

Branch and Relocation Application

General Information and Instructions

Preparation and Use

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

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

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

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

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

Notice of Publication

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

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

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

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

Please see the “[Branches and Relocations](#)” booklet of the *Comptroller's Licensing Manual* for a discussion of the various types of branches.

Submission

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

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled “Confidential.” The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application. Contact the OCC for any further questions regarding requests for confidential treatment.

Branch and Relocation Application

Applicant

Name Charter Number

Street Address

City County State Zip Code

Parent Company Identifying Information *(if applicable)*:

Name

Street Address

City State Zip Code

Contact Person:

Name Title

Employer

Street Address

City State Zip Code

Phone No. Fax No.

E-mail

FEDERAL SAVINGS ASSOCIATIONS ONLY

TYPE OF APPLICATION (Check appropriate boxes)

BRANCH ESTABLISHMENT (Including expansion of mobile branch service area)

- | | |
|--|--|
| <input type="checkbox"/> Staffed branch | <input type="checkbox"/> Temporary facility |
| <input type="checkbox"/> Drive-in facility | <input type="checkbox"/> College or University |
| <input type="checkbox"/> Jointly owned | <input type="checkbox"/> Major disaster |
| <input type="checkbox"/> Intermittent facility | <input type="checkbox"/> Other Please specify <input type="text"/> |
| <input type="checkbox"/> Mobile facility | |
| <input type="checkbox"/> Mobile van | |
| <input type="checkbox"/> Messenger service | |
| <input type="checkbox"/> Other Please specify <input type="text"/> | |

BRANCH ESTABLISHMENT LOCATION (Select One)

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

BRANCH RELOCATION

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

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

HOME OFFICE RELOCATION

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

NATIONAL BANKS ONLY

TYPE OF APPLICATION (Check appropriate boxes)

BRANCH ESTABLISHMENT (Including expansion of mobile branch service area)

- | | |
|--|--|
| <input type="checkbox"/> Staffed branch | <input type="checkbox"/> Mobile facility |
| <input type="checkbox"/> Seasonal agency | <input type="checkbox"/> Mobile van |
| <input type="checkbox"/> Night depository/drop box | <input type="checkbox"/> Messenger service |
| <input type="checkbox"/> Drive-in facility | <input type="checkbox"/> Other Please specify <input type="text"/> |
| <input type="checkbox"/> Jointly owned | <input type="checkbox"/> Temporary facility |
| <input type="checkbox"/> Intermittent facility | <input type="checkbox"/> College or university |
| | <input type="checkbox"/> Major disaster |
| | <input type="checkbox"/> Other Please specify <input type="text"/> |

Check the following as applicable:

- Interstate

Note: (Riegler-Neal. The proposed new or relocated branch is to be located in a state that is not the bank's main office state and in which the

bank will not operate at least one authorized branch at the time the proposed branch will open.)

Intrastate

BRANCH RELOCATION

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

MAIN OFFICE RELOCATION

Note:

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

ALL BANKS

OFFICE LOCATION

New Branch Establishments Only

Provide the proposed location for the branch.

Branch name:

Street Address:

City County State Zip Code

Relocations Only (Branch or Main/Home Office)

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

From: Branch name (if applicable):

Branch cert. no. (if applicable):

Street Address

City County State Zip Code

To: Branch name (if applicable):

Street Address

City County State Zip Code

Provide the mailing address of the main/home office.

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

LEGAL NOTICE

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

Publication name

Street Address

City, state, zip code

Date of publication

1. Bank Premises

Will the projected cost of the relocation/branch establishment result in an investment in bank premises that requires an application under 12 CFR 5.37? (See the "Investment in Bank Premises" booklet) Yes No

If "Yes," has prior approval been granted? Yes No

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

2. Management Interlocks/Insider Transactions

Management Interlocks

Will the relocation/establishment of the proposed branch result in or raise an issue that could create a prohibited interlock under 12 CFR 26? Yes No

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

Insider Transactions

Does this proposal involve or result in a transaction with insiders as set forth in 12 CFR 215? Yes No

Are there any other financial or business arrangements, direct or indirect, involving the proposed branch or main/home office and bank insiders or their immediate family members? (Refer to the glossary of the "Branches and Relocations" booklet for a definition of relevant terms.) Yes No

Does the proposal involve or result in a transaction with an affiliate as set forth in 12 CFR 223 (Regulation W)? Yes No

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

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

- B. Provide information sufficient to show that terms and conditions are not more favorable than would be available in a comparable transaction with unrelated parties. For example, attach a copy of a recent independent appraisal or information on comparable purchases or leases in the area.

