

## Interagency Notice of Change in Control

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Public reporting burden for the collection of information for this notice is estimated to average 30 hours, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, D.C. 20429; Secretary, Board of Governors of the Federal Reserve System, 20th St. and Constitution Ave., NW, Washington, D.C. 20551; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, SW, Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, NW, Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, D.C. 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

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### General Information and Instructions

#### Preparation and Use

This form is used to file notice to acquire control of a depository institution or a holding company, pursuant to the Change in Bank Control Act, as amended (12 U.S.C. 1817(j)). As used in this form, "holding company" means a bank holding company, a savings and loan holding company, or other company that controls a depository institution. The information must be submitted to the appropriate regulatory agency of the institution whose shares are to be acquired. All inquiries on preparation of the notice should be directed to that agency which, in some circumstances, may modify the information requested.

The regulatory agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the regulatory agency may either request additional information or it may return the notice. If the required information is not available, please explain. When the notice is complete, the regulatory agency will confirm its determination in writing. The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific location in the documents, so the information can be found easily.* If additional space is needed to provide complete answers, please attach additional sheets or exhibits.

For additional information regarding the processing procedures and guidelines, and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 CFR Part 303) and relevant policy statements, or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at [www.occ.treas.gov](http://www.occ.treas.gov), [www.fdic.gov](http://www.fdic.gov), [www.ots.treas.gov](http://www.ots.treas.gov), or [www.federalreserve.gov](http://www.federalreserve.gov).

### **Biographical and Financial Report**

To assist the regulatory agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* must be submitted for **each** person named in the notice.

### **Supporting Information**

The formal questions in the notice are not intended to limit the acquirer's presentation, and the regulatory agency may request additional necessary information. If any information furnished in the notice changes materially during the processing of the notice or prior to consummation, such changes should be communicated promptly to the regulatory agency with which the notice was filed.

### **Compliance**

The proposed acquirer is expected to comply with all representations and commitments made in this notice.

Transactions subject to the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (15 U.S.C. 18a), which applies to certain very large transactions, require a pre-merger filing with the Federal Trade Commission and the Department of Justice.

### **Notice of Publication**

An acquirer must publish an announcement of the proposed acquisition in a newspaper of general circulation in the community in which the head office of the depository institution or holding company is located. In the case of a bank holding company, an announcement also must be published in each community in which the head office of a bank subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate regulatory agency. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

### **Confidentiality**

Any acquirer desiring confidential treatment of specific portions of the notice must submit a request in writing with the submission of the notice. The request must discuss the justification for the requested treatment. An acquirer's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." An acquirer should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the notice.

An acquirer should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the acquirer of any decision to publicly release information labeled as "Confidential."

# Interagency Notice of Change in Control

## 1. Identify:

- (a) Name and address of proposed acquirer(s):

(If an individual, provide last name, first name, and middle name)

(If a corporation or other entity, provide the full legal name and the type of organization, for example, ABC Company, a corporation, or ABC, a partnership)

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Name

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(Street Address)

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(City) (State) (ZIP Code)

- (b) Name and address of depository institution or holding company whose shares are to be acquired:

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(Name)

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(Street Address)

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(City) (State) (ZIP Code)

- (c) Name, title, employer, address, telephone number, fax number, and e-mail address of the person to whom inquiries concerning this notice may be directed:

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(Name)

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(Title, Employer)

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(Street Address)

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(City) (State) (ZIP Code)

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(Area Code & Tel. Number) (Fax Number) (E-mail address)

2. Is this notice being filed prior to the acquisition of control? Yes  No

If the response is no, state the nature of the exception upon which the acquirer is relying for an exception to the prior notice requirement. If no exception is available, please discuss the reason(s) that prior notice was not given and modify the wording of the form as appropriate to provide all necessary information related to the transaction.

3. For each class of voting shares of the depository institution or holding company to be acquired, provide the total number of voting shares:

- (a) Authorized \_\_\_\_\_  
 (b) Currently outstanding \_\_\_\_\_  
 (c) Pro forma outstanding \_\_\_\_\_

4. Provide the following information. For any shares registered or to be registered in another name (such as a trust, corporation, or partnership), indicate the names of registered parties, beneficial owners and trustees, as applicable.

