

Application to Become a Bank Holding Company and/or Acquire an Additional Bank or Bank Holding Company

FR Y-3

DRAFT 3/22/18

Who May Use This Form

This form should be used for applications filed with the Federal Reserve System (the “Federal Reserve”) under section 3 of the Bank Holding Company Act of 1956, as amended (the “BHC Act”, — 12 U.S.C. 1842) including applications filed under:

- section 3(a)(1) of the BHC Act by any United States corporation, partnership, business trust, association, any other trust that does not terminate within twenty-five years (or within twenty-one years and ten months after the death of individuals living on the effective date of the trust), or similar organization that seeks to become a bank holding company with respect to one or more banks;
- section 3(a)(3) of the BHC Act by an existing bank holding company to acquire shares of a bank or bank holding company, if after such acquisition the applicant bank holding company would own 5 percent or more of the outstanding shares of any class of voting securities of the bank or bank holding company; and
- section 3(a)(5) of the BHC Act for the merger or consolidation of bank holding companies.

This form also should be used by a bank holding company or other company (as defined in section (2)(b) of the BHC Act — 12 U.S.C. 1841(b)) that seeks to acquire 25 percent or more of the total equity of a bank or bank holding company, or seeks to take other actions that would result in control of a bank or bank holding company. This form should be used only for those filings that qualify for the procedures in section 225.15 of the Board of Governors of the Federal Reserve System’s (the “Board’s”) Regulation Y.

Form FR Y-3N should be used for notifications filed under:

- section 3(a)(5)(C) of the BHC Act that qualify for the procedures in section 225.17 of Regulation Y, and
- sections 3(a)(3) and 3(a)(5) of the BHC Act that qualify for the procedures in section 225.14 of Regulation Y.

In some cases, a bank holding company acquisition may result in a person or group of persons acquiring control of the bank holding company for purposes of the Change in Bank Control Act (“CIBC Act”). In such case, the qualifications for a regulatory exemption from the notice requirements of the CIBC Act may be fulfilled by providing, as part of the application under section 225.15 of Regulation Y, information required under paragraph (6)(A) of the CIBC Act (12 U.S.C. §1817(j)(6)(A)) as well as any financial or other information required by the Reserve Bank under section 225.43 of Regulation Y. A person or group of persons that chooses not to provide this information as part of the application under section 225.15 of Regulation Y must separately comply with the prior notice requirements of the CIBC Act.

Preparation of Application

~~For relevant filing information,~~ Applicants should consult the Board’s Regulation Y (12 CFR Part 225), a copy of which is available on the Board’s public website at ~~www.federalreserve.gov/regulations/~~ or from any Reserve Bank. Additional filing information is available on the Board’s public website at ~~www.federalreserve.gov/generalinfo/applications/afi/~~. ~~If requested by Applicant, Federal Reserve staff will review draft materials before the filing of a formal application.~~ ^{FN} **may submit a pre-filing**

Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the head office of Applicant or its sole or principal banking subsidiary either will be or is currently located (i.e., where the senior executives of the consolidated banking organization are

General Instructions

In order to be considered properly filed in accordance with the requirements of the BHC Act, the

Applicants are strongly encouraged to submit their applications electronically through the Federal Reserve System's web-based application E-Apps (www.federalreserve.gov/bankinforeg/eapps.htm).^{FN} Additional information on E-Apps may be found on the Board's public website.

For "A" in Applicant crossed out, change to "the a"

section 4(l) of the BHC Act and

located and overall strategic direction is established) (the "appropriate Reserve Bank"). Applicants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the application (particularly information related to convenience and needs or competitive considerations, including management official interlocks subject to Regulation L (12 CFR Part 212)) and to determine whether an examination of the bank(s) to be acquired will be required in connection with the proposed transaction.

submit the necessary written declaration as part of the FR Y-3 filing. The declaration must conform to Regulation Y (sections 225.81 and 225.82, ~~or sections 225.90, 225.91, and 225.92,~~ as appropriate). Applicant should contact the appropriate Reserve Bank for further information.

