



# H-(e)\_\_\_ Application/Filing

Filed Under § 10(e) or § 10(q) of the Home Owners' Loan Act and 12 C.F.R. § 574.3(a) or 12 C.F.R. § 574.3(c)(1)(ii)

## PAPERWORK REDUCTION ACT STATEMENT

Public reporting for this collection of information is estimated to average 500 hours per response, respectively, including the time to review instructions, search, and review and 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 the Office of Thrift Supervision, Corporate & International Activities, 1700 G Street, N.W., Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0336) Washington, D.C. 20503.

An organization or a person should not respond to a collection of information if is no valid OMB control number.

## Contents

	<b>Page</b>
<b>Definitions</b>	<b>4</b>
<b>General Instructions</b>	<b>5</b>
A.    Use of Application	
B.    Preparation of Application	
C.    Filing Requirements	
D.    Publication Requirements	
E.    Amendments	
F.    Incorporation by Reference	
G.    Public Disclosure	
H.    Confidential Treatment	
<b>Cover Page</b>	<b>10</b>
<b>Required Information and Instructions</b>	
<b><i>Subpart 100 — Proposed Transaction(s)</i></b>	<b>11</b>
Item 110.    Details of the Proposal	
Item 120.    Regulatory Issues	
Item 130.    Fees, Commissions, Expenses and Capital Distributions	
<b><i>Subpart 200 — General Background</i></b>	<b>16</b>
Item 210.    Description of Business	
Item 220.    Controlling Shareholders and Affiliates	
<b><i>Subpart 300 — Financial Resources</i></b>	<b>19</b>
Item 310.    Capitalization	
Item 320.    Debt and Long Term Leases	
Item 330.    Financial Condition and Operations	
Item 340.    Transaction with Affiliates	
<b><i>Subpart 400 — Managerial Resources</i></b>	<b>22</b>
Item 410.    Management Officials	
<b><i>Subpart 500 — Future Prospects</i></b>	<b>23</b>
Item 510.    Future Prospects of the Resulting Corporate Structure	
<b><i>Subpart 600 — Convenience and Needs of the Community</i></b>	<b>24</b>
Item 610.    Community Service Improvements	
Item 620.    Requirements Under the Community Reinvestment Act (CRA)	

<b>Subpart 700 — Competitive Factors</b>	<b>26</b>
Item 710. Competitive Effects of the Proposed Transaction(s)	
Item 720. Office Location Information	
<b>Subpart 800 — Voting Trusts and Corporate Trustees</b>	<b>28</b>
Item 810. Reasons for Establishment of the Voting Trust	
Item 820. General Information About the Voting Trust Agreement	
Item 830. Corporate Trustees	
<b>List of Exhibits</b>	<b>31</b>

## Definitions

The terms used in this Application, unless specifically defined, have the meaning commonly ascribed to them in commercial or finance usage or as specified in §10 of the Home Owners' Loan Act, and 12 C.F.R. Parts 574 or 561.

The following are definitions used throughout the Application:

*Applicant:* The proposed acquiror or acquirors, also referred to as "you".

*Application:* The subject holding company acquisition application. May be the H-(e)1, H-(e)1-S, H-(e)2, H-(e)3, and H-(e)4.

*Association:* The savings association (s) of the subject Application. Also includes a savings association that will survive a merger.

*Holding Company:* The savings and loan holding company, or holding companies that directly or indirectly control a savings association (as defined on 12 C.F.R. § 583.20), that is/are the target of the subject Application.

*Indirect Control:* Control of a savings association by an entity or an individual through another entity or individual.

*Interim Association:* A savings association created specifically to facilitate the proposed transaction(s).

*Multiple Savings and Loan Holding Company:* a savings and loan holding company that directly or indirectly controls two or more savings associations (as defined in 12 C.F.R. §583.12).

*Resulting Corporate Structure:* The Applicant's corporate structure after consummation of the proposed transaction(s).

*Unitary Holding Company:* A savings and loan holding company that directly or indirectly controls one savings association.

## General Instructions

### A. Use and Preparation

1. You should use this Application for acquisitions under the following laws and regulations:

- § 10(e) of the Home Owners' Loan Act (HOLA).
- § 10(q) of HOLA.
- 12 C.F.R. § 574.3(a).
- 12 C.F.R. § 574.3(b)
- 12 C.F.R. § 574.3(c)(1)(ii).

2. Acquisitions hereunder will fall into one of the five categories:

- a) **H-(e)1 Application:** Creation of a new unitary savings and loan holding company structure through the acquisition of one savings association by an existing or newly-formed company that is not currently a savings and loan holding company. (The proposed acquisition may include the use of an Interim Association under 12 C.F.R. § 552.2-2).

Applicable Statute: § 10(e)(1)(B) of HOLA.  
Applicable Regulation: 12 C.F.R. § 574.3(a)  
12 C.F.R. § 574.6(a)(1)

- b) **H-(e)1-S Application:** Reorganization into a unitary savings and loan holding company structure initiated by savings association management. (The proposed acquisition may include the use of an Interim Association.)

Applicable Statute: § 10(e)(1)(B) of HOLA.  
Applicable Regulations: 12 C.F.R. § 574.3(a)  
12 C.F.R. § 574.6(a)(2)

- c) **H-(e)2 Application:** A company, including an existing savings and loan holding company, proposing to directly or indirectly control more than one savings association; a savings and loan holding company proposing to acquire shares issued by a savings association or by a savings and loan holding company in connection with a "qualified stock issuance"; or any director, officer or individual who owns, controls, or holds with power to vote (or holds proxies representing) more than 25% of the voting shares of a savings and loan holding company, proposing to acquire direct or indirect control of a savings association.

Applicable Statutes: § 10(e)(1)(B) of HOLA.  
§ 10(e)(1)(A)(i) of HOLA.  
§ 10(q) of HOLA.  
§ 10(e)(4) of the HOLA.  
Applicable Regulations: 12 C.F.R. § 574.3(a)  
12 C.F.R. § 574.6(a)(3)

- d) **H-(e)3 Application:** A company proposing to acquire control of more than one savings association by merger, consolidation, or purchase of assets; a savings and loan holding company proposing to acquire control of a savings association(s) or an uninsured institution by merger or consolidation with, or purchase of assets for, an existing subsidiary savings association; or a savings and loan holding company proposing to acquire control of a savings association(s) by merger, consolidation with, or purchase of assets of, a savings and loan holding company.

Applicable Statutes:	§ 10(e)(1)(B) of the HOLA.
§	10(e)(1)(A)(ii) of the HOLA.
Applicable Regulations:	12 C.F.R. § 552.13
12	C.F.R. § 563.22
12	C.F.R. § 574.3
12	C.F.R. § 574.6(a)(4)

- e) **H-(e)4 Information Filing:** Controlling persons proposing to reorganize into a holding company structure. The Applicant must be controlled by the same person(s) who have controlled the Association or Holding Company for the previous 3 years.

