

Branch and Relocation Application

General Information and Instructions

Preparation and Use

This application is used to effect a transaction under 12 CFR 5.30, 5.31, and 5.40 for branch establishments and relocations.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” should be explained.

The questions in the application are not intended to limit the applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross-reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant’s conclusions, should accompany the application. The regulatory agency may request additional information.

This application form collects information that the Office of the Comptroller of the Currency (OCC) will need to evaluate a branch establishment or relocation application. The OCC must consider the applicable statutory and regulatory requirements set forth above when acting on this application. For additional information regarding these statutory and regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, refer to the OCC’s procedural guidelines in the *Comptroller’s Licensing Manual*. The applicant may contact the OCC directly for specific instruction or visit the OCC’s Web site at www.occ.gov.

Unless specifically identified, this application uses the term “bank” to describe requirements applicable to both national banks and federal savings associations (FSA). Unless noted as “federal savings association” or “national banks only,” all questions should be answered. State savings associations establishing branches in Washington, D.C., should follow instructions for FSAs. Please note that national banks and FSAs that meet the exception requirements of 12 CFR 5.30, 5.31, and 5.40 should follow the appropriate notice procedures.

Notice of Publication

A public notice is required for all branch establishment and relocation applications. The applicant must publish notice of the proposed branch establishment or branch/main/home office relocation in a newspaper of general circulation in the community or communities in which the applicant proposes to establish or relocate the branch or main/home office.

There are optional and mandatory requirements for the notice of publication. The following optional language may be used to meet the publication requirements.

Notification is given that (*name of bank*), (*street address, city, state, and zip code*) has filed an application with the Comptroller of the Currency on (*date*), as specified in 12 CFR 5 for permission to (*establish or relocate*) a branch office [describe type of branch] or relocate a main/home office at (*proposed location*). [If a relocation, indicate current and proposed addresses.] Any person wishing to comment on this application may file comments in writing with the Director for District Licensing [insert address of appropriate district office] or (*appropriate e-mail address*) within 30 days [15 days for short-distance relocations] of the date of this publication.

- **Specific publication requirements:** Please refer to the “Publication” section of the “Branches and Relocations” booklet of the *Comptroller’s Licensing Manual*.
- **Branch:** The publication must state that an application is being filed to establish a branch and include the location of the proposed branch and a brief description of the type of branch proposed.
- **Branch relocation:** The publication must state that an application is being filed to relocate a branch. It must include the current and proposed site.
- **Main/home office relocation:** The publication must state that an application is being filed to relocate the main/home office. It must include the current and proposed site.
- **Messenger service or mobile branch:** Publication in several newspapers may be required to establish messenger services or mobile branches that will serve several communities or geographic areas. The publication need not identify the specific sites to be served by the messenger service or mobile branch, but it should state the general geographic area to be served, such as the city, county, or other specific geographic area. In certain circumstances, however, the OCC may require publication of specific sites to be served. See the “Messenger Service or Mobile Branch” section of the “Branches and Relocations” booklet of the *Comptroller’s Licensing Manual*.
- **Jointly owned branch:** The publication must list all depository institutions that would own the branch.
- **Intermittent branch:** The publication must indicate the intermittent nature of the branch, including a description of the event and its location, as well as the frequency and time period(s) the branch would be open.

Please see the “Branches and Relocations” booklet of the *Comptroller’s Licensing Manual* for a discussion of the various types of branches.

Submission

In addition to an original application and the appropriate number of signed copies, submit an electronic copy of the information in the application, including the business plan’s financial projections, if applicable. For e-mail submissions, contact the OCC for instructions and information about secure transmission of confidential material.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the

requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). 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." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application. Contact the OCC for any further questions regarding requests for confidential treatment.

Branch and Relocation Application

Applicant

Name	Charter no.
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Current Street Address

City	County	State	Zip code
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Parent Company Identifying Information *(if applicable)*:

Name

Street

City	State	Zip code
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Contact Person:

Name	Title
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Employer

Street

City	State	Zip code
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Telephone no.	Fax no.	E-mail address
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FEDERAL SAVINGS ASSOCIATIONS ONLY

TYPE OF APPLICATION (Check appropriate boxes)

BRANCH ESTABLISHMENT

- District of Columbia (FSA)
- Any other location (FSA)
- District of Columbia (State Savings Association)

BRANCH RELOCATION

Note: Branch relocations that do not meet the short distance criteria of 12 CFR 5.3(l) must also comply with advance branch closing procedures in 12 USC 1831r-1.

