***Bank Purchase and Assumption Application***

This application is to be used by institutions that propose to purchase and assume the obligations of an existing and operating branch or branches from another institution. This application is not to be used if the branch purchase results in the purchase of all or substantially all the assets of the selling bank. Please contact the Bureau in those situations.

**Applicant Information (Name and Address of Institution):**

|  |
| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

**Point of Contact for Application:**

|  |
| --- |
| Name: *Name*  |
| Business:  *Business*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| Phone:  *Phone*   | Email:  *Email*  |

**Section I - General Information and Instructions**

**Confidential Information:** Applicant(s) may designate all or portions of a document to be confidential to the extent the document contains trade secrets, confidential proprietary information, or other privileged or confidential information, the disclosure of which would cause substantial harm to an institution or impair the safety or soundness of an institution.  Designations of confidentiality must be prominently indicated on the application, documents or attachments thereto.

**Date of Filing/Acceptance**: The date the application is received by the Bureau of Bank Supervision (Bureau) is the date of receipt. An acknowledgment will be sent to the Applicant indicating the application was received and is being reviewed for completeness. Once the application is determined to be complete, the Bureau will send an acknowledgment indicating the application was accepted by the Bureau. Notwithstanding acceptance of the application, additional information or documentation may be required as the application is processed and reviewed.

The application, supporting documents, and a copy of the filing fee check should be emailed to ra-bnbanksupervision@pa.gov.

**Fees:** A check in the amount of $750 for each branch being purchased made payable to: *Commonwealth of Pennsylvania Department of Banking and Securities* must be included in the application and mailed to:

Bureau of Bank Supervision

Pennsylvania Department of Banking and Securities

17 North Second Street, Suite 1300

Harrisburg, PA 17101-2290

**Answers**: All answers must be complete and accurate and are subject to verification. If the answer is “none,” “not applicable,” or “unknown,” please state. An answer of “unknown” should be explained. Cross-references may be made to other answers or to an exhibit so long as the cross-reference is made with a specific cite to the location in the documents to allow easy reference.

All questions and requests for information/documentation should be answered in their entirety. Missing or incomplete answers, or failure to submit the required supporting documentation will delay acceptance of the application and may cause the application to be returned to the Applicant(s).

If circumstances or changes occur after the filing of the application that render answers or documentation submitted to be inaccurate, Applicant(s) must promptly file with the Department an amendment disclosing the changes and the specific areas of the previous application that are being updated.

**Approval**: If the application is approved, the institution is required to file a Certificate of Establishment of Branch immediately after each branch opens for the transaction of business. A sample certificate will be included in the Bureau’s approval.

**Section II - Publication Requirement**

Newspaper of General Circulation: The Department requires a notice of filing of the proposed transaction in a newspaper of general circulation in the county or counties where the proposed branch or branches are to be located. The notice should be in a format substantially similar to the sample included in Appendix “A.” The notice includes a 10-day comment period. To avoid a delay in processing, the notice should be published simultaneously or within 5 days from the date the application is filed. Action may not be taken on the application prior to the expiration of the comment period.

Proof of Publication: A .pdf copy of the notarized proof of publication of the required notice indicating a publication date must be must be emailed to the Bureau at **ra-bnbanksupervision@pa.gov** Bureau for the application to be approved.

**Section III - Board Resolution**

A resolution by the Board of Directors or Trustees substantially in the form attached hereto in “Appendix B” must be provided with this application.

**Section IV - Questionnaire**

1. (a) Provide the locations of the branch office to be acquired (*if more than one branch*

 *office location is involved, attach an addendum with the additional locations with*

 *the following information*):

|  |
| --- |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| County:  *County*   |  |

 (b) For each location, indicate the type of branch it will be for the Applicant:

  

*Limited Services Branch*: If the branch or branches will be a limited service facility, indicate specific days and hours of operation, banking services to be provided, and security measures that will be in effect (for example, will a vault be located on the premises or will monies be transported to and from an existing office?).

|  |
| --- |
|  |

2. State the basis for the Applicant’s decision to purchase the proposed branch or branches.

|  |
| --- |
|  |

3. Please provide the following:

 (a) Selling Institution:

|  |
| --- |
| Name: *Name*  |
| Street:  *Street*  |
| City:  *City*   | State:  *State*  | Zip Code:  *Zip Code*  |
| County:  *County*   |  |

(b) A copy of (i) the agreement to purchase and assume liabilities between the parties and (ii) a *pro forma* statement of condition.

 (c) The anticipated closing date of the transaction.  *Date*

(d) The anticipated opening date for the acquired branch (if more than one branch indicate the date for each branch).  *Date*

4. Indicate (a) the costs associated with proposed branch acquisition such as land, building, leasehold improvements, furniture and fixtures, staffing and other related expenses and (b) if amounts represent acquisition or lease/rental costs *(if more than one branch is involved, break down the costs/expenses for each individual branch)*.

|  |
| --- |
|  |

5. What is the anticipated date at which the Applicant will recoup the costs associated with the proposed branch acquisition *(if more than one branch is involved, provide a date for each individual branch)*?

|  |
| --- |
|  |

6. If any branch premises will be leased to the Applicant, list for each location: (a) the owner of the premises, (b) if the owner is not the lessor, the name of the lessor, (c) the material terms and conditions of the lease, including the length of the lease, payment terms and amounts, cost over the life of the lease, any penalties or fees associated with an early termination, and any renewal terms.

|  |
| --- |
|  |

7. Are any branch premises and/or any equipment to be purchased or leased from a director, officer, employee, or major shareholder of the Applicant or any of its affiliates, or a related interest of such individual as designated above (“Insider(s)”) [ ]  Yes [ ]  No

8. Do any Insiders have any other financial, business, contractor, or any other interest in the proposed transaction? [ ]  Yes [ ]  No

9. If the answer was “Yes” to question 7 or 8 above:

(a) Indicate names of the Insider(s) and the relationship to Applicant.

|  |
| --- |
|  |

(b) The steps performed by the Applicant to ensure the transaction was/is free from any conflicts of interest, including the costs of recent comparable purchases or leases in the market area for a similar location.

|  |
| --- |
|  |

(c) Attach a certified copy of the Resolution of the Board of Directors or Trustees approving the specific details of any such transaction.

