

APPLICATION FOR BRANCH BANK
submitted to the
ARKANSAS STATE BANK DEPARTMENT

By

Corporate Title of Applicant

Charter Number

Street Address

City

County

State

Zip Code

(hereinafter referred to as "**Applicant**")

hereby applies to the State Bank Commissioner for written consent for the establishment and maintenance of a full service branch bank to be operated at the following location:

Street Address

City

County

State

Zip Code

Will a temporary facility be utilized until the permanent facility is completed?

Yes No

Will this branch location be operated under a different trade name than the corporate title of Applicant?

Yes No

If the answer is Yes, 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:

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

AUTHORITY

A bank may establish one or more "full service branch" banks pursuant to the provisions of A.C.A. § 23-48-703 and Arkansas State Bank Department Rules § 23 CAR § 320-2405.

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:

- a) the fictitious name under which business is being or will be conducted by the applicant corporation;
- b) a brief statement of the character of business to be conducted under the fictitious name; and
- c) the corporate name, state of incorporation, and location (address, city, county and state) of the registered office in the state of the applicant corporation.”

If it is Applicant’s intention to use a fictitious name, a separate “Application for Fictitious Name” must be completed.

See Attachment – **Application for Fictitious Name**

PROCEDURES

An application received by the State Bank Department (hereinafter "Department") will be reviewed for legality and receipt of all requested documentation prior to filing. Applicant will be notified in writing of the filing of the application.

In accordance with Arkansas State Bank Department Rule 23 CAR § 320-2405:

An Applicant desiring to establish a new branch bank that does not meet the guidelines as defined in Arkansas State Bank Department Rules 23 CAR § 320-2405, must file a standard branch application.

Fee: Applicant shall submit to the Department a non-refundable filing fee of \$500 for the establishment of a new branch office.

Notice Published by Applicant: Notice of intent to file an application must appear in a newspaper of statewide circulation one (1) time per week for four (4) consecutive weeks prior to filing the application with the Commissioner. The application may not be filed with the Commissioner less than thirty (30) days from the date of the first publication, and not later than twenty (20) days after the fourth and final publication. A proof of publication must be submitted to the Commissioner.

Temporary location – If a temporary location is going to be utilized until the permanent facility is completed, and the address is not the same as the permanent site, this information must also be included in the publication. The address of the temporary location should be included in the publication.

Federal publication requirements for a branch application provide that the notice shall be published once in a newspaper of general circulation in the community or communities in which the home office and the proposed branch are located. Evidence of notice must accompany the application to the federal agency. The application should be submitted to the appropriate federal agency within time frames established by the agency.

Notice by Commissioner: In accordance with Arkansas State Bank Department Rule 23 CAR § 320-2405(e), the Commissioner shall give notice of the application to Arkansas state-chartered banks with a bank or a full service branch currently open and operating within the market area of the proposed new branch.

In accordance with Arkansas State Bank Department Rule 23 CAR § 320-2407:

Protest: A written protest to a full-service branch application may be filed with the Commissioner within fifteen (15) days of the filing of the application. The protest shall be filed in accordance with A.C.A. § 23-48-703(e).

Written Decision: Pursuant to A.C.A. § 23-48-703(g)(2), the Bank Commissioner's decision on a branch bank application will be in the form of an order consisting of findings of fact and conclusions of law given by the Commissioner within a reasonable time period **following the expiration of the fifteen (15) calendar day formal protest period.**

Appeal of Decision: Pursuant to A.C.A. § 23-48-703(h), within thirty (30) days after the Commissioner issues an order accepting or rejecting a full-service branch application, an Applicant or a party that filed a protest to the full-service branch application may appeal the Commissioner's order to the circuit court of the county where the full-service branch will be established.

State Historic Preservation Information: For your benefit, the "Request for Cultural Resource Assessment" form is included with this application. The form is not used by the Arkansas State Bank Department, FDIC or Federal Reserve to process this application. However, the Arkansas State Historic Preservation Officer may require the information included on the form to support a Section 106 review in accordance with the National Historic Preservation Act. Please contact the Arkansas Historic Preservation Program Section 106 manager at 501-324-9880 if you have any questions.

