

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

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| _____ |) | |
| In the Matter of |) | |
| |) | |
| STEVEN D. SANDERS, |) | |
| individually, and as an |) | STIPULATION AND CONSENT |
| institution-affiliated party |) | TO THE ISSUANCE OF AN |
| of |) | ORDER OF PROHIBITION FROM |
| |) | FURTHER PARTICIPATION |
| COMMERCIAL BANK |) | |
| ST. LOUIS, MISSOURI |) | FDIC-08-074e |
| |) | |
| (Insured State Nonmember Bank) |) | |
| _____ |) | |

Subject to the acceptance of this STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("CONSENT AGREEMENT") by the Federal Deposit Insurance Corporation ("FDIC"), it is hereby stipulated and agreed by and between a representative of the Legal Division of the FDIC and STEVEN D. SANDERS ("Respondent") as follows:

1. Respondent has been advised of the right to receive a NOTICE OF INTENTION TO PROHIBIT FROM FURTHER PARTICIPATION ("NOTICE") detailing the unsafe or unsound banking practices, and/or breaches of fiduciary duty, for which an ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("ORDER") may issue. Respondent has been further advised of the right to a hearing on the charges under section 8(e) of the Federal Deposit Insurance

Act ("Act"), 12 U.S.C. § 1818(e), and the FDIC Rules of Practice and Procedure, 12 C.F.R. Part 308.

2. Respondent, solely for the purpose of this proceeding, and without admitting or denying any unsafe or unsound banking practices, and/or breaches of fiduciary duty, hereby consents to the issuance of an ORDER by the FDIC.

3. Respondent further stipulates and agrees that such ORDER shall become effective upon its issuance by the FDIC. Thereafter, subject only to the conditions set forth in paragraph 4 of this CONSENT AGREEMENT, the ORDER shall be fully enforceable pursuant to the provisions of section 8(i) of the Act, 12 U.S.C. § 1818(i). Any violation of the ORDER could also subject the Respondent to the penalties set forth under section 8(j) of the Act, 12 U.S.C. § 1818(j).

4. In the event the FDIC accepts this CONSENT AGREEMENT and issues the ORDER, it is agreed that no action will be taken by the FDIC to enforce the ORDER unless the FDIC has reason to believe that the Respondent has violated or is about to violate any provision of the ORDER.

5. In the event the FDIC accepts this CONSENT AGREEMENT and issues the ORDER, Respondent hereby waives:

(a) the receipt of a NOTICE;

(b) all defenses to the allegations to be set forth in the NOTICE;

(c) a hearing conducted for the purpose of taking evidence on the allegations to be set forth in the NOTICE;

(d) the filing of proposed FINDINGS OF FACT AND CONCLUSIONS OF LAW;

(e) the issuance of a RECOMMENDED DECISION by an Administrative Law Judge in this matter; and

(f) the filing of exceptions and briefs with respect to such RECOMMENDED DECISION.

Dated this 12th day of September, 2008.

Jeffrey B. Hill
Senior Attorney
Legal Division
Federal Deposit Insurance
Corporation
2345 Grand Boulevard, Suite 1200
Kansas City, Missouri 64108

STEVEN D. SANDERS