***Approval to Acquire Shares under Title 7 P.S. § 112 Application***

This application is to be used by any individual or entity that Section 112 of the Banking Code of 1965, as amended, requires approval for to acquire, or to make a proposal to acquire, shares of an institution or shares of a corporation which controls an institution. “Institution” is defined as a bank, bank and trust company, trust company, national bank, or stock savings bank located in Pennsylvania. The threshold percentage of control which triggers an application is dependent upon the condition of the institution and the Applicant(s) should consult Section 112.

*(Check appropriate boxes.)*

**Type of Applicant:** **Type of Acquisition:**

Single Individual  Direct Acquisition

Group of Individuals  Tender Offer

Corporation

Partnership

**Name of Depository Institution/Holding Company whose shares are to be acquired:**

*Name of Depository Institution/Holding Company*

**Point of Contact for Application:**

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

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

**Applicant(s) Information:** Name and address of proposed acquirer(s):

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

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

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

*(If additional space is needed, attach on a separate sheet the requested information for each additional Applicant.)*

**SECTION I - General Information and Instructions**

**Relevant Statutory Provisions:** Section 112 of the Banking Code of 1965, as amended, governs the approval to acquire, or to make a proposal to acquire, shares of an institution or shares or a corporation which controls an institution. *See* 7 P.S. § 112. The threshold percentage of control which triggers an application (5% or 10%) is dependent upon the condition of the institution and the applicant(s) should consult Section 112 or contact the Bureau of Bank Supervision for the appropriate threshold. Applicants and their counsel should be familiar with all provisions of Section 112 before filing the application.

**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 filing. An acknowledgment will be sent to the Applicant(s) 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 is complete and has been accepted. Notwithstanding acceptance of the application, additional information or documentation may be required as the application is processed and reviewed.

**Electronic Copies:** The application, supporting documents, and a copy of any check submitted should be emailed to [ra-bnbanksupervision@pa.gov](mailto:ra-bnbanksupervision@pa.gov).

**Fees:** *Application***:** A check in the amount of $1,500 for an individual or $5,000 for a corporation must be submitted and made payable to the Commonwealth of Pennsylvania Department of Banking and Securities.

*Background Check*: A check in the amount of $22 for the Pennsylvania State Police Criminal Record Check made payable to the Commonwealth of Pennsylvania must be submitted per Applicant. The check must be either a Certified Check, Money Order or a Corporate/Attorney check.  **Individual personal checks will not be accepted.**

**Note:** *Corporations are not required to submit to a Pennsylvania State Police Criminal Record Check*.

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 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 Bureau an amendment disclosing the changes and specific areas of the previous application that are being updated.

**Applicant not Individual**:If the Applicant is a corporation or otherwise not an “individual”, the term “person”, as used in this application to refer to the Applicant, will be deemed to refer to the Applicant.

**SECTION II - Publication Requirement**

Pursuant to Section 503.E of the Department of Banking and Securities Code, the Application for Approval to Acquire Shares is subject to a 30-day comment period.

Simultaneously with the filing of this application the Applicant(s) must have a notice of filing published 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 county where the principal place of business of the institution or corporation of which the Applicant(s) is proposing to acquire shares is located. To avoid a delay in processing the application, the notice should be published within 10 days from the date of filing of the application.

Please indicate the following:

The newspaper of general circulation the notice was submitted to:

|  |
| --- |
|  |

The date the notice was submitted for publication:

The date the notice will be published on:

A .pdf of the notarized proof of publication of the required notice indicating a publication date must be emailed to the Bureau at [ra-bnbanksupervision@pa.gov](mailto:ra-bnbanksupervision@pa.gov) for the application to be approved. Any proof of publication 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 PA Bulletin and delay the processing of the application.

**SECTION III - Biographical and Financial Reports**

Attach a complete and fully executed Biographical and Financial Report for each individual Applicant. A copy of the form may be found on the Department’s website and attached hereto as Appendix “B.”

*Corporations*: If the Applicant is a corporation, the requirements for submission of the Biographical and Financial Reports are waived. Instead, each director and officer of the corporate applicant must complete and submit the affidavit attached in Appendix “C.”