- C. Where applicable, provide information demonstrating that the requirements of 12 CFR 215 and Regulation W are satisfied.

- D. Attach a copy of the board resolution approving details of the transaction.

3. Environment

Will the proposal have any significant effect on the quality of the human environment, (for example, air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land) within the meaning of the National Environmental Policy Act (NEPA), 42 USC 4321-4347, et seq? (See the Council on Environmental Quality at <https://www.whitehouse.gov/ceq/>).

Yes No

If "Yes," discuss the effect(s) and explain how the proposal causes the effects.

4. Historic Properties

Will the proposal affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act (NHPA), 54 USC 300101 et seq.)?

Yes No

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

A. Specify how such determination was made (CHECK ALL THAT APPLY):

- Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO), when tribal lands or historic properties of significance to a tribe are involved. (Letter of initial consultation is required in most cases.)
- Reviewed National Register of Historic Places (See <http://www.nps.gov/nr/>).
- Applied National Register criteria to unlisted properties (See 36 CFR 60.4).
- Reviewed historical records.
- Contact with preservation organizations.
- Other (Please describe):

B. Provide copies of all correspondence with SHPO and/or THPO. If no documentation is provided with the application, please explain.

5. Community Reinvestment Act (CRA) Considerations

At its most recent examination, did the bank or any affiliated institution receive a CRA rating of "needs to improve" or "substantial noncompliance"? Yes No

Will the proposed transaction affect the CRA assessment area, as applicable, served by the applicant or resulting institution? Yes No

6. Branch Relocations Only - Branch Closing Notice

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

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

B. Is a copy of the notice to bank customers included in this application? Yes No
If "No," when do you anticipate submitting this notice?

FEDERAL SAVINGS ASSOCIATIONS ONLY

1. Home Office Relocation

A. Is this a short distance relocation as defined in 12 CFR 5.3(l)? Yes No

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

B. Is the home office relocation to an authorized branch within the limits of the same city, town, or village in which the current home office is located? Yes No

If "Yes," please follow the notice requirements found in 12 CFR 5.40.

C. Is the home office relocation to an existing branch outside the city, town, or village in which the current home office is located? Yes No

If "Yes," please attach your amended charter to this application.

D. Do you certify that two-thirds of the shareholders have voted to approve the relocation? Yes No

If "No," please explain.

E. Are you establishing a branch at the former home office? Yes No

If "Yes," follow requirements of 12 CFR 5.31. (A separate branch filing may be required).

2. Branch Establishment or Relocation

A. Is this establishment or relocation in compliance with 12 USC 1464(r)? Yes No

If "No," please provide a legal analysis to support approval.

B. Address the following questions for all mobile facilities.

B-1. Is this a request to establish, expand, or relocate a mobile branch or messenger service? Yes No

If "Yes," provide the specific geographic area each facility will serve.

B-2. Is this a request to operate more than one mobile branch or messenger service simultaneously? Yes No

If "Yes," indicate the number of messenger services.

B-3. Will more than one state be served by the mobile branch or messenger service? Yes No

If "Yes," list each state.

NATIONAL BANKS ONLY

1. Branch Establishment or Relocation

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

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

A. Does state law impose geographic, numerical, qualitative, proximity, or other limitations on the establishment/relocation of branches? Yes No

If "Yes," does the filing comply with those limitations?

Yes No

Note: If this filing does not comply with state limitations, please provide a legal analysis to support approval.

B. Is the relocation/establishment of the branch in compliance with the capital requirements of 12 USC 36(c)? Yes No

Note: This question is not applicable for a seasonal agency.

If "No," please explain why not.