and the Board's public website

If the proposal involves a financial holding company that is seeking to acquire a depository institution that is not well capitalized or well managed, Applicant must contact the appropriate Reserve Bank regarding the development and execution of an agreement under section 4(m) of the BHC Act acceptable to the Board. The agreement will outline the actions to be taken by Applicant to address the financial and/or managerial deficiencies of the depository institution, and any limitations on the activities of Applicant until those deficiencies are satisfactorily addressed.

applicant is

The required application is to be filed by submitting the information requested in this form to the appropriate Reserve Bank. Alternative formats, if used, must provide all requested information. The application must be substantially complete and responsive to each item of information requested (including an indication that the answer is "not applicable" or "none" where such is the case) in order to be considered properly filed in accordance with the requirements of the BHC Act.

to this form

the application is considered complete

if

Foreign Organizations

~~If Applicant is organized under the laws of a foreign country and is seeking to acquire a United States bank or bank holding company, the applicant must complete the form FR Y-3F (OMB No. 7100-0119, Application for a Foreign Organization to Acquire a U.S. Bank or Bank Holding Company) instead of this form.~~

If the applicant is organized under the laws of a foreign country and is seeking to acquire a United States bank or bank holding company, the applicant must complete the form FR Y-3F (OMB No. 7100-0119, Application for a Foreign Organization to Acquire a U.S. Bank or Bank Holding Company) instead of this form.

The appropriate Reserve Bank, ~~within the established time limitations,~~ will review the submitted application to determine if it is substantially complete. If so, an acknowledgement letter will be sent indicating the date that the application has been formally accepted for processing. If not, the application will be returned to the Applicant. As necessary to complete the record of the application, a request for additional information will be sent to the contact person named in the application. Under certain circumstances, name check and financial information related to individuals involved in a proposed transaction may be required. Such information for individuals should be submitted on the Interagency Biographical and Financial Report (FR 2081c; OMB No. 7100-0134), and may be submitted in advance of the application. Contact the appropriate Reserve Bank for further information.

considered complete

~~The Federal Reserve specifically reserves the right to require the filing of additional statements and information.~~ If any information initially furnished in the application changes significantly during processing of the application, these changes should be communicated promptly to the appropriate Reserve Bank.

Nonbanking Investments and Activities

Certain additional information is required if Applicant intends to acquire nonbanking operations, including a savings association or other nonbank insured depository institution, in connection with the proposed transaction. Any nonbanking investments or activities that are to be acquired under the authority of sections 4(c)(8) and 4(j) of the BHC Act require the prior approval of the Board and a companion FR Y-4 notification. (See section 225.28 of Regulation Y for a listing of permissible nonbanking activities approved by regulation and section 225.24 of Regulation Y for the procedures to engage in those nonbanking activities.) Any nonbanking operations that are to be acquired under other provisions within section 4 of the BHC Act and that do not require the prior approval of the Board should be identified separately with relevant authorities cited. (See sections 225.22, 225.86 and 225.170 of Regulation Y for activities and investments that generally do not require the prior approval of the Board.)

Engaging in nonbanking acquisitions pursuant to expedited action under section 225.23 of Regulation Y is not appropriate.

Financial Holding Companies

If Applicant seeks to become a financial holding company in connection with the proposed transaction, it must

^{FN}The application may alternatively be submitted in paper form.

General Instructions

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crossed out, change to "the
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Publication Requirement

For applications filed pursuant to section 3 of the BHC Act, Applicant should publish a notice in a newspaper of general circulation in the community(ies) in which the head offices of the applicant bank holding company, its largest subsidiary bank, and each bank to be directly or indirectly acquired is located. The newspaper notice should provide opportunity for the public to submit written comments on the proposal for at least 30 calendar days after the date of publication, and must be published no more than 15 calendar days before and no later than 7 calendar days after the date that the application is filed with the appropriate Reserve Bank. The Board will publish notice of the proposal in the *Federal Register* upon receipt of the application. On written request by Applicant, the notice in the *Federal Register* may be published up to no more than 15 calendar days before the application is filed.

