Board of Governors of the Federal Reserve System

Interagency Notice of Change in Control—FR 2081a

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

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 federal banking 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 federal banking agency will review the submitted notice to determine if it is complete. If the submitted notice is not complete, the federal banking 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 federal banking 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 federal banking agency's procedural guidelines (for example, the OCC's Rules and Regulations (12 C.F.R. Part 5.50), the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), and the Board's Regulations Y and LL (12 C.F.R. Part 225 and 12 C.F.R. Part 238, respectively)) and relevant policy statements. Contact the agency directly for specific instruction, or visit its Website at www.occ.treas.gov, www.fdic.gov, or www.federalreserve.gov.

Biographical and Financial Report

To assist the appropriate federal banking agencies in evaluating the factors specified in the Change in Bank Control Act, an *Interagency Biographical and Financial Report* is generally required for *each* person named in the notice.

Supporting Information

The questions in the notice are not intended to limit the acquirer's responses, and the federal banking 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 federal banking agency with which the notice was filed.

Compliance

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

Transactions subject to the Hart-Scott-Rodino Antitrust Improvements 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 soliciting public comment on 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 or savings and loan holding company, an announcement also must be published in each community in which the head office of a bank or savings association subsidiary of the holding company is located. A copy of the affidavit(s) of publication should be submitted to the appropriate federal banking agency. Contact the appropriate federal banking 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 federal banking agency for specific instructions regarding requests for confidential treatment. The appropriate federal banking 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."

Public reporting burden for the collection of information for this notice is estimated to average 30.5 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: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Ave., NW, Washington, DC 20551; or Licensing Activities Division, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington, DC 20219; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

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Privacy Act Statement

Purposes

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)), to the federal banking agencies, respectively, the Board of Governors of the Federal Reserve System (Board), the Office of the Comptroller of the Currency (OCC), and the Federal Deposit Insurance Corporation (FDIC). This Privacy Act statement is made pursuant to the requirements of the Privacy Act of 1974, 5. U.S.C. § 552a. For this particular form, the Privacy Act statement applies only to Board and FDIC filers, as the OCC does not maintain the information in a system where it is retrieved by a personal identifier.

Authority

Change in Bank Control Act, as amended (12 U.S.C. § 1817(j)).

Effects of Nondisclosure

This form solicits information that enables the federal banking agencies to evaluate and make a decision on each proposed change in control under the standards prescribed in the Change in Bank Control Act. Provision of the requested information is voluntary. However, failure to provide information requested in connection with the processing of this notice may result in disapproval of a proposed acquisition or a determination that complete notice has not been submitted.

Routine Uses for Board Filers

The information you provide will be stored by the Board in the System of Records entitled "*BGFRS-37: Electronic Applications.*" All or part of the information may be disclosed outside of the Board as follows:

1. To the appropriate federal, state, local, foreign, or self-regulatory organization or agency responsible for investigating, prosecuting, enforcing, implementing, issuing, or carrying out a statute, rule, regulation, order, policy, or license if the information may be relevant to a potential violation of civil or criminal law, rule, regulation, order, policy, or license;
2. To a federal agency in the executive, legislative, or judicial branch of government, or to a Federal Reserve Bank, in connection with the hiring, retaining, or assigning of an employee, the issuance of a security clearance, the conducting of a security or suitability investigation of an individual, the classifying of jobs, the letting of a contract, the issuance of a license, grant, or other benefits by the receiving entity, or the lawful statutory, administrative, or investigative purpose of the receiving entity to the extent that the information is relevant and necessary to the receiving entity's decision on the matter;
3. To a congressional office in response to an inquiry made by the congressional office at the request of the individual to whom the record pertains;
4. To the Department of Justice, a court, an adjudicative body or administrative tribunal, a party in litigation, or a witness if the Board (or in the case of an Office of Inspector General (OIG) system, the OIG) determines, in its sole discretion, that the information is relevant and necessary to the matter;
5. To contractors, agents, or others performing work on a contract, service, cooperative agreement, job, or other activity for the Board and who have a need to access the information in the performance of their duties or activities for the Board;
6. To appropriate agencies, entities, and persons when: (1) the Board suspects or confirms that the security or confidentiality of information in the system of records has been compromised; (2) the Board has determined that as a result of the suspected or confirmed compromise there is a risk of harm to economic or property interest, identity theft or fraud, or harm to the security or integrity of this system or other systems or programs (whether maintained by the Board or another agency or entity) that rely upon the compromised information; and (3) the disclosure is made to such agencies, entities, and persons who are reasonably necessary to assist in connection with the Board's efforts to respond to the suspected or confirmed compromise and prevent, minimize, or remedy such harm; and
7. To other bank and thrift regulatory agencies pursuant to explicit information sharing agreements for regulatory comment purposes.

