

Reorganization of a National Bank to a Subsidiary of a Bank Holding Company Application

General Information and Instructions

Preparation and Use

This application is used to effect a transaction under 12 USC 215a-2 and 12 CFR 5.32 for a national bank's reorganization to become a subsidiary of a bank holding company (BHC).

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 reorganization to become a subsidiary of a national bank application. The OCC must consider the applicable statutory regulatory requirements set forth above when reviewing this application. If a companion filing is required to be filed with the Board of Governors of the Federal Reserve System (FRB) in conjunction with the formation of the BHC, you may submit FRB application to the OCC in lieu of completing a separate application and by supplementing the FRB application with any information required by the OCC.

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.

Notice of Publication

Generally, public notice under 12 CFR 5.8 does not apply to an application filed under 12 CFR 5.32, unless the OCC determines that the application presents a significant or novel policy, supervisory, or legal issue where a public notice is considered necessary. A public notice also may be required where an application filed under 12 CFR 5.32 is accompanied by a second application that requires a publication notice under 12 CFR 5.8. In this instance, a public notice

describing the entire transaction may be necessary to ensure the public has a full understanding of the entire transaction.

If a notice is required, the applicant must publish notice of the proposed reorganization to become a subsidiary of a national bank in a newspaper of general circulation in the community or communities in which the applicant proposes to engage in business. The OCC will provide specific requirements for the notice of publication.

Submission

In addition to an original application and the appropriate number of signed copies, submit an electronic copy of the information in the application, especially of 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.

**Reorganization of a National Bank to a Subsidiary
of a Bank Holding Company Application**

Applicant

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

Parent Company Identifying Information (if applicable)

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

Contact Person

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

1. Overview

Provide a reorganization plan that specifies the following:

- a. The manner in which the reorganization shall be carried out.
- b. The amount and type of consideration that the BHC will provide to the shareholders of the reorganizing bank for their shares of stock of the bank.
- c. The date as of which the rights of each shareholder to participate in that exchange will be determined.

- d. The manner in which the exchange will be carried out.
2. Indicate whether the reorganization will result in a change in business plan. Provide a detailed business plan if a change will occur.
3. Provide Secretary's Certificate of Board of Directors' Approval of the reorganization plan.
4. Provide Secretary's Certificate of Shareholders' Approval.
5. Indicate the name of the filing entity and the status of any application required to be filed with the FRB in conjunction with the formation of the BHC.

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