

OFFICE OF THRIFT SUPERVISION

Order No. 95-168

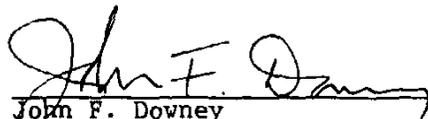
Date: August 31, 1995

Notice of Waiver to Repurchase Stock

Sho-Me Financial Corporation, Mt. Vernon, Missouri ("Sho-Me"), has filed with the Office of Thrift Supervision ("OTS"), pursuant to 12 C.F.R. § 563b.3(g)(3)(ii), a notice of waiver (the "Notice") to allow Sho-Me to repurchase outstanding shares of common stock in an amount exceeding that specified in 12 C.F.R. § 563b.3(g)(3)(i). Sho-Me has requested permission to repurchase an additional 5% of its outstanding shares of common stock during the second year following conversion.

The OTS has considered the factors set forth in 12 C.F.R. § 563b.3(g)(3)(i), and has determined that circumstances exist to support the repurchase of the outstanding shares of common stock. Accordingly, the OTS hereby approves the Notice.

By Order of the Director of the Office of Thrift Supervision, or his designee, effective August 31, 1995.


John F. Downey
Director of Supervision