

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

BLUE VALLEY BAN CORP.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**Notice of 2008 Annual Meeting of Stockholders  
and Proxy Statement**

**ANNUAL MEETING OF STOCKHOLDERS  
May 14, 2008  
5:30 p.m.**

**Blue Valley Ban Corp.  
7900 College Boulevard  
Overland Park, Kansas 66210**

**NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 14, 2008**

Blue Valley Ban Corp.'s ("Blue Valley" or the "Company") annual stockholder meeting will be on Wednesday, May 14, 2008, at 5:30 p.m., in the Community Room at the Bank of Blue Valley's College Banking Center located at 7900 College Boulevard, Overland Park, Kansas to consider and vote on the following matter:

1. The election of two Class II Directors to hold office until the expiration of their three-year term, or until their successors shall be elected and qualified.

Only stockholders of record at the close of business on March 31, 2008 will be entitled to notice of or to vote at this meeting or any adjournments thereof.

Your vote is very important. We invite you to attend the annual meeting and vote your shares directly. However, if you are unable to personally attend, we urge you to exercise your right to vote by completing and returning the enclosed proxy in the envelope provided. If you are a stockholder of record and attend the meeting, you may revoke your proxy by voting in person.

By Order of the Board of Directors,

/s/ Patricia L. Day

Patricia L. Day  
Corporate Secretary

The date of this notice is April 14, 2008.

PLEASE SIGN AND DATE THE ACCOMPANYING PROXY AND MAIL IT PROMPTLY, regardless of the number of shares you may own and whether or not you plan to attend the meeting in person. You may revoke your proxy and vote your shares in person if revoked in accordance with the procedures described in the attached proxy statement.

**BLUE VALLEY BAN CORP.  
11935 RILEY  
OVERLAND PARK, KANSAS 66213**

**PROXY STATEMENT**

**GENERAL INFORMATION**

We are providing these proxy materials to you in connection with the solicitation of proxies by the Board of Directors of Blue Valley Ban Corp. (“Blue Valley” or the “Company”) for the 2008 Annual Meeting of Stockholders and for any adjournment or postponement of the Annual Meeting. The 2008 Annual Meeting will be held on Wednesday, May 14, 2008 at 5:30 p.m. in the Community Room at the Bank of Blue Valley College Banking Center, 7900 College Boulevard, Overland Park, Kansas.

This proxy statement and the accompanying proxy card will first be sent on or about April 14, 2008 to the Blue Valley Ban Corp. stockholders of record as of March 31, 2008 (the “Record Date”). Attendance at the Annual Meeting is limited to stockholders of record or their proxies, beneficial owners of Company stock having evidence of such ownership, and guests of the Company.

Proxies are being solicited to give all stockholders of record an opportunity to vote on the matter to be presented at the Annual Meeting. In the following pages of this Proxy Statement, you will find information about the matter to be voted upon at the Annual Meeting.

Only record holders of the Company’s common stock at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were 2,459,942 shares of Company common stock issued and outstanding. Each share is entitled to one vote on each matter properly brought before the meeting. Shares can be voted at the meeting only if the stockholder is present or represented by a valid proxy.

Many stockholders cannot personally attend the meeting and choose to be represented by proxy. Any stockholder of record giving the accompanying proxy has the power to revoke it at any time before it is exercised at the Annual Meeting by (i) delivery of written notice to the Corporate Secretary that is received prior to the meeting, stating the proxy is revoked, (ii) delivery of a properly executed, later-dated written proxy and submitting it so it is received prior to the meeting in accordance with the instructions on the proxy card, or (iii) voting shares in person at the Annual Meeting. Providing a proxy will in no way limit your right to vote at the Annual Meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the meeting.

All shares entitled to vote and represented by properly executed proxies received prior to the Annual Meeting and not revoked will be voted at the Annual Meeting in accordance with the instructions indicated on those proxies. If you sign the proxy but do not specify how you want your shares to be voted, your shares will be voted in the manner recommended by the Board on all matters subject to vote by proxy. Votes will be counted by the Inspectors of the Election appointed by the Chairman at the meeting.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place, the persons named in the enclosed form of proxy will have discretion to vote on those matters according to their best judgment to the same extent as you would be entitled to vote. The Company does not anticipate that any other matters will be raised at the Annual Meeting.

Blue Valley Ban Corp. maintains the confidentiality of the votes of individual stockholders. The Company does not disclose these votes to any member of management, unless required to do so for legal reasons. The Inspectors of the Election may have access to individual votes in the normal course of counting and verifying the vote.

**Cost of Proxy Solicitation**

The Company will pay the cost of this solicitation of proxies. In addition, our Directors, officers or employees may solicit proxies for us in person or by telephone. The Company may also, upon request, reimburse brokerage firms and other custodians, nominees or fiduciaries for their expenses in forwarding proxy materials to their customers who are beneficial owners and obtaining their voting instructions.

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## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of the Company's common stock as of March 31, 2008 by (1) persons known by the Company to own of record or beneficially five percent or more of the outstanding common stock; (2) the Company's directors; (3) each of the executive officers of the Company named in the Summary Compensation Table; and (4) all of the directors and executive officers of the Company as a group. Unless otherwise indicated, the address of each person listed below is c/o 11935 Riley, Overland Park, Kansas 66213. This information has been prepared based upon the SEC's "beneficial ownership" rules and information available to the Company. Unless otherwise indicated, each of the following persons has sole voting and investment power with respect to the shares of common stock beneficially owned.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
Robert D. Regnier	706,087 <sup>(1)</sup>	28.70%
Thomas A. McDonnell	160,352 <sup>(1)</sup>	6.52%
Donald H. Alexander	152,432 <sup>(1)(2)</sup>	6.20%
Robert D. Taylor	7,974 <sup>(1)</sup>	.32%
Michael J. Brown	27,944 <sup>(1)</sup>	1.14%
Anne D. St. Peter	600 <sup>(1)</sup>	.02%
Mark A. Fortino	10,349 <sup>(1)</sup>	.42%
Sheila C. Stokes	9,203 <sup>(1)(2)</sup>	.37%
Ralph J. Schramp	3,609 <sup>(1)(2)</sup>	.15%
All directors and executive officers, 9 in number, as a group	1,078,550	43.84 <sup>(3)</sup>

- (1) Includes unvested restricted stock awards for the following persons: Robert D. Regnier, 1,800; Thomas A. McDonnell, 600; Donald H. Alexander, 600; Robert D. Taylor, 600; Michael J. Brown, 600; Anne D. St. Peter, 600; Mark A. Fortino, 1,800; Sheila C. Stokes, 1,800; and Ralph J. Schramp, 1,800.
- (2) Includes options that are currently exercisable, or become exercisable within 60 days of March 31, 2008, to purchase from us the number of shares of common stock indicated for the following persons: Donald H. Alexander, 8,400; Sheila C. Stokes, 6,400; and Ralph J. Schramp, 600.
- (3) Based on the number of shares of common stock outstanding on March 31, 2008, which was 2,459,942 shares.

