

Quasi-Reorganization Application

General Information and Instructions

Preparation and Use

This application is used to seek approval for a proposed quasi-reorganization. The requirements applicable to a national bank for a quasi-reorganization include 12 USC 21a, 52, 53, 56, and 59, and 12 CFR 5.46, 5.67, 7.2000 and 7.2023. federal savings association requirements applicable to a The include 12 USC 1464 and 12 CFR 5.22 and 5.55. A national bank or federal savings association (collectively, the bank or applicant) is not required to file a separate application form for a reduction in capital or capital distribution. quasi-reorganization that files this application form in connection with a

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 citation 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 quasi-reorganization application. The OCC must consider the applicable statutory and regulatory requirements 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 Capital and Dividends booklet of 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 a quasi-reorganization, 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 a quasi-reorganization 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.

If a notice is required, the applicant must publish notice of the proposed quasi-reorganization 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.

Quasi-Reorganization 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.			Email

Overview

1. Describe the proposal, including the reason for the negative undivided profits, the business reason for engaging in the transaction, a complete discussion of the accounting adjustments that will be applied to the bank's assets and liabilities, and a discussion of all changes to the bank's equity accounts. Also discuss the bank's plan for future earnings (including future dividend payments) and eliminating any recurring losses. Refer to topic 8B in the OCC's *Bank Accounting Advisory Series*, "Quasi-Reorganizations," for additional information.
2. Provide pro forma financial statements.

3. All fair value adjustments and transfers from capital stock or surplus to undivided profits should be detailed in the adjustments column and explained as necessary.

4. Provide a pro forma analysis of the change on the equity accounts and capital ratios.

Did the bank obtain shareholder approval, if required **under** 12 USC 59 for a reduction in permanent capital by a national bank, or by charter, bylaws, or any applicable law or regulation for by a federal savings association capital distribution a?

5.

Yes FORMCHECKBOX FORMCHECKBOX

6.

7.

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8.

