

DRAFT

FR Y-3
OMB No. 7100-0121
Approval expires
1 April 2008

APPLICATION

to the
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
(**2**Board")

Corporate Title of Applicant

Street

City

State

Zip Code

(Type of organization, such as corporation, partnership, business trust, association, or trust)

Hereby applies to the Board pursuant to:

- _____ (1) Section 3(a)(1) of the Bank Holding Company Act of 1956, as amended, ("BHC Act"—12 U.S.C. 1842), under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y;
- _____ (2) Section 3(a)(3) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y; or
- _____ (3) Section 3(a)(5) of the BHC Act, under "Procedures for other bank acquisition proposals" as described in section 225.15 of Regulation Y.

for prior approval of the acquisition of direct or indirect ownership, control, or power to vote at least

_____ (_____%) of a class of voting shares or otherwise to control:
number

Corporate Title of Bank or Bank Holding Company

Street

City

State

Zip Code

Name, title, address, telephone number and facsimile number of person(s) to whom inquiries concerning this application may be directed:

4 ease-check: Draft Final



Signature of Chief Executive Officer or Designee

Signed this _____ day of _____, _____.

Typed Name and Title

Public Reporting Burden for this collection of information for applications filed pursuant to section 3(a)(1) of the BHC Act are estimated to average **5** hours per response while applications filed pursuant to section 3(a)(3) or section 3(a)(5) of the BHC Act are estimated to average **6.5** hours per response, including the time to gather and maintain data in the required form, to review instructions and to complete the information collection. The Federal Reserve may not conduct or sponsor, and an organization is

not required to respond to, a collection of information unless it displays a currently valid OMB control number. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0121), Washington, D.C. 20503.

Summary of Comments on Y-3_3N_4.20071203_f_i.DRAFT2.pdf

Page: 1

 Number: 1 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 2:24:26 PM -04'00'

 Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 3:57:34 PM -04'00'
the

 Number: 3 Author: m1mwc00 Subject: Sticky Note Date: 10/27/2007 6:50:37 PM -04'00'
Add Insert A (which includes new certification) in front of Signature Block.

 Number: 4 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 6:50:07 PM -04'00'

 Number: 5 Author: m1mwc00 Subject: Underline Date: 9/28/2007 4:08:39 PM -04'00'

 Number: 6 Author: m1mwc00 Subject: Underline Date: 9/28/2007 4:08:49 PM -04'00'

Insert A

Does Applicant request confidential treatment for any portion of this submission?

Yes

In accordance with page ___ of the instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled “CONFIDENTIAL.”

No

Certification

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. 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 USC 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System (the “Federal Reserve”). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

This page contains no comments

Instructions for Preparation of FR Y-3 Application to the Board of Governors of the Federal Reserve System

Who May Use This Form

This form should be used for applications filed under section 3 of the BHC Act, including applications filed under: (4) section 3(a)(1) of the BHC Act by any United States corporation, partnership, business trust, association, (5) any other trust that does not terminate within twenty-five years (or within twenty-one years and ten months after the death of individuals living on the effective date of the trust) that seeks to form (6) bank holding company with respect to one or more banks; (7) section 3(a)(3) of the BHC Act by an existing bank holding company to acquire shares of a bank or bank holding company, if after such acquisition the applicant bank holding company would own 5 percent or more of the voting shares (10) the bank or bank holding company; and (11) section 3(a)(5) of the BHC Act for (12) merger or consolidation of bank holding companies. This form also should be used (14) acquire 25 percent or more of the total equity of a bank or bank holding company, or otherwise to control (15) bank or bank holding company. This form should be used only for those filings (17) subject to the procedures in section 225.15 of Regulation Y.

Form FR Y-3N should be used for notifications filed under: (1) under section 3(a)(5)(C) of the BHC Act that qualify for the procedures in section 225.17 of Regulation Y, and (2) under sections 3(a)(3) and 3(a)(5) of the BHC Act that qualify for the procedures in section 225.14 of Regulation Y.

In some cases, a bank holding company acquisition may result in a person or group of persons acquiring control of the bank holding company for purposes of the Change in Bank Control Act ("CIBC Act"). In such case, the requirements of the CIBC Act may be fulfilled by providing, as part of the application under section 225.15 of Regulation Y, information required under paragraph (6)(A) of the CIBC Act (12 U.S.C. § 1817(j)(6)(A)) as well as any financial or other information required by the

Reserve Bank under section 225.43 of Regulation Y. A person or group of persons that chooses not to provide this information as part of the application under section 225.15 of Regulation Y must separately comply with the prior notice requirements of the CIBC Act.

Preparation of Application

For relevant filing information, Applicants should consult the Board's Regulation Y (12 CFR Part 223) (8) copy of which is available on the Board's public website at www.federalreserve.gov/regulations/ or through (9) any Reserve Bank. Additional filing information is available on the Board's public website at www.federalreserve.gov/generalinfo/applications/afi/. As indicated on the FR Y-3 cover page, an application may first be submitted in draft form whenever Applicant so chooses. (13)

Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the main (16) office of Applicant's sole or principal subsidiary either will be or is currently located ("appropriate Reserve Bank"). Applicants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the application (particularly information related to convenience and needs or competitive considerations, including management official interlocks subject to Regulation L (12 CFR Part 212)) and to determine whether an examination of the bank(s) to be acquired will be required in connection with the proposed transaction.

The required application is to be filed by submitting the information requested in this form to the appropriate Reserve Bank. Alternative formats, if used, must provide all requested information. The application must be substantially complete and responsive to each item of information requested (including an indication that the answer

Page: 3

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-  Number: 1 Author: m1mwc00 Subject: Sticky Note Date: 10/3/2007 11:04:33 AM -04'00'
Reformat this paragraph by converting the three crossed out numbers in parentheses to bullets with spacing between each bullet. New format should be easier for user to comprehend.
-
-  Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 4:57:08 PM -04'00'
with the Federal Reserve System (the "Federal Reserve")
-
-  Number: 3 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 1:22:33 PM -04'00'
Bank Holding Company Act of 1956, as amended ("BHC Act" -- 12 U.S.C. 1842)
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-  Number: 4 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 10:47:10 AM -04'00'
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-  Number: 5 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 1:18:15 PM -04'00'
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-  Number: 6 Author: m1mwc00 Subject: Replacement Text Date: 11/6/2007 11:48:36 AM
, or similar organization that seeks to become
-
-  Number: 7 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 10:47:22 AM -04'00'
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-  Number: 8 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:41:47 PM -04'00'
225
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-  Number: 9 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 1:29:05 PM -04'00'
from
-
-  Number: 10 Author: m1mwc00 Subject: Replacement Text Date: 11/6/2007 11:49:57 AM
outstanding shares of any class of voting securities
-
-  Number: 11 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 10:47:54 AM -04'00'
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-  Number: 12 Author: m1mwc00 Subject: Sticky Note Date: 10/27/2007 6:57:45 PM -04'00'
Separate this sentence (which starts "This form also should be used ...") from previous bullet by adding return and space and starting sentence flush with left margin.
-
-  Number: 13 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:41:47 PM -04'00'
If requested by an Applicant, Federal Reserve System staff will review draft materials before the filing of a formal application.
-
-  Number: 14 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 1:27:04 PM -04'00'
by a bank holding company or other company (as defined in section (2)(b) of the BHC Act -- 12 U.S.C. 1841(b)) that seeks
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-  Number: 15 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 1:12:44 PM -04'00'
seeks to take other actions that would result in control of a
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-  Number: 16 Author: m1mwc00 Subject: Replacement Text Date: 10/24/2007 6:25:52 PM -04'00'
head
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-  Number: 17 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 6:41:47 PM -04'00'
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Comments from page 3 continued on next page

Instructions for Preparation of FR Y-3 Application to the Board of Governors of the Federal Reserve System

Who May Use This Form

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FR Y-3N should be used for notifications filed under: (26) under section 3(a)(5)(C) of the BHC Act that qualify for the procedures in section 225.17 of Regulation Y, and (27) under sections 3(a)(3) and 3(a)(5) of the BHC Act that qualify for the procedures in section 225.14 of Regulation Y.

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Reserve Bank under section 225.43 of Regulation Y. A person or group of persons that chooses not to provide this information as part of the application under section 225.15 of Regulation Y must separately comply with the prior notice requirements of the CIBC Act.

Preparation of Application

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Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the main office of Applicant’s sole or principal subsidiary either will be or is currently located (appropriate Reserve Bank”). Applicants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the application (particularly information related to convenience and needs or competitive considerations, including management official interlocks subject to Regulation L (12 CFR Part 212)) and to determine whether an examination of the bank(s) to be acquired will be required in connection with the proposed transaction.

The required application is to be filed by submitting the information requested in this form to the appropriate Reserve Bank. Alternative formats, if used, must provide all requested information. The application must be substantially complete and responsive to each item of information requested (including an indication that the answer

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-  Number: 18 Author: m1mwc00 Subject: Cross-Out Date: 10/24/2007 6:21:50 PM -04'00'
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-  Number: 19 Author: m1mwc00 Subject: Inserted Text Date: 10/2/2007 6:41:47 PM -04'00'
also
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-  Number: 20 Author: m1mwc00 Subject: Inserted Text Date: 10/2/2007 6:41:47 PM -04'00'
that qualify for
-
-  Number: 21 Author: m1mwc00 Subject: Inserted Text Date: 10/24/2007 6:22:03 PM -04'00'
Applicant or its
-
-  Number: 22 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 1:29:38 PM -04'00'
banking
-
-  Number: 23 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:07:49 PM -04'00'
the Board of Governors of the Federal Reserve System's (the "Board's")
-
-  Number: 24 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 1:30:16 PM -04'00'
(i.e., where the senior executives of the consolidated banking organization are located and overall strategic direction is established)
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-  Number: 25 Author: m1mwc00 Subject: Sticky Note Date: 10/3/2007 11:02:02 AM -04'00'
Reformat this paragraph by converting the two crossed out numbers in parentheses to bullets with spacing between each bullet.
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-  Number: 26 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:36:38 PM -04'00'
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-  Number: 27 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:36:58 PM -04'00'
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-  Number: 28 Author: m1mwc00 Subject: Inserted Text Date: 11/6/2007 12:09:47 PM
qualifications for a regulatory exemption from the notice
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-  Number: 29 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:37:38 PM -04'00'
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Instructions for Preparation

is “not applicable” or “none” where such is the case) in order to be considered properly filed in accordance with the requirements of the BHC Act.