- District of Columbia (FSA)
- Any other location (FSA)
- District of Columbia (State Savings Association)

HOME OFFICE RELOCATION

Note: If the relocation is to an existing branch within the same city, town, or village limits, no application is required. File a notice instead.

NATIONAL BANKS ONLY

TYPE OF APPLICATION (Check appropriate boxes)

BRANCH ESTABLISHMENT (Including expansion of mobile branch service area)

- Staffed branch
- Seasonal agency
- Night depository/drop box
- Drive-in facility
- Jointly owned
- Intermittent facility
- Mobile facility
- Mobile van
- Messenger service
- Other
- Temporary facility
- College or university
- Major disaster
- Other

Check the following as applicable:

- Interstate
Note: (Riegle-Neal. The proposed new or relocated branch is to be located in a state that is not the bank's main office state and in which the bank will not operate at least one authorized branch at the time the proposed branch will open.)
- Intrastate

BRANCH RELOCATION

Note: Branch relocations that do not meet the short distance criteria of 12 CFR 5.3(l) must also comply with advance branch closing procedures in 12 USC 1831r-1.

MAIN OFFICE RELOCATION

Note:

- If the main office relocation is beyond **30 miles** of the city, town, or village limits of which it is currently located, this application does not apply. Contact the appropriate OCC licensing office.
- If the relocation is to an existing branch within the same city, town, or village limits, no application is required. File a notice instead).

ALL BANKS

OFFICE LOCATION

New Branch Establishments Only

Provide the proposed location for the branch.

Branch name:

Street address:

City: State: Zip code:

County:

Relocations Only (Branch or Main/Home Office)

Provide the proposed and existing location of the branch or main/home office.

From: Branch name (*if applicable*):

Branch certification no. (*if applicable*):

Street address:

City: State: Zip code:

County:

To: Branch name (*if applicable*):

Street address:

City: State: Zip code:

County:

Provide the mailing address of the main/home office.

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The main/home office mailing address will be the **same** as the new location listed above.

— The new mailing address for the main/home office is:

Street address:

City: _____ State: _____ Zip code: _____

County: _____

LEGAL NOTICE

Provide the following information with respect to legal notice of the application.

Publication name:

Street address:

City, state, zip code:

Date of publication:

1. Bank Premises

Will the projected cost of the relocation/branch establishment result in an investment in bank premises that requires an application under 12 CFR 5.37? (See *the "Investment in Bank Premises" booklet*) _YES _NO

If "Yes," has prior approval been granted? _YES _NO

If "No," submit a separate investment in bank premises request to the appropriate OCC supervisory office for the bank.

2. Management Interlocks/Insider Transactions

Management Interlocks

Will the relocation/establishment of the proposed branch result in or raise an issue that could create a prohibited interlock under 12 CFR 26? _YES _NO

If "Yes," describe the management interlock and specify what action will be taken to prevent a violation of the law. (Refer to the "Management Interlocks" booklet.)

Insider Transactions

Does this proposal involve or result in a transaction with insiders as set forth in 12 CFR 215? _YES _NO

Are there any other financial or business arrangements, direct or indirect, involving the proposed branch or main/home office and bank insiders or their immediate family members? (Refer to the glossary of the "Branches and Relocations" booklet for a definition of relevant terms.) _YES _NO

Does the proposal involve or result in a transaction with an affiliate as set forth in 12 CFR 223 (Regulation W)? _YES _NO

If the answer is "Yes" to any of the above questions:

- A. Identify the individual or affiliate and the interest of such individual or affiliate in the arrangement and the relationship of such individual or affiliate to the bank.

- B. Provide information sufficient to show that terms and conditions are not more favorable than would be available in a comparable transaction with unrelated parties. For example, attach a copy of a recent independent appraisal or information on comparable purchases or leases in the area.
- C. Where applicable, provide information demonstrating that the requirements of 12 CFR 215 and Regulation W are satisfied.
- D. Attach a copy of the board resolution approving details of the transaction.

3. Environment

Will the proposal 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.