Applicable Statute:	§ 10(e)(1)(B) of the HOLA.
Applicable Regulations:	12 C.F.R. § 574.3(c)(1)(ii)
12	C.F.R. § 574.6(a)(5)

- f) Each type of Applicant need not complete the entire Application. All Applicants including personal and family trusts must file unless specifically excluded under 12 C.F.R. §§ 574.2(q)(2) and 583.20(b).

**The chart below outlines the specific items required for each Applicant category:**

H-(e)1	H-(e)1-S	H-(e)2	H-(e)3	H-(e)4	De Novo Trust Activity Only
110.10	110.20	110.10	110.10	110.20-70	110.10
110.30-70	110.30-70	110.30-70	110.30-70		110.30-70
120	120	120	120	120	120
130	130	130	130	130	130.10
210	210.10	210	210	210.10	210
220	220	220	220	220	220
310	310	310	310		310
320.10		320.10	320.10		320.10
320.20		320.20	320.20	320.30	320.20
330.10-20	330.20	330	330	330.10-20	330.10-20
340	340	340	340	340	340
410	410	410	410	410.10	410
510	510	510	510		510
610.10		610.10-.20	610.10-.20		610.10
620	620	620	620		
710		710	710		710
720		720	720		720.40
810 (1)*	810 (1)*	810 (1)*	810 (1)*	810 (1)*	810 (1)*
820 (1)*	820 (1)*	820 (1)*	820 (1)*	820 (1)*	820 (1)*
830 (2)*	830 (2)*	830 (2)*	830 (2)*	830 (2)*	830 (2)*
	(3)*			(4)*	

- (1)\* If Applicant is a Voting Trust
- (2)\* If Applicant is a Corporate Trustee
- (3)\* Submit a certification indicating that the proposed reorganization satisfies each of the conditions specified in 12 C.F.R. §§ 574.7(a)(2)(iii) and 574.7(a)(3).
- (4)\* Provide, as an exhibit to the application, a statement indicating why the company considers the acquisition to be within the exception of 12 C.F.R. § 574.3(c)(1)(ii).

## **B. Preparation of Application**

1. OTS will only accept Applications or Filings prepared according to these instructions that contain all required information. All questions must be answered with complete and accurate information. If your answer is “none”, “not applicable,” or “unknown” so state. “Unknown” answers should be explained. The questions in the application are not intended to limit your presentation nor intended to duplicate information supplied on another form or in an exhibit. You may cross-reference this information. Supporting information setting forth the basis for your conclusions should accompany the Application.
2. The Application and all attachments must be clear and easily readable in Roman type or print on pages (folded or unfolded) that do not exceed 8½- by 11-inches. Number all pages and include an index of subparts and items, and tab to correspond with the index. Bind all copies except those specified unbound. Each copy, except for the unbound copy, should be without stiff covers, in one or more parts.
3. You may omit required information if it is not economically or reasonably available unless it is an integral part of our review; however, please state why the information is not readily obtainable.

## **C. Filing Requirements**

1. Before filing any Application, you must participate in a pre-filing meeting with the appropriate OTS Regional Office unless otherwise noted. See 12 C.F.R. §516.15.
2. Clearly caption all copies showing the type of filing.
3. For guidance on where you file the application see 12 C.F.R. § 516.40. You must file the original and two conformed copies with the appropriate OTS regional office. One copy should be unbound. In addition:
  - Applications NOT eligible for processing under delegated authority, you must file three conformed copies with OTS headquarters labeled as follows: “Business Transactions Division,” “Application Filing Room” and Information Management & Services (This copy should be unbound).
  - Applications involving a merger (including an Interim Association merger), you must file four additional copies with the Regional Director, or designee, labeled as: “Department of Justice Copy,” “Office of the Comptroller of the Currency Copy,” “Federal Reserve Board Copy,” and “Federal Deposit Insurance Corporation Copy.”
  - Applications involving more than one Association but NOT involving a merger, you must file one additional copy with the regional director, or designee, labeled: “Department of Justice Copy.”
4. OTS will not accept an Application or Filing unless accompanied with fee(s) to the appropriate Regional Office. You may obtain the fee schedule on OTS website at [www.ots.treas.gov](http://www.ots.treas.gov) or by contacting the regional office.



- D. Notice of Publication** - You must publish notice of the proposed organization in a newspaper of general circulation in the community or communities where the proposed financial institution will be located. Submit a copy of the notice(s) described below as well as publisher's affidavit(s) in the same manner as the application. See 12 C.F.R. § 574.6(b)(1). Format for the publication notice can be found in the appendix to the OTS application processing handbook.
1. All Applicants (including a merger of an Interim Association) must give public notice no earlier than three calendar days before and no later than three calendar days after filing the application. See 12 C.F.R. § 574.6(d).
  2. In addition, Applications involving a merger (including a merger of an Interim Association) have separate publication requirements. You must give public notice no earlier than seven calendar days before and no later than the filing date. See 12 C.F.R. Part 516 Subpart B. Thereafter, you must give weekly public notice during the period allowed for furnishing reports under 12 U.S.C. § 1828(c)(4), the Bank Merger Act, and 12 C.F.R. § 563.22(e)(1). This period is normally 30 days. NOTE: When applicable, the publication requirements of this item and item (1) above may be satisfied by publishing a combined notice provided the language and timeframes comply with both requirements. Before publishing such a combined notice, you should contact the appropriate regional office to discuss the content and timing of your proposed public notice.
- E. Amendments** - You must file all amendments under cover of this form and clearly identify them as amendments, with consecutive numbering. Amendments should comply with all pertinent filing requirements, including the certification page.
- F. Incorporation by Reference** - You may incorporate by reference material contained in exhibits (e.g., Form S-1, Form 10-Q, or Form 10-K filed with the Securities and Exchange Commission, a Trust Agreement, or filings made with other regulatory agencies) to this Application or on file with the OTS in answer to any item. You should clearly specify the location of the incorporated material by page, item, and/or paragraph number.
- G. Public Disclosure** - You must make public disclosure according to 12 C.F.R. §574.6(f), the Freedom of Information Act (5 U.S.C. §552a) and 12 C.F.R. Parts 503 and 505.
- H. Confidential Treatment** - All materials filed as part of this Application will be immediately available to the public unless you request confidential treatment. Public disclosure will be made in accordance with the provisions of 12 C.F.R. § 574.6(f), the Freedom of Information (5 U.S.C. § 552a) and 12 C.F.R. Parts 503 and 505. In general, requests for confidential treatment of specific portions of the application must be submitted in writing concurrently with the submission of the application and must discuss the justification for the request. Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (e.g., to its 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 application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." Applicant should follow the same procedure regarding a request for confidential treatment with regard to the subsequent filing of supplemental information to the application.

