

APPLICATION TO CONVERT PURSUANT TO TITLE 6.2 OF THE CODE OF VIRGINIA

INFORMATION AND INSTRUCTIONS

This form is designed to elicit the minimum information required by the State Corporation Commission for the purpose of analyzing and evaluating applications for the conversion to a state chartered bank or savings institution pursuant to Title 6.2 of the Code of Virginia. Additional information may be required in some cases, and the right to request such information is hereby reserved. This form is not intended to limit the presentation of the proposal, and the applicant may submit any additional information it considers pertinent. When space allowed is insufficient, a separate page should be used. Additional information and documents must be submitted on 8 1/2" x 11" paper.

The following documents must be submitted with the application:

1. A check for \$5,000, payable to the Treasurer of Virginia.
2. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each director and officer** on form CCB-1123 (Rev. 10-01-10). *The report must be executed with original signature(s).* If an interagency Biographical and Financial Report must be completed as part of a federal agency filing, a copy of such report with original signature may be submitted in place of CCB-1123 (Rev. 10-01-10). If the interagency form is used, Certification form CCB-1147 must be attached. **Directors and senior officers who have previously filed Personal Financial Reports with this Bureau are not required to file a report with this application.** Personal Financial Report and Disclosure Statement forms are confidential.
3. An Employment and Business Affiliation Disclosure Form, CCB-1150 (Rev. 10-01-10), for each director and officer. [This is required only if Personal Financial Report and Disclosure Statement form CCB-1123 (Rev. 10-01-10) is submitted.]
4. The oath of office of each bank director [form CCB-1140 (Rev. 10-01-10)]. Directors of savings institutions are not required to submit the oath of office.
5. A certification on form CCB-1117 (Rev. 10-01-10) (bank) or CCB-2206 (Rev. 03/08) (savings institution) by each of the directors that he/she has read the booklet prepared by the Bureau of Financial Institutions concerning his/her responsibilities.
6. Copies of annual financial statements (audited if available) of the converting institution for the last three years.
7. A list of all operating and authorized unopened offices of the converting institution showing the address of each office (physical location, not mailing address, including street address, city or town and county, as applicable) and the total deposits of each operating office.
8. A certified copy of the applicant's and the converting institution's articles of association/incorporation and bylaws.
9. A resume of the Chief Executive Officer.
10. In the case of a National Bank Conversion, the certificate required by § 6.2-823 of the Code of Virginia.
11. A statement of the facts which demonstrates the authorization of the proposed conversion will be in the public interest.

The Bureau will review the application and accompanying materials for completeness upon receipt. **Applications that are not substantially complete will be returned.** Thus, full and complete answers should be given at the outset of the application process.

You must immediately advise the Bureau of any occurrences that would alter your responses to the questions in this application or the supporting documentation. Failure to disclose any changes within ten days of becoming aware of them may result in delay or denial of your application.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Except as permitted or required by law, the following shall be kept confidential: Personal Financial Report and Disclosure Statements, other documents which disclose personal account information; and information which could endanger the safety and soundness of a depository institution. Upon request, the Bureau will consider for confidential treatment any other documents or portions of the application that the applicant considers of a proprietary and personal nature. The request for confidential treatment must discuss the justification for the requested treatment, specifically demonstrating the harm (for example, loss of competitive position or invasion of privacy) that may result from public release of the information. 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); and (2) specifically separated and labeled "Confidential". The Bureau will advise the applicant if the request for confidentiality cannot be honored.

To view the entire Confidentiality Policy Statement of the Bureau of Financial Institutions or to download this application form or a related form, visit the Bureau's website at www.scc.virginia.gov/bfi.

Inquiries regarding the conversion of a financial institution to a state charter and filing of this application should be directed to the Bureau of Financial Institutions, 1300 East Main Street, Suite 800, Post Office Box 640, Richmond, Virginia 23218-0640. Telephone: (804) 371-9690; FAX (804) 371-9416.

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**Bureau of Financial Institutions
State Corporation Commission
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

I. GENERAL INFORMATION

CORPORATE NAME OF APPLICANT (RESULTING INSTITUTION)	DATE OF INCORPORATION
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MAIN OFFICE LOCATION (Street Address, City, or Town and County or other identification)

CORPORATE NAME OF THE CONVERTING INSTITUTION	DATE IT COMMENCED BUSINESS NUMBER OF OFFICES: Opened _____ Authorized _____ Unopened _____
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NAME AND MAILING ADDRESS OF PARENT COMPANY

DOES APPLICANT SEEK AUTHORITY TO EXERCISE TRUST POWERS?

_____ YES _____ NO

WILL THE APPLICANT APPLY FOR MEMBERSHIP IN THE FEDERAL RESERVE?

_____ YES _____ NO

OFFICIAL RESPONDING TO QUESTIONS RELATING TO THIS APPLICATION (Name, Mailing Address, Telephone Number and E-mail address)

II. MANAGEMENT AND OWNERSHIP

LIST ALL DIRECTORS AND OFFICERS OF THE APPLICANT. IN ADDITION, LIST ALL NON-DIRECTOR SHAREHOLDERS WHO CONTROL 5 PERCENT OR MORE OF THE CONVERTING INSTITUTION'S STOCK

NAME	POSITION IN THE INSTITUTION	SHARES OWNED
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		
16.		
17.		
18.		
19.		
20.		
21.		
22.		
23.		

TOTAL NUMBER OF SHAREHOLDERS _____

TOTAL OUTSTANDING SHARES _____

III. CAPITAL ADEQUACY

ARE THERE ANY PLANS TO INCREASE OR CHANGE THE CAPITAL STRUCTURE OF THE APPLICANT OTHER THAN THROUGH RETAINED EARNINGS? ____YES ____NO. IF YES, GIVE DETAILS.

SHOW THE PROPOSED CAPITAL STRUCTURE OF THE APPLICANT AT THE TIME OF CONVERSION.

CAPITAL STOCK	SURPLUS	UNDIVIDED PROFITS	TOTAL EQUITY CAPITAL
\$_____	\$_____	\$_____	\$_____

IV. BUSINESS ACTIVITIES

DESCRIBE ANY SIGNIFICANT CHANGES IN THE PRODUCTS AND SERVICES OF THE APPLICANT RESULTING FROM THE PROPOSED CHANGE IN CHARTER. INCLUDE IN THE DISCUSSION A DESCRIPTION OF THE ECONOMIC AND FINANCIAL CHARACTERISTICS OF THE APPLICANT'S TRADE AREA WHICH SUPPORT THE PROPOSED CHANGES.

