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[{{11-30-96 p.TC-354}}](#)

[¶16,117] Docket No. FDIC-93-20e (9-13-96)

In the Matter of

I.I. OZAR,

**individually, and as director, person
participating in the conduct of the
affairs of and/or an institution-affiliated
party of**

THE MISSION BANK

MISSION, KANSAS;

METRO NORTH STATE BANK

KANSAS CITY, MISSOURI

(In Receivership);

VALLEY VIEW STATE BANK

OVERLAND PARK, KANSAS;

INDUSTRIAL STATE BANK

KANSAS CITY, KANSAS;

and

SECURITY BANK OF KANSAS CITY

KANSAS CITY, KANSAS

(Insured State Nonmember Banks)

DECISION AND ORDER GRANTING

APPLICATION OF I.I. OZAR TO

MODIFY ORDER OF PROHIBITION

FROM FURTHER PARTICIPATION

FDIC-93-20e

On June 6 and June 17, 1996, I.I. Ozar ("Respondent"), through a letter ("Application") addressed to the Regional Director of the Kansas City Regional Office of the Federal Deposit Insurance Corporation ("FDIC"), made application to the FDIC for written consent to a modification of the Order of Prohibition From Further Participation ("Order of Prohibition"), issued against Respondent on March 8, 1994. This application arises under section 8(e)(7)(B) of the Federal Deposit Insurance Act ("Act"), 12 U.S.C. § 1818(e)(7)(B), and section 8(j) of the Act, 12 U.S.C. § 1818(j).

Background

Respondent served as a director of The Mission Bank, Mission, Kansas, Metro North State Bank, Kansas City, Missouri (In Receivership), Valley View State Bank, Overland Park, Kansas, Industrial State Bank, Kansas City, Kansas, and Security Bank of Kansas City, Kansas City, Kansas. On December 7, 1993, Respondent stipulated to the issuance of the Order of Prohibition, and on March 8, 1994, the FDIC issued the Order of Prohibition pursuant to section 8(e) of the Act, 12 U.S.C. § 1818(e). The Order of Prohibition, among other things, prohibited the Respondent from participating in any manner in the conduct of the affairs of any financial institution or organization enumerated in section 8(e)(7)(A) of the Act, 12 U.S.C. § 8(e)(7)(A), and from soliciting, procuring, transferring, attempting to transfer, voting, or attempting to vote any proxy, consent or authorization with respect to any voting rights in any entity specified in section 8(e)(7)(A) of the Act, 12 U.S.C. § 1818(e) (7)(A), without the prior written approval of the FDIC and the appropriate Federal financial institutions regulatory authority (in this instance, the Federal Reserve).

The Application

By letters dated June 6 and June 17, 1996, the Respondent made application to the FDIC for written consent to a modification of the Order of Prohibition. By his application, the Respondent sought to vote and transfer his stock in relation to an exchange offer involving Valley View Bancshares, Inc., Mission Bancshares, Inc., and International Bancshares, Inc.

DECISION AND ORDER

Upon review of the record as a whole, the FDIC finds that Respondent has presented [{{10-31-00 p.TC-355}}](#) evidence and/or persuasive argument which meets the burden for obtaining consent from the FDIC for the limited purposes to vote and transfer his shares of stock in relation to an exchange offer involving

Valley View Bancshares, Inc., Mission Bancshares, Inc., and International Bancshares, Inc. pursuant to section 8(e) (7)(B) of the Act, 12 U.S.C. § 1818(e)(7)(B).

Specifically, relative solely to the foregoing, the Respondent is given consent to:

1. Attend shareholder meetings of Mission Bancshares, Inc., International Bancshares, Inc., and Valley View Bancshares, Inc.;
2. Vote his shares with respect to the proposed reorganization and matters ancillary thereto;
3. Vote to authorize the directors and officers to execute appropriate documents to effectuate the mergers relative thereto or vote to ratify such action;
4. Vote on corporate changes that might be necessary to effectuate said mergers;
5. Transfer his voting rights incident to the transfer of shares as part of the exchange offer; and
6. Sell or attempt to sell his shares in the applicable entities, as requested in your letter of June 17, 1996, contingent upon the receipt of a written indication of nonobjection regarding the specific final sale transaction from the Regional Director of the Kansas City Regional Office of the FDIC.

This consent is strictly limited to the items listed above and is solely for the purpose of effectuating a plan to merge/consolidate five bank holding companies and their respective subsidiary institutions and does not constitute consent to engage in any other conduct not specifically authorized by this Order which may violate the Order of Prohibition or section 8(e)(7)(A) of the Act, 12 U.S.C. § 8(e)(7)(A). This consent is limited solely to an exchange which does not result in Respondent becoming a controlling shareholder of Valley View Bancshares, Inc. Respondent is apprised that he must also obtain the approval of the Federal Reserve Board, as required by section 8(e)(7)(B)(ii) of the Act, 12 U.S.C. § 8(e)(7)(B)(ii), before he may vote or exchange his shares as described above.

Accordingly, the Application dated June 6 and June 17, 1996, is hereby granted.

Pursuant to delegated authority.

Dated at Washington, D.C. this 13th day of September, 1996.