4. Historic Properties

Will the proposal 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), 54 USC 300101 et seq.)? _YES _NO

(See the Advisory Council on Historic Preservation at www.achp.gov for the act and implementing regulations.)

Note: You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction, or renovation may occur without the OCC's authorization.

- A. Specify how such determination was made (**CHECK ALL THAT APPLY**):
 - 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. (Letter of initial consultation is required in most cases.)
 - Reviewed National Register of Historic Places (See <http://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 (Please describe):
- B. Provide copies of all correspondence with SHPO and/or THPO.
If no documentation is provided with the application, please explain.

5. Community Reinvestment Act (CRA) Considerations

At its most recent examination, did the bank or any affiliated institution receive a

- CRA rating of "needs to improve" or "substantial noncompliance"? _YES _NO
- Will the proposed transaction affect the CRA assessment area, as applicable, served by the applicant or resulting institution? _YES _NO

6. Branch Relocations Only—Branch Closing Notice

Branch relocations that do not meet the short distance criteria of 12 CFR 5.3(l) must comply with advance branch closing procedures in 12 USC 1831r-1.z.

- A. Is a copy of the 90-day advance notice branch closing notice to the OCC included in this application? _YES _NO
If "No," when do you anticipate submitting this notice?
- B. Is a copy of the notice to bank customers included in this application? _YES _NO
If "No," when do you anticipate submitting this notice?

FEDERAL SAVINGS ASSOCIATIONS ONLY

1. Home Office Relocation

- A. Is this a short distance relocation as defined in 12 CFR 5.3(l)? _YES _NO
Note: Branch relocations that do not meet the short distance criteria of 12 CFR 5.3(l) must also comply with advance branch closing procedures in 12 U.S.C. 1831r-1.z.
- B. Is the home office relocation to a location other than an existing branch within the city, town, or village in which the current home office is located? _YES _NO
If "No," please follow the notice requirements found in 12 CFR 5.40.
- C. Is the home office relocation to an existing branch outside the city, town, or village in which the current home office is located? _YES _NO
If "Yes," FSA must submit amended charter.
- D. Are you establishing a branch at the former home office? _YES _NO
*If "Yes," follow requirements of 12 CFR 5.31.
 (A separate branch filing may be required).*

2. Branch Establishment or Relocation

- A. Is this an interstate transaction? _YES _NO
- B. Is this establishment in conformance with QTL pursuant to 12 USC 1464(r)? _YES _NO
If "No," please explain.

NATIONAL BANKS ONLY

1. Branch Establishment or Relocation

Note: If requesting a main office relocation, go to section 2.

1a. Address the following questions for intrastate branch establishments and relocations.

- A. Does state law impose geographic, numerical, qualitative, proximity, or other limitations on the establishment/relocation of branches? _YES _NO
If "Yes," does the filing comply with those limitations?

If "Yes," please provide a legal analysis to support approval.

- B. Is the relocation/establishment of the branch in compliance with the capital requirements of 12 USC 36(c)? _YES _NO
Note: This question is not applicable for a seasonal agency.

If "No," please explain why not.

- C. If this application is to establish/relocate a mobile, messenger service, intermittent, temporary, drop box, drive-in, part-time, or temporary branch, does the state in which the branch is proposed permit state banks to operate this type of branch at the location proposed? _N/A _YES _NO

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

Please provide a legal analysis to support approval.

- D. Is home state of the applicant bank different than home state of the applicant bank's bank holding company as "home state" is defined in 12 CFR 25.62(d) (2) and (3)? _YES _NO
If "Yes," go to question D-2. If "No," go to question D-1.

- D-1 Is the proposed branch in a state other than the state where the applicant bank's main office is located? _YES _NO
If "Yes," go to question D-2. If "No," go to question E.

- D-2 In the applicant bank's most recent CRA examination, did the OCC determine that the bank was not in conformity with 12 CFR 25, Subpart E ("Prohibition Against Use of Interstate Branches Primarily for Deposit Production") in the state where the branch is proposed? _YES _NO

(If the bank was not an OCC-regulated bank at the time of its last CRA examination, did its federal banking regulator at that time determine that the institution was not in conformity with that regulator's equivalent regulations?)

If "Yes," explain how the bank will meet the credit needs of the community to be served by the proposed branch.

- E. Are there any other legal issues involved in this proposal? _YES _NO
If "Yes," please provide a legal analysis and discuss the issues fully.

