

APPLICATION
TO THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
FOR MEMBERSHIP IN THE FEDERAL RESERVE SYSTEM

Corporate Title of APPLICANT

Street Address of Principal Office

City

County

State

Zip Code

Please check: _____ Draft _____ Final

Date of Application: _____

An application is authorized by Sections 9 and 19 of the Federal Reserve Act, 12 U.S.C. 321-328; and related provisions of law, and Section 208.3 of Regulation H.

NOTE: A bank located outside the United States in a dependency or insular possession which desires to be admitted to the System under Section 19 of the Federal Reserve Act (12 U.S.C. 466) should contact the Federal Reserve Bank of which it wishes to become a member or at which it wishes to maintain reserves.

Name, title, address, and telephone number of person(s) to whom inquiries concerning this application may be directed:

GENERAL INFORMATION AND INSTRUCTIONS

Public reporting burden for this collection of information is estimated to average 4.0 hours per response, including the time to gather and maintain data in the required form and to review instructions and 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: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0046), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor and an organization (or person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

Who Must File This Application

A newly organizing bank that seeks to become a state member bank, or an existing bank or savings institution that seeks to convert to a state member bank status, must file this application.

Preparation of Application

For relevant filing information, Applicants should consult the Board's Regulation H (12 CFR Part 208), a copy of which is available on the Board's public website at <http://www.federalreserve.gov/regulations/> or through any Reserve Bank. Additional filing information is available on the Board's public website at <http://www.federalreserve.gov/generalinfo/applications/afi/>. As indicated on the FR 2083 cover page, an application may first be submitted in draft form.

Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the main office of Applicant is or will be located ("appropriate Reserve Bank"). Applicants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the application. Name check and financial information (including the submission of fingerprint cards) may be required for certain individuals associated with a proposed transaction. Such information should be submitted on the Interagency Biographical and Financial Report (FR 2081c; OMB No. 7100-0134), and may be submitted in advance of the application; fingerprint cards must be submitted separately. Contact the appropriate Reserve Bank for further guidance.

The Federal Reserve reserves the right to require the filing of additional statements and information. If any information initially furnished in the application changes significantly during the processing of the application, such changes should be communicated promptly to the Reserve Bank.

De novo banks seeking Federal Reserve membership should submit the initial filing on a draft basis. The organizers of certain de novo banks may be required to meet with Reserve Bank officials during the application review process. Currently operating banks should contact the appropriate Reserve Bank to determine whether a pre-membership examination must be conducted. All Applicants

should contact the appropriate Reserve Bank about whether the filing of a draft application is appropriate.

If Applicant is a de novo bank, it should complete Section I. If Applicant is a currently operating bank, it should complete Section II. If Applicant is a newly formed, nonoperating bank formed solely to facilitate acquisition of an existing bank, it should complete Section III. All numbered items on the appropriate section should be answered; if the question is not applicable or if the answer is "none," so state.

Applicant also must complete the appropriate Federal Reserve Bank stock application form for its charter type (FR 2083A or FR 2083B) and the Certificate of Organizers or of Directors (FR 2083C).

Answers to questions should be numbered in accordance with the format of this application. The application should be bound and page-numbered consecutively with numbers appearing at the bottom of each page.

Eligible banks, as defined in Section 208.2(e) of the Federal Reserve's Regulation H (12 CFR 208.2(e)), and certain de novo banks controlled by bank holding companies that meet criteria in Section 225.14(c) of the Federal Reserve's Regulation Y (12 CFR 225.14(c)), are eligible for expedited processing. See Section 208.3(c) of Regulation H (12 CFR 208.3(c)). The letter submitting the completed application should clearly indicate if Applicant is seeking expedited processing.

Supporting Information

The formal questions in the application are not intended to limit Applicant's presentation. In this regard, Applicant bears the full burden of presenting and documenting a case to meet the statutory criteria for approval. Supporting information for any or all factors, setting forth the basis for Applicant's judgment, may accompany the application.

Confidentiality

Under the provisions of the Freedom of Information Act (5 U.S.C.552), the application is a public document and available to the public upon request.

If Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. The request for confidential treatment must be submitted in writing concurrently with the submission of the application, and must discuss in detail the justification for confidential

treatment. Such justification must be provided for each response for which confidential treatment is requested. Applicant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Applicant must demonstrate that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" tests.)

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "CONFIDENTIAL."