SUPPORTING INFORMATION/DOCUMENTATION

Applicant must submit the following information and/or documentation in support of the application to establish a full service branch. The Bank Department may also request, on a case-by-case basis, any additional information as needed to process an application. Please number responses to correspond with the following:

- 1) Submit an original or a certified copy, of a Board Resolution or minutes of the meeting of the Board at which a motion was passed authorizing establishment of the proposed branch. The document must have the bank's corporate seal. The Board Resolution must specify an authorized expenditure amount, which includes all fixed asset expenditures associated with establishment of the branch office.

See Attachment - **Resolution of the Board of Directors**

- 2) Arkansas Bank Department Rules require publication in a newspaper of statewide circulation. Notice of intent to file an application must appear in a newspaper of statewide circulation one (1) time per week for four (4) consecutive weeks prior to filing the application with the Commissioner. A proof of publication must be submitted to the Commissioner.

Federal publication requirements are addressed within the procedures section of this application. A sample legal notice is attached.

See Attachment - **Legal Notices**

- 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. If the property already has been acquired, note the date of Commissioner Approval.

See Attachment - **Fixed Asset Expenditure Worksheet**

- 4) Provide a copy of the proposed lease(s) of any property or assets associated with establishment of the proposed branch and any proposed temporary branch.
- 5) Discuss details concerning any involvement, directly or indirectly, by an insider (executive officers, directors, or shareholders who directly or indirectly control five (5) percent or more of any class of outstanding voting stock) of the bank or bank holding company (if applicable) or their immediate family or related interests. Provide the following information regarding any financial arrangements relating to fees, the acquisition of property, leasing of property, and construction contracts:
 - a) name of individual or related interest and relationship to Applicant; and
 - b) information to reflect that terms and conditions are not more favorable, for seller/lessor, than would be available in a comparable transaction with an unrelated party (information should include the fair market value or appraised value of any property, building, fixtures, equipment, etc., to be acquired and comparative sales information). The bank must submit two appraisals, evaluations, or other required documentation, with both valuations being prepared by an independent party.

- 6) Address the following:
 - a) discuss why management proposes to establish the branch office; and
 - b) discuss how the proposed office complies with Applicant's written strategic plan.

- 7) Provide the following:
 - a) the date of the most recent Compliance/CRA examination
 - b) identify the federal or state regulatory agency that performed the examination
 - c) the CRA rating assigned; and
 - d) a copy of the response letters and correspondence addressing corrective measures implemented for institutions receiving a less than “Satisfactory” rating. No additional information is required for institutions receiving a “Satisfactory” or “Outstanding” CRA rating.
- 8) Comment on any changes in services to be offered, the community to be served, or any other effect the proposal may have on compliance with the Community Reinvestment Act.
- 9) 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 projected break-even point (deposit level). If additional capital is anticipated, submit the proposed capital plan.
- 10) Discuss the impact of the proposed branch on the human environment, specifically, information on compliance with local zoning laws, rules and regulations and the effect on traffic patterns.
- 11) State the anticipated date the proposed branch would be open for business.
- 12) Complete the attached Standard Branch Application worksheet.

APPLICATION FOR BRANCH BANK
submitted to the
ARKANSAS STATE BANK DEPARTMENT
STANDARD FILING WORKSHEET

Name of Bank: _____

Home office location: _____
(address, city, county, state, zip)

Name and title of person completing worksheet: _____

CAPITAL (as of the most recent month-end):

Perpetual Preferred Stock and Related Surplus: 1. _____

Common Stock: 2. _____

Surplus: 3. _____

Retained Earnings: 4. _____

Accumulated Other Comprehensive Income: 5. _____

Other Equity Capital Components: 6. _____

TOTAL EQUITY CAPITAL (sum of 1- 6) _____

Allowance for Loan and Lease Losses: _____

Intangible Assets:

Goodwill: _____

Other Intangible Assets: _____

PREMISES and FIXED ASSETS:

Current total premises and fixed assets \$ _____ (as of most recent month-end, include the amount of all projects outstanding and in process, previously approved by the Commissioner).

