

Interagency Notice of Change in Control

Public reporting burden for the collection of information for this notice is estimated to average 30 hours, including the time to gather and maintain data in the required form, to review instructions and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, D.C. 20429; Secretary, Board of Governors of the Federal Reserve System, 20th St. and Constitution Ave., NW, Washington, D.C. 20551; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, SW, Washington, DC 20219; or Corporate Activities Division, Office of Thrift Supervision, 1700 G Street, NW, Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, D.C. 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

General Information and Instructions

Preparation and Use

This form is used to file notice to acquire, under certain circumstances, shares of depository institutions or depository institution holding companies, pursuant to the Change in Bank Control Act, as amended (12 USC 1817(j)). The information must be submitted to the appropriate regulatory agency of the institution whose shares are to be acquired. All inquiries on preparation of the notice should be directed to that agency which, in some circumstances, may modify the information requested. The regulatory agency will review the submitted notice to determine if it is complete. If so, an acknowledgment letter will be sent indicating the date complete, which begins the 60-day statutory review period. If the submitted notice is not complete, the regulatory agency may either request additional information or it may return the notice. If the required information is not available, please explain. The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross reference to the information is acceptable.

For additional information regarding the processing procedures and guidelines, and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines (i.e., *Comptroller's Corporate Manual*, the FRB's *Processing Applications Through the Federal Reserve System* and the *Applications Procedures Manual*, the FDIC's Rules and Regulations (12 CFR Section 303) and relevant policy statements, or the OTS' *Application Processing Handbook*), or contact the agency directly for specific instruction.

Biographical and Financial Report

To assist the regulatory agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* must be submitted for **each** person named in the notice.

Supporting Information

The formal questions in the notice are not intended to limit the acquiror's presentation, and the regulatory agency may request additional necessary information. If any information furnished in the notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the regulatory agency with which the notice was filed.

Compliance

The proposed acquiror is expected to comply with all representations and commitments made in this notice.

Transactions subject to the Harts-Scott-Rodino Antitrust Improvement Act of 1976 (15 USC 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice.

Notice of Publication

An acquiror must publish an announcement of the proposed acquisition in a newspaper of general circulation in the community in which the head office of the financial institution or holding company is located. In the case of a bank holding company, an announcement must also be published in each community in which the head office of a bank subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate regulatory agency. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Confidentiality

In general, requests for confidential treatment of specific portions of the notice must be submitted in writing concurrently with the submission of the notice and must discuss the justification for the requested treatment. An acquiror's reasons for requesting confidentiality should specifically demonstrate the harm (e.g., to its competitive position, invasion of privacy) that would result from public release of information (5 USC 552). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." An acquiror should follow the same procedure regarding a request for confidential treatment with regard to the subsequent filing of supplemental information to the notice.

An acquiror should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information submitted as confidential will be so regarded and will advise the acquiror of any decision to make available to the public information labeled as "Confidential."

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1. Personal Information

(a) Name of proposed acquiror(s)

_____ (Last) (First) (Middle--no initials)

(b) Name and address of insured depository institution or depository institution holding company whose shares are to be acquired:

_____ (Name)

_____ (Street Address)

_____ (City) (State) (ZIP Code)

(c) Name, title/employer, address, telephone number and fax number of person to whom inquiries concerning this notice may be directed:

_____ (Name)

_____ (Title/Employer)

_____ (Street Address)

_____ (City) (State) (ZIP Code)

_____ (Telephone Number) (Fax Number)

2. Does this notice represent prior notification to the regulatory agency?

Yes No

If the response is no, state the nature of the exception upon which the acquiror is relying for an exception to the prior notice requirement. If no exception is available, please discuss the reason(s) that prior notice was not given and modify the wording of the form as appropriate to provide all necessary information related to the transaction.