**Office of Thrift Supervision  
Washington, D.C. 20552**

**H-(e)\_\_\_ Application Cover Page**

Filed Under § 10(e) or §10(q) of the Home Owners' Loan Act, as amended, and 12 C.F.R. § 574.3(a), 574.3(b), or 12 C.F.R. §574.3(c)(1)(ii)

---

Legal Name of Applicant(s)

---

Address of Principal Executive Office

---

Legal Name of Any Savings Association(s)  
Being Acquired Directly or Indirectly

---

Legal Name of Any Savings and Loan  
Holding Company(ies) Being Acquired Directly or Indirectly

---

Name, Telephone Number (including area code) and Address of an  
Individual to Whom Communications are to be Sent

*OTS will not accept Applications for filing unless accompanied by the appropriate application fee(s).*

**OTS will not accept Applications for filing unless the Applicant prepares the Application according to these instructions and the Application contains all required information.**

*Where there are two or more entities in the acquiring corporate structure, each entity must join in the filing of the application. Provide the information required about the "Applicant" for each company. Each Applicant (company) must sign separately according to the certification requirements.*

***OTS DOCKET NUMBERS***

\_\_\_\_\_ *Merging Thrift*  
\_\_\_\_\_ *Surviving Thrift*  
\_\_\_\_\_ *Holding Company*

## Required Information and Instructions

### Subpart 100 — Proposed Transaction(s)

#### **Item 110**     *Details of the Proposal*

##### 110.10     Proposed Acquisition(s)

- a) Provide a general discussion of the acquisition, describing the acquisition's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt. Justify the acquisition by a discussion of benefits that will offset the costs of the acquisition.
- b) Provide a copy of the executed merger or acquisition agreement, including any amendments, and any board of directors' resolutions related to the acquisition.
- c) State whether the offer to acquire the target Association/Holding Company will be made to all present shareholders. If not, state the reasons why. Submit a copy of all materials distributed to shareholders, including any proposed tender or exchange offer materials, proxy materials, registration statement or private placement materials. State whether shareholders have dissenters' rights. If so, state the maximum amount of liability that may arise from the exercise of these rights, as well as the effect on the Applicant's and the Association's capital.
- d) Provide evidence of shareholder approval. If a shareholders' meeting has not yet been held, indicate the date scheduled and the anticipated outcome regarding the proposed transaction(s).

##### 110.20     Proposed Reorganization

- a) Describe the material terms of the reorganization, including a statement of the purposes, whereby the Applicant, a newly formed company, will gain control of the target Association/Holding Company. You must submit a copy of the plan of reorganization.
- b) Provide information about any stock offering that will occur with the subject reorganization. Furnish a copy of any offering materials.
- c) State whether you plan to solicit proxies from the current shareholders/members of the target Association/Holding company. If applicable, state if the solicitation is subject to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act. You must submit a copy of proxy solicitation materials.
- d) Provide a list of affiliated persons and affiliates (as defined in 12 C.F.R. §§ 561.5, 563.41 and .42 ) that are not controlling shareholders, officers, directors, or companies listed on the organizational chart.

### 110.30 Proposed Organization

- a) Provide a current organizational chart.
- b) Provide proposed organizational charts that reflects the following information:
  - 1. Resulting structure including all companies, individuals or groups that upon consummation would directly or indirectly control the savings association under 12 C.F.R. 574.4.
  - 2. For multistep transactions provide a diagram for each step of the proposed transaction.
  - 3. A list of the entities that will not survive any proposed merger(s).

### 110.40 Current or Proposed Ownership Of The Applicant(s) And Entities To Be Acquired

- a) Set forth the following with respect to each Applicant:
  - 1. Description of, and total number of shares outstanding (less treasury stock) of each class of equity security, and any securities that are convertible into or exercisable for shares of any class of equity security.
  - 2. Name of any company, person, or group that holds more than ten percent of any class of equity security of the Applicant, or that holds securities that, upon conversion or exercise, would result in the company, person or group holding more than ten percent of any class of equity security of the Applicant(s).
- b) Set forth the following with respect to the target association or holding company to be acquired:
  - 1. Description of, and total number of shares outstanding (less treasury stock) of each class of equity security.
  - 2. Total number of shares of each class of equity security currently owned and/or represented by proxy by the Applicant(s) and/or its affiliates, and all officers and directors.
  - 3. Total number of shares for each class of equity security proposed to be held by the Applicant(s) and/or its affiliates, and all officers and directors.
  - 4. Total number of shares of each class of equity security currently owned and/or represented by proxy held and to be held by senior officers or directors of the target association and holding company to be acquired.
  - 5. If the Applicant holds or proposes to hold any securities that may, under any circumstances, be convertible into, or exercised for shares of any class of equity security, describe such security, all terms of the security, and the Applicant(s) current and proposed holdings of such security.

6. If any of these shares were acquired within the previous two years, and are to be acquired by the Applicant, state the date of acquisition and cost.

**110.50 Proposed Method To Acquire Target Association's/Holding Company's Securities**

- a) Provide the following information if you plan to acquire the securities (or a portion of the securities) with cash:
  1. Number of shares you will acquire with cash;
  2. Proposed price per unit;
  3. Aggregate price;
  4. How you determined the price; and
  5. Describe the specific source(s) of funds for the purchase. Statements such as personal funds, borrowings, bank accounts, cash on hand and so forth, are not acceptable. You must detail the specific sources. You must submit documentation proving the existence and availability of funds.
- b) If you will receive financing as a loan, or a letter of credit, or other means, provide the following information:
  1. Name and address of lender;
  2. Relationship of lender to Applicant;
  3. Amount and terms of loan, letter of credit, or other financing;
  4. Description of collateral to be pledged;
  5. A copy of a commitment letter or tentative agreement; and
  6. Specifically state whether the borrower and the lender meet any of the criteria in 12 C.F.R. § 574.4(d) and may be presumed to be acting in concert.
- c) Provide the following information if you will acquire the securities (or a portion of the securities) by an exchange of Applicant's securities:
  1. Class(es) of securities to be exchanged;
  2. Number of shares to be acquired by exchange of securities;
  3. The exchange ratio;
  4. The method used to determine the exchange ratio; and

5. If a fairness opinion or appraisal is available submit a copy.

#### 110.60 Proposed Accounting Procedure

- a) Describe the proposed accounting procedure you will use to account for the proposed transaction(s).
- b) If the transaction will generate goodwill, indicate the approximate amount and whether it will be “pushed-down” to the Association’s books.
- c) Provide an accounting opinion that addresses the following information:
  1. A summary of the proposed transaction;
  2. Relevant accounting treatment for all affected entities; and
  3. An opinion whether the proposed accounting treatment, including the computation and amortization of goodwill, is in accordance with GAAP, citing all applicable literature.

