Matthew J. Shaw
Chief Financial Officer

Interagency Biographical and Financial Report

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INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

Public reporting burden for this collection of information is estimated to average two hours for biographical information and two hours for financial information. This estimate includes time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Activities Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

This ***Interagency Biographical and Financial Report*** (report) is used by **individuals**[1] in conjunction with other corporate filings to the appropriate regulatory agency. This report is *not* a stand-alone document.

Preparation

Use of this report format is not mandatory. If an alternative format is used, it must provide all requested information, including the certification. All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" or "yes" should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For example, a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Use additional sheets as necessary. Each regulatory agency will provide additional instructions for use and preparation. If the report is not complete, the regulatory agency may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary.

Financial statements from individuals must have "as of" dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current

[1] A company seeking to acquire direct or indirect control of a bank or thrift should consult with the appropriate regulatory agency for filing instructions.

market value in United States dollars[2] and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

In addition, each regulatory agency specifically reserves the right to require up to five years of financial data from any acquiring person as well as the filing of additional information and/or statements, such as a federal income tax return or a current appraisal to support an asset's value.

If you have been convicted of any criminal offense involving dishonesty, breach of trust, or money laundering, or have agreed to enter into a pretrial diversion or similar program in connection with a prosecution of such offense (12 U.S.C. § 1829), you must obtain approval from the FDIC before you can own, control, participate in the affairs of, or become an institution-affiliated party of a depository institution.

Each individual must report promptly any material change in the biographical report or financial condition that occurs during the review period for the filing. For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at www.occ.treas.gov, www.fdic.gov, www.ots.treas.gov, or www.federalreserve.gov.

Definitions

For purposes of this document:

Affiliate means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

Associated means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

Company means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

Depository institution means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or

[2] Provide the foreign currency exchange rate and conversion date, if applicable.

credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

Management official includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of $100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

Principal shareholder or *owner* means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

Confidentiality

Any individual desiring confidential treatment of specific portions of the report must submit a request in writing with the report. The request must discuss the justification for the requested treatment. The individual's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. section 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the report (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The individual should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the report.

The individual should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The agency will determine whether the information will be treated as confidential and will advise the individual of any decision to make available to the public information labeled "Confidential."

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

This is filed with respect to:

Wal-Mart Bank
Name of Subject Institution or Holding Company, Location

Type of Filing	Position
☒ Bank or Thrift Charter	☐ Organizer
☐ Bank or Thrift Holding Company	☐ Director
☐ Change in Bank Control	☒ Senior Executive Officer
☐ Change in Senior Executive Officer or Director	☒ Title: CFO
☐ Citizenship Waiver	☐ Principal Shareholder
☐ Charter Conversion	☐ Trustee
☐ Deposit Insurance	☐ Manager
☐ Federal Branch or Agency	☐ Manager
☐ Other _____	☐ Other _____

BIOGRAPHICAL REPORT

1. Personal Information

(a) Name Shaw (Last) Matthew (First) James (Middle-no initials)

(b) Residence [redacted] (Street Address)
[redacted] (City) [redacted] (State) [redacted] (ZIP Code) [redacted] (Country)

(c) If at residence less than five years, list addresses and dates occupied for past five years.

Date From	Date To	Number and Street	State	ZIP Code	Country
[redacted]					

(d) Date of Birth: Month: [redacted] Day: [redacted] Year: [redacted]

(e) Place of Birth: [redacted] (City) [redacted] (State) [redacted] (Country)

(f) United States Social Security Number: [redacted]

(g) Citizenship [redacted] Country (Date, if Naturalized)

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(h) If not a United States citizen, provide:
Passport Number: _____
Home Country Identification Number: _____
Immigration File Number: _____
Father's full name _____
Mother's full name, including maiden name _____

(i) Telephone and fax numbers where you may be reached during business hours and an e-mail address:

[redacted]
(Area Code, Telephone Number, including Country Code if outside U.S.)