**PROPOSAL # 1: ELECTION OF DIRECTORS**

The Company’s full board consists of six directors. The Company’s directors are divided into three classes, with two directors in each class. At each annual meeting of stockholders, the directors of each class are elected to serve a three-year term, and continue to hold office until their successors are elected and qualified. Two Class II Directors are to be elected at the Annual Meeting and each will serve until expiration of their three-year terms at the Company’s 2011 Annual Meeting of Stockholders or until their successor shall be elected and qualified. Unless otherwise directed, the persons named in the accompanying Proxy will vote the shares represented by the Proxy for the election of the following:

**Nominees for Election**

*Class II Director: Terms expiring in 2008*

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Company Director Since</b>
Donald H. Alexander	69	Director of Blue Valley and of the Bank of Blue Valley (“the Bank”)	1992
Robert D. Taylor	61	Director of Blue Valley	2006

**Donald H. Alexander** has been a director of Blue Valley and member of its Audit Committee since 1992. Mr. Alexander has also been a director of the Bank since its formation in 1989. Mr. Alexander is a private investor with a background in commercial banking. In addition to his positions with Blue Valley and the Bank, Mr. Alexander has also been Chairman of Tulsa Power, LLC in Tulsa, Oklahoma, a machinery fabrication company, since 1998; Chairman of C.D.I, Industrial and Mechanical Contractors, Inc. in Kansas City, Kansas, since 2003; and President and Director of Alexander & Associates, Inc. in Kansas City, Missouri, a private investment company, since 1987. Mr. Alexander serves as a trustee for Avila University, Director of the Winston Churchill Memorial Library in Fulton, Missouri, Director of Nijenrode International Business School of Breukelen, the Netherlands, and trustee of the Eye Institute, Kansas City, Missouri.

**Robert D. Taylor** has been a director of Blue Valley and the Audit Committee Chair since April 2006. Mr. Taylor is the Chairman and CEO of Executive AirShare Corporation. Mr. Taylor’s management experience includes serving as Chairman and CEO of Railroad Savings Bank, a \$600 million publicly traded savings and loan, and Senior Vice President and Chief Financial Officer of Rent-A-Center, one of the largest consumer rental companies. Mr. Taylor serves as the Chairman of the Board of Elecsys Corporation, an Olathe, Kansas based contract manufacturer of electronic products and components. As a member of the Board of Elecsys, Mr. Taylor has served on the Audit and Compensation Committees. Mr. Taylor also serves as a Director of Inergy L.P., a Kansas City, Missouri based propane retailer. As a member of the Inergy Board, Mr. Taylor serves as a member of the Audit Committee. Mr. Taylor is a trustee of University of Kansas Endowment Fund and a member of the Board of Advisors for the School of Business at the University of Kansas.

*The Board of Directors recommends a vote “FOR” the election of Mr. Alexander and Mr. Taylor.*



## Directors Who Will Continue in Office

### *Class III Directors: Terms expiring in 2009*

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Company Director Since</b>
Robert D. Regnier	59	President, Chief Executive Officer and Chairman of the Board of Directors of Blue Valley Company; President, Chief Executive Officer and Chairman of the Board of Directors of the Bank	1989
Thomas A. McDonnell	61	Director of Blue Valley	1996

### *Class I Director: Term expiring in 2010*

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Company Director Since</b>
Michael J. Brown	50	Director of Blue Valley	2005
Anne St. Peter	41	Director of Blue Valley	2007

Below we have provided information regarding the principal occupations and business experience of each director of the Company named above. Unless otherwise indicated, each person has held the indicated positions for at least the past five years. Except as otherwise indicated below, there are no reportable family relationships among our directors and executive officers.

**Robert D. Regnier** has been a director and the President and Chief Executive Officer of Blue Valley and the Bank since their formation in 1989. He has also been the sole director and President and Chief Executive Officer of Blue Valley Investment Corporation since its formation in 1995, and of Blue Valley Building Corp. since its formation in 1994. Prior to forming Blue Valley, Mr. Regnier held various managerial positions with Boatmen's Bank and Trust and Boatmen's First National Bank of Kansas City. Mr. Regnier has over 30 years of experience in a number of banking areas, including lending, investments, personnel, administration, trust, operations, new business development and mergers. Mr. Regnier serves on the Board of Directors of the Greater Kansas City Chamber of Commerce, Civic Council of Greater Kansas City, Union Station Kansas City, Inc., Community Foundation of Johnson County, Overland Park Research & Development Foundation, Greater Kansas City Chamber Johnson County Leadership Council, Johnson County Community College Foundation, Arts Council of Greater Kansas City, Greater Kansas City Community Foundation, Midwest Research Institute, United Way of Greater Kansas City, Nelson Atkins Museum of Art, University of Kansas Hospital Authority, University of Kansas Medical Center Advancement Board, Kansas Venture Capital, Inc., and Applied Measurement Professionals.

**Thomas A. McDonnell** has been a director of Blue Valley since 1996. Mr. McDonnell has served as the Chief Executive Officer of DST Systems, Inc. in Kansas City, Missouri since 1984, as President since 1973 (except for a 30-month period from October 1984 to April 1987) and as a director of DST since 1971. DST Systems, Inc. is a provider of information processing and computer software services and products to the financial services, communications and healthcare industries. Mr. McDonnell serves as a director on the following corporate boards, Kansas City Southern Industries, Inc, Euronet Worldwide, Inc., Commerce Bancshares, Inc., and Garmin LTD.

**Michael J. Brown** has been a director of Blue Valley since August 2005. Mr. Brown co-founded Euronet Worldwide, Inc. in 1994 and has served as the Chief Executive Officer since its formation in 1994 and the Chairman of the Board of Directors since 1997. Euronet Worldwide, Inc. is a multinational company with a diverse product and service offering that enables financial institutions to offer secure electronic financial transactions at any time and place. Mr. Brown has nearly 15 years of prior experience in the computer software business.

**Anne St. Peter** was nominated and elected as a director of Blue Valley in May 2007. Ms. St. Peter is the Founder of Global Prairie, an integrated marketing communications consultancy. Prior to founding Global Prairie in 2008, Ms. St. Peter spent ten years at Fleishman-Hillard International Communications. While at Fleishman-Hillard, Ms. St. Peter was the General Manager of the Kansas City office; Chair of the Global Healthcare Practice; and member of the firm's Senior Management Committee. Ms. St. Peter is the First Vice Chair of the Greater Kansas City Chamber of Commerce, Vice Chair of the Greater Kansas City Community Foundation, and a member of the Board of Directors of the Kansas City Area Life Sciences Institute.

### **Required Votes--Election of Director Nominees**

The Board is divided into three classes. At each annual meeting of stockholders, the director(s) constituting one class are elected for a three-year term.