Full name of each acquirer or transferee	Number of shares per class of securities now owned, controlled, or held	Number of shares per class of securities to be purchased by or transferred to the acquirer or transferee	Number of shares per class of securities after completion of acquisition
TOTAL			
Total as percent of shares outstanding per class of shares	%	%	%

5. Indicate:

- (a) The purchase price(s) per share of shares to be acquired \$ \_\_\_\_\_  
 (b) Total purchase price for the entire proposed transaction \$ \_\_\_\_\_  
 (c) The current book value per share \$ \_\_\_\_\_  
 (d) The current market value per share \$ \_\_\_\_\_  
 (including date and source of information, if available)

6. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

7. Provide the following information.

Name of each Acquirer or transferee	Total purchase price	Source and amount of funds
	\$	
TOTAL	\$	

- (a) If cash funds will be used, provide copies of checking, savings, or money market account statements. If assets will be liquidated, list those assets and provide a copy of the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.
- (b) If any portion of the funds (or other consideration) for the acquisition will be borrowed, indicate the name of each borrower, name and address of each lender, amount financed, collateral to be pledged, and terms of the transaction, including interest rates, amortization requirements, guarantors, endorsers, co-makers, and any other arrangements, agreements, and understandings between and among the parties. If applicable, submit a copy of any loan commitment letter.
- (c) Indicate the means through which the borrowed funds will be repaid. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

8. Provide the following information.

Name of each seller or transferor	Number of shares per class of voting securities now held	Number of shares per class of voting securities to be sold or transferred	Number of shares per class of voting securities after completion of acquisition
Total			
Total as percent of total shares outstanding per class of voting securities	%	%	%

9. Identify any person or parties employed, retained, or to be compensated by any acquirer, or by any person on behalf of any acquirer, to make solicitations or recommendations to stockholders and thereby assist in the acquisition. Include a description of the terms of such employment, retainer, or arrangement for compensation, and provide a copy of any such agreement or contract.
10. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.
11. Describe in detail any plans or proposals that any acquirer may have to liquidate the depository institution or holding company to be acquired, to sell its assets, to merge it with any company, or to make any other significant change in its business strategy or corporate structure.
12. If changes are contemplated in the board of directors or senior executive officers of the depository institution or holding company to be acquired, provide a current and pro forma list of officers and directors. The regulatory agency with which this notice has been filed should be contacted to determine the filing or other information requirements associated with changes to the board of directors or senior executive officers, pursuant to Section 32 of the Federal Deposit Insurance Act (12 USC 1831i).
13. For each acquirer, indicate any positions currently held (director, officer, or employee) in any other depository institution or holding company. Also indicate if any acquirer directly or indirectly (such as through personal trusts, corporations, or similar arrangements) owns, controls, or has power to vote 10 percent or more of any class of voting securities or other voting equity interests of any other depository institution or holding company.

Name of each acquirer or transferee	Name and address of each depository institution or holding company	Position and Date appointed	Percent ownership of institution

14. If any office of any depository institution or holding company with which the acquirer is currently associated is located in the same geographic market as the subject institution, provide the name and location of each office of such other organization.

15. If the proposed acquirer is not an individual (or a group of individuals acting in concert) and the acquirer is engaged, directly or indirectly (including through a subsidiary), in insurance activities that are supervised by a state insurance regulator, provide:

- (a) The name of company.
- (b) A description of the insurance activity that the company is engaged in and has plans to conduct.
- (c) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

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## Privacy Act Notice

A copy of this document is provided to the appropriate regulatory agency as required under 12 USC 1817(j) and implementing regulations. This notice, including supporting material, is available to the public upon request under the provisions of the Freedom of Information Act (5 USC 552). Contact the appropriate regulatory agency for the specific procedures under which the notice would be disclosed to the public. To the extent that it contains personal and financial information concerning individual acquirers of depository institutions and holding companies, the information may be subject to the Privacy Act of 1974 (5 USC 552a), which provides safeguards for personal information. The applicability of the Privacy Act to the information provided on this document will depend on the manner in which the appropriate federal banking agency maintains such information.

This form solicits information that will enable the regulatory agencies to evaluate and make a decision on each proposed change in control under the standards prescribed by the Change in Bank Control Act. Failure to provide information requested in connection with the processing of this notice could result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted. Any person acquiring control of an depository institution or holding company without filing a notice prior to the proposed acquisition may be subject to substantial civil money penalties. The Change in Bank Control Act requires the regulatory agencies processing this notice to furnish copies of this information to other federal and state banking authorities. Where possible violations of laws or regulations are disclosed, relevant information may be made available to other regulatory agencies or other law enforcement or governmental agencies. Identification of parties to a proposed transaction and details of that transaction, to the extent material to the regulatory agency's determination, may be incorporated in orders and notices issued under the Change in Bank Control Act or otherwise made public.

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## Certification

*This notice must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.*

I certify that the information contained in this notice has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001 and 1007.

