



Comptroller of the Currency
Administrator of National Banks

Southern District Licensing
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

Conditional Approval #753
September 2006

July 13, 2006

Marion Bauman
Marion Bauman, P.C.
2600 Van Buren, Suite 2624
Norman, Oklahoma 73072

Re: Application to merge Guarantee State Bank, Lawton, Oklahoma, with and into
First National Bank & Trust Company, Shawnee, Oklahoma
Application Control # 2006-SO-02-0025

Application to establish Operating Subsidiary to enable merger of Guarantee State Bank,
Lawton, Oklahoma with and into First National Bank & Trust Company, Shawnee, Oklahoma
Application Control No. 2006-SO-08-0010.

Dear Mr. Bauman:

This is to inform you that on July 13, 2006, the Office of the Comptroller of the Currency (OCC) conditionally approved your application to merge Guarantee State Bank, Lawton, Oklahoma (GSB) with and into First National Bank and Trust Company, Shawnee, Oklahoma (Bank). The resultant bank will be known as First National Bank and Trust Company, Shawnee, Oklahoma. In conjunction with this conditional approval, the OCC has also approved FNB's application to establish the operating subsidiary GSB Acquisition Company.

The OCC reviewed the proposed merger transaction under the criteria of the Bank Merger Act, 12 USC 1828(c), and applicable OCC regulations and policies. Among other matters, we found that the proposed transaction would not have significant anticompetitive effects. The OCC considered the financial and managerial resources of the banks, their future prospects, the convenience and needs of the communities to be served, and their effectiveness in combating money laundering activities. We considered these factors and found them consistent with approval.

The 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 approval is conditioned on the Citizen Band Potawatomi Tribe (the "Tribe") and the Bank each adopting, prior to consummating the merger, and thereafter implementing and adhering to, certain resolutions acceptable to the OCC. The resolutions shall address Federal banking agency jurisdiction over and the applicability of Federal and other laws, rules and regulations relating to national banks to the Tribe and the Bank, and to activities and transactions between the Tribe (including its

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affiliates) and the Bank, and shall include an irrevocable waiver of sovereign immunity by the Tribe, the Bank, and their affiliates. The Tribe and the Bank shall provide a copy of each resolution, and (in the case of the Tribe) a certificate or similar document demonstrating that the signatory is authorized to execute the commitments on the behalf of the Tribe, to the OCC's Southern District Licensing Division, 500 North Akard Street, Suite 1600, Dallas, TX 75201-3323, prior to consummating the merger. Please be advised that the above condition shall be deemed to be "a condition imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 U.S.C. 1818(b)(1), and as such, are enforceable under 12 U.S.C. 1818.

As a reminder, the OCC 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 be at least 15 days from the date of this letter. We will not issue the certification letter until we have received copies of the aforementioned commitments, and if applicable, revised Articles of Association for the resultant bank attached.

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

This conditional 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 U.S., any agency or entity of the U.S., or an officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

A separate letter is enclosed requesting your feedback on how we handled the application. We would appreciate your response so we may improve our service. If you have any questions, please contact Licensing Analyst Dana Yarborough or me at (214) 720-7052.

Yours truly,

Joseph T. Burbridge

Joseph T. Burbridge
Acting Director for District Licensing

Enclosure