FR 2083
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Approval expires September 30, 2011

Board of Governors of the Federal Reserve System

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 Head Office

City | County

State | Zip Code

Does Applicant request confidential treatment for any portion of this submission?

☐ Yes

☐ As required by the General Instructions, a letter justifying the request for confidential teatment is included.

☐ The information for which confidential treatment is being sought is separately bound and labeled "CONFIDENTIAL."

☐ No

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

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.

General Information and Instructions

Who May Use This Form

This form should be used for an application filed by a newly organizing bank that seeks to become a state member bank, or by an existing bank or savings institution that seeks to convert to a state member bank status.

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 from any Reserve Bank. Additional filing information is available on the Board's public website at http://www.federalreserve.gov/generalinfo/applications/afi/.

Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the head 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 and to determine whether a premembership examination of Applicant will be required. 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.

If a proposed new operating bank is involved, Applicant should contact the appropriate Reserve Bank (before the review processes for the charter and deposit insurance of the proposed new bank begin) to determine when the membership application should be filed with the Federal Reserve. The organizers of certain de novo banks may be required to meet with Reserve Bank officials during the application review process. In addition, the appropriate Reserve Bank should be consulted regarding the appropriate time(s) to file any other related Federal Reserve application(s), including any bank branch applications, bank merger applications, or bank holding company applications to acquire bank shares.

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 C.F.R. 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 C.F.R. 225.14(c)), are eligible for expedited processing. See Section 208.3(c) of Regulation H (12 C.F.R. 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 (the "FOIA" — 5 USC 552), the application is a public document and available to the public upon request. Once submitted, an application becomes a record of the Board and may be requested by any member of the public. Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 USC § 552(b)(l)-(9).

The exempt categories include (but are not limited to) ''trade secrets and commercial or financial information obtained from a person and privileged or confidential'' (exemption 4), and information that, if disclosed, ''would constitute a clearly unwarranted invasion of personal privacy'' (exemption 6). An Applicant may request confidential treatment for any information submitted in (or in connection with) its application that Applicant believes is exempt from disclosure under the FOIA. For example, 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 of its subsidiaries, 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.

General Information and Instructions, continued

The request for confidential treatment must be submitted in writing concurrently with the filing of the application (or subsequent related submissions), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the application (or related submissions) for which confidential treatment is requested. Applicant's reasons for requesting confidentiality must specifically describe 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 fall within the scope of one or more of the FOIA exemptions from disclosure.) Applicant must follow the steps outlined immediately below, and certify in the application (or related submissions) that these steps have been followed.

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."

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Applicant to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant application record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

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 Board may disclose or comment on any of the contents of the application in the Order or Statement issued by the Board in connection with its decision on the application. The Board's staff normally will apprise Applicant in the course of the review process that such information may need to be disclosed in connection with the Board's action on the application.

For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Compliance

Applicant is expected 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.

Filing Certification

The completed application must be submitted to the appropriate Reserve Bank with the following certification, signed and dated by an authorized official of the proposed member bank:

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. 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 also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the Applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the Applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the Applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

I request that examiners be assigned to make any investigations necessary.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System. Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other 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 Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

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) a copy of the electronic version of the ICDIA information provided to other banking agencies; 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 or replace Tier 1 or Tier 2 capital.

2. A list of the principals of Applicant (and/or Applicant's parent company)[1] that reflects any proposed changes or additions 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 his or her 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) 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:

      In responding to item 2.c or 2.e, include shares owned, controlled or held with power to vote by principal's spouse, dependents and other immediate family. Give record of ownership and, to the extent information is available, beneficial ownership of shares held by trustees, nominees, or in street names;

   d. Principal occupation if other than with Applicant (and/or Applicant's parent company);

   e. If 10 percent or more of the outstanding shares in any other depository institution[2] or depository institution holding company are held by a principal, give name and location of the other depository institution. Information that has been collected and updated within the past twelve months may be submitted unless Applicant has reason to believe that such information is incorrect.

   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 new officers or directors of Applicant (not already provided in response to question 2f).

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

5. A list of management officials[3] 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. If Applicant plans to become affiliated with another bank holding company or other business entity, give full details regarding the proposed affiliation. In addition, if the proposed acquirer(s) is (are) not existing banks or bank holding companies, explain briefly the business activities of the acquiring party(ies).

7. For each subsidiary of Applicant, provide the following information: (a) name and location; (b) brief description of the business activities and legal authority(ies) for the 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 those shown in its charter or articles of incorporation). If the proposed transaction involves the issuance of a new charter, the

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1. The term principal as used herein means any individual, corporation, or other entity that (1) owns or controls, directly or indirectly, individually or as members of a group acting in concert, 10 percent or more of the outstanding shares of any class; (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. If Applicant believes that any such individual should not be regarded as a principal, Applicant should so indicate and give reasons for such opinion.
2. For purposes of this application, a ''depository institution'' is defined as a commercial bank (including a private bank), a savings bank, a trust company, a savings and loan association, a homestead association, a cooperative bank, an industrial bank, or a credit union.
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).)

Currently Operating Bank, continued

charter and Articles of Incorporation may be submitted in draft form (i.e. certification is not required) as soon as the documents become available.

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

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 financial or managerial 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.