I acknowledge that approval of this notice is in the discretion of the appropriate federal banking agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print or type name

\_\_\_\_\_  
Print or type name

\_\_\_\_\_  
Title (if applicable)

\_\_\_\_\_  
Title (if applicable)

OMB No. for FDIC 3064-0006  
OMB No. for FRB 7100-0134  
OMB No. for OCC 1557-0014  
OMB Nos. for OTS 1550-0005, -0015, -0047  
Expiration Date: 2006

## ***INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT***

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Public reporting burden for this collection of information is estimated to average two hours for biographical information and two hours for financial information. This estimate includes time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Supervision Policy, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

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### **GENERAL INFORMATION AND INSTRUCTIONS**

This *Interagency Biographical and Financial Report* (report) is used by **individuals**<sup>1</sup> in conjunction with other corporate filings to the appropriate regulatory agency. This report is *not* a stand-alone document.

#### **Preparation**

Use of this report format is not mandatory. If an alternative format is used, it must provide all requested information, including the certification. All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” or “yes” should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For example, a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Use additional sheets as necessary. Each regulatory agency will provide additional instructions for use and preparation. If the report is not complete, the regulatory agency may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary.

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<sup>1</sup> A **company** seeking to acquire direct or indirect control of a bank or thrift should consult with the appropriate regulatory agency for filing instructions.

Financial statements from individuals must have “as of” dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current market value in United States dollars<sup>2</sup> and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

In addition, each regulatory agency specifically reserves the right to require up to five years of financial data from any acquiring person as well as the filing of additional information and/or statements, such as a federal income tax return or a current appraisal to support an asset's value.

If you have been convicted of any criminal offense involving dishonesty, breach of trust, or money laundering, or have agreed to enter into a pretrial diversion or similar program in connection with a prosecution of such offense (12 U.S.C. § 1829), you must obtain approval from the FDIC before you can own, control, participate in the affairs of, or become an institution-affiliated party of a depository institution.

Each individual must report promptly any material change in the biographical report or financial condition that occurs during the review period for the filing. For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at [www.occ.treas.gov](http://www.occ.treas.gov), [www.fdic.gov](http://www.fdic.gov), [www.ots.treas.gov](http://www.ots.treas.gov), or [www.federalreserve.gov](http://www.federalreserve.gov).

## **Definitions**

For purposes of this document:

*Affiliate* means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

*Associated* means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

*Company* means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

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<sup>2</sup> Provide the foreign currency exchange rate and conversion date, if applicable.

*Depository institution* means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

*Management official* includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of \$100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

*Principal shareholder or owner* means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

### **Confidentiality**

Any individual desiring confidential treatment of specific portions of the report must submit a request in writing with the report. The request must discuss the justification for the requested treatment. The individual's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. section 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the report (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The individual should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the report.

The individual should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The agency will determine whether the information will be treated as confidential and will advise the individual of any decision to make available to the public information labeled "Confidential."

# INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

This is filed with respect to:

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Name of Subject Institution or Holding Company, Location

## Type of Filing

- Bank or Thrift Charter
- Bank or Thrift Holding Company
- Change in Bank Control
- Change in Senior Executive Officer or Director
- Citizenship Waiver
- Charter Conversion
- Deposit Insurance
- Federal Branch or Agency
- Other \_\_\_\_\_

## Position

- Organizer
- Director
- Senior Executive Officer

Title: \_\_\_\_\_

- Principal Shareholder
- Trustee
- Manager
- Other \_\_\_\_\_

## BIOGRAPHICAL REPORT

### 1. Personal Information

(a) Name \_\_\_\_\_  
(Last) (First) (Middle—no initials)

(b) Residence \_\_\_\_\_  
(Street Address)

\_\_\_\_\_  
(City) (State) (ZIP Code) (Country)

(c) If at residence less than five years, list addresses and dates occupied for past five years.

Date From    Date To    Number and Street    City    State    ZIP Code    Country

(d) Date of birth: Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

(e) Place of birth: \_\_\_\_\_  
(City) (State) (Country)

(f) United States Social Security Number: \_\_\_\_\_

(g) Citizenship \_\_\_\_\_  
(Country) (Date, if Naturalized)

(h) If not a United States citizen, provide:

Passport Number \_\_\_\_\_

Home Country Identification Number \_\_\_\_\_

Immigration File Number \_\_\_\_\_

Father's full name \_\_\_\_\_

Mother's full name, including maiden name \_\_\_\_\_

(i) Telephone and fax numbers where you may be reached during business hours and an e-mail address:

\_\_\_\_\_  
(Area Code, Telephone Number, including Country Code if outside U.S.)

