

Board of Governors of the Federal Reserve System



Interagency Notice of Change in Control—FR 2081a

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 regulatory 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 regulatory agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the regulatory 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 regulatory 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 regulatory agency's procedural guidelines (that is, *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303) and relevant policy statements), contact the agency directly for specific instruction, or visit its Website at www.occ.treas.gov, www.fdic.gov, or www.federalreserve.gov.

Biographical and Financial Report

To assist the regulatory agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* must be submitted for each person named in the notice.

Supporting Information

The formal questions in the notice are not intended to limit the acquirer's presentation, and the regulatory 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 regulatory agency with which the notice was filed.

Compliance

The proposed acquirer is expected to comply with all representations and commitments made in 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 of 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, an announcement also must be published in each community in which the head office of a bank subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate regulatory agency. Contact the appropriate regulatory 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 regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory 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."

Interagency Notice of Change in Control—Continued

1. Identify:

a. Name and address of proposed 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, or ABC, a partnership)

Name

Street Address

City State Zip Code

b. Name and address of depository institution or holding company whose shares are to be acquired:

Name

Street Address

City State Zip Code

c. Name, title, employer, address, telephone number, fax 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 Area Code / FAX Number E-mail Address

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

If the response is no, state the nature of the exception upon which the acquirer is relying for an exception to the prior notice requirement. If no exception is available, please 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.

3. For each class of voting securities of the depository institution or holding company to be acquired, provide the total number of voting shares:

a. Authorized _____
Shares

b. Currently outstanding _____
Shares

c. Pro forma outstanding _____
Shares

Interagency Notice of Change in Control—Continued

4. Provide the following information. For any shares 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.

Full name of each acquirer or transferee	Number of shares per class of securities now owned, controlled, or held	Number of shares per class of securities to be purchased by or transferred to the acquirer or transferee	Number of shares per class of securities after completion of acquisition
TOTAL			
Total as percent of shares outstanding per class of securities			

5. Indicate:

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

6. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

Interagency Notice of Change in Control—Continued

7. Provide the following information.

Name of each acquirer or transferee	Total purchase price	Source of funds	Amount of funds
	\$		
TOTAL	\$		

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 the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.

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.

c. Indicate the means through which the borrowed funds will be repaid. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

8. Provide the following information.

Name of each seller or transferor	Number of shares per class of voting securities now held	Number of shares per class of voting securities to be sold or transferred	Number of shares per class of voting securities after completion of acquisition
TOTAL			
Total as percent of total shares outstanding per class of securities			

Interagency Notice of Change in Control—Continued

9. 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.
10. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.
11. 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.
12. 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 regulatory agency with which this notice has been filed 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).
13. 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 10 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 institution

Interagency Notice of Change in Control—Continued

14. 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.
15. If the proposed acquirer is not an individual (or a group of individuals acting in concert) 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.

State	Line of Business
--------------	-------------------------