The appropriate Reserve Bank, within the established time limitations, will review the submitted application to determine if it is substantially complete. If so, an acknowledgement letter will be sent indicating the date that the application has been formally accepted for processing. If not, the application will be returned to the Applicant. As necessary to complete the record of the application, a request for additional information will be sent to the contact person named in the application. Under certain circumstances, name check and financial information may be required. Such information for individuals should be submitted on the Interagency Biographical and Financial Report (FR 2081c; OMB No. 7100-0134), and may be submitted in advance of the application. Contact the appropriate Reserve Bank for further information.

The Federal Reserve System reserves the right to require the filing of additional statements and information. If any information initially furnished in the application changes significantly during processing of the application, these changes should be communicated promptly to the appropriate Reserve Bank.

Financial Holding Companies

If Applicant seeks to become a financial holding company in connection with the proposed transaction, it must submit the necessary written declaration as part of the FR Y-3 filing. The declaration must conform to Regulation Y (sections 225.81 and 225.82, or sections 225.90, 225.91, and 225.92, as appropriate). Applicant should contact the appropriate Reserve Bank for further information.

If the proposal involves a financial holding company that is seeking to acquire a depository institution that is not well capitalized or well managed, Applicant must contact the appropriate Reserve Bank regarding the development and execution of an agreement under section 4(m) of the BHC Act acceptable to the Board. The agreement will outline the actions to be taken by Applicant to address the financial and/or managerial deficiencies of the depository institution, and any limitations on the activities of Applicant until those deficiencies are satisfactorily addressed.

Foreign Organizations

If Applicant is organized under the laws of a foreign country and is seeking the initial acquisition of a domestic bank, Applicant must complete ~~FR Y-4E~~ ⁴ instead of this form.

Nonbanking Investments and Activities

Certain additional information is required if Applicant intends to acquire nonbanking operations, including a savings association or other nonbank insured depository institution, in connection with the proposed transaction. Any nonbanking investments or activities that are to be acquired under the authority of sections 4(c)(8) and 4(j) of the BHC Act require the prior approval of the Board and a companion FR Y-4 notification. (See section 225.28 of Regulation Y for a listing of permissible nonbanking activities approved by regulation and section 225.24 of Regulation Y for the procedures to engage in those nonbanking activities.) Any nonbanking operations that are to be acquired under other provisions within section 4 of the BHC Act and that do not require the prior approval of the Board should be identified separately with relevant authorities cited. (See sections 225.22, 225.86 and 225.170 of Regulation Y for activities and investments that generally do not require the prior approval of the Board.)

Publication Requirement

For applications filed pursuant to section 3 of the BHC Act, Applicant should publish a notice in a newspaper of general circulation in the community(ies) in which the head offices of the applicant bank holding company, its largest subsidiary bank, and each bank to be directly or indirectly acquired is located. The newspaper notice should provide opportunity for the public to submit written comments on the proposal for at least 30 calendar days after the date of publication, and must be published no more than 15 calendar days before and no later than 7 calendar days after the date that the application is filed with the appropriate Reserve Bank. ⁴ written request by ⁵ Applicant, the ~~6~~ Reserve Bank may publish ⁷ proposals in the *Federal Register* no more than ⁸ calendar days before the application is filed.

Applicant should consult with the appropriate Reserve Bank or the Board’s public website for the specific

Page: 4

 Number: 1 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:41:47 PM -04'00'
FR Y-3F

 Number: 2 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:41:47 PM -04'00'
. S

 Number: 3 Author: m1mwc00 Subject: Inserted Text Date: 10/2/2007 6:41:47 PM -04'00'
related to individuals involved in a proposed transaction

 Number: 4 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 1:52:32 PM -04'00'
The Board will publish notice of the proposal in the *Federal Register* upon receipt of the application.

 Number: 5 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 1:33:07 PM -04'00'

 Number: 6 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 6:35:42 PM -04'00'

 Number: 7 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 6:32:29 PM -04'00'

 Number: 8 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 1:57:08 PM -04'00'
maybe published up to

 Number: 9 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:38:36 PM -04'00'

Instructions for Preparation

publication format used at that Reserve Bank. A copy of the newspaper notice publication must be provided to the appropriate Reserve Bank, as required by Section 262.3(b) of the Board's Rules of Procedure.

The following is a sample notice:

Notice of Application for
(Formation of Bank Holding Company) or
(Acquisition of a Bank or
Bank Holding Company by a Bank Holding Company) or
(Merger of Bank Holding Companies)

(Name and location of head office) intends to apply to the Federal Reserve Board for permission to (form a bank holding company with respect to) (acquire a bank,) (acquire/merge with another bank holding company,) (name and location of head office). We intend to acquire control of (name of bank and location of head office; include name and location of savings association or other nonbank insured depository institution, if any). The Federal Reserve considers a number of factors in deciding whether to approve the application, including the record of performance of banks we own in helping to meet local credit needs.

You are invited to submit comments in writing on this application to the Federal Reserve Bank of _____, (address of appropriate Reserve Bank). The comment period will not end before (date must be no less than 30 days from the date of publication of the application) and may be somewhat longer. The Board's procedures for processing applications may be found at 12 C.F.R. Part 262. Procedures for processing protested applications may be found at 12 C.F.R. 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the application, contact (name of Reserve Bank contact and telephone number). The Federal Reserve will consider your comments and any request for a public meeting or formal hearing on the application if they are received in writing by the Reserve Bank on or before the last day of the comment period.

Confidentiality

Under the provisions of the Freedom of Information Act (5 U.S.C. 552), the application is a public document and available to the public upon request.

~~If Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. The request for confidential treatment must be submitted in writing concurrently with the filing of the application, and must discuss in detail the justification for confidential treatment. Such justification must be provided for each response for which confidential treatment in the public portion of the application is requested. Applicant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Applicant must demonstrate that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" tests.)~~

~~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." Applicant should follow this same procedure with regard to filing any supplemental information to the application.~~

~~The Federal Reserve System will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "CONFIDENTIAL." However, it shall be understood that, without prior notice to Applicant, the Board may disclose or comment on any of the contents of the application in the Order or Statement issued by the Board in connection with its decision on the application. The Board's staff normally will apprise Applicant in the course of the applications process that such information may need to be disclosed in connection with the Board's action on the application.~~

Preliminary Charter Approval

If a proposed new operating bank involved, Applicant

Page: 5

 Number: 1 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:37:48 PM -04'00'
should

 Number: 2 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:41:21 PM -04'00'
Replace entire Confidentiality section with Insert C

 Number: 3 Author: m1mwc00 Subject: Replacement Text Date: 12/27/2007 1:54:19 PM
Newly-Chartered or Converted Bank

 Number: 4 Author: m1swf99 Subject: Inserted Text Date: 12/21/2007 1:20:06 PM
or a charter conversion

 Number: 5 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:39:26 PM -04'00'

Insert C

Confidentiality

Under the provisions of the Freedom of Information Act (the “FOIA” -- 5 U.S.C. 552), the application is a public document and available to the public upon request. Once submitted, an application becomes a record of the Board and may be requested by any member of the public. Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) “trade secrets and commercial or financial information obtained from a person and privileged or confidential” (exemption 4), and information that, if disclosed, “would constitute a clearly unwarranted invasion of personal privacy” (exemption 6). An Applicant may request confidential treatment for any information submitted in (or in connection with) its application that Applicant believes is exempt from disclosure under the FOIA. For example, if Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

The request for confidential treatment must be submitted in writing concurrently with the filing of the application (or subsequent related submissions), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the application (or related submissions) for which confidential treatment is requested. Applicant’s reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Applicant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) Applicant must follow the steps outlined immediately below, and certify in the application (or related submissions) that these steps have been followed.

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.”

This page contains no comments

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Applicant to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant application record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled “CONFIDENTIAL.” However, it shall be understood that, without prior notice to Applicant, the Board may disclose or comment on any of the contents of the application in the Order or Statement issued by the Board in connection with its decision on the application. The Board’s staff normally will apprise Applicant in the course of the review process that such information may need to be disclosed in connection with the Board’s action on the application.

For further information on the procedures for requesting confidential treatment and the Board’s procedures for addressing such requests, consult the Board’s Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

This page contains no comments

Instructions for Preparation

should ¹ ~~have received at least preliminary approval of the charter before filing this application in final form. Applicant should~~ contact the appropriate Reserve Bank ~~during the preliminary charter process regarding the application to be filed.~~ ²

Supporting Information

The Federal Reserve System specifically reserves the right to require the filing of additional statements and information. The questions in the application are not intended to limit Applicant's presentation. Applicant bears the full burden for presenting and documenting a case to meet the statutory criteria for approval. Supporting information for any or all factors, setting forth the basis for Applicant's judgment, may accompany the application.

Compliance

Applicant is expected to comply with all representations and commitments made in this application. Applicant should immediately contact the appropriate Reserve Bank if there is any change in ⁶ ~~the structure of~~ the proposal prior to consummation.

Requested Information

Proposed Transaction

1. Provide the following with respect to the Bank/Bank Holding Company to be acquired:
 - a. Total number of shares of each class of stock outstanding;
 - b. Number of shares of each class now owned or under option by Applicant, by subsidiaries of Applicant, by principals of Applicant,¹ by trustees for the benefit of Applicant, its subsidiaries, shareholders, and employees as a class, or by an escrow arrangement instituted by Applicant;

1. The term principal as used herein means any individual ¹⁵ corporation that (1) owns, ~~directly or indirectly,~~ 10 percent or more of the outstanding shares of any class; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates, or has the authority to participate in major policy-making functions, whether or not the individual has an official title or is serving without compensation. If Applicant believes that any such individual should not be regarded as a principal, Applicant should so indicate and give reasons for such opinion.