\_\_\_\_\_  
(Fax Number)

\_\_\_\_\_  
E-mail Address

(j) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

## 2. Employment Record

(a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

(b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service?  Yes  No

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

### 3. Education and Professional Credentials

- (a) List each diploma or degree from high schools, colleges, universities, or other schools.

<u>School's Name/Location</u>	<u>From</u>	<u>To</u>	<u>Degree</u>
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- (b) List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

<u>License</u>	<u>Issuing Authority</u>	<u>Date Issued</u>	<u>Status</u>	<u>Expiration</u>
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### 4. Business and Banking Affiliations

- (a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

- (b) List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

- (c) Are you in the process of being considered for a senior executive officer or director position at another depository institution or depository institution holding company?  Yes  No

If “yes,” provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.

- (d) Are you now or are you proposed to be a “management official” of another insured depository institution or depository institution holding company?  Yes  No

If “yes,” explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.

## 5. Legal and Related Matters

- (a) Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:
- (1) A charter or license application, a depository institution holding company application, or a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position?  Yes  No
  - (2) A merger application in which you were listed as a director, senior executive officer, or similar position?  Yes  No
  - (3) A notice of change in director or senior executive officer, or similar form, in which you were listed as a director, senior executive officer, or similar position?  Yes  No

- (4) A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee?  Yes  No
- (5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity?  Yes  No
- (b) Have you or any depository institution or depository institution holding company with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity?  Yes  No
- (c) Has any depository institution with which you are or were associated:
- (1) Been placed into conservatorship or receivership or otherwise failed?  Yes  No
- (2) Received financial assistance from a federal agency or instrumentality (for example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)?  Yes  No
- (3) Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction?  Yes  No
- (d) Have you or any company with which you are or were associated:
- (1) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company?  Yes  No
- (2) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor?  Yes  No
- (2) Forfeited property in full or partial satisfaction of any financial obligation?  Yes  No
- (3) Had a lien placed against property for failure to pay taxes or other debts?  Yes  No
- (4) Had wages or income garnished for any reason?  Yes  No
- (5) Failed or refused to pay any outstanding judgments?  Yes  No

(e) Have you or any company or depository institution with which you are or were associated been involved in any lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, or order imposed by or entered into with any of the following entities:

(1) Any federal or state court?  Yes  No

(2) Any department, agency, or commission of the United States government?  Yes  No

(3) Any state, municipal, or foreign governmental entity?  Yes  No

(4) Any self-regulatory organization (for example, NASD, FASB, state bar)?  Yes  No

(f) Have you or any company or depository institution with which you are or were associated been arrested for, charged with, indicted for, or convicted of (including a conviction where the record was expunged), or ever pleaded *nolo contendere* to, any criminal matter (other than minor traffic violations)?  Yes  No

(g) If you answer “yes” to any question in 5(a) through 5(f), provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the:

- Name and location of any institution, company, party, court, regulatory agency, or self-regulatory organization involved.
- Nature of your association with any institution or company (for example, officer, director, organizer, principal shareholder, or owner).
- Type of any application, notice, or other regulatory or administrative request.
- Nature of any supervisory, enforcement, or administrative action.
- Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation.
- Date of any relevant event.
- Nature of any lawsuit, charge, or proceeding.
- Jurisdiction in which any legal proceeding occurred.
- Resolution or disposition of the matter.

## 6. Additional Information

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new depository institution or depository institution holding company, discuss your specific role.

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## FINANCIAL REPORT

FINANCIAL STATEMENT AS OF \_\_\_\_\_, \_\_\_\_\_

ASSETS		LIABILITIES AND NET WORTH	
Cash on hand and in depository institutions	\$ _____	Accounts payable	\$ _____
Marketable securities (Schedule A)	_____	Notes payable and other loans (Schedule F)	_____
Notes receivable (Schedule B)	_____	Real estate mortgages (Schedule C)	_____
Real estate (Schedule C)	_____	Other liabilities (Schedule G)	_____
Proprietary interests and other securities (Schedule D)	_____	<b>TOTAL LIABILITIES</b>	_____
Retirement funds and other assets (Schedule E)	_____	Net worth (Total assets less total liabilities)	_____
<b>TOTAL ASSETS</b>	<b>\$</b>	<b>TOTAL LIABILITIES AND NET WORTH</b>	<b>\$</b>

## CONTINGENT LIABILITIES

In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others or through a pending lawsuit?

Yes     No

If “yes,” complete the following:

Name and Address of Debtor or Obligor	Name and Address of Creditor or Oblige	Description and Value of Collateral	Date Due	Current Amount
TOTAL				\$

## SUPPORTING SCHEDULES

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 8 of this report.

