



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

Licensing Department
250 E Street, S.W.
Washington, D.C. 20219

**Conditional Approval #973
November 2010**

October 7, 2010

Mr. Richard K. Kim
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

Re: Application to establish a new national bank
Application Control Number: 2010-WO-01-0014

Dear Mr. Kim:

The Office of the Comptroller of Currency (“OCC”) hereby grants preliminary conditional approval to the application to establish a new national bank with the title of Bank Midwest, National Association (“New Bank Midwest” or the “Bank”) to be located in Kansas City, Missouri. This approval is granted after a thorough review of the application, other materials you have supplied, and other information available to the OCC, including commitments and representations made in the application and by the Bank’s representatives during the application process. This approval is also subject to the conditions set out herein.

The OCC’s decision to grant preliminary conditional approval is made with the understanding that the Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (“FDIC”).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until pre-opening requirements are met. Until final approval is granted, the OCC has the right to modify, suspend, or rescind this conditional preliminary approval if the OCC deems any interim development warrants such action.

Background

This application to charter a new national bank is sponsored by NBH Holdings Corp. (“NBH”). NBH raised capital for the purpose of acquiring one or more banks.¹ This application was filed by NBH to obtain approval for a new national bank, New Bank Midwest, so that NBH, through New Bank Midwest, can acquire certain banking operations of Bank Midwest, National Association, Kansas City, Missouri (“Legacy Bank Midwest”) in a purchase and assumption transaction (“P&A Transaction”). Legacy Bank Midwest is a subsidiary of Dickinson Financial Corporation (“DFC”). The P&A Transaction would be entered pursuant to a Purchase Agreement between NBH and DFC.² The OCC understands NBH applied to the Board of Governors of the Federal Reserve System to acquire the Bank.

In the P&A Transaction, New Bank Midwest would purchase certain assets and assume certain liabilities of Legacy Bank Midwest, including most of Legacy Bank Midwest’s stand alone traditional branches in Missouri and Kansas, specified loans and deposits relating to those branches, and certain other loans and other assets. Legacy Bank Midwest would retain its branches in certain stores, one of its traditional branches in Kansas, loans and deposits relating to those branches, and certain other assets and liabilities. Immediately after the P&A Transaction, Legacy Bank Midwest, with its remaining business, would be merged into Armed Forces Bank, National Association, Fort Leavenworth, Kansas, an affiliated bank wholly-owned by DFC.

In the P&A Transaction, New Bank Midwest would acquire a traditional community bank business with a number of traditional branches and a substantial base of core deposits and performing loans. NBH has the financial resources to maintain capital at the Bank and support it in the future. The applicants represent that sufficient capital will be injected to ensure the Bank substantially exceeds the amount needed to be well-capitalized when it opens for business and thereafter. The OCC also considered the banking experience of the organizers, proposed directors, and senior management. Accordingly, the OCC has determined that the application meets the regulatory factors for preliminary conditional approval.

This determination is based on the overall proposal, with the Bank entering the P&A Transaction with Legacy Bank Midwest immediately upon opening. If the P&A Transaction will not occur, this preliminary approval is void.

¹ In addition to this application, NBH previously received preliminary conditional approval from the OCC for a separate national bank, NBH National Bank, to be used in bidding to acquire the assets and liabilities of failed depository institutions from the FDIC. *See* OCC Conditional Approval No. 948 (February 24, 2010). As of the date of this letter, NBH National Bank had not yet acquired a failed institution.

² Under the Purchase Agreement, NBH acquired the rights to the name “Bank Midwest”.

In addition, NBH's plans for New Bank Midwest include the prospect of substantial growth through further acquisitions. Accordingly, in connection with final approval and the Bank's commencing business, the OCC will require the Bank to enter a written Operating Agreement that will require the Bank to submit a Comprehensive Business Plan acceptable to the OCC. The Plan must detail the proposed business and operations of the Bank, and the Bank must obtain the OCC's written supervisory non-objection to the Plan. After receiving the OCC's non-objection, the Bank must implement and adhere to the Plan. Any significant deviation from the Plan will require prior notice to the OCC and receipt of a separate, written OCC non-objection to the changes.

