

**AGREEMENT BY AND BETWEEN
First Community National Bank
Cuba, Missouri
and
The Comptroller of the Currency**

First Community National Bank, Cuba, Missouri (“Bank”) and the Comptroller of the Currency of the United States of America (“Comptroller”) wish to protect the interests of the depositors, other customers, and shareholders of the Bank, and, toward that end, wish the Bank to operate safely and soundly and in accordance with all applicable laws, rules and regulations.

The Comptroller has found unsafe or unsound banking practices and violations of laws and regulations relating to credit administration practices, risk management practices, appraisals and evaluations, the Allowance for Loan and Lease Losses (“ALLL”), internal audit, accounting practices, and ineffective oversight by management and the Board of Directors (“Board”).

In consideration of the above premises, it is agreed, between the Bank, by and through its duly elected and acting Board, and the Comptroller, through his authorized representative, that the Bank shall operate at all times in compliance with the articles of this Agreement.

Article I

Jurisdiction

(1) This Agreement shall be construed to be a “written agreement entered into with the agency” within the meaning of 12 U.S.C. § 1818(b)(1).

(2) This Agreement shall be construed to be a “written agreement between such depository institution and such agency” within the meaning of 12 U.S.C. § 1818(e)(1) and 12 U.S.C. § 1818(i)(2).

(3) This Agreement shall be construed to be a “formal written agreement” within the meaning of 12 C.F.R. § 5.51(c)(6)(ii). See 12 U.S.C. § 1831(i).

(4) This Agreement shall be construed to be a “written agreement” within the meaning of 12 U.S.C. § 1818(u)(1)(A).

(5) This Agreement shall cause the Bank not to be designated as an “eligible bank” for purposes of 12 C.F.R. § 5.3(g), unless otherwise informed in writing by the Comptroller.

(6) This Agreement shall not be construed to be a “written agreement, order, or capital directive” within the meaning of 12 C.F.R. § 6.4.

(7) All reports or plans which the Bank or Board has agreed to submit to the Assistant Deputy Comptroller pursuant to this Agreement shall be forwarded to the:

Assistant Deputy Comptroller
St. Louis Field Office
500 North Broadway
Suite 1700
St. Louis, Missouri 63102

Article II

Compliance Committee

(1) Within fifteen (15) days, 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 Agreement. The Board shall remain responsible for the Bank’s adherence to the provisions of this Agreement. The appointment of the Compliance Committee shall not in any way affect or relieve the Board’s responsibility.

(2) The Compliance Committee shall meet at least monthly and shall maintain minutes of its meetings.

(3) On or before March 31, 2016, 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 Agreement;
- (b) actions taken to comply with each Article of this Agreement; 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 the Bank has processes, personnel, and control systems to ensure implementation of and adherence to the requirements of this Agreement.

Article III

Board and Management Oversight

(1) The Board must ensure that the Bank has competent Board supervision and management in place to carry out the Board's policies, ensure compliance with this Agreement, applicable laws, rules and regulations, and manage the day-to-day operations of the Bank in a safe and sound manner.

(2) On or before February 29, 2016, the Board or Compliance Committee shall engage a qualified consultant to review the current Board supervision being provided to the Bank and the organizational structure and composition of the Bank's management, and make changes where appropriate to ensure compliance with Paragraph (1) of this Article, including additions to

or deletions from current director positions, managerial positions or personnel if necessary. At a minimum, the consultant shall:

- (a) assess the Board's strengths and weaknesses and create a director education program designed to strengthen identified weaknesses;
- (b) assess whether the Board members are receiving adequate information on the operation of the Bank to enable them to fulfill their fiduciary responsibilities and other responsibilities under the law;
- (c) recommend, as necessary, the expansion of the scope, frequency and sufficiency of the information provided to the Board by management;
- (d) delineate and assign specific senior executive officer positions to qualified individuals with defined duties and lines of authority sufficient to cover the scope of duties traditionally assigned to a Chief Executive Officer, Senior Lending Officer, Chief Financial Officer, Chief Operating Officer, and Chief Compliance Officer;
- (e) evaluate the extent of responsibility of current management and/or the directors for present weaknesses in the Bank's condition; and
- (f) recommend actions to correct or eliminate any other deficiencies in the supervision or organizational structure of the Bank.