**NOTE:** We may require the accounting opinion from an independent public accountant. You should contact the appropriate Regional Office for guidance.

#### 110.70 Federal, State, And Local Tax Consequences

**NOTE:** You may exclude information about the selling shareholders’ capital gain or loss tax consequences. OTS does not require a tax opinion regarding the acquisition of a de novo institution, if the transaction does not propose contribution of non-cash assets or a merger.

- a) Provide a ruling from the Internal Revenue Service, or an opinion of tax counsel or tax accountant if the proposed transaction is tax free.
- b) Provide the following if there is a tax liability to the Applicant and/or the target Association/Holding Company:
  1. An estimate by tax counsel or tax accountant as to the amount of liability;
  2. The name of the person or entity assuming the liability; and
  3. The source(s) of payment.

### **Item 120. Regulatory Issues**

#### 120.10 State And Federal Regulatory Agency Jurisdiction Over The Proposed Transaction(s)

- a) List all state and Federal regulatory approval and/or filings required for the proposed transaction and if available, provide a copy of any filing.

- b) Provide a copy of any findings, orders, approvals, denials, or other documentation about the subject transaction(s) issued by any applicable regulatory authority.

**120.20 Waivers, No Action Requests, and Other Requests**

- a) Describe and justify all requested waivers, no action positions, and other requests to deviate from the statutes, regulations, or requirements of this form. Failure to discuss all waivers, no action positions, or other requests in this section will result in delays.

**Item 130. Fees, Commissions, Expenses and Capital Distributions**

**130.10 Direct Or Indirect Payments To Any Entity Involved In The Proposed Transaction(s).**

- a) Please provide the following information concerning fees, commissions, expenses and or any other form of compensation paid, incurred, or to be paid or incurred, by or to any entity involved in the proposed transaction:
1. Name of individual or company performing the service(s);
  2. Service(s) performed;
  3. Affiliation with Applicant, its subsidiaries, target Association/Holding Company or other entity in the Resulting Corporate Structure;
  4. Name of entity receiving the service(s);
  5. Total cost. You may give estimates if actual amounts are not available, provided you clearly identify them as estimates
    - Amount incurred by each entity (identify entity); and
    - Amount paid by each entity (identify entity).
  6. Copies of any agreements relating to the payment of fees, commissions, and expenses. Provide the copies as exhibits to the Application.

**130.20 Does The Proposed Acquisition(s) Involve A Capital Distribution, As Defined In 12 C.F.R. §563.140-146, Directly Or Indirectly, From The Association?**

- a) If so, provide the following information:
1. The amount you will receive;

2. The permissibility of the amount under the provisions of 12 C.F.R. § 563 Subpart E; and
3. The intended use of the funds.

## **Subpart 200 — General Background**

### ***Item 210. Description of Business***

#### **210.10 Information About Your Organization**

- a) Month and year organized.
- b) Form of organization (that is, corporation, partnership, joint stock company or trust). If the Applicant is a trust, state the type of trust (that is, pension, profit sharing, shareholders, voting or business trust).

#### **210.20 Information About Your Business**

- a) A brief description of business conducted by you (your predecessor(s)) and your significant subsidiaries (as defined in 12 C.F.R. §563c.2(b)) currently and during the previous 3 years:
  1. Your name and address, and, if applicable your subsidiary's name and address;
  2. Year and state of incorporation;
  3. Date acquired, percentage owned, and date divested;
  4. Description of activity(ies);
  5. Contribution to consolidated net worth (dollar amount and percentage of total); and
  6. Contribution to consolidated net earnings (dollar amount and percentage of total).
- b) A description of material business developments during the previous 3 years such as bankruptcy, a material reorganization, acquisition, or disposition of 25 percent or more of consolidated assets.

#### **210.30 Do You Or Your Significant Subsidiaries Depend Upon A Single Customer Or A Few Customers?**

- a) State the name of the customer(s);
- b) Describe your, or your significant subsidiary(s) relationship with the customer(s); and
- c) Describe the effect these customer(s) have on your business on a consolidated basis.



**210.40 Have You Or Any Affiliated Subsidiaries Ever Applied To OTS Or Any Other Regulatory Body For The Acquisition Of A Depository Institution (As Defined In 12 U.S.C. §1813(C)(1)) Within the Last Five Years?**

- a) Provide the following information about all applicants:
1. Names and addresses of companies participating in the application;
  2. Agency involved;
  3. Decision rendered; and
  4. Pertinent dates.
- b) If the acquisition is still pending, provide information about the prospects for approval and consummation of the acquisition.

**210.50 Commercial Activity and Holdings**

- a) Describe any of your, or your affiliate's commercial activities, and discuss whether the activities are permissible for a savings and loan holding company under § 10(c)(9) of the HOLA. Disclose all commercial entity stock holdings of five percent or more held by you and your affiliates.

**210.60 Fair Lending or Consumer Actions**

- a) State whether you or any of your affiliates have unresolved fair lending or consumer actions pending before any court or regulatory agency excluding routine consumer complaints. Describe the actions and provide relevant documentation. Describe any actions taken in response to any litigation, audits, studies or reviews engaged in or commissioned by you during the past five years with respect to your or your affiliates compliance with consumer protection, nondiscrimination and other compliance-related laws, rules and regulations.

**Item 220. Controlling Shareholders and Affiliates**

**220.10 Control Information**

- a) Provide the following information for persons or entities who directly, indirectly, or by acting in concert with another individual or entity (as set forth in 12 C.F.R. §574.2(c) or as presumed under 12 C.F.R. § 574.4(d) and (e) (unless successfully rebutted)), control 10 percent or more of the your voting securities, partnership interests, or has contributed 10 percent or more of your capital( See also Item 110.40):
1. Name and address (including country);

2. Type of security; and
  3. Number and percentage of shares controlled or contributed. (Indicate by footnote whether the owner is of record or a beneficial owner.
  4. If any of the controlling shareholders listed are deemed to be acting in concert with another individual or entity, you must describe the circumstances of the concerted action. Any shareholders, wishing to rebut control or concerted action must submit the appropriate filing under 12 C.F.R. §574.4(e).
- b) For each person listed, as a current or a proposed shareholder, provide the following:
1. Biographical and Financial Report on OTS Form 1623;
  2. OTS fingerprint card; and
  3. Applicant Certification on Form 1606. See Regulatory Bulletin 20a (RB-20a).
- c) For each entity listed, either as a current or a proposed shareholder, provide the Applicant Certification. In addition, you may be required to provide the Applicant Certification for your affiliates. You should contact the appropriate Regional Office for guidance.