- c. Number of shares of each class to be acquired by cash purchase; the amount to be paid, per share and in total; and the source of funds to be applied to the purchase;
- d. Number of shares of each class to be acquired by exchange of stock, the exchange ratio, and the number and description of each class of Applicant's shares to be exchanged;

³ ⁴ ~~Copy of any existing or proposed contract or agreement that in any manner limits the ability of individuals associated with Applicant or the Bank/Bank Holding Company to compete with Applicant, its subsidiaries, or the Bank/Bank Holding Company. Discuss the purpose of and the reasonableness of such an arrangement with respect to duration, geographic area, and the institutions involved; and~~

⁵ ⁶ A brief description of any unusual contractual terms, especially those terms not disclosed elsewhere in the application. Also, provide the expiration dates of any contractual arrangement between the parties involved in this application. ⁷

2. If the proposed transaction is an acquisition of assets and assumption of liabilities, indicate the total price and ⁸ ~~the amount such price represents per share to the stockholders of Bank. Also, indicate~~ the source of funds ~~which Applicant intends to use in acquiring the assets of Bank.~~ ⁹ and discuss the effect of the transaction on ¹⁰ Applicant. ¹¹

³ ¹² For applications filed pursuant to section 3(a)(1) of the BHC Act, if the proposed transaction ~~will~~ ¹³ ~~ult~~ in an organization other than a shell one-bank holding company, submit a pro forma organization chart showing Applicant's percentage of ownership of all banks and companies, both domestic and foreign, in which it directly or indirectly will own or control more than 5 percent of the outstanding voting shares.

Financial and Managerial Information

⁴ a. ~~Provide parent company and consolidated balance sheets for Applicant.² The balance sheets should be as of the end of the most recent fiscal~~

2. If Applicant's pro forma consolidated assets are less than \$150 million and if Applicant does *not* intend to either engage in a leveraged nonbank activity or issue publicly held debt, Applicant need not submit

Page: 8

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-  Number: 1 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 6:41:47 PM -04'00'
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-  Number: 2 Author: m1mwc00 Subject: Replacement Text Date: 12/27/2007 1:59:10 PM
before the review process for the charter application of the new or converting bank (and the review process for any related deposit insurance application) begins to determine the appropriate time(s) when the related Federal Reserve application(s) should be filed, and to discuss the informational requirements for the specific proposal. Applicants are encouraged to remain in contact with the appropriate Reserve Bank during the review process of all the relevant applications.
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-  Number: 4 Author: m1mwc00 Subject: Sticky Note Date: 10/3/2007 11:06:29 AM -04'00'
Legal and Research have indicated that we no longer need such agreements.
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-  Number: 5 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:41:47 PM -04'00'
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-  Number: 6 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 6:41:47 PM -04'00'
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-  Number: 7 Author: m1mwc00 Subject: Inserted Text Date: 10/24/2007 5:15:06 PM -04'00'
As an alternative to developing the foregoing information, provide a copy of the purchase, operating, or other agreements associated with the proposed transaction.
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-  Number: 8 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 6:41:47 PM -04'00'
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-  Number: 9 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:44:21 PM -04'00'
that Applicant intends to use for the proposed purchase,
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-  Number: 10 Author: m1mwc00 Subject: Inserted Text Date: 10/2/2007 6:41:47 PM -04'00'
the operations of
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-  Number: 11 Author: m1mwc00 Subject: Inserted Text Date: 11/12/2007 8:55:01 PM
INSERT ENTIRELY NEW QUESTION AFTER CURRENT QUESTION 2 and BEFORE CURRENT QUESTION 3.

3. If the proposed transaction involves the acquisition of an unaffiliated banking operation or otherwise represents a change in ownership of established banking operations, describe briefly the due diligence review conducted on the target operations by Applicant. Indicate the scope of and resources committed to the review, explain any significant adverse findings, and describe the corrective action(s) to be taken to address those weaknesses.
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-  Number: 12 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 7:02:11 PM -04'00'
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-  Number: 13 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 6:44:45 PM -04'00'
would
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-  Number: 14 Author: m1swf99 Subject: Cross-Out Date: 12/21/2007 1:29:32 PM
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-  Number: 15 Author: m1swf99 Subject: Inserted Text Date: 12/21/2007 1:29:49 PM
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Comments from page 8 continued on next page

Instructions for Preparation

should ~~have received at least preliminary approval of the charter before filing this application in final form. Applicant should~~ contact the appropriate Reserve Bank during the preliminary charter process regarding the application to be filed.

Supporting Information

The Federal Reserve System specifically reserves the right to require the filing of additional statements and information. The questions in the application are not intended to limit Applicant's presentation. Applicant bears the full burden for presenting and documenting a case to meet the statutory criteria for approval. Supporting information for any or all factors, setting forth the basis for Applicant's judgment, may accompany the application.

Compliance

Applicant is expected to comply with all representations and commitments made in this application. Applicant should immediately contact the appropriate Reserve Bank if there is any change in ~~the structure of~~ the proposal prior to consummation.

Requested Information

Proposed Transaction

1. Provide the following with respect to the Bank/Bank Holding Company to be acquired:
 - a. Total number of shares of each class of stock outstanding;
 - b. Number of shares of each class now owned or under option by Applicant, by subsidiaries of Applicant, by principals of Applicant,¹ by trustees for the benefit of Applicant, its subsidiaries, shareholders, and employees as a class, or by an escrow arrangement instituted by Applicant;

1. The term principal as used herein means any individual or corporation 18 (1) owns, 19 ~~directly or indirectly,~~ 10 percent or more of the outstanding shares of any class; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates, or has the authority to participate in major policy-making functions, whether or not the individual has an official title or is serving without compensation. If Applicant believes that any such individual should not be regarded as a principal, Applicant should so indicate and give reasons for such opinion.

- c. Number of shares of each class to be acquired by cash purchase; the amount to be paid, per share and in total; and the source of funds to be applied to the purchase;
- d. Number of shares of each class to be acquired by exchange of stock, the exchange ratio, and the number and description of each class of Applicant's shares to be exchanged;

 ~~Copy of any existing or proposed contract or agreement that in any manner limits the ability of individuals associated with Applicant or the Bank/Bank Holding Company to compete with Applicant, its subsidiaries, or the Bank/Bank Holding Company. Discuss the purpose of and the reasonableness of such an arrangement with respect to duration, geographic area, and the institutions involved;~~ and

- f. A brief description of any unusual contractual terms, especially those terms not disclosed elsewhere in the application. Also, provide the expiration dates of any contractual arrangement between the parties involved in this application.
2. If the proposed transaction is an acquisition of assets and assumption of liabilities, indicate the total price and ~~the amount such price represents per share to the stockholders of Bank. Also, indicate~~ the source of funds ~~which Applicant intends to use in acquiring the assets of Bank~~ and discuss the effect of the transaction on Applicant.
3. For applications filed pursuant to section 3(a)(1) of the BHC Act, if the proposed transaction will result in an organization other than a shell one-bank holding company, submit a pro forma organization chart showing Applicant's percentage of ownership of all banks and companies, both domestic and foreign, in which it directly or indirectly will own or control more than 5 percent of the outstanding voting shares.

Financial and Managerial Information

4. 17 ~~Provide parent company and consolidated balance sheets for Applicant. 21 ~~Balance sheets should be as of the end of the most recent fiscal~~~~

2. If Applicant's pro forma consolidated assets are less than \$150 million and if Applicant does *not* intend to either engage in a leveraged nonbank activity or issue publicly held debt, Applicant need not submit 22

 Number: 16 Author: m1swf99 Subject: Cross-Out Date: 12/21/2007 1:32:15 PM

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 Number: 18 Author: m1swf99 Subject: Inserted Text Date: 12/21/2007 1:30:24 PM
, or other entity

 Number: 19 Author: m1swf99 Subject: Inserted Text Date: 12/21/2007 1:31:51 PM
or controls, directly or indirectly, individually or as a member of a group acting in concert,

 Number: 20 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 7:13:48 PM -04'00'

 Number: 21 Author: m1mwc00 Subject: Replacement Text Date: 11/12/2007 9:27:28 PM
For an Applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction,[revised footnote 2] provide a parent company balance sheet as of the end of the most recent fiscal quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheet;

 Number: 22 Author: m1mwc00 Subject: Replacement Text Date: 11/12/2007 9:26:33 PM
This type of Applicant includes a company or similar organization that on a pro forma basis would be subject to the Board's Small Bank Holding Company Policy Statement inasmuch as the company or similar organization would report consolidated assets of less than \$500 million, and would not either engage in a leveraged nonbank activity, conduct significant off-balance sheet activities, or issue publicly held debt.

 Number: 23 Author: m1mwc00 Subject: Cross-Out Date: 10/12/2007 5:57:08 PM -04'00'

1 Requested Information

~~2~~ quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma balance sheets. Goodwill and all other intangible assets should be set out separately on the balance sheet according to type of intangible. Also, indicate the amortization period for any amortizable intangible asset;

b. ~~If the total consolidated assets of Applicant exceed \$150 million, provide the amount, maturity, and a brief description of any outstanding debt instruments. Indicate which instruments qualify under the risk-based capital guidelines as tier 2 capital for the consolidated organization. This information can be provided in a footnote to the consolidated balance sheet;~~ ~~5~~

c. ~~Material changes between the date of the balance sheets and the date of the application should be disclosed (with an appropriate explanation). If there are no material changes, a statement to that effect should be made; and~~ ~~7~~

d. ~~Provide for Applicant, on a consolidated basis (if pro forma total consolidated assets of the organization exceed \$150 million or Applicant is otherwise subject to consolidated capital standards);~~ ~~9~~ breakdown of the organization's existing and pro forma risk-adjusted assets as of the end of the most recent fiscal quarter, showing each principal group of on- and off-balance sheet assets and the relevant risk-weight. Also, identify the existing and pro forma components of tier 1, tier 2, and tier 3 (if any) capital pursuant to the risk-based capital guidelines as of the end of the most recent fiscal quarter, and provide calculations of Applicant's existing and pro forma tier 1 and total capital ratios pursuant to the risk-based guidelines and the related leverage ratios.

~~10~~ In applications filed pursuant to section 3(a)(1) of the BHC Act, if the application involves the transfer of ownership of Bank from one control group to another at the time of formation, then Applicant's carrying value for the shares of Bank would be the purchase price. If

the application involves the transfer of ownership of Bank from individual to corporate form (a reorganization of existing ownership interests), then Applicant's carrying value for the shares of Bank should be the historical cost to the exchanging shareholders plus the proportionate interest in any undistributed earnings of Bank from the date those shares were acquired by the exchanging shareholders. (Bank's valuation reserves are not included in these computations.) If historical cost plus undistributed earnings cannot reasonably be determined, then present book value should be assigned to the shares of Bank as carrying value. The computation of carrying value should be detailed ~~4~~ by footnotes ~~3~~ to the balance sheet.