Each nominee must be elected by a plurality of the votes cast in person or by proxy at a meeting at which a quorum is present. Therefore, any shares not voted (whether by abstention, withheld votes, broker non-votes or otherwise) have no impact on the election of director(s) except to the extent that the failure to vote for an individual may result in another individual receiving a larger proportion of the total votes. If you sign the proxy but do not specify how you want your shares to be voted, your shares will be voted in favor of the election of each nominee listed on the proxy.

Each nominee has agreed to serve as director if elected and the Company is not aware of any nominee that will be unable to serve. If for any reason the nominee is unable to serve, the proxies will be voted for a substitute nominee selected by the Board.

## **CORPORATE GOVERNANCE**

Our business is managed by the Company's employees under the direction and oversight of the Board. Except for Robert D. Regnier, our Chairman and Chief Executive Officer, none of our Board members are employees of the Company. We keep Directors informed of our business through discussions with management, materials provided to them, and their participation in Board and Board Committee meetings.

The Board has adopted a Code of Conduct and Business Ethics policy for employees, officers and directors and an Audit Committee Charter to assist in providing a framework for the governance of the Company.

### **Director Independence**

The Board reviews and determines the independence of each Director and nominee for election as a Director. The Board applies the definition of "independent directors", as defined by the listing standards of the American Stock Exchange. The Board has determined that each of the following non-employee directors of the Company is independent:

Donald H. Alexander  
Michael J. Brown  
Thomas A. McDonnell  
Anne D. St. Peter  
Robert D. Taylor

The Board determined that Robert D. Regnier, as an employed executive officer of the Company, is not independent.

### **Committees of the Board of Directors and Meeting Attendance**

The Board had five meetings during the last fiscal year. The only director who attended fewer than 75% of the meetings of the Board and Board-designated committees on which he served during the last fiscal year was Mr. Brown. The Company does not have a policy regarding Board member attendance at the Annual Meeting of Stockholders. However, four of the Company's six Board members attended the 2007 Annual Meeting of Stockholders.

The Board has a standing Audit Committee appointed from among its members. Members of the Audit Committee include Mr. Alexander, Mr. Taylor, and Ms. St. Peter who was appointed to the Committee in August 2007 to replace Mr. Wayne A. Henry, Jr. All members of the Audit Committee are "independent directors" as defined by the listing standards of the American Stock Exchange. The Board has determined that Mr. Taylor, Chairman of the Audit Committee, and Mr. Alexander, meet the requirements for being "audit committee financial experts" as the term is used under the Securities and Exchange Commission rules. The biographies of Messrs. Taylor and Alexander are on page 4.

The Board does not have a standing Compensation Committee. Executive compensation is determined jointly by the full Boards of Directors of the Company and the Company's subsidiary bank (the "Bank"). Thus, the Board believes that it is appropriate to not have a Compensation Committee or a Compensation Committee Charter.

The Board does not have a standing Nominating Committee. With the exception of the CEO, the full Board is composed of independent directors who nominate persons to serve as directors of the Company. The Board therefore believes that it is appropriate to not have a Nominating Committee or a Nominating Committee Charter. When considering director candidates, the Company's Board will consider properly submitted stockholder nominations for candidates. The Board utilizes a variety of methods for identifying and evaluating nominees for directors. The Board assesses its number of directors periodically and determines whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the full Board considers various potential candidates for director. Candidates may come to the attention of the Board through current Board members, stockholders or other persons. These candidates are evaluated and may be considered at any point during the year. Stockholder nominations should be addressed to:

Blue Valley Ban Corp.  
Attn: Chairman of the Board  
11935 Riley  
Overland Park, KS 66213

The Board will consider properly submitted stockholder nominations for director candidates, following verification of the stockholder status of persons proposing the candidates.

In evaluating nominations, the Board seeks to achieve a balance of knowledge, experience and capability on the Board. The Board considers candidates based upon several criteria, including their broad-based business and professional skills and experience, education, accounting, financial expertise, reputation, civic and community relationships, concern for the long-term interest of stockholders, personal integrity and judgment, and knowledge and expertise in the banking industry. When evaluating nominees, the

composition of the entire Board is taken into account, including a desire for a majority of independent directors. In addition the assessment of a candidate includes consideration of the number of public boards on which he or she serves because of the time requirements for duties and responsibilities associated with serving on the Board.

### **Compensation Committee Interlocks and Insider Participation**

All of our executive officers and employees are employed by the Bank and do not receive separate compensation for positions held with the Company, Blue Valley Investment Corporation, Blue Valley Building Corp., or any other subsidiaries of the Company. Executive compensation is determined jointly by the full Boards of Directors of the Company and the Bank. During 2007, Robert D. Regnier, who is a director of the Company and the Bank and President and Chief Executive Officer of the Company and the Bank, as well as Mark A. Fortino, who is Chief Financial Officer of the Company and Senior Vice President and Chief Financial Officer of the Bank, participated in the deliberations of the boards of directors of the Company and the Bank concerning executive compensation for employees other than themselves. There are no other reportable compensation committee interlocks or insider participation matters.

### **Code of Conduct and Ethics**

The Company has had a written Code of Conduct-Addendum for Senior Financial Officers, and a Code of Conduct and Business Ethics Policy for employees of the Company and its subsidiaries for many years. The codes and policy include guidelines relating to financial reporting, legal and regulatory compliance, violation reporting, accountability, conflicts of interest, improper influence on conducts of audits, whistleblower protection, personal and business conduct, harassment and discrimination, and proprietary and confidential information.

### **Communications with the Board**

Individuals may communicate directly with any member of the Board or any individual chairman of a committee of the Board by writing directly to those individuals at the following address:

Blue Valley Ban Corp.  
11935 Riley  
Overland Park, KS 66213

Communications that are intended for the non-management independent directors generally should be marked as such. The Company's general procedure is to forward, and not to intentionally screen, any mail received at the Company's corporate office unless the Company believes the communication may pose a security risk.

### **Certain Relationships and Related Transactions**

The Bank periodically makes loans to our executive officers and directors, the members of their immediate families and companies with whom they are affiliated. These transactions are approved by the Board of Directors. As of December 31, 2007, the Bank had aggregate loans outstanding to such persons of approximately \$20.3 million, which represented 34.42% of our stockholders' equity of \$58.9 million on that date. These loans:

- were made in the ordinary course of business;
- were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons; and

- did not involve more than the normal risk of collectibility or present other unfavorable features.

The Company's Board reviews and approves all transactions with related persons that exceed \$120,000, and in which the related person had or will have a direct or indirect material interest.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires every director and officer and each person owning directly or indirectly more than 10% of any class of equity security which is registered pursuant to Section 12 of the Exchange Act, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Because the Company's equity securities are not registered pursuant to Section 12 of the Exchange Act, such beneficial ownership reporting requirements are not applicable.