Applicant should follow this same procedure on confidentiality with regard to filing any supplemental information to the application.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "CONFIDENTIAL." However, it shall be understood that without prior notice to Applicant, the Federal Reserve may disclose or comment on any of the contents of the application in the Order or Statement issued by the Federal Reserve in connection with its

decision on the application. The Federal Reserve's staff normally will apprise Applicant in the course of the applications process that such information may need to be disclosed in connection with the Federal Reserve's action on the application.

Related Applications

If consummation of the proposal is dependent upon separate approval by the Federal Reserve of other applications, such as a merger or bank holding company acquisition of bank shares, such application should be filed concurrently with this application.

Preliminary Charter Approval

If a proposed new operating bank or a charter conversion for an existing bank is involved, Applicant should have received at least preliminary approval of the new charter before filing this application in final form. Applicant should contact the Reserve Bank during the charter process.

Compliance

The Federal Reserve expects Applicant to comply with all representations and commitments made in this application. Applicant should immediately contact the appropriate Reserve Bank if there is any change in the structure of the proposal prior to consummation.

SECTION I

De Novo Bank

FINANCIAL AND MANAGERIAL INFORMATION

Provide the following:

1. Provide a copy of the Interagency Charter and Federal Deposit Insurance Application ("ICDIA") filed with the state and federal regulatory agencies in connection with this proposal.

NOTE: The Federal Reserve does not require: (1) notice of publication of an application for membership; (2) an electronic copy of the information in the application; or (3) the Oath of Directors in connection with the ICDIA. In addition, the Federal Reserve does not require responses to 4(b), 5(g) and 5(i) of the ICDIA because factors under the Community Reinvestment Act, the National Environmental Policy Act, and National Historic Preservation Act are not within the factors considered by the Federal Reserve in granting membership. The Federal Reserve

has different fingerprint requirements than those reflected in the ICDIA. Accordingly, an applicant must consult with the appropriate Reserve Bank to determine which individuals associated with a proposal should submit fingerprint cards.

- a. If projections contained in the ICDIA do not indicate profitable operations by the end of the third year, comment as to the reasons why and provide an estimate of the period that will be required before operations become profitable.
- b. With respect to the proposed bank's capital accounts, de novo banks must comply with the Federal Reserve capital requirements for de novo banks.
- c. Estimate the date on which the new bank expects to open for business.

SECTION II

Currently Operating Bank

FINANCIAL AND MANAGERIAL INFORMATION

Provide the following:

1. Description of any plans of Applicant (and/or Applicant's parent company) to raise Tier 1 or Tier 2 capital.

2. A list of the principals of Applicant (and/or Applicant's parent company)¹ (include any proposed changes or additions to this list after Applicant becomes a member), providing information with respect to each principal as follows:

a. Name and address (city and state/country). If the principal's country of citizenship is different than the principal's country of residence, then state the country of citizenship;

b. Titles or positions with Applicant (and/or Applicant's parent company);

c. Number and percentage of each class of shares of Applicant (and/or Applicant's parent company) that are owned, controlled or held with power to vote by this individual. Show separately for each listed shareholder the number of Applicant's shares held less than twelve months prior to date of application and furnish full details of the purchases including dates and costs:

NOTE: In responding to item 2.c or 2.e, include shares owned, controlled or held with power to vote by principal's spouse or dependents. Also, give record of ownership and, to the extent known, information on shares held by trustees, nominees, or in street name.

d. Principal occupation if other than with Applicant;

e. If 10 percent or more of the outstanding shares in any other depository organization² are held by a principal, give name and location of the other depository organization. Information that has been collected and updated within the past twelve months may be submitted.

1. The term principal as used herein means any individual who (1) owns 10 percent or more of the outstanding voting shares; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates or has the authority to participate in, major policy-making functions, whether or not the individual has an official title or is serving without compensation. An individual that qualifies as a principal may be a person, company, or trust, as well as a group of individuals (persons, companies, and/or trusts). The group of individuals are presumed to be acting in concert under 12 CFR 225.41(d), and may include, but not be limited to, immediate family members as defined in 12 CFR 225.41(b)(3). If Applicant believes that any individual (or group of individuals) should not be regarded as a principal, Applicant should so indicate and give reasons.

2. For this purpose "depository organization" means a commercial bank (including a private bank), a savings bank, a trust company, a savings

f. All new principals that intend to own less than 10 percent of Applicant (or Applicant's parent company) should submit the biographical section of the Interagency Biographical and Financial Form. All new principals that intend to own 10 percent or more of Applicant (or Applicant's parent company) should submit all sections of the Interagency Biographical and Financial Form.

