#2008-173

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

In the Matter of:	)
Hometown Bank, National Association	)
Carthage, Missouri	)

CONSENT ORDER

The Comptroller of the Currency of the United States of America ("Comptroller"), through his National Bank Examiner, has supervisory authority over Hometown Bank, National Association, Carthage, 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 December 16, 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 thirty (30) days 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.

(5) The Board shall ensure that Bank has processes, personnel, and control systems to ensure implementation of and adherence to the provisions of this Order.

ARTICLE II

CAPITAL PLAN AND HIGHER MINIMUMS

(1) The Bank shall maintain the following capital levels (as defined in 12 C.F.R. Part 3):

(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 eleven percent (11%) 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 may not be deemed to be “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) Within thirty (30) days, the Board shall develop, implement, and thereafter ensure Bank adherence to a three year capital program. The program shall include:

- (a) Specific plans for the maintenance of adequate capital that may in no event be less than the requirements of paragraph (1) of this Article;
- (b) Evaluation of the Bank’s overall risk profile and specific plans to maintain adequate capital consistent with the Bank’s overall condition and risk profile;
- (c) Specific plans to reduce credit risk and only accept credit risk that is supportable by the Bank’s capital;
- (d) Projections for growth and capital requirements based upon a detailed analysis of the Bank's assets, liabilities, earnings, fixed assets, and off-balance sheet activities;
- (e) Projections of the sources and timing of additional capital required to meet the Bank's current and future needs;
- (f) The primary source(s) from which the Bank will strengthen its capital structure to meet the Bank's needs;
- (g) Contingency plans that identify alternative methods should the primary source(s) under (f) above not be available; and

(h) A dividend policy that permits the declaration of a dividend only:

(i) When the Bank is in compliance with its approved capital program;

(ii) When the Bank is in compliance with 12 U.S.C. §§ 56 and 60; and

(iii) Upon receiving a determination of no supervisory objection from the OCC.

(5) Upon completion, the Bank's capital program shall be submitted to the Assistant Deputy Comptroller for prior determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Bank shall implement and adhere to the capital program. The Board shall review and update the Bank's capital program on an annual basis, or more frequently if necessary. Copies of the reviews and updates shall be submitted to the Assistant Deputy Comptroller.

ARTICLE III

STRATEGIC PLAN

(1) By February 28, 2009, the Board shall adopt, implement, and thereafter ensure Bank adherence to a written strategic plan for the Bank covering at least a three-year period. The strategic plan shall establish objectives for the Bank's overall risk profile, earnings performance, growth, balance sheet mix, off-balance sheet activities, liability structure, capital adequacy, reduction in the volume of nonperforming assets, product line development and market segments that the Bank intends to promote or develop. The strategic plan shall also include strategies to achieve those objectives and, at a minimum, include:

(a) A mission statement that forms the framework for the establishment of strategic goals and objectives;

(b) An assessment of the Bank's present and future operating environment;

(c) The development of strategic goals and objectives to be accomplished over the short and long term;

(d) An identification of the Bank’s present and future product lines (assets and liabilities) that will be utilized to accomplish the strategic goals and objectives established in (1)(c) of this Article;

(e) An evaluation of the Bank's internal operations, staffing requirements, board and management information systems, and policies and procedures for their adequacy and contribution to the accomplishment of the goals and objectives developed under (1)(c) of this Article;

(f) A management employment and succession program to promote the retention and continuity of capable management;

(g) Product line development and market segments that the Bank intends to promote or develop;

(h) An action plan to improve Bank earnings and accomplish identified strategic goals and objectives, including individual responsibilities, accountability and specific time frames;

(i) A financial forecast to include projections for major balance sheet and income statement accounts and desired financial ratios over the period covered by the strategic plan;

(j) Realistic and comprehensive annual budgets, including projected balance sheets and year-end income statements with sufficient detail to provide for a meaningful tracking mechanism;

(k) Detailed contingency plans, to go into effect in the event that negative variance in budgetary projections occur;

(l) A description of the assumptions made in forming the various projections used;

(m) Control systems to mitigate risks associated with planned new products, growth, or any proposed changes in the Bank's operating environment;

(n) Specific plans to establish responsibilities and accountability for the strategic planning process, new products, growth goals, or proposed changes in the Bank's operating environment; and

(o) Systems to monitor the Bank's progress in meeting the plan's goals and objectives.

