

WAL*MART Financial Services

March 1, 2006

By Electronic Mail and Federal Express

Mr. John F. Carter
Regional Director
Federal Deposit Insurance Corporation
25 Jessie Street at Ecker Square, Suite 2300
San Francisco, California 94105

RE: Wal-Mart Bank Application

Dear Mr. Carter:

Pursuant to our discussions over the past several months regarding the Wal-Mart Stores, Inc. application to charter an industrial bank in the state of Utah (the proposed Wal-Mart Bank), this letter outlines our intention to supplement or modify specific sections of the application and business plan submitted to your agency on July 18, 2005. These supplements and modifications will be provided to the FDIC and UDFI no later than March 31, 2006.

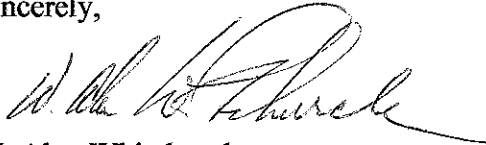
- **Capital:** The bank will initially be capitalized with \$125 million.
- **Community Reinvestment Act (CRA):** Wal-Mart Bank will withdraw its original request for a "Special Purpose" designation replacing it with a request for "Wholesale" designation for CRA purposes. A CRA Plan consistent with this request will be provided.
- **Management:** The application will reflect the intent to enhance the senior management resources of the bank prior to commencing its operation. This includes hiring a Chief Risk Officer with extensive payment processing industry experience and a Senior Auditor.
- **KPMG Management Action Plan:** The application will reflect the commitment to implement the recommended action items outlined in the KPMG Risk Assessment and Capital analysis of Wal-Mart Bank dated December 30, 2005.
- **Broadstreet Financial Services, Inc.:** Broadstreet Financial Services, Inc. will no longer have involvement with Wal-Mart Bank. Instead, Wal-Mart Bank stock will be issued directly (and solely) to Wal-Mart Stores, Inc.

- Affiliate Transactions: The procedures to confirm industry pricing analysis and an evaluation of market comparables will be outlined to assure appropriate pricing to Wal-Mart Stores, Inc., consistent with Regulation W.
- Financial Projections: The three year financial projections contained in the application will be modified to reflect the revised roll out schedule for its three sponsorship products (Electronic Check Conversion, Debit Card and Credit Card) and the increased capital.

We look forward to working with the FDIC and providing additional information and clarity to the Wal-Mart Stores, Inc. industrial bank application for deposit insurance.

Pursuant to 5 U.S.C. § 552(b)(4) and 12 C.F.R. § 303.8(b)(ii), we hereby request the information contained in this letter be accorded confidential treatment. This document contains confidential commercial and financial information and trade secrets of Wal-Mart Stores, Inc. ("Wal-Mart") and the Bank. Public disclosure of this information could cause substantial harm to Wal-Mart and the Bank by providing competitors with significant financial and operational information concerning business plans and strategies of Wal-Mart and the Bank.

Sincerely,



W. Alan Whitchurch
President & CEO
Wal-Mart Bank (In Organization)

cc: G. Edward Leary, Commissioner, Utah Department of Financial Institutions
Jane Thompson, SVP & President, Wal-Mart Financial Services