

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 [X]

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))

[X] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material under Rule 14a-12

BLUE VALLEY BAN CORP

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

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

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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:

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

(3) Filing Party:

(4) Date Filed:

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

FOR

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD

**May 25, 2005
5:45 p.m.**

**Blue Valley Ban Corp
135th & Mission Road
Leawood, Kansas 66209**

[LOGO] Blue Valley Ban Corp

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 25, 2005**

The Annual Meeting of Stockholders of Blue Valley Ban Corp ("Blue Valley" or the "Company") will be held in the lobby at the Bank of Blue Valley banking center located at 13401 Mission Road (135th and Mission Road), Leawood, Kansas 66209 on May 25, 2005, at 5:45 p.m. to consider and vote on the following matters:

1. The election of directors to hold office until the expiration of their three-year terms, or until their successors shall be elected and qualified.

Only stockholders of record at the close of business on March 31, 2005 will be entitled to notice of, or to vote at, this meeting or any adjournments thereof.

It is important that your shares be represented at the meeting, and we invite you to attend. 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 20, 2005.

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 66225**

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement and the accompanying proxy will first be sent on or about April 20, 2005, to the stockholders of record of the common stock, par value one dollar (\$1.00) per share, of Blue Valley Ban Corp ("Blue Valley" or the "Company") as of March 31, 2005 (the "Record Date"). The Company's Board of Directors (the "Board") is soliciting proxies to be used at the 2005 Annual Meeting of its stockholders and any adjournment thereof (the "Annual Meeting"), which will be held at 5:45 p.m. on May 25, 2005, in the Bank of Blue Valley banking center located at 135th & Mission Road, Leawood, Kansas, 66209.

Attendance at the Annual Meeting is limited to stockholders of record or their proxies, beneficial owners of Company common 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 on 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 2,334,871 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.

Your vote is important. Since many stockholders cannot personally attend the meeting, a large number must 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) written notice to the Corporate Secretary, (ii) a properly executed, later-dated written or electronic proxy, or (iii) voting by ballot at the Annual Meeting. The method by which you vote 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 of directors 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.

Solicitation of Proxies

The Company will pay the cost of this solicitation of proxies. In addition to the use of the mails, proxies may be solicited personally or by telephone by directors or by employees of the Company. In addition, the Company will reimburse brokers and other custodians, nominees or fiduciaries for their expenses in forwarding proxy materials to stockholders.

Required Votes--Election of Director Nominees

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

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 must be elected by a plurality of the votes of the shares entitled to vote on the election of the director(s) and represented in person or by proxy at a meeting at which a quorum is present.

While it is not expected that the nominee will be unable to accept office, if for any reason the nominee is unable to do so, the proxies will be voted for a substitute nominee selected by the Board of Directors of the Company.

(THIS SPACE INTENTIONALLY LEFT BLANK)

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, 2005 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, nominees 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. 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 (2)	
Robert D. Regnier	665,546		28.50	%
Donald H. Alexander	150,632	(1)	6.45	%
Thomas A. McDonnell	143,552		6.15	%
Wayne A. Henry, Jr.	132,480	(1)	5.67	%
C. Ted McCarter	82,184	(1)	3.52	%
Mark A. Fortino	14,600	(1)	0.63	%
Sheila Stokes	7,600	(1)	0.33	%
Ralph J. Schramp	1,800	(1)	0.08	%
Gary L. Sherrer	600		0.03	%
All directors and executive officers, 9 in number, as a group	1,198,994	(1)	51.36	%

- (1) Includes options that are currently exercisable, or become exercisable within 60 days of March 31, 2005, to purchase from us the number of shares of common stock indicated for the following persons: Donald H. Alexander, 8,400; Wayne A. Henry, Jr., 12,400; C. Ted McCarter, 12,400; Mark A. Fortino, 8,400; Sheila Stokes, 6,400; and Ralph J. Schramp, 600.
- (2) Based on the number of shares of common stock outstanding on March 31, 2005, which was 2,334,871 shares.

COMMITTEES OF THE BOARD OF DIRECTORS AND MEETING ATTENDANCE

The board of directors 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 they served was Mr. McDonnell. The Company does not have a policy covering board member attendance at the Annual Meeting of Shareholders. However, four of the Company's five board members attended the 2004 Annual Meeting of Shareholders.

The board of directors has a standing Audit Committee appointed from among its members. In addition, the board of directors determined that Messrs. Henry and Alexander qualify as Audit Committee financial experts.

The board of directors does not have a standing Nominating Committee or Compensation Committee. The full board of directors nominates persons to serve as directors of the Company. The compensation of the executive officers of the Company's subsidiary bank (the "Bank") is determined jointly by the full boards of directors of the Company and the Bank.

