

**Voluntary Liquidation
Board of Directors' and Shareholders' Resolution**

Applicant

| | | | |
|------------------------|--------|-------------|----------|
| Name | | Charter no. | |
| Current street address | | | |
| City | County | State | Zip code |

Parent Company Identifying Information (if applicable)

| | | | |
|--------|--|-------|----------|
| Name | | | |
| Street | | | |
| City | | State | Zip code |

Contact Person

| | | | |
|---------------|--|---------|----------------|
| Name | | Title | |
| Employer | | | |
| Street | | | |
| City | | State | Zip code |
| Telephone no. | | Fax no. | E-mail address |

Date of board meeting:

Date of shareholders meeting:

The board of directors and shareholders RESOLVED, that (*name of bank*) be placed in voluntary liquidation, under the provisions of 12 CFR 5.48.

The board of directors and shareholders RESOLVED, that the following person(s) (*is, are*) appointed to serve as liquidating (*agent/committee*) of the bank. If applicable, the liquidating

(agent/committee's) bond shall be posted in the amount of \$(amount) as set by the board of directors pursuant to 12 USC 181.

| Name | Business address, telephone no. |
|--|---------------------------------|
| 1. _____ | _____ |
| (The first name listed is the agent or correspondent for the liquidating committee.) | |
| 2. _____ | _____ |
| 3. _____ | _____ |
| 4. _____ | _____ |
| 5. _____ | _____ |
| 6. _____ | _____ |
| 7. _____ | _____ |
| 8. _____ | _____ |

[For purchase of assets and assumption of liabilities, add:]

FURTHER RESOLVED, that the terms and conditions of a purchase and assumption agreement, dated (date of board of directors' agreement), entered into between this bank and (name of purchasing institution), as authorized by the boards of directors of the respective banks, providing for the sale of assets of this bank to and the assumption of its deposit liabilities by the purchasing bank be and are hereby ratified and approved.

[For all liquidations]

The foregoing resolutions were adopted by the following vote, representing at least *(two-thirds of the capital stock of the national bank or a majority of the capital stock of a federal savings association)*.

Number of shares voted in favor of the resolutions _____
Number of shares voted against the resolutions _____
Number of shares of capital stock outstanding _____

The following persons are elected board members:

(Because of the directors' responsibilities under the statutes, a full board of not less than five members must be qualified at all times until the liquidation has been completed.)

| Name | Business address, telephone no. |
|----------|---------------------------------|
| 1. _____ | _____ |
| 2. _____ | _____ |
| 3. _____ | _____ |
| 4. _____ | _____ |
| 5. _____ | _____ |
| 6. _____ | _____ |
| 7. _____ | _____ |
| 8. _____ | _____ |

For national banks: The proposed voluntary liquidation will be published daily for two months (weekly for nine weeks if daily publication is not available), beginning *(date)* in *(name of newspaper)*, circulated in *(location of bank's main office or nearest community if no newspaper is circulated in place of main office)*.

For federal savings associations, if directed by Office of the Comptroller of the Currency (OCC): The proposed voluntary liquidation will be published *(length of time directed by OCC)*, beginning *(date)* in *(name of newspaper)*, circulated in *(location of bank's main office or nearest community if no newspaper is circulated in place of main office)*.

I certify that the foregoing is an accurate report of the vote and of the resolutions adopted at a meeting of the bank shareholders on this date.

President

Date

(SEAL)