



**Comptroller of the Currency
Administrator of National Banks**

Southern District Licensing
1600 Lincoln Plaza
500 North Akard
Dallas, Texas 75201-3323

**Conditional Approval #764
November 2006**

October 3, 2006

Tamara R. Wagman
Attorney
Frederick Dorwart, Lawyers
Old City Hall
124 East Fourth Street
Tulsa, Oklahoma 74103

Re: Application for Merger, Control No. 2006 SO 02 0039; Application for Residency Waiver, Control No. 2006 SO 12 0246; The State Bank of Colony, Colony, Kansas, with and into Bank of Kansas City, N.A. (Interim), Charter No. 24717

Dear Ms. Wagman:

On October 3, 2006, the Comptroller of the Currency (OCC) approved your proposal to merge The State Bank of Colony, Colony, Kansas with and into Bank of Kansas City, N.A., Overland Park, Kansas under the name and charter of Bank of Kansas City, Charter No. 24717. This 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.

This approval is subject to the following condition:

1. The Bank: (i) shall give Midsize Banks at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its business plan or operations¹ and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. The OCC may impose additional conditions it deems appropriate in a written determination of no objection to a bank's notice. For the first three years of operation, the Bank also must provide a copy of such written notice to the FDIC's Kansas City Regional Office.

This condition of approval is a condition "imposed in writing by the agency in connection with

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

the granting of any application or other request” within the meaning of 12 U.S.C. § 1818. As such, the condition is enforceable under 12 U.S.C. § 1818.

The district office must be advised in writing ten 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:

- A Secretary’s Certificate from each institution, certifying that the shareholder approvals have been obtained.

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

This letter also responds to your request for the Comptroller of the Currency (OCC) to waive the residency requirement under 12 USC 72 for four out of six of directors of Bank of Kansas City, N.A. Your request is based upon the bank’s necessity for selecting directors with experience in various areas of the bank’s operations who might not meet the geographic residency requirement under 12 USC 72.

The OCC hereby grants multiple waivers of the residency requirements of 12 USC 72 for the majority of the board of directors of Bank of Kansas City, N.A. We understand that after their election, three of the bank’s board of directors will meet the residency requirement of 12 USC 72. The bank may continue to appoint directors who do not meet the residency requirements without applying for individual waivers, as long as the ratio of directors remains the same as in this approval.

This waiver is granted upon a review of all available information, including the filing, subsequent correspondence, and telephone conversations, and the bank’s representations that this waiver will enable the bank to better meet the goals of its business plan without affecting the safety and soundness of the bank.

The OCC reserves the right to withdraw this waiver at any time and, at our discretion, to request additional biographical and/or financial information on any member of the board of directors.

Approval of your request does not alter the citizenship and stock ownership requirements for such persons to serve as directors on the board. Bank of Kansas City, N.A. should review the qualifications of the directors nominated to ensure compliance with the requirements in 12 USC 72 or seek a waiver of the citizenship requirement.

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

Tamara R. Wagman

October 3, 2006

Page 3

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.

A separate letter is enclosed requesting your feedback on how we handled your application. We would appreciate your response so we may improve our service. All correspondence and documents concerning this transaction should be directed to Licensing Analyst Elizabeth Phan or me at (214) 720-7052.

Yours truly,

/s/

Brenda E. McNeese
Acting Director for District Licensing

Enclosure