



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

Conditional Approval #274
May 1998

April 17, 1998

Glen D. Brock, Chief
Eastern Shawnee Tribe of Oklahoma
P.O. Box 350
Seneca, Missouri 64865

Re: Notice of Change in Bank Control
People's National Bank
Seneca, Missouri
Application Control Number: 97-MW-11-0004

Dear Chief Brock:

The Comptroller of the Currency (OCC) has reviewed and evaluated the Notice of Change in Bank Control ("Notice"), filed on behalf of the Eastern Shawnee Tribe of Oklahoma ("Tribe"), involving the People's National Bank, Seneca, Missouri ("Bank"). As proposed in the Notice, the Tribe's voting control of the stock will rest with Glenna Wallace, trustee under an absolute voting trust. Any change in the trustee requires a new filing under the Change in Bank Control Act. Based upon a thorough review of all information available, including representations and commitments made in the Notice, this letter is issued to convey our intent not to disapprove the proposed change in control. Your proposed acquisition may proceed immediately.

The date of consummation of this change in control must be provided to the Midwestern District Office within 10 days after consummation. The transaction must be consummated as proposed in the Notice. If any changes to the terms, conditions, or parties to the transaction described in the Notice are contemplated, the OCC must be informed in writing prior to consummation to determine if any additional action/reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

In addition, unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new Notice by the acquiring party and the appropriate filing fee if the acquiror wishes to proceed with the change in bank control.

Glen D. Brock

Application control Number: 97-MW-11-0004

Page 2

In considering the Notice, the OCC relied on the representations and commitments of the Tribe regarding federal banking agency jurisdiction over and the applicability of federal banking laws to the Tribe and activities and transactions between the Tribe and Bank, including the Tribe's agreement not to assert sovereign immunity as a defense to any matter, issue, dispute, investigation, action, subpoena, examination, or proceeding by any Federal Banking Authority that arises as a result of Tribe's ownership interest in the Bank. Compliance with these representations and commitments is deemed to be a condition imposed in writing by the OCC in connection with its action on the Tribe's Notice, and, as such, may be enforced under applicable law.

If you have questions, please contact Jill K. Kennard, National Bank Examiner at (816) 556-1860.

Sincerely,

/s/

Alan Herlands
Director, Washington-Directed Licensing