***Application for Bank Merger or***

***Combined Holding Company Acquisition and Bank Merger***

This application is to be used for a bank merger/consolidation with or without a holding company acquisition under Title 7 P.S. Section 1601 *et seq* of the Banking Code of 1965 and, if applicable, Section 115 when an existing bank holding company is involved. Applicants should review and understand the applicable requirements of the Banking Code prior to filing an application and consult legal counsel.

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| **Type of Filing**:  |
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|  |

**Holding Company Acquisition**:

Is a holding company acquisition (7 P.S. § 115) involved in the proposed merger(s)?

 [ ]  Yes [ ]  No

**Applicant Bank Information**:

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

*Charter Type: Ownership Structure:*

  

 *Primary Federal Regulator*:



 

 

**Applicant Holding Company Information**:(*Check here if not applicable*: [ ]  )

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  |  *Other*  |

*Federal Reserve Bank Member*:

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

**Target Holding Company Information**:(*Check here if not applicable*: [ ]  )

|  |  |  |  |
| --- | --- | --- | --- |
|  |  |  |  *Other*  |

*Federal Reserve Bank Member*:

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

**Target Bank Information**:

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

|  |  |  |
| --- | --- | --- |
| *Charter Type:* |  | *Ownership Structure:* |
|  |  |  |
|   |  |  |
|   |  |  |
|   |  | *Primary Federal Regulator*:  |
|  |  *State*  |  |
|   |  |  |
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**Resultant Holding Company Information** *(If different from Applicant Holding Company)*:

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

**Resultant Bank Information** *(If different from Applicant Bank)*:

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

**Point of Contact for Applicant(s):**

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

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**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 Applicant or impair the safety or soundness of an Applicant.  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 filing. An acknowledgment will be sent to the Applicant indicating that the application was received and is being reviewed for completeness. Once the application is determined to be complete, a letter will be sent indicating that 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 any checks submitted should be emailed to ra-bnbanksupervision@pa.gov.

**Application Fees:**

Bank Merger: If two or more banks are merging, a check in the amount of $4,000.00 must be submitted and made payable to the *Commonwealth of Pennsylvania Department of Banking and Securities*. If more than two banks will be involved in the merger or consolidation (other than an interim bank incorporated solely to facilitate the proposed transaction) the application fee is $4,000.00 plus $1,000.00 for each bank over two. (For example, $5,000.00 for a merger of three banks).

Holding Company Section 115 Acquisition Included: Filing fee of $5,000, in addition to any Bank Merger fee above, payable to the *Commonwealth of Pennsylvania Department of Banking and Securities* if a holding company is involved and acquiring a bank directly or indirectly in addition to any applicable bank merger fee.

*Corporate Filing Fees*: In addition to the applicable fees above, a check for the fee required to file Articles of Merger or Consolidation made payable to the Pennsylvania Department of State, must also be submitted with the application. The base fee for filing Articles of Merger or Consolidation is $70.00 plus $40.00 for each bank involved in the transaction (for example, $150.00 for merger or consolidation of two banks). If the merger or consolidation will involve multiple steps involving interim entities, a separate filing fee check must be submitted for each Articles of Merger or Consolidation document that will be necessary for the proposed transaction.

All checks should be 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 its 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 must promptly file with the Bureau an amendment disclosing the changes and the specific areas of the previous application that are being updated.

**Section II - Publication Requirements**

*Bank merger, no holding company involved:* Simultaneously with filing the application, the Applicant must cause to be published a notice of filing in a format substantially similar to the sample included in Appendix A. The notice of filing must appear once in a newspaper of general circulation published in the counties where the principal place of business of the merging banks are located.

*Holding company acquisition with Bank merger:* Simultaneously with the filing of the application, the Applicant must cause to be published a notice of filing in a format substantially similar to the sample included in Appendix B. The notice of filing must appear once in a newspaper of general circulation published in the counties where the principal place of business of the merging banks are located.

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

Note: Pursuant to Section 503.E of the Department of Banking and Securities Code, the applications for a holding company acquisition and a bank merger are subject to a 30-day comment period in the *Pennsylvania Bulletin*. Any proof of publication for the above notices that has a publication date longer than 10 days from the date the application is filed may require the Bureau to republish its notice in the *Pennsylvania Bulletin* and delay the processing of the application.

