

Branch and Relocation Application

Application No.:

For your convenience, the application that you are reviewing includes all questions contained on the type of branch/relocation application that you completed. We have provided all questions for your review to ensure that you have an opportunity to see those questions that you answered and the questions that you did not previously see or answer. Your attention should be focused on those questions with answers, with the other questions provided for your information.

National Bank Identifying Information

Charter No.:

Name of Bank:

Street address:

City:

County:

State:

Zip:

Supervisory

District:

TYPE OF APPLICATION (Check appropriate boxes)

BRANCH ESTABLISHMENT

(Including expansion of mobile branch service area)

Staffed Branch

Drop Box/Night Depository

Seasonal Agency

Drive-in Facility

Temporary Facility

College/University

Major Disaster or Other Emergency

Other:

Mobile Facility

Mobile Van

Messenger Service

Other:

Other (for example, part-time, limited service):

Note: Establishment of a temporary alternate site meeting certain requirements is a notice process, not a branch or branch relocation application process. (See the alternate site discussion in the "Branches and Relocations" booklet.)

Filing Fee: \$0.00

Application Identifying Information

Application is made for permission to:

_ Establish the type of branch previously indicated at the following address.

BranchName:
*StreetAddress:

*City:
*County:
*State:
*Zip:

Note: Items preceded by an asterisk (*) are not applicable for mobile facilities. See the "Mobile Facilities" section under **Other Information**.

Other Information (Check the following as applicable.)

Seasonal Agency

If this is a request to establish a seasonal agency, explain how this request meets the requirements in 12 USC 36(c) with respect to seasonal agencies. (See the definition of "seasonal agency" in the glossary section of the "Branch and Relocation" booklet.)

Doyourepresentthatupontheopeningofastateornationalbank inthecommunitywheretheseasonalagencywillbeestablished, thebankwillclosethisseasonalagency?	Yes	No
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Temporary Facility-College/University

If this is a request to establish a college or university branch, is this a request for approval under simplified branching procedures? (See the discussion on college or university branch in the "Branch and Relocation" booklet.)

If yes, provide the required information.
Include a representation that the facility will be open only during registration periods and an additional period no greater than seven days per year (not in contravention of state law limitations applicable to state banks).

Temporary Facility-Major Disaster or Other Emergency

If this is a request to establish a temporary facility following a major disaster, is the proposed facility in an area that the President of the United States has declared a "major disaster area"?

	Yes	No
A. If yes, will the proposed facility temporarily replace a branch rendered inaccessible or inoperable due to the emergency?	Yes	No
1. If yes, is establishment of the temporary branch within the geographic area in which the bank may establish a branch?	Yes	No
If yes, submission of a branch application to the OCC is not required. However, after establishing the branch, notify the OCC in writing with the branch name and its temporary location. If no, contact the appropriate Licensing Manager to discuss possible alternatives.		
2. If no, is this a request to establish a temporary branch at a new	Yes	No

location in the major disaster area within the geographic area in which the bank may establish a branch? [Note: A "new location" is a facility that does not replace an existing branch that has been rendered unusable as a result of the major disaster declared by the President.]

If yes, submission of a written branch application to the OCC might not be required. Contact the appropriate Licensing Manager if no, follow normal branch application procedures.

- | | | |
|---|-----|----|
| B. If no, is this a request to establish a branch where banking services are interrupted due to a local disaster, such as a fire? | Yes | No |
| 1. If yes, do you seek a waiver of normal filing requirements? | Yes | No |
- If yes, contact the appropriate Licensing Manager to discuss the waiver request.
2. If no, follow normal branch application procedures.

Temporary Facility-Other

If this is a request for another type of temporary facility, is this a request for waiver or reduction of the publication period? (See the "Branch and Relocation" booklet.)

If yes, provide the required information

Yes	No
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If no, follow normal branch application procedures.

Mobile Facility

- | | | |
|--|-----|----|
| A. Is this a request to expand the mobile facility outside the geographic area that it is currently authorized to serve? | Yes | No |
| B. Is this a request to utilize more than one messenger simultaneously? | Yes | No |
- If yes, please indicate the number of messenger services:
- | | | |
|--|-----|----|
| C. Will more than one State be served? | Yes | No |
|--|-----|----|
- If yes, enter the States in the text box below:

- D. (Form mobile facilities, including mobile branches and messenger services, or if an expansion of a previously approved mobile facility.)