**NOTE:** Provide the above information for current shareholders and proposed shareholders as of a date within 30 days of submission of the Application.

**NOTE:** If you file an H-(e)4 Information Filing you must provide the information requested above as of 3 years before submission of the Application. Also, provide explanations about any changes and the reasons for the changes.

## 220.20 Holdings Of Other Depository Institutions

- a) If your current or proposed controlling shareholders own 10 percent or more of a class of voting stock of a depository organization as defined in 12 C.F.R. § 563f.2(e), provide the following information:
1. Name, address, and asset size of the depository organization; and
  2. Number and percentage of shares owned.

## 220.30 Affiliates

- a) Provide a list of affiliates and affiliated persons (as defined in 12 C.F.R. §§ 561.5, 563.41 and .42) that are not controlling shareholders, officers, directors, or companies listed on the organizational chart.

## Subpart 300 — Financial Resources

### Item 310. Capitalization

#### 310.10 Information On Capital Accounts

a) Furnish the following information in four columns as shown below:

1. The Applicant on a consolidated basis;
2. The target Association/Holding Company on a consolidated basis;
3. Accounting adjustments that include giving effect to the proposed transaction, and a description of each adjustment; and
4. The Applicant on a pro forma consolidated basis giving effect to the proposed transaction(s).

Columns 1 and 2 should reflect financial information as of the close of the most recent quarter. If the most recent quarter ended within 30 days before the date of filing, information from the previous quarter is acceptable.

Provide updated financial information throughout the application process if the information is substantially different from that originally presented.

List each class of debt or issue of stock separately. Footnote the aggregate amount of each class of debt or the total number of shares outstanding. Briefly describe in a footnote the terms of any warrants and stock options.

	(1)	(2)	(3)	(4)
<u>Debt</u>				
Short-term borrowings				
Long-term debt *				
Long-term lease obligations				
Total Debt				
Net Worth				
Equity Securities				
Common Stock				
Preferred Stock				
Total Equity Securities				
Surplus				
Paid-in surplus				
Retained earnings				
Total Net Worth				
Total Capitalization				
Consolidated Tangible Capital				
Before Acquisition Consolidated Tangible Capital				
Ratio After Acquisition				

\* Include convertible debt and debt with attached warrants.

Provide a detailed analysis of the capital in relation to the risks of your operations and any subsidiaries, including the savings association. The analysis should discuss the extent you will rely on the savings association to upstream funds to support your other operations, and the related impact on the savings association's capital adequacy.

**Item 320. Debt and Long-Term Leases**

**320.10 Noninsured Subsidiary Debt**

- a) Provide a general description about you and your noninsured subsidiaries' current and anticipated debt, and the servicing requirements.

**320.20 Long-Term Lease Obligations**

- a) Summarize your and your non-insured subsidiaries aggregate annual long-term lease obligation(s).

**320.30 Debt Obligations**

- a) Provide a detail discussion of your intent to assume any debt in connection with the proposed acquisition.

**Item 330. Financial Condition and Operations**

**330.10 Information Regarding The Applicant**

- a) Provide a description of the method of funding if you are, or will be, dependent upon your insured and noninsured subsidiaries to fund your operations for the current year and the next three years.
- b) Provide a description, and the amount, of any defaults on principal and/or interest payments and any arrearages in preferred dividends. Also provide similar information about your affiliates.
- c) Provide a description of your present and proposed dividend policy.
- d) Provide detailed unconsolidated and consolidated cash flows statements, explaining all significant underlying assumptions, giving effect to the proposed transaction(s) for the current year and the next three years.
- e) Provide detailed unconsolidated and consolidated statements of estimated operations, explaining all significant underlying assumptions, giving effect to the proposed transaction(s) for the current year and the next three years.

### 330.20 Information Regarding the Association

- a) Provide a copy of the Association's business plan conforming to OTS guidelines set forth in the Application Processing Handbook. State whether the Association anticipates any changes to the existing plan.
- b) A description of the current and the proposed capital distribution policy.
- c) A description of the effect any adverse trends have had on the Association's financial condition and operations.
- d) A discussion of the Association's compliance with the Qualified Thrift Lender (QTL) or Domestic Building and Loan Association (DBLA) requirements in 12 U.S.C. §1467a(m) and any anticipated failures. Disclose the calculations used to determine the Association's compliance with the QTL (use OTS Form 1427 QTL worksheet) or DBLA test.
- e) Provide a copy of the most recent quarterly capital worksheet completed before submission of the Application.
- f) Provide a capital worksheet reflecting the proposed acquisition(s) and other related transaction(s).

### 330.30 Operating Economies

- a) Describe what type of operating economies you anticipate by owning or merging two or more depository institutions. Include estimated figures for the reduction in expenses.

## **Item 340. Transactions with Affiliates**

### 340.10 Operating Relationships Or Other Transactions

- a) Discuss any contemplated operating relationships or other transactions with affiliates between the Association and you, your affiliates and your insiders and related interests. The discussion should include, but not be limited to, any proposed management services agreements and tax sharing agreements. Provide a copy of all agreements. If a copy is not available, provide the proposed terms of the agreement. Also discuss other examples of relationships and transactions such as the following:
  - 1. Loan purchases and sales;
  - 2. Extensions of credit;
  - 3. Data processing services;
  - 4. Loan servicing;
  - 5. Cross marketing of products;
  - 6. Fiduciary services;
  - 7. Accounting or book-keeping services; and
  - 8. Administrative services.

- b) Discuss how agreements with affiliates, as noted above, are in compliance with § 11 of the HOLA.

340.20 Compliance with 12 C.F.R. §§ 563.41, .42, and .43.

Discuss in detail the policies and procedures you will establish to ensure compliance with the transaction with affiliates rules in 12 C.F.R. §§ 563.41, .42 and .43.

## Subpart 400 — Managerial Resources

### **Item 410. Management Officials**

410.10 Information About The Applicant And The Target Association/Holding Company

- a) Discuss any changes in the current structure and functions of the management officials of these entities.
- b) Discuss any changes in the management officials of an existing subsidiary savings association or registered savings and loan holding company.
- c) For all management officials (as defined in 12 C.F.R. § 563f.2(j)) or persons exercising similar functions, provide the following information:
1. Name and age;
  2. All positions and offices to be held with the resulting institution, applicant and affiliates named in Item 410.10(a) above;
  3. All positions held at other depository organizations (as defined in 12 C.F.R. §563f.2(h)) and all holdings of 10 percent or more of the depository organizations indicating, the name, address and asset size of such organization; and
  4. An affirmative statement that the management officials listed in Item 410.10(a) above do not serve at, or own more than 10 ten percent of, another depository organization.
- d) A certification indicating current and pro forma compliance with the management interlocks' prohibitions contained in 12 C.F.R. Part 563f or an explanation for any claimed exemption from Part 563f. If you or the Holding Company claims an exemption from Part 563f based on diversified status under 12 C.F.R. §583.11 provide a statement and a calculation showing you or the Holding Company will be a diversified savings and loan holding company, under 12 C.F.R. §583.11, after consummation of the proposed acquisition(s).