(2) The Strategic Plan shall also include an Earnings Improvement Plan, which requires management to prepare an accurate and quantifiable risk/return analysis for Board review and approval prior to adoption. The plan shall carefully assess the risk/return trade-off in various earnings improvement strategies.

(3) Upon adoption, a copy of the plan shall be forwarded to the Assistant Deputy Comptroller for review and prior written determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Bank shall implement and adhere to the Strategic Plan.

ARTICLE IV

PROBLEM LOAN MANAGEMENT

(1) The Bank shall take immediate and continuing action to protect its interest in those assets criticized in the Report of Examination dated August 11, 2008 ("the ROE"), in any subsequent Report of Examination, by internal or external loan review, or in any list provided to management by the National Bank Examiners during any examination.

(2) The Board shall appoint an individual ("loan workout specialist") charged with implementation and supervision of the formal written program, internal or external, who shall be independent and report directly to the Board.

(3) Prior to appointing 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 objection.

(4) The program shall include the continued use of Criticized Asset Reports ("CAR") on all credit relationships totaling $250M or more. CARs must be updated and submitted to the Board monthly. Each CAR shall cover an entire credit relationship, and include, at a minimum, analysis and documentation of the following:

(a) The origination data for each criticized asset, including date, amount, and purpose of the loan;

(b) An identification of the expected primary and secondary sources of repayment;

(c) Grade history of the loan (not just the current grade of the loan) and the historic reasons for the grade changes;

(d) The appraised value of supporting collateral and the position of the Bank's lien on such collateral, where applicable, as well as other necessary documentation to support the collateral valuation;

(e) An analysis of current and satisfactory credit information, including cash flow analysis where loans are to be repaid from operations;

(f) Cumulative information for significant developments, including a separate section and discussion of changes since the prior CAR, if any;

(g) The proposed action to eliminate the basis of criticism and the time frame for its accomplishment, including an appropriate exit strategy; and

(h) Trigger dates for upgrades and downgrades, including positive borrower actions for loan officers to reassess the strategy and enact collection plans.

(5) The program shall include the development of action 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. Action 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;

(f) Establish procedures to require periodic market valuations of each property, and the methodology to be used; and

(g) Provide reports to the Board on the status of OREO properties on at least a monthly basis.

(6) The Bank may not extend credit, directly or indirectly, including renewals, extensions or capitalization of accrued interest, to a borrower whose loans or other extensions of credit are criticized in the ROE, in any subsequent ROE, in any internal or external loan review, or in any list provided to management by the National Bank Examiners during any examination, unless each of the following conditions is met:

(a) The Board or designated committee 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 (or designated committee) approves the credit extension and records, in writing, why such extension is necessary to promote the best interests of the Bank; and

(b) A comparison to the written program adopted pursuant to this Article shows that the Board's formal plan to collect or strengthen the criticized asset will not be compromised.

(7) A copy of the approval of the Board or of the designated committee shall be maintained in the file of the affected borrower.

ARTICLE V

CREDIT RISK MANAGEMENT

(1) Effective as of the date of this Order, the Board shall take necessary steps to ensure the Bank's credit risk management systems, particularly with regard to CRE credits, are sufficient to ensure the Bank's loan portfolio is managed in a safe and sound manner.

(2) Effective as of the date of this Order, the Bank may not grant, extend, renew, alter, or restructure any loan or 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 a performing and documenting an 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;

(j) Ensuring compliance with the applicable supervisory loan-to-value requirements of 12 C.F.R. Part 34, Subpart D, Appendix A; and

(k) Obtaining the written approval of the Executive Loan Committee for any loan or extension of credit greater than $500,000.