(3) Within thirty (30) days of receipt of the consultant's report, but no later than April 30, 2016, the Compliance Committee shall review the consultant's report and develop a plan to implement the recommendations contained in the report. Any addition to or deviation from the consultant's recommendations shall be clearly noted in the Compliance Committee's plan, along with the justification for the addition or deviation. The Compliance Committee's plan and the

consultant's report shall be promptly submitted to the Assistant Deputy Comptroller for review upon completion.

(4) If, after consideration of the consultant's report, the Board determines that a director or officer will continue in his/her position but that the individual's depth of skills needs improvement, the Board shall, within thirty (30) days of receipt of the consultant's report develop and implement a written program, with specific time frames, to improve the individual's supervision and/or management of the Bank. At a minimum the written program shall include:

- (a) an education program designed to ensure that the individual has skills and abilities necessary to supervise effectively;
- (b) a program to improve the effectiveness of the individual;
- (c) objectives by which the individual's effectiveness will be measured; and
- (d) for any manager subject to the provisions of this Paragraph, a performance appraisal program to evaluate the manager's performance according to the position's description and responsibilities and for measuring performance against the Bank's goals and objectives.

(5) Upon completion, a copy of the written program developed pursuant to Paragraph (4) shall be submitted to the Assistant Deputy Comptroller for review.

(6) If a senior executive officer position is or at any time becomes vacant, the Board shall, within ninety (90) days of such vacancy, select a capable person to fill the vacant position who shall be vested with sufficient executive authority to ensure the Bank's compliance with this Agreement and the safe and sound operation of functions within the scope of that position's responsibility. If the Board is unable to locate an acceptable person to fill the vacancy within

ninety (90) days, despite its best efforts, the Board may request an extension of time in writing from the Assistant Deputy Comptroller.

(7) The Board shall comply with the requirements of 12 C.F.R. § 5.51 prior to adding or replacing any member of the Board, employing any person as a senior executive officer, or changing the responsibilities of any senior executive officer so that the person would assume a different senior executive officer position.

Article IV

Credit Underwriting and Administration

(1) Effective immediately, the Board shall ensure that all lending officers comply with all laws, rules, regulations, Bank policies and procedures, safe and sound banking practices, and fiduciary duties.

(2) Effective immediately, the Bank may not grant, extend, renew, modify or restructure any loan or other extension of commercial credit, or purchase any loan participation, equal to or exceeding one hundred thousand dollars (\$100,000), 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 performing and documenting analysis of credit information and a detailed cash flow analysis of all expected repayment sources;

- (e) 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 justification to support waiving the policy exception;
- (f) documenting the determinations made regarding the customer's ability to repay the credit on the proposed repayment terms;
- (g) providing an accurate risk assessment grade and proper accrual status for each credit;
- (h) documenting, with adequate supporting material, the value of collateral and properly perfecting the Bank's lien on it where applicable;
- (i) ensuring that any participations purchased are consistent with sound banking practices, guidelines set forth in Banking Circular 181 (Revised), dated August 2, 1984, and the requirements of 12 C.F.R. Part 34; and
- (j) obtaining the written approval of the Bank's Loan Committee or Board.

(3) On or before March 31, 2016, the Board shall revise the Bank's policies and procedures to ensure compliance with the requirements of 12 C.F.R. § 34, Subpart D, Appendix A and the requirements of Paragraph (1) of this Article.

(4) On or before March 31, 2016, the Board shall revise the Bank's policies and procedures to ensure that the Bank's credit relationships are monitored and administered in a safe and sound manner, including the development of policies and procedures to ensure that lending officers:

- (a) formally review all commercial credit relationships totaling two hundred and fifty thousand dollars (\$250,000) or more, at least every twelve (12) months, and more frequently should the circumstances of the relationship

so require, and that such reviews are written and contain, at a minimum, an analysis of:

