

**APPLICATION FOR
MERGER OR CONSOLIDATION**
submitted to the
ARKANSAS STATE BANK DEPARTMENT

We, the undersigned Directors of

Corporate Title of Applicant *Charter Number*

Street Address

City *County* *State* *Zip Code*

hereby apply to the State Bank Commissioner for written permission to merge or consolidate:

Corporate Title of Target *Charter Number*

Street Address

City *County* *State* *Zip Code*

Resulting Corporate Title (If Applicable)

Street Address

City *County* *State* *Zip Code*

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

INSTRUCTIONS

Copies: An original and 11 copies of the complete application should be filed with the Department. Additionally, please provide an original and 5 copies of any confidential or financial documentation which is separately bound, such as biographical information.

Notice Published by Applicant: Notice of intent to file an application must be published once a week for three (3) consecutive weeks in a newspaper of statewide circulation. The first publication shall be within ten (10) calendar days prior to the application's filing date. Publications must provide for a fifteen (15) day comment period beginning with the actual filing of the application. Original proofs of publication must accompany the application to the Bank Commissioner.

See Attachment - **Legal Notice.**

Fee: Applicant shall submit to the Department a non-refundable filing fee of \$5,000 for consolidation or merger.

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.

Waiver of Change in Control Application (if applicable): Pursuant to A.C.A. § 23-48-317(f), the Commissioner may by rule or order waive the requirement to file a Change in Control Application with the State Bank Department if:

- (1) A change in control will simultaneously occur with a proposed merger transaction under § 23-48-503(a); and
- (2) A transferee submits a merger application to:
 - (A) The Commissioner and the federal bank supervisory agency, in the case of a state bank;
 - (B) The home-state regulator and the federal bank supervisory agency, in the case of an out-of-state bank; or
 - (C) The United States Office of the Comptroller of the Currency, in the case of a national bank.

If the proposed merger transaction meets these requirements, and Applicant chooses to obtain a waiver, Applicant must submit a written request concurrently with this application.

Filing of Articles of Merger: Articles of Merger are to be filed with the Bank Commissioner in duplicate with original signatures, each to be certified by the President, CEO, or Vice President for each bank providing for the merger or consolidation as approved by a majority of the stockholders. Each duplicate shall have annexed thereto, over the official signature, a certificate showing:

- 1) The date on which the merger was authorized by the stockholders
- 2) The number of shares of each class entitled to vote on the merger which were outstanding on the date of the stockholders' meeting
- 3) The number of shares of each class entitled to vote on the merger whose owners were present in person or by proxy
- 4) The number of shares of each class voted for and against the merger; and
- 5) The manner in which the meeting was called and the time and manner of giving notice, with a certification that the meeting was lawfully called and held.

Plan of Merger: A plan of merger involving a state bank shall provide:

- 1) The name of each party to the merger;
- 2) The name of each entity that will result from the merger; and
- 3) The terms and conditions of the merger. If more than one (1) bank, out-of-state bank, or savings and loan association will result or be created by the terms of the plan of merger, the terms and conditions of the merger shall include:
 - a) The manner and basis of allocating and vesting the assets from the merger among one (1) or more parties;
 - b) The name of the party that will be obligated to pay the fair value of any shares of stock of a bank that is a party to the merger that is held by a stockholder that has complied with the requirements of A.C.A. § 23-48-506 for the recovery of the fair value of the stockholder's shares; and
 - c) Either:
 - The manner and basis of allocating the liabilities and obligations of each bank, out-of-state bank, or savings and loan association that is a party to the merger among one (1) or more of the parties; **or**
 - Adequate provision for the payment and discharge of the liabilities and obligations of each bank, out-of-state bank, or savings and loan association that is a party to the merger among one (1) or more of the parties.

Shareholder Vote: Unless otherwise provided for by the charter or governing law of any out-of-state bank, bank holding company, or savings and loan association, the assenting vote of a simple majority of each class of voting stock of the merging banks, bank holding companies, or savings and loan associations and the resulting bank shall be required for the merger. However, a vote of the shareholders of the resulting bank shall not be required if the number of shares to be issued in connection with the merger does not exceed twenty percent (20%) of the outstanding shares of the resulting bank before the merger. A.C.A. § 23-48-503(a)(5).