Audit Committee Report

The Company has an Audit Committee consisting 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 reports to the full board of directors of the Company in performing its responsibilities relating to our accounting, reporting and financial control practices. 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 by the board of directors in March, 2005. As stated in the charter, the preparation, integrity, and fair presentation of the Company’s financial statements are the responsibility of management, as are the establishment and maintenance of an internal control structure over financial reporting, and safeguarding and management of assets and ensuring compliance with federal and state laws and regulations. The Company’s independent auditors are responsible for auditing the Company’s financial statements and expressing an opinion on their conformity with accounting standards generally accepted in the United States of America.

During the year ended December 31, 2004, 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 executing its oversight responsibility as to the audit process, the Audit Committee obtained from the independent auditors 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 discussed and reviewed with the independent auditors all communications required by generally accepted auditing standards, including those described in Statement on Auditing Standards No. 61, as amended, “Communication with Audit Committees” and discussed and reviewed the results of the independent auditors’ examination of the financial statements.

The Audit Committee reviewed the audited financial statements of the Company as of and for the fiscal year ended December 31, 2004, with management and the independent auditors. Pursuant to this review, the Audit Committee recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2004 that was filed with the Securities and Exchange Commission.

Members of the Audit Committee:

Wayne A. Henry, Jr.
Donald H. Alexander
C. Ted McCarter
Charles H. Hunter (advisory member)
Suzanne E. Dotson (advisory member)

INDEPENDENT AUDITORS

The Board of Directors, upon recommendation of its Audit Committee, has determined to continue the services of BKD, LLP for the current fiscal year ending December 31, 2005. BKD, LLP has served as

independent auditor of the Company since 1989. Such services will include the audit of the financial statements of the Company for the fiscal year ending on such date, review of the Company's quarterly financial statements during that period and other appropriate services. A member of BKD, LLP will attend the annual meeting and will have the opportunity to make a statement if desired. Such member will also be available to respond to appropriate questions from the stockholders.

Independent Auditor Fee Information

	<u>2004</u>	<u>2003</u>
	(dollars in thousands)	
Audit fees	\$ 101	\$ 98
Financial Information Systems		
Design and Implementation Fees	—	—
All other fees	42	119
Total	<u>\$ 143</u>	<u>\$ 217</u>

Audit fees include amounts the Company paid to BKD, LLP for the audits of the Company's annual financial statements and reviews of the financial statements included in the quarterly reports on Form 10-Q. All other fees include fees for examination of the Company's Trust Department, fees for the audit of the Company's profit-sharing plan and fees paid for the preparation and review of the Company's state and federal income tax returns. In 2003, all other fees also included amounts related to professional staffing for a data validation engagement. The Audit Committee has considered and found that the provision of services by BKD, LLP covered above is compatible with maintaining their independence.

Executive Compensation

The Summary Compensation Table below provides summary information concerning compensation that we paid or accrued during 2004, 2003 and 2002 to or on behalf of our Chief Executive Officer and the four other highest paid executive officers whose salary and bonus for 2004 was in excess of \$100,000. None of our executive officers have employment contracts assuring continued employment.

Name and Principal Positions	Year	Total Compensation					
		Annual Compensation (1)			Long-term Compensation Awards		
		Salary	Bonus	Other Annual Comp.(2)	Restricted Stock Awards (3)	Securities Underlying Options	All Other Comp.(4)
Robert D. Regnier	2004	\$ 248,800	\$ —	\$ —	\$ 43,200	—	\$ 23,293
President, Chief Executive Officer and	2003	239,200	80,000	—	54,000	—	24,126
Chairman of the Board of Directors of	2002	230,000	200,000	—	—	8,000	22,218
Blue Valley; Chief Executive Officer and							
Director of the Bank							
Mark A. Fortino	2004	\$ 119,000	\$ —	\$ —	\$ 14,400	—	\$ 17,739
Chief Financial Officer of Blue Valley;	2003	114,400	45,000	—	18,000	—	22,412
Senior Vice President and Chief Financial	2002	110,000	75,000	—	—	2,400	13,459
Officer of the Bank							
Ralph J. Schramp	2004	\$ 105,000	\$ —	\$ —	\$ 14,400	—	\$ 13,706
Senior Vice President – Commercial	2003	93,600	35,000	—	18,000	—	6,330
Division of the Bank	2002	41,900	20,000	—	—	600	1,200
Sheila Stokes.....	2004	\$ 105,000	\$ —	\$ —	\$ 14,400	—	\$ 16,207
Senior Vice President – Retail Division of	2003	93,600	45,000	—	18,000	—	14,907
the Bank	2002	90,000	40,000	—	—	2,400	—
Barry Bell (5).....	2004	\$ 87,000	\$ —	\$ —	—	—	\$ 17,464
Former Senior Vice President – Mortgage							
Division of the Bank							