- (i) current and satisfactory credit information, including a detailed cash flow analysis of all expected repayment sources and the financial position of the borrower and/or guarantor;
 - (ii) the value of any pledged collateral, with adequate supporting material;
 - (iii) compliance with any loan covenants;
 - (iv) repayment prospects considering appropriate stressed scenarios;
 - (v) the borrower's operating environment, including any potential changes; and
 - (vi) the proposed risk assessment grade.
- (b) on borrowing base credits, perform appropriate reviews, and take timely corrective actions for all loans totaling one hundred thousand dollars (\$100,000) or more, secured by inventory and/or accounts receivable; and
- (c) maintain proper collateral margins in loans made for the purpose of constructing upon or developing real estate, including but not limited to, procedures for ensuring that:
- (i) periodic, meaningful, well-documented inspections are performed on all construction projects;
 - (ii) draws are advanced in accordance with construction progress and budget;

- (iii) documentation of project completion versus amount advanced is maintained;
- (iv) lien waivers are obtained from contractors and sub-contractors; and
- (v) borrower's hard equity is tracked by project.

(5) On or before February 29, 2016, the Board shall take the necessary steps to obtain current and satisfactory credit information on all loans lacking such information, including those listed in the Report of Examination for the OCC examination commenced on August 24, 2015 ("ROE"), in any subsequent Report of Examination, in any internal or external loan review, or in any listings of loans lacking such information provided to management by the National Bank Examiners at the conclusion of an examination.

(6) On or before February 29, 2016, the Board shall ensure proper collateral documentation is maintained on all loans, and shall correct each collateral exception listed in the ROE, in any subsequent Report of Examination, in any internal or external loan review, or in any listings of loans lacking such information provided to management by the National Bank Examiners at the conclusion of an examination.

(7) On or before March 31, 2016, the Board shall revise its policies and procedures to ensure that lending officers and senior management are assigned responsibility and held accountable (to include, at a minimum, consideration in periodic performance reviews and compensation) for ensuring the Bank's adherence to the policies and procedures adopted pursuant to this Article.

(8) The Board shall submit all policies and procedures adopted pursuant to this Article to the Assistant Deputy Comptroller for a prior determination of no supervisory objection.

(9) Upon receiving a written determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall immediately implement and thereafter ensure adherence to the policies and procedures adopted pursuant to this Article.

Article V

Credit Risk Rating

(1) On or before March 31, 2016, the Board shall develop, and submit to the Assistant Deputy Comptroller for a prior written determination of no supervisory objection, a program to ensure that: 1) the risk associated with the Bank's loans and other assets is properly reflected and accounted for on the Bank's books and records, and 2) the Bank does not improperly recognize income. The program shall include, at a minimum, provisions requiring that:

- (a) the Board adopts a loan grading system that is consistent with the guidelines set forth in the "Rating Credit Risk" booklet of the Comptroller's Handbook and is based upon definitive objective and subjective criteria;
- (b) the Bank's loans and other assets are graded based upon current facts and existing/reasonable (considering the loan purpose) repayment terms with a focus upon whether the primary repayment source is threatened by a well-defined weakness and whether the credit relies heavily upon secondary repayment sources, especially illiquid collateral or an unsubstantiated guarantor;
- (c) lending officers conduct periodic, formal reviews for determining the appropriate risk rating and accrual determination;

- (d) appropriate analysis and documentation are maintained in the credit files to support the current and previous risk rating or accrual determination for all credit relationships totaling one hundred thousand dollars (\$100,000) or more;
- (e) the President, Senior Loan Officer, and all lending officers receive immediate training with respect to the application of Subparagraphs (a) through (d) of this Paragraph;
- (f) the lending officers and senior management are assigned responsibility and held accountable (to include, at a minimum, consideration in periodic performance reviews and compensation) for ensuring that the Bank's loans and other assets are appropriately and timely risk rated, charged off and/or placed on nonaccrual;
- (g) the risk rating process is independently validated, including the Board and management's timely review of loan review reports; and
- (h) management information systems periodically provide feedback about the effectiveness of the program from senior management and individual lending officers.

(2) Upon receiving a written determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall immediately implement and thereafter ensure adherence to the program adopted pursuant to this Article.