Applicant should consult with the appropriate Reserve Bank or the Board's public website for the specific publication format used at that Reserve Bank. A copy of the newspaper notice publication must be provided to the appropriate Reserve Bank, as required by Section 262.3(b) of the Board's Rules of Procedure.

The following is a sample notice:

Notice of Application for
(Formation of Bank Holding Company) or
(Acquisition of a Bank or
Bank Holding Company by a Bank Holding Company) or
(Merger of Bank Holding Companies)

(Name and location of head office) intends to apply to the Federal Reserve Board for permission to (form a bank holding company with respect to) (acquire a bank,) (acquire/merge with another bank holding company,) (name and location of head office). We intend to acquire control of (name of bank and location of head office; include name and location of savings association or other nonbank insured depository institution, if any). The Federal Reserve considers a number of factors in deciding whether to approve the application, including the record of performance of banks we own in helping to meet local credit needs.

You are invited to submit comments in writing on this application to the Federal Reserve Bank of _____, (address of appropriate Reserve Bank). The comment period will not end before (date must be no less than 30

days from the date of publication of the application) and may be somewhat longer. The Board's procedures for processing applications may be found at 12 C.F.R. Part 262. Procedures for processing protested applications may be found at 12 C.F.R. 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the application, contact (name of Reserve Bank contact and telephone number). The Federal Reserve will consider your comments and any request for a public meeting or formal hearing on the application if they are received in writing by the Reserve Bank on or before the last day of the comment period.

Confidentiality

Under the provisions of the Freedom of Information Act (the "FOIA" – 5 U.S.C. 552), the application is a public document and available to the public upon request. Once submitted, an application becomes a record of the Board and may be requested by any member of the public. Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6). Applicant may request confidential treatment for any information submitted in (or in connection with) its application that Applicant believes is exempt from disclosure under the FOIA. For example, if Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

The request for confidential treatment must be submitted in writing concurrently with the filing of the application (or subsequent related submissions), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the

General Instructions

For "A" in Applicant crossed out, change to "The a" or "the a"

application (or related submissions) for which confidential treatment is requested. Applicant's reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Applicant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) Applicant must follow the steps outlined immediately below, and certify in the application (or related submissions) that these steps have been followed.

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."

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Applicant to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant application record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "CONFIDENTIAL." However, it shall be understood that, without prior notice to Applicant, the Board may disclose or comment on any of the contents of the application in the Order or Statement issued by the Board in connection with its decision on the application. The Board's staff normally will apprise Applicant in the course of the review process that such information may need to be disclosed in connection with the Board's action on the application.

For further information on the procedures for requesting confidential treatment and the Board's procedures for

1. Describe the transaction's purpose. Identify any changes to the business plan of the Bank/Bank Holding Company to be acquired or the Resultant Institution. Identify any new business lines.

addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Newly-Chartered or Converting Bank

If a proposed new operating bank or a charter conversion is involved, Applicant should contact the appropriate Reserve Bank before the review process for the charter application of the new or converting bank (and the review process for any related deposit insurance application) begins to determine the appropriate time(s) when the related Federal Reserve application(s) should be filed, and to discuss the informational requirements for the specific proposal. Applicants are encouraged to remain in contact with the appropriate Reserve Bank during the review process of all the relevant applications.

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Supporting Information

The Federal Reserve specifically reserves the right to require the filing of additional statements and information. The questions in the application are not intended to limit Applicant's presentation. Applicant bears the full burden for presenting and documenting a case to meet the statutory criteria for approval. Supporting information for any or all factors, setting forth the basis for Applicant's judgment, may accompany the application.

Compliance

Applicant is expected to comply with all representations and commitments made in this application. Applicant should immediately contact the appropriate Reserve Bank if there is any change in the proposal prior to consummation.

Requested Information

Proposed Transaction

2. Provide the following with respect to the Bank/Bank Holding Company to be acquired:
 - a. Total number of shares of each class of stock outstanding;
 - b. Number of shares of each class now owned or under option by Applicant, by subsidiaries of

General Instructions

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- 4. Provide a list of all regulatory approvals and filings required for the proposed transaction and the status of each filing.
- 5. Provide a copy of any findings, orders, approvals, denials or other documentation regarding the proposed transaction issued by any regulatory authority.