3. (a) At the institution to be acquired, total number of voting shares authorized

(b) Total number of voting shares outstanding: _____ Existing _____ Pro Forma

4. Provide the following information. For any shares registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.

| Full name and address of each acquiror/transferee | Number of shares now owned, controlled, or held | Number of shares to be purchased by or transferred to the acquiror/transferee | Number of shares after completion of proposal |
|---|---|---|---|
| | | | |
| TOTAL | | | |
| Total as percent of shares outstanding | % | % | % |

5. Indicate:

- (a) The purchase price(s) per share of shares to be acquired \$
- (b) Total purchase price for the entire proposed transaction \$
- (c) The current book value per share \$
- (d) The current market value per share \$
(including date and source of information, if available)

6. Discuss the proposal, including the purpose, terms, and conditions of the [proposed] acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-complete agreements, employment contracts, and trust agreements.

7. Provide the following information.

| Name of each acquiror/transferee | Total purchase price | Source and amount of funds |
|----------------------------------|----------------------|----------------------------|
| | \$ | |
| TOTAL | \$ | |

- (a) If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.
- (b) If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter.
- (c) Indicate the means through which the borrowed funds will be repaid. Provide details if the acquiror will rely on salaries, dividends, fees, or other funds from the insured depository institution or depository institution holding company to be acquired.

8. Provide the following information.

| Name of each seller/transferor | Number of shares now held | Number of shares to be sold/transferred | Number of shares after completion of proposal |
|--|---------------------------|---|---|
| | | | |
| Total | | | |
| Total as percent of total shares outstanding | % | % | % |

- 9. Identify any person or parties employed, retained, or to be compensated by any acquiror, or by any person on behalf of any acquiror, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.
- 10. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.
- 11. Describe in detail any plans or proposals that any acquiror may have to liquidate the insured depository institution or depository institution holding company to be acquired, to sell its assets, to merge it with any company, or to make any other significant change in its business strategy or corporate structure.
- 12. If changes are contemplated with respect to the board of directors or senior executive officers of the insured depository institution or depository institution holding company to be acquired, provide a current and pro forma list of officers and directors. The regulatory agency with which this notice has been filed should be contacted to determine the filing an/or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 USC 1831i).
- 13. For each acquiror, indicate any positions currently held (director, officer, or employee) in any other insured depository institution or depository institution holding company. Also indicate if any acquiror

directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 10 percent or more of the voting stock of any other insured depository institution or depository institution holding company.

| Name of each acquiror/transferee | Name and address of each insured depository institution or depository institution holding company | Position/ Date appointed | Percent ownership of institution |
|----------------------------------|---|-----------------------------|----------------------------------|
| | | | |

14. If any office of any insured depository institution or depository institution holding company with which the acquiror is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

Privacy Act Notice

A copy of this document is provided to the appropriate regulatory agency as required under 12 USC 1817(j) and implementing regulations. This notice, including supporting material, is available to the public upon request under the provisions of the Freedom of Information Act (5 USC 552). Contact the appropriate regulatory agency for the specific procedures under which the notice would be disclosed to the public. To the extent that it contains personal and financial information concerning individual acquirors of insured depository institutions and depository institution holding companies, the information may be subject to the Privacy Act of 1974 (5 USC 552a) which provides safeguards for personal information.

This form solicits information that will enable the regulatory agencies to evaluate and make a decision on each proposed change in control under the standards prescribed by the Change in Bank Control Act. Failure to provide information requested in connection with the processing of this notice could result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted. Any person acquiring control of an insured depository institution or holding company without filing a notice prior to the proposed acquisition may be subject to substantial civil money penalties. The Change in Bank Control Act requires the regulatory agencies processing this notice to furnish copies of this information to other federal and state banking authorities. Where possible violations of laws or regulations are disclosed, relevant information may be made available to other regulatory agencies or other law enforcement or governmental agencies. Identification of parties to a proposed transaction and details of that transaction, to the extent material to the regulatory agency's determination, may be incorporated in orders and notices issued under the Change in Bank Control Act or otherwise made public.

Certification¹

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001 and 1007.

Signed this ____ day of _____, ____.

Signature

Signature

Print or type name

Print or type name

Title (if applicable)

Title (if applicable)

¹This notice should be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.