- (1) The salary column does not include the cost to us of benefits executive officers receive in addition to salary and cash bonuses. Those amounts are included in the column “Other Annual Comp.”
- (2) Includes the dollar value of other annual compensation not properly categorized as salary or bonus, including perquisites and other personal benefits unless the aggregate amount of such compensation is the lesser of either \$50,000 or 10% of the total annual salary and bonus.
- (3) During 2004 and 2003, 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 December 31, 2004 was \$24.00 per share based upon the last trade of 2004 which occurred on December 17, 2004.
- (4) Includes the amount of the Company’s contributions to our Profit Sharing Plan and 401(k) Savings Plan. Mr. Bell’s “All Other Comp.” includes a one-time severance payment of \$14,500.
- (5) As of December 31, 2004, Mr. Bell was no longer employed by the Company and was not employed by the Company prior to 2004.

Officers’ Background

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 Corp. since its formation in 1995, of Blue Valley Building Corp. since its formation in 1994, and Chairman of Blue Valley Insurance Services, Inc. since its formation in 2003. 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 nearly 30 years of

experience in a number of banking areas, including lending, investments, personnel, administration, trust, operations, new business development and mergers.

Mark A. Fortino has been Chief Financial Officer and/or Treasurer of Blue Valley, Blue Valley Investment and Blue Valley Building, 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 and administration. Mr. Fortino also serves on the Technology, Asset/Liability Management 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 also Treasurer and serves on the Finance Committee of the Girl Scouts of Midcontinent Council and is the chairman of the University of Kansas Accounting and Information Systems Advisory Board.

Ralph J. Schramp joined the Bank in 2002 and is currently Senior Vice President - Commercial Lending and Business Development. In this capacity, he is responsible for managing and directing the commercial credit sales efforts at all Bank locations. Mr. Schramp has over 28 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 & 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.

Sheila Stokes 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 Signature Financial Services. Ms. Stokes has been employed in banking for twenty years with experience as a Personal Banker, Banking Center Manager and Regional Sales Manager. Most recently, she was Vice President, Regional Sales Manager at Bank of America, Kansas City from 1997 to 2001. Previously, she had served as Assistant Vice President, Banking Center Manager, Bank of America, Kansas City from 1991 to 1996, Assistant Cashier, Assistant Banking Center Manager, Bank of America from 1985 to 1990.

Gary Sherrer joined the Bank in December, 2004 as Senior Vice President and leads our Mortgage Division. In that role, Mr. Sherrer is in charge of all mortgage activities including origination, operations, underwriting and secondary market activities. Mr. Sherrer has spent most of his professional career in banking, including serving as a senior officer in Kansas' largest bank holding company. His banking service was interrupted by 8 years of public service during which he served as Lieutenant Governor and Secretary of Commerce for the State of Kansas. Mr. Sherrer also serves on the boards of Citizens for Higher Education, Liberty Memorial and KCPT-Public Television.

Exercises of Stock Options

The following table sets forth information with respect to the executive officers identified in the prior table concerning the exercise of options during 2004, and unexercised options held as of December 31, 2004.

Aggregated Option Exercises in 2004 and 2004 Year-End Option Values

Name	Number of Shares Acquired Through Exercise	Value Realized	Number of Securities Underlying Unexercised Options at Year-End:		Value of Unexercised In-the-Money Options at Year-end (1):	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Robert D. Regnier.....	-	-	-	-	\$ -	\$ -
Mark A. Fortino.....	-	-	8,400	-	\$ 33,600	\$ -
Ralph Schramp	-	-	600	-	\$ -	\$ -
Sheila Stokes	-	-	6,400	-	\$ 15,600	\$ -

- (1) Shares of the Company's common stock are traded on the Over-The-Counter Bulletin Board; however, there were no trades on December 31, 2004. Management's estimate of the fair value of our common stock at December 31, 2004 was \$24.00 per share based upon the last trade of 2004 which occurred on December 17, 2004.

Director Compensation

We pay each of our non-employee directors a fee of \$1,500 for each meeting of our board of directors, and a fee of \$350 for each committee meeting that they attend. Directors are also eligible to receive stock options, restricted stock and deferred share unit grants under our 1998 Equity Incentive Plan. In 2004, each non-employee director of the Company received 600 shares of our restricted stock. Mr. Regnier received 1,800 shares of restricted stock.

