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Comptroller of the Currency  
Administrator of National Banks

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

November 3, 2000

**Conditional Approval #429  
December 2000**

Mr. Sam L. Moyer  
803 "L" Street  
Aurora, NE 68818

**Re: *Charter Application for Heritage Bank, N.A., Doniphan, Nebraska***  
***CAIS Control #2000-MW-01-0014***  
***And Purchase and Assumption of certain assets and liabilities from Heritage***  
***Bank, Wood River, Nebraska***  
***CAIS Control #2000-MW-02-0039***

Dear Mr. Moyer:

The Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of Heritage Bank, National Association. On this date, after a thorough evaluation of all data available to the OCC, we found that your proposal met the requirements for preliminary conditional approval. On this date, we also approve your request for Heritage Bank, N. A., Doniphan, Nebraska to purchase certain assets and assume certain liabilities of Heritage Bank, Wood River, Nebraska. The bank may also offer credit life, health, and accident insurance in accordance with 12 CFR 2.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the proposed bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed national bank will apply for membership in the Federal Reserve System and obtain FDIC insurance.

**This approval is subject to the condition that the bank shall obtain prior approval from the OCC's Omaha South Field Office before any significant deviations or changes from the proposed operating plan during the bank's first three years of operation. The bank must notify the Omaha South Field Office at least sixty (60) days prior to any proposed significant deviation or change. This condition is**

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**enforceable under 12 USC 1818. The bank must also provide a copy of such notice to the FDIC's Regional Office in Kansas City, Missouri.**

This is preliminary conditional approval only. Final approval will not be granted until and unless the Federal Reserve Board acts favorably on your application with them to acquire this new bank. You must furnish the OCC's Midwestern District Office with a copy of all related filings to the Federal Reserve, including registration material.

Please refer to the "Corporate Organization" booklet (enclosed) in the Comptroller's Corporate Manual for the instructions on organizing your bank. The booklet contains all of the steps you must take to receive your charter. As detailed in the booklet, you may establish the corporate existence of and begin organizing the bank as soon as you adopt and forward acceptable Articles of Association and the Organization Certificate to this office. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval, but you may not begin the business of banking until you fulfill all requirements for a bank in organization and you are granted final approval by the OCC. **Please contact Analysis Specialist Judith Bollig at 816-556-1860 if you have any questions about the "in-organization" phase.**

Enclosed are standard requirements that must be met before the bank will be allowed to commence business. Management must ensure that the applicable policies and procedures are established and adopted by the board of directors before the bank begins operation. Applicable standard requirements also must be satisfied before the bank will be allowed to commence business.

The OCC poses no objection to the following person(s) serving as executive officers as proposed in the application. Additional executive officers are subject to the OCC's prior review and clearance.

President/CEO	Sam L. Moyer
Chief Financial Officer	Robert B. Moyer
Cashier	Kevin Henderson
Executive Vice President	Scott Wiltfong

The OCC poses no objection to Sam Moyer, Robert Moyer, Kevin Henderson, Scott Wiltfong, and Robert Morris serving as directors. All other directors are subject to the OCC's prior review and clearance.

You are also reminded that for a period of two years after the bank has opened for business, the OCC must review and have no objection to any new executive officer or director *prior* to that person assuming such position.

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The district office must be advised in writing in advance of the desired effective date for the purchase and assumption so that the OCC may issue the necessary certification letter. The effective date must follow the applicable Department of Justice injunction period 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.
- 2) An executed purchase and assumption agreement with Articles of Association for the resulting bank attached.
- 3) A Secretary's Certificate from each institution, certifying that the shareholder approvals have been obtained, if required.

If the purchase and assumption 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.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

You should direct any questions concerning this preliminary conditional approval to National Bank Examiner Sally A. Payne at (816) 556-1860.

Sincerely,

**-signed-**

Ellen Tanner Shepherd  
Licensing Manager

Enclosures: "Corporate Organization" Booklet  
Minimum Policies and Procedures  
Standard Requirements