C. If this application is to establish/relocate a mobile, messenger service, intermittent, drop box, drive-in, part-time, or temporary branch, does the state in which the branch is proposed permit state banks to operate this type of branch at the location proposed? N/A Yes No

If "No," please provide a legal analysis to support approval.

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

D. Is home state of the applicant bank different than home state of the applicant bank's bank holding company as "home state" is defined in 12 CFR 25.62(d)(2) and (3)? Yes No

If "Yes," go to question D-2. If "No," go to question D-1.

D-1. Is the proposed branch in a state other than the state where the applicant bank's main office is located? Yes No

If "Yes," go to question D-2. If "No," go to question E.

D-2. In the applicant bank's most recent CRA examination, did the OCC determine that the bank was not in conformity with 12 CFR 25, Subpart E ("Prohibition Against Use of Interstate Branches Primarily for Deposit Production") in the state where the branch is proposed? Yes No

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

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

E. Are there any other legal issues involved in this proposal? Yes No

If "Yes," please provide a legal analysis and discuss the issues fully.

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

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

A-1 Does state law in which the branch is proposed to be located impose capital requirements, or geographic, numerical, qualitative, proximity, or other limitations on the establishment/relocation of branches? Yes No

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

A-2 If this application is to establish/relocate a mobile, messenger service, intermittent, drop box, drive-in, part-time, or temporary branch, does the state in which the branch is proposed, permit state banks to operate this type of branch at the location proposed?

If "No," please provide a legal analysis to support approval.

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

A-3 Address compliance with applicable state filing requirements and indicate whether the applicant provided a copy of the application to the appropriate state banking regulator in the state.

A-4 Address the applicability of state antitrust laws.

A-5 Address conformance with applicable federal capital and management standards.

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

B-1 Are the CRA ratings for all affiliates of the applicant that are subject to CRA at least "satisfactory"? N/A Yes No

If "No," please provide details on CRA ratings and action plan.

B-2 Has the OCC determined that the applicant bank is not in compliance with applicable state community reinvestment laws? Yes No

If "Yes," please provide detail on CRA ratings and action plan.

C. Are there any other legal issues involved in this proposal? Yes No

If "Yes," please provide a legal analysis and discuss the issues fully.

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

Is this a short distance relocation as defined in 12 CFR 5.3(l)? Yes No

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

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

A. Is this a request to establish a mobile branch or messenger service? Yes No

If "Yes," provide the specific geographic area that the facility would serve.

B. Is this a request to expand the authorized area that will be served by an existing mobile branch or messenger service? Yes No

If "Yes," provide the specific new area for which the bank is seeking authorization.

C. Is this a request to operate more than one messenger simultaneously? Yes No

If "Yes," indicate the number of messenger services.

D. Will more than one state be served by the mobile branch or messenger service? Yes No

If "Yes," list each state.

1e. Address the following for jointly owned branches.

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

2. Main Office Relocation

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

A. Is the proposed main office within 30 miles of the city, town, or village of the current main office? Yes No

If "No," this application does not apply. Contact the appropriate OCC licensing district office for instructions.

B. Are you establishing a branch at the former main office? Yes No

If "Yes," you need to file a separate branch application.

C. If the bank were not relocating its main office, could the bank establish a de novo branch at the proposed new site of the main office? Yes No

If "No," please explain.

D. Would the relocation of the bank's main office alter the bank's legal authority to establish or acquire branches in any manner? Yes No

If "Yes," please explain.

E. Is this a short distance relocation as defined in 12 CFR 5.3(l)? Yes No

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

A. Is the main office relocation across state lines? Yes No

If "Yes," please identify the states.

A-1. Is the bank seeking to retain a branch or branches in the state of its former main office?
If "Yes", please explain the legal authority to retain the branches

Yes No

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

Yes No

Desired Action Date/Acknowledgement

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

OCC CERTIFICATION

I certify that the bank's board of directors, shareholders, or a designated official has authorized the filing of this application. I certify that the information contained in this application has been examined carefully and is true, correct, complete and current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision or at any time prior to consummation of the action contemplated herein.

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

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

President or other authorized officer

Typed Name

Title

Employer