



Comptroller of the Currency
Administrator of National Banks

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

Corporate Decision #2001-02 February 2001

DECISION OF THE COMPTROLLER OF THE CURRENCY ON THE APPLICATION TO MERGE THE CAMERON SAVINGS & LOAN ASSOCIATION, CAMERON, MISSOURI, INTO BANK MIDWEST, NATIONAL ASSOCIATION, KANSAS CITY, MISSOURI, UNDER THE CHARTER AND TITLE OF BANK MIDWEST, NATIONAL ASSOCIATION.

Introduction

On October 26, 2000, application was made to the Comptroller of the Currency for prior authorization to merge The Cameron Savings & Loan Association, Cameron, Missouri 64429 (hereinafter "Cameron S&L") into Bank Midwest, National Association, Kansas City, Missouri 64105 (hereinafter "Bank Midwest") under the charter and the title of Bank Midwest. This application was based on an agreement entered into between the proponents on October 26, 2000.

Participating Financial Institutions

As of June 30, 2000, Cameron S&L, a federal savings and loan, had total deposits of \$147.7 million and operated four offices. On the same date, Bank Midwest had total deposits of \$1.3 billion and operated multiple offices in both Missouri and Kansas. Bank Midwest is 100% owned and controlled by Dickinson Financial Corporation, a multi-bank holding company.

Competitive Analysis

The relevant geographic markets for this proposal include the Kansas City and Nodaway County banking markets (as defined by the Federal Reserve Bank of Kansas City). Each relevant geographic market consists of an area surrounding one or more branches to be acquired. These are the two areas where competition between Bank Midwest and Cameron is direct and immediate.

Kansas City Banking Market. The OCC reviewed the competitive effects of the proposed merger in the Kansas City market by using its standard procedures for determining whether a

business combination clearly has minimal or no adverse competitive effects. For this market, the OCC finds that the proposal satisfies the criteria for a merger that clearly has no or minimal adverse competitive effects.

Nodaway County Banking Market. Six banks currently compete for approximately \$430 million in deposits in the Nodaway County banking market, which consist of Nodaway County and the town of Stanberry in Gentry County. As of June 30, 1999, Bank Midwest was the second largest depository institution in the Nodaway County banking market with \$96 million in deposits (or a 22% market share of deposits). Cameron S&L was the sixth largest depository institution with \$20 million in deposits (or a 5% market share of deposits). After the transaction, Bank Midwest will remain the second largest depository institution in the market with a 27% market share. Nodaway Valley Bancshares, Inc. will remain the market's largest competitor with approximately \$169 million in deposits (or a 39% market share of deposits). While the resulting bank eliminates one competitor in the Nodaway County banking market, any adverse effects would be mitigated by the presence of four other banking alternatives. Therefore, consummation of this proposal would not have a significantly adverse effect on competition in this relevant geographic market.

Banking Factors

The Bank Merger Act requires the OCC to consider "...the financial and managerial resources and future prospects of the existing and proposed institutions, and the convenience and needs of the community to be served." We find that the financial and managerial resources of Cameron S&L and Bank Midwest do not raise concerns that would cause the application to be disapproved. The future prospects of the proponents, individually and combined, are considered favorable. Both banks have facilities in Marysville, and after merger, Cameron S&L's facility will consolidate into Bank Midwest's. As the facilities are only 1/2 block apart, there is minimal disruption to Cameron S&L's customers. The resulting bank will continue to offer a wide variety of products and services and it is expected to meet the convenience and needs of the community to be served.

Community Reinvestment Act

A review of the record of this application and other information available to the OCC as a result of its regulatory responsibilities has revealed no evidence that the applicants' records of helping to meet the credit needs of their communities, including low- and moderate-income neighborhoods, is less than satisfactory.

Conclusion

We have analyzed this proposal pursuant to the Bank Merger Act (12 USC 1828(c)) and/or 12 CFR 5.33, and find that it will not lessen significantly competition in any relevant market. Other factors considered in evaluating this proposal are satisfactory. Accordingly, the application is approved.

/s/

Ellen Tanner Shepherd
Licensing Manager

12-19-2000

Dated: _____
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