1b. Address the following questions for interstate branch establishments and branch relocations.

- A. **Address the authority to establish the branch in, or relocate it to, another state. In particular:**

- (1) Does state law in which the branch is proposed to be located impose capital requirements, or geographic, numerical, qualitative, proximity, _YES _NO or other limitations on the establishment/relocation of branches?
If "Yes," please provide a legal analysis to support approval.

- (2) If this application is to establish/relocate a mobile, messenger service, intermittent,

temporary, drop box, drive-in, part-time, or temporary branch, indicate whether the state in which the branch is proposed permits state banks to operate this type of branch at the location proposed.

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

- (3) Address 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.
- (4) Address the applicability of state antitrust laws.
- (5) Address conformance with applicable federal capital and management standards.

B. If the applicant bank has no bank affiliate in the state where the branch is proposed:

B-1 Are the CRA ratings for all affiliates of the applicant that are subject to CRA at least "satisfactory"? _N/A _YES _NO
If "No," please provide details on CRA ratings and action plan.

B-2 Has the OCC determined that the applicant bank is not in compliance with applicable state community reinvestment laws? _YES _NO
If "Yes," please provide detail on CRA ratings and action plan.

C. Are there any other legal issues involved in this proposal? _YES _NO
If "Yes," please provide a legal analysis and discuss the issues fully.

1c. Address the following question for all national bank branch relocations.

Is this a short distance relocation as defined in 12 CFR 5.3(l)? _YES _NO

Note: Branch relocations that do not meet the short distance criteria of 12 CFR 5.3(l) must also comply with advance branch closing procedures in 12 USC 1831r-1.z.

1d. Address the following questions for all mobile facilities.

A. Is this a request to establish a mobile branch or messenger service? _YES _NO
If "Yes," provide the specific geographic area that the facility would serve.

B. Is this a request to expand the authorized area that will be served by an existing mobile branch or messenger service? _YES _NO
If "Yes," provide the specific new area for which the bank is seeking authorization.

C. Is this a request to utilize more than one messenger simultaneously? _YES _NO
If "Yes," indicate the number of messenger services.

D. Will more than one state be served by the mobile branch or messenger service? _YES _NO
If "Yes," list each state.

1e. Address the following for jointly owned branches.

A. Provide the names and addresses of other institutions that will have an ownership interest in

the branch.

2. Main Office Relocation

2a. Address the following questions for all main office relocations.

- A. Are you establishing a branch at the former main office? _YES _NO
If "Yes," you need to file a separate branch application.

- B. If the bank were not relocating its main office, could the bank establish a de novo branch at the proposed new site of the main office? _YES _NO
If "No," please explain.

- C. Would the relocation of the bank's main office alter the bank's legal authority to establish or acquire branches in any manner? _YES _NO
If "Yes," please explain.

- D. Is this a short distance relocation as defined in 12 CFR 5.3(l)? _YES _NO

2b. Address the following for main office relocations outside the city, town, or village limits of the current location of the main office.

- A. Is the proposed main office within 30 miles of the city, town, or village of the current main office? _YES _NO
If "No," this application does not apply. Contact the appropriate OCC licensing office.

- B. Is the main office relocation across state lines? _YES _NO
If "Yes," please identify the states and explain the legal authority to retain the branches.
 - B.1 If "Yes," is the bank seeking to retain a branch or branches of its former main office state? _YES _NO
 - B.2 Is the bank owned by a bank holding company? _YES _NO

- C. Do you certify that two-thirds of the shareholders have voted to approve the relocation? _YES _NO
If "No," please explain.

Desired Action Date/Acknowledgement

I/We desire OCC action on this application no later than date (mm/dd/yyyy) .

OCC CERTIFICATION

I certify that the bank’s board of directors, shareholders, or a designated official has authorized the filing of this application. I certify that 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 or at any time prior to consummation of the action contemplated herein.

I acknowledge that any misrepresentation or omission of a material fact with respect to this application, any attachments to it, and any other documents or information provided in connection with this application may be grounds for denial of the application or revocation of its approval, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the approval of this application is in the discretion of the OCC. The activities and communications by OCC employees in connection with the filing, including approval of the application if granted, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities 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 the United States.

President or other authorized officer

Typed name

Title

Employer