**Section III - Name Reservations**

If the name of the any resulting bank and/or bank holding company will not be identical to the name of one of the banks or bank holding company involved in the merger or consolidation, the proposed name must be reserved with the Department of State. The name of any interim bank or bank holding company that will be incorporated in the Commonwealth of Pennsylvania to facilitate the proposed transaction must also be reserved with the Department of State.

**Section IV - Federal Applications**

A copy of any application and all attachments or exhibits filed with a federal financial regulator in connection with the proposed transaction must be submitted with the application.

**Please Note:** *If an Interagency Bank Merger Act Application (Federal Application) has been filed with the primary federal regulator of the Applicant, Applicant may submit to the Bureau the Federal Application in place of completing Section VI - Questionnaire.*

**Section V – Bank Merger Required Documentation**

The following documentation must be submitted with the Application and designated by the corresponding request letter:

A. A copy of the executed Articles of Merger or Consolidation. If the Articles of Merger or Consolidation are not executed prior to filing the application, draft copies should be attached and fully executed copies submitted when available. Any revisions or modifications to the drafts must be clearly identified when submitted.

If there are any revisions or modifications of executed Articles before a decision is made by the Bureau, Applicant must amend the application indicating revisions or modifications to the Articles, indicate the method the revisions or modifications were adopted and be signed in the same manner as the originals.

B. A copy of the executed plan of merger or consolidation agreement, including any amendments, documentation the Board of Directors or Trustees approved the plan or agreement. If the plan of merger or consolidation agreement are not executed prior to filing the application, draft copies should be attached and fully executed copies submitted when available. Any revisions or modifications to the drafts must be clearly identified when submitted.

If there are any revisions or modifications of an executed plan before a decision is made by the Bureau, Applicant must amend the application indicating revisions or modifications to the Plan, indicate the method the revisions or modifications were adopted and be signed in the same manner as the originals.

C. For each bank involved in the proposed transaction, a copy of the meeting notice and proxy material sent to the shareholders or the consent of the sole shareholder evidencing approval of the merger or consolidation.

D. Documentation evidencing that any required name reservations were made with the Department of State. (If not applicable; check here: [ ]  )

E. A list of all existing or in process branches, limited purpose offices, limited service facilities and administrative offices operated by *each* bank and indicate which, if any, will be discontinued or closed because of the merger or consolidation.

If any branches will be discontinued because of the merger or consolidation, it is not necessary to submit a separate Notice to Discontinue of a Branch(es); however, the Applicant must identify the branches of the Resulting Bank where the accounts will be transferred after the discontinuance is completed. *Also note that a public notice must be posted at each branch to be discontinued. See Appendix “C.”*

F. A list of all existing subsidiaries and affiliates of the merging or consolidating banks and bank holding companies indicating the name, purpose of each subsidiary or affiliate and whether they will remain in existence after the merger or consolidation.

**Section VI - Questionnaire**

1. Describe the transaction’s purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt.

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2. Describe any issues regarding the permissibility of the merger or consolidation with regard to applicable state or Federal laws or regulations (for example, nonbank activities, branching, qualified thrift lender’s test).

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3. Describe any nonconforming or impermissible assets or activities that Applicant or Resultant Bank may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.

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4. Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.

a. Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. Indicate separately for the Applicant and Target Institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnote) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.

b. Projected Combined Statement of Income for the first year of operation following consummation.

c. Pro Forma and Projected Regulatory Capital schedule, as of the end of the most recent quarter and for the first year of operation, indicating:

• Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or not includable subsidiaries), Total Capital (include Tier 3 if applicable).

• Total risk-weighted assets.

• Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).

5. List the directors or trustees and senior executive officers of the Resultant Institution and provide the name, address, position with and shares held in Resultant Institution or holding company, and principal occupation (if a director or trustee).

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6. Describe how the proposal will meet the convenience and needs of the community. For the combining banks, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.

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7. As a result of this transaction, if the Applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:

a. The name of company.

