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Comptroller of the Currency  
Administrator of National Banks

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

January 20, 2000

**Conditional Approval #356  
February 2000**

Mr. Leland M. Walker  
2499 Northwest Tullison Road  
Riverside, MO 64150-9566

Subject: Preliminary Approval for De Novo Charter  
NorthStar Bank, National Association, Kansas City, Missouri  
Control #99-MW-01-015

Dear Mr. Walker:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of NorthStar Bank, National Association. On this date, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. The bank may offer credit life, health, and accident insurance in accordance with 12 CFR 2.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and obtain FDIC insurance.

**This approval is subject to the condition that during the first three years of operation, the bank shall provide the Kansas City North Field Office thirty (30) days prior notice of any significant deviations or changes from the proposed operating plan.**

The condition of this approval is a condition 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 condition is enforceable under 12 USC 1818.

This is preliminary conditional approval only. Final approval will not be granted until and unless the Federal Reserve Board acts favorably on your application with them to acquire this new bank. You must furnish the OCC's Midwestern District Office with a copy of all related filings to the Federal Reserve, including registration material.

Any significant deviations from the original operating plan, or changes in the organizing group or chief executive officer, must receive the prior written approval of the OCC. Significant deviations or changes that have not been approved may be grounds for delaying issuance of the charter or for withdrawing preliminary conditional approval (see Significant Changes discussion in the Introduction of the "Corporate Organization" booklet).

Please refer to the "Corporate Organization" booklet (enclosed) in the *Comptroller's Corporate Manual* for the instructions on organizing your bank. The booklet contains all of the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC.

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following persons serving as executive officers as proposed in the application. Additional executive officers are subject to the OCC's prior review and clearance.

Chairman of the Board/Chief Executive Officer: Leland M. Walker  
President/Chief Lending Officer: W. Wesley Blanton  
President/Chief Operating Officer: Robert K. Blanton

The OCC poses no objection to Leland M. Walker, Noel R. Boyd, Timothy D. Harris, William E. Johnson, and Earl D. McVicker serving as directors. All other directors are subject to the OCC's *prior* review and clearance.

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You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director *prior* to that person assuming such position.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

The bank proposes to raise \$6 million in capital prior to commencing operations. You are reminded that, pursuant to 12 CFR 5.20(l)(5)(iii), this preliminary conditional approval expires if the bank does not raise the capital funds within 12 months from the date of this letter. The preliminary conditional approval also will expire if the bank has not commenced business within 18 months from the date of this letter.

You should direct any questions concerning this preliminary conditional approval to National Bank Examiner Jill K. Kennard at (816) 556-1860.

Sincerely,

/s/

Ellen Tanner Shepherd  
Licensing Manager

Enclosures: “Corporate Organization” Booklet  
Minimum Policies and Procedures  
Standard Requirements