3. A description of recent or anticipated changes in the management of Applicant (or Applicant's parent company). The biographical section of the Interagency Biographical and Financial Form should be provided for any proposed officers or directors of Applicant.

4. A discussion of management's plans for the bank, including proposed changes in products or services.

5. A list of management officials³ who are also management officials of any other depository organization located in the same Metropolitan Statistical Area (MSA) as Applicant, or—if Applicant is not located within an MSA—in cities, towns or villages whose borders are within ten road miles at their closest point to the city, town, or village where Applicant's main office or branch is located. Give name and location of other depository organizations and position held in such organization.

6. Identity of an affiliate. If the bank plans to be affiliated with another bank or holding company, give full details regarding the proposed affiliation.

7. For each subsidiary of Applicant, (a) name and location; (b) brief description of business activities; (c) number of shares of each class outstanding and number owned or controlled by the bank; and (d) recent financial statement.

8. A copy of the charter (certificate of authority to commence business) and articles of incorporation of the bank, with all amendments to date, recently certified by the appropriate state official. (If Applicant has been involved in a consolidation whereby all rights, franchises, and interests of constituent institutions pass by operation of law to the consolidated bank, information should be furnished as to any corporate powers acquired by the bank by virtue of such consolidation other than

and loan association, a homestead association, a cooperative bank, an industrial bank, a credit union, a bank holding company, or another depository holding company.

3. "Management official" means an employee or officer with management functions (including an advisory director or honorary director), a trustee of a business organization under the control of trustees (e.g., a mutual savings bank), or any person who has a representative or nominee serving in any such capacity. (See the Board's Regulation L, 12 C.F.R. 212.2(h) and (k).)

those shown in its charter or articles of incorporation). If Applicant is converting to a state charter from a national charter, the charter and Articles of Incorporation may be submitted in draft form (i.e. certification is not required).

county, city, or other such overall trade area) in which the bank and its branches are located. The discussion should include the size(s) in terms of population, the principal elements of the local economy, and the future economic outlook.

COMPETITION, AND CONVENIENCE AND NEEDS

1. Indicate the specific location of the bank and all branches. Include a description of the general market area (i.e., MSA,

2. Provide a statement of corporate powers granted by the state or functions that have been or are now being exercised or performed other than those usual to commercial banking.

SECTION III

Non-Operating Bank

If Applicant is a newly formed, non-operating "shell," formed solely to facilitate the acquisition of an existing bank, provide an introductory statement outlining full details of the proposed transaction.

If the bank to be acquired or merged into the shell is a state member of the Federal Reserve System, no further information is necessary unless specifically requested by the appropriate Reserve Bank. If the bank to be acquired or merged into the shell is not a

state member bank, provide the information requested in Section II, omitting only numbered item 6, the contents of which should be included in the introductory statement requested above. In either case, the statement requested above should include any proposed changes, such as changes in the directorate or official staff, that will attend the transaction. If the information required is provided in a related application, such material may be incorporated by reference.

Pursuant to the foregoing resolution, _____,
(Corporate title of applying bank)

_____, _____, hereby makes application for and subscribes to
(City or town) (State)

_____ shares³ of the capital stock of the Federal Reserve Bank of _____, of a par value of \$100 each, as determined on the basis of the capital stock and surplus, as defined in Regulation I, of this bank as of the date upon which the membership of this bank in the Federal Reserve System becomes effective; agrees to pay for the same in accordance with the provisions of the Federal Reserve Act; agrees that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law that are applicable to state banks and trust companies which become members of the Federal Reserve System; and agrees that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank.

The required information, as indicated in the General Information and Instructions, is attached to and made a part of this application.

_____, _____, _____
(Corporate title of applying bank) (City or town) (State)

[SEAL]⁴

By _____
President or Vice President

ATTEST:

Secretary or Cashier

3. If six percent of the paid-up or authorized capital and surplus, whichever is adopted as the base of this application, amounts to a sum not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.

4. If the seal of the bank has not been obtained, or if a seal is not required under state law, it may be omitted from the application.

