

APPLICATION FOR BRANCH BANK - EXPEDITED

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 meets the guidelines as defined in Arkansas State Bank Department Rules 23 CAR § 320-2405, may file an expedited branch application.

Healthy Bank: To file an expedited application, a bank must be a “healthy bank”. Pursuant to Arkansas State Bank Department Rule 23 CAR § 320-2401, a “healthy bank” is defined as an institution meeting all of the following criteria:

- (1) Received a composite rating of 1 or 2 under the Uniform Financial Institutions Rating System (CAMELS) as a result of its most recent commercial bank examination;
- (2) Received a satisfactory or better Community Reinvestment Act rating from its primary federal regulator at its most recent examination;
- (3) Received a compliance rating of 1 or 2 from its primary federal regulator at its most recent examination;
- (4) Is well capitalized as defined in the appropriate capital rule and guidance of the institution’s primary federal regulator;
- (5) Is not subject to a cease and desist order, consent order, prompt corrective action directive, written agreement, memorandum of understanding, or board resolution with its primary federal regulator or chartering authority; and
- (6) Have no major unresolved supervisory issues outstanding or other significant concerns (as determined by the Bank Commissioner).

NOTE: If any one of the listed criteria is not met, a standard branch application must be filed.

Fee: Applicant shall submit to the Department a non-refundable filing fee of \$300 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) 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**

- 2) The total anticipated costs associated with the establishment of the proposed branch __. This amount includes _____ for the land and _____ for the building, furniture, fixtures, and equipment.

Please detail whether the proposed branch facility will be purchased, constructed, or leased and provide a copy of the proposed lease, if applicable.

Does the establishment of the proposed branch require the purchase of real estate?

Yes ☐ No ☐

If **yes**, please provide the date of prior approval obtained from the Bank Commissioner _____.

Will the establishment of the proposed branch and the total of all outstanding projects approved by the Bank Commissioner and in process, cause Applicant to exceed one hundred and fifty percent (150%) of the bank's capital base as allowable in A.C.A. § 23-47-103(c)?

Yes ☐ No ☐

If **yes**, please contact the Bank Department.

If prior approval has not been obtained, please refer to the Arkansas State Bank Department Examination Policy #18-01 and provide the requested information for a real estate acquisition.

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

Yes ☐ No ☐

If **yes**, please provide the total cost associated with establishing the temporary facility _____.

- 3) Does the establishment of the proposed branch concern 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?

Yes ☐ No ☐

If **yes**, please 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.

4) Provide the following:

- a) the date of the most recent Community Reinvestment Act (CRA) examination.
- b) identify the federal or state regulatory agency that performed the examination; and
- c) the CRA rating assigned. If Applicant did not receive a satisfactory or better rating at its most recent CRA examination, Applicant is not permitted to file an expedited branch application, a standard branch application must be completed.

5) 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.

6) Utilize the most recent Call Report to answer the following questions [Applicants who elect to use the Community Bank Leverage Ratio – Skip to item 6(e)]:

- | | | | | | |
|---|-----|--------------------------|----|--------------------------|-----------------------------|
| a) Is Applicant's Total capital ratio above 10%? | Yes | ☐ | No | ☐ | |
| b) Is Applicant's Tier 1 capital ratio above 8%? | Yes | ☐ | No | ☐ | |
| c) Is Applicant's Common Equity Tier 1 capital ratio above 6.5% | Yes | ☐ | No | ☐ | |
| d) Is Applicant's Tier 1 leverage ratio above 5%? | Yes | ☐ | No | ☐ | |
| e) Is Applicant's Community Bank Leverage Ratio above 9%? | Yes | ☐ | No | ☐ | NA ☐ |

If **no**, to (a), (b), (c), (d) or (e), the transaction does **NOT** qualify for expedited treatment, Applicant must complete a Standard Branch Application

7) 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.

8) State the anticipated date the proposed branch would be open for business.

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, and 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.

STATE HISTORIC PRESERVATION INFORMATION

For use by State Historic Preservation Officer

Mail completed form to:

Received: _____
CH#: _____
N/E: _____
Survey: _____

State Historic Preservation Officer
Arkansas Historic Preservation
1100 North Street
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

Signature

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.