



Comptroller of the Currency
Administrator of National Banks

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

March 10, 2000

**Conditional Approval #362
March 2000**

Mr. Dave Berson
Stinson, Mag & Fizzell
1201 Walnut Street
Kansas City, MO 64106-2150

Subject: Application to merge City National Savings Bank, FSB, Jefferson City, Missouri into
The Exchange National Bank of Jefferson City, Jefferson City, Missouri
Control #2000-MW-02-002

Dear Berson:

This is to inform you that on this date the Office of the Comptroller of the Currency (OCC) conditionally approved your proposal to merge City National Savings Bank, FSB into The Exchange National Bank of Jefferson City.

This conditional approval is granted based on a thorough review of all information available, including commitments and representations made in the application and the merger agreement and those of your representatives.

This letter is approval to retain the nonconforming asset, Briar Pointe Development LLC (LLC). Following consummation and for a period of two years, The Exchange National Bank of Jefferson City is permitted to retain its investment in LLC, subject to the following conditions:

- 1) LLC will be divested within two years of acquisition; and,
- 2) No new real estate projects or development will be undertaken during the divestiture period.

This investment must be terminated within the two-year period unless, within that time period, the OCC determines that this investment is permissible.

The conditions of this approval are conditions 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 conditions are enforceable under 12 USC 1818.

Mr. Dave Berson

Control #2000-MW-02-002

Page Two

You are reminded to submit definitive copies of the proxy materials or information statement sent to the appropriate district office at the same time they are distributed to the shareholders.

As a reminder, the district office must be advised in writing in advance of the desired effective date for the merger, so that the OCC may issue the necessary certification letter. The effective date must follow the applicable Department of Justice injunction period (15 days after the date of this letter) and any other required regulatory approval.

The OCC will issue a letter certifying consummation of the transaction when we receive:

- 1) a Secretary's Certificate for each institution, certifying that a majority of the board of directors approved the merger;
- 2) an executed, notarized merger agreement with Articles of Association for the resulting bank attached; and,
- 3) a Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.

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

If you have questions, please contact me at (816) 556-1860.

Sincerely,

/s/

Jill K. Kennard

Acting Licensing Manager