**SECTION IV - Federal Applications**

If an Interagency Notice of Change of Control (Federal Application) has been filed with the primary federal regulator of the depository institution or holding company of whose shares are to be acquired, attach a copy of the Federal Application and all attachments and Exhibits thereto to this application.

**Please Note:** *If a Federal Application has been filed, the Applicant may submit to the Bureau the Federal Application in place of completing Part B of the Questionnaire.*

**SECTION V - Questionnaire (Part A)**

1. Is this notice being filed prior to the acquisition, proposal, or offer to acquire shares?



*If the answer is “No,” state the date the shares were acquired and the reason no application was filed prior to acquisition.*

|  |
| --- |
|  |

2. Was the Board of Directors of the subject entity notified of the proposed acquisition of shares? 

*If the answer is “Yes”, attach a copy of the notice to this application.*

3. (a) State the number of shares of the subject entity that are beneficially owned and the

number of shares for which there is a right to acquire, directly or indirectly, by (i) the Applicant(s) and (ii) each family member of the Applicant(s), giving the name and address of each such family member.

*“Beneficial ownership” shall include shares owned by corporations or other business entities in which the person owns an interest.*

*“Family member” shall include, but shall not be limited to, all persons belonging to a common household.*

(b) Provide information pertaining to all such transactions in the class of shares to which this statement relates that were effected during the past 12 calendar months

by the Applicant(s) and by the Applicant’s family members.

|  |
| --- |
|  |

4. Provide information pertaining to any contracts, arrangements, or understandings (written or otherwise) with any person with respect to any shares of the subject entity including, but not limited to, transfer of any of the shares, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or holding of proxies. State the name of the person with whom any such contract, arrangement, or understanding has been entered into and the details thereof.

|  |
| --- |
|  |

5. Attach a copy of any requests or invitations for acquisition of shares or proposals to acquire shares; advertisements requesting or inviting proposals to acquire shares or making a proposal to acquire shares; additional material soliciting or requesting such offers; and solicitations or recommendations to the holders of the shares to accept or reject a proposal or a request or invitation for proposal.

|  |
| --- |
|  |

6. Does the acquirer intend 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? 

*If the answer is “Yes”, provide detail as to the intended plans. If the acquirer plans to significantly change the business strategy the bank must submit a detailed business plan for a three-year period. The submitted business plan should follow the Business Plan Guidelines found on pages 18-25 in the Interagency Charter and Federal Deposit Insurance Application.*

|  |
| --- |
|  |

**SECTION V - Questionnaire (Part B)**

1. For each class of voting securities of the depository institution or holding company to be

acquired, provide the total number of voting shares:

(a) Authorized

(b) Currently outstanding

(c) Pro forma outstanding

|  |
| --- |
|  |

2. Provide the following information for any shares registered or to be registered in another

name (such as a trust, corporation, or partnership), and indicate the names of registered parties, beneficial owners and trustees, as applicable.

|  |  |  |  |
| --- | --- | --- | --- |
| **Full name of each acquirer or transferee** | **Number of shares per class of securities now owned, controlled, or held**  **%** | **Number of shares per class of securities to be purchased by or transferred to the acquirer or transferee %** | **Number of shares per class of securities after completion of acquisition**  **%** |
|  |  |  |  |
| **TOTAL** |  |  |  |
| **Total as percent of shares outstanding per class of securities** |  |  |  |

3. Indicate:

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

(b) Total purchase price for the entire proposed transaction $

(c) The current book value per share $

(d) The current market value per share $

(including date and source of information, if available)

|  |
| --- |
|  |

4. Discuss the proposal, including the purpose, terms, and conditions of the acquisition, and the manner in which the acquisition will be made. Summarize and attach copies of all pertinent documents, such as purchase and sale agreements, shareholder agreements, non-compete agreements, employment contracts, and trust agreements.