## **AUDIT COMMITTEE REPORT**

The role of the Audit Committee is to assist the Board in its oversight of the Company's accounting, auditing and financial reporting processes. During 2007, the Company's Audit Committee consisted of three "independent" directors, as defined by the listing standards of the American Stock Exchange, as well as two advisory members who are directors of the Bank. The Audit Committee has general responsibility for oversight of financial controls, as well as our accounting, regulatory and audit activities, and annually reviews the qualifications of our independent auditors. The Audit Committee operates pursuant to a written charter which was last reviewed and approved by the Board in August 2007. As set forth in the charter, management of the Company is responsible for establishing and maintaining the Company's internal control structure over financial reporting, for preparing the Company's financial statements in accordance with generally accepted accounting principles and applicable laws and regulations, safeguarding and management of assets, and ensuring compliance with federal and state laws and regulations. Management is also responsible for conducting an evaluation of the effectiveness of the internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the committee of Sponsoring Organizations of the Treadway Commission. The Company's independent auditors, BKD, LLP, are responsible for performing an independent audit of the Company's financial statements and expressing an opinion as to their conformity with accounting standards generally accepted in the United States of America.

During the year ended December 31, 2007, the Audit Committee met five times and the Audit Committee discussed with management and the independent auditors all interim financial information prior to public release.

In the performance of its oversight function, the Audit Committee has received from the independent accountants a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence, consistent with Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, and discussed with the independent auditor the independent auditor's independence, including but not limited to any relationships that may impact their objectivity and independence and satisfied itself as to the independent auditors independence. The Audit Committee also discussed with management, the internal auditors and the independent auditors the quality and adequacy of the Company's internal controls and the internal audit function's organization, responsibilities, budget and staffing. The Committee reviewed with both the independent and the internal auditors their audit plans, audit scope, and identification of audit risks.

The Audit Committee has discussed and reviewed the audited financial statements and management's assessment on internal control over financial reporting with management and with BKD, LLP as of December 31, 2007. The Audit Committee has also discussed with BKD, LLP the matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as currently in effect.

The Audit Committee reviewed with management and the independent auditors, the audited financial statements of the Company as of and for the fiscal year ended December 31, 2007. Pursuant to this review, the Audit Committee recommended to the Board that the audited financial statements referred to above be included in the Company's 2007 Annual Report to Stockholders and Annual Report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission.

The Audit Committee has selected and approved BKD, LLP as the Company's independent public accountants for fiscal year 2008.

*Submission by The Audit Committee of the Company's Board:*

Robert D. Taylor, Chairman of the Audit Committee

Donald H. Alexander

Anne D. St. Peter

Charles H. Hunter, advisory member

Suzanne E. Dotson, advisory member

**Independent Auditors and Fee Information**

BKD, LLP has served as independent auditor of the Company since 1989. Such services include the audit of the financial statements of the Company for the recently completed fiscal year, review of the financial statements included in the Company's Quarterly Reports on Form 10-Q and other appropriate services as approved. A member of BKD, LLP is expected to attend the annual meeting and, if present, will have the opportunity to make a statement if desired. Such member will also be available to respond to appropriate questions from the stockholders.

The following is a summary of fees billed by BKD, LLP for professional services rendered during the fiscal years ended December 31, 2007 and 2006:

	<u>2007</u>	<u>2006</u>
	( in thousands)	
Audit fees	\$ 148	\$ 116
Audit-Related fees	-	-
Tax fees	28	29
All other fees	<u>-</u>	<u>22</u>
Total	\$ 176	\$ 167

Audit fees paid to BKD, LLP are for professional services rendered for the audit of the Company's annual consolidated financial statements, reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q and an audit of the purchase accounting resulting from the acquisition of Unison Bancorp, Inc. and its subsidiary, Western National Bank, in 2007. Tax fees include fees paid for the preparation and review of the Company's state and federal tax returns and tax consulting services. All other fees include regulatory application filings and other permitted advisory services. The Audit Committee has considered and found that the provision of services by BKD, LLP covered above is compatible with maintaining their independence. During 2007, 100% of the total fees disclosed in the Independent Auditor Fee Information table were specifically approved by the Audit Committee.

The Audit Committee has adopted the following guidelines for pre-approval of audit and permitted non-audit services provided by the Company's independent auditor. Annually the Audit Committee will review the fee proposal and engagement letter for audit services to be performed along with other permitted services including audit-related and tax services to be provided by the independent registered public accountant. If agreed to by the Audit Committee, the engagement letter is formally accepted by the Audit Committee.

For non-audit services, Company management submits to the Audit Committee for approval significant non-audit services that it recommends the Audit Committee engage the independent auditor to provide for the fiscal year. The Audit Committee has delegated to the Chair of the Audit Committee the authority to grant pre-approval for non-audit services not to exceed \$15,000 per engagement. The decision of the Chair is then presented to the full Audit Committee at its next scheduled meeting. Company management and the independent auditor will each confirm to the Audit Committee that each non-audit service recommended is permissible under all applicable legal requirements.

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## COMPENSATION DISCUSSION AND ANALYSIS

This section contains a description and analysis of the compensation programs and decisions the Board made for 2007 for our Chief Executive Officer, Chief Financial Officer, and the Company's named executive officers. The executive officers for 2007 were as follows:

<u>Name</u>	<u>Title</u>
Robert D. Regnier	Chairman, President, and Chief Executive Officer
Mark A. Fortino	Senior Vice-President and Chief Financial Officer
Ralph J. Schramp	Senior Vice-President – Commercial Lending, Mortgage Originations and Business Development
Sheila C. Stokes	Senior Vice-President – Retail Division

### Background of Executive Officers

**Robert D. Regnier** (age 59) has been a director and the President and Chief Executive Officer of Blue Valley and the Bank since their formation in 1989. He has also been the sole director and President and Chief Executive Officer of Blue Valley Investment Corporation since its formation in 1995, and of Blue Valley Building Corp. since its formation in 1994. Prior to forming Blue Valley, Mr. Regnier held various managerial positions with Boatmen's Bank and Trust and Boatmen's First National Bank of Kansas City. Mr. Regnier has over 30 years of experience in a number of banking areas, including lending, investments, personnel, administration, trust, operations, new business development and mergers. Mr. Regnier serves on the Board of Directors of the Greater Kansas City Chamber of Commerce, Civic Council of Greater Kansas City, Union Station Kansas City, Inc., Community Foundation of Johnson County, Overland Park Research & Development Foundation, Greater Kansas City Chamber Johnson County Leadership Council, Johnson County Community College Foundation, Arts Council of Greater Kansas City, Greater Kansas City Community Foundation, Midwest Research Institute, United Way of Greater Kansas City, Nelson Atkins Museum of Art, University of Kansas Hospital Authority, University of Kansas Medical Center Advancement Board, Kansas Venture Capital, Inc., and Applied Measurement Professionals.

