

**APPLICATION FOR APPROVAL OF MERGER 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 merger applications. It may be filed by a bank or a savings institution seeking a merger with another financial institution. 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 **8½" x 11"** paper.

The following documents must be submitted with the application:

1. A check for \$7,500 payable to the Treasurer of Virginia.
2. A copy of related applications and documents filed or to be filed with federal agencies.
3. A proxy statement, if available.
4. A copy of the merger plan and executed merger agreement.
5. 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 other institution and its parent, if any.
6. A pro-forma balance sheet of the resulting institution using the most recent quarter-ending balance sheets of the merging institutions.
7. Deposit and income statement projections of the resulting institution for the first, second, and third twelve month periods following the proposed merger.
8. A list of all operating offices of the applicant and of the other institution, showing the address (physical location, not mailing address) and total deposits of each office.
9. A scaled map(s) showing the locations of the merging institutions and their branches.
10. The oath of office of each new director of the resulting institution on form CCB-1140. Directors of savings institutions need not comply with this item.
11. Certification on form CCB-1117 by each new director of the resulting institution that he/she has read the booklet prepared by the Bureau of Financial Institutions concerning his/her responsibilities.
12. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each new director and officer of the resulting institution** on form CCB-1123. *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. 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.
13. An Employment and Business Affiliation Disclosure Form, CCB-1150, for each new director and officer. [This is required only if Personal Financial Report and Disclosure Statement form CCB-1123 is submitted.]

14. For interstate mergers pursuant to Title 6.2, Chapter 8, Article 7 of the Code of Virginia, submit a copy of the laws of the home state of the out-of-state bank involved in the interstate merger transaction which permit such transactions.

Some of the requested documents and information may be contained in a related application to a federal agency. The applicant may refer to such application and documents by document and page number.

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 scc.virginia.gov/pages/Bureau-of-Financial-Institutions.

Inquiries concerning the preparation 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 AND ADDRESS OF APPLICANT	DATE IT COMMENCED BUSINESS
	NUMBER OF OFFICES
	<i>Opened</i> _____
	<i>Unopened</i> _____
	CORPORATE NAME AND ADDRESS OF INSTITUTION TO BE MERGED
	NUMBER OF OFFICES
	<i>Opened</i> _____
	<i>Unopened</i> _____
	CORPORATE NAME AND ADDRESS OF RESULTING INSTITUTION

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

GIVE A SHORT HISTORY OF THE MERGING INSTITUTIONS, SETTING FORTH IN CHRONOLOGICAL ORDER ALL MERGERS AND AFFILIATIONS WITHIN THE LAST FIVE YEARS.

II. THE PROPOSED MERGER

A. DESCRIBE ANY CAPITAL PROGRAMS OF THE MERGING INSTITUTIONS WHICH HAVE STOCKHOLDER APPROVAL BUT HAVE NOT BEEN CONSUMMATED. IF ADDITIONAL CAPITAL WILL BE RAISED, GIVE DETAILS, INCLUDING THE NUMBER OF SHARES TO BE SOLD, PRICE PER SHARE, AND TO WHOM WARRANTS WILL BE ISSUED.

B. LIST ANY ORAL OR WRITTEN AGREEMENT, PROMISE OR UNDERSTANDING MADE IN CONNECTION WITH THE MERGER WITH INSIDERS OR THEIR FAMILIES (OFFICERS OR DIRECTORS, THEIR INTERESTS OR MEMBERS OF THEIR IMMEDIATE FAMILIES).

C. LIST PURCHASES AND SALES OF THE STOCK OF EACH INSTITUTION INVOLVING INSIDERS IN THE TWELVE MONTHS PRECEDING APPROVAL OF THE PROPOSAL BY THE BOARDS OF THE MERGING INSTITUTIONS. SHOW THE DATES OF THE TRANSACTIONS, PRICE, AND NUMBER OF SHARES TRADED.

III. PUBLIC INTEREST

- A. DEFINE THE TRADE AREA OF EACH INSTITUTION. DESCRIBE THE PREVAILING ECONOMIC CONDITION AND POTENTIAL FOR ECONOMIC GROWTH IN EACH TRADE AREA. DISCUSS THE DEGREE OF COMPETITION BETWEEN THE MERGING INSTITUTIONS, GIVING THE AMOUNT OF DEPOSITS AND LOANS EACH INSTITUTION HAS IN THE TRADE AREA OF THE OTHER INSTITUTION.

III. PUBLIC INTEREST (Continued)

- B. ANALYZE THE EFFECT OF THE PROPOSED MERGER ON COMPETITION. DISCUSS HOW CONSUMMATION OF THE PROPOSED MERGER WOULD RESULT IN BENEFITS TO THE PUBLIC. IF SUCH BENEFITS ARE CLAIMED, SHOW HOW THESE BENEFITS COULD NOT REASONABLY BE ACHIEVED THROUGH MEANS OTHER THAN THE PROPOSED MERGER.

IV. MANAGEMENT

LIST THE NAMES OF ANY **NEW DIRECTORS** AND **SENIOR OFFICERS** OF THE RESULTING INSTITUTION BEING ADDED AS A RESULT OF THE MERGER AND INDICATE THEIR DIRECT AND INDIRECT OWNERSHIP IN SHARES OF STOCK OF THE MERGING INSTITUTIONS.

NAME	NAME OF INSTITUTION	# SHARES OWNED		
		Direct	Indirect	TOTAL

CERTIFICATION

The undersigned certifies that he/she has been duly authorized to file this application and that to the best of his/her knowledge, information, and belief, the facts as stated in this application and all accompanying schedules and/or attachments contain no misstatement of fact nor omit a material fact called for.

Name (Type or Print)

Signature

Date

Title