The pro forma balance sheet should reflect the adjustments required under business combination and fair value accounting standards.

- Applicant, by principals of Applicant,¹ by trustees for the benefit of Applicant, its subsidiaries, shareholders, and employees as a class, or by an escrow arrangement instituted by Applicant;
- c. Number of shares of each class to be acquired by cash purchase; the amount to be paid, per share and in total; and the source of funds to be applied to the purchase;
- d. Number of shares of each class to be acquired by exchange of stock, the exchange ratio, and the number and description of each class of Applicant's shares to be exchanged; and

- 6 4. For applications filed pursuant to section 3(a)(1) of the BHC Act, if the proposed transaction would result in an organization other than a shell one-bank holding company, submit a pro forma organization chart showing Applicant's percentage of ownership of all banks and companies, both domestic and foreign, in which it directly or indirectly will own or control more than 5 percent of the outstanding voting shares.

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Financial and Managerial Information

- e. ~~A~~ brief description of any unusual contractual terms, especially those terms not disclosed elsewhere in the application. Also, provide the expiration dates of any contractual arrangement between the parties involved in this application. ~~As an alternative to developing the foregoing information, provide a~~ copy of the purchase, operating, ~~or~~ other agreements associated with the proposed transaction. ~~shareholder, trust~~

- 7 5. a. For Applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction,² provide ~~a~~ parent company balance sheet as of the end of the most recent fiscal quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheet; ~~detailed~~

- b. For an applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction,³ provide parent company and consolidated balance sheets as of the end of the most recent ~~fiscal~~ quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheets; and

- 3 2. If the proposed transaction is an acquisition of assets and assumption of liabilities, indicate the total price and the source of funds that Applicant intends to use for the proposed purchase, and discuss the effect of the transaction on the operations of Applicant.

- 3A 3. If the proposed transaction involves the acquisition of an unaffiliated banking operation or otherwise represents a change in ownership of established banking operations, describe briefly the due diligence review conducted on the target operations by Applicant. Indicate the scope of and resources committed to the review, explain any significant adverse findings, and describe the corrective action(s) to be taken to address those weaknesses.

The balance sheets provided in response to a and b should be in sufficient detail to reflect any:

- Common equity and preferred stock;
- ~~Trust preferred securities and~~ Other qualifying capital; FN1
- Long —and short—term debt;

1 billion

1. The term principal as used herein means any individual, corporation, or other entity that (1) owns, or controls, directly or indirectly, individually or as a member of a group acting in concert, 10 percent or more of the ~~the~~ outstanding shares of any class; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates, or has the authority to participate in major policy-making functions, whether or not the individual has an official title or is serving without compensation. If Applicant believes that any such individual should not be regarded as a principal, Applicant should so indicate and give reasons for such opinion.

any class of voting securities or other voting equity interest of the entity

2. This type of Applicant includes a company or similar organization that on a pro forma basis would be subject to the Board's Small Bank Holding Company Policy Statement inasmuch as the company or similar organization would report consolidated assets of less than \$500 million, and would not ~~either~~ engage in a leveraged nonbank activity, conduct significant off-balance sheet activities, or issue publicly held debt.

3. This type of Applicant includes a company or similar organization that on a pro forma basis would not be subject to Board's Small Bank Holding Company Policy Statement.

The financial information provided should be prepared in accordance with GAAP, and

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FN1 Other qualifying capital includes, but is not limited to, trust preferred securities.

For "A" in Applicant crossed out, change to "the a"

c. Provide a broad discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets. Also discuss the application of fair value and any election to apply push-down accounting adjustments, as appropriate.

requirements under Regulation Q (12 CFR part 217)

common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios pursuant to the capital adequacy regulations. If applicable, also provide the applicant's existing and pro forma supplementary leverage ratio pursuant to the capital adequacy regulations.

- Goodwill and all other types of intangible assets, as well as any relevant amortization period(s);
- Material changes between the date of the balance sheet and the date of the application (explained by footnotes).

