



Comptroller of the Currency
Administrator of National Banks

Licensing Operations

Western District Office
50 Fremont Street, Suite 3900
San Francisco, California 94105-2292
(415) 545-5900, FAX (415) 442-5315

**Conditional Approval #546
September 2002**

August 14, 2002

H. H. Kosman, Chairman
Tri County Bank
421 Vandehei Avenue
Cheyenne, Wyoming 82003

Re: Charter Conversion
CAIS Control Number: 2002-WE-01-0007

Dear Mr. Kosman:

The Comptroller of the Currency (OCC) has reviewed your request, dated July 25, 2002, to convert Tri-County Bank to a national bank. After a thorough review of all information available, including the representations and commitments made in the application and the Tri-County Bank representatives, we find that your request meets the requirements for approval to convert to a national banking association pursuant to 12 CFR 5.24 as follows:

Title: Tri-County Bank, National Association

Location: 421 Vandehei Avenue, Cheyenne, Wyoming

This approval is based in part upon the institution's representation that, prior to conversion, the capital structure will be realigned to comply with the minimum capital requirements of 12 USC 35, 36, 52, and 371d to the extent applicable.

This conditional approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or an officer or employee of the U.S., 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 U.S.

All bank premises and fixed assets should be depreciated annually on the bank's books in accordance with generally accepted accounting principles, and all leases should be accounted for in accordance with Financial Accounting Standards Board Statement No. 13.

You are reminded that the following are required before the effective date of the conversion:

1. The institution must purchase adequate fidelity bond coverage in accordance with 12 CFR 7.2013, which lists four factors the directors should consider to determine adequacy.
2. If a director, officer, employee, or principal shareholder of the bank (including an entity in which such person owns an interest of 10 percent or more) is involved in the sale of credit life insurance to loan customers, the bank should ensure compliance with 12 CFR 2, which among other things, prohibits a covered person from retaining commissions or other income from the sale of credit life insurance connected with any loan the bank makes.
3. The board of directors must adopt and have in place policies, practices, and procedures to ensure the safe and sound operation of the bank. The board also must review those policies, practices, and procedures continually and ensure bank compliance with them. We are enclosing the minimum policies and procedures applicable to national banks.
4. Tri-County Bank, National Association has represented that it intends to maintain its membership in the Federal Home Loan Bank (FHLB) system. If, at any time, Tri-County Bank, National Association ceases to be a member of the FHLB system, it must use its best efforts, including contacting the appropriate FHLB and/or the Federal Housing Finance Board, to dispose of any stock in the FHLB. The OCC will consider this stock a nonconforming asset for any period that Tri-County Bank, National Association is not a member of the FHLB system.

This approval is subject to the condition that the Bank shall obtain the OCC's non-objection before any significant deviation or change from the proposed operating plan that occurs during the bank's existence. The Bank shall notify the Denver Field Office at least sixty (60) days prior to any proposed significant deviation or change, and obtain the OCC's non-objection in writing, to such a proposed deviation or change. This condition is enforceable under 12 USC 1818. The Bank must also provide a copy of such notice to the FDIC's Dallas Regional Office.

The OCC will send to you under separate cover an appropriate set of OCC handbooks, manuals, issuances, and selected other publications.

If the conversion is not consummated within six months from the date of the decision, approval will be withdrawn. The OCC is opposed to granting extensions, except under the most extenuating circumstances and expects the conversion to occur as soon as possible.

Upon conversion, please submit a letter certifying that you have completed all steps required to convert to a national banking association (sample enclosed). If you have any questions, please contact Geryl N. Race, Senior Licensing Analyst at (415) 545-5923.

A separate letter is enclosed requesting your feedback on how we handled your application. We

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would appreciate your response so we may improve our service.

Very truly yours,

-signed-

Brenda E. McNeese
Acting Licensing Manager
Western District

**Enclosures: Conversion Completed Certification Sample Letter
Minimum Policies and Procedures**