**NOTE:** Related business activities include all activities listed in 12 C.F.R. §§ 584.2(b), 584.2-1 and 584.2-2. OTS generally considers investments in banks and other activities approved for bank holding companies to be related business activities. Combine them with the association's consolidated net worth and consolidated net earnings for purposes of computing your status as diversified or nondiversified.

- e) Provide a certification indicating current and pro forma compliance with the prohibited acts in 12 C.F.R. § 584.9.

#### 410.20 Background Information

- a) Submit a Biographical and Financial Report on Form 1623, an OTS fingerprint card and the Applicant Certification on OTS Form 1606 for the following individuals:
1. All directors or senior executive officers as defined in 12 C.F.R. § 563.555 of the Applicant.
  2. Any director or senior executive officer of the target Association/Holding Company or current subsidiary savings association or registered savings and loan holding company.

NOTE: All or a part of this information may not be required for an individual that has served in that capacity for a period of at least one year. Contact the appropriate Regional Office for guidance.

#### 410.30 Special Consideration

- a) Provide information about any consideration paid, given, or offered to any shareholder, director, or officer of the Applicant, your subsidiaries or the target Association/Holding Company regarding consummation of the proposed transaction(s).
- b) Include information about any formal or informal agreements regarding salary increases to be effective after the proposed transaction(s). Provide a copy of any new or amended employment agreements. Please note that employment agreements between a savings association and its employees must conform to 12 C.F.R. § 563.39 and OTS policy statements and guidelines, including OTS Regulatory Bulletin 27a.
- c) Specifically state to what extent and in what manner the information above was disclosed to any outside shareholders of the target Association/Holding Company.

### **Subpart 500 — Future Prospects**

#### ***Item 510. Future Prospects of the Resulting Corporate Structure***

##### 510.10 Description Of Future Prospects

- a) Describe the future prospects of the entities in the resulting corporate structure. Consider the following items when responding:
1. Economic conditions in the respective industry and geographic areas where the entities operate;
  2. Financial factors arising from debt or financial structure, operating or other losses, and benefits from the proposed transaction(s); and

3. Proposed changes to your intended business for the 12 months after consummation of the subject transaction(s).

## **Subpart 600 — Convenience and Needs of the Community**

### ***Item 610. Community Service Improvements***

#### **610.10 How Will The Proposal Meet The Convenience And Needs Of The Community?**

- a) List any significant anticipated changes in services or products that will result from the consummation of the proposed transaction. If you plan to discontinue any services or products, describe and explain the reasons. The statement must include, but not necessarily be limited to, expected changes in the following items:
  1. Interest rates paid on savings and transaction accounts;
  2. Service charges on transaction accounts;
  3. Interest rates on mortgage, consumer, and other loans;
  4. Maximum maturities and other loan terms;
  5. The composition of the loan and investment portfolio and use of the secondary mortgage market;
  6. Hours of operation and improvements in physical facilities; and
  7. The policies and activities of the Association designed to meet the existing or anticipated credit needs of its entire community, including low and moderate income neighborhoods, consistent with the safe and sound operation of the Association.

#### **610.20 Previous Acquisitions**

- a) If you have acquired any savings associations within the previous two years indicate whether you implemented new and expanded services cited in each respective application. If you did not implement the expanded services, state the reason(s).



**Item 620. Requirements Under the Community Reinvestment Act (CRA)**

Note: All information submitted in response to this section will and shall be available to the public upon request. See 12 C.F.R. 516.35(b)(2).

**620.10 General Description**

- a) Considering the Community Reinvestment Act of 1977, and 12 C.F.R. Part 563e, discuss the programs, products, and activities of the Applicant(s) and Association that will meet the existing or anticipated needs of its community(ies), including the needs of low- and moderate-income geographies and individuals.
- b) If the Applicant or the Association has received any of the following ratings describe the specific actions, if any, that the Applicant is taking or took to address the deficiencies:
  - 1. A CRA composite rating of “needs to improve” or “substantial noncompliance” institution wide or where applicable, in a state or a multistate MSA; or
  - 2. An evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state where you plan to expand as a result of the proposed transaction.

**620.20 Commitments**

- a) Describe any commitments you or the Association has with community organizations, civic associations, or similar entities about providing services to the community. Provide a copy of any agreements about commitments.

**620.30 Existing Obligations**

- a) If you or the Association will not assume the obligations entered into before consummation of the proposed transaction, explain the reasons and describe the effect on the communities. Provide a copy of any agreements.

**620.40 CRA Comments Or Complaints**

- a) Provide information about any CRA comments or complaints received within the previous year or after completion of the most recent full examination of the Association, whichever is greater. If there is a community group that challenges the Association’s lending practices and may protest the proposed acquisition(s), provide the name of the group and a contact person.

620.50 CRA Plan

- a) If the acquisition will result in changes to how the savings will meet its CRA objective or the means by which it accomplishes its future performance under CRA, provide an amended CRA Plan and specifically state how it differs from the present CRA Plan. The Plan should reflect the Association's expected lending operations, cover current and anticipated assessment areas, address expected performance under the relevant performance criteria, and include projected levels of activity and distribution of lending to low- and moderate-income individuals and areas.

## Subpart 700 — Competitive Factors

### **Item 710. Competitive Effects of the Proposed Transaction(s)**

710.10 Provide The Following Information For Any Deposit Taking Or Similar Activities Of The Entities In The Resulting Corporate Structure And Their Affiliates

- a) Information about the relevant geographic market(s), current competition, asset size of competitors, market share and trends, and a history or pattern of expansion.
- b) A description of the effects the proposed transaction(s) will have on competition within the community or communities affected by the acquisition. Provide sufficient information to support the permissibility of the transaction(s) if the proposed transaction(s) will substantially affect competition, such as lessening competition or creation of a monopoly in the market(s) concerned. You should provide a Herfindahl-Hirschman Index calculation, both pre- and post- merger, in all affected market areas.

### **Item 720. Office Location Information**

720.10 Offices, Agencies, Mobile Facilities – Resulting Institution

- a) Furnish the following information for each office, agency, or mobile facility, and any new office or facility for which applications or notifications are pending for any entity in the resulting corporate structure, excluding noninsured entities:
1. Name of entity;
  2. Office address;
  3. County;
  4. MSA;
  5. Number of miles. (Measure from each office of the entity to the closest office of the Association. You need not measure distances exceeding 20 miles.); and

6. Pending applications.

**720.20 Multistate Multiple Structure**

- a) If the resulting corporate structure will be a multi-state savings and loan holding company, discuss the permissibility of the transaction under § 10(e)(3) of the HOLA. If the holding company intends to rely on the exception set forth in § 10(e)(3)(c) of the HOLA, furnish a reasoned legal opinion that concludes that the criteria for the exception are satisfied.
- b) Address compliance with §5(r) of the HOLA if the proposed transaction will result in the Association acquiring offices in a state other than the home office state.