~~5. Provide for Applicant and Bank/Bank Holding Company:~~

a. ~~Plans to issue additional equity or long-term debt, including any debt that Applicant will incur or assume in this proposal. Specify the amount, purpose, the name and location of the lender, and provide a copy of any loan agreement or loan commitment letter from the lender which provides the interest rate, maturity, collateral, and proposed amortization schedule; discuss generally what resources will be used to service any debt arising from the proposed transaction; and~~

b. ~~If Applicant's pro forma consolidated assets are equal to or greater than \$150 million, or if Applicant's consolidated assets are less than \$150 million and it engages in a leveraged nonbank activity or issues publicly held debt, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement, if Applicant will incur or assume any debt in this proposal and parent company long-term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis. For example, if Applicant projects that dividends from subsidiary banks will be utilized to service parent company debt, provide projections of assets, tier 1 and total capital ratios pursuant to the risk-based capital guidelines as well as the leverage ratio, earnings, and dividends for Applicant's subsidiary banks. (If the combined assets of the subsidiary banks~~

~~consolidated balance sheets. All other applicants will be evaluated on a consolidated basis.~~

Page: 9

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-  Number: 3 Author: m1mwc00 Subject: Cross-Out Date: 10/2/2007 7:30:11 PM -04'00'
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-  Number: 4 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 7:30:00 PM -04'00'
explained
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-  Number: 5 Author: m1mwc00 Subject: Replacement Text Date: 11/12/2007 10:03:06 PM
For an Applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction,[new footnote 3] provide parent company and consolidated balance sheets as of the end of the most recent fiscal quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed transaction; and the resulting pro forma balance sheets; and
- [New FOOTNOTE 3 -- This type of Applicant includes a company or similar organization that on a pro forma basis would not be subject to the Board's Small Bank Holding Company Policy Statement.]
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-  Number: 7 Author: m1mwc00 Subject: Replacement Text Date: 11/12/2007 10:02:48 PM
INSERT FOLLOWING AS NOTE THAT WOULD BE FLUSH WITH LEFT MARGIN, following questions a and b.
- The balance sheets provided in response to _a and _b should be in sufficient detail to reflect any:
- (BULLET) Common equity and preferred stock;
 - (BULLET) Trust preferred securities and other qualifying capital;
 - (BULLET) Long- and short-term debt;
 - (BULLET) Goodwill and all other types of intangible assets, as well as any relevant amortization period(s);
 - (BULLET) Any material changes between the date of the balance sheet and the date of the application (explained by footnotes).
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-  Number: 9 Author: m1mwc00 Subject: Replacement Text Date: 10/2/2007 7:25:57 PM -04'00'
For an Applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction, provide
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Comments from page 9 continued on next page

Requested Information

~~quarter, showing separately each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma balance sheets. Goodwill and all other intangible assets should be set out separately on the balance sheet according to type of intangible. Also, indicate the amortization period for any amortizable intangible asset;~~

- ~~b. If the total consolidated assets of Applicant exceed \$150 million, provide the amount, maturity, and a brief description of any outstanding debt instruments. Indicate which instruments qualify under the risk-based capital guidelines as tier 2 capital for the consolidated organization. This information can be provided in a footnote to the consolidated balance sheet;~~
- ~~c. Material changes between the date of the balance sheets and the date of the application should be disclosed (with an appropriate explanation). If there are no material changes, a statement to that effect should be made; and~~
- ~~d. Provide for Applicant, on a consolidated basis (if pro forma total consolidated assets of the organization exceed \$150 million or Applicant is otherwise subject to consolidated capital standards); a breakdown of the organization's existing and pro forma risk-adjusted assets as of the end of the most recent fiscal quarter, showing each principal group of on- and off-balance sheet assets and the relevant risk-weight. Also, identify the existing and pro forma components of tier 1, tier 2, and tier 3 (if any) capital pursuant to the risk-based capital guidelines as of the end of the most recent fiscal quarter, and provide calculations of Applicant's existing and pro forma tier 1 and total capital ratios pursuant to the risk-based guidelines and the related leverage ratios.~~

: In applications filed pursuant to section 3(a)(1) of the BHC Act, if the application involves the transfer of ownership of Bank from one control group to another at the time of formation, then Applicant's carrying value for the shares of Bank would be the purchase price. If

the application involves the transfer of ownership of Bank from individual to corporate form (a reorganization of existing ownership interests), then Applicant's carrying value for the shares of Bank should be the historical cost to the exchanging shareholders plus the proportionate interest in any undistributed earnings of Bank from the date those shares were acquired by the exchanging shareholders. (Bank's valuation reserves are not included in these computations.) If historical cost plus undistributed earnings cannot reasonably be determined, then present book value should be assigned to the shares of Bank as carrying value. The computation of carrying value should be detailed by footnotes ~~to the balance sheet.~~

5. ~~Provide for Applicant and Bank/Bank Holding Company:~~

- ~~a. Plans to issue additional equity or long-term debt, including any debt that Applicant will incur or assume in this proposal. Specify the amount, purpose, the name and location of the lender, and provide a copy of any loan agreement or loan commitment letter from the lender which provides the interest rate, maturity, collateral, and proposed amortization schedule; discuss generally what resources will be used to service any debt arising from the proposed transaction; and~~
- ~~b. If Applicant's pro forma consolidated assets are equal to or greater than \$150 million, or if Applicant's consolidated assets are less than \$150 million and it engages in a leveraged nonbank activity or issues publicly held debt, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement, if Applicant will incur or assume any debt in this proposal and parent company long-term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis. For example, if Applicant projects that dividends from subsidiary banks will be utilized to service parent company debt, provide projections of assets, tier 1 and total capital ratios pursuant to the risk-based capital guidelines as well as the leverage ratio, earnings, and dividends for Applicant's subsidiary banks. (If the combined assets of the subsidiary banks~~

11 ~~olidated balance sheets. All other applicants will be evaluated on a consolidated basis.~~

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Requested Information

~~exceed \$500 million, subsidiary bank data can be shown on an aggregate basis.) Explain the methods and assumptions utilized in the projections, and support all assumptions which deviate from historical performance; or~~

- ~~e. If Applicant's pro forma consolidated assets are less than \$150 million, provide cash flow projections for the parent company for each of the next twelve years, along with supporting schedules for each material cash receipt and disbursement, if Applicant will incur or assume any debt in this proposal and parent company long term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis.³ Such projections for the parent company must clearly demonstrate the ability to reduce the long term debt to equity ratio to 30 percent or less within twelve years of consummation and must take into account the schedule of principal reduction required by the parent company's creditor(s). Include projections of subsidiary bank(s) assets, tier 1 and total capital ratios pursuant to the risk based capital guidelines, the leverage ratio, earnings, and dividends. Explain the methods and assumptions utilized in the projections, and support all assumptions which deviate from historical performance.⁶~~

^{6,7} For applications filed pursuant to section 3(a)(1) of the BHC Act, provide for Applicant and Bank a list of principals (including changes or additions to this list to reflect consummation of the transaction), providing information with respect to each as follows:

- Name and address (City and State/Country). If the principal's country of citizenship is different from his or her country of residence, then state the country of citizenship;
- Title or positions with Applicant and Bank;
- Number and percentage of each class of shares of Applicant and Bank owned, controlled, or held

with power to vote by this individual;⁴¹

- Principal occupation if other than with Applicant or Bank; and
- Percentage of direct or indirect ownership, if such ownership represents 10 percent or more of any class of shares, or positions held in any other depository institution or depository institution holding company.⁵² Give the name and location of such other depository institution or depository institution holding company. (Information that has been collected or updated within the past 12 months may be submitted, unless Applicant has reason to believe that such information is incorrect.)

^{7,4} For applications filed pursuant to sections 3(a)(3) or 3(a)(5) of the BHC Act, list any changes in management or other principal relationships for Applicant and the Bank/Bank Holding Company which will result from the proposal. For any existing or proposed principal of Applicant or Bank/Bank Holding Company that is also a principal of any other depository institution or depository institution holding company, provide the following information:⁵

- Name, address, and title or position with Applicant, Bank/Bank Holding Company, and the other depository institution or depository institution holding company (give the name and location of the other depository institution or depository institution holding company);
- Number and percentage of each class of shares of Applicant and Bank/Bank Holding Company owned, controlled, or held with power to vote by this individual;⁶⁸
- Principal occupation if other than with Applicant or Bank/Bank Holding Company; and
- Percentage of direct or indirect ownership held in the other depository institution or depository institution holding company if such ownership represents 10 percent or more of any class of

^{4,9} Include shares owned, controlled or held with power to vote by principal's spouse, dependents and other immediate family members. Give record ownership and, to the extent information is available, beneficial ownership of shares held by trustees, nominees, or in street names.

^{5,11} For purposes of this application, a "depository institution" is defined as a commercial bank (including a private bank), a savings bank, a trust company, a savings and loan association, a homestead association, a cooperative bank, an industrial bank, or a credit union.

^{6,14} defined in footnote number ¹⁵

¹² FR Y-3
H-2005

¹⁰ ~~If Applicant's pro forma consolidated assets are less than \$150 million and if Applicant is either engaged in a leveraged nonbank activity or has issued publicly held debt, Applicant should respond to question 5(b) (if appropriate) and not to question 5(c).~~

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any other Bank(s)/Bank Holding Company(ies) that would			
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Insert E (old question 5/new question 6)

Provide for Applicant and any other Bank(s)/Bank Holding Company(ies) that would result from the proposal:

- a. A description of any plans (in connection with the proposed transaction, or otherwise) to issue, incur, or assume additional common equity, preferred stock, trust preferred securities, other qualifying capital, and/or debt. As relevant, specify the amount, purpose, the name and location of the issuer and/or lender; provide a copy of any loan agreement, loan commitment letter from the lender, or other underlying agreement which provides the interest rate, maturity, collateral, and proposed amortization schedule; and discuss what resources will be used to service any debt or capital instruments arising from the proposed transaction; and
- b. Cash flow projections under the following limited circumstances;
 - (i) For an Applicant that is or would be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or trust preferred securities in the proposal such that parent company long-term debt would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement. If Applicant projects that dividends or other payments from subsidiary banks will be used to service parent company debt and/or trust preferred securities, provide projections of subsidiary bank(s) assets, tier 1 and total capital ratios pursuant to the risk-based capital guidelines, leverage ratio, earnings, and dividends. (If the combined assets of the subsidiary banks exceed \$500 million, subsidiary bank data may be shown on an aggregate basis.);
 - (ii) For an Applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or trust preferred securities in the proposal such that parent company long-term debt would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next twelve years, along with supporting schedules for each material cash receipt and disbursement. These projections must clearly demonstrate the ability of the parent company to reduce the long-term debt to equity ratio to 30 percent or less within twelve years of consummation and must take into account the schedule of principal reduction required by the parent company's creditor(s). Include projections of subsidiary bank(s)

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assets, tier 1 and total capital ratios pursuant to the risk-based capital guidelines, leverage ratio, earnings, dividends, and other payments to affiliates. Explain the methods and assumptions utilized in the projections, and support all assumptions which deviate from historical performance.