Article VI

Nonaccrual Loans and Troubled Debt Restructuring

(1) On or before March 31, 2016, the Board shall adopt written policies and procedures governing the identification, accounting and control of nonaccrual loans and Troubled Debt Restructurings. Such policies and procedures shall:

- (a) be consistent with the accounting requirements contained in the Instructions for Preparation of Consolidated Reports of Condition and Income;
- (b) address the circumstances under which accrued interest due on a loan may be added to the outstanding principal amount when the loan is renewed or restructured;
- (c) require the monthly presentation to the Board of all loans meeting any of the nonaccrual and Troubled Debt Restructuring criteria; and
- (d) incorporate procedures for periodically testing the Bank's identification of and accounting for nonaccrual loans and Troubled Debt Restructurings.

(2) Upon adoption, the Board shall submit a copy of the policies and procedures required by this Article, or any subsequent amendments or changes to those policies and procedures, to the Assistant Deputy Comptroller for determination of no supervisory objection.

(3) Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall implement and thereafter ensure adherence to all policies and procedures developed pursuant to this Article.

Article VII

Criticized Assets

(1) The Bank shall take immediate and continuing action to protect its interest in those assets criticized in the ROE, in any subsequent Report of Examination, by the Bank, by internal or external loan review, or in any list provided to management by the OCC during any examination. The term “criticized” as used in this Article refers to assets rated the equivalent of “doubtful,” “substandard,” or “special mention” as defined in the “Rating Credit Risk” booklet of the Comptroller’s Handbook.

(2) On or before March 31, 2016, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual workout plans designed to protect the Bank’s interest in or eliminate the basis of criticism of assets criticized in the ROE or internally identified by the Bank as criticized as of the effective date of this Agreement.

(3) On an ongoing basis, when any asset is criticized in a subsequent Report of Examination, by the Bank, by any internal or external loan review, or in any list provided to management by the OCC during any examination, the Board shall adopt, implement, and thereafter ensure Bank adherence to individual workout plans for the criticized asset within thirty (30) days. Each workout plan required by this Article shall include, at a minimum:

- (a) an identification of the expected sources of repayment;
- (b) an analysis of the borrower’s ability to repay the loan based on current and satisfactory credit information, including an appropriate analysis of the guarantor’s current financial position where repayment is dependent in whole or in part on the support of a guarantor;

- (c) an expanded collateral analysis section to support loan impairment analyses used for the ALLL assessment, the current value of supporting collateral, the condition of the collateral, and the position of the Bank's lien on such collateral; and
- (d) information on tenants and occupancy rates, if the collateral is income-producing real estate;
- (e) a history of the credit's changes in terms, restructurings or modifications, including a determination of whether or not the credit qualifies as a Troubled Debt Restructuring; and
- (f) action(s) the Bank plans to take to protect its interest in, or eliminate the basis of criticism of, the asset, including timeframes for implementing and evaluating the effectiveness of those actions.

(4) The Board, or a designated committee, shall review each workout plan on at least a quarterly basis to determine:

- (a) the status of each criticized asset (including loan relationships and Other Real Estate Owned ("OREO")), or criticized portion thereof, that equals or exceeds one hundred thousand dollars (\$100,000);
- (b) the Bank's adherence to the workout plans adopted pursuant to this Article;
- (c) the status and effectiveness of the plans; and
- (d) the need to revise the plans or take alternative action.

Article VIII

Other Real Estate Owned

(1) On or before March 31, 2016, the Board shall adopt, implement, and thereafter ensure Bank adherence to a program to ensure that OREO is managed in accordance with 12 U.S.C. § 29 and 12 C.F.R. Part 34 and the “Other Real Estate Owned” booklet of the Comptroller’s Handbook. The program shall, at a minimum, address:

- (a) clear and centralized responsibility and authority for OREO properties;
- (b) accounting procedures for OREO properties in accordance with Generally Accepted Accounting Principles (“GAAP”), in particular, FASB ASC 360-20, and the instructions to the Consolidated Report of Condition;
- (c) procedures to require timely appraisals pursuant to 12 C.F.R. § 34.85 and 12 C.F.R. Part 34, Subpart C;
- (d) diligent sales efforts;
- (e) the creation of a file for each OREO property containing at a minimum all the information addressed in this Article; and
- (f) reporting systems.