S specify the amount, purpose, name and location of the issuer and/or lender; provide a copy of any loan agreement, loan commitment letter from the lender, or other underlying agreement which provides the interest rate, maturity, collateral, and proposed amortization schedule; and discuss what resources would be used to service any debt or capital instruments arising from the proposed transaction; and

8 e. For an Applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction, provide a breakdown of the organization's existing and pro forma risk-adjusted assets as of the end of the most recent fiscal quarter, showing each principal group of on- and off-balance sheet assets and the relevant risk-weight. Also, identify the existing and pro forma components of tier 1, tier 2, and tier 3 (if any) capital pursuant to the risk-based capital guidelines as of the end of the most recent fiscal quarter, and provide calculations of Applicant's existing and pro forma tier 1 and total capital ratios pursuant to the risk-based guidelines and the related leverage ratios.

b. Cash flow projections under the following limited circumstances; a

weighted

common equity tier 1, additional tier 1 and tier 2

capital adequacy regulations

(i) For an Applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or trust preferred securities in the proposal such that parent company long-term debt would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement. If Applicant projects that dividends or other payments from subsidiary banks will be used to service parent company debt and/or trust preferred securities, provide projections of subsidiary bank(s) assets, tier 1 and total capital ratios pursuant to the risk-based capital guidelines, leverage ratio, earnings, and dividends. (If the combined assets of the subsidiary banks exceed \$500 million, subsidiary bank data may be shown on an aggregate basis.);

\$1 billion

other obligations

In applications filed pursuant to section 3(a)(1) of the BHC Act, if the application involves the transfer of ownership of Bank from one control group to another at the time of formation, then Applicant's carrying value for the shares of Bank would be the purchase price. If the application involves the transfer of ownership of Bank from individual to corporate form (a reorganization of existing ownership interests), then Applicant's carrying value for the shares of Bank should be the historical cost to the exchanging shareholders plus the proportionate interest in any undistributed earnings of Bank from the date those shares were acquired by the exchanging shareholders. (Bank's valuation reserves are not included in these computations.) If historical cost plus undistributed earnings cannot reasonably be determined, then present book value should be assigned to the shares of Bank as carrying value. The computation of carrying value should be explained by footnotes.

(ii) For an Applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or trust preferred securities in the proposal such that parent company long-term debt would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next twelve years, along with supporting schedules for each material cash receipt and disbursement. These projections must clearly demonstrate the ability of the parent company to reduce the long-term debt to equity ratio to 30 percent or less within twelve years of consummation and

9 6. Provide for Applicant and any other Bank(s)/Bank Holding Company(ies) that would result from the proposal:
a. A description of any plans (in connection with the proposed transaction, or otherwise) to issue, incur, or assume additional common equity, preferred stock, trust preferred securities, other qualifying capital, and/or debt. As relevant,

earnings, and dividends, as well as common equity tier 1, additional tier 1, total capital, and leverage ratios (including the supplementary leverage ratio, if applicable) pursuant to the capital adequacy regulations.

FN1 Including any debt issued/incurred by nonbanking subsidiaries, such as trust preferred securities.

General Instructions

For "A" in Applicant crossed out, change to "the a"

earnings, dividends, and other payments to affiliates, as well as common equity tier 1 capital, tier 1 capital, total capital and leverage ratios

must take into account the schedule of principal reduction required by the parent company's creditor(s). Include projections of subsidiary bank(s) assets, ~~tier 1 and total capital ratios pursuant to the risk based capital guidelines, leverage ratio, earnings, dividends, and other payments to affiliates.~~ Explain the methods and assumptions utilized in the projections, and support all assumptions which deviate from historical performance.

c. If the proposed transaction results in a change in ownership of the company (e.g., due to an exchange of stock), provide a current and pro forma shareholders list.

d. If the subject transaction will be funded in whole, or in part, through the issuance of additional stock instruments, describe the current status of the stock raising efforts. Provide copies of the prospectus, private placement memorandum, and other documents associated with the capital raise. In addition, provide copies of any stock commitments, subscription agreements, or escrow account statements evidencing capital raised. Before submitting a final application, please contact the appropriate Federal Reserve Bank to discuss the timing considerations of the capital raising efforts with regard to submission of the application.

