

Board of Governors of the Federal Reserve System



Interagency Notice of Change in Control-FR 2081a

DRAFT 7/12/17 Shows All Changes

AAn organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

General Information and Instructions

Preparation and Use

This form is used to file notice to acquire control of a depository institution or a holding company, pursuant to the Change in Bank Control Act, as amended (12 U.S.C. §1817(~~U~~)). As used in this form, "holding company" means a bank holding company, a savings and loan holding company, or other company that controls a depository institution. The information must be submitted to the appropriate ~~regulatory~~ Federal banking agency of the institution whose shares are to be acquired. All inquiries on preparation of the notice should be directed to that agency which, in some circumstances, may modify the information requested.

The ~~regulatory~~ Federal banking agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the ~~regulatory~~ Federal banking agency may either request additional information or it may return the notice. If the required information is not available, please explain. When the notice is complete, the ~~regulatory~~ Federal banking agency will confirm its determination in writing. The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific location in the*

documents, so the information can be found easily. A narrative description of transactions that do not involve the acquisition of additional shares/securities should be provided for each such transaction, convertible securities by the holding company or depository institution that may be converted into voting securities or that is treated as regulatory capital. If additional space is needed to provide complete answers, please attach additional sheets or exhibits.

For additional information regarding the processing procedures and guidelines, and any supplemental information that may be required, refer to the ~~appropriate~~ appropriate Federal banking regulatory agency's procedural guidelines (for example that is, the OCC's Rules and Regulations (12 C.F.R. Part 5.50), the Comptroller's Licensing Manual, the FDIC's Rules and Regulations (12 C.F.R. Part 303), and the Federal Reserve's Regulations Y and LL (12 C.F.R. Part 225 and 12 C.F.R. Part 238, respectively)) and relevant policy statements). Contact the agency directly for specific instruction, or visit its Website at www.occ.treas.gov, www.fdic.gov, or www.federalreserve.gov.

Biographical and Financial Report

To assist the ~~appropriate~~ regulatory/Federal banking agencies in evaluating the factors specified in the Change in Bank Control Act, consult the appropriate regulatory agency to determine

~~which individuals should submit an Interagency Biographical and Financial Report must be submitted for each person named in the notice is generally is required must be submitted for each person named in the notice.~~

Supporting Information

~~The formal questions in the notice are not intended to limit the acquirer's responses presentation, and the regulatory/Federal banking agency may request additional necessary information. If any information furnished in the notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the regulatory/Federal banking agency with which the notice was filed.~~

Compliance

The ~~proposed~~ acquirer is expected to comply with all representations and commitments made in connection with this notice.

Transactions subject to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (15 U.S.C. § 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice.

Notice of Publication

An acquirer must publish an announcement soliciting public comment on the proposed acquisition in a newspaper of general circulation in the community in which the head office of the depository institution or holding company is located. In the case of a bank holding company or savings and loan holding company, an announcement also must be published in each community in which the head office of a bank or savings association subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate ~~regulatory~~ Federal banking agency. Contact the appropriate ~~regulatory~~ Federal banking agency for the specific requirements of the notice of publication.

Confidentiality

Any acquirer desiring confidential treatment of specific portions of the notice must submit a request in writing with the submission of the notice. The request must discuss the justification for the requested treatment. An acquirer'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 U.S.C. § 552). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section(s))

separately bound; and (3) labeled "Confidential." An acquirer should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the notice.

An acquirer should contact the appropriate [regulatory/Federal banking](#)

agency for specific instructions regarding requests for confidential treatment. The appropriate [regulatory/Federal banking](#) agency will determine whether the information will be treated as confidential and will advise the acquirer of any decision to publicly release information labeled as "Confidential."

Public reporting burden for the collection of information for this notice is estimated to average 30 hours, including the time to gather and maintain data in the required form, to review instructions, and to 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: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 201h Street and Constitution Ave., NW, Washington, DC 20551; or Licensing Activities Division, [Office of the](#) Comptroller of the Currency, [400 7th](#) Street, SW, Washington, DC 20219; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

General Information and Instructions- continued

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

Yes

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

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

No

they are required to file

Interagency Notice of Change in Control-Continued

1. Identity:

a. ~~Name and address of proposed~~ acquirer(s):

(If an individual, provide last name, first name, and middle name)

(If a corporation or other entity, provide the full legal name and the type of organization, for example, ABC Company, a corporation; ~~or~~ ABC, a partnership; or ABC, a trust. If a trust, list the trustees and the beneficiaries.)

<u>Acquirer/Notificant(s)</u>	<u>Street Address</u>	<u>City/State/Province/Zip code/Country</u>	<u>Identify Group Acting in Concert / Reason(s) Considered Acting in Concert / Cite Relevant Regulatory Provisions (if applicable)</u>

b. If the notificants are a group acting in concert, please list all members of the group, along with amount of ownership and control of voting securities held by each such person and the capacity in which the voting securities are owned or controlled by such person (as trustee or otherwise).

