

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of	)	
	)	ORDER FOR RESTITUTION AND
	)	ORDER TO PAY
	)	CIVIL MONEY PENALTY
WORLD'S FOREMOST BANK	)	
SIDNEY, NEBRASKA	)	
	)	
	)	FDIC-12-557b
(Insured State Nonmember Bank)	)	FDIC-12-473k
	)	

The Federal Deposit Insurance Corporation ("FDIC") is the appropriate Federal banking agency for World's Foremost Bank, Sidney, Nebraska ("Bank"), under section 3(q) of the Federal Deposit Insurance Act ("FDI Act"), 12 U.S.C. § 1813(q).

The FDIC considered the matter and determined that the Bank engaged in violations of the Equal Credit Opportunity Act ("ECOA"), 15 U.S.C. § 1691, and Regulation B, 12 C.F.R. Part 1002, in connection with certain application practices for the Bank's credit card accounts.

The Bank, by and through its duly elected board of directors, has executed a STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER FOR RESTITUTION AND AN ORDER TO PAY CIVIL MONEY PENALTY ("CONSENT AGREEMENT") dated November 16, 2012. Through the CONSENT AGREEMENT, the Bank has consented, solely for the purpose of this proceeding and without admitting or denying any violations of law, rule, or regulation, to the issuance of this ORDER FOR RESTITUTION AND ORDER TO PAY CIVIL MONEY PENALTY ("ORDER") by the FDIC.

Having determined that the requirements for issuance of an order under sections 8(b) and 8(i) of the FDI Act, 12 U.S.C. §§ 1818(b) and 1818(i), have been satisfied, the FDIC accepts the CONSENT AGREEMENT and issues the following ORDER:

IT IS HEREBY ORDERED, that the Bank shall refrain from operating in violation of ECOA and Regulation B.

ORDER FOR RESTITUTION AND OTHER RELIEF

1. Within ninety (90) days from the effective date of this ORDER, the Bank shall complete the implementation of the restitution plan submitted to the Regional Director of the FDIC's Kansas City Regional Office ("Regional Director") on September 11, 2012, and to which the Regional Director non-objected on September 17, 2012 ("Restitution Plan").

2. The Bank has reported to the FDIC that it has taken all corrective actions required to address the ECOA and Regulation B violations cited in the FDIC's April 4, 2011 Compliance Report of Examination ("Compliance ROE"), that such corrective actions have been fully implemented, and that restitution is in process.

Recordkeeping

3. For six (6) years from the effective date of this ORDER, the Bank shall retain all records pertaining to the restitution required by this ORDER, including, but not limited to: documentation of the processes and procedures used to identify eligible consumers, the names, contact and account information of the eligible consumers, mailing records, and any other documentation confirming that the restitution required by this ORDER was made.

Progress Report

4. Within thirty (30) days following implementation of the Restitution Plan, as required by Paragraph 1 of this ORDER, the Bank shall furnish a written progress report to the Regional Director, detailing the form and manner of any actions taken to secure compliance with this ORDER and the results thereof.

ORDER TO PAY CIVIL MONEY PENALTY

IT IS FURTHER ORDERED that, by reason of the violations set forth in the CONSENT AGREEMENT, and after taking into account the CONSENT AGREEMENT, the appropriateness of the penalty with respect to the financial resources and good faith of the Bank, the gravity of the violations by the Bank, the history of previous violations by the Bank, the promptness of the Bank responding to the alleged violations of the law and/or regulations with appropriate remedial and corrective actions, and such other matters as justice may require, a civil money penalty of \$200,000 is assessed against the Bank. The Bank shall pay such amount to the Treasury of the United States. The Bank itself shall pay such amount to the Treasury of the United States, and is prohibited from seeking or accepting indemnification from such payment from any third party.

Notification to Shareholder

Following the effective date of this ORDER, the Bank shall send to its sole shareholder a copy of this ORDER: (1) in conjunction with the Bank's next shareholder communication; or (2) in conjunction with its notice or proxy statement preceding the Bank's next shareholder meeting.

Miscellaneous

(a) This ORDER shall become effective upon its issuance by the FDIC.

(b) The provisions of this ORDER shall be binding upon the Bank, its institution-affiliated parties, as that term is defined in section 3(u) of the FDI Act, 12 U.S.C. § 1813(u), and their respective successors and assigns.

The provisions of this ORDER shall remain effective and enforceable except to the extent that, and until such time as, any provision has been modified, terminated, suspended, or set aside in writing by the FDIC.

Issued pursuant to delegated authority

Dated at Washington, D.C. this 28th day of November, 2012

/s/

Sylvia H. Plunkett
Senior Deputy Director
Division of Depositor and Consumer Protection
Federal Deposit Insurance Corporation