- (iii) For an Applicant that is not or would not be subject to consolidated capital standards following consummation of the proposed transaction and that would incur or assume any debt or trust preferred securities in the proposal such that parent company long-term debt would be equal to or less than 30 percent of parent company equity capital and combined parent company long-term debt and trust preferred securities would exceed 30 percent of parent company equity capital, provide cash flow projections for the parent company for each of the next three years, along with supporting schedules for each material cash receipt and disbursement. As indicated above, relevant bank subsidiary projections should be provided if the parent company projects relying on dividends and other payments from bank subsidiaries to service its debt and trust preferred securities.

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Requested Information

shares. (Information that has been collected or updated within the past 12 months may be submitted, unless Applicant has reason to believe that such information is incorrect.)

8. ¹ Discuss any material change in the financial condition of Bank/Bank Holding Company since the most recent examination/inspection. Indicate the amount of any dividend payment by Bank/Bank Holding Company since the date of the most recent report of condition and report of income and dividends. Also, indicate the amount of any Bank/Bank Holding Company dividends that are planned prior to consummation. For applications filed pursuant to section 3(a)(1) of the BHC Act, provide for Bank a copy of all schedules from the most recent report of condition and report of income and dividends as filed with a Federal supervisory authority.

9. ⁵ If the consolidated assets of the resulting organization are less than \$150 million ⁶ for each principal of Applicant who will either ⁷ retain personal indebtedness or act as guarantor for any debt that was incurred in the acquisition of shares of Applicant or Bank/Bank Holding Company, provide the following:

- a. Name of borrower and title, position, or other designation that makes the borrower a principal of Applicant;
- b. Amount of personal indebtedness to be retained;
- c. A description of the terms of the borrowing, ⁹ and the name and location of the lender; ¹⁰
- d. Statement of net worth as of a date within three months of Applicant's final filing of the application. The statement of net worth should be in sufficient detail to indicate each principal group of assets and liabilities of the reporting principal, and the basis for the valuation of assets (provide supporting documentation, as appropriate). In addition to debts and liabilities, the reporting principal should state on a separate schedule, any endorsed, guaranteed, or otherwise indirect or contingent liability for the obligation of others; and
- e. Statement of most current year's income. In addition to indicating each principal source of annual

income, the reporting principal should list annual fixed obligations arising from amortization and other debt servicing. (If the most current year's statement is not representative of the future, the reporting principal should submit a pro forma income statement and discuss the significant changes and the basis for those changes.)

Competition ² and Convenience and Needs

If the subject transaction is a bank holding company formation involving only one bank or an application filed pursuant to section 3(a)(3) or 3(a)(5) of the BHC Act to acquire a *de novo* bank, a response to items ~~10 and 11~~ ³ not required. Otherwise, Applicant should contact the appropriate Reserve Bank to determine whether a response to items ~~10 and 11~~ ⁴ will be necessary. If a response is required, Applicant should obtain a preliminary definition of the relevant banking markets from the appropriate Reserve Bank. If Applicant disagrees with the Reserve Bank's preliminary definition of the banking market(s), it may in addition to supplying the information requested on the basis of the Reserve Bank's definition of the banking market(s), include its own definition of the banking market(s), with supportive data, and answer the questions based on its definition. If later analysis leads Federal Reserve staff to alter the preliminary definition provided, Applicant will be so informed.

~~10~~ ⁸ Discuss the effects of the proposed transaction on competition considering the structural criteria specified in the Board's Rules Regarding Delegation of Authority (section 265.11c(11)(v)). Applicant may be required to provide additional information if Federal Reserve staff determines that the proposal exceeds existing competitive guidelines. Also, if divestiture of all or any portion of any bank or nonbanking company constitutes part of this proposal, discuss in detail the specifics and timing of such divestiture.

~~11~~ ¹¹ If the proposal involves the acquisition of nonbank operations under sections 4(c)(8) and 4(j) of the Bank Holding Company Act, a Form FR Y-4 should be submitted in connection with FR Y-3 filing. At a minimum, the information related to the nonbank operations should include the following:

- a. A description of the proposed activity(ies);

Page: 13

 Number: 1 9	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:23 AM
 Number: 2	Author: m1mwc00	Subject: Cross-Out	Date: 10/27/2007 1:45:07 PM -04'00'
 Number: 3 11 and 12	Author: m1mwc00	Subject: Replacement Text	Date: 10/3/2007 12:08:22 PM -04'00'
 Number: 4 11 and 12	Author: m1mwc00	Subject: Replacement Text	Date: 10/3/2007 12:08:01 PM -04'00'
 Number: 5 10	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:33 AM
 Number: 6 \$500 million,	Author: m1mwc00	Subject: Replacement Text	Date: 10/3/2007 12:04:07 PM -04'00'
 Number: 7 either would	Author: m1mwc00	Subject: Replacement Text	Date: 10/3/2007 11:58:57 AM -04'00'
 Number: 8 11	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:37 AM
 Number: 9	Author: m1mwc00	Subject: Cross-Out	Date: 10/3/2007 12:05:52 PM -04'00'
 Number: 10 , and a copy of any related loan agreement or loan commitment letter from the lender	Author: m1mwc00	Subject: Inserted Text	Date: 10/3/2007 12:07:39 PM -04'00'
 Number: 11 12	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:42 AM
 Number: 12	Author: m1mwc00	Subject: Cross-Out	Date: 10/24/2007 6:00:04 PM -04'00'

Requested Information

- b. The name and location of Applicant's and Bank's direct or indirect subsidiaries that engage in the proposed activity(ies);
- c. Identification of the geographic and product markets in which competition would be affected by the proposal;
- d. A description of the effect of the proposal on competition in the relevant markets; and
- e. A list of major competitors in each affected market.

In addition, ~~the applicant~~ ³ should identify any other nonbank operations to be acquired, with brief descriptions of the activities provided.

¹² ⁴ In an application in which any principal of Applicant or Bank/Bank Holding Company is also a principal of any other insured depository institution or depository institution holding company, give the name and location of each office of such other institution that is located within the relevant banking market of Bank/Bank Holding Company, and give the approximate road miles by the most accessible and traveled route between those offices and each of the offices of Bank/Bank Holding Company. ⁵

¹³ ⁶. Describe how the proposal will meet the convenience and needs of the target Bank's community(ies). List any significant changes in services

or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.

b. Discuss the programs, products, and activities of the depository subsidiaries of ¹ ~~the Applicant~~ or the target Bank that will meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. For a subsidiary of ² ~~the Applicant~~ or target Bank that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or multi-state MSA, or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.

Page: 14

	Number: 1	Author: m1mwc00	Subject: Cross-Out	Date: 10/27/2007 1:53:10 PM -04'00'
	Number: 2	Author: m1mwc00	Subject: Cross-Out	Date: 10/27/2007 1:53:15 PM -04'00'
	Number: 3 Applicant	Author: m1mwc00	Subject: Replacement Text	Date: 10/27/2007 1:53:33 PM -04'00'
	Number: 4 13	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:50 AM
	Number: 5 INSERT NEW HEADING " Convenience and Needs " BETWEEN questions 13 & 14 (as renumbered).	Author: m1mwc00	Subject: Inserted Text	Date: 10/27/2007 1:50:02 PM -04'00'
	Number: 6 14	Author: m1mwc00	Subject: Replacement Text	Date: 12/5/2007 7:43:55 AM
	Number: 7	Author: m1mwc00	Subject: Cross-Out	Date: 10/24/2007 6:10:46 PM -04'00'

NOTIFICATION
to the
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
(“Board”)

Corporate Title of Notificant

Street

City

State

Zip Code

(Type of organization, such as corporation, partnership, business trust, association, or trust)

Hereby provides the Board with a notice pursuant to:

- _____ (1) Section 3(a)(5)(C) of the Bank Holding Company Act of 1956, as amended (“BHC Act”—12 U.S.C. 1842(a)(5)(C)), under “Notice procedures for one-bank holding company formations” as described in section 225.17 of Regulation Y;
- _____ (2) Section 3(a)(3) of the BHC Act, under the “Expedited action for certain bank acquisitions by well-run bank holding companies” as described in section 225.14 of Regulation Y; or
- _____ (3) Section 3(a)(5) of the BHC Act, under the “Expedited action for certain bank acquisitions by well-run bank holding companies” as described in section 225.14 of Regulation Y;

for prior approval of the acquisition of direct or indirect ownership, control, or power to vote at least

_____ (_____%) of a class of voting shares or otherwise to control:
number

Corporate Title of Bank or Bank Holding Company

Street

City

State

Zip Code

Name, title, address, telephone number and facsimile number of person(s) to whom inquiries concerning this notification may be directed:



Signature of Chief Executive Officer or Designee

Signed this _____ day of _____, _____.

Typed Name and Title

Public Reporting Burden for this collection of information is estimated to average 5 hours for each type of notification, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of

the Federal Reserve System, 20th and C Streets, N.W., Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0121), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

 Number: 1 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 1:17:59 PM -04'00'

 Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:56:32 PM -04'00'

the

 Number: 3 Author: m1mwc00 Subject: Sticky Note Date: 10/27/2007 6:51:03 PM -04'00'

Add Insert B (which includes new certification) in front of Signature Block.

Insert B

Does Notificant request confidential treatment for any portion of this submission?

Yes

In accordance with page ___ of the instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled "CONFIDENTIAL."

No

Certification

I certify that the information contained in this notification has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. 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 USC 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this notification, that the notificant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the notificant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the notificant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this notification is in the discretion of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

This page contains no comments

Instructions for Preparation of FR Y-3N Notification to the Board of Governors of the Federal Reserve System

Who May Use This Form

 1 form should be used for notifications filed under:  2) section 3(a)(5)(C) of the BHC Act  3) or one-bank holding company formations that qualify for the procedures in section 225.17 of Regulation Y, and  4) sections 3(a)(3) and 3(a)(5) of the BHC Act for banking acquisitions by well-run bank holding companies that qualify  5) the procedures in section 225.14 of Regulation Y. This form also should be used  6) to acquire 25 percent or more of the total equity of a bank or bank holding company, or otherwise to control a bank or bank holding company.  7)  8)  9)

Form FR Y-3 should be used for applications filed under section 3 of the BHC Act that qualify for the procedures in section 225.15 of Regulation Y.