Officers and Directors

The OCC poses no objection to the following persons serving as organizers, directors, and/or senior executive officers as proposed in the application:

<u>Name</u>	<u>Title</u>
G. Timothy Laney	Organizer, Director, Chairman of the Board
Thomas M. Metzger	Organizer, Director, President, Chief Executive Officer
James B. Fitzgerald	Organizer, Chief Operating Officer
Donald Gaiter	Organizer, Chief of Marketing and Strategy
Frank V. Cahouet	Organizer, Director
Ralph W. Clermont	Director
Robert E. Dean	Director
Lawrence K. Fish	Director
Micho F. Spring	Director
Burney S. Warren, III	Director
Kathy Hinderhofer	Chief of Integration, Technology and Operations
Thomas Rohling	Chief Credit officer

We have not completed our background checks for some of the above individuals. Continued service of these individuals will be dependent on satisfactory completion of the background investigation process.

Prior to opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers, executive officers or directors appointed or elected before the person assumes the position. For a two-year period after the Bank commences business (or such longer period specified in the Operating Agreement), the Bank must file an *Interagency Biographical and Financial Report* with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

Organizing Steps and Requirements

The “Charters” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC’s web site:

<http://www.occ.treas.gov/corpbook/group4/public/pdf/charters.pdf>.

As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to David Reilly, Senior Licensing Analyst, in this office. As a “body corporate,” or legal entity, the Bank may begin taking those steps necessary to obtain final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval. Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet these requirements before the OCC will issue final approval and the Bank is allowed to commence business.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the *Comptroller’s Licensing Manual*, which is available only in electronic form at our web site:

<http://www.occ.treas.gov/corpapps/corpapplic.htm>.

Conditions

This approval is subject to the following conditions, which will also be included in the OCC’s final approval:

1. The Bank shall open and commence the business of banking only after the OCC’s final approval and only if it immediately consummates the P&A Transaction. If the Bank is not able to consummate the P&A Transaction immediately, the Bank shall not open.
2. The Bank shall have received from NBH an injection of initial paid-in cash capital in conjunction with the P&A Transaction in an amount sufficient so that the Bank’s Tier 1 leverage ratio is at least 10% immediately after consummation of the P&A Transaction, without including any bargain purchase gain. If such cash capital is not provided, the Bank shall not consummate the P&A Transaction.
3. The Bank shall enter into, and thereafter implement and adhere to, a written Operating Agreement with the OCC, in a form acceptable to the OCC, within three (3) business days after receiving the final OCC approval, commencing business, and consummating the P&A Transaction.

These conditions of 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 U.S.C. § 1818. As such, the conditions are enforceable under 12 U.S.C. § 1818.

Conclusion

This conditional preliminary 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. Our approval is based on the representations made in the application, other submissions, and other information available to the OCC as of this date. Until final approval is granted, the OCC may modify, suspend, or rescind this conditional preliminary approval if a material change in the information on which the OCC relied occurs prior to final approval or if the OCC deems any other interim development warrants such action. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

Final approval will not be granted until and unless the Federal Reserve acts favorably on NBH’s application to acquire the Bank. Moreover, if the Bank has not opened for business and consummated the P&A Transaction within three (3) months from the conditional preliminary approval date, this approval expires, unless extended by the OCC.

Any questions concerning this conditional preliminary approval should be directed to Senior Licensing Analyst David Reilly at 202-874-5060. You should include the application control number on any correspondence related to this filing.

Sincerely,

Stephen A. Lybarger

Stephen A. Lybarger
Deputy Comptroller, Licensing

Enclosures:

Standard Requirements
Minimum Policies and Procedures
Survey Letter