Delineate the boundaries of the geographic area that the facility will serve.

Note: Alternatives include identifying the boundaries as (1) those of an incorporated municipality, a county or other political subdivision that has specific boundaries or (2) those within which the mobile facility would operate (for example, in City X, County Y, State Z between River A to the west, River B to the east, Street C to the south, and Avenue D to the north).

Interstate Determination

Will the proposed new or relocated branch be located in a state that is either the bank's main office state or a state in which the bank will operate at least one other authorized branch at the time the proposed branch will open?

Yes	No
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Legal Notice

Legal notice of this application is being published on: in:

Publication
Name:
Street Address:

City:
State:
Zip:

Legal notice of this application is being published on: in:

Publication
Name:
Street Address:

City:
State:
Zip:

Contact Person

Requests for additional information or other communications about this proposal should be directed to:

Name:
Title:
Street Address:

City:
State:
Zip:
Phone:
Fax:
Email:

Statutory and Regulatory Factors

1. Legality - (Complete Section A or B, as applicable.)

A. Intrastate Branch Establishment and Branch Relocation

- | | | |
|--|-----|----|
| 1. Does state law impose geographic, numerical, proximity, CRA or other limitations and/or requirements on the establishment/relocation of branches? | Yes | No |
|--|-----|----|

Note: The laws of several states including CT, NY, SD, IL and NE, to name a few, retain one or more of these types of restrictions. Examples include: prohibitions on the establishment of branches in towns of a certain size where another financial institution is located; restrictions on branching by banks that control more than a stated percentage of deposits in the state; restrictions that limit branching to municipalities or towns; restrictions on branching within a certain distance from an office of another financial institution.

If yes, does this filing comply with those limitations?

Yes No

Please provide a legal analysis to support the approval.

- 2. Does state law require that qualitative considerations be taken into account by the regulator in determining whether to approve the branch?

Yes No

Note: The law of several states retain these considerations. Examples include: public interest; the convenience and needs of the community in which the branch is proposed; the impact on competition among banking institutions in the community; the prospects for success of the branch; the impact of the branch on the solvency of existing financial institutions in the community to be served.

If yes, does this filing comply with those qualitative considerations?

Yes No

Please provide a legal analysis that includes all material facts to support the approval.

If no, please provide a legal analysis to support approval of the branch.

- 3. Is the relocation/establishment of the branch in compliance with the capital requirements of 12 USC 36(c)? Note: If this application is for a Seasonal Branch this question does not apply.

Yes No Not Applicable

If no, please explain why not:

- 4. If this application is to establish/relocate a non-traditional branch (for example, mobile, messenger service, temporary, dropbox, drive-in, part-time, or limited service branch) does the state in which the branch is proposed permit state banks to operate this type of branch at the location proposed?

Yes

No

We have found no publicly available state law authority addressing this type of branch.

Not Applicable

Please provide a legal analysis to support the approval.

- | | |
|---|--|
| <p>5. Istheapplicantbankcontrolledbyabankholdingcompanythe homestateofwhichisdifferentthanthehomestateofthe applicantbankas"homestate"isdefinedin12C.F.R.25.62(d)(2) and(3)?
 <u>Note:Ifyes,gotoquestion5-2.Ifno,gotoquestion5-1.</u></p> <p>5-1.Istheproposedbranchinastateotherthanthestatewherethe applicantbank'smainofficeislocated?
 <u>Note:Ifyes,gotoquestion5-2.Ifno,gotoquestion6.</u></p> <p>5-2.Intheapplicantbank'smostrecentCommunityReinvestment ActExamination,didtheOCCdeterminethatthebankwasnotin conformitywith12C.F.R.Part25,SubpartE("ProhibitionAgainst UseofInterstateBranchesPrimarilyforDepositProduction")inthe statewherethebranchisproposed?(Ifthebankwasnotanational bankatthetimeofitslastCRAexamination,diditsfederalbanking regulatoratthattimedeterminethatinstitutionwasnotin conformitywiththatregulator'sequivalentregulations?)
 Ifyes,explainhowthebankwillmeetthecreditneedsofthe communitytobeservedbytheproposedbranch.</p> | <p>Yes No</p> <p>Yes No</p> <p>Yes No</p> |
| <p>6. Arethereanyotherlegalissuesinvolvedinthisproposal?
 Ifyes,pleaseprovidedealegalanalysisanddiscusstheissuesfully.</p> | <p>Yes No</p> |