Preparation of Notification

For relevant filing information, Notificants should consult the Board's Regulation Y (12 CFR Part 223)  10) copy of which is available on the Board's public website at www.federalreserve.gov/regulations/ or  11) through Reserve Bank. Additional filing information is available on the Board's public website at www.federalreserve.gov/generalinfo/applications/afi/. Refer to Form FR Y-4 for instructions regarding the filing of any companion section 4 notification.

Inquiries regarding the preparation and filing of notifications should be directed to the Reserve Bank of the Federal Reserve district in which the  12) main office of Notificant's  13) or principal  14) subsidiary either will be or is currently located  15) appropriate Reserve Bank"). Notificants are encouraged to contact Federal Reserve staff as soon as possible to discuss whether a notification is appropriate for the proposed transaction.

Financial Holding Companies

If Notificant seeks to become a financial holding company in connection with the proposed transaction, it must submit the necessary written declaration as part of the FR Y-3N filing. The declaration must conform to Regulation Y (sections 225.81 and 225.82, or sections 225.90, 225.91, and 225.92, as appropriate). However, the streamlined procedures contemplated by this form are generally not expected to be appropriate for a foreign banking organization seeking to become a financial holding company or an existing financial holding company seeking to acquire a depository institution that is not well capitalized or well managed. Notificant should contact the appropriate Reserve Bank for further information.

Filing Categories

- (1) *Notice Procedure for One-Bank Holding Company Formations*—Proposals to form a bank holding company to control a single bank that meet all the criteria in section 225.17(a) of Regulation Y may be consummated within 30 calendar days after providing a notice to the appropriate Reserve Bank that contains all the information described in section 225.17(b) of Regulation Y, unless the appropriate Reserve Bank or the Board has objected to the proposal during the notice period. In such cases, the bank holding company may file an application for prior approval of the proposal under section 225.15 of Regulation Y.
- (2) *Expedited Action for Certain Bank Acquisitions by Well-Run Bank Holding Companies*—Proposals by well-run bank holding companies that meet all the requirements in section 225.14(c) of Regulation Y may acquire additional banks or bank holding companies under section 3 of the BHC Act by filing a notice to the appropriate Reserve Bank that contains all the information described in section 225.14(a)(1) of Regulation Y, unless the appropriate Reserve Bank

Page: 17

-
-  Number: 1 Author: m1mwc00 Subject: Sticky Note Date: 10/3/2007 2:35:47 PM -04'00'
Reformat this paragraph by converting the two crossed out numbers in parentheses to bullets with spacing between each bullet. New format should be easier for user to comprehend.
-
-  Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:01:27 PM -04'00'
with the Federal Reserve System (the "Federal Reserve")
-
-  Number: 3 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 2:35:54 PM -04'00'
-
-  Number: 4 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:56:59 PM -04'00'
Bank Holding Company Act of 1956, as amended ("BHC Act" -- 12 U.S.C. 1842)
-
-  Number: 5 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 2:36:03 PM -04'00'
-
-  Number: 6 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:07:32 PM -04'00'
the Board of Governors of the Federal Reserve System's (the "Board's")
-
-  Number: 7 Author: m1mwc00 Subject: Sticky Note Date: 10/27/2007 6:58:42 PM -04'00'
Separate this sentence (which starts "This form also should be used ...") from previous bullet by adding return and space and starting sentence flush with left margin.
-
-  Number: 8 Author: m1mwc00 Subject: Inserted Text Date: 10/3/2007 2:39:18 PM -04'00'
when a company or other qualifying entity seeks
-
-  Number: 9 Author: m1mwc00 Subject: Inserted Text Date: 10/3/2007 2:45:27 PM -04'00'
under the above procedures
-
-  Number: 10 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:27:17 PM -04'00'
225
-
-  Number: 11 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:26:43 PM -04'00'
from
-
-  Number: 12 Author: m1mwc00 Subject: Replacement Text Date: 10/3/2007 2:47:32 PM -04'00'
head
-
-  Number: 13 Author: m1mwc00 Subject: Replacement Text Date: 10/25/2007 1:56:35 PM -04'00'
or its
-
-  Number: 14 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 6:27:42 PM -04'00'
banking
-
-  Number: 15 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 6:28:03 PM -04'00'
(i.e., where the senior executives of the consolidated banking organization are located and overall strategic direction is established)
-
-  Number: 16 Author: m1mwc00 Subject: Cross-Out Date: 10/25/2007 2:11:15 PM -04'00'
-

Comments from page 17 continued on next page

Instructions for Preparation of FR Y-3N Notification to the Board of Governors of the Federal Reserve System

Who May Use This Form

 This form should be used for notifications filed under:  section 3(a)(5)(C) of the ~~BHC Act~~ for one-bank holding company formations that qualify for the procedures in section 225.17 of Regulation Y, and  sections 3(a)(3) and 3(a)(5) of the BHC Act for banking acquisitions by well-run bank holding companies that qualify  or the procedures in section 225.14 of Regulation Y.  This form also should be used to acquire 25 percent or more of the total equity of a bank or bank holding company, or otherwise to control a bank or bank holding company.

Form FR Y-3 should be used for applications filed under section 3 of the BHC Act that qualify for the procedures in section 225.15 of Regulation Y.

Preparation of Notification

For relevant filing information, Notificants should consult the Board's Regulation Y (12 CFR Part 223), a copy of which is available on the Board's public website at www.federalreserve.gov/regulations/ or  through any Reserve Bank. Additional filing information is available on the Board's public website at www.federalreserve.gov/generalinfo/applications/afi/. Refer to Form FR Y-4 for instructions regarding the filing of any companion section 4 notification.

Inquiries regarding the preparation and filing of notifications should be directed to the Reserve Bank of the Federal Reserve district in which the  main office of Notificant's sole or principal subsidiary either will be or is currently located ("appropriate Reserve Bank"). Notificants are encouraged to contact Federal Reserve staff as soon as possible to discuss whether a notification is appropriate for the proposed transaction.

Financial Holding Companies

If Notificant seeks to become a financial holding company in connection with the proposed transaction, it must submit the necessary written declaration as part of the FR Y-3N filing. The declaration must conform to Regulation Y (sections 225.81 and 225.82, or sections 225.90, 225.91, and 225.92, as appropriate). However, the streamlined procedures contemplated by this form are generally not expected to be appropriate for a foreign banking organization seeking to become a financial holding company or an existing financial holding company seeking to acquire a depository institution that is not well capitalized or well managed. Notificant should contact the appropriate Reserve Bank for further information.

Filing Categories

- (1) *Notice Procedure for One-Bank Holding Company Formations*—Proposals to form a bank holding company to control a single bank that meet all the criteria in section 225.17(a) of Regulation Y may be consummated within 30 calendar days after providing a notice to the appropriate Reserve Bank that contains all the information described in section 225.17(b) of Regulation Y, unless the appropriate Reserve Bank or the Board has objected to the proposal during the notice period. In such cases, the bank holding company may file an application for prior approval of the proposal under section 225.15 of Regulation Y.
- (2) *Expedited Action for Certain Bank Acquisitions by Well-Run Bank Holding Companies*—Proposals by well-run bank holding companies that meet all the requirements in section 225.14(c) of Regulation Y may acquire additional banks or bank holding companies under section 3 of the BHC Act by filing a notice to the appropriate Reserve Bank that contains all the information described in section 225.14(a)(1) of Regulation Y, unless the appropriate Reserve Bank

Instructions for Preparation

or the Board has notified the acquiring bank holding company that an application under another provision of Regulation Y is required. The appropriate Reserve Bank or the Board shall act on a proposal under section 225.14 of Regulation Y or notify the bank holding company that an application is required under section 225.15 of Regulation Y within 5 business days after the close of the public comment period. This notice procedure may not be used in certain circumstances, including if ~~the total risk-weighted assets to be acquired are more than \$7.5 billion.~~ See section 225.14(c) of Regulation Y.

In some cases, a bank holding company acquisition may result in a person or group of persons acquiring control of the bank holding company for purposes of the Change in Bank Control Act (“CIBC Act”). In such case, the requirements of the CIBC Act may be fulfilled by providing, as part of the notice under section 225.14 of Regulation Y, information required under paragraph (6)(A) of the CIBC Act (12 USC § 1817(j)(6)(A)) as well as any financial or other information required by the Reserve Bank under section 225.43 of Regulation Y. A person or group of persons that chooses not to provide this information as part of the notice procedure under section 225.14 of Regulation Y must separately comply with the prior notice requirements of the CIBC Act. In these cases, separate compliance could affect the expedited processing time frame provided under section 225.14 of Regulation Y.

Nonbanking Investments and Activities

Certain additional information is required if an existing bank holding company intends to acquire nonbanking operations, including a savings association or other non-bank insured depository institution, in connection with the acquisition of an additional bank or bank holding company. Any nonbanking investments or activities that are to be acquired under the authority of sections 4(c)(8) and 4(j) of the BHC Act require the prior approval of the Board and a companion FR Y-4 notification. (See section 225.28 of Regulation Y for a listing of permissible nonbanking activities approved by regulation and section 225.24 of Regulation Y for the procedures to engage in those nonbanking activities.) Any nonbanking operations that are to be acquired under other provisions within section 4 of the BHC Act and that do not require the

prior approval of the Board should be identified separately with relevant authorities cited. (See sections 225.22, 225.86 and 225.170 of Regulation Y for activities and investments that generally do not require the prior approval of the Board.)

Publication Requirement

Proposals filed under the procedures for one-bank holding company formations (section 225.17 of Regulation Y) described in Filing Category (1) do not require public notice. All proposals filed under section 225.14 of Regulation Y described in Filing Category (2) must be published in a newspaper of general circulation in the community(ies) in which the head offices of the notificant bank holding company, its largest subsidiary bank, and each bank to be directly or indirectly acquired is located (12 CFR 262.3(b)(1)(ii)(E)). The newspaper notice must provide an opportunity for the public to submit written comments on the proposal for at least 30 calendar days after the date of publication, and must be published no more than 15 calendar days before and no later than 7 calendar days after the date that the notification is filed with the appropriate Reserve Bank. ~~3~~ written request by Notificant, the ~~2~~ Reserve Bank may ~~publish~~ notice ~~4~~ proposals in the *Federal Register* ~~no more than~~ ~~5~~ 5 calendar days before the notification is filed.