Dissenting Shareholders: The owner of shares of a state bank which were not voted for a corporate action, and who has given notice in writing to the state bank at or prior to the meeting of the stockholders approving the corporate action, that he dissents from the corporate action shall be entitled to receive in cash the value of the shares held by him, if the dissenting stockholder has delivered a written demand for payment to the resulting bank at any time within ten (10) days after the date on which the stockholders' meeting authorizing the corporate action was concluded. A.C.A. § 23-48-506.

Notice of Public Hearing: Notice of the time, place and purpose of the public hearing considering the application by the State Banking Board will be given at least **thirty (30) days** before the hearing date.

Stenographer/Recorder: Applicant is responsible for procuring and paying for a verbatim record of the proceedings of the Board hearing of the application. It will be the duty of Applicant to furnish at least one (1) copy of the transcript to the Commissioner free of charge. A.C.A. § 23-46-406(f).

Merger Approval Criteria: Pursuant to A.C.A. § 23-48-503(c), the Commissioner shall approve the application if at the hearing both the Commissioner and the Board find that:

- (1) The proposed merger provides adequate capital structure;
- (2) The terms of the merger agreement are fair;
- (3) The merger is not contrary to the public interest;
- (4) The proposed merger adequately provides for dissenters' rights; and
- (5) The requirements of all applicable state and federal laws have been complied with.

Effective Time of the Merger: The merger shall become effective when one of the duplicate copies of the Articles of Merger filed with the Commissioner and certified as prescribed in this section bears an endorsement of the Commissioner showing that the merger has been approved by the Commissioner and the State Banking Board. The Commissioner-endorsed copy showing the approvals shall also be returned to Applicant.

I. PROPOSED TRANSACTION

Include the following information and/or documentation related to the proposed transaction:

- 1) Provide a copy of the executed merger or transaction agreement, including any amendments, as well as the Plan of Merger (Instructions for Plan of Merger included above) and any other related documents. Also provide a certified copy of the minutes of the stockholders' meeting at which the merger was approved and a certified copy of the minutes of the bank's Board of Directors meeting calling for the stockholders meeting. If the Board takes action without a meeting in accordance with A.C.A. § 4-26-807 or A.C.A. § 4-27-821, a certified copy of the written action must be provided.
- 2) Provide a draft copy of the Articles of Merger to be filed with the Bank Commissioner (Instructions for filing Articles of Merger included above).
- 3) Describe the transaction's purpose, structure, significant terms, conditions, and termination dates of related contracts or agreements. If the merger involves an acquisition, include the amount of stock to be acquired by each acquiring party (number of shares to be acquired, type(s) of stock, voting status, and par value) as well as the total number of shares of each type of stock issued and outstanding.
- 4) The purchase price of the transaction (if applicable) and details related to financing arrangements, including plans to raise additional capital or incur debt. If borrowings will be required to complete the transaction, provide details of any commitments or loans. Include a copy of the loan agreement and commitment letter (or any other documents identifying the borrower, lender, amount to be financed, collateral to be pledged, interest rate, amortization schedule, guarantors and endorsers, source of repayment, and any other agreements between the parties).
- 5) Plans for any special dividends to be paid in connection with the merger. Provide dividend amount(s) and specific intended use of funds. **NOTE:** Pursuant to 23 CAR § 320-1701, prior approval of the Commissioner shall be obtained prior to declaration and payment of any dividend by any State Bank which shall amount to seventy-five percent (75%) or more of the net profits of the bank after all taxes for the current year (annualized) plus seventy-five (75%) of the retained net profits for the immediately preceding year. **For any anticipated merger-related dividends in excess of this limit, Applicant must submit a written request concurrently with the submission of this application.**
- 6) A list of Target's subsidiaries. Include a brief description of each subsidiary's purpose and Applicant's plans for the subsidiaries following consummation of the proposed transaction.
- 7) A list of all individuals and/or entities that own or control five percent or more of the outstanding shares of any class of voting stock of Target. Include number of shares owned/controlled and percentage of total shares outstanding.
- 8) A summary of Applicant's due diligence review and findings related to the proposed transaction. Included the scope/resources committed to the review, percentage of the acquired institution's loan portfolio reviewed, credit marks/purchase accounting adjustments, any significant findings that would impact Applicant's operations and Applicant's plans to address any weaknesses noted.
- 9) Plans for current executive management of Target. (i.e., Will they be "Regional" officers?)

