure that lending officers comply with all laws, rules, regulations, Bank policies and procedures, safe and sound banking practices, and fiduciary duties.

(2) Within forty-five (45) days of the date of this Order, the Board shall review, revise, and thereafter ensure adherence to the Bank's Loan Policy to include, at a minimum, revisions relating to:

- (a) A description of acceptable types of loans and a prohibition against making any loan for which the Bank does not have the knowledge, skills or ability to properly underwrite and monitor;
- (b) The establishment of underwriting standards by loan type that specifically include at a minimum the following: approval authorizations; documentation; analysis; cash flow (including debt service coverage); repayment periods; collateral coverage (loan to cost and loan to value); guarantor support; appraisals; and loan covenants;
- (c) Expectations regarding required credit file information for each different lending product offered; and
- (d) Requirements that lending officers appropriately analyze and document appropriate credit and collateral information on all extensions of credit to include the items specified in paragraph (3) of this Article.

(3) Effective as of the date of this Order, the Bank may not grant, extend, renew, alter or restructure any loan or other extension of credit without:

- (a) Documenting the specific reason or purpose for the extension of credit;
- (b) Identifying the expected source of repayment in writing;
- (c) Structuring the repayment terms to coincide with the expected source of repayment;
- (d) Obtaining current and satisfactory credit information, including performing and documenting analysis of credit information and a detailed cash flow analysis of all expected repayment sources, including a detailed analysis of the financial support of significant guarantors;
- (e) Performing a consistent and complete overview of the borrower's other obligations (at both this Bank and other financial institutions) to analyze and determine the borrower's overall debt load and ensure a robust global debt service analysis;
- (f) Determining and documenting whether the loan complies with the Bank's Loan Policy, and if it does not comply, providing identification of the exception and ample justification to support waiving the policy exception;
- (g) Documenting a determination regarding the customer's ability to repay the credit on the proposed repayment terms;
- (h) Providing an accurate risk assessment grade according to the guidelines set forth in Rating Credit Risk, A-RCR, of the Comptroller's Handbook, and recognizing nonaccrual status for each credit according to the guidelines set forth in the Instructions for Preparation of Consolidated Reports of Condition and Income ("Call Report");

- (i) Documenting, with adequate supporting material, the value of collateral and proper perfection of the Bank's lien on applicable collateral; and
- (j) Obtaining the written approval of the Bank's Loan Committee, or Board, for any loan or extension of credit greater than thirty thousand dollars (\$30,000).

(4) Within sixty (60) days of the date of this Order, the Board shall take the necessary steps to obtain current and satisfactory credit information on all loans lacking such information, including those listed in the Report of Examination conducted as of December 31, 2007 (ROE), in any subsequent Report of Examination, management assessment, Bank Problem Loan List, internal or external loan review, or in any list provided to management by the National Bank Examiners during an examination.

(5) Within sixty (60) days of the date of this Order, the Board shall ensure proper collateral documentation is maintained on all loans and correct each collateral exception listed in the ROE, in any subsequent Report of Examination, management assessment, Bank Problem Loan List, internal or external loan review, or in any list provided to management by the National Bank Examiners during an examination.

(6) Within sixty (60) days of the date of this Order, the Board shall revise, adopt, implement, and thereafter ensure Bank adherence to a written program of policies and procedures designed to aggregate and track exceptions to the Bank Loan Policy and underwriting guidelines for all loans. This includes at a minimum, monthly Board monitoring of policy exceptions reports that track aggregate number and dollar amount of loans with material underwriting exceptions by type of loan and by loan officer.

(7) A copy of the various written programs required pursuant to this Article shall be forwarded to the Assistant Deputy Comptroller immediately upon completion.

ARTICLE VI

PROBLEM LOAN MANAGEMENT

(1) Within forty-five (45) days from the date of this Order, the Board shall establish a plan that will reduce the volume of problem assets by ensuring that management promptly addresses and intervenes, as appropriate, to resolve problem credit situations consistent with OCC Banking Circular 255.

(2) Within sixty (60) days from the date of this Order, the Board shall reallocate internal sources or identify and employ an outside individual to ensure that a person with demonstrated experience and skills leads management's efforts to resolve and reduce problem assets (hereinafter "loan workout specialist"). This individual shall be independent and report to the Board of Directors.

(3) Prior to the appointment or employment of any loan workout specialist, the Board shall submit the name and qualifications of the proposed individual to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection.

(4) Effective as of the date of this Order, the Board shall take immediate and continuing action to protect its interest in those assets criticized in any Report of Examination, management assessment, Bank Problem Loan List, internal or external loan review, or in any list provided to management by the National Bank Examiners during an examination.