(2) Management and the Board shall review all OREO sales financed by the Bank since March 24, 2014, assess the accounting treatment used for each transaction, and retroactively correct any aspect of any OREO sale that is not in conformance with GAAP, including, as applicable, appropriate modifications to income previously recognized.

(3) The Board shall correct and refile any previous Consolidated Reports of Condition and Income containing material misstatements of the Bank's financial information.

(4) Upon adoption, the Board shall submit a copy of the program to the Assistant Deputy Comptroller for review.

Article IX

Concentrations of Credit

(1) On or before April 30, 2016, the Board shall revise and adopt written policies and procedures designed to identify, measure, monitor, and control concentrations of credit consistent with the "Concentrations of Credit" booklet of the Comptroller's Handbook and OCC Bulletin 2006-46. The policies and procedures shall include, but not necessarily be limited to, the following:

- (a) establishment of specific roles and responsibilities for determining and managing concentrations of credit;
- (b) an identification of the Bank's known and potential concentrations of credit, including, but not limited to, the Bank's concentrations identified in ROE;
- (c) an analysis of the risk that the Bank's known and potential concentrations of credit pose to the Bank's earnings, capital, and operating strategy under stressed market conditions, economic downturns, and periods of general market illiquidity as well as normal market conditions;
- (d) establishment of specific limits for each of the Bank's known and potential concentrations relative to capital based on the analysis performed under subparagraph (1)(b) of this Article;

- (e) development and implementation of action plans, approved by the Board, to reduce the risk of any concentration that exceeds the limitations established pursuant to subparagraph (1)(d) of this Article;
- (f) establishment of a process for setting concentration limits, and approving changes and exceptions to those limits; and
- (g) management information systems designed to ensure timely and accurate reporting of concentrations to the Board.

(2) The Board shall ensure that all concentrations of credit are subjected to the analysis required by subparagraph (1)(c) of this Article at least annually, and, if that analysis demonstrates that the concentration subjects the Bank to undue risk, the Board shall take appropriate steps to mitigate such risk.

(3) For purposes of this Article, a concentration of credit is as defined in the “Concentrations of Credit” booklet of the Comptroller’s Handbook;

(4) A copy of the program, or any subsequent amendments or changes to the program, shall be forwarded to the Assistant Deputy Comptroller for review and determination of no supervisory objection. Upon receiving a determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall promptly implement and thereafter ensure adherence to the program.

Article X

Independent Loan Review

(1) On or before April 30, 2016, the Board shall establish, implement, and thereafter ensure Bank adherence to an effective, independent and ongoing loan review program to review, at least annually, the Bank’s loan and lease portfolios to assure the timely and accurate risk

rating of credits and the identification of credit information, accrual status, collateral documentation, and policy exceptions. The Bank's program shall provide for a written report to be filed with the Board after each review. Such reports shall include, at a minimum, conclusions regarding:

- (a) the overall quality of the loan portfolio;
- (b) the identification, type, rating, and amount of problem loans and leases;
- (c) the accrual status and amount of impairment reserves, if necessary;
- (d) a determination of whether or not the credit qualifies as a Troubled Debt Restructuring;
- (e) credit information and collateral documentation exceptions;
- (f) the identification and status of credit-related violations of law, rule or regulation;
- (g) loans and leases to executive officers, directors, and principal shareholders (and their related interests) of the Bank;
- (h) management's ability to accurately risk rate loans; and
- (i) loans and leases not in conformance with the Bank's lending and leasing policies, and exceptions to the Bank's lending and leasing policies.

(2) Within thirty (30) days of receipt, the Board shall evaluate the internal loan and lease review reports and shall ensure that immediate, adequate, and continuing remedial action, if appropriate, is taken upon all findings noted in the report.

(3) A copy of the reports submitted to the Board, as well as documentation of the action taken by the Bank to address concerns pursuant to Paragraph (2) of this Article, shall be maintained at the Bank and available for review by OCC examiners upon request.