InterstateBranchEstablishmentandBranchRelocation

1. Please set forth and analyze the authority to establish the branch in, or relocate it to, another state focusing on the following with respect to the state where the branch would be located:
- Whether the state has in effect a law that applies equally to all banks and which expressly permits all out-of-state banks to establish denovo branches in the state;
 - Any conditions imposed on the establishment by out-of-state banks of a branch in the state;
 - Compliance with applicable state filing requirements and whether the applicant has provided a copy of the application to the appropriate state banking regulator in the state;
 - Applicability of state antitrust laws; and
 - Adequacy of capital and management of the bank.
2. If the applicant bank has no bank affiliate in the state where the branch is proposed:
(Note: This question does not apply if the applicant bank has a bank affiliate in the state where the branch is proposed.)
 Are the CRA ratings for all the bank affiliates of the applicant at least "satisfactory"?
 If no, please provide detail on CRA ratings and action plan.

Yes No

Has the OCC determined that the applicant bank is not in compliance with applicable state Community Reinvestment laws? If yes, please provide detail on CRA ratings and action plan. Yes No

3. Are there any other legal issues involved in this proposal? For instance, if the proposed branch will be a non-traditional branch (such as a mobile branch, part-time branch, limited service or temporary branch), check "yes" and explain in the text box below. If yes, please provide a legal analysis. Yes No

2. Bank Premises

A. Will the proposed action result in an investment in bank premises that requires an application or notice under 12 USC 371d (see the "Investment in Bank Premises" booklet)? Yes No

B. If prior approval is required, has it been granted? Yes No

C. If no, is an investment request included? Yes No

D. If yes, type your investment request in the text box below.

If no, do you wish to proceed with the application? Yes No

3. Management Interlocks/Insider Conflicts

Will the proposed action result in or raise an issue that could create prohibited interlock (12 USC 3201-3208 and 12 CFR 26) or a conflict of interest? Yes No

If yes, explain the circumstances that result in any potential conflict of interest or management interlock and specify what action will be taken to prevent a violation of the law.

4. Jointly Owned

Is this a jointly owned branch? Yes No

If yes, list the other institution that will have an ownership interest:

5. Environment

Will the proposed action have any significant effect on the quality of the human environment, (for example, air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land) within the meaning of the National Environmental Policy Act (NEPA), 42 USC 4321-4347, et seq? (See the Council on Environmental Quality at www.whitehouse.gov/CEQ).

Yes No

If yes, discuss the effect(s) and explain how the proposal causes the effects.

6. Historic Properties

Will the proposed action affect any district, site, building, structure or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act (NHPA), 16 USC 470f? (See the Advisory Council on Historic Preservation at www.achp.gov for the Act and implementing regulations). You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction or renovation may occur without OCC's authorization.

Yes No

Specify how such determination was made:

Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO) (when tribal lands or historic properties of significance to a tribe are involved).

Reviewed National Register of Historic Places (See www.cr.nps.gov/nr).

Applied National Register criteria to unlisted properties (See 36 CFR 60.4).

Reviewed historical records.

Contact with preservation organizations.

Other (Describe):

As appropriate, provide a copy of any documentation of consultation with the SHPO and/or THPO. Are you providing documentation?

Yes No

If yes, provide a copy.

7. Community Reinvestment Act (CRA) Considerations

- A. At its most recent examination, did the bank or any affiliated institution receive a CRA rating of "needs to improve" or "substantial noncompliance"?
If yes, describe what actions, if any, have been taken to address deficiencies in the institution's CRA record of performance since the examination.
- Yes No
- B. Will the proposed transaction affect the CRA assessment area served by the applicant?
If yes, discuss the effect.
- Yes No

8. Additional Attachments

Desired Action Date

I/we desire OCC action on this application no later than .

Certification

I hereby certify that the bank's board of directors has authorized the filing of this application, and that to the best of my knowledge, it contains no misrepresentations or omissions of material facts. In addition, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision.

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.

I acknowledge that approval of this application is in the discretion of the Comptroller of the Currency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

I agree I do not agree

(If you do not indicate that you agree with the terms of the certification you cannot certify.)

Signature

Signature of Authorized Officer:

Typed Name:

Title:

Date:

Name of Bank:

BankNet Security verified that was a valid signer for as of.