

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

In the Matter of: First National Bank of Kansas Overland Park, Kansas)))	AA-WE-08-61
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CONSENT ORDER

The Comptroller of the Currency of the United States of America (“Comptroller”), through his National Bank Examiner, has supervisory authority over First National Bank of Kansas, Overland Park, Kansas (“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 July 24, 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 quarterly 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; 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

BANK SECRECY ACT INTERNAL CONTROLS

(1) Within thirty (30) days from the date of Order, the Board shall revise and enhance, and thereafter ensure Bank adherence to a written program of policies and procedures to provide for compliance with the 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) the creation of a complete and accurate list of customers or accounts exhibiting high risk characteristics for money laundering, terrorist financing, or other illicit activity;
- (b) enhanced policies and procedures for recording, maintaining, and recalling information about transactions that pose greater than normal risk for compliance with the Bank Secrecy Act;
- (c) enhanced 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) controls and procedures to ensure that all suspicious and large currency transactions are identified and reported;
- (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 that provide for the Bank's monitoring of suspicious cash, monetary instruments, wire transfers, automated clearinghouse transactions 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 and automated clearinghouse 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 SARs based on these reviews and analyses on a timely basis and in compliance with 12 C.F.R. § 21.11.

(3) The BSA Program shall include policies and procedures for expanded account-opening procedures for all accounts that pose greater than normal risk for compliance with the Bank Secrecy Act by requiring:

- (a) identification of all account owners and beneficial owners in compliance with 31 C.F.R. § 103.121;
- (b) identification of the officers, directors, major shareholders or partners, as applicable;
- (c) documentation of the following information for all deposit account customers:
 - (i) any relevant financial information concerning the customer;
 - (ii) the type of business conducted by the customer;
 - (iii) the customer's source of income or wealth; and
 - (iv) any other due diligence required by this Order, the BSA Officer or the Bank.

(4) The Bank shall have a policy for not opening an account, allowing the use of an account while verifying a customer's identity or other risks, closing an account and filing SARs if the Bank does not receive the information required by paragraph (3) of this Article by the date the information is due, or if the Bank is not able to form a reasonable belief that it knows the true identify of a customer.

(5) The BSA Program shall include policies and procedures for the maintenance of an integrated, accurate system for all Bank areas to produce periodic reports designed to identify unusual or suspicious activity, including patterns of activity, to monitor and evaluate unusual or suspicious activity, and to maintain accurate information needed to produce these reports, to include at a minimum:

- (a) the ability to link related accounts, countries of origin, location of the customers' businesses and residences to evaluate patterns of activity;
- (b) maintenance of, either manually or through the Bank's electronic information systems, a list of all accounts associated with a relationship, a country or politically exposed persons ("PEPs"),
- (c) periodic reports covering one day, a number of days, and monthly reports that segregate transactions posing a greater than normal risk for compliance with the Bank Secrecy Act;
- (d) periodic reports of all high risk accounts that are newly-established, renewed or modified, including the following information:
 - (i) the name of the customer;
 - (ii) the officers, directors and major shareholder of any corporate customer and the partners of any partnership customer;

- (iii) any other accounts maintained by the customer and, as applicable, its officers, directors, major shareholders or partners;
 - (iv) a detailed analysis of the due diligence performed on the customer and, as applicable, its officers, directors, major shareholders or partners;
 - (v) any related accounts of the customer at the Bank;
 - (vi) any action the Bank has taken on the account;
 - (vii) the purpose and balance of the account; and
any unusual activity for each account;
- (e) periodic reports of any type of subpoena received by the Bank and any law enforcement inquiry directed to the Bank and any action taken by the Bank on the affected account; and
 - (f) other periodic reports deemed necessary or appropriate by the BSA Officer or the Bank.

(6) 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.

(7) 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 III

BSA AUDIT

(1) The Board shall ensure appropriate oversight of the BSA audit function. This includes ensuring appropriate audit scope (whether audits are performed by the holding company audit staff or an independent third party), audit timing, reporting, and sufficiency of follow-up audits. Within thirty (30) days of the date of this Order, the Board shall revise its internal BSA audit program to ensure compliance with the Bank Secrecy Act in all areas of the Bank, to including scope, testing, and documentation sufficient to:

- (a) detect irregularities in the Bank's operations;
- (b) determine the Bank's level of compliance with all applicable laws, rules and regulations;
- (c) evaluate the Bank's adherence to established policies and procedures;
- (d) perform an appropriate level of testing to support the audit findings;
- (e) ensure adequate audit coverage in all areas; and
- (f) establish an annual audit plan using a risk based approach sufficient to achieve these objectives.