**Mark A. Fortino** (age 41) has been Chief Financial Officer and/or Treasurer of Blue Valley, Blue Valley Investment Corporation and Blue Valley Building Corp., and Senior Vice President and Chief Financial Officer of the Bank since May 1998. As such, he is responsible for oversight of all financial reporting and analysis for Blue Valley, as well as oversight of operations, human resources, compliance, internal audit, loan review, information technology, facilities and administration. Mr. Fortino also serves on the Technology, Asset/Liability Management, Compliance, Marketing and Work-Life Committees of the Bank. Mr. Fortino is a certified public accountant, and for ten years prior to joining Blue Valley served in various positions, including Audit Manager, at Baird, Kurtz & Dobson (now BKD, LLP), a public accounting firm in Kansas City, Missouri. His prior experience includes bank consulting and auditing, bank mergers and acquisitions, public securities offerings and periodic SEC reporting. Mr. Fortino is a member of the Missouri Society of CPAs and the American Institute of CPAs. Mr. Fortino is the Treasurer and serves on the Finance Committee of the Girl Scouts of Midcontinent Council and is the immediate past chair of the University of Kansas Accounting and Information Systems Advisory Board.



**Ralph J. Schramp** (age 58) joined the Bank in 2002 and is currently Senior Vice President - Commercial Lending, Mortgage Originations and Business Development. In this capacity, he is responsible for managing and directing the commercial credit sales efforts at all Bank locations and the Bank's mortgage operations. Mr. Schramp has over 30 years of banking experience in Iowa, Missouri, and Kansas. He began his banking career with Davenport Bank & Trust Company, Davenport, Iowa in 1972 to 1976. He served in several capacities with United Missouri Bank beginning in 1976, including President and CEO of United Missouri Bank of Blue Springs, Missouri from 1979 to 1983. He served as Senior Commercial Loan Officer at MidAmerican Bank & Trust Company, Roeland Park, Kansas from 1984 to 1986 and President and CEO of Truman Bank and Trust Company, Grandview, Missouri from 1986 to 1993. After holding lending and business development positions from 1993 to 1999 with Mercantile Bank, Kansas City, Missouri and Community Bank, Prairie Village, Kansas, Mr. Schramp spent three years as Vice President of Finance & Administration for a manufacturing company in Grandview, Missouri. Mr. Schramp is on the St. Joseph Health Center Advisory Council and is the Advisory Board Chairman and member of the Foundation Board for Sisters of St. Francis of the Holy Eucharist.

**Sheila C. Stokes** (age 46) has been with the Bank since 2001 as Senior Vice President heading the Bank's Retail Division. Ms. Stokes is responsible for all Retail sales and activities, Private Banking, Call Center, Consumer Lending, Marketing, and Wealth Management services. Ms. Stokes has been employed in banking for over 25 years with experience as a Personal Banker, Banking Center Manager and Regional Sales Manager. Prior to joining Bank of Blue Valley she was Vice President, Regional Sales Manager at Bank of America, Kansas City, Missouri.

### **Objectives of our Compensation Program**

The Company seeks to attract, motivate and retain highly-qualified executive officers and compensate them to maximize short-term and long-term benefits to the Company and its stockholders. To accomplish this goal, the total compensation of the Company's executive officers includes base compensation as well as incentive compensation in the form of cash bonuses and equity incentive grants. The compensation program of the Company has the following elements:

1. Measurable goals that promote the interests of our employees, customers and stockholders;
2. Long-term incentive compensation programs; and
3. Competitive pay practices

### **Role of the Board of Directors**

The Boards of Directors of the Company and the Bank have the overall responsibility for the compensation of our executive officers. When determining the appropriate level of executive compensation, including that for the CEO, the boards of directors consider factors such as compensation surveys and research data, duties performed by each executive and the level of performance of each executive's department(s) and/or area(s) of responsibility, as well as the overall performance of the Company.

### **Compensation Consultant**

In 2005, the compensation consulting firm of Insight Management Consulting Group was retained to evaluate the Company's compensation practices, to benchmark the Company's compensation practices against other similarly situated financial services institutions and to assist in developing and implementing any necessary changes to the Company's compensation program and philosophy. Insight Management Consulting Group utilized numerous industry and general market sources that are publicly available including:

Industry Sources:

- Kansas Bankers Association Compensation & Benefits Survey
- Bank Cash Compensation Survey – Bank Administration Institute
- Key Executive Compensation Survey – Bank Administration Institute
- Banking Survey for Executive/Mid Mgmt/Profess Positions – Towers Perrin
- Banking Surveys – Hay Group
- Financial Institutions Benchmark Compensation Report – ECS/Wyatt Data Services
- Financial Services Suite – Marsh/William M. Mercer

General Market Sources:

- Information Technology Compensation Survey – Marsh/William M. Mercer
- Finance, Accounting & Legal Compensation Survey – Marsh/William M. Mercer
- Industry Report on Executive Management – ECS/Wyatt Data Services
- Industry Report on Middle Management – ECS/Wyatt Data Services
- Industry Report on Professional Positions – ECS/Wyatt Data Services
- Industry Report on Supervisory Positions – ECS/Wyatt Data Services
- Geographic Report on Middle Management – ECS/Wyatt Data Services
- Geographic Report on Professional Positions – ECS/Wyatt Data Services
- Human Resource Association of Greater Kansas City – Salary & Benefits Survey

The study completed by Insight Management revealed that all of the Company's executive officers were compensated below the median range of the 50<sup>th</sup> percentile. None of the executive officers' pay was found to be unreasonable or out of the range of compensation paid by the peer group for individuals in similar roles with similar responsibilities.

No significant adjustments in compensation were made in 2007, and the Board therefore did not perceive the need to update the study. Updates will be made in the future as deemed necessary by the Board of Directors.

**Performance Reviews**

At the beginning of fiscal year 2007, the Board of Directors and executive officers established the performance goals for 2007. These performance goals factor into the annual performance reviews for each executive officer. At the end of each fiscal year, the Company's executive officers perform a self-evaluation of their performance and goals. The Company's CEO conducts the performance evaluations of each of the executive officers and presents the recommendations to the Boards of Directors of the Company and Bank as to their compensation for the upcoming year. The performance review of the CEO is based on the financial performance of the Company, achievement of goals, and overall management of risk. The boards of directors discuss the CEO's performance and recommend and approve the compensation for the upcoming year.

**Elements of Compensation**

Total compensation for executive officers consisted of the following components:

Base Salary

An executive officers base salary is a guaranteed element of annual compensation on which he or she may rely regardless of performance. The base salary for each executive officer reflects his or her position, responsibilities and contributions relative to other executives and applicable market data. Base salary is reviewed each December, as well as other times to recognize a promotion or change in job responsibilities as necessary.

### Annual Incentive Cash Compensation

The Company's Incentive Compensation Plan is a cash incentive plan to reward our executive officers for the achievement of the Company's annual performance goals. In awarding annual cash incentives, the Board considers the Company's financial performance compared to the annual target for Return on Equity, or "ROE".