(3) Within thirty (30) days, the Board shall revise, adopt, implement and thereafter ensure Bank adherence to a written program of policies and procedures designed to manage the high level of credit risk in the Bank's loan portfolio, to include at a minimum:

(a) Procedures to strengthen credit underwriting, particularly in the Bank's commercial real estate ("CRE") portfolio, including expanded loan presentations and analysis providing for:

(i) Detailed project plans;

(ii) Timeframes for project completion;

(iii) Detailed market analysis;

(iv) Stress testing of significant property and lending assumptions at both the transaction level and the portfolio level at the time of underwriting and periodically throughout the duration of the credit. This includes, as applicable, stress testing of interest rates, capitalization rates, absorption and pricing data, cost overruns, occupancy/vacancy rates, lease rates, and rental rates on non-owner occupied properties;

(v) Detailed analysis of the financial support of significant guarantors;

(b) The establishment and monitoring of CRE concentration limits as required in Article VI of this Order;

(c) Identifying the types of loans where interest reserves are appropriate, including a prohibition of the use of interest reserves on land acquisition loans;

(d) Identifying the types of loans that are considered high risk loans and reflect poor risk selection and prohibit the Bank from making such loans;

(e) Requirements to ensure participations purchased are consistent with safe and sound banking practices and guidelines set forth in Banking Circular 181(Revised), dated August 2, 1984;

(f) Quarterly reports to senior management and the loan committee of project status, including:

(i) Development status;

(ii) Comparison of sales activity and development costs to budget;

(iii) Current market conditions and activity;

(iv) Level of interest reserve and comparison to budget; and

(v) Any other significant comments on development.

(g) Procedures to strengthen management of loan workout operations and to maintain an adequate, qualified staff in all lending function areas; and

(h) Procedures for strengthening collections.

(4) Within thirty (30) days, 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's loan policy and underwriting guidelines for all loans. This includes, at a minimum, monthly Board monitoring of policy exception reports that track the aggregate number and dollar amount of loans with material underwriting exceptions by type of loan and as a percentage of Tier 1 capital plus the Allowance for Loan and Lease Losses ("ALLL" or "Allowance"), as well as monitoring exceptions to the appraisal requirements described in paragraph (5) below and applicable supervisory loan-to-value requirements of 12 C.F.R. Part 34, Subpart D, Appendix A.

(5) Within thirty (30) days, the Board shall revise, adopt, implement and thereafter ensure Bank adherence to a written program of policies and procedures designed to ensure the Bank obtains appraisals in compliance with the Uniform Standards of Professional Appraisal Practice, 12 C.F.R. Part 34, OCC Advisory Letter 2003-9, and OCC Bulletin 2005-6, to include at a minimum:

(a) The required use of a standard appraisal form for ordering all appraisals;

(b) The ordering of appraisals, independent of the lending function;

(c) The use of Board approved appraisers only;

(d) The establishment of a policy requiring a meaningful, independent review of all appraisals to include analysis commensurate with the type, size and complexity of the property being appraised;

(e) The establishment of a ticker system for tracking appraisals ordered, received, returned, and reviewed; and

(f) The establishment of criteria for obtaining updated appraisals, new appraisals or evaluations.

(6) The Board shall submit a copy of the revised policies and procedures required by this article to the Assistant Deputy Comptroller.

(7) At least quarterly, the Board shall prepare a written assessment of the Bank's credit risk, which shall evaluate the Bank's progress in reaching compliance with the policies and procedures required by this Article. The Board shall submit a copy of this assessment to the Assistant Deputy Comptroller.

ARTICLE VI

CONCENTRATION RISK MANAGEMENT

(1) Within thirty (30) days, the Board shall adopt, implement, and thereafter ensure Bank adherence to a written asset diversification program consistent with OCC Banking Circular 255. The program shall include, but not necessarily be limited to, the following in order to reduce the concentration risk already incurred due to the Bank's CRE lending:

(a) Establishment of reasonable limits on CRE held and a plan to reduce CRE loans to the Board approved limit;

(b) A written analysis of the Bank's CRE concentration risk, including concentration resulting from participations purchased and a geographical breakdown, in order to identify and assess the inherent credit, liquidity, and interest rate risk;

(c) Policies and procedures to control and monitor all types of concentrations of credit; and

(d) An action plan approved by the Board to reduce the risk of any concentration deemed imprudent in the above analysis.

(2) For purposes of this Article, a concentration of credit is as defined in the "Loan Portfolio Management" booklet of the Comptroller's Handbook.