_____ [redacted]
(Fax Number) E-mail Address

(j) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

2. Employment Record

(a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

2-2004 to 5-2005
CIT Bank - Salt Lake City, UT
[redacted]
9-2003 to 2-2004
Exante Bank - Salt Lake City, UT
[redacted]

Same OK

5-2000 to 6-2003
Mill Creek Bank (formerly Conseco Bank) - Salt Lake City, UT
[redacted]
Controller - [redacted]

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(b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service? [redacted]

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

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3. Education and Professional Credentials

(a) List each diploma or degree from high schools, colleges, universities, or other schools.

School's Name/Location	From	To	Degree
University of Utah	8-1998	4-1999	Masters of Professional Accounting
University of Utah	6-1996	12-1997	Bachelors of Science in Accounting
Salt Lake Community College	6-1994	6-1996	Associates Degree - Business
[redacted]			[redacted]

(b) List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

License	Issuing Authority	Date Issued	Status	Expiration

4. Business and Banking Affiliations

(a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

(b) List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

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CIT Bank - 2-2004 to 5-2005 - SLC, UT - Controller
Exante Bank - 9-2003 to 2-2004 - SLC, UT - Controller
Mill Creek Bank - (fka Conseco Bank) 5-2000 to 6-2003 - SLC, UT - Controller

FOIA Redaction Page Sheet

At this point in this document 10 page(s) have/has been withheld totally because of the following:

[✓] The information was withheld pursuant to the following subsection of the Freedom of Information Act:

[✓]	(b)	(4)						
[ ]	(b)	(5)						
[✓]	(b)	(6)						
[ ]	(b)	(7)	(A)	(B)	(C)	(D)	(E)	(F)
[ ]	(b)	(8)						
[ ]	_____							

The page(s) being withheld may be referred to as:

personal and financial information

Privacy Act Notice

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes that require an appropriate federal banking agency to determine the competence, experience, integrity, and financial ability of individuals proposing to serve a federally regulated financial institution in an official capacity – that is, as a director, officer, employee, or principal shareholder. These statutes include: 12 U.S.C. § 27 (national bank charters); 12 U.S.C. § 1464 (federal savings bank charters); 12 U.S.C. § 1815 (federal deposit insurance); 12 U.S.C. § 1817(j) (changes in control of insured depository institutions); and 12 U.S.C. § 1831(i) (agency disapproval of directors and senior executive officers of insured depository institutions or depository institution holding companies). The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

Depending on the manner in which an appropriate federal banking agency maintains solicited information, some or all of that information may be subject to the Privacy Act of 1974, 5 U.S.C. § 552a. In such instances, disclosures of covered information may be made to: (1) third parties to complete background checks; (2) financial institutions for supervisory purposes; (3) governmental, tribal, self-regulatory, or professional organizations when information is relevant to either a known or suspected violation of law or licensing standard or relevant and necessary to the governmental or self-regulatory organization's regulation or supervision of financial service providers; (4) the Department of Justice, a court, an adjudicative body, a party in litigation, or a witness when relevant and necessary to a legal or administrative proceeding; (5) congressional offices when the information is relevant to an inquiry initiated on behalf of its provider; (6) an agency's contractors or agents; and (7) other third parties when mandated or authorized by statute.

Additionally, while certain of the solicited information is exempt from disclosure under the Freedom of Information Act because disclosure would constitute a clearly unwarranted invasion of personal privacy, other information is not exempt. Nonexempt information will ordinarily include the names of individuals, the financial institutions that they propose to serve, the statutory context in which information has been provided, and prior bank-related employment and affiliation.

CERTIFICATION

**If a joint financial statement is being submitted, both parties should complete the "Certification."*

I understand that the appropriate regulatory agency may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing.
I certify that the information contained in the biographical report and financial report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Signed this 6th day of July, 2005.