|  |
| --- |
|  |

5. Provide the following information.

|  |  |  |
| --- | --- | --- |
| **Name of each acquirer**  **or transferee** | **Total purchase price $** | **Source and amount of funds** |
|  |  |  |
| **TOTAL** |  |  |

1. 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 the documents that can verify the timing of such transaction and the amount of the anticipated proceeds.
2. 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.
3. Indicate the means through which the borrowed funds will be repaid. Provide details if the acquirer will rely on salaries, dividends, fees, or other funds from the depository institution or holding company to be acquired.

|  |
| --- |
|  |

6. Provide the following information.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of each seller or transferor** | **Number of shares per class of voting securities now held**  **%** | **Number of shares per class of voting securities to be sold or transferred**  **%** | **Number of shares per class of voting securities after completion of acquisition**  **%** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| **TOTAL** |  |  |  |
| **Total as percent of total shares outstanding per class of voting securities** |  |  |  |

7. 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.

|  |
| --- |
|  |

8. List and provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock in connection with the proposed acquisition.

|  |
| --- |
|  |

9. 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.

|  |
| --- |
|  |

10. 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 10 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 institution**  **%** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

11. 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.

|  |
| --- |
|  |

**SECTION VI - 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.

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

Appendix “A”

**Notice of an Application Filed by an Individual**

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

**Note:** *The threshold percentage of control is dependent upon the condition of the institution and the Applicant(s) should consult Section 112 of the Banking Code of 1965 for the appropriate figure.*

**NOTICE OF FILING AN APPLICATION**

**Notice is hereby given that on**  *Date* **,**  *Name of Applicants(s)*  **filed with the Pennsylvania Department of Banking and Securities, pursuant to the provisions of Section 112 of the Banking Code of 1965, as amended, an application for approval to purchase or otherwise acquire voting control of shares that will result in control of \_\_% or more of the shares of**  *common/preferred*  **stock of**

*Name of Institution or Corporation*

**of**  *City, County, State*

**and thereby indirectly acquire 10% or more of the ownership or voting control of**

*Name of Institution*

**of**  *City, County, State*  **.**

**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**](mailto: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* Website at** [**www.pabulletin.com**](http://www.pabulletin.com/) **to determine the due date for filing comments.**

**Notice of an Application Filed by a Corporation**

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

**Note:** *The threshold percentage of control is dependent upon the condition of the institution and the Applicant(s) should consult Section 112 of the Banking Code of 1965 for the appropriate figure.*

**NOTICE OF FILING AN APPLICATION**

**Notice is hereby given that on**  *Date* **,**  *Name of Applicants(s)* **, 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 112 of the Banking Code of 1965, as amended, an application for approval to purchase or otherwise acquire voting control of shares that will result in control of \_\_\_% or more of the shares of**  *common/preferred*  **stock of**

*Name of Institution or Corporation*

**of**  *City, County, State*

**and thereby indirectly acquire 10% or more of the ownership or voting control of**

*Name of Institution*

**of**  *City, County, State* **.**

**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**](mailto: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* Website at** [**www.pabulletin.com**](http://www.pabulletin.com/) **to determine the due date for filing comments.**

Appendix B

**BIOGRAPHICAL AND FINANCIAL REPORT**

This is filed with respect to: *Name of Bank/Holding Company*

**Type of Filing: Position:**

 

 

 

 Title: *Title*





**Point of Contact for Report:**

|  |  |  |
| --- | --- | --- |
| 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:** Filers 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 a bank or impair the safety or soundness of a bank. Designations of confidentiality must be prominently indicated.

**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 processing and may cause the Application to be returned to the Applicants.