### Schedule A – Marketable Securities

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D—Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as “other” provided that they account for no more than 10 percent of marketable securities.

Description	Market Value
	\$
TOTAL	\$

### Schedule B – Notes Receivable

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

Description	Current Balance
	\$
TOTAL	\$

**Schedule C – Real Estate and Related Loans**

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

Description and Location (City and State)	Owner of Property	Percent Ownership	Mortgage Holder	Maturity Date	Current Market Value*	Current Balance**
					\$	\$
TOTAL					\$	\$

- \* Carry TOTAL forward to Assets - Real estate
- \*\* Carry TOTAL forward to Liabilities - Real estate mortgages

**Schedule D – Proprietary Interests and Other Securities**

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. (Submit year-end financial statements, including profit and loss and cash flow statements, for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)

Name and Address of Company	Legal Form of Company	Nature of Business	Percent Ownership	Current Value
				\$
TOTAL				\$

### Schedule E - Other Assets

Include retirement funds (for example, 401K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

Description	Basis for Valuation	Current Value
		\$
TOTAL		\$

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**Schedule F – Notes Payable and Other Loans**

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as “other,” provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

Name and Address of Creditor and Loan Origination Information	Description and Value of Collateral	Maturity Date	Current Balance
			\$
TOTAL			\$

**Schedule G - Other Liabilities**

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

Payable To	Description	Maturity Date	Current Balance
			\$
TOTAL			\$

### Cash Flow Statement\*

<u>Sources of Cash</u>	20__	20__	Projected Current Year 20____	Projected Next Year 20____
Salaries, wages, commissions, and other employment income	\$	\$	\$	\$
Rents, royalties, and investments				
Income from dividends and interest				
Income and other distributions from partnerships				
Other sources**				
Total cash received				
<b><u>Uses of Cash</u></b>				
Personal living expenses (rent, household)				
Fixed obligations***				
Income taxes				
Capital contributions to partnerships				
Other uses**				
Total cash outlay				
<b>NET CASH FLOW (deficit)</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

\* Discuss any significant changes on a separate page.

\*\* Itemize on a separate page any items amounting to 10 percent or more of total cash received or total cash outlay.

\*\*\* Fixed obligations include debt service on all loans and any budgeted capital improvement expenditures for real estate investments. Any loan proceeds or debt service related to this transaction should be included in projections for other sources or uses.

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**Privacy Act Notice**

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes that require an appropriate federal banking agency to determine the competence, experience, integrity, and financial ability of individuals proposing to serve a federally regulated financial institution in an official capacity – that is, as a director, officer, employee, or principal shareholder. These statutes include: 12 U.S.C. § 27 (national bank charters); 12 U.S.C. § 1464 (federal savings bank charters); 12 U.S.C. § 1815 (federal deposit insurance); 12 U.S.C. § 1817(j) (changes in control of insured depository institutions); and 12 U.S.C. § 1831(i) (agency disapproval of directors and senior executive officers of insured depository institutions or depository institution holding companies). The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

Depending on the manner in which an appropriate federal banking agency maintains solicited information, some or all of that information may be subject to the Privacy Act of 1974, 5 U.S.C. § 552a. In such instances, disclosures of covered information may be made to: (1) third parties to complete background checks; (2) financial institutions for supervisory purposes; (3) governmental, tribal, self-regulatory, or professional organizations when information is relevant to either a known or suspected violation of law or licensing standard or relevant and necessary to the governmental or self-regulatory organization’s regulation or supervision of financial service providers; (4) the Department of Justice, a court, an adjudicative body, a party in litigation, or a witness when relevant and necessary to a legal or administrative proceeding; (5) congressional offices when the information is relevant to an inquiry initiated on behalf of its provider; (6) an agency’s contractors or agents; and (7) other third parties when mandated or authorized by statute.

Additionally, while certain of the solicited information is exempt from disclosure under the Freedom of Information Act because disclosure would constitute a clearly unwarranted invasion of personal privacy, other information is not exempt. Nonexempt information will ordinarily include the names of individuals, the financial institutions that they propose to serve, the statutory context in which information has been provided, and prior bank-related employment and affiliation.

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**CERTIFICATION**

*\*If a joint financial statement is being submitted, both parties should complete the “Certification.”*

I understand that the appropriate regulatory agency may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing. I certify that the information contained in the biographical report and financial report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. Sections 1001 and 1007.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

_____ Signature	_____ Signature*
_____ Print or type name	_____ Print or type name
_____ Title (if applicable)	_____ Title (if applicable)