

## Board of Governors of the Federal Reserve System



# Interagency Notice of Change in Control-FR 2081a

## DRAFT 7/12/17 Shows All Changes

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

### General Information and Instructions

#### Preparation and Use

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

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

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

#### Biographical and Financial Report

To assist the appropriate Federal banking agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* is generally required for each person named in the notice.

#### Supporting Information

The questions in the notice are not intended to limit the acquirer's responses, and the Federal banking agency may request additional necessary information. If any information furnished in the

notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the Federal banking agency with which the notice was filed.

#### Compliance

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

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

#### Notice of Publication

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

#### Confidentiality

Any acquirer desiring confidential treatment of specific portions of the notice must submit a request in writing with the submission of the notice. The request must discuss the justification for the requested treatment. An acquirer's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. § 552). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." An acquirer should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the notice. An acquirer should contact the appropriate Federal banking agency for specific instructions regarding requests for confidential treatment. The appropriate Federal banking agency will determine whether the information will be treated as confidential and will advise the acquirer of any decision to publicly release information labeled as "Confidential."

1. Identity:

a. Name and address of acquirer(s):

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

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

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

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

\_\_\_\_\_  
Name

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

\_\_\_\_\_  
Country

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

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Employer

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

\_\_\_\_\_  
Area Code / Phone Number

\_\_\_\_\_  
E-mail Address

2a. Indicate whether any proposed acquirer will join an existing individual, company, or group acting in concert that controls or will control the target institution.       Yes       No

b. If the response to 2.a is "yes", list each other individual, company or group acting in concert, along with the amount of ownership and control of voting securities held by each such individual, company or group acting in concert and the capacity in which voting securities are owned or

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

controlled by such individual, company or group acting in concert (as trustee or otherwise).

c..If the response to 2.a is "yes", has a change in control notice for the individual, company or group acting in concert previously been reviewed? . Yes  
No

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

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

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

a. Voting shares

Authorized \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants  
Currently outstanding \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants  
Pro forma outstanding \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants

b. Nonvoting shares:

Authorized \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants  
Currently outstanding \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants  
Pro forma outstanding \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ Shares Options Warrants

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6. Provide the following information regarding all securities to be acquired. For any shares (including options and warrants) registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable:

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

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

b. Non-voting shares (if any are owned or controlled by an acquirer who owns, controls, or has the power to vote voting securities)<sup>2</sup>

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

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

Full name of each acquirer or transferee	Amount of debt or other investments now owned, controlled, or held	Amount of debt or other investments to be purchased by or transferred to the acquirer or transferee	Amount of debt or other investments to be owned, controlled, or held after completion of the acquisition
<b>TOTAL</b>			
Total as percent of debt or other investments outstanding			

<sup>2</sup> Include non-voting equity shares but not any shares or form of debt that would be considered a class of voting securities.

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

7. Indicate:

- a. The purchase price(s) per share of voting shares to be \_\_\_\_\_  
acquired
- b. The purchase price(s) per share of non-voting shares  
to be acquired
- c. Total purchase price for the entire proposed transaction \$ \_\_\_\_\_
- d. The current market value per share of voting shares \$ \_\_\_\_\_  
(including date and source of information, if available)
- e. The current market value per share of nonvoting shares \$ \_\_\_\_\_  
(including date and source of information, if available)

8. a. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner and timing in which the acquisition will be made.
- b. Summarize and attach copies of all pertinent documents. Identify the documents that have been included by checking the appropriate boxes below.

Check all that apply and attach a copy of each:

- Purchase and Sale Agreements
- Shareholder Agreements
- Non-Compete Agreements
- Employment Contracts
- Trust Agreements
- Invitations, Tender Offers, or Solicitation Materials
- Other: \_\_\_\_\_

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

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

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

10. Provide the following information regarding the source(s) of the shares to be acquired:

Name of each seller, transferor or issuer	Number of shares of voting securities to be sold or transferred	Number of shares of nonvoting securities to be sold or transferred	Amount of debt and other investments to be sold or transferred
<b>TOTAL</b>			
Total as percent of total shares outstanding per class of securities (or as a percent of debt or other investments outstanding)			

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11. Identify any person or parties employed, retained, or to be compensated by any acquirer, or by any person on behalf of any acquirer, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.
12. Describe in detail any plans or proposals that any acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.
13. If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors. The appropriate Federal banking agency should be contacted to determine the filing or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 U.S.C. § 1831i).
14. For each acquirer, indicate any positions currently held (director, officer, or employee) in any other depository institution or holding company. Also indicate if any acquirer directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 5 percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company.

Name of each acquirer or transferee	Name and address of each depository institution or holding company	Position and Date appointed	Percent ownership of class of securities

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## Interagency Notice of Change in Control-continued

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15. If any office of any depository institution or holding company with which the acquirer is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.
16. If the proposed acquirer is a company and the acquirer is engaged, directly or indirectly (including through a subsidiary), in insurance activities that are supervised by a state insurance regulator, provide:
- a. The name of the company.
  - b. A description of the insurance activity that the company is engaged in and has plans to conduct.
  - c. A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

<b>State</b>	<b>Line of Business</b>
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## Privacy Act Notice

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

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

## Certification

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

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

I acknowledge that final action on this notice is in the discretion of the appropriate Federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any Federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this \_\_\_\_\_ day of \_\_\_\_\_  
Day Month Year

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print or type name

\_\_\_\_\_  
Title (if applicable)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print or type name

\_\_\_\_\_  
Title (if applicable)