

**APPLICATION TO ACQUIRE A VIRGINIA BANK HOLDING COMPANY
OR VIRGINIA BANK PURSUANT TO TITLE 6.2, CHAPTER 7 OF THE CODE OF VIRGINIA**

INFORMATION AND INSTRUCTIONS

This application is designed to elicit the minimum information needed by the State Corporation Commission to determine whether an out-of-state bank holding company should be given permission to acquire a Virginia bank holding company or Virginia bank pursuant to the provisions of Title 6.2, Chapter 7 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 information it considers pertinent. When space allowed is insufficient, a separate page should be used. Additional information and/or documents must be submitted on 8½" x 11" paper.

The following documents must be submitted with the application:

1. A check for \$10,000 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. A copy of the executed acquisition agreement or executed merger plan. If unavailable, provide a description of the proposed transaction.
5. The applicant's articles of incorporation and bylaws certified as true by the public officer having custody of the originals.
6. 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 the institution to be acquired and its parent, if any.
7. Pro-forma balance sheet of the combined institutions using the most recent quarterly balance sheets of the applicant and of the institution to be acquired. If the applicant plans to place additional capital into the Virginia institution, include adjusting entries for this transaction.
8. Deposit and income statement projections of the combined institutions for the first, second, and third twelve month periods following the proposed acquisition.
9. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each director** and **senior officer** of the applicant and **each proposed new director** and **senior officer** of the institution to be acquired on form CCB-1123. *The report must be executed with original signature(s).* Outside directors (directors who are not also senior officers) may file the Limited Personal Financial Report form CCB-1143. 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 or CCB-1143. 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.
10. An Employment and Business Affiliation Disclosure Form, CCB-1150, for each director and officer. [This is required only if Personal Financial Report and Disclosure Statement form CCB-1123 or CCB-1143 is submitted.]

11. An executed consent to service of process through service of process on the Secretary of the Commonwealth on form CCB-1137A. (This item only applies to foreign entities that have not qualified to do business in Virginia.)
12. A statement of facts which demonstrates that the proposed acquisition will be in the public interest.

Some of the requested documents and information may be contained in federal or other state applications. The applicant may refer to such application(s) and document(s) 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 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
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 MAIN OFFICE OF
APPLICANT INSTITUTION

STATE AND DATE OF
INCORPORATION OF
APPLICANT INSTITUTION

CORPORATE NAME AND ADDRESS OF MAIN OFFICE OF
INSTITUTION TO BE ACQUIRED

GIVE A SHORT HISTORY OF THE TWO INSTITUTIONS AND SET FORTH IN CHRONOLOGICAL ORDER ALL MERGERS AND AFFILIATIONS (INCLUDING THOSE DENIED, WITHDRAWN, OR PENDING) WITHIN THE LAST THREE YEARS.

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

II. MANAGEMENT

A. LIST THE NAME AND ADDRESS OF EVERY DIRECTOR AND SENIOR OFFICER OF THE APPLICANT, AND DATE ORIGINALLY APPOINTED TO PRESENT POSITION.

B. LIST THE NAME AND ADDRESS OF EACH PROPOSED NEW SENIOR OFFICER OR DIRECTOR OF THE INSTITUTION TO BE ACQUIRED.

CERTIFICATION

The undersigned, being duly sworn, states that the foregoing application has been executed under Title 6.2, Chapter 7 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 a material fact called for. By executing and filing this application, the applicant represents that it understands and gives assent to the provisions of § 6.2-706 of the Code of Virginia relating to: the Commission's right to examine an out-of-state bank holding company and all its subsidiaries, the filing of reports by such bank 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: _____