

Merger of a National Bank With Nonbank Affiliate Resulting in a National Bank Application

General Information and Instructions

Preparation and Use

This application is used to effect a transaction under 12 USC 215a-3 and 12 CFR 5.33(g)(4) for a merger of a national bank with its nonbank affiliate resulting in a national bank.

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 an application for a merger of a national bank with its nonbank affiliate resulting in a national bank. The OCC must consider the applicable statutory and regulatory requirements, set forth above, when acting on this application. If the applicant is an insured bank, this transaction is also subject to approval by the Federal Deposit Insurance Corporation (FDIC) under the Bank Merger Act (BMA), 12 USC 1828(c). Insured national banks must provide a copy of the BMA application filed with the FDIC and need not separately list within this form any information detailed in the BMA application. Uninsured applicants, such as trust banks, only need to file this application with the OCC.

Applicants intending to operate any offices of the nonbank affiliate as branches of the bank must file applications to establish branches. 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 national bank mergers with nonbank affiliates, unless the OCC determines that the application presents a significant or novel policy, supervisory, or legal issue where a public notice is considered necessary. If a BMA application is filed with the FDIC, that application has a public notice requirement. A public

notice also may be required where this application 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.

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.

**Merger of a National Bank With a Nonbank Affiliate
Resulting in a National Bank 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. OCC requires the following information:

- Name and location of target nonbank subsidiary or affiliate.
- Chart indicating the current organizational structure of the nonbank affiliate and post-merger organizational structure at the national bank level to include a management listing.
- Relationship between the target and the national bank.
- Any other pertinent information.

2. Provide the merger agreement.
3. Provide pro forma balance sheet and capital projections for the resulting bank if
 - the acquisition represents a new activity or product line;
 - the revenues of the target are 50 percent or more of the national bank; or
 - the asset size of the target is 25 percent or more of the national bank.
4. Indicate if a request for an investment in bank premises is included or was made in conjunction with this application.
5. Provide the legal authority under state law for the merger.

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