- 10) Plans for other current employees of Target. Anticipated reductions in staff?
- 11) Plans for the current Board of Directors of Target.
- 12) Plans for any changes in existing branches, i.e., closings, relocations, etc. Note that all State and Federal Regulatory procedures must be followed for branch closings or relocations.
- 13) Discuss whether and how the resulting institution's business strategy, strategic plans and operations will remain the same or change from that of Applicant. Identify new business lines. Provide a copy of the business plan, if available. Discuss the plan for integrating any new businesses into the resulting institution.
- 14) Discuss any anticipated changes in products or services offered and the probable effect on the needs and convenience of the community to be served. Specifically address any changes to the Community Reinvestment policy.
- 15) Indicate any other filings related to this transaction with other state and federal regulators.
- 16) Summarize any pending or recently approved but not yet consummated applications involving Applicant, Target, or related bank subsidiaries.

II. FINANCIAL INFORMATION

- 1) Provide pro forma balance sheet and income statement information which reflects Applicant, Target, and the proposed resulting bank, using financial information as of the most recent Call Report date. Include footnotes explaining merger-related adjustments (purchase price, credit marks, other purchase accounting adjustments, etc.).
- 2) Provide projected balance sheet and income statement information for the combined entity as of the end of the first three years of operation following consummation.

The sample balance sheet and income statement provided at the end of this section may be used for items 1) and 2) above. If a different format is used, be sure to include all accounts listed in the sample as well as any other accounts that may impact the evaluation of the transaction.

- 3) Provide the following metrics for (i) Immediately upon merger and (ii) For the first three years of operation following consummation of merger:
 - a) ROAA (*Apply Subchapter S Tax effect, if applicable*)
 - b) ALLL
 - c) Capital Ratios: Leverage, Common Equity Tier 1, Tier 1 Capital, and Total Capital; or Community Bank Leverage Ratio
 - d) Dividends (include dividend amount(s) and purpose)
- 4) Provide the source of any current borrowings.
- 5) Provide the following (if applicable):
 - a) A description of Applicant's and/or Target's existing intangible assets. Include amount(s), type(s) of intangibles, and how they were created.
 - b) A description of any intangible assets that will be created as a result of the proposed transaction. Include amount(s) and type(s) of intangibles.

	APPLICANT	TARGET	ADJUSTMENTS	CONSOLIDATED
ASSETS				
Int Bearing Balances				
Non-Int Bearing Balances				
Total Cash and Due From Banks				
Securities				
Fed Funds Sold / Repos				
Total Loans and Leases				
Allowance for Credit Losses				
Fixed Assets				
Other Real Estate				
Goodwill				
Core Deposit Intangibles				
Other Intangible Assets				
Other Assets				
TOTAL ASSETS				
LIABILITIES				
Non-Int Bearing Deposits				
Int Bearing Deposits				
Total Deposits				
Fed Funds Purchased / Rev Repos				
Other Borrowings				
Subordinated Notes				
Other Liabilities				
TOTAL LIABILITIES				
CAPITAL				
Common Stock				
Preferred Stock				
Surplus				
Undivided Profits				
Accum Other Comp Income				
TOTAL CAPITAL				

	APPLICANT	TARGET	ADJUSTMENTS	CONSOLIDATED
OPERATING INCOME				
Int and Fee Income on Loans				
Int and Div Income on Securities				
Service Charge Income				
Other Operating Income				
TOTAL OPERATING INCOME				
OPERATING EXPENSES				
Int Deposits				
Int Borrowings				
Salaries and Wages				
Provisions for Credit Losses				
Other Operating Expenses				
Income Taxes				
TOTAL OPERATING EXPENSES				
NET OPERATING INCOME				

III. ADEQUACY OF CAPITAL STRUCTURE

A statement of the paid-in capital structure, as of the consolidation date, is as follows:

	Number of shares	Par value per share	Amount
Preferred capital	()	(\$)	\$
Common capital	()	(\$)	
Surplus			
Undivided Profits			
Other segregations of the capital account*			
Total capital			\$

**Describe other segregations of capital, including intangibles.*

IV. COMPETITION

- 1) Discuss the effects of the proposed transaction on existing competition in the relevant geographic markets.
- 2) List the name and location of any financial institution now serving the subsequent new trade territory to be served as a result of merging with the Target institution.
- 3) State what effect, if any, the merger will have on the local competition.
- 4) Provide the current market share of Applicant and Target in their respective locations.
- 5) Complete the attached questionnaires for Target's existing **Branch Offices, Loan Production Offices, and ATMs.**
- 6) Indicate whether Target's main office and existing branch offices be operated as branches of the resulting institution. List any branches of Target that will be closed or consolidated as a result of the proposed transaction (to the extent that such information is available) and indicate the effect on branch customers served.
- 7) List any approved but unopened branches of Target. Indicate whether these offices will be operated as branches of the resulting institution.