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b. A description of the insurance activity that the company is engaged in and has plans to conduct.

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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.

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8. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate.

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9. Describe any management interlocking relationships (12 U.S.C. 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.

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**Section VII - Certification**

The undersigned do 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.

**Applicant Bank Signatures:**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
| Typed or Printed Name |  | Signature |  | Date |
|  |  |  |  |  |
| Typed or Printed Name |  | Signature |  | Date |
|  |  |  |  |  |

**Applicant Bank Holding Company (if applicable):**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
| Typed or Printed Name |  | Signature |  | Date |
|  |  |  |  |  |
| Typed or Printed Name |  | Signature |  | Date |
|  |  |  |  |  |

Appendix “A”

**FOR BANK MERGERS OR CONSOLIDATIONS NOT INVOLVING A HOLDING COMPANY ACQUISITION**

**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 Bank], with its principal place of business located at [Address, County], filed with the Pennsylvania Department of Banking and Securities, pursuant to the provisions of Chapter 16 of the Banking Code of 1965, as amended, an application for approval to [merge/consolidate] with**

**[Name of Merging or Consolidating Bank]**

**of [City, County, State],**

**under the charter of [Name of Applicant Bank].**

**The corporate title of the resulting bank will be [Name of Resulting Bank].**

**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 thirty (30) days after the date that notice of the filing of this application is published in the *Pennsylvania Bulletin*.  Publication in the *Pennsylvania Bulletin* may or may not appear contemporaneously with this notice. Please check the *Pennsylvania Bulletin* Web site at** [**www.pabulletin.com**](http://www.pabulletin.com/) **to determine the due date for filing comments.**

Appendix “B”

**FOR MERGERS OR CONSOLIDATIONS INVOLVING A HOLDING COMPANY ACQUISITION**

**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 Holding Company], with its principal place of business located at [Address, County, State], filed with the Pennsylvania Department of Banking and Securities, pursuant to the provisions of Section 115 of the Banking Code of 1965, as amended, an application for approval to acquire 100% of**

**[Name of Target Holding Company]**

**of [City, County, State]**

**and thereby indirectly acquire 100% of**

**[Name of Target Bank]**

**of [City, County, State].**

**Subsequent to the proposed transaction, [Name of Target Bank] will merge with and into [Name of Resultant Bank] of [City, County, State], a wholly-owned subsidiary of [Name of Applicant Holding Company].**

**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 thirty (30) days after the date that notice of the filing of this application is published in the *Pennsylvania Bulletin*.  Publication in the *Pennsylvania Bulletin* may or may not appear contemporaneously with this notice. Please check the *Pennsylvania Bulletin* Web site at** [**www.pabulletin.com**](http://www.pabulletin.com/) **to determine the due date for filing comments.**

Appendix “C”

**Public Notice to be Posted for Depositors**

Pursuant to Section 905(e) of the Banking Code of 1965, if the application is approved, the Applicant bank will be required to provide public notice of the discontinuance of all branches that will be discontinued as a result of the merger or consolidation. The public notice, in the form of the sample below, should be posted at each branch office for at least 30 days prior to discontinuance.

**[BANK LETTERHEAD]**

**====================================================================**

TO OUR DEPOSITORS:

NOTICE IS HEREBY GIVEN that pursuant to the provisions of the Pennsylvania Banking Code of 1965, the Pennsylvania Department of Banking and Securities does not object to the discontinuance of this branch, the address of which is [Address of Branch].

Effective on [Date], all operations presently conducted at this office will be transferred to the branch of [Name of Resulting Bank] located at [Address of Branch].

 [Signature]

 Date [Name and Title of Officer]

**Merger or Consolidation Application Submission Checklist:**

[ ]  Are the required filing fees enclosed?

[ ]  Are all questions fully answered?

[ ]  Are all of the required attachments and documentation listed in Section V included?

[ ]  Do the submitted Articles of Merger or Consolidation and the Plan or Agreement of Merger or Consolidation meet the statutory requirements of the Banking Code?

[ ]  Has the required notice been submitted for publication within the next 10 days?

[ ]  Are copies of any federal applications included?