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

**SECTION II – Federal Applications**

*If the filer is completing an Interagency Biographical and Financial Report (Federal Report) with a federal regulator that relates to the purpose of the filing of this Report, the filer can attach a copy of the fully completed and executed Federal Report in place of completing the remaining sections.* ***Filers must still complete the certification at the end of this Report.***

**SECTION III – Definitions**

*(For the purposes of this Report)*

*Affiliate* means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

*Associated* means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

*Company* means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

*Depository* institution means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

*Management official* includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of $100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

*Principal shareholder* or owner means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

**SECTION IV - Personal Information**

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

If at residence less than five years, list addresses and dates occupied for past five years.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Date From** | **Date To** | **Number and Street** | **State** | **ZIP Code** | **Country** |
|  |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  |  |  |  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Date of Birth:  *Day/Month/Year* | | | | | |
|  | | | | | |
| Place of Birth: |  |  |  |  |  |
|  | City |  | State |  | Country |
|  | | |  | |  |

United States Social Security Number:

Citizenship:

Date if Naturalized:

Country:

If not a United States citizen, provide:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Passport Number: |  | | | | |
| Home Country Identification Number: | | | |  | |
| Immigration File Number: | | |  | | |
| Father's full name: | |  | | | |
| Mother's full name, including maiden name: | | | | |  |

List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it:

|  |
| --- |
|  |

**SECTION V – Employment Record**

List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name/Address of Employer**  **Nature of Business** | **From/To**  **Mo./Yr.** | **Title or Position**  **Nature of Duties** | **Reason for Leaving** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service?  Yes  No

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

|  |
| --- |
|  |

**SECTION VI – Education and Professional Credentials**

List each diploma or degree from high schools, colleges, universities, or other schools.

|  |  |  |  |
| --- | --- | --- | --- |
| **School's Name/Location** | **From** | **To** | **Degree** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **License** | **Issuing Authority** | **Date Issued** | **Status** | **Expiration** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

**SECTION VII – Business and Banking Affiliates**

1. List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

|  |
| --- |
|  |

2. List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

|  |
| --- |
|  |

3. Are you in the process of being considered for a senior executive officer or director position at another depository institution or depository institution holding company?  Yes  No

*If "yes," provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.*

|  |
| --- |
|  |

4. Are you now or are you proposed to be a “management official” of another insured depository institution or depository institution holding company?  Yes  No

*If "yes," explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.*

|  |
| --- |
|  |

**SECTION VIII – Legal and Related Matters**

5. Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:

|  |
| --- |
|  |

6. A charter or license application, a depository institution holding company application, or a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position?  Yes  No

7. A merger application in which you were listed as a director, senior executive officer, or similar position?  Yes  No

8. A notice of change in director or senior executive officer, or similar form, in which you were listed as a director, senior executive officer, or similar position?  Yes  No

9. A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee?  Yes  No

10. Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity?  Yes  No

11. Have you or any depository institution or depository institution holding company with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity?  Yes  No

12. Has any depository institution with which you are or were associated:

1. Been placed into conservatorship or receivership or otherwise failed?

Yes  No

1. Received financial assistance from a federal agency or instrumentality (for

example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)?  Yes  No

1. Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction?  Yes  No

13. Have you or any company with which you are or were associated:

(a) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company?  Yes  No

(b) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor?  Yes  No

(c) Forfeited property in full or partial satisfaction of any financial obligation?

Yes  No

(d) Had a lien placed against property for failure to pay taxes or other debts?

Yes  No

(e) Had wages or income garnished for any reason?  Yes  No

(f) Failed or refused to pay any outstanding judgments?  Yes  No

14. Have you or any company or depository institution with which you are or were associated been involved in any lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:

(a) Any federal or state court?  Yes  No

(b) Any department, agency, or commission of the United States government?

Yes  No

(c) Any self-regulatory organization (for example, NASO, FASB, state bar)?

Yes  No

15. Have you or any company or depository institution with which you are or were associated been arrested for, charged with, indicted for, or convicted of (including a conviction where the record was expunged), or ever pleaded nolo contendere to, any criminal matter (other than minor traffic violations)?  Yes  No

16. If you answer "yes" to any question in 5 through 15, provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the:

* Name and location of any institution, company, party, court, regulatory agency, or self-regulatory organization involved.
* Nature of your association with any institution or company (for example, officer, director, organizer, principal shareholder, or owner).
* Type of any application, notice, or other regulatory or administrative request.
* Nature of any supervisory, enforcement, or administrative action.
* Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation.
* Date of any relevant event.
* Nature of any lawsuit, charge, or proceeding.
* Jurisdiction in which any legal proceeding occurred.
* Resolution or disposition of the matter.