Notificant should consult with the appropriate Reserve Bank or the Board’s public website for the specific publication format used at that Reserve Bank. A copy of the newspaper notice publication must be provided to the appropriate Reserve Bank, as required by Section 262.3(b) of the Board’s Rules of Procedure. The following is a sample notice:

Notice of Notification for
(Acquisition of a Bank or Bank Holding Company by a Bank Holding Company)

(Name and location of head office) intends to apply to the Federal Reserve Board for permission to *(acquire a bank,)* *(acquire/merge with another bank holding company,)* *(name and location of head office)*. We intend to acquire control of *(name of bank (and thrift, if any) and location of head office)*. The Federal Reserve considers a number of factors in deciding whether to approve the notification, including the record of performance of banks we own in helping to meet local credit needs.

 Number: 1 Author: m1mwc00 Subject: Replacement Text Date: 10/3/2007 2:53:42 PM -04'00'
certain financial parameters are exceeded

 Number: 2 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 6:35:29 PM -04'00'

 Number: 3 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 6:30:19 PM -04'00'
The Board will publish notice of the proposal in the *Federal Register* upon receipt of the notification.

 Number: 4 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 6:34:15 PM -04'00'

 Number: 5 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:34:40 PM -04'00'
maybe published up to

 Number: 6 Author: m1mwc00 Subject: Cross-Out Date: 10/25/2007 2:17:13 PM -04'00'

Instructions for Preparation

You are invited to submit comments in writing on this notification to the Federal Reserve Bank of _____, (*address of appropriate Reserve Bank*). The comment period will not end before (*date must be no less than 30 days from the date of publication of the notification*) and may be somewhat longer. The Board's procedures for processing notifications may be found at 12 C.F.R. Part 262. Procedures for processing protested notifications may be found at 12 C.F.R. 262.25. To obtain a copy of the Federal Reserve Board's procedures, or if you need more information about how to submit your comments on the notification, contact (*name of Reserve Bank contact and telephone number*). The Federal Reserve will consider your comments and any request for a public meeting or formal hearing on the notification if they are received in writing by the Reserve Bank on or before the last day of the comment period.

Supporting Information

Please note that the Federal Reserve System specifically reserves the right to require the filing of additional statements and information. If any information initially furnished in the notification changes significantly during processing or prior to consummation, these changes are to be communicated promptly to the appropriate Reserve Bank.

Confidentiality

~~Under the provisions of the Freedom of Information Act (5 U.S.C. § 552), the notification is a public document and available to the public upon request.~~

~~If Notificant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such~~

~~information may be requested. The request for confidential treatment must be submitted in writing concurrently with the filing of the notification, and must discuss in detail the justification for confidential treatment. Such justification must be provided for each response for which confidential treatment in the public portion of the notification is requested. Notificant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Notificant must demonstrate that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" tests.)~~

~~Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled "CONFIDENTIAL." Notificant should follow this same procedure with regard to filing any supplemental information to the notification.~~

~~The Federal Reserve System will determine whether information submitted as confidential will be so regarded, and will advise Notificant of any decision to make available to the public information labeled "CONFIDENTIAL."~~ ¹

Compliance

Notificant is expected to comply with all representations and commitments made in this notification. Notificant should immediately contact the appropriate Reserve Bank if there is any change in ²~~the structure of the proposal prior to consummation.~~

 Number: 1 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 6:42:56 PM -04'00'
Replace entire Confidentiality section with Insert D.

 Number: 2 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 2:54:21 PM -04'00'

 Number: 3 Author: m1mwc00 Subject: Cross-Out Date: 10/25/2007 2:17:47 PM -04'00'

Insert D

Confidentiality

Under the provisions of the Freedom of Information Act (the “FOIA” -- 5 U.S.C. 552), the notification is a public document and available to the public upon request. Once submitted, a notification becomes a record of the Board and may be requested by any member of the public. Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) “trade secrets and commercial or financial information obtained from a person and privileged or confidential” (exemption 4), and information that, if disclosed, “would constitute a clearly unwarranted invasion of personal privacy” (exemption 6). A Notificant may request confidential treatment for any information submitted in (or in connection with) its application that Notificant believes is exempt from disclosure under the FOIA. For example, if Notificant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

The request for confidential treatment must be submitted in writing concurrently with the filing of the notification (or subsequent related submissions), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the notification (or related submissions) for which confidential treatment is requested. Notificant’s reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Notificant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) Notificant must follow the steps outlined immediately below, and certify in the notification (or related submissions) that these steps have been followed.

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled “CONFIDENTIAL.”

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Notificant

This page contains no comments

to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant notification record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Notificant of any decision to make available to the public information labeled “CONFIDENTIAL.” However, it shall be understood that, without prior notice to Notificant, the Board may disclose or comment on any of the contents of the notification in the Order or Statement issued by the Board in connection with its decision on the notification. The Board’s staff normally will apprise Notificant in the course of the review process that such information may need to be disclosed in connection with the Board’s action on the notification.

For further information on the procedures for requesting confidential treatment and the Board’s procedures for addressing such requests, consult the Board’s Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

This page contains no comments

NOTIFICATION
to the
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
(1Board")

Corporate Title of Notificant

Street

City

State

Zip Code

Hereby provides the Board with a notice pursuant to:

- _____ (1) Sections 4(c)(8) and 4(j) of the Bank Holding Company Act of 1956, as amended ("BHC Act"— 12 U.S.C. 1843), under the "Expedited action for certain nonbanking proposals by well-run bank holding companies" as described in section 225.23 of Regulation Y; or
- _____ (2) Section 4(c)(8) and 4(j) of the BHC Act, under the "Procedures for other nonbanking proposals" as described in section 225.24 of Regulation Y;

for prior approval to engage directly or indirectly in certain nonbanking activities, *de novo*, through acquisition of the assets of a going concern, or through direct or indirect ownership, control, or power to vote at least

_____ (_____%) of the voting shares of:
number

Corporate Title of Company to be Acquired and/or Description of Nonbanking Activity (refer to section 225.28 of Regulation Y, as applicable)

Street

City

State

Zip Code

Name, title, address, telephone number and facsimile number of person(s) to whom inquiries concerning this notification may be directed:



Signature of Chief Executive Officer or Designee

Signed this _____ day of _____, _____.

Typed Name and Title

Public Reporting Burden for this collection of information is estimated to average 0.5 hours for a post-consummation notification, 5 hours for an expedited notification, and 12 hours for a complete notification, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary,

Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0121), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

 Number: 1 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 2:29:30 PM -04'00'

 Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:36:45 PM -04'00'
the

 Number: 3 Author: m1mwc00 Subject: Sticky Note Date: 10/27/2007 7:39:18 PM -04'00'
Add Insert B (which includes new certification) in front of Signature Block.

Insert B

Does Notificant request confidential treatment for any portion of this submission?

Yes

In accordance with page ___ of the instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled "CONFIDENTIAL."

No

Certification

I certify that the information contained in this notification has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. 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 USC 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this notification, that the notificant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the notificant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the notificant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

I acknowledge that approval of this notification is in the discretion of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

This page contains no comments

Instructions for Preparation of FR Y-4 Notification to the Board of Governors of the Federal Reserve System

Who May Use This Form

This form should be used for notifications filed under section 4 of the BHC Act pursuant to sections 225.23 or 225.24 of Regulation Y, where a bank holding company proposes to engage in a nonbanking activity, either *de novo* or through the acquisition or control of shares or assets of an existing company.

Exemptions for certain *de novo* activities: A well-run bank holding company (a company that meets the criteria in sections 225.23(c) of Regulation Y) that complies with the requirements in section 225.22(a) of Regulation Y may engage *de novo* in the nonbanking activities listed in section 225.28(b) of Regulation Y (except operating a nonbank insured depository institution) without obtaining the Board's prior approval. However, a notice must be provided to the appropriate Reserve Bank (defined below) within 10 business days after commencing the activity as required by section 225.22(a) of Regulation Y. In fulfilling that notice requirement, the notifying bank holding company should *not* use this form, but instead must provide by letter the information and certifications specified in section 225.22(a)(3) of Regulation Y.

Preparation of Notification

For relevant filing information, Notificants should consult the Board's Regulation Y (12 CFR Part 225), a copy of which is available on the Board's public website at www.federalreserve.gov/regulations/ or through any Reserve Bank. Additional filing information is available on the Board's public website at www.federalreserve.gov/generalinfo/applications/afi/.

Inquiries regarding the preparation and filing of notifications should be directed to the Reserve Bank of the Federal Reserve district in which the main office of Notificants or principal subsidiary either will be or

is currently located (appropriate Reserve Bank"). Notificants are encouraged to contact Federal Reserve staff as soon as possible to discuss whether a notification is appropriate for the proposed transaction.

Filing Categories

- (1) *Expedited Nonbanking Proposals*—A well-run bank holding company may (i) engage *de novo* in any nonbanking activity approved by Board order and (ii) acquire voting shares or assets of a going concern engaged in any nonbanking activity approved by Board regulation (except operating a nonbank insured depository institution) and most nonbanking activities approved by Board order if the bank holding company has provided written notice to the appropriate Reserve Bank at least 12 business days before commencing the proposed activity and the appropriate Reserve Bank or the Board has not indicated within that period that a notice would be required under section 225.24 of Regulation Y. The criteria and information required to comply with the 12 business day prior notice procedure are described in section 225.23 of Regulation Y.

