

Final Notice of Merger or Consolidation Out

General Information and Instructions

Preparation and Use

This notice is used to effect a transaction under 12 CFR 5.33(g)(6) consolidation or merger under 12 USC 214a of a national bank with a state bank resulting in a state bank or 12 CFR 5.33(g)(7) consolidation or merger of a federal savings association with a state bank, state savings association, state trust company, or credit union where resulting institution is not a federal savings association. This notice serves to inform the Office of the Comptroller of the Currency (OCC) of pending consummation information as required under 12 CFR 5.33(k)(4).

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 notice 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 notice. The regulatory agency may request additional information.

This notice form collects information that the OCC will need to evaluate a merger or consolidation of a national bank or federal savings association with a state bank, state savings association, state trust company, or credit union where the resulting institution is not a national bank or federal savings association. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when acting on this notice. 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 a merger or consolidation out, unless the OCC determines that the notice 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 conversion notice is accompanied by a second notice 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 merger or consolidation 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 and the appropriate number of signed copies, submit an electronic copy of the information in the notice, 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 notice must submit a request in writing with the notice. 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 notice (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 notice. Contact the OCC for any further questions regarding requests for confidential treatment.

Final Notice of Merger or Consolidation Out

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

Provide the effective date of the merger or consolidation.

Include all OCC and/or OTS reports of examination, and any related correspondence. If not returned, the applicant must certify that these documents have been destroyed. The notice must also include the charter certificate or charter document, any branch authorizations, and any letter of trust authority. If these documents cannot be located, the notice must certify that the documents cannot be located.

OCC CERTIFICATION

I certify that the bank's board of directors, shareholders or a designated official has authorized the filing of this notice. I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, 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 activities and communications by OCC employees in connection with the filing 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

Notice of Intent Merger or Consolidation Out

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A national bank desiring to merge or consolidate with a state bank when the resulting institution will be a state bank must comply with the requirements and follow the procedures of 12 USC 214a and 12 USC 214c and must provide notice to the Office of the Comptroller of the Currency (OCC) under 12 CFR 5.33(k).

A federal savings association desiring to merge or consolidate with a state bank, state savings association, state trust company, or credit union where resulting institution is not a federal savings association must comply with the requirements of 12 CFR 5.33(n) and 12 CFR 5.33(o) and must provide notice to the OCC under 12 CFR 5.33(k).

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.

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This notice form collects information that the OCC will need to evaluate a merger or consolidation of a national bank or federal savings association with a state bank, state savings association, state trust company, or credit union where the resulting institution is not a national bank or federal savings association. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when acting on this notice. 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.

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Notice of Intent
Merger or Consolidation Out

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

- a. Provide the following information:
 - o Name of acquiring institution (include RSSD ID#).
 - o Name of the state or federal regulator to whom the application was made
 - o Date of the application by acquirer
 - o Planned consummation date for the transaction
 - o The applicant's total assets at the time of notice

- b. Provide a brief description of the material features of the transaction or a copy of the filing made with another federal or state regulatory agency seeking approval from that agency for the transaction under the Bank Merger Act or other applicable statute.

2. Other Information

- a. If the applicant is a national bank, the notice must include the following certification:
 - o Per 12 USC 214a, shareholders of at least two-thirds of the outstanding voting stock voted to approve the merger/consolidation; the majority of the national bank's board has approved the merger/consolidation; publication requirements for shareholder approval were met; and dissenting shareholders were notified of their rights (or certification there were no dissenting shareholders).
 - o Per 12 USC 214c, merger/consolidation is not in contravention to the law of the state in which the national bank is located.
- b. **If** the applicant is a federal savings association, the notice must include the following certification:
 - o Per 12 USC 214a(b), dissenting shareholders were notified of their rights or bank is certifying there were no dissenting shareholders.
- c. **If** the national bank or federal savings association maintains a liquidation account established pursuant to 12 CFR 192, the notice must state that the resulting institution will assume such liquidation account.

OCC CERTIFICATION

I certify that the bank's board of directors, shareholders or a designated official has authorized the filing of this notice. I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, 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 activities and communications by OCC employees in connection with the filing 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