(5) The Board's compliance with Paragraph (1) of this Article shall include the development of problem asset reports on all criticized credit relationships totaling fifty thousand

dollars (\$50,000) or above. Problem asset reports must be updated and submitted to the Board quarterly, or more frequently for any particular credit relationship if a significant event occurs on that particular credit relationship, and shall include, at a minimum, analysis and documentation of the following:

- (a) An identification of the expected source of repayment;
- (b) The appraised value of supporting collateral, the source and date of the appraised value, and the position of the Bank's lien on such collateral, where applicable, as well as other necessary documentation to support the collateral valuation;
- (c) An analysis of current and satisfactory credit information, including cash flow analysis where loans are to be repaid from operations;
- (d) An identification of the basis for the criticism;
- (e) Prioritization of the problem assets, including the proposed action to eliminate the basis of criticism and the time frame for its accomplishment;
and
- (f) Trigger dates for positive borrower actions or for loan officers to reassess the strategy and enact collection plans.

(6) The Board's compliance with Paragraph (1) of this Article shall include the development of actions plans for each parcel of Other Real Estate Owned ("OREO") to ensure that these assets are managed in accordance with 12 U.S.C. § 29 and 12 C.F.R. Part 34, Subpart E. Actions plans must be updated and submitted to the Board monthly and, at a minimum, each action plan shall:

- (a) Identify the Bank officer(s) responsible for managing and authorizing transactions relating to the OREO property;
- (b) Contain an analysis of each OREO property which compares the cost to carry against the financial benefits of near term sale;
- (c) Detail the marketing strategies for each parcel;
- (d) Identify targeted time frames for disposing of each parcel of OREO;
- (e) Establish targeted write-downs at defined periodic intervals if marketing strategies are unsuccessful; and
- (f) Establish procedures to require periodic market valuations of each property, and the methodology to be used.

(7) Effective as of the date of this Order, the Bank may not extend credit, directly or indirectly, including renewals, extensions or capitalizations of accrued interest, to a borrower whose loans or other extensions of credit are criticized in a ROE, management assessment, Bank Problem Loan List, in any internal or external loan review, or in any list provided to management by the National Bank Examiners during any examination, and whose aggregate loans or other extensions of credit are fifty thousand dollars (\$50,000) or above, unless each of the following conditions is met:

- (a) The Board finds that the extension of additional credit is necessary to promote the best interests of the Bank and that prior to renewing, extending or capitalizing any additional credit, a majority of the full Board approves the credit extension and records, in writing, why such extension is necessary to promote the best interests of the Bank; and

(b) The Board’s formal plan to collect or strengthen the criticized asset will not be compromised by the extension of additional credit.

(8) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the requirements of this Article.

ARTICLE VII

BANK SECRECY ACT INTERNAL CONTROLS

(1) Within sixty (60) days from the date of Order, the Board shall develop, implement, and thereafter ensure Bank adherence to a written program of policies and procedures to provide for compliance with Bank Secrecy Act (“BSA”), as amended (31 U.S.C. §§ 5311 et seq.), the regulations promulgated thereunder at 31 C.F.R. Part 103, as amended, and 12 C.F.R. Part 21, Subparts B and C, and the rules and regulations of the Office of Foreign Assets Control (“OFAC”) (collectively referred to as the “Bank Secrecy Act” or “BSA”) and for the appropriate identification and monitoring of transactions that pose greater than normal risk for compliance with the BSA (“BSA Program”). This program shall include the following:

- (a) Identification of the risks associated with the Bank’s products, services, customers, and geographies served;
- (b) The creation of a list of customers or accounts exhibiting high risk characteristics for money laundering, terrorist financing, or other illicit activity;
- (c) Well-defined policies and procedures for investigating and resolving transactions that have been identified as posing greater than normal risk for compliance with the Bank Secrecy Act;

- (d) Adequate controls and procedures to ensure that all suspicious and large currency transactions are identified and reported to FinCen, IRS and the Board, as appropriate;
- (e) Procedures to maintain records on monetary instrument transactions and funds transfers, as required by the BSA; and
- (f) A method for introducing new products and services that ensures that the policies and procedures governing new products and services are consistent with the Bank's program for compliance with the Bank Secrecy Act.