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 Corp., Blue Valley Insurance Services, Inc. or Blue Valley Building Corp. Executive compensation is determined jointly by the full boards of directors of the Company and the Bank. During 2004, 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 Senior Vice President and Chief Financial Officer of the Company and 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.

Board Report on Executive Compensation

The Company seeks to attract and retain highly-qualified executive officers and compensate them accordingly 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. When determining the appropriate level of executive compensation, including that for the CEO, the board

of directors considers 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.

PROPOSAL # 1: ELECTION OF DIRECTORS

The Company's directors are divided into three classes as nearly equal in number as the total number of directors constituting the entire board of directors permits. 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 2008 Annual Meeting of Stockholders or until their successor shall be elected and qualified. 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: Term expiring in 2008

Name	Age	Position with the Company	Company Director Since
C. Ted McCarter	68	Director of the Company and Chairman of the Board of Directors of the Bank	1992
Donald H. Alexander	66	Director of the Company and of the Bank	1992

C. Ted McCarter has been a director of the Company since 1992. Mr. McCarter has also been the Chairman of the board of directors of the Bank and a member of the Loan Committee and Trust Committee of the Bank since 1990 and a member of the Audit Committee since 2004. He has served as the Chairman and President of Valley Investment Co., a consulting company, since 1990. Mr. McCarter is Vice-President and part owner of CDI Industrial and Mechanical Contractors of Kansas City, Kansas. He has a background in commercial banking, having previously served as Chairman, President and Chief Executive Officer of Boatmen's First National Bank in Kansas City.

Donald H. Alexander has been a director of the Company 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 Ventaire Corporation in Tulsa, Oklahoma, a metal fabrication company, since 1989; Chairman of Tulsa Power, LLC in Tulsa, Oklahoma, a machinery fabrication company, since 1998; Chairman of Huebert Fiberboard Corp. in Boonville, Missouri, a manufacturing company, since 1996; and President and director of Alexander & Associates, Inc. in Kansas City, Missouri, a private investment company, since 1987.

The Board of Directors recommends a vote "FOR" the election of Mr. McCarter and Mr. Alexander.

Directors Who Will Continue in Office

Class III Directors: Terms expiring in 2006

Name	Age	Position with the Company	Company Director Since
Robert D. Regnier	56	President, Chief Executive Officer and Chairman of the Board of Directors of the Company; President, Chief Executive Officer and Director of the Bank	1989
Thomas A. McDonnell	59	Director of the Company	1996

Class I Director: Term expiring in 2007

Wayne A. Henry, Jr.	52	Director of the Company	1992
---------------------	----	-------------------------	------

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 Corp. since its formation in 1995, of Blue Valley Building Corp. since its formation in 1994, and Chairman of Blue Valley Insurance Services, Inc. since its formation in 2003. 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 nearly 30 years of experience in a number of banking areas, including lending, investments, personnel, administration, trust, operations, new business development and mergers.

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 software services to the financial services and other industries. Mr. McDonnell is also a director of Kansas City Southern, Euronet Worldwide, Inc., Commerce Bancshares, Inc., and Garmin LTD.

Wayne A. Henry, Jr. has been a director of Blue Valley since 1992. Mr. Henry has also been the President and Treasurer and a director of Personal Financial Designs, Inc. in Holden, Missouri, a registered investment advisory firm providing portfolio management and financial planning services, since 1986. Mr. Henry is a licensed financial planning practitioner and has served on the board of directors of the Kansas City Chapter of the International Association of Financial Planning and as President and Chairman of the Heart of America Society of the Institute of Certified Financial Planners.

OTHER MATTERS

The Board of Directors 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.

COMPLIANCE WITH EXCHANGE ACT FILING REQUIREMENTS

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.

STOCKHOLDER PROPOSALS FOR THE 2006 ANNUAL MEETING OF STOCKHOLDERS

Proposals in the Company's Proxy Statement

Stockholder proposals submitted for inclusion as a stockholder proposal in the Company's proxy materials for the 2006 Annual Meeting of Stockholders must be received by the Company at its office at 11935 Riley, Overland Park, Kansas 66225 no later than December 21, 2005.

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 2006 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 21, 2005.

By Order of the Board of Directors

/s/ Robert D. Regnier
Chairman of the Board and Chief Executive Officer
April 20, 2005

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 at the Bank of Blue Valley banking center located at 13401 Mission Road (135th and Mission Road), Leawood, Kansas 66209, on Wednesday, May 25, 2005, at 5:45 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: C. TED MCCARTER AND DONALD H. ALEXANDER.

| | FOR NOMINEES | | WITHHOLD AUTHORITY FOR 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: _____, 2005

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.