~~debt and trust preferred securities.~~

- 10 7. For applications filed pursuant to section 3(a)(1) of the BHC Act, provide for ~~Applicant and Bank~~ a list of principals (including changes or additions to this list to reflect consummation of the transaction), providing information with respect to each as follows:
- Name and address (City and State/Country). If the principal's country of citizenship is different from his or her country of residence, then state the country of citizenship; ~~Applicant and Bank~~ **the applicant and the Bank**
 - Title or positions with ~~Applicant and Bank~~ **the applicant and the Bank**
 - Number and percentage of each class of shares of ~~Applicant and Bank~~ **the applicant and the Bank** owned, controlled, or held with power to vote by this individual;⁴

4. Include shares owned, controlled or held with power to vote by

f. Interagency Biographical and Financial Reports (IBFRs) are required for certain individuals. Consult with the appropriate Reserve Bank for guidance on who should provide an IBFR. See SR 15-8 Name Check Process for Domestic and International Applications for more details; and ~~Applicant and Bank~~ **the applicant or the Bank**

- Principal occupation if other than with Applicant or Bank; ~~and~~
- Percentage of direct or indirect ownership, if such ownership represents 10 percent or more of any class of shares, or positions held in any other depository institution or depository institution holding company.⁵ Give the name and location of such other depository institution or depository institution holding company. (Information that has been collected or updated within the past 12 months may be submitted, unless Applicant has reason to believe that such information is incorrect.) ;

- 9 f. ~~For any principal that would own 10 percent or more of the equity of Applicant, provide an Interagency Biographical and Financial Report.~~ If the principal is a corporation or partnership, provide financial statements (balance sheets and income statements) for the two most recent fiscal years and the most recent quarter end. Discuss any negative trends in the financial statements.

- 11 8. For applications filed pursuant to sections 3(a)(3) or 3(a)(5) of the BHC Act, list any changes in management or other principal relationships for Applicant and any other Bank(s)/Bank Holding Company(ies) that would result from the proposal. For any existing or proposed principal of Applicant or Bank/Bank Holding Company that is also a principal of any other depository institution or depository institution holding company, provide the following information:

- Name, address, and title or position with Applicant, Bank/Bank Holding Company, and ~~the~~ **the** other depository institution or depository institution holding company (give the name and location of the other depository institution or depository institution holding company);
- Number and percentage of each class of shares of ~~Applicant and Bank~~ **the applicant and the Bank** Bank Holding Company

principal's spouse, dependents and other immediate family members. Give record ownership and, to the extent information is available, beneficial ownership of shares held by trustees, nominees, or in street names.

5. For purposes of this application, a "depository institution" is defined as a commercial bank (including a private bank), a savings bank, a trust company, a savings and loan association, a homestead association, a cooperative bank, an industrial bank, or a credit union.

13. Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.

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For "A" in Applicant crossed out, change to "the a" or "The a".

e. For any new (to applicant) principal shareholders, directors, or senior executive officer, provide an IBFR including completion of all required financial information.

the applicant or the Bank

owned, controlled, or held with power to vote by this individual;⁶

c. Principal occupation if other than with Applicant or Bank/Bank Holding Company; and

d. Percentage of direct or indirect ownership held in the other depository institution or depository institution holding company if such ownership represents 10 percent of more of any class of shares. (Information that has been collected or updated within the past 12 months may be submitted, unless Applicant has reason to believe that such information is incorrect.); and

sufficient detail to indicate each principal group of assets and liabilities of the reporting principal, and the basis for the valuation of assets (provide supporting documentation, as appropriate). In addition to debts and liabilities, the reporting principal should state on a separate schedule, any endorsed, guaranteed, or otherwise indirect or contingent liability for the obligation of others; and

e. Statement of most current year's income. In addition to indicating each principal source of annual income, the reporting principal should list annual fixed obligations arising from amortization and other debt servicing. (If the most current year's statement is not representative of the future, the reporting principal should submit a pro forma income statement and discuss the significant changes and the basis for those changes.)