Signature	Signature*
Matthew James Shaw	
Print or type name	Print or Type name
Chief Financial Officer	
Title (if applicable)	Title (if applicable)

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[ ] (b) (8)
[ ] _____

The page(s) being withheld may be referred to as:
attachment to Biographical and financial information

Matthew J. Shaw
Chief Financial Officer

Fingerprint Card

Matthew J. Shaw
Fingerprint Card

WAL-MART BANK

FOIA Redaction Page Sheet

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[ ] (b) (8)
[ ] _____

The page(s) being withheld may be referred to as:

print card / FBI process sheet

Matthew J. Shaw
Chief Financial Officer

Résumé

Matthew J. Shaw

[redacted]

CAREER SUMMARY

[redacted]

CAREER EXPERIENCE

CIT Bank – Subsidiary of CIT Group, Inc. February 2004 to Present
Salt Lake City, UT Controller –CIT Bank

[redacted]

Exante Bank – Subsidiary of United Health Group. September 2003 to February 2004
Salt Lake City, UT Controller –Exante Bank

[redacted]

Mill Creek Bank – Subsidiary of Conseco, Inc May 2000 to June 2003
Salt Lake City, UT Controller & Security Officer – Mill Creek Bank

[redacted]

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- [redacted]

STM Associates May 1998 – May 2000
Salt Lake City, UT Part Time Controller
[redacted]

PricewaterhouseCoopers January 1999 – May 2000
Salt Lake City, UT Tax Associate
[redacted]

Thurman Shaw & Company January 1996 – January 1999
Bountiful, UT Associate Accountant
[redacted]

EDUCATION

University of Utah Salt Lake City, UT
Masters of Professional Accountancy – Taxation April 1999
Bachelors of Science – Accounting December 1997

REFERENCES

Available Upon Request

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Matthew J. Shaw
Chief Financial Officer

Job Description

JOB DESCRIPTION

WAL-MART BANK
CHIEF FINANCIAL OFFICER

Department: Executive
Reports to: Chief Executive
Supervises: General Ledger; Accounting & Reporting; Personnel Administration & Payroll; Investments/Liquidity & Cash Management; Facilities; Non-Consumer Compliance
Summary: Directs auditing, record keeping, accounting and reporting activities of the financial institution. Makes recommendations relating to budget preparation, profit forecasts and operational changes as needed. Makes recommendations as to investment strategies and implements approved strategies. Directs personnel activities of the bank and oversees payroll. Oversees the facilities needs of the Bank and coordinates all activities associated with owned or leased facilities, including non-systems security.

Job Requirements:

- Bachelor's degree (preferred) in business administration, finance or related field.
- Minimum of 7 years experience in a financial position, with extensive administrative experience in banking or related company.
- Extensive background in financial institution accounting and auditing, operations and writing and maintaining policies and procedures.
- High-level analytical and communication skills.
- Ability to manage a group of highly trained professionals.

Specific Job Functions:

- Oversees the financial functions of the institution including general ledger reconciliation, analysis of financial accounts and preparation or approval of journal entries; closes and produces monthly bank financial statements. Coordinates or oversees accounts payable, payroll and receivable operations.
- Ensures that the bank's accounting procedures are in compliance with generally accepted accounting principals.
- Oversees investment portfolio; makes investment recommendations to the CEO and the Board and implements approved strategies.
- Provides and maintains a professional, business-like atmosphere within the bank.
- Presents monthly reports to the Board of Directors and senior management.
- Participates in meetings of the Board's Investment and Audit Committees.
- Assists with lease negotiation and major purchasing decisions.
- Provides direction for planning any new facility; review and approves office property improvement requests.
- Develops and implements fiscal plans and policies.
- Responsible for maintaining records for all depreciable assets.
- Responsible for ensuring internal controls are in place wherever feasible.
- Maintains all records needed for preparation of corporate tax returns.
- Responsible for all financial reporting including shareholder, Board, management or regulatory reports.
- Responsible for all non-consumer compliance.

JOB DESCRIPTION

WAL-MART BANK
CHIEF FINANCIAL OFFICER

- Responsible for all non-technology or systems security.

- Directs overall administration of the bank with direct input from the President and COO.
- Coordinates all bank activities in accordance with established policies and procedures; where necessary, suggest additional policies and/or procedures or edits of existing policies; assists with the drafting or review of bank policies and procedural manuals.
- In the absence of the COO, acts in CEO's place.
- Analyzes problems and develops procedures for their resolution.

Matthew J. Shaw
Chief Financial Officer

Employment/Compensation Arrangement

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[✓]	(b)	(6)						
[ ]	(b)	(7)	(A)	(B)	(C)	(D)	(E)	(F)
[ ]	(b)	(8)						
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Employment Compensation Agreement