The Company's executive officers are eligible to receive an annual cash incentive equal to a percentage of their base salary based entirely on whether the Company's ROE was achieved. The range of potential annual cash incentives as a percentage of base salary for our executive officers is as follows, and is based on achievement of an annual ROE of 10% to greater than or equal to 20%:

<u>Name</u>	<u>Annual Cash Incentive Ranges</u>
Robert D. Regnier	10% to 100%
Mark A. Fortino	10% to 75%
Ralph J. Schramp	10% to 75%
Sheila C. Stokes	10% to 75%

If the Company does not achieve an ROE of at least 10%, then no cash incentives are paid. For years that the Company exceeds an ROE of 10%, the eligible incentive increases incrementally as ROE increases. There were no annual cash incentive awards for Mr. Regnier, Mr. Fortino, Mr. Schramp, and Ms. Stokes during 2007 as the Company did not achieve an ROE of at least 10%. For 2006, the annual cash incentive awards for Mr. Regnier, Mr. Fortino, Mr. Schramp, and Ms. Stokes were approximately 37%, 29%, 29%, and 29%, respectively.

### Long-Term Retention Bonus Plan

The Long-Term Retention Bonus Plan was approved by the Board in December 2006. It is effective for years ending December 31, 2007 and after. The plan creates a bonus pool that is only paid out when the prior three year average ROE is greater than or equal to 14%. The plan is funded by the Company each year. The contribution made by the Company will equal 50% of each executive officer's year end bonus. If no bonus is paid, no amount would be contributed under the terms of the plan. This additional bonus contribution will create a Long-Term Retention Bonus Pool for that executive officer. One-third of the balance will be paid out in qualifying years, however the entire pool balance is forfeited upon termination of employment. If the executive officer provides 20 years of service and reaches 55 years of age, or reaches Social Security Retirement age, 100% of the remaining pool balance is paid out to the executive officer. The first possible payout will be in January of 2010, provided the previous three-year average ROE exceeds 14%. During 2007, although the Company did not meet the ROE requirements for Bonus and therefore no long-term retention bonus contribution would be made under the terms of the plan, the Board decided to make a discretionary contribution to the Long-Term Retention Bonus Plan. This discretionary contribution was made in order to begin funding the plan in an effort to retain our officer talent long-term. As noted above, except in the case of retirement, the long-term retention bonus will not be paid out until 2010 and only if the average ROE for 2007, 2008, and 2009 exceeds 14%.

### Long-Term Equity Awards

The Company has historically awarded stock option and restricted stock grants to provide our executive officers with long-term equity awards for performance, to more closely align their interests with the Company's stockholders, and to retain talented executives. The 1998 Equity Incentive Plan, amended and restated as of May 14, 2003, provides for the issuance of equity-based awards, including restricted stock and stock options. Commencing in 2003, the Company began issuing restricted stock in lieu of non-qualified stock options. The restricted stock awarded to the CEO and executive officers is determined at the discretion of the Board of Directors. Restricted stock awarded to the CEO and executive officers for 2007 performance (grant date February 1, 2008) was 1,800 shares for the CEO and 600 shares for each executive officer. Restricted stock awarded to the CEO and executive officers for 2006 performance (grant date February 1, 2007) was 1,800 shares for the CEO and 600 shares for each executive officer. The restricted stock for the CEO has a one year vesting date, while the restricted stock for the executive officers

vests over 3 years. The value of the shares awarded combined with all other forms of compensation is reviewed by the Board of Directors in determining the appropriate number of shares to be awarded.

Unvested restricted stock grants are normally forfeited upon termination of employment. However, in the case of death or disability, the restricted shares become non forfeitable.

#### Other Benefits

Other benefits provided by the Company include the following retirement plans: 401(k) Plan and Profit Sharing Plan. For the 401(k) Plan, the Company matches 100% on the first 3% deferred by the individual and 50% match on the next 2% deferred by the individual. All funds are immediately 100% vested. For the Profit Sharing Plan, the Company makes contributions to the Plan based on Company profits. The Board determines the amount to be contributed each year. Eligibility to participate is after one year of service. Vesting is at 20% each year.

#### **Employment Agreements**

Mr. Regnier, Mr. Fortino, Mr. Schramp, and Ms. Stokes each has an oral agreement with the Company for “at will” employment which includes the following:

1. Entitlement to a salary, adjusted annually by the Board;
2. Participation in the annual incentive bonus program (incentive is based upon the ROE of the Company);
3. Eligibility for incentive awards under the 1998 Equity Incentive Plan, as determined by the Board;
4. Entitlement to medical and disability insurance and other forms of health, life and other insurance and/or benefits provided by the Company to its employees; and
5. Entitlement to paid time off and all other employee benefits provided by the Company to its employees, except for Mr. Regnier with respect to the Employee Stock Purchase Plan due to his greater than 5% ownership in the Company.

### **COMPENSATION COMMITTEE REPORT**

As noted previously under the Corporate Governance, Committees of the Board of Directors and Meeting Attendance, the Board does not have a standing Compensation Committee. Executive compensation is determined jointly by the full Boards of Directors of the Company and the Bank. The Board of the Company reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on the review and discussion, the Board of the Company determined to include the Compensation and Analysis in the Proxy Statement for filing with the Securities and Exchange Commission.

*Submission by the Board of the Company:*

Robert D. Regnier  
Donald H. Alexander  
Michael J. Brown  
Thomas A. McDonnell  
Anne D. St. Peter  
Robert D. Taylor

## EXECUTIVE COMPENSATION

The Summary Compensation Table below provides summary information concerning compensation that was paid or accrued for fiscal year ended December 31, 2007 and 2006 to or on behalf of the Chief Executive Officer, Chief Financial Officer, and the other highest paid executive officers whose salary and bonus for 2007 and 2006 was in excess of \$100,000. Executive officers do not have employment contracts assuring continued employment, but do have oral agreements for “at will” employment as discussed above.