~~Proposals involving the acquisition of an insured depository institution that require approval under section 4 should use this form. The filing must be modified to satisfy the same information and publication requirements that would apply if the savings association or other nonbank insured depository institution to be acquired were a bank. Generally, the notification must satisfy the requirements outlined in sections 225.14, 225.15, and 225.16 of Regulation Y. If the notificant is seeking expedited action for the proposal, the bank holding company and the proposal should meet all applicable criteria under section 225.14 of Regulation Y. Notificant may use the forms FR Y-3 and FR Y-3N as guides for the type of~~

Page: 24

-
-  Number: 1 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:04:41 PM -04'00'
(i.e., where the senior executives of the consolidated banking organization are located and overall strategic direction is established)
-
-  Number: 2 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:03:21 PM -04'00'
with the Federal Reserve System (the "Federal Reserve")
-
-  Number: 3 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 7:02:41 PM -04'00'
Bank Holding Company Act of 1956, as amended ("BHC Act" -- 12 U.S.C. 1842)
-
-  Number: 4 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:08:59 PM -04'00'
the Board of Governors of the Federal Reserve System's (the "Board's")
-
-  Number: 5 Author: m1mwc00 Subject: Inserted Text Date: 11/6/2007 1:08:20 PM
nonbank
-
-  Number: 6 Author: m1mwc00 Subject: Replacement Text Date: 11/6/2007 1:08:53 PM
meeting
-
-  Number: 7 Author: m1mwc00 Subject: Inserted Text Date: 11/6/2007 1:11:12 PM
This expedited procedure may not be used for proposals to acquire or otherwise operate a nonbank insured depository institution.
-
-  Number: 8 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:24:52 PM -04'00'
-
-  Number: 9 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 7:33:23 PM -04'00'
from
-
-  Number: 10 Author: m1mwc00 Subject: Replacement Text Date: 10/3/2007 2:57:42 PM -04'00'
head
-
-  Number: 11 Author: m1mwc00 Subject: Replacement Text Date: 10/25/2007 2:20:25 PM -04'00'
or its
-
-  Number: 12 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:05:04 PM -04'00'
banking
-
-  Number: 13 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:41:59 PM -04'00'
-

Instructions for Preparation

~~1~~formation that should be included in the notification. Notice of the proposals also may be filed under section 225.24 of Regulation Y as described in Filing Category (2). 

Proposals eligible for the 12 business day prior notice procedure in section 225.23 of Regulation Y do not include proposals that the Board has indicated, pursuant to section 225.23(e)(3)(ii) of Regulation Y, ~~3~~ are subject to the notice procedures provided in section 225.24 of Regulation Y. For example, some activities approved only by Board order may require a notice under section 225.24 of Regulation Y. Questions regarding whether an activity approved by Board order requires a notice under section 225.24 of Regulation Y should be addressed to the appropriate Reserve Bank.

(2) *Other Nonbanking Proposals*—Proposals that do not qualify for the 10 business day post notice procedure (section 225.22(a) of Regulation Y) or the 12 business day prior notice (section 225.23 of Regulation Y) procedure discussed above must comply with the procedures in section 225.24 of Regulation Y. Proposals in which a company would become a bank holding company must also comply with the procedures in section 225.24 of Regulation Y. Proposals that are eligible for processing under authority delegated to the appropriate Reserve Bank will be acted on within 30 calendar days after the notice is filed unless Notificant is informed otherwise. Proposals that are not otherwise eligible for Reserve Bank processing will normally be acted on by the Board within 60 calendar days after the notice is filed.

(a) *Engaging de novo in Listed Activities*—Proposals to engage *de novo* in any nonbanking activity described in section 225.28(b) of Regulation Y that are filed under the procedures described in this Filing Category must contain the information set forth in section 225.24(a)(1) of Regulation Y. Proposals to engage *de novo* in operating a nonbank insured depository institution or to engage in nonbanking activities through an initial joint venture are usually viewed as acquisitions for purposes of this paragraph, and must follow the procedures described in paragraph (b) below. Questions regarding whether an activity would be considered *de novo*

should be addressed to the appropriate Reserve Bank.

(b) *Acquiring a Company Engaged in Listed Activities*—Proposals to acquire voting shares or assets of a going concern engaged in any nonbanking activity described in section 225.28(b) of Regulation Y that are filed under the procedures described in this Filing Category must contain the information set forth in section 225.24(a)(2) of Regulation Y.

(c) *Engaging in or Acquiring a Company Engaged in Unlisted Activities*—Proposals to engage *de novo* or to acquire voting shares or assets of a going concern engaged in any nonbanking activity not described in section 225.28(b) of Regulation Y that are filed under the procedures described in this Filing Category must contain the information set forth in sections 225.24(a)(2) and (4) of Regulation Y.



Publication Requirement

Proposals filed under the 12 business day prior notice procedure (section 225.23 of Regulation Y) described in Filing Category (1) do not require public notice. All proposals filed under section 225.24 of Regulation Y described in Filing Category (2) will be published in the *Federal Register* with a public comment period of at least 15 calendar days. ~~5~~ written request by the notificant, ~~6~~ the Reserve Bank may publish notice ~~7~~ of a proposal under section 225.24 of Regulation Y in the *Federal Register* ~~8~~ to 15 calendar days before filing the notice. ~~9~~ 

As a matter of policy, proposals to acquire a savings association also require newspaper publication with a public comment period of at least 30 calendar days after the date of publication. The notice must be published in a newspaper of general circulation in the communities in which the head offices of the notificant bank holding company, its largest subsidiary bank, and each savings association to be directly or indirectly acquired is located (12 CFR 262.3(b)(1)(ii)(E)). The newspaper notice for a proposal to acquire a savings association also must be published no more than 15 calendar days before and no later than 7 calendar days after the date that the notification is filed with the appropriate Reserve Bank.

 Number: 1 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:30:35 PM -04'00'

 Number: 2 Author: m1mwc00 Subject: Sticky Note Date: 11/6/2007 1:25:38 PM
NOTE: MAKE THIS ENTIRE PARAGRAPH FLUSH WITH OUTSIDE LEFT MARGIN.

 Number: 3 Author: m1mwc00 Subject: Replacement Text Date: 11/6/2007 1:18:53 PM
indicated (in section 225.23(c)(3)(ii) of Regulation Y)

 Number: 4 Author: m1mwc00 Subject: Sticky Note Date: 11/6/2007 1:28:16 PM
The following paragraph (which used to be after (1) should follow here and be made flush with left margin:

Proposals involving the acquisition of an insured depository institution that require approval under section 4 of the BHC Act should use this form. The filing must be modified to satisfy the same information and publication requirements that would apply if the savings association or other nonbank insured depository institution to be acquired were a bank. Generally, the notification must satisfy the requirements outlined in sections 225.14, 225.15, and 225.16 of Regulation Y. If Notificant is seeking expedited action for the proposal, the bank holding company and the proposal should meet all applicable criteria under section 225.14 of Regulation Y. Notificant may use the forms FR Y-3 and FR Y-3N as guides for the type of information that should be included in the notification. Notice of the proposals also may be filed under section 225.24 of Regulation Y as described above in Filing Category (2).

 Number: 5 Author: m1mwc00 Subject: Inserted Text Date: 10/27/2007 7:14:17 PM -04'00'
The Board will publish notice of the proposal in the *Federal Register* upon receipt of the notification.

 Number: 6 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:17:00 PM -04'00'

 Number: 7 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:16:05 PM -04'00'

 Number: 8 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 7:16:31 PM -04'00'
Notificant

 Number: 9 Author: m1mwc00 Subject: Inserted Text Date: 12/21/2007 1:33:39 PM
maybe published

 Number: 10 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 7:19:50 PM -04'00'
the notification is filed.

 Number: 11 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:41:36 PM -04'00'

Instructions for Preparation

Notificant should consult with the appropriate Reserve Bank or the Board's public website for the specific publication format used at that Reserve Bank. A copy of any required newspaper notice publication must be provided to the appropriate Reserve Bank, as required by Section 262.3(b) of the Board's Rules of Procedure.

Supporting Information

Please note that the Federal Reserve System specifically reserves the right to require the filing of additional statements and information. If any information initially furnished in the notification changes significantly during processing or prior to consummation, these changes are to be communicated promptly to the appropriate Reserve Bank.

Confidentiality

~~Under the provisions of the Freedom of Information Act (5 U.S.C. § 552), the notification is a public document and available to the public upon request.~~

~~If Notificant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. The request for confidential treatment must be submitted in writing concurrently with the filing of the notification, and must discuss in detail the justification for confidential treatment. Such justification must be provided for each response for which confidential treatment in the public portion of the~~

~~notification is requested. Notificant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Notificant must demonstrate that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" tests.)~~

~~Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled "CONFIDENTIAL." Notificant should follow this same procedure with regard to filing any supplemental information to the notification.~~

~~The Federal Reserve System will determine whether information submitted as confidential will be so regarded, and will advise Notificant of any decision to make available to the public information labeled "CONFIDENTIAL."~~ ¹

Compliance

Notificant is expected to comply with all representations and commitments made in this notification. Notificant should immediately contact the appropriate Reserve Bank if there is any change in ²the structure of the proposal prior to consummation.

 Number: 1 Author: m1mwc00 Subject: Replacement Text Date: 10/27/2007 7:11:01 PM -04'00'
Replace entire Confidentiality section with Insert D.

 Number: 2 Author: m1mwc00 Subject: Cross-Out Date: 10/3/2007 3:08:07 PM -04'00'

 Number: 3 Author: m1mwc00 Subject: Cross-Out Date: 10/27/2007 7:41:12 PM -04'00'

Insert D

Confidentiality

Under the provisions of the Freedom of Information Act (the “FOIA” -- 5 U.S.C. 552), the notification is a public document and available to the public upon request. Once submitted, a notification becomes a record of the Board and may be requested by any member of the public. Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) “trade secrets and commercial or financial information obtained from a person and privileged or confidential” (exemption 4), and information that, if disclosed, “would constitute a clearly unwarranted invasion of personal privacy” (exemption 6). A Notificant may request confidential treatment for any information submitted in (or in connection with) its application that Notificant believes is exempt from disclosure under the FOIA. For example, if Notificant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

The request for confidential treatment must be submitted in writing concurrently with the filing of the notification (or subsequent related submissions), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the notification (or related submissions) for which confidential treatment is requested. Notificant’s reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Notificant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) Notificant must follow the steps outlined immediately below, and certify in the notification (or related submissions) that these steps have been followed.

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled “CONFIDENTIAL.”

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Notificant

This page contains no comments

to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant notification record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Notificant of any decision to make available to the public information labeled “CONFIDENTIAL.” However, it shall be understood that, without prior notice to Notificant, the Board may disclose or comment on any of the contents of the notification in the Order or Statement issued by the Board in connection with its decision on the notification. The Board’s staff normally will apprise Notificant in the course of the review process that such information may need to be disclosed in connection with the Board’s action on the notification.

For further information on the procedures for requesting confidential treatment and the Board’s procedures for addressing such requests, consult the Board’s Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

This page contains no comments