

Reorganization to Become a Subsidiary of a Bank Holding Company

Date

Licensing Manager, District
Comptroller of the Currency
Address
City, State, ZIP Code

Re: Application to reorganize to become a subsidiary of a bank holding company

Dear Licensing Manager:

Pursuant to 12 USC 215a-2 and 12 CFR 5.32, we request approval for (name and charter number) (bank) to reorganize by becoming a subsidiary of (name, city, and state of bank holding company), an [un]affiliated bank holding company.

Enclosed is a reorganization plan (plan) that includes all of the information required under 12 CFR 5.32(d)(2). This plan (insert *will or will not*) result in a change to the bank's business plan. [If a change will occur, describe in detail.]

A majority of the bank's board of directors has approved the plan (or The plan will be submitted for approval by the Bank's board of directors). In addition, the plan was approved by shareholders owning at least two-thirds of the bank's capital stock (will be submitted to the shareholders] at a meeting held [to be held] at the call of the bank's directors in accordance with the procedures prescribed in connection with a merger of a national bank under 12 USC 215a(a)(2).

Also enclosed is the filing fee of (amount of fee)

(If applicable) (Name of bank holding company) has filed (will file) an application with the Board of Governors of the Federal Reserve System to acquire the bank.

(If applicable) We request confidential treatment of specific portions of the Plan that have been separately bound and marked confidential. The information for which we request confidential treatment is specifically identified in the public portion of the Plan. The basis for requesting confidential treatment for this material is because (provide justification which should demonstrate the harm to the bank, such as loss of competitive position, invasion of privacy) that would result from the public release of information (5 USC 552).

NOTE: The Applicant should contact the agency for specific instructions regarding requests for confidential treatment. The agency will determine whether the information

submitted will be treated as confidential and will advise the Applicant of any decision to publicly release information labeled as "Confidential."

Sincerely,

-Signature-

Name and Title

Enclosures: Reorganization Plan
Certification of Board Approval
Certification of Shareholder Approval
Filing Fee