



Special Supervision Division  
400 7th St. SW, Suite 3E-218  
Mail Stop 8E-12  
Washington, DC 20219

January 16, 2015

Board of Directors  
SunBank, N.A.  
c/o Dickinson Financial Corporation  
1111 Main Street, Suite 1600  
Kansas City, MO 64105

*Sent via email and first class mail*  
**Supervisory Condition #2015-05**  
**January 2015**

Re: **2014 Revised Strategic Plan**

Dear Members of the Board:

This letter addresses SunBank's ("Bank") April 22, 2014 submission of the Bank's 2014 revised Strategic Plan ("Business/Capital Plan") sent to the Office of the Comptroller of the Currency ("OCC"). The Business/Capital Plan is required by Article II of the May 11, 2010 Consent Order between the OCC and Bank. The OCC has no supervisory objection to the Business/Capital Plan subject to the following condition:

- The Bank shall enter into a written Operating Agreement with the OCC on terms and conditions acceptable to the OCC and the Bank shall thereafter comply with the terms of the Operating Agreement.

The condition of this non-objection is a condition "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 condition is enforceable under 12 U.S.C. § 1818.

This letter and the activities and communications by OCC employees in connection with the Bank's request, 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. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

This letter must immediately be provided to each member of the Board, and this letter must be reviewed and discussed at the next meeting of the Board. This letter and the Board's discussion regarding this letter must be included in the minutes of the next meeting of the Board.

If you have any questions, please do not hesitate to contact either Problem Bank Specialist Tracy L. Velez or myself at (202) 649-6450.

Sincerely,

/s

Henry Fleming  
Director for Special Supervision