10. What is the Fixed Assets Investment Ratio of the Applicant after the proposed transaction?

|  |
| --- |
|  |

 *(Complete the Fixed Assets Ratio Calculation Sheet attached hereto in Appendix “C” for the new location and attach to this Application. If the application involves more than one branch, the calculation should be for the total number of branches.)*

**Section V - Certification**

The undersigned does hereby certify that the information contained herein and contained in any attachments or exhibits hereto are complete, true, and correct. I make this declaration subject to the penalties of 18 PA.C.S. § 4904 relating to unsworn falsification to authorities.

|  |  |  |
| --- | --- | --- |
|  |  |  |
| Signature of Officer  |  | Date |
|  |  |  |
| Print or type name |  |  |

Appendix “A”

**APPLICATION FOR A LETTER OF AUTHORITY**

**TO ESTABLISH A DE NOVO BRANCH**

**Notice to be Published in a Newspaper of General Circulation**

**NOTICE OF FILING AN APPLICATION**

**Notice is hereby given that on [Date], [Name of Applicant Institution], with its principal place of business located at [Address, County], filed with the Pennsylvania Department of Banking and Securities an application for a Letter of Authority to establish a [branch/limited service branch facility] at**

**[Address]**

**All interested persons may file comments regarding this application with the Pennsylvania Department of Banking and Securities, Bureau of Bank Supervision, at** **ra-bnbnksbmssnsppt@pa.gov****.**

**In order to be considered, comments regarding this application must be received by the Department of Banking and Securities no later than ten (10) business days after the date of publication of this notice.**

Appendix “B”

## Resolution of the Board of Directors or Trustees of

**(Applicant Institution)**

At a meeting of the Board of Directors or Trustees duly called and held on **(Date)**, the following Resolution was adopted:

WHEREAS, it is determined that application should be made to the Department of Banking and Securities of the Commonwealth of Pennsylvania for a Letter of Authority to establish a branch at **(Proposed Address of Branch)**;

NOW, THEREFORE, BE IT RESOLVED, that **(Name of Officer)**, **(Title of Officer)** of this institution, be hereby authorized and directed to prepare and file with the Department of Banking and Securities an application, on behalf of this institution, for a Letter of Authority to establish the aforesaid branch.

I CERTIFY that the above Resolution was adopted at a meeting of the Board of Directors or Trustees held on **(Date)**; that the same has not been rescinded; that the number of duly elected and qualified Directors or Trustees is **(Number)**; that the number of Directors or Trustees attending said meeting was **(Number)**; and that **(Number)** voted in favor of the Resolution, **(Number)** voted against the Resolution, and **(Number)** abstained from voting on the Resolution.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Signature of Secretary

Appendix “C”

**Fixed Assets Investment Ratio Calculation**

**Pursuant to Section 202(e) of the Banking Code of 1965**

**FIXED ASSETS**

|  |  |
| --- | --- |
| Total amount presently on institution’s books $ |       |
| Unexpended cost for any approved but unopened branches $ |       |
| Total cost of other applications submitted but not yet approved $ |       |
| Other unexpended costs previously approved by the Department $ |       |
| Total cost of proposed branch $ |       |
| **Total Investment in Fixed Assets $** |  |

**CAPITAL: Commercial Bank or Stock Savings Bank**

|  |  |
| --- | --- |
| Capital Securities $ |       |
| Preferred Stock $ |       |
| Common Stock $ |       |
| Less: Treasury Stock $ | (     ) |
| Surplus $ |       |
| Fiscal year-end Undivided Profits, as of 12/31/\* $ |       |
| Less: Intangibles $ | (     ) |
| Subtotal $ |       |
| Less: Transfers from Undivided Profits to Surplus or Capital Accounts after fiscal year-end $ | (     ) |
| **Adjusted Capital Funds $** |  |

**CAPITAL: Mutual Savings Bank**

|  |  |
| --- | --- |
| Subordinated Securities $ |       |
| Surplus $ |       |
| General Reserve $ |       |
| Fiscal year-end Undivided Profits, as of 12/31/\* $ |       |
| Less: Intangibles $ | (     ) |
| Subtotal $ |       |
| Less: Transfers from Undivided Profits to Surplus or General Reserve after fiscal year-end $ | (     ) |
| **Adjusted Capital Funds $** |  |

|  |  |
| --- | --- |
| Total Investment in Fixed Assets $ |       |
| Divided by: Adjusted Capital Funds $ |       |
| **Fixed Assets Investment Ratio**  | % |
| **Calculation as of**  | **(Date)** |

\* Use the institution’s most recent year-end Undivided Profits, as of December 31 (unless the institution operates with a fiscal year that ends on a date other than December 31).