(2) The BSA Program shall include policies and procedures to provide for the Bank's monitoring of suspicious cash, monetary instruments, wire transfers, and other activities for all types of transactions, accounts, customers, products, services, and geographic areas, to include at a minimum:

- (a) Reviews of cash purchases of monetary instruments;
- (b) Periodic analysis of aggregate cash, monetary instrument, and wire activity;
- (c) Periodic analysis of Currency Transaction Report filings;
- (d) Automatic reviews of accounts or customers for which the Bank has received criminal subpoenas that may involve the Bank Secrecy Act;
- (e) Reviews of high risk transactions, accounts, customers, products, services, and geographic areas; and
- (f) Submission of Suspicious Activity Reports (SARs) based on these reviews and analyses.

(3) The BSA Officer or designee shall periodically review, not less than each calendar year, all account documentation for all high risk customers and accounts and the related accounts of those customers at the Bank to determine whether the account activity is consistent with the customer's business or occupation and the stated purpose of the account.

(4) The Bank shall consider not opening any account for a customer and shall consider closing any existing account of a customer if the information available to the Bank indicates that the customer's relationship with the Bank would be detrimental to the reputation of the Bank.

(5) The Board shall ensure that the Bank has processes, personnel, and control systems to implement and adhere to the program developed pursuant to this Article.

ARTICLE VIII

ALLOWANCE FOR LOAN AND LEASE LOSSES

(1) Within sixty (60) days of the date of this Order, the Board shall review the adequacy of the Bank's Allowance for Loan and Lease Losses ("Allowance") and shall revise the Bank's program for the maintenance of an appropriate Allowance. The revised program shall be designed to meet Generally Accepted Accounting Principles ("GAAP") and regulatory guidance set forth in Statement of Financial Accounting Standards ("FAS") 5, FAS 114, OCC Bulletin 2001-37, OCC Bulletin 2006-47, and the "Allowance for Loan and Lease Losses" booklet of the Comptroller's Handbook, and shall focus particular attention on the following factors:

- (a) Adequate documentation and support for the FAS 5 qualitative factors;
- (b) A trend analysis of past due information;
- (c) Loan impairment analysis consistent with FAS 114;

- (d) A process to appropriately identify impaired loans;
- (e) Methods to determine the amount of impairment;
- (f) Allocation to the ALLL for temporary impairment; and
- (g) Recognition of loss for any permanent impairments.

(2) The program shall provide for a review of the Allowance by the Board at least once each calendar quarter. Any deficiency in the Allowance shall be remedied in the quarter it is discovered, prior to the filing of the Consolidated Reports of Condition and Income, by additional provisions from earnings. Written documentation shall be maintained indicating the factors considered and conclusions reached by the Board in determining the adequacy of the Allowance.

(1) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the program developed pursuant to this Article.

ARTICLE IX

AFFILIATES - TRANSACTIONS BETWEEN

(1) The Bank may, directly or indirectly, pay money or its equivalent to or for the benefit of, or extend credit in any form to or for the benefit of, its affiliates, or transfer assets between the Bank and its affiliates, or enter into or engage in any transaction that obligates the Bank to do the same only after:

- (a) the Board has conducted and documented in writing an independent review of the action, that is documented in writing;
- (b) the Board has determined in writing that it is advantageous for the Bank to engage in such action; and

(c) that the action complies with all applicable laws, rules, regulations, and Comptroller's issuances, including, but not limited to 12 C.F.R. Part 223.

(2) For purposes of this Article, "affiliate" shall have the meaning set forth in 12 U.S.C. § 221a and 12 C.F.R. Part 223.

(3) The Board shall ensure that the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the requirements of this Article.

ARTICLE X

CLOSING

(1) Although the Board is by this Order required to submit certain proposed actions and programs for the review or prior written determination of no supervisory objection of the Assistant Deputy Comptroller, the Board has the ultimate responsibility for proper and sound management of the Bank.

(2) It is expressly and clearly understood that if, at any time, the Comptroller deems it appropriate in fulfilling the responsibilities placed upon it by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Order shall in any way inhibit, estop, bar or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Order shall begin to run from the effective date of this Order. Such time limitations may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board.

(4) The provisions of this Order are effective upon issuance of this Order by the Comptroller, through his authorized representative whose hand appears below, and shall remain

effective and enforceable, except to the extent that, and until such time as, any provisions of this Order shall have been amended, suspended, waived, or terminated in writing by the Comptroller.

(5) In each instance in this Order in which the Board is required to ensure adherence to, and undertake to perform certain obligations of the Bank, it is intended to mean that the Board shall:

- (a) Authorize and adopt such actions on behalf of the Bank as may be necessary for the Bank to perform its obligations and undertakings under the terms of this Order;
- (b) Require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Order;
- (c) Follow up on any non-compliance with such actions in a timely and appropriate manner; and
- (d) Require corrective action be taken in a timely manner of any non-compliance with such actions.