(3) The Board shall ensure that future concentrations of credit are subjected to the analysis required by subparagraph (b) and that the analysis demonstrates that the concentration will not subject the Bank to undue credit or interest rate risk.

(4) The Board shall forward a copy of any analysis performed on existing or potential concentrations of credit to the Assistant Deputy Comptroller immediately following the review.

ARTICLE VII

LIQUIDITY

(1) Within thirty (30) days, the Board shall develop and submit for a prior written determination of no supervisory objection, a written liquidity program to ensure the Bank maintains liquidity at a level that is sufficient to sustain the Bank's current operations and to withstand any anticipated or extraordinary demand against its funding base, to include at a minimum:

(a) Measures to increase and maintain sufficient on-balance sheet liquidity;

(b) A significant reduction in reliance upon non-core funding sources;

(c) The establishment of additional back-up funding sources;

(d) Pledge of any and all unencumbered assets to secure additional funds, or retention of any and all unencumbered assets as available-for-sale;

(e) Recovery of charged-off assets;

(f) Injection of additional equity capital;

(g) Policies and procedures to ensure the implementation of adequate liquidity planning tools, to include:

    (i) A review of administrative policies and procedures to ensure they are consistent with the Board's guidance and risk tolerances;

    (ii) Specific balance sheet liquidity targets that are consistent with the tools used to measure performance;

    (iii) Reasonable risk limits to control the level of liquidity risk 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;

(h) A contingency funding plan that ensures the Bank can remain liquidity solvent through stressed environments and that includes, at a minimum:

    (i) Management's best estimate of balance sheet changes that may result from a liquidity or credit event;

    (ii) Specific terms or events that trigger enactment of the plan;

(iii) Necessary management information systems and reporting criteria for use in crises situations;

(iv) Management responsibilities for enacting the plan and for taking specific actions once enacted;

(v) Administrative policies and procedures that are consistent with the Board's guidance and risk tolerances; and

(vi) Prioritization of all sources of funding for the various scenarios including asset side funding, liability side funding, and off balance sheet funding.

(2) After the OCC has advised the Bank that it does not take supervisory objection to the liquidity program required by this Article, the Board shall immediately implement, and thereafter ensure adherence to the liquidity program.

ARTICLE VIII

ALLOWANCE FOR LOAN AND LEASE LOSSES

(1) Within thirty (30) days, the Board shall adopt, implement, and thereafter ensure adherence to written policies and procedures for maintaining an adequate ALLL in accordance with generally accepted accounting principles. The ALLL policies and procedures shall be consistent with the guidance set forth in the Federal Financial Institutions Examination Council's "Interagency Policy Statement on the Allowance for Loan and Lease Losses" dated December 13, 2006 (OCC Bulletin 2006-47), and shall at a minimum include:

(a) Procedures for determining whether a loan is impaired and measuring the amount of impairment, consistent with FASB Statement of Financial

Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan;

(b) Procedures for segmenting the loan portfolio and estimating loss on groups of loans, consistent with FASB Statement of Financial Accounting Standards No. 5, Accounting for Contingencies;

(c) Procedures for validating the ALLL methodology.

(2) The program shall provide for a process for summarizing and documenting, for the Board's review and approval, the amount to be reported in the Call Reports for the Allowance. Any deficiency in the Allowance shall be remedied in the quarter it is discovered, prior to the filing of the Call Report, 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.

ARTICLE IX

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 18th day of December, 2008.

/s/

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:	)
Hometown Bank, National Association	)
Carthage, 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 Hometown Bank, National Association, Carthage, 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 a violation of law and regulation.

The Bank, in the interest of compliance and cooperation, consents to the issuance of a Consent Order, dated December 16, 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 X

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).

ARTICLE XI

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 XII

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 XIII

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/	12/18/2008
Karen W. Swingler Assistant Deputy Comptroller Kansas City South Field Office	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/	12/8/2008
Richard Campbell	Date
/s/	12/18/2008
J. Kevin Checkett	Date
/s/	12/18/2008
Sidney F. Davis	Date
/s/	12/18/2008
Lonnie W. Heckmaster	Date
/s/	12/18/2008
Paul Stefan	Date