

Conditional Approval #1339

June 2025

May 15, 2025

Heather A. Eastep, Esq.
Hunton Andrews Kurth LLP
2200 Pennsylvania Avenue NW
Washington, DC 20037

Re: Application by Dream First Bank, National Association, Syracuse, Kansas to merge BancCentral, National Association, Alva, Oklahoma, with and into Dream First Bank, National Association

OCC Control Number: 2025-Combination-341283

Charter Number: 8114

Dear Ms. Eastep:

The Office of the Comptroller of the Currency (OCC) hereby conditionally approves the application to merge BancCentral, National Association, Alva, Oklahoma, with and into Dream First Bank, National Association, Syracuse, Kansas. This conditional approval is granted based on a thorough review of all information available, including commitments and representations made in the application, merger agreement, and those of your representatives.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and other applicable laws and regulations. We considered the financial and managerial resources of the banks, their future prospects, their effectiveness in combating money laundering activities, the convenience and needs of the communities to be served and the risk of the transaction to the stability of the United States banking or financial system. Furthermore, the OCC reviewed the Bank's record of compliance with the Community Reinvestment Act, 12 USC 2903(a)(2). We considered these factors and found them consistent with approval.

The business combination of Dream First Bank, National Association and BancCentral, National Association is legally authorized as an interstate merger transaction under the Riegle-Neal Act, 12 USC 215a-1 and 1831u(a), and the resulting bank is authorized to retain and operate offices of both banks under 12 USC 36(d) and 1831u(d)(1).

This approval is subject to the following conditions:

- To ensure the Bank has sufficiently allocated resources to address any supervisory issues that arise post-acquisition, for a period of two years from the merger consummation date, the Bank shall not declare or pay any dividend without receiving a prior written determination of no supervisory objection from the OCC. Any request submitted pursuant

to this condition shall occur at least 30 days prior to the declaration date and certify that the proposed dividend complies with applicable capital distribution requirements.

- The bank shall not include any net bargain purchase gain that is subject to a conditional period in calculating its capital and surplus for purposes of the legal lending limit regulation. Refer to 12 CFR 32.

The conditions of this approval are conditions “imposed in writing by a Federal banking agency in connection with any action on any application, notice, or other request” within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

Licensing must be advised in writing at least 10 days in advance of the desired effective date for the merger, so it may issue the necessary certification letter. The effective date must follow the applicable Department of Justice’s injunction period and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- Evidence of all related regulatory approvals not previously submitted.

If the merger is not consummated within six months from the approval date, the approval shall automatically terminate, unless the OCC grants an extension of the time period.

This 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 United States, any agency or entity of the United States, or any officer or employee of the United States, 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 United States. Our approval is based on the bank’s representations, submissions, and information available to the OCC as of this date. The OCC may modify, suspend, or rescind this approval if a material change in the information on which the OCC relied occurs prior to the date of the transaction to which this decision pertains.

Please include the OCC control number on any correspondence related to this filing. If you have any questions, contact Licensing Analyst Justin E. Holder at (212) 790-4014 or justin.holder@occ.treas.gov.

Sincerely,

/s/

John J. Hansen
Director for Licensing