(6) This Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818(b), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States.

(7) The terms of this Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements or prior arrangements between the parties, whether oral or written.

IT IS SO ORDERED, this 6th day of June, 2008.

signed

Karen W. Swingler
Assistant Deputy Comptroller
Kansas City South Field Office

**UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
COMPTROLLER OF THE CURRENCY**

In the Matter of:)
Northland National Bank)
Gladstone, Missouri)

**STIPULATION AND CONSENT TO THE ISSUANCE
OF A CONSENT ORDER**

The Comptroller of the Currency of the United States of America (“Comptroller”) intends to initiate cease and desist proceedings against Northland National Bank, Gladstone, Missouri (“Bank”) pursuant to 12 U.S.C. § 1818(b) through the issuance of a Notice of Charges for unsafe and unsound banking practices relating to supervision of the Bank and violation of laws and regulations.

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated June 6, 2008 (“Order”);

In consideration of the above premises, the Comptroller, through his authorized representative, and the Bank, through its duly elected and acting Board of Directors, hereby stipulate and agree to the following:

ARTICLE I

Jurisdiction

(1) The Bank is a national banking association chartered and examined by the Comptroller pursuant to the National Bank Act of 1864, as amended, 12 U.S.C. § 1 *et seq.*

(2) The Comptroller is “the appropriate Federal banking agency” regarding the Bank pursuant to 12 U.S.C. §§ 1813(q) and 1818(b).

(3) The Bank is an “insured depository institution” within the meaning of 12 U.S.C. § 1818(b)(1).

(4) This Order shall cause the Bank to be designated as in “troubled condition,” as set forth in 12 C.F.R. § 5.51(c)(6), unless otherwise informed in writing by the Comptroller. In addition, this Order shall cause the Bank not to be designated as an “eligible bank” for purposes of 12 C.F.R. § 5.3(g), unless otherwise informed in writing by the Comptroller.

ARTICLE II

Agreement

(1) The Bank, without admitting or denying any wrongdoing, hereby consents and agrees to the issuance of the Order by the Comptroller.

(2) The Bank further agrees that said Order shall be deemed an “order issued with the consent of the depository institution” as defined in 12 U.S.C. § 1818(h)(2), and consents and agrees that said Order shall become effective upon its issuance and shall be fully enforceable by the Comptroller under the provisions of 12 U.S.C. § 1818(i). Notwithstanding the absence of mutuality of obligation, or of consideration, or of a contract, the Comptroller may enforce any of the commitments or obligations herein undertaken by the Bank under his supervisory powers, including 12 U.S.C. § 1818(i), and not as a matter of contract law. The Bank expressly acknowledges that neither the Bank nor the Comptroller has any intention to enter into a contract.

(3) The Bank also expressly acknowledges that no officer or employee of the Comptroller has statutory or other authority to bind the United States, the U.S. Treasury Department, the Comptroller, or any other federal bank regulatory agency or entity, or any

officer or employee of any of those entities to a contract affecting the Comptroller's exercise of his supervisory responsibilities.

ARTICLE III

Waivers

- (1) The Bank, by signing this Stipulation and Consent, hereby waives:
 - (a) The issuance of a Notice of Charges pursuant to 12 U.S.C. § 1818(b);
 - (b) Any and all procedural rights available in connection with the issuance of the Order;
 - (c) All rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(i), 12 C.F.R. Part 19
 - (d) All rights to seek any type of administrative or judicial review of the Order; and
 - (e) Any and all rights to challenge or contest the validity of the Order.

ARTICLE IV

Other Action

(1) The Bank agrees that the provisions of this Stipulation and Consent shall not inhibit, estop, bar, or otherwise prevent the Comptroller from taking any other action affecting the Bank if, at any time, it deems it appropriate to do so to fulfill the responsibilities placed upon it by the several laws of the United States of America.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller as his representative, has hereunto set his hand on behalf of the Comptroller.

/s/

Karen W. Swingler
Assistant Deputy Comptroller
Kansas City South Field Office

6/6/08

Date

IN TESTIMONY WHEREOF, the undersigned, as the duly elected and acting Board of Directors of the Bank, have hereunto set their hands on behalf of the Bank.

/s/

John Hagan

6/6/08

Date

/s/

Jack Marcum

6/6/08

Date

/s/

Frank Palermo

Date

/s/

Gordon Peterson

6/6/08

Date

/s/

Kenneth Riedemann

6/6/08

Date

/s/

Ross Sciara

6/6/08

Date

/s/

Bill Vaughn

6/6/08

Date

/s/

Homer Williams

6/6/08

Date