Article XI

Appraisal and Evaluation Process

(1) On or before March 31, 2016, the Board shall establish, implement and thereafter ensure adherence to a written program of policies and procedures for obtaining appraisals and evaluations and shall ensure the Bank's compliance with Uniform Standards of Professional Appraisal Practice ("USPAP"), 12 C.F.R. Part 34 and OCC Bulletin 2010-42, "Interagency Appraisal and Evaluation Guidelines." The program shall include at a minimum:

- (a) criteria for obtaining updated appraisals, new appraisals, and evaluations;
- (b) procedures to ensure that appraisals, updates, and evaluations are the appropriate type and ordered in a timely manner;
- (c) the use of Board-approved appraisers only;
- (d) a policy requiring a meaningful review, independent of the lender, of all appraisals and evaluations to include analysis commensurate with the type, size and complexity of the property being appraised;
- (e) a tickler system for tracking appraisals and evaluations performed, received, returned, and reviewed;
- (f) immediate training for the President, Senior Loan Officer, and all lending officers with respect to the application of Subparagraphs (a) through (e) of this Paragraph; and
- (g) that lending officers and senior management are assigned responsibility and held accountable (to include, at a minimum, consideration in periodic performance reviews and compensation) for ensuring adherence to the program adopted pursuant to this Article.

(2) The Board shall submit all policies and procedures adopted pursuant to this Article to the Assistant Deputy Comptroller for a prior determination of no supervisory objection.

(3) Upon receiving a written determination of no supervisory objection from the Assistant Deputy Comptroller, the Board shall immediately implement and thereafter ensure adherence to the program, policies and procedures adopted pursuant to this Article.

Article XII

Internal Audit

(1) On or before April 30, 2016, the Board shall adopt, implement, and thereafter ensure Bank adherence to policies and procedures to ensure that the Bank's internal audit function operates in a safe and sound manner. These policies and procedures shall include, at a minimum:

- (a) development of a risk assessment process that accurately risk rates all auditable areas and correlates the level of risk assigned to frequency of audits;
- (b) annual review of the risk assessment process adopted pursuant to Paragraph (1), Subparagraph (a) of this Article, to ensure that it remains appropriate given the size and complexity of the Bank;
- (c) adoption of a plan to ensure proper oversight and management of the audit process, including monitoring, reporting and following up on scheduled audits to ensure their timely completion; and
- (d) adoption of a plan to ensure management is held accountable for providing timely and appropriate responses to audit findings, including identification

of and response to the root cause of deficiencies found and establishment of plans to correct such deficiencies.

(2) As part of this audit program, 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.

(3) The Board shall ensure that the audit function is supported by an adequately staffed department or outside firm, with respect to both the experience level and number of the individuals employed.

(4) The Board shall ensure that the audit program is independent. The persons responsible for implementing the internal audit program described above shall report directly to the Board, which shall have the sole power to direct their activities. All reports prepared by the audit staff shall be filed directly with the Board and not through any intervening party, including any individual who is a director.

(5) All audit reports shall be in writing. 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.

(6) The audit staff shall have access to any records necessary for the proper conduct of its activities. The OCC shall have access to all reports and work papers of the audit staff and any other parties working on its behalf.

(7) On or before February 29, 2016, the Board shall adopt a plan to perform all delinquent audits, to include any audits recognized as delinquent in the ROE, in any subsequent Report of Examination, by the Bank, or in any list provided to management by the OCC during any examination.

(8) The Board shall ensure that senior management is assigned responsibility and held accountable (to include, at a minimum, consideration in periodic performance reviews and compensation) for ensuring adherence to the program adopted pursuant to this Article.

(9) Upon adoption, a copy of the internal audit program shall be promptly submitted to the Assistant Deputy Comptroller for review and determination of no supervisory objection.

Article XIII

Allowance for Loan and Lease Losses

(1) On or before March 31, 2016, the Board shall adopt, implement, and thereafter ensure adherence to written policies and procedures for maintaining an adequate ALLL in accordance with GAAP. The ALLL policies and procedures shall be consistent with the guidance set forth in OCC Bulletin 2006-47, “Interagency Policy Statement on the Allowance for Loan and Lease Losses” (“Interagency Statement”), and shall at a minimum include:

- (a) procedures for determining whether a loan is impaired and measuring the amount of impairment, consistent with GAAP (including FASB ASC 310-10, *Receivables - Overall - Subsequent Measurement – Impairment*);
- (b) procedures for segmenting the loan portfolio and estimating loss on groups of loans, including classified loans, that are consistent with GAAP (including FASB ASC 450-20, *Loss Contingencies*). These procedures shall require the Bank to document its estimation of credit losses and its analysis of the nine qualitative factors set forth in the Interagency Statement;
- (c) procedures for validating the ALLL methodology;

(d) a process for summarizing and documenting, for the Board's prior review and approval, the amount to be reported in the Consolidated Reports of Condition and Income for the ALLL.

