

**NOTICE OF INTENT TO ACQUIRE A SAVINGS INSTITUTION
OUTSIDE VIRGINIA PURSUANT TO § 6.2-1160 OF THE CODE OF VIRGINIA**

INFORMATION AND INSTRUCTIONS

This notice is to be filed when (a) a Virginia savings institution or a Virginia savings institution holding company or (b) an out-of-state savings institution or an out-of-state savings institution holding company that controls a Virginia savings institution seeks to acquire a financial institution outside Virginia by any of the means allowed by Title 6.2, Chapter 11, Article 5 of the Code of Virginia. The State Corporation Commission is directed to disapprove such a proposed acquisition if within a 30-day period (which may be extended to 45 days) it determines that the acquisition could affect detrimentally the safety or soundness of a Virginia savings institution. This form is designed to elicit the minimum information needed by the Commission to make such a determination. 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 proposals, and the applicant may submit any additional information it considers pertinent. Additional information and documents must be submitted on 8½" x 11" paper.

The following documents must be submitted with the application:

1. A check for \$7,000 payable to the Treasurer of Virginia.
2. A copy of related applications and documents filed or to be filed with federal and other state agencies.
3. Proxy statement(s), if available.
4. The executed acquisition or merger agreement. If not available, provide a description of the proposed transaction.
5. Most recent reports filed with the Securities and Exchange Commission for the applicant and the institution to be acquired. Copies of annual financial statements (audited if available) for the last three years for both the applicant and its parent, if any, and of the savings institution to be acquired and its parent, if any.

The Bureau will review the application and accompanying materials for completeness upon receipt. Investigation of the application may be delayed if the application is incomplete. Thus, full and complete answers should be given at the outset of the application process.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Upon request, the Bureau will consider for confidential treatment any 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 scc.virginia.gov/pages/Bureau-of-Financial-Institutions.

Inquiries concerning the preparation and filing of this notice 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
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

The undersigned,

(Name of Applicant)

(Address)

hereby files notice with the State Corporation Commission, pursuant to § 6.2-1160 of the Code of Virginia, of its intent to acquire:

(Corporate Title of Financial Institution)

(Street Address)

(City, State, and Zip Code)

Official responding to questions relating to this application: (Name, Mailing Address, Telephone Number, and E-mail Address)

CERTIFICATION

The undersigned, being duly sworn, states that the foregoing application has been executed under § 6.2-1160 of the Code of Virginia; that he/she has been duly authorized to execute and file such application; and that the application and all accompanying schedules and statements contain no misstatement of fact and do not omit any material fact called for. By executing and filing this application, the applicant represents that it understands and gives assent to the provisions of § 6.2-1162 of the Code of Virginia relating to: the Commission's right to examine an out-of-state savings institution holding company and all its subsidiaries, the filing of reports by such savings institution holding companies, and the acceptance by the Commission of examination reports of other regulatory agencies in lieu of conducting its own examinations.

Name (Type or Print)

Signature

Title

Sworn to and subscribed before me this _____ day of _____, _____.

Notary Public

Registration Number of Notary: _____
My commission expires: _____