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new depository institution or depository institution holding company, discuss your specific role.

|  |
| --- |
|  |

**SECTION IX – Financial Information**

**Financial Statements:** Financial statements from individuals must have “as of” dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current market value in United States dollars[[1]](#footnote-1) and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

**Financial information “as of date:”**  *As of Date*

|  |  |  |  |
| --- | --- | --- | --- |
| **ASSETS** | **$** | **LIABILITIES AND NET** | **$** |
| Cash on hand and in depository institutions |  | Accounts payable |  |
| Marketable securities  (Schedule A) |  | Notes payable and other loans (Schedule F) |  |
| Notes receivable  (Schedule B) |  | Real estate mortgages (Schedule C) |  |
| Real estate  (Schedule C) |  | Other liabilities  (Schedule G) |  |
| Proprietary interests and other securities (Schedule D) |  | **TOTAL LIABILITIES** |  |
| Retirement funds and other assets  (Schedule E) |  | Net worth (Total assets less total liabilities) |  |
| **TOTAL ASSETS** |  | **TOTAL LIABILITIES AND NET WORTH** |  |

***CONTINGENT LIABILITIES***

1. In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others or through a pending lawsuit?  Yes  No

*If "yes," complete the following:*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name and Address of Debtor or Obligor** | **Name and Address of Creditor or Obligee** | **Description and Value of Collateral** | **Date Due** | **Current Amount $** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **TOTAL** | | | |  |

***SUPPORTING SCHEDULES***

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 8 of this report.

***Schedule A - Marketable Securities***

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D-Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as "other" provided that they account for no more than 10 percent of marketable securities.

|  |  |
| --- | --- |
| **Description** | **Market Value $** |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
| **TOTAL** |  |

***Schedule B - Notes Receivable***

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

|  |  |
| --- | --- |
| **Description** | **Current Balance $** |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
|  |  |
| **TOTAL** |  |

***Schedule C - Real Estate and Related Loans***

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **Description and Location**  **(City and State)** | **Owner of Property** | **Percent Ownership** | **Mortgage Holder** | **Maturity Date** | **Current Market Value\* $** | **Current Balance\*\* $** |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| **TOTAL** | | | | |  |  |

\* Carry TOTAL forward to Assets - Real estate

\*\* Carry TOTAL forward to Liabilities - Real estate mortgages

***Schedule D - Proprietary Interests and Other Securities***

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. *(Submit year-end financial statements, including profit and loss and cashflow statements for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name and Address of Company** | **Legal Form of Company** | **Nature of Business** | **Percent Ownership** | **Current Value $** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
| **TOTAL** | | | |  |

***Schedule E - Other Assets***

Include retirement funds (for example, 401 K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

|  |  |  |
| --- | --- | --- |
| **Description** | **Basis for Valuation** | **Current Value $** |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
|  |  |  |
| **TOTAL** | |  |

***Schedule F - Notes Payable and Other Loans***

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as "other," provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name and Address of Creditor and Loan Origination Information** | **Description and Value of Collateral** | **Maturity Date** | **Current Balance $** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| **TOTAL** | | |  |

***Schedule G - Other Liabilities***

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

|  |  |  |  |
| --- | --- | --- | --- |
| **Payable To** | **Description** | **Maturity Date** | **Current Balance $** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
| **TOTAL** | | |  |

***Cash Flow Statement\****

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Sources of Cash** | **20**  **$** | **20**  **$** | **Projected Current**  **Year 20**  **$** | **Projected Next Year 20**  **$** |
| Salaries, wages, commissions, and other employment income |  |  |  |  |
| Rents, royalties, and investments |  |  |  |  |
| Income from dividends and interest |  |  |  |  |
| Income and other distributions from partnerships |  |  |  |  |
| Other sources\*\* |  |  |  |  |
| Total cash received |  |  |  |  |
| **Uses of Cash** | | | | |
| Personal living expenses (rent, household) |  |  |  