Routine Uses for FDIC Filers

The information you provide will be stored by the FDIC in the System of Records entitled "*FDIC 30-64-0004: Changes in Financial Institution Control Ownership Records.*" All or part of the information may be disclosed outside of the FDIC as follows:

1. To federal, state, local, foreign, or self-regulatory authorities responsible for investigating or prosecuting a violation of, or for enforcing or implementing a statute, rule, regulation, or order issued, when the information indicates a violation or potential violation of law, whether civil, criminal, or regulatory in nature, and whether arising by general statute or particular program statute, or by regulation, rule, or order issued pursuant thereto;
2. To a court, magistrate, or other administrative body in the course of presenting evidence, including disclosures to counsel or witnesses in the course of civil discovery, litigation, or settlement negotiations or in connection with criminal proceedings, when the FDIC is a party to the proceeding or has a significant interest in the proceeding, to the extent that the information is determined to be relevant and necessary;
3. To a congressional office in response to an inquiry made by the congressional office at the request of the individual who is the subject of the record;

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Privacy Act Statement–Continued

Routine Uses for FDIC Filers–Continued

4. To appropriate agencies, entities, and persons when (1) FDIC suspects or has confirmed that there has been a breach of the system of records; (2) FDIC has determined that as a result of the suspected or confirmed breach there is a risk of harm to individuals, FDIC (including its information systems, programs, and operations), the federal government, or national security; and (3) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with FDIC's efforts to respond to the suspected or confirmed breach or to prevent, minimize, or remedy such harm;
5. To another federal agency or federal entity, when FDIC determines that information from this system of records is reasonably necessary to assist the recipient agency or entity in (1) responding to a suspected or confirmed breach or (2) preventing, minimizing, or remedying the risk of harm to individuals, the recipient agency or entity (including its information systems, programs, and operations), the federal government, or national security, resulting from a suspected or confirmed breach.
6. To federal, state, or foreign authorities in connection with hiring or retaining an individual, conducting a background security or suitability investigation, adjudication of liability, or eligibility for a license, contract, grant, or other benefit;
7. To contractors, grantees, volunteers, and others performing or working on a contract, service, grant, cooperative agreement, or project for the FDIC, the OIG, or the federal government for use in carrying out their obligations under such contract, grant, agreement or project; and
8. To federal, state or foreign financial institutions supervisory authorities for regulatory or enforcement purposes.

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1. Identity:

   a. Name and address of 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; ABC, a partnership; or ABC, a trust. If a trust, list the trustees and the beneficiaries.)

Acquirer(s)	Street Address	City / State / Province / Zip Code / Country	Identify Group Acting in Concert / Reason(s) Considered Acting in Concert / Cite Relevant Regulatory Provisions (if applicable)

   b. Name and address of depository institution or holding company whose shares are to be acquired:[1]

   Name of Depository Institution or Holding Company

   Street Address

   City | State / Providence | Zip / Postal Code | Country

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

   Name

   Title

   Employer

   Street Address

   City | State | Zip Code

   Area Code / Phone Number | E-mail Address

2. a. Indicate whether any proposed acquirer will join an existing individual, company, or group acting in concert that controls or will control the target institution. ☐ Yes ☐ No

   b. If the response to 2.a is "Yes," list each other individual, company or group acting in concert, along with the amount of ownership and control of voting securities held by each such individual, company or group acting in concert and the capacity in which voting securities are owned or controlled by such individual, company or group acting in concert (as trustee or otherwise).

   c. If the response to 2.a is "Yes," has a change in control notice for the individual, company or group acting in concert previously been reviewed? ☐ Yes ☐ No

1. If the holding company is not a bank holding company or a savings and loan holding company include the name and address of the subsidiary depository institution as well.

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3. Is this notice being filed prior to the acquistion of control? ☐ Yes ☐ No

4. If the response to 2.c or 3 is "No," identify the exception to the prior notice requirement upon which the acquirer(s) relies. If no exception is available, 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.

