

**APPLICATION FOR
PURCHASE OR ASSUMPTION
of less than a majority of
LIABILITIES
submitted to the
ARKANSAS STATE BANK DEPARTMENT**

We, the undersigned Directors of

Corporate Title of Applicant

Street Address Charter Number

City County State Zip Code

hereby apply to the State Bank Commissioner for written permission to purchase or assume less than a majority of liabilities of:

Corporate Title of Target Charter Number

Street Address

City County State Zip Code

Street Address of Office to be Acquired (If Applicable)

City County State Zip Code

If a branch office is maintained, will this branch location be operated under a different trade name than the corporate title of Applicant?
Yes No

If the answer is Yes, then please provide the proposed trade name of the branch and complete the enclosed Application for Fictitious Name. Please remain aware of the Interagency Statement on Branch Names, dated May 1, 1998, which details federal guidelines for depository institutions operating branches under different trade names.

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

Name Title Date of Application

I hereby certify that the bank's Board of Directors has authorized the filing of this application and that to the best of my knowledge, it contains no misrepresentations or omissions of material facts.

Signature of Authorized Officer Date of Application

Typed Name Title Telephone Number

Fee: Applicant shall submit to the Department a non-refundable filing fee of \$300 for purchase or assumption of liabilities.

Confidentiality: Pursuant to the provisions of the Freedom of Information Act, the application is a public document and available to the public upon request, with the exception of personal financial statements submitted in support of the application.

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 submission 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. It must be demonstrated that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" test.

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) bound separately from the public portion of the application; and (3) labeled "Confidential". The same procedure should be followed with regard to filing any supplemental information to the application, or in filing personal financial statements.

The Department will determine if 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 Department may disclose or comment on any of the contents of the application in the Order or Statement issued by the Department in connection with a decision on the application.

If a branch office is to be established as a result of the proposed transaction, the following requirements apply:

Notice Published by Applicant: Notice of intent to file an application must appear in a newspaper of statewide circulation one time at or prior to the actual filing of the application with the Bank Commissioner. Evidence of such publication of notice must accompany the application.

Fictitious Name: Pursuant to A.C.A. § 23-48-309 – Names of state banks and subsidiary trust companies; “No state bank or subsidiary trust company shall conduct any business in this state under a fictitious name unless it first files with the Commissioner a form supplied or approved by the Commissioner giving the following information:

1. The fictitious name under which business is being or will be conducted by the applicant corporation;
2. A brief statement of the character of business to be conducted under the fictitious name;
3. The corporate name, state of incorporation, and location (giving city and street address) of the registered office in the state of the applicant corporation.”

See Attachment – **Application for Fictitious Name**

SUPPORTING INFORMATION/DOCUMENTATION

Applicant must submit the following information and/or documentation in support of the application. **If a branch office will not be established as a result of the proposed transaction, respond “Not Applicable” to items 1 through 6. If a branch office will be established as a result of the proposed transaction, respond “Not Applicable” to item 7.** Please number responses to correspond with the following:

1) Submit a certified copy of a resolution authorized and approved by the Board of Directors of the assuming state bank and the selling depository institution agreeing to the purchase and sale.

See Attachments – **Resolution of the Board of Directors (Assuming state bank and selling depository institution)**

2) Notice of intent to file an application must appear in a newspaper of statewide circulation one time at or prior to the actual filing of the application with the Bank Commissioner. Evidence of such publication of notice must accompany the application.

See Attachment - **Legal Notice**

3) Provide a brief legal description of any property to be acquired, a physical description of any structures to be acquired or constructed, and an itemized schedule of costs. Submit a copy of any option-to-purchase agreement executed by the bank or its representative and a copy of the proposed contract or estimate of costs to be incurred with the establishment of the proposed branch.

See Attachment - **Fixed Asset Expenditures**

4) Provide an itemized list of all equipment, furniture, fixtures, vault, etc., to be acquired (The bank, in establishing this new office, must develop external security procedures and install security devices in compliance with applicable federal statutes and regulations).

5) Address the following:

- a) discuss why management proposes to purchase the branch office;
- b) discuss how the proposed office complies with Applicant’s written strategic plan; and
- c) identify services to be offered to support consumer needs.

SUPPORTING INFORMATION/DOCUMENTATION

(continued)

- 6) Submit the following information:
 - a) a projected budget and pro forma balance sheet of the bank for a three year period from the date the proposed branch is to be placed into operation;
 - b) a separate budget, income and expense categories listed separately, for the branch office for a three year period;
 - c) interest rate assumptions. Also, identify the number of employees required to operate the branch office and the positions to be maintained;
 - d) schedule of loans and deposits for the proposed branch for each of the three years. Note the amount of existing loans and deposits included in the projections; and
 - e) the break-even point (deposit level). If additional capital is anticipated submit the proposed capital plan.

- 7)
 - a) Submit a projected budget and pro forma balance sheet of the bank for a three year period from the date the liabilities are acquired.

 - b) If additional capital is anticipated submit the proposed capital plan.

- 8) Discuss any changes contemplated in the directorate or active management of the bank as a result of the proposed transaction.