### SUMMARY COMPENSATION TABLE

Name and Principal Positions	Year	Salary	Bonus (1)	Long Term Retention Bonus (2)	Stock Awards (3)	All Other Comp (4)	Total
Robert D. Regnier ..... President, Chief Executive Officer and Chairman of the Board of Directors of Blue Valley; Chief Executive Officer and Director of the Bank	2007	\$ 265,200	\$ -	\$ 13,260	\$ 57,600	\$ 23,973	\$ 360,033
	2006	\$ 255,000	\$ 94,520	\$ -	\$ 63,000	\$ 25,480	\$ 438,000
Mark A. Fortino ..... Chief Financial Officer of Blue Valley; Senior Vice President and Chief Financial Officer of the Bank	2007	\$ 138,320	\$ -	\$ 6,916	\$ 19,200	\$ 18,502	\$ 182,938
	2006	\$ 133,000	\$ 38,636	\$ -	\$ 21,000	\$ 17,451	\$ 210,087
Ralph J. Schramp ..... Senior Vice President – Commercial Lending, Mortgage Originations and Business Development	2007	\$ 124,800	\$ -	\$ 6,240	\$ 19,200	\$ 16,999	\$ 167,239
	2006	\$ 120,000	\$ 34,860	\$ -	\$ 21,000	\$ 16,358	\$ 192,218
Sheila C. Stokes ..... Senior Vice President – Retail Division of the Bank	2007	\$ 124,800	\$ -	\$ 6,240	\$ 19,200	\$ 16,764	\$ 167,004
	2006	\$ 120,000	\$ 34,860	\$ -	\$ 21,000	\$ 16,081	\$ 191,941

- (1) Amounts reflected in the Bonus column reflect cash incentive awards earned in 2007 and 2006, and paid in 2007 and 2008, respectively, which is discussed in further detail under the *Annual Incentive Cash Compensation* on page 15 in the Compensation Discussion and Analysis.
- (2) During 2007, although the Company did not meet the ROE requirements for bonus the Board decided to make a discretionary distribution to the Long-Term Retention Bonus Plan. Amounts reflected in the Long-Term Retention Bonus column represent the discretionary cash award earned and placed in the long-term bonus pool for that executive officer. Future payout of the award can not be determined at this time and is dependent on several factors including future financial performance of the Company as discussed under the *Long-Term Retention Bonus Plan* on page 15 in the Compensation Discussion and Analysis.
- (3) In December 2007, the Board approved restricted stock awards for 2007 performance with a grant date of February 1, 2008. Mr. Regnier was awarded 1,800 shares of restricted stock and Mr. Fortino, Mr. Schramp and Ms. Stokes were each awarded 600 shares of restricted stock. Management’s estimate of the fair value of our common stock at grant date, February 1, 2008, was \$32.00 per share based upon the last trade which occurred on January 24, 2008. In December 2006, the Board approved restricted stock awards for 2006 performance with a grant date of February 1, 2007. Mr. Regnier was awarded 1,800 shares of restricted stock and Mr. Fortino, Mr. Schramp and Ms. Stokes were each awarded 600 shares of restricted stock. Management’s estimate of the fair value of our common stock at grant date, February 1, 2007, was \$35.00 per share based upon the last trade on February 1, 2007.

- (4) All Other Compensation is comprised of the following amounts:

Name		401(k) Match	Profit Sharing Contribution	Premiums for Group Term Life Insurance	Cash Dividends Paid on Stock Awards (a)		Total All Other Compensation
Robert D. Regnier.....	2007	\$ 9,000	\$ 13,941	\$ 1,032	\$ -	\$	23,973
	2006	\$ 8,800	\$ 14,298	\$ 1,032	\$ 1,350	\$	25,480
Mark A. Fortino.....	2007	\$ 7,078	\$ 10,964	\$ 100	\$ 360	\$	18,502
	2006	\$ 6,434	\$ 10,467	\$ 100	\$ 450	\$	17,451
Ralph J. Schramp.....	2007	\$ 6,386	\$ 9,892	\$ 361	\$ 360	\$	16,999
	2006	\$ 5,923	\$ 9,624	\$ 361	\$ 450	\$	16,358
Sheila C. Stokes.....	2007	\$ 6,386	\$ 9,892	\$ 126	\$ 360	\$	16,764
	2006	\$ 5,907	\$ 9,598	\$ 126	\$ 450	\$	16,081

- (a) Amounts reflect cash dividends paid on unvested restricted stock in 2007 and 2006. Mr. Regnier had no unvested restricted stock as of the dividend record date for dividends paid in 2007.

#### Grants of Plan-Based Awards in 2007

Name	Grant Date	Board Action Date	Estimated Possible Payout Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of shares of Restricted Stock (#) (2)	Grant Date Fair Value of Restricted Stock Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)		
Robert D. Regnier .....	12/19/2007	12/19/2007		\$ 4,420						
	02/01/2008	12/19/2007						1,800	\$	32
Mark A. Fortino .....	12/19/2007	12/19/2007		\$ 2,305						
	02/01/2008	12/19/2007						600	\$	32
Ralph J. Schramp .....	12/19/2007	12/19/2007		\$ 2,080						
	02/01/2008	12/19/2007						600	\$	32
Sheila C. Stokes .....	12/19/2007	12/19/2007		\$ 2,080						
	02/01/2008	12/19/2007						600	\$	32

- (1) Future payout of the Long-Term Retention Bonus Plan is dependent on several factors, including financial performance of the Company as discussed on page 15 in the Compensation Discussion and Analysis. The award provides for a single estimated payout, thus there are no threshold or maximum amounts payable under the plan. The target amount above represents one-third of the 2007 Long-Term Retention Bonus contributed to the plan to be paid in 2010 assuming the Company's average ROE for 2007, 2008 and 2009 exceeds 14%.
- (2) Represents restricted stock granted under the 1998 Equity Incentive Plan, amended and restated as of May 14, 2003, as described under *Long-Term Equity Awards* on page 15 in the Compensation Discussion and Analysis.

## Outstanding Equity Awards at Fiscal Year-End

Name	<u>Option Awards</u>					<u>Stock Awards</u>			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Other Rights That Have not Vested
	Number of Securities Underlying Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares of Restricted Stock That Have Not Vested (#) (2)	Market Value of Shares of Stock That Have Not Vested (3)	Equity Incentive Plan Awards: Number of Unearned Shares or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares or Other Rights That Have not Vested
Robert D. Regnier.....	-	-	-	\$ -	-	-	-	-	\$ -
Mark A. Fortino.....	-	-	-	\$ -	-	1,200	\$ 37,200	-	\$ -
Ralph J. Schramp.....	600	-	-	\$ 25.00	12/12/2012	1,200	\$ 37,200	-	\$ -
Sheila C. Stokes.....	4,000 2,400	-	-	\$ 19.50 \$ 25.00	12/13/2011 12/12/2012	1,200	\$ 37,200	-	\$ -

- (1) All amounts represent non-qualified stock options awarded under the 1998 Equity Incentive Plan, amended and restated as of May 14, 2003.
- (2) Represents restricted stock granted under the 1998 Equity Incentive Plan, amended and restated as of May 14, 2003. Each individual was awarded 600 shares in 2005 and 600 shares in 2007. The shares awarded in 2005 vest on December 15, 2008 and the shares awarded in 2007 vest on February, 1, 2010.
- (3) Management's estimate of the fair value of our common stock at December 31, 2007 was \$31.00 per share based upon the last trade of 2007 which occurred on December 27, 2007.

### Option Exercises and Stock Vested in 2007

The following table sets forth information with respect to the executive officers identified in the prior table concerning the exercise of options and stock vested during 2007.