Name _____

Street Address _____

City _____ State _____ Zip Code _____

b.b. Name and address of depository institution or holding company whose shares are to be acquired:¹

Name _____

Street Address _____

City _____ State _____ Zip Code _____ Country _____

c.d. Name, title, employer, address, telephone number, fax number, and e-mail address of the person to whom inquiries concerning this notice may be directed:

Name _____

Title _____

Employer _____

Street Address _____

City _____ State _____ Zip Code _____

Area Code / Phone Number _____ Area Code / FAX Number _____ E-mail Address _____

2a. ~~a.~~ Indicate ~~whether the any proposed acquirer/notificant(s) will join an existing previously reviewed individual, company, or group~~

¹ If the holding company is not a bank holding company or a savings and loan holding company include the name and address of the subsidiary depository institution as well.

~~acting in concert that controls or will control the target institution or will be acting in concert with another party.~~ Yes

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~~b. If the response to 2.a is "yes" Yes, list each other individual, company or person in the previously reviewed group acting in concert, along with the amount of ownership and control of voting securities held by each such individual, company or group acting in concert person and the capacity in which voting securities are owned or controlled by such individual, company or group acting in concert person (as trustee or otherwise).~~

~~c. Is this notice being filed prior to the acquisition of control? If the response to 2.a is "yes", has a change in control notice for the individual, company or group acting in concert previously been reviewed? .~~ Yes No

3. Is this notice being filed prior to the acquisition of control? . Yes No Yes No

4. If the response to 2.c or 3 is "no", identify the exception to the prior notice requirement upon which the acquirer(s) relies. If no exception is available, discuss the reason(s) that prior notice was not given, discuss what action is being taken to prevent future filing violations, and modify the wording of the form as appropriate to provide all necessary information related to the transaction.

5. For each class of ~~voting~~ securities of the depository institution or holding company to be acquired, provide the total number of ~~voting~~ shares (include options and warrants on such shares). For any shares other than common stock, provide a copy of the relevant terms:

a. Voting shares

~~a. Authorized~~

Shares _____ Options _____ Warrants _____

~~b. Currently outstanding~~

Shares _____ Options _____ Warrants _____

~~c. Pro forma outstanding~~

Shares _____ Options _____ Warrants _____

b. Nonvoting shares:

Authorized

Shares _____ Options _____ Warrants _____

Currently outstanding

Shares _____ Options _____ Warrants _____

Pro forma outstanding

Shares _____ Options _____ Warrants _____

~~of~~

5. ~~Identify each shareholder of the target depository institution or holding company who currently owns, or will acquire, 5-percent or more of any class of voting securities or other voting equity interests of the target depository institution or holding company. Provide the percentage ownership for each shareholder who is identified.~~

Interagency Notice of Change in Control-Continued

4. 566. Provide the following information for each type of investment listed regarding all securities to be acquired. For any shares (including options and warrants on such voting securities shares) registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.:-

a. Voting shares (including options or warrants that are convertible into voting shares)

Full name of each acquirer or transferee	Number of shares <u>(include options and warrants)</u> per class of securities now owned, controlled, or held	Number of shares <u>(included options and warrants)</u> per class of securities to be purchased by or transferred to the acquirer or transferee	Number of shares <u>(include options and warrants)</u> per class of securities after completion of acquisition
TOTAL			
Total as percent of shares outstanding per class of securities			

b. Non-voting shares (if any are owned or controlled by an acquirer not a significant shareholder who owns, controls, or has the power to vote voting securities)²

<u>Full name of each acquirer not a significant shareholder or transferee</u>	<u>Number of shares (include options and warrants) per class of securities now owned, controlled, or held</u>	<u>Number of shares (included options and warrants) per class of securities to be purchased by or transferred to the acquirer not a significant shareholder or</u>	<u>Number of shares (include options and warrants) per class of securities after completion of acquisition</u>
TOTAL			
Total as percent of shares outstanding per class of securities			

~~b.c.~~ Debt instruments and other investments (if any are owned or controlled by an acquirer who owns, controls, or has power to vote voting securities) not included in parts a. or b.

Full name of each <u>acquirer not a significant shareholder</u> or transferee	Amount of debt or other investments now owned, controlled, or held	Amount of debt or other investments to be purchased by or transferred to the <u>acquirer not a significant shareholder</u> or transferee	Amount of debt or other investments to be owned, controlled, or held after completion of the acquisition

² This includes Include non-voting equity shares but not any preferred shares or any form of debt that would be considered a class of voting securities.:-

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TOTAL			
Total as percent of debt or other investments outstanding			

d. Provide a narrative description of the transactions listed above as well as any related transactions. Related transactions include, but are not limited to, acquisitions of any form of debt issued by the holding company or depository institution. This information is necessary to understand the acquirer's total financial investment in the depository institution or holding company.

677. Indicate:

a. The purchase price(s) per share of voting shares to be _____

acquired

b. The purchase price(s) per share of non-voting shares _____

to be acquired

~~\$cb.~~ Total purchase price for the entire proposed transaction \$ _____

~~c. The current book value per share~~ \$ _____

d. The current market value per share of voting shares —
\$ _____

(including date and source of information, if available)

e. The current market value per share of nonvoting shares \$ _____

(including date and source of information, if available)

678. a. _____ Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner and timing in which the acquisition will be made.

b. Summarize and attach copies of all pertinent documents. Identify the documents that have been included by checking the appropriate boxes below, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

Check all that apply and attach a copy of each:

Purchase and Sale Agreements

Shareholder Agreements

Non-Compete Agreements

Employment Contracts

Trust Agreements

Invitations, Tender Offers, or Solicitations Materials

Other: _____

Interagency Notice of Change in Control-Continued

~~7999.~~ Provide the following information for all the shares, voting and non-voting shares and debt instruments to be acquired and funds to be sourced for the contemplated purchase. For each ~~acquirer, notificant~~ or transferee, list all distinct sources of funds and the amount obtained from each source.

Include information on all voting and nonvoting shares and debt instruments.

Name of each acquirer or transferee	Total purchase price	Source(s) of funds	Amount of funds <u>from each source</u>
	\$		
TOTAL	\$		

- a. If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of any the documents pertaining to such transactions that can verify the timing of such transaction and the amount of the anticipated proceeds.
- b. If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter, or similar documentation.
- c. Provide a full description of the source(s) of funds to be used to service or repay the borrowed funds. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

~~89100.~~ Provide the following information regarding the source(s) of the shares to be acquired~~the shares sold:-~~

Name of each seller, or transferor <u>or issuer</u>	Number of shares <u>per class</u> of voting securities <u>to be sold or transferred</u> new-held	Number of shares <u>per class</u> of <u>non</u> voting securities to be sold or transferred	Number of shares <u>per class</u> of voting securities <u>after completion of</u> <u>Acquisition sale or transfer of debt instruments and other investments to be sold or transferred</u>
TOTAL			

Interagency Notice of Change in Control-Continued

Total as percent of total shares outstanding per class of securities <u>(or as a percent of debt or other investments outstanding)</u>			
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~~9-101.4~~ Identify any person or parties employed, retained, or to be compensated by any acquirer, or by any person on behalf of any acquirer, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.

~~10.~~ List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.

~~1422.~~ Describe in detail any plans or proposals that any ~~notificant~~ acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.

~~1233.~~ If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors. The ~~appropriate regulatory~~ Federal banking agency ~~with which this notice has been~~ filed should be contacted to determine the filing or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 U.S.C. § 1831i).

~~1344.~~ For each acquirer, indicate any positions currently held (director, officer, or employee) in any other depository institution or holding company. Also indicate if any acquirer directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote ~~405~~ percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company.

Name of each acquirer or transferee	Name and address of each depository institution or holding company	Position and Date appointed	Percent ownership of <u>class of securities in</u> institution

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Interagency Notice of Change in Control-continued

1545. If any office of any depository institution or holding company with which the acquirer is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

1566. If the proposed acquirer is ~~not an individual natural person (or a group of individuals natural persons acting in concert) a~~ company and the acquirer is engaged, directly or indirectly (including through a subsidiary), in insurance activities that are supervised by a state insurance regulator, provide:

a. The name of the company.

b. A description of the insurance activity that the company is engaged in and has plans to conduct.

c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

State	Line of Business
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Interagency Notice of Change in Control-Continued

Privacy Act Notice

A copy of this document is provided to the appropriate ~~regulatory~~Federal banking agency as required under 12 U.S.C. § 1817U(j) and implementing regulations. This notice, including supporting material, is available to the public upon request under the provisions of the Freedom of Information Act (5 U.S.C. § 552). Contact the appropriate ~~regulatory~~Federal banking agency for the specific procedures under which the notice would be disclosed to the public. To the extent that it contains personal and financial information concerning individual ~~notificants~~ acquirers of depository institutions and holding companies, the information may be subject to the Privacy Act of 1974 (5 U.S.C. § 552a), which provides safeguards for personal information. The applicability of the Privacy Act to the information provided on this document will depend on the manner in which the appropriate federal banking agency maintains such information.

This form solicits information that will enable the ~~regulatory~~Federal banking agencies to evaluate and make a decision on each proposed change in control under the standards prescribed by the Change in Bank Control Act. Failure to provide information requested in connection with the processing of this notice could result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted. Any person acquiring control of a depository institution or holding company without filing a notice prior to the proposed acquisition may be subject to substantial civil money penalties. The Change in Bank Control Act requires the ~~regulatory~~Federal banking agencies processing this notice to furnish copies of this information to other federal and state banking authorities. Where possible violations of laws or regulations are disclosed, relevant information may be made available to other ~~regulatory~~Federal banking agencies or other law enforcement or governmental agencies. Identification of parties to a proposed transaction and details of that transaction, to the extent material to the ~~regulatory~~Federal banking agency's determination, may be incorporated in orders and notices issued under the Change in Bank Control Act or otherwise made public.

Certification

This notice must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. 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 U.S.C. §§ 1001 and 1007.

I acknowledge that final action on this notice is in the discretion of the appropriate ~~F~~federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing 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 any ~~f~~Federal banking agency 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 a federal banking agency or of the United States.

Signed this _____ day of _____

Day

Month

Year

Signature

Signature

Print or type name

Print or type name

Title (if applicable)

Title (if applicable)