- 9) Please state the anticipated consummation date of the proposed transaction.

ESTIMATED CONSOLIDATED FINANCIAL STATEMENTS

Submit a statement of the estimated assets and liabilities and income and expenses of the proposed resulting bank, as of the date of the last call report.

Applicant may report financial information in another format, however, please include all accounts listed below. Add other accounts which may have a bearing on the evaluation of the transaction.

	Applicant	Target	Adjustments	Consolidated
ASSETS				
CASH				
SECURITIES				
LOANS				
LESS RESERVES				
FIXED ASSETS				
OTHER REAL ESTATE				
GOODWILL				
OTHER ASSETS				
TOTAL ASSETS	\$	\$	\$	\$
LIABILITIES				
NON-INT BEARING DEP				
INT BEARING DEPOSITS				
TOTAL DEPOSITS	\$	\$	\$	\$
FED FUNDS PURCHASED				
OTHER BORROWINGS				
SUBORDINATED NOTES				
OTHER LIABILITIES				
TOTAL LIABILITIES	\$	\$	\$	\$
TOTAL EQUITY CAPITAL	\$	\$	\$	\$
TOTAL EQUITY CAPITAL AND LIABILITIES	\$	\$	\$	\$
OPERATING EARNINGS				
INT AND DIS ON LOANS				
INT AND DIV ON SEC				
SERVICE CHARGE INC				
OTHER OPERATING INC				
GROSS OPERATING INC	\$	\$	\$	\$
OPERATING EXPENSES				
INT DEPOSITS				
INT BORROWINGS				
SALARIES AND WAGES				
PROV FOR LOAN LOSS				
OTHER OPERATING EXP				
INCOME TAXES				
TOTAL OPERATING EXP	\$	\$	\$	\$
NET OPERATING INC	\$	\$	\$	\$

LEGAL NOTICE

Note: Federal Reserve member banks are required to publish separate legal notices for the Federal Reserve and the State Bank Department.

(for Federal Reserve member banks)

(Name and location of main office) intends to apply to the Federal Reserve Board for permission to purchase the assets and assume the liabilities of *(a branch, located at (address), of) (name and location of head office)*. The Federal Reserve considers a number of factors in deciding whether to approve the application, including the record of performance of applicant banks in helping to meet local credit needs.

You are invited to submit comments in writing on this notice to the Federal Reserve Bank of St. Louis, P.O. Box 442, St. Louis, Missouri 63166-0442. Comments can also be submitted electronically at Comments.Applications@stls.frb.org. The comment period will not end before *(date must be no less than 30 days from the date of publication of the notice)* 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 David L. Hubbard, Senior Manager, 314-444-7303. 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 this Reserve Bank on or before the last day of the comment period.

(For the Arkansas State Bank Department)

Notice is hereby given that *(name and location of applicant)* has made application to the Arkansas State Bank Department for *(subject matter of application, including the specific location)*.

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 400 Hardin Road, Suite 100, Little Rock, Arkansas 72211. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than 15 days following the date of the actual filing of the application.

This notice is published pursuant to The Arkansas Banking Code of 1997, as amended

**LEGAL NOTICE
(for non-member banks)**

Notice is hereby given that *(name and location of applicant)* has made application to the Federal Deposit Insurance Corporation and the Arkansas State Bank Department for the purchase of assets and the assumption of liabilities of: *(target, address, city, county, state)*.

Any person wishing to comment on this application may file his or her comments in writing with the Regional Director of the Federal Deposit Insurance Corporation at its Area Office at 6060 Primacy Parkway, Suite 300, Memphis, Tennessee 38119-5770, not later than *(insert the date 15 days after the first publication)*. The period may be extended by the Regional Director for good cause. The nonconfidential portion of the application file is available for inspection within one day following the request for such file. It may be inspected in the Corporation's Area Office during regular business hours. Photocopies of information in the nonconfidential portion of the application file will be made available upon request. A schedule of charges for such copies can be obtained from the Area Office.

If resulting bank will operate offices of the other bank as branches, include the following statement in the notice: It is contemplated that all offices of the above-named institutions will continue to be operated (with the exception of [insert identity and location of each office that will not be operated]).

Any person desiring to comment on this application to the Arkansas State Bank Department may do so by filing his or her comments in writing to the State Bank Commissioner at the office of the department, 400 Hardin Road, Suite 100, Little Rock, Arkansas 72211. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than 15 days following the date of the actual filing of the application.

This notice is published pursuant to Part 303.7 of the Rules and Regulations of the Federal Deposit Insurance Corporation and The Arkansas Banking Code of 1997, as amended.

FIXED ASSET EXPENDITURES

Provide an itemized list of all equipment, furniture, fixtures, vaults, etc. to be acquired.