5. For each class of securities of the depository institution or holding company to be acquired, provide the total number of shares (include options and warrants on such shares). For any shares other than common stock, provide a copy of the relevant terms:

   a. Voting shares

      Authorized _____ Shares _____ Options _____ Warrants

      Currently outstanding _____ Shares _____ Options _____ Warrants

      Pro forma outstanding _____ Shares _____ Options _____ Warrants

   b. Nonvoting shares

      Authorized _____ Shares _____ Options _____ Warrants

      Currently outstanding _____ Shares _____ Options _____ Warrants

      Pro forma outstanding _____ Shares _____ Options _____ Warrants

6. Provide the following information regarding all securities to be acquired. For any shares (including options and warrants) 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.

   a. Voting shares (include options or warrants that are convertible into voting shares)

Full Name of Each Acquirer or Transferee	Number of Shares (Include Options and Warrants) Per Class of Securities Now Owned, Controlled, or Held	Number of Shares (Include Options and Warrants) Per Class of Securities to be Purchased by or Transferred to the Acquirer or Transferee	Number of Shares (Include Options and Warrants) per Class of Securities After Completion of Acquisition
Total			
Total as Percent of Shares Outstanding Per Class of Securities			

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6. b. Non-voting shares (if any are owned or controlled by an acquirer who owns, controls, or has the power to vote voting securities)[2]

Full Name of Each Acquirer or Transferee	Number of Shares (Include Options and Warrants) Per Class of Securities Now Owned, Controlled, or Held	Number of Shares (Include Options and Warrants) Per Class of Securities to be Purchased by or Transferred to the Acquirer or Transferee	Number of Shares (Include Options and Warrants) per Class of Securities After Completion of Acquisition
Total			
Total as Percent of Shares Outstanding Per Class of Securities			

c. Debt instruments and other investments (if any are owned or controlled by an acquirer who owns, controls, or has power to vote voting securities) not included in parts a. or b.

Full Name of Each Acquirer or Transferee	Amount of Debt or Other Investments Now Owned, Controlled, or Held	Amount of Debt or Other Investments to be Purchased by or Transferred to the Acquirer or Transferee	Amount of Debt or Other Investments to be Owned, Controlled, or Held After Completion of the Acquisition
Total			
Total as Percent of Debt or Other Investments Outstanding			

d. Provide a narrative description of the transactions listed above as well as any related transactions. Related transactions include, but are not limited to, acquisitions of any form of debt issued by the holding company or depository institution. This information is necessary to understand the acquirer's total financial investment in the depository institution or holding company.

7. Indicate

a. The purchase price(s) per share of voting shares to be acquired. $ _____

b. The purchase price(s) per share of non-voting shares to be acquired. $ _____

c. Total purchase price for the entire proposed transaction. $ _____

d. The current market value per share of voting shares (including date and source of information, if available). $ _____ Date _____
Source _____

e. The current market value per share of nonvoting shares (including date and source of information, if available). $ _____ Date _____
Source _____

2. Include nonvoting equity shares but not any shares or form of debt that would be considered a class of voting securities.

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8. a. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner and timing in which the acquisition will be made.

b. Summarize and attach copies of all pertinent documents. Identify the documents that have been included by checking the appropriate boxes below.

Check all that apply and attach a copy of each:

- ☐ Purchase and Sale Agreements
- ☐ Shareholder Agreements
- ☐ Non-Compete Agreements
- ☐ Employment Contracts
- ☐ Trust Agreements
- ☐ Invitation, Tender Offers, or Solicitation Materials
- ☐ Other: _____

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9. Provide the following information for all voting and nonvoting shares and debt instruments to be acquired and funds to be sourced for the contemplated purchase. For each acquirer or transferee, list all distinct sources of funds and the amount obtained from each source.

Name of Each Acquirer or Transferee	Total Purchase Price	Source(s) of Funds	Amount of Funds from Each Source
	$		
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 any documents pertaining to such transactions.

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, or similar documentation.

c. Provide a full description of the source(s) of funds to be used to service or repay the borrowed funds. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

10. Provide the following information regarding the source(s) of the shares to be acquired.

Name of Each Seller, Transferor or Issuer	Number of Shares of Voting Securities to be Sold or Transferred	Number of Shares of Nonvoting Securities to be Sold or Transferred	Amount of Debt and Other Investments to be Sold or Transferred
Total			
Total as Percent of Total Shares Outstanding Per Class of Securities (or as a Percent of Debt or Other Investments Outstanding)			

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11. 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.

12. Describe in detail any plans or proposals that any acquirer may have to: (a) liquidate the depository institution or holding company to be acquired, (b) sell its assets, (c) merge it with any company, or (d) make any other significant change in its business strategy or corporate structure.

13. 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 appropriate federal banking agency 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 U.S.C. § 1831i).

14. 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 5 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 Class of Securities
		Date	
		Date	
		Date	

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15. 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.

16. If the proposed acquirer is a company 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 the 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.

State	Line of Business

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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 U.S.C. §§ 1001 and 1007.

I acknowledge that final action on 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 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 _____ , _____ .
Day Month Year

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