**720.30 Location Changes, Closings, and Branch Applications**

- a) Provide a summary of any plans about the following changes:
  - 1. A change in location of any offices;
  - 2. Closing of any offices; and
  - 3. Applications pending or approved for any new branch offices.

**720.40 Distribution Methods**

- a) State whether the resulting Association will use alternative distribution channels to market products and services. If so, provide a detailed discussion of all alternative distribution methods in the business plan.

**720.50 On-Line Banking Services**

- a) State whether the resulting Association will offer electronic banking services. If so, specifically discuss plans to provide on-line personal computer banking, and affirmatively state that the plan is consistent with the June 23, 1997 OTS Statement on Retail On-line Personal Computer Banking. Discuss the details in the business plan and address the following items identified in OTS's Statement:
  - 1. Strategic risk;
  - 2. Legal and regulatory risk;
  - 3. Operational risk; and
  - 4. Planning, testing and monitoring.

Include the Association's plan to mitigate each identified risk.

- b) The plan should also discuss the following items:
  - 1. Financial safeguards to off-set expected and unexpected costs; and
  - 2. The association's ability to remain well capitalized.
- c) State if the Application is intended to serve as a notice to the OTS required by 12 C.F.R. 555 for any transactional websites 30 days before such websites are operational. Be prepared to answer the questions posed by the OTS in CEO Memo 99-109, dated November 10, 1999, about Transactional websites.

## **Subpart 800 — Voting Trusts and Corporate Trustees**

### ***Item 810. Establishment of the Voting Trust***

#### **810.10 Information About The Voting Trust**

- a) State the reason(s) for establishment of the voting trust.
- b) Provide the following information:
  - 1. A copy of the Voting Trust Agreement ;
  - 2. The name(s) of person(s) responsible for establishment of the voting trust; and
  - 3. A description of any relationships between these person(s) and you, your affiliates, and your directors, officers, or voting trustees.

### ***Item 820. Voting Trust Agreement***

#### **820.10 General Information About the Voting Trust Agreement**

- a) Describe how parties may extend, terminate, or amend the voting trust agreement.
- b) Describe the provisions about the deposit and withdrawal of securities including limited or restricted deposits and withdrawals before expiration or termination of the agreement.
- c) State the amount and percentage of all currently outstanding securities deposited under the voting trust agreement.
- d) Describe any agreements or provisions regarding future deposits of securities, including those currently issued and outstanding and shares that the trust may issue in the future.
- e) Provide a summary of the voting trustees' voting rights regarding matters about the Association/Holding Company including, but not limited to, the election of directors, charter

amendment, or merger/consolidation with another entity. Also, state whether action by the voting trustees requires concurrence of the majority.

- f) Describe the voting trustees' powers over the Association's or Holding Company's deposited securities and any funds or other property held under the agreement.

## 820.20 Controlling Shareholders/Voting Trustees

- a) For voting trustees and for persons or entities who (directly, indirectly, or by acting in concert with another individual or entity, as defined in 12 C.F.R. §574.2(c)) control 10 percent or more of the Applicant, provide the following information about the securities:
1. Voting trust certificates;
  2. All securities of the Association or Holding Company not deposited under the voting trust agreement; and
  3. All securities of the Association's or the Holding Company's parents and subsidiaries:
    - Voting trustee's or controlling shareholder's name and address. Each voting trustee and anyone controlling 10 percent or more (currently and proposed) of the Applicant's voting trust certificates must submit the Biographical and Financial Report on OTS Form 1623, an OTS fingerprint card and the Applicant Certification. You are not required to file this information if you can rebut control.
    - Entity issuing securities.
    - Title of class.
    - Type of ownership.
    - Amount and percent of class owned.

**NOTE:** Provide the above information for current shareholders and voting trustees (within 30 days of submission of the Application) and for post-acquisition, or proposed, shareholders and voting trustees.

- b) Outline the provisions of the voting trust agreement concerning the initial designation of the voting trustees, the designation of additional or successor voting trustees, and the removal or resignation of the voting trustees.
- c) Furnish the following information about the voting trustees:
1. A description of any previous (within the past three years) or current relationships with the Association/Holding Company, their affiliates, or any principal underwriter of the voting trust certificates; and
  2. Outline any other business that the voting trustee engages in for his own account or in the capacity of director, officer, employee, partner or trustee. Provide the name of the voting trustee and the name and principal business of the trustee's company or firm.

- d) If any voting trustee represents any person controlling any voting trust certificates or any securities of the Association/Holding Company or their affiliates about the affairs of the Association or Holding Company, provide the following information:
1. Name of voting trustee;
  2. Name and address of person(s) or group represented;
  3. Nature of representation; and
  4. Amount and percent of class of the following items:
    - Voting trust certificates.
    - Securities of the Association/Holding Company not deposited under the voting trust agreement.
    - All securities of the Association's/Holding Company's subsidiaries controlled by the person(s) or group represented.

**Item 830 Corporate Trustees**

**830.20 Corporate Trustee Information**

- a) List the names, addresses and percentage of beneficial interest of the beneficiaries of any trust where the Association's/Holding Company's stock will be deposited.
- b) Summarize the provisions of any trust agreement by which you will become a savings and loan holding company. Submit a copy of the trust agreement.