Complete Fixed Asset Expenditure Worksheet - See Attached

RESOLUTION OF THE BOARD OF DIRECTORS

The Board of Directors of the Applicant Bank at a meeting duly called and held on _____ (Date)
adopted the following Resolution:

WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank to the State Bank Commissioner and to the _____ (Federal Deposit Insurance Corporation/Federal Reserve)
for written consent to establish a branch at

_____ Street Address

_____ City or Town County State Zip

in accordance with provisions of **State and Federal laws and banking rules and regulations**

NOW, THEREFORE, IT IS RESOLVED, that the President or Vice President and the Cashier or Secretary of this bank are hereby authorized and directed to make application on behalf of this bank to the State Bank Commissioner and to the _____ (Federal Deposit Insurance Corporation/Federal Reserve)

to establish a branch as indicated and to submit in connection therewith information on several factors enumerated in State and Federal statutes and to provide such assurances as may be required for the purpose of inducing the State Bank Commissioner and the Board of Directors of the _____

_____ (Federal Deposit Insurance Corporation/Federal Reserve)

to grant written consent to the establishment of a branch. The Board of Directors of the Applicant Bank hereby authorizes expenditures up to \$_____ for the establishment of the proposed office. Additional expenditures above the approved amount must have the prior approval of the Board of Directors.

The above Resolution has not been rescinded or modified and has been duly entered in the minutes book of the Applicant Bank. Application is made, hereby,

_____ Name and Location of Applicant Bank

_____ Signature of CEO, President or Vice President

_____ Date

_____ (Secretary)

_____ Date

Seal

LEGAL NOTICE
(for the Arkansas State Bank Department)

Notice is hereby given that *(name and location of applicant)* intends to make application to the Arkansas State Bank Department for *(subject matter of application, including the address, city, county, and state)*.

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, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than fifteen (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)* intends to make application to the Federal Deposit Insurance Corporation and the Arkansas State Bank Department for *(subject matter of application, including the address, city, county, and state)*.

Any person wishing to comment on this application may submit his or her comments to the Federal Deposit Insurance Corporation (FDIC) at <https://cra.fdic.gov> Alternatively, persons may submit comments in writing at 600 North Pearl Street, Suite 700, Dallas, Texas 75201, not later than *(insert the date fifteen (15) days after the publication date)*. The non-confidential portions of the application are on file at the Dallas Area Regional Office and are available for public inspection during regular business hours. Photocopies of the non-confidential portions of the application file will be made available upon request.

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, 1 Commerce Way, Suite 303, Little Rock, Arkansas 72202. Written comments, including any formal protests, concerning this application must be received in the Arkansas State Bank Department no later than fifteen (15) days following the date of 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.

LEGAL NOTICE
(for Federal Reserve member banks)

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

(Name of Bank, City, State) intends to apply to the Federal Reserve Board for permission to *(establish a branch at Street Address, City State)*. The Federal Reserve considers a number of factors in deciding whether to approve the application, including the record of performance of the applicant bank in helping to meet local credit needs.

¹You are invited to submit comments in writing on this application 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 fifteen (15) days from date of notice)*. 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 Holly Rieser, Senior Manager, 314-444-4713. 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.

¹ Although these instructions are provided for your assistance, we strongly recommend you contact the Federal Reserve Bank of St. Louis with any questions or for further guidance and latest updates.

FIXED ASSET EXPENDITURES

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:

TEMPORARY QUARTERS ANTICIPATED

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 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 HISTORIC PRESERVATION INFORMATION

For use by State Historic Preservation Officer

Mail completed form to:

Received: _____

State Historic Preservation Officer

CH#: _____

Arkansas Historic Preservation

N/E: _____

1100 North Street

Survey: _____

Little Rock, Arkansas 72201

501-324-9880

REQUEST FOR CULTURAL RESOURCE ASSESSMENT

I. Applicant _____ County of project _____

Applicant's address _____ City _____ Zip _____

Contact person _____ Telephone _____

Contact person's address, if different from applicant's

Street/P.O. Box _____ City _____ Zip _____

If applicant is not a federal agency, to which federal agency is applicant applying:

Federal Program:

Circle type of assistance sought:

Grant Loan Other

Signature of applicant or contact person requesting this assessment

Date

II. 1. Briefly describe this project:

If program involves more than one project/activity, complete separate assessment for each one.