V. MANAGEMENT

The proposed Directors and Executive Officers are listed below with information concerning each. Following the name of each officer, provide a brief resume of past business and banking experience and other qualifications as well as a brief statement of the proposed duties and responsibilities in connection with operation of the bank.

Name, Address & Occupation	Age	Title/Position	Net Worth	Annual Salary

Changes in Management: No changes are contemplated in the directorate or active management of the bank, as shown above within the first year after the merger, with the following possible exceptions:

Compliance/CRA Examination: For Target, provide the following:

- 1) The date of the most recent Compliance/CRA examination.
- 2) Identify the federal or state regulatory agency that performed the examination.
- 3) The Compliance/CRA ratings assigned; and
- 4) 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.

Insurance Coverage: Describe below the fidelity insurance to be purchased covering active officers and employees:

VI. DISPOSITION OF TARGET’S CHARTER

Describe plans, if any, for the disposition of Target’s charter. If the charter is to be acquired, additional applications must be filed by acquiring parties. Specifically state what will happen to Target’s charter. (i.e., Will it be sold or cease to exist?)

VII. CONSISTENCY OF CORPORATE POWERS

Is it contemplated that the proposed merged bank will have only such corporate powers as are granted to a state banking corporation under the provisions of the State law? Will all requirements (including security requirements) of any Federal supervisory authorities also be met?

- 1) Is the establishment of a Trust Department contemplated?
- 2) Describe any issues meeting the requirements of all applicable state and federal laws.
- 3) Describe any nonconforming or impermissible asset or activities that Applicant or the resulting institution may not be permitted to retain under relevant law, rule or regulation, including the method of and anticipated time period for divestiture or disposal.

VIII. DATE OF PROPOSED TRANSACTION

Provide the anticipated consummation date of the proposed transaction.

CERTIFICATE

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation.

Signed:

Chairman

CEO/President

Secretary

Date

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 merge with *(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 thirty (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 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.

(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 to include 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)* has made application to the Federal Deposit Insurance Corporation and the Arkansas State Bank Department for the merger or consolidation of: *(target, address, city, county, 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 thirty (30) 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.

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, 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 Part 303.7 of the Rules and Regulations of the Federal Deposit Insurance Corporation and The Arkansas Banking Code of 1997, as amended.

BRANCH OFFICE QUESTIONNAIRE

(Please Type and Make Copies as Needed)

BANK NAME: _____ **CITY:** _____

BRANCH OFFICES (EXCLUDE MAIN OFFICE):

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

LOAN PRODUCTION OFFICE QUESTIONNAIRE
(Please Type and Make Copies as Needed)

BANK NAME: _____ **CITY:** _____

LOAN PRODUCTION OFFICES:

Name: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Name: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Name: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

Name: _____

Street Address: _____

City: _____ State: _____ Zip Code: _____

Telephone Number: _____ Facsimile Number: _____

AUTOMATIC TELLER MACHINE QUESTIONNAIRE

(Please Type and Make Copies as Needed)

BANK NAME: _____ **CITY:** _____

ATM LOCATIONS:

Street Address: _____

City: _____ State: _____

Attached to Bank Office or Free Standing: _____

Network Affiliation (Cirrus, Gulfnet, Mpact, etc.): _____

Street Address: _____

City: _____ State: _____

Attached to Bank Office or Free Standing: _____

Network Affiliation (Cirrus, Gulfnet, Mpact, etc.): _____

Street Address: _____

City: _____ State: _____

Attached to Bank Office or Free Standing: _____

Network Affiliation (Cirrus, Gulfnet, Mpact, etc.): _____

Street Address: _____

City: _____ State: _____

Attached to Bank Office or Free Standing: _____

Network Affiliation (Cirrus, Gulfnet, Mpact, etc.): _____