(2) On or before March 31, 2016, the Board shall adopt, implement, and thereafter ensure adherence to written policies and procedures to ensure that all official and regulatory reports filed by the Bank accurately reflect an adequate ALLL balance as of the date that such reports are submitted.

Article XIV

Violations of Law

(1) The Board shall immediately take the necessary steps to ensure that Bank management corrects each violation of law, rule, or regulation, unsafe or unsound practice, or breach of fiduciary duty, cited in the ROE and in any subsequent Report of Examination or OCC correspondence.

(2) On or before April 30, 2016, the Board shall adopt, implement, and thereafter ensure Bank adherence to specific procedures to prevent future violations, practices, and breaches as cited in the ROE and shall adopt, implement, and ensure Bank adherence to general procedures addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules, regulations and duties applicable to their areas of responsibility.

(3) Within thirty (30) days of receipt of any subsequent Report of Examination which cites violations of law, rule, or regulation, the Board shall develop, adopt, implement, and thereafter ensure Bank adherence to specific procedures to prevent future violations as cited in the ROE and shall adopt, implement, and ensure Bank adherence to general procedures

addressing compliance management which incorporate internal control systems and education of employees regarding laws, rules and regulations applicable to their areas of responsibility.

(4) Upon adoption, a copy of these procedures shall be promptly forwarded to the Assistant Deputy Comptroller.

Article XV

Closing

(1) Although the Board has agreed to submit certain programs and reports to the Assistant Deputy Comptroller for review or prior written determination of no supervisory objection, 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 him by the several laws of the United States of America to undertake any action affecting the Bank, nothing in this Agreement shall in any way inhibit, estop, bar, or otherwise prevent the Comptroller from so doing.

(3) Any time limitations imposed by this Agreement shall begin to run from the effective date of this Agreement. Such time requirements may be extended in writing by the Assistant Deputy Comptroller for good cause upon written application by the Board.

(4) The provisions of this Agreement shall be effective upon execution by the parties hereto and its provisions shall continue in full force and effect unless or until such provisions are amended in writing by mutual consent of the parties to the Agreement or accepted, waived, or terminated in writing by the Comptroller.

(5) In each instance in this Agreement 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 Agreement;
- (b) require the timely reporting by Bank management of such actions directed by the Board to be taken under the terms of this Agreement;
- (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 Agreement is intended to be, and shall be construed to be, a supervisory “written agreement entered into with the agency” as contemplated by 12 U.S.C. § 1818(b)(1), and expressly does not form, and may not be construed to form, a contract binding on the Comptroller or the United States. 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(b)(1), 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. The Bank also expressly acknowledges that no officer or employee of the Office of the Comptroller of the Currency 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. The terms of this Agreement, 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.

IN TESTIMONY WHEREOF, the undersigned, authorized by the Comptroller, has hereunto set her hand on behalf of the Comptroller.

/s/
Mary Beth Farrell
Assistant Deputy Comptroller
St. Louis Field Office

1/20/16
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/ Herb Baumann	1-19-2016 Date
/s/ Shannon Britt	1/20/16 Date
/s/ James Cottrell	1/20/16 Date
/s/ Scott Gahr	1-20-16 Date
/s/ John Hewkin	1/20/16 Date
/s/ John Perkins	1/20/16 Date
/s/ Paul E. Perkins	1/20/16 Date
/s/ Scott Perkins	1-20-16 Date
/s/ Rosella Roberts	1-20-16 Date
/s/ Kem Schweider	1/20/16 Date
/s/ Julie Settles	1-20-16 Date
/s/ Bruce W. Wiley	1/20/16 Date