APPLICATION FOR FEDERAL RESERVE BANK STOCK

(Date of Application)

At a meeting of the _____, _____,
(Governing Board) (Corporate title of applying bank)
_____, _____, _____, duly
(City or town) (State)

called and held on the _____ day of _____, _____, the following resolution was adopted:
(Year)

“WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank for membership in the Federal Reserve System in accordance with the provisions of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant thereto;

“WHEREAS, this bank reported on its most recent Report of Condition (or contemplates reporting after the formation, merger, or consolidation on _____) total deposit liabilities \$ _____; and (check one)
(Date of transaction)

Mutual savings banks authorized to purchase Federal Reserve Bank stock.¹

“WHEREAS, under the provisions of the Federal Reserve Act, such a bank applying for membership in the Federal Reserve System is required to subscribe to capital stock in the Federal Reserve Bank in an amount equal to six-tenths of one percent of its total deposit liabilities as reported on the bank’s most recent Report of Condition (or as reported above) and as permitted by the laws under which it was organized;

Mutual savings banks not authorized to purchase Federal Reserve Bank stock.

“WHEREAS, this bank is not permitted by the laws under which it was organized to purchase stock in a Federal Reserve Bank; and

“WHEREAS, such a bank applying for membership in the Federal Reserve System is required, upon admission to the System, to deposit with the Federal Reserve Bank an amount equal to the amount which it would have been required to pay in on account of a subscription to capital stock of the Federal Reserve Bank if authorized to purchase such stock;

“NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and the Treasurer or Secretary of this bank be and they are hereby authorized, empowered, and directed to make application for and to subscribe to the appropriate number of shares, of a par value of \$100 each, of the capital stock of or, in the case of a mutual savings bank not authorized to purchase Federal Reserve Bank stock, application for permission to deposit the appropriate amount with, the Federal Reserve Bank of _____, as determined on the basis of the total deposit liabilities of this bank as reported on the bank's most recent Report of Condition (or as reported above); to pay for² such stock or deposit in accordance with the provisions of the Federal Reserve Act; to agree for and in behalf of this bank that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law that are applicable to mutual savings banks which become members of the Federal Reserve System; and to agree for and in behalf of this bank that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank.”

I hereby certify that the foregoing is a true and complete copy of a resolution duly adopted by the _____
(Governing Board)
of this bank on the date specified and still in full force and effect.

Secretary or Treasurer

_____, _____, _____
(Corporate title of applying bank) (City or town) (State)

1. Including mutual savings banks previously admitted to membership.
2. One-half of the amount of the bank's subscription shall be paid to the Federal Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

This application should be sent to the FEDERAL RESERVE BANK of your district.

Pursuant to the foregoing resolution, _____,
(Corporate title of applying bank)

_____, _____, hereby makes application for _____
(City or town) (State)

shares,³ of a par value of \$100 each, of the capital stock of (or, in the case of a mutual savings bank not authorized to purchase Federal Reserve Bank stock, application for permission to deposit the appropriate amount with) the Federal Reserve Bank of _____, as determined on the basis of the total deposits liabilities of this bank as reported on the bank's most recent Report of Condition (or as reported above); agrees to pay for the same in accordance with the provisions of the Federal Reserve Act; agrees that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law which are applicable to mutual savings banks which become members of the Federal Reserve System; and agrees that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank.

The required information, as indicated in the General Information and Instructions, is attached to and made a part of this application.

_____, _____, _____
(Corporate title of applying bank) (City or town) (State)

[SEAL]⁴

By _____
President or Vice President

ATTEST:

Secretary or Treasurer

3. If six-tenths of one percent of total deposit liabilities amounts to a sum not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.

4. If the seal of the bank has not been obtained, or if a seal is not required under state law, it may be omitted from the application.

CERTIFICATE OF ORGANIZERS OR OF DIRECTORS*

We, the undersigned directors (or organization committee) of the _____,
(Corporate title of applying bank)

_____, _____, certify, to the best of our knowledge and belief,
(City or town) (State)

that the required information submitted herewith contains a true and complete statement of the actual (or anticipated in the case of a new bank) condition of this bank on the date(s) specified; that such statement includes all of the assets and liabilities of the bank; that the capital stock and surplus, as defined in Regulation H, is unimpaired (this clause does not apply to mutual savings banks); and that the supplemental information submitted with and made a part of the application of this bank for membership in the Federal Reserve System is true to the best of our knowledge and belief.

(Name) (Date)

*Should be signed by all directors (except directors who have previously signed as organizers), and may be executed in counterparts. Type name under each signature. If a new bank is involved and officers and directors have not yet been elected, this form should be signed by the members of the organization committee. If the signers have any reservation as to any of the clauses in the certificate, an explanation similarly signed should be attached to this sheet.