2. Has the identical project been previously submitted for cultural resource assessment?

Yes No

3. Project Location

a. Attach a county, city, or USGS quad map indicating the precise location of the project and the acreage involved. If program involves more than one project/activity, one map, indicating all projects, is sufficient.

b. How many acres are in the project area? _____ acres

- c. If the project is outside city limits, give a quarter-by-quarter section, township, and range description (not necessary if the project map contains the information).
-

4. To your knowledge has a cultural resources survey been conducted in the project area.
(If **yes**, attach survey report.) Yes No

5. a. Will the project involve an addition to or destruction, alteration, or renovation of any structure? (If **no**, proceed to item 6) Yes No

b. Was affected structure built before World War II?
(If **no**, proceed to item 6) Yes No

c. Who owns the structure? _____

d. What was the approximate date of construction? _____

e. Attach snapshots of front and rear elevations; another snapshot should indicate the location of any proposed addition/alteration.

f. Have plans and specifications for the renovation, alteration, or addition been completed? Yes No

g. Attach plans. (Plans for a new structure to replace a demolished one should not be attached.)

6. a. Will construction take place adjacent to any structure which is approximately fifty years old or older? (If **no**, proceed to item 6) Yes No

b. Give address of structure(s), and, if known, owner's name and telephone.

c. Give approximate construction date of structure(s). _____

d. Attach snapshot of structure(s) and on project map indicate its location in relation to the project.

7. Has the ground at the project location been previously developed, graded, or disturbed (Other than in connection with any structure described in item 5)? Yes No

(If **yes**, describe disturbed/developed portion (graded, farmed, etc.) and indicate on project map.)

8. a. Will this project necessitate the acquisition of fill material?
 (If **no**, proceed to item 6) Yes No
- b. Approximately how many cubic yards of material will be acquired: _____ cu. yd.
- c. Has the site from which material will be acquired been selected? Yes No
 (If **no**, proceed to item 9)
- d. Indicate borrow area(s) on project map and **GIVE APPROXIMATE ACREAGE** of each borrow site.

- e. Has material been taken from the borrow area(s) for other projects? Yes No
9. a. Does this project involve road/street construction? Yes No
 (If **no**, proceed to item 10)
- b. Give special attention to item 6 **AND** indicate on project map each:
1. New right-of-way
 2. New street/road construction
 3. Street/road to be overlaid
 4. Street/road to be widened
10. Will this project affect any property which is of apparent educational or scientific interest?
 Yes No
 (If **yes**, describe the interest (geological, biological, etc.))

11. Describe the present use and condition of the property?

12. If necessary, elaborate on the above questions, and/or include any additional information which you think would be helpful in the review of this project.

ARKANSAS STATE BANK DEPARTMENT
APPLICATION FOR FICTITIOUS NAME

To: Susannah T. Marshall
Bank Commissioner
Arkansas State Bank Department
1 Commerce Way, Suite 303
Little Rock, Arkansas 72202

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, city, county, state, and zip*) of the office where the fictitious name will be used:

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

6. The location (*street address, city, county, state, and zip*) of the registered office of applicant in Arkansas is:

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

Date: _____

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 (*see example below*) 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 service-mark 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 service-mark search and no trademark or service-mark 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

LEGAL NOTICE (for the Arkansas State Bank Department)

Notice is hereby given that (Bank Name, Address, City, County), Arkansas has made application to the Arkansas State Bank Department for the use of the fictitious name _____.

The proposed fictitious name will be used at the following branch or limited purpose office (whichever is applicable), at the proposed location (address, city, county, state)_____.

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 Bank Commissioner at the office of the State Bank Department, 1 Commerce Way, Suite 303, Little Rock, Arkansas, 72202.