(2) The Board shall ensure that immediate actions are undertaken to remedy deficiencies cited in audit reports, and that auditors maintain a written record describing those actions. The Board shall evaluate the audit reports of any party providing services to the Bank, and shall assess the impact on the Bank of any audit deficiencies cited in such reports.

ARTICLE IV

BANK SECRECY ACT COMPLIANCE STAFF

(1) Within thirty (30) days of the date of this Order, the Board shall determine whether any changes are needed regarding the Bank's BSA staffing, including the responsibilities, authority, structure, independence, competencies, or capabilities of the BSA/AML supporting staff.

ARTICLE V

AUTOMATED CLEARING HOUSE RISK MANAGEMENT

(1) Within thirty (30) days of the date of this Order, the Board shall revise, enhance, and ensure adherence to an effective ACH risk management system that includes appropriate oversight and controls commensurate with the risk and complexity of the ACH activities performed by the Bank. The ACH risk management system shall comply with all applicable OCC regulatory guidance, including, at a minimum, OCC Bulletin 2006-39, Automated Clearinghouse Activities – Risk Management Guidance and OCC Bulletin 2008-12, Payment Processors – Risk Management Guidance.

(2) Within thirty (30) days of the date of this Order, the Board shall provide the OCC with a final summation of the investigations pertaining to the internet payday lending activity, including details regarding any follow-up that will be pursued. Subsequent follow-up activity shall be detailed, if applicable, in the quarterly reports to be provided to the OCC pursuant to Article V of this Order.

ARTICLE VI

QUARTERLY PROGRESS REPORTS

(1) The Board shall submit quarterly progress reports to the OCC. These reports shall set forth in detail:

- (a) Reports provided to the Board pertaining to BSA/AML activity, including ACH information and metrics;
- (b) Actions taken by the Board and the Bank to correct each violation of law, rule, or regulation cited in the Report of Examination and specific procedures to prevent future violations;
- (c) Customers or accounts exhibiting high risk characteristics for money laundering, terrorist financing, or other illicit activity identified by the Bank pursuant to Article II of this Order; and
- (d) Plans for independent testing of the BSA Program and the results of the testing, including audit reports pursuant to Article III of this Order, actions plans to correct identified audit deficiencies, and progress reports on correcting the audit deficiencies.

ARTICLE VII

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 8th day of August, 2008.

/s/

William D. Haas
Deputy Comptroller
Midsize Bank Supervision

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

In the Matter of:)	
First National Bank of Kansas)	AA-WE-08-61
Overland Park, Kansas)	

**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 First National Bank of Kansas, Overland Park, Kansas (“Bank”) pursuant to 12 U.S.C. § 1818(b) through the issuance of a Notice of Charges for violations of laws and regulations.

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated July 24, 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) As a result of this Order:
- (a) pursuant to 12 C.F.R. § 5.51(c)(6)(ii), the Bank shall be subject to the requirements of 12 C.F.R. § 5.51 unless otherwise informed in writing by the OCC;
 - (b) pursuant to 12 C.F.R. § 5.53(g)(4), the Bank is not an eligible bank for the purposes of 12 C.F.R. Part 5 unless otherwise informed in writing by the Comptroller; and
 - (c) pursuant to 12 C.F.R. § 24.2(e)(4), the Bank shall continue to be an eligible bank for the purposes of 12 C.F.R. Part 24 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.

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.

<u> /s/ </u> Linda A. Acker	<u> July 24, 2008 </u> Date
<u> /s/ </u> Michael Earleywine	<u> July 24, 2008 </u> Date
<u> /s/ </u> Ben T. Embry	<u> July 24, 2008 </u> Date
<u> /s/ </u> Blair L. Gogel	<u> July 29, 2008 </u> Date
<u> /s/ </u> Mary Kay Homer	<u> July 24, 2008 </u> Date
<u> /s/ </u> Daniel K. O'Neill	<u> July 24, 2008 </u> Date
<u> /s/ </u> James A. Polsinelli	<u> July 30, 2008 </u> Date
<u> /s/ </u> Marilyn Scafe	<u> July 24, 2008 </u> Date