

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: SunBank, National Association
Phoenix, Arizona

Application for Federal Deposit Insurance (Deposit Insurance Fund)

ORDER

The undersigned, acting on behalf of the Board of Directors of the FDIC, pursuant to delegated authority, has fully considered all available facts and information relevant to the factors of Section 6 of the Federal Deposit Insurance Act, and relating to the application for Federal deposit insurance for SunBank, National Association, Phoenix, Maricopa County, Arizona, a proposed new bank to be located at 2200 Camelback Road, Suite 108, Phoenix, Arizona.

It is hereby ORDERED that the application submitted by SunBank, National Association for Federal deposit insurance be and is approved subject to the following conditions:

- (1) That beginning paid-in capital funds will not be less than \$10,000,000, of which not less than \$8,000,000 shall be allocated to common capital and not less than \$2,000,000 to surplus;
- (2) That a Tier 1 Leverage Capital Ratio, as defined in Part 325 of the FDIC's Rules and Regulations, of no less than 8 percent be maintained during the bank's first three years of operation, and that an adequate allowance for loan and lease losses be provided;
- (3) That any changes in proposed management or proposed ownership (10 percent or more of stock), including new acquisitions of or subscriptions to 10 percent or more of the stock, shall be approved by the FDIC prior to opening the bank;
- (4) That the bank maintain its books on an accrual accounting system;
- (5) That the bank obtain sufficient fidelity bond coverage on its active officers and employees to conform with generally accepted banking practices, prior to opening;
- (6) That Federal deposit insurance shall not become effective unless and until the applicant has been granted a charter as a depository institution, that it has authority to conduct a banking business, and that its establishment and operation as a bank have been fully approved by the Office of the Comptroller of the Currency;

- (7) That until the bank is established, the FDIC shall have the right to alter, suspend, or withdraw its commitment should any interim development warrant such action;
- (8) That Dickinson Financial Corporation has obtained approval of the Board of Governors of the Federal Reserve System to acquire voting stock control of the bank, prior to opening;
- (9) That the bank has submitted any proposed contracts, leases or agreements relating to construction or rental of permanent quarters to the Regional Director for review and comment;
- (10) That the bank has fully disclosed to all proposed directors and stockholders any insider transactions, including the identity of the insider(s) and the terms and costs involved. An insider is any proposed director, officer, or incorporator; a shareholder who directly or indirectly controls 10 percent or more of the bank's outstanding voting stock; or the related interests of any such person; and,
- (11) That if deposit insurance has not become effective within twelve months from the date of this ORDER, or unless, in the meantime, a request for an extension of time has been approved by the FDIC, the consent granted shall expire at the end of the twelve-month period.

Dated at Kansas City, Missouri, this 27th day of March, 2007.

FEDERAL DEPOSIT INSURANCE CORPORATION
KANSAS CITY REGION

Signed by John R. Jilovec

John R. Jilovec
Assistant Regional Director

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: SunBank, National Association (Proposed)
Phoenix, Maricopa County, Arizona

Application for Federal Deposit Insurance

STATEMENT

Pursuant to the provisions of Section 5 of the Federal Deposit Insurance Act (12 U.S.C. § 1815), an application for Federal deposit insurance has been filed for SunBank, National Association, a proposed national bank to be located at 2200 Camelback Road, Suite 108, Phoenix, Maricopa County, Arizona.

The bank will be a wholly-owned subsidiary of Dickinson Financial Corporation (DFC), Kansas City, Missouri, a multi-bank holding company. DFC will initially capitalize the bank with \$10 million, and total assets are projected to increase to \$84 million by the end of the third year of operation. The bank will engage in traditional activities in a competitive market that includes the Phoenix metropolitan area.

For purposes of this proposal, capital is adequate, earnings prospects are sufficient to provide a profitable operation within a reasonable period of time, management is capable, and the investment in fixed assets is reasonable. Corporate powers to be exercised are consistent with the purpose of the Federal Deposit Insurance Act. No formal objections to this proposal have been filed, and no undue risk to the Deposit Insurance Fund is apparent.

Accordingly, based upon careful evaluation of all available facts and information, the undersigned, acting on authority delegated by the Board of Directors of the FDIC, has approved the application, subject to certain prudential conditions.

FEDERAL DEPOSIT INSURANCE CORPORATION
KANSAS CITY REGION

/s/

3-27-07

John/R. Jilov#c
Assfstant Regional Director