

Application: Quasi-Reorganization

Date

Director for District Licensing
Comptroller of the Currency
Street Address
City, State, ZIP Code

Re: Quasi-Reorganization, Bank Name and Charter Number

Dear Director:

The *(name of bank)* wishes to change its capital structure through a quasi-reorganization. We have satisfied the regulatory requirements outlined in the OCC's *Comptroller's Licensing Manual*:

(Describe how the bank satisfies the criteria)

The quasi-reorganization will be accounted for as stated in the enclosed Pro Forma Balance Sheet. *(All fair value adjustments and transfers from capital stock or surplus to undivided profits should be detailed in the adjustments column and explained, if necessary).*

The effects of the change on the equity capital accounts and capital ratios are detailed in the enclosed schedule *(for assistance, see the "Optional Worksheet to Assist in the Risk-Based Capital Ratio Computation" included in the Consolidated Reports of Condition and Income).*

The resulting capital structure will comply with all statutory minimum capital requirements, including 12 USC 371d (investment in bank premises) and 12 CFR 6 (prompt corrective action).

The bank *(is, is not)* currently subject to a capital plan filed with the Comptroller of the Currency (OCC). *(If applicable)* The proposed change conforms to the plan by *(provide explanation)*. A copy of the plan is enclosed.

A filing fee of \$ *(amount)* is enclosed.

I request OCC action on this application no later than *(date)*.

Certification

I certify that the bank's board of directors has authorized the filing of this application, and the information contained in this application has been examined carefully and is true, correct, complete, and current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision.

I acknowledge that any misrepresentations or omissions of material facts with respect to this application, any enclosures to it, and any other documents or information provided in connection with this application may be grounds for denial or revocation of an approval, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 USC 1001, 1007, and 1014.

I acknowledge that approval of this application is in the discretion of the OCC. 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 OCC 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 the OCC or of the United States.

If you have questions, contact (*name, address, city, state, ZIP Code*) at (e-mail address, *telephone and FAX number*).

Sincerely,

—Signature—

Name and Title

Enclosures: Capital Plan (*If applicable*)
Pro Forma Balance Sheet
Capital Schedules
Filing Fee