PERMANENT QUARTERS ANTICIPATED

Give brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

Circle One	Owned	Leased	Total Cost
IF OWNED	Land Building Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		
IF LEASED	Leasehold Improvements Furniture and Equipment TOTAL FIXED ASSET EXPENDITURE		

Additional comments:

**FIXED ASSET EXPENDITURES
TEMPORARY QUARTERS**

Are temporary quarters anticipated: ___ Yes ___ No
If yes, complete the following:

STREET ADDRESS	DIRECTION AND DISTANCE FROM PERMANENT QUARTERS
	MONTHLY RENTAL OR COST (SPECIFY)

Give a brief physical description of structures to be acquired or constructed, including square footage, number of offices, number of teller windows, etc. Also, include legal description of property.

State of Arkansas

ARKANSAS STATE BANK DEPARTMENT

APPLICATION FOR FICTITIOUS NAME

To: Candace A. Franks
Bank Commissioner
Arkansas State Bank Department
400 Hardin Road, Suite 100
Little Rock, Arkansas 72211-3502

Pursuant to the provisions of The Arkansas Banking Code of 1997, the undersigned applicant hereby applies for the use of a fictitious name and submits herewith the following statements:

1. The name of the applicant and its date of qualification in Arkansas:

2. The home state of applicant:

3. The fictitious name under which business is being or will be conducted by the applicant entity:

4. The location (street address and city) of the office where the fictitious name will be used:

Street _____
City _____ Zip Code _____

5. The character of the business to be conducted under such fictitious name is:

6. The location (street address and city) of the registered office of applicant in Arkansas is:

Street _____
City _____ Zip Code _____

Signature _____
Chairman of the Board, President or other officers (If directors have not been selected, the incorporator may execute)

Address: _____

INSTRUCTIONS:

Prepare this form in duplicate and send to the Arkansas State Bank Department, Little Rock, Arkansas;

Publish legal notice of intention to file an application for use of a fictitious name one (1) time in a newspaper of statewide circulation. Such notice shall include the current corporate name, the proposed fictitious name, and the location or locations where the proposed fictitious name will be used. A copy of the legal notice must accompany the application;

Request a current check of both state and federal trademark or servicemark filings on the proposed fictitious name. Evidence must accompany the application for use of a fictitious name verifying the applicant has made a trademark or servicemark search and no trademark or servicemark exists for the proposed fictitious name.

Once the application for use of a fictitious name is received by the State Bank Department, notice of the filing of the application will be sent to all state-chartered banks by electronic transmission. Any protestant will have seven (7) days from the date the Department notice was sent to file an official protest to the application. An official protest must be provided to the Department in written form delineating the reasons for the protest and must be accompanied by a filing fee of twenty-five dollars (\$25). The Bank Commissioner will make the final determination on the use of a fictitious name.

If accepted, the duplicate bearing the file marks of the Commissioner will be returned to the state bank, registered out-of-state bank or subsidiary trust company. A.C.A. § 23-48-309

Fee: \$25.00

RESOLUTION OF THE BOARD OF DIRECTORS OF

(Assuming state bank)

WHEREAS, this Board of Directors has determined it would be in the best interest of the bank to approve the purchase of assets and/or assumption of liabilities from

(Selling depository institution)

pursuant to the terms of the purchase and/or assumption agreement executed on _____
(Date)

WHEREAS, this Board of Directors has discussed the proposed agreement between

(Assuming state bank), and

(Selling depository institution)

has determined that it would be in the best interest of the bank to join in and be bound by the purchase and/or assumption agreement.

IT IS THEREFORE RESOLVED, that _____
(Assuming state bank)

approve, join in and be bound by the purchase and/or assumption agreement, all of which is hereby approved.

IT IS FURTHER RESOLVED, that Officers and Directors of _____
(Assuming state bank)

are hereby authorized to do and perform such further acts and things consistent herewith as may be necessary to give effect to the purpose of this Resolution, including making application on behalf of this institution to the appropriate regulatory agencies.

THIS RESOLUTION had not been rescinded or modified and has been duly entered in the minutes books.

Date: _____

Name of Institution: _____

Chairman/President of the Board

Secretary of the Board

RESOLUTION OF THE BOARD OF DIRECTORS OF

(Selling depository institution)

WHEREAS, this Board of Directors has determined it would be in the best interest of the institution to approve the purchase of assets and/or assumption of liabilities by

(Assuming state bank)

pursuant to the terms of the purchase and/or assumption agreement executed on _____
(Date)

WHEREAS, this Board of Directors has discussed the proposed agreement between

_____, and
(Selling depository institution)

_____, and
(Assuming state bank)

has determined that it would be in the best interest of the institution to join in and be bound by the purchase and/or assumption agreement.

IT IS THEREFORE RESOLVED, that _____
(Selling depository institution)

approve, join in and be bound by the purchase and/or assumption agreement, all of which is hereby approved.

IT IS FURTHER RESOLVED, that Officers and Directors of _____
(Selling depository institution)

are hereby authorized to do and perform such further acts and things consistent herewith as may be necessary to give effect to the purpose of this Resolution, including making application on behalf of this institution to the appropriate regulatory agencies.

THIS RESOLUTION had not been rescinded or modified and has been duly entered in the minutes books.

Date: _____

Name of Institution: _____

Chairman/President of the Board

Secretary of the Board