## List of Exhibits

### A. Exhibits Required By Instructions And Specific Items

<b>Exhibit Number</b>	<b>Exhibit</b>
Instruction A.2.(b)	H-(e)1-S Certification.
Instruction A.2.(e)	Statement of Qualification Under 12 C.F.R. § 574.3(c)(1)(ii)
Instruction D.	Publication notice(s) and publisher's affidavit(s).
Item 110.10(b)	Contract or Agreement about the purchase of the target Association/Holding Company. Plan of merger, consolidation or purchase of assets.
Item 110.10(c)	Materials distributed to shareholders.
Item 110.10(d)	Evidence of shareholder approval.
Item 110.20(a)	Plan of reorganization.
Item 110.20(b)	Offering materials.
Item 110.20(c)	Proxy materials.
Item 110.30(a)	Organizational charts.
Item 110.50(a)(5)	Documentation on existence and availability of funds.
Item 110.50(b)(5)	Commitment letter or agreement.
Item 110.60(c)	Accounting opinion.
Item 110.70(a)	IRS tax ruling or opinion of tax counsel.
Item 120.10(b)	Findings, orders, approvals, and other documentation from any applicable regulatory authority.
Item 130.10(a)(6)	Agreements about fees, commissions, and expenses.
Item 220.10(b)	Form 1623, OTS fingerprint card and OTS Form 1606 Applicant Certification.
Item 330.10(d)	Unconsolidated/consolidated cash projection statements.
Item 330.10(e)	Unconsolidated/consolidated statement of estimated operations.
Item 330.20(a)	Projected statements of operations.
Item 330.20(d)	Business plan.
Item 330.20(f)	Capital worksheets before the proposed transaction(s).
Item 330.20(g)	Capital worksheets after the proposed transaction(s).
Item 340.10(a)	Agreements about transactions between the Association and the Applicant and/or its affiliates, including tax sharing agreement.
Item 410.10(d)	Certification of compliance with 12 C.F.R. Part 563f.
Item 410.10(e)	Certification of compliance with 12 C.F.R. §584.9.
Item 410.20(a)	Form 1623, OTS fingerprint card and OTS Form 1606 Applicant Certification.
Item 410.30(a)	Employment agreements.
Item 620.20(a)	Agreements about commitments with community organizations or similar entities.
Item 620.30(a)	Agreements about prior obligations.
Item 620.50(a)	CRA Plan.
Item 720.20(a)	Legal Opinion on §10(e)(3)(c) Permissibility
Item 810.10(b)(1)	Voting Trust Agreement.
Item 820.20(a)(3)	Form 1623, OTS fingerprint card and RB-20a Applicant Certification.
Item 830.20(b)	Trust Agreement.

## B. Other Required Exhibits

<b>Exhibit Number</b>	<b>Exhibit</b>
B.1	Applicant's charter and by-laws.
B.2	Most recent filings submitted to the Securities and Exchange Commission, including, but not limited to, Form S-1, Form 10-Q, and Form 10-K, Form 8-K and Proxy materials.
B.3	Any private placement memorandum or any other offering material. Include an explanation why the securities are exempt from registration.
B.4	Copies not previously filed with OTS of any Prospectus or Regulation A Offering Circular under the Securities Act of 1933 or any state law regarding the proposed transaction or securities issued during the previous 12 months.
B.5	OTS Form 1606 Applicant Certification for you and your significant subsidiaries.
B.6	Most recent Annual Report to Stockholders.
B.7	OTS Form 1495 Application to Establish and Merge an Interim Savings Association.
B.8	State examination report of an uninsured institution.
B.9	Foreign Acquirer Agreement (if applicable)

## C. Exhibits Required For Mergers Only (Other Than Mergers Involving An Interim Association)

<b>Exhibit Number</b>	<b>Exhibit</b>
C.1	Fairness opinion. (If available)
C.2	Form 1639 Interagency Bank Merger Act Application.
C.3	Report of Officers and Directors OTS Form 1623.
C.4	Advisory Board or Committee or Consultants for Surviving Association.
C.5	Affidavit of non-inducement by each director, senior officer, attorney of the association(s) in the proposed transaction(s).

## D. Financial Statements Required By Applicants Other Than Savings Associations

Instructions: All Applicants other than savings associations except personal trusts, banks, and insurance companies must provide audited financial statements. Audits must be from independent certified public accountants or public accountants. Furnish copies of all independent accountant's opinions regarding the most recent audit reports, related financial statements and the comments for filing.

Prepare your unconsolidated and consolidated financial statements according to Regulation S-X of the Securities and Exchange Commission. Copies of this publication are available for sale from the Superintendent of Documents, U.S. Government Printing Office, Washington, D.C. 20402 or [www.access.gpo.gov](http://www.access.gpo.gov).

<b>Exhibit Number</b>	<b>Exhibit</b>
D.1	An unconsolidated and a consolidated statement of financial condition as of the most recent quarter end. If you file within 30 days of the end of a quarter, a statement of financial condition reflecting the previous quarter will be acceptable.
D.2	Audited unconsolidated and consolidated statements of financial condition as of the most recent fiscal year end and the two previous fiscal year's end in comparative columnar form. If your fiscal year end occurred within 90 days before the date of filing, the certified



- statement of financial condition may be as of the end of each of the two preceding fiscal years.
- D.3 In tabular form, unconsolidated and consolidated operating and cash flow statements for the two previous fiscal years.
- D.4 Unconsolidated and consolidated pro forma statements of financial condition with adjusting entries including a description of the entries that will adequately give effect to the proposed transaction(s). Show the capital accounts as carried on the books of the Association. If the proposed transaction involves a new basis for accounting for assets or earnings give the reasons for the new basis and the pro forma adjustments in appropriate footnotes.
- D.5 Consolidated statements of financial condition and operating statements and cash flow statements.

### **E. Financial Statements Required by Certain Holding Companies**

If a Holding Company that existed before the subject transaction(s) will continue as your subsidiary, furnish the following financial statements for the Holding Company. You must submit audited financial statements that comply with the instructions given in Item D above.

- | <b>Exhibit Number</b> | <b>Exhibit</b>   |
|-----------------------|--|
| E.1                   | An unconsolidated and a consolidated statement of financial condition as of the most recent quarter end. If you file within 30 days of the end of a quarter, a statement of financial condition reflecting the previous quarter will be acceptable.  |
| E.2                   | Audited unconsolidated and consolidated statements of financial condition as of the most recent fiscal year end and the two previous fiscal year's end in comparative columnar form. If your fiscal year end occurred within 90 days before the date of filing, the certified statement of financial condition may be as of the end of each of the two preceding fiscal years. |

### **F. Associations That Will Survive A Proposed Merger Or Consolidation**

- | <b>Exhibit Number</b> | <b>Exhibit</b>  |
|-----------------------|---|
| F.1                   | Consolidated pro forma financial statements, for the Association and its subsidiaries, of the associations involved in the transaction(s) within 90 days before filing. Separate columns for adjusting entries should be included, and provide description of the adjustments |
| F.2                   | If the proposed transaction(s) involves a new basis of accounting for assets or earnings, include the reasons for the new basis and the pro forma adjustments in a footnote.  |
| F.3                   | Pro forma consolidated statements of condition and operations, for the Association and its subsidiaries, for the current year and the next year.  |

## Certification

---

Name of Applicant

The undersigned principal executive or principal financial officer of the Applicant certifies that they carefully reviewed the information the Application, including forms or exhibits and that such information is true, correct, and complete to the best of their knowledge and belief. In addition, the undersigned agrees to notify the OTS if the facts described in the application materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject the undersigned to legal sanctions provided by 18 U.S.C. 1001 and 1007.

Signed this\_            day of\_            ,            \_.

---

(Signature of Authorized Officer)

---

(Typed Name)

---

(Title)