9. ~~Discuss any material change in the financial condition of Bank/Bank Holding Company since the most recent examination/inspection. Indicate the amount of any dividend payment by Bank/Bank Holding Company since the date of the most recent report of condition and report of income and dividends. Also, indicate the amount of any Bank/Bank Holding Company dividends that are planned prior to consummation. For applications filed pursuant to section 3(a)(1) of the BHC Act, provide for Bank a copy of all schedules from the most recent report of condition and report of income and dividends as filed with a Federal supervisory authority.~~

14 and 15

Competition

If the subject transaction is a bank holding company formation involving only one bank or an application filed pursuant to section 3(a)(3) or 3(a)(5) of the BHC Act to acquire a *de novo* bank, a response to items 11 and 12 is not required. Otherwise, Applicant should contact the appropriate Reserve Bank to determine whether a response to items 11 and 12 will be necessary. If a response is required, Applicant should obtain a preliminary definition of the relevant banking markets from the appropriate Reserve Bank. If Applicant disagrees with the Reserve Bank's preliminary definition of the banking market(s), it may in addition to supplying the information requested on the basis of the Reserve Bank's definition of the banking market(s), include its own definition of the banking market(s), with supportive data, and answer the questions based on its definition. If later analysis leads Federal Reserve staff to alter the preliminary definition provided, Applicant will be so informed.

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\$1 billion

10. If the consolidated assets of the resulting organization are less than \$500 million, for each principal of Applicant who either would retain personal indebtedness or act as guarantor for any debt that was incurred in the acquisition of shares of Applicant or Bank/Bank Holding Company, provide the following:

the

a. Name of borrower and title, position, or other designation that makes the borrower a principal of Applicant;

b. Amount of personal indebtedness to be retained;

c. A description of the terms of the borrowing, the name and location of the lender, and a copy of any related loan agreement or loan commitment letter from the lender;

d. Statement of net worth as of a date within three months of Applicant's final filing of the application. The statement of net worth should be in

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11. Discuss the effects of the proposed transaction on competition considering the structural criteria specified in the Board's Rules Regarding Delegation of Authority (section 265.11c(11)(v)). Applicant may be required to provide additional information if Federal Reserve staff determines that the proposal exceeds existing competitive guidelines. Also, if divestiture of all or any portion of any bank or

6. As defined in footnote number 4.

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For "A" in Applicant crossed out, change to "the a"

nonbanking company constitutes part of this proposal, discuss in detail the specifics and timing of such divestiture.

- 15 12. If the proposal involves the acquisition of nonbank operations under sections 4(c)(8) and 4(j) of the Bank Holding Company Act, a Form FR Y-4 should be submitted in connection with FR Y-3 filing. At a minimum, the information related to the nonbank operations should include the following:
- a. A description of the proposed activity(ies);
 - b. The name and location of Applicant's and Bank's direct or indirect subsidiaries that engage in the proposed activity(ies);
 - c. Identification of the geographic and product markets in which competition would be affected by the proposal;
 - d. A description of the effect of the proposal on competition in the relevant markets; and
 - e. A list of major competitors in each affected market.

In addition, Applicant should identify any other nonbank operations to be acquired, with brief descriptions of the activities provided.

- 16 13. In an application in which any principal of Applicant or ~~Bank/Bank Holding Company~~ is also a principal of any other insured depository institution or depository institution holding company, give the name and location of each office of such other institution that is located within the relevant banking market of ~~Bank/~~

the Bank/Bank Holding Company

~~Bank Holding Company~~, and give the approximate road miles by the most accessible and traveled route between those offices and each of the offices of Bank/Bank Holding Company.