Name	Year	<u>Option Awards</u>		<u>Stock Awards</u>	
		Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Robert D. Regnier.....	2007	-	-	-	\$ -
Mark A. Fortino.....	2007	-	-	600 (1)	\$ 18,600
Ralph Schramp.....	2007	-	-	600 (1)	\$ 18,600
Sheila Stokes.....	2007	-	-	600 (1)	\$ 18,600

- (1) Mr. Regnier had no stock vesting in 2007. The remaining executive officers' restricted stock granted on December 16, 2003 vested on December 16, 2007. Fair value of the common stock was \$31.00 per share, based upon the last trade which occurred on December 11, 2007.

## 2007 Director Compensation

The Company pays each of our non-employee directors a fee of \$1,500 for each meeting of our Board, and a fee of \$350 for each committee meeting that each attends. An employee of the Company or a subsidiary receives no additional compensation for serving as a director. Directors are also eligible to receive stock options, restricted stock and deferred share unit grants under our 1998 Equity Incentive Plan. In February 2008, each non-employee director of the Company was awarded 600 shares of our restricted stock for performance during 2007. Mr. Regnier received 1,800 shares of restricted stock as discussed above under Executive Compensation.

<u>Name</u>	<u>Year</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards <sup>(1)</sup> (\$)</u>	<u>Option Awards (\$)</u>	<u>Non –Equity Incentive Plan Compensation (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total Compensation (\$)</u>
Donald H. Alexander	2007	\$ 8,900	\$ 19,200	-	-	-	\$ 28,100
Michael J. Brown	2007	\$ 3,000	\$ 19,200	-	-	-	\$ 22,200
Wayne A. Henry, Jr. <sup>(2)</sup>	2007	\$ 2,200	\$ -	-	-	-	\$ 2,200
Thomas A. McDonnell	2007	\$ 6,000	\$ 19,200	-	-	-	\$ 25,200
Anne D. St. Peter	2007	\$ 3,700	\$ 19,200	-	-	-	\$ 22,900
Robert D. Taylor	2007	\$ 8,900	\$ 19,200	-	-	-	\$ 28,100

- (1) In December 2007, the Board approved restricted stock awards for 2007 performance with a grant date of February 1, 2008. All non-employee directors received 600 shares with a one year vesting period. Management's estimate of the fair value of our common stock at February 1, 2008, the grant date, was \$32.00 per share based upon the last trade which occurred on January 24, 2008.
- (2) Wayne A. Henry was a director for the Company until May 16, 2007, at which time Anne D. St. Peter replaced him on the Board.



**Board of Directors of the Company and the Bank**

<u>Name</u>	<u>Age</u>	<u>Positions</u>
<i>Directors of Blue Valley Ban Corp.</i>		
Robert D. Regnier .....	59	President, Chief Executive Officer and Chairman of the Board of Directors of Blue Valley; President, Chief Executive Officer and Chairman of the Board of Directors of the Bank
Donald H. Alexander .....	69	Director of Blue Valley and the Bank
Michael J. Brown .....	51	Director of Blue Valley
Thomas A. McDonnell .....	62	Director of Blue Valley
Anne D. St. Peter .....	42	Director of Blue Valley
Robert D. Taylor.....	61	Director of Blue Valley

*Additional Directors of the Bank*

Harvey S. Bodker .....	72	Director of the Bank
Richard L. Bond .....	72	Director of the Bank
Suzanne E. Dotson .....	61	Director of the Bank
Charles H. Hunter .....	65	Director of the Bank

**OTHER MATTERS**

The Board knows of no matters expected to be presented for consideration at the Annual Meeting that are not described herein. However, if other matters properly come before the meeting, persons named in the accompanying form of proxy may vote thereon in accordance with their best judgment.

**Stockholder Proposals for the 2009 Annual Meeting of Stockholders**

**Proposals in the Company’s Proxy Statement**

2009 Stockholder proposals submitted for inclusion as a stockholder proposal in the Company’s proxy materials for the 2009 Annual Meeting of Stockholders must be received by the Company at its principal executive office at 11935 Riley, Overland Park, Kansas 66213 no later than December 15, 2008.

**Proposals to be Introduced at the Annual Meeting but not Intended to be Included in the Company’s Proxy Statement**

Pursuant to the advance notice provision of the Company’s Articles of Incorporation, a stockholder intending to introduce any proposal at the 2009 Annual Meeting of Stockholders (including a proposal to nominate a director), but not intending the proposal to be included in the Company’s proxy materials, must give notice to the Company’s Secretary no later than December 15, 2008.

By Order of the Board of Directors

/s/ Robert D. Regnier  
Chairman of the Board and Chief Executive Officer  
April 14, 2008

PROXY

PROXY

**BLUE VALLEY BAN CORP.**

**PROXY FOR ANNUAL MEETING OF STOCKHOLDERS**

**This Proxy is Solicited on Behalf of the Board of Directors**

**PLEASE FILL IN, DATE AND SIGN PROXY AND RETURN  
IN THE ENCLOSED PREPAID ENVELOPE PROMPTLY**

The undersigned hereby constitutes and appoints Patricia L. Day and Mark A. Fortino, and each or any of them, the attorneys and proxies of the undersigned, each with the power of substitution, to attend and act for the undersigned at the Annual Meeting of Stockholders of Blue Valley Ban Corp. to be held in the Community Room at the Bank of Blue Valley's College Banking Center located at 7900 College Boulevard, Overland Park, Kansas 66210 on Wednesday, May 14, 2008, at 5:30 p.m. and at any adjournments or postponements thereof, and in connection therewith to vote all of the shares of Blue Valley Ban Corp's common stock which the undersigned would be entitled to vote, as set forth below. This proxy revokes all prior proxies given by the undersigned.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSALS SET FORTH BELOW.**

**PROPOSAL 1: ELECTION OF DIRECTORS – NOMINEES ARE: DONALD H. ALEXANDER AND ROBERT D. TAYLOR.**

| | FOR ALL NOMINEES                      | | WITHHOLD AUTHORITY FOR ALL NOMINEES  
| | FOR ALL EXCEPT: \_\_\_\_\_

**INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT PERSON'S NAME ON THE LINE ABOVE.**

**THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE CHOICES SPECIFIED BY THE UNDERSIGNED ON THIS PROXY. IF NO INSTRUCTIONS TO THE CONTRARY ARE INDICATED HEREON, THIS PROXY WILL BE TREATED AS A GRANT OF AUTHORITY TO VOTE FOR THE NOMINEES FOR DIRECTOR AND ACCORDING TO THE DISCRETION OF THE PROXY HOLDERS ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING.**

**NO PROPOSAL IS CONDITIONED UPON THE APPROVAL OF ANY OTHER PROPOSAL.**

Receipt of Notice of Meeting and Proxy Statement is hereby acknowledged.

Dated: \_\_\_\_\_, 2008

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Important: Please date this Proxy; sign exactly as your name(s) appear hereon. When signing as joint tenants, all parties to the joint tenancy should sign. When signing the Proxy as attorney, executor, administrator, trustee or guardian, please give full title as such.