Convenience and Needs

14. a. ~~Describe how the proposal would meet the convenience and needs of the target Bank's community(ies). List any significant changes in services or products that would result from the consummation of the transaction. If any services or products would be discontinued, describe and explain the reasons.~~
- b. ~~Discuss the programs, products, and activities of the depository subsidiaries of Applicant or the target Bank that would meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. For a subsidiary of Applicant or target Bank that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or multi state MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which Applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.~~

Insert A

Insert B

Insert C

INSERT A

Convenience and Needs

17. Describe how the proposal would assist in meeting the convenience and needs of the community(ies) to be served, including, but not limited to, the following:
 - a. Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the community(ies) to be served, including community outreach activities, as a result of the proposal.
 - b. For the combining institutions, list any significant anticipated changes in services or products offered by the depository subsidiary (ies) of the applicant or target that would result from the consummation of the transaction.
 - c. To the extent that any products or services of the depository subsidiary (ies) of the applicant or target would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.
 - d. Discuss any enhancements in products or services expected to result from the transaction.
18. Describe how the applicant and resultant institution, including its depository subsidiary (ies) would assist in meeting the existing and anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) and its implementing regulations, including the needs of low- and moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:
 - a. The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the depository subsidiary (ies) of the applicant and the resultant institution.
 - b. The anticipated CRA assessment areas of the depository subsidiary(ies) of the resultant institution. If assessment areas of the depository subsidiary(ies) of the resultant institution would not include any portion of the current assessment area of that subsidiary, describe the excluded areas.
 - c. The plans for administering the CRA program for the depository subsidiary (ies) of the resultant institution following the transaction.
 - d. For a subsidiary of the applicant or target that has received a CRA composite rating of “needs to improve” or “substantial noncompliance” institution-wide or, where applicable, in a state or multi-state Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution’s CRA performance record since the rating.
19. List all offices of the depository subsidiary (ies) of the applicant or target that (a) will be established or retained as branches, including the main office, of the target’s depository subsidiary (ies), (b) are approved but unopened branch(es) of the target’s depository subsidiary (ies), including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available) and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code specifying any that are in low- and moderate-income geographies.¹

¹ Please designate branch consolidations as those terms are used in the Joint Policy Statement on Branch Closings, [64 FR 34844 (June 29, 1999)].

Insert B

20. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (12 U.S.C. § 1831u) (R-N) imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to R-N. If subject to these provisions, please provide the following information:
- a. Identify any host states involved with this transaction that require the target to be in operation for a minimum number of years and discuss compliance with the R-N age requirement (12 U.S.C. § 1831u(a)(5)).
 - b. Indicate that (1) the applicant has complied or will comply with the applicable filing requirements of any host state(s) that will result from the transaction and (2) the applicant has sent a copy of the merger application to the state bank supervisor of the resultant host state(s).
 - c. Indicate applicability of R-N nationwide and statewide deposit concentration limits to the transaction. If applicable, discuss compliance.
 - d. Indicate applicability of state-imposed deposit caps, if any. If applicable, discuss compliance.
 - e. Address whether:
 - a. Each bank involved in the transaction is adequately capitalized on the date of filing
 - b. The resultant institution will be well capitalized and well managed upon consummation of transaction.
 - f. Discuss compliance with the CRA requirement of R-N.
 - g. Discuss permissibility of retention of the target's main office and branches.
 - h. Discuss any other restrictions that the host states seek to apply (including state antitrust restrictions).

Insert C

Financial Stability

If either the acquirer or the target's total assets exceeds \$10 billion as of the most recent quarter for which data is available, address the following questions:

21. If either the acquirer or the target conducts any cross-border activities, please describe the nature of these activities and the amounts of cross-border assets and liabilities as of the most recent quarter for which data is available.
22. For each financial service below, if the dollar volume related to the service provided either by the acquirer or the target exceeds \$1 billion, please report the annual volume over the past 12 months (otherwise, do not report).

	Acquirer	Target
Short-term funding (e.g., in repos, fed funds)		
Underwriting services (e.g., equity, corporate bonds, commercial paper, ABS)		
Trading activities (e.g., equity, corporate bonds, derivatives)		
Payments, clearing, settlement, and custody services		
Prime brokerage		
Securities lending		
Corporate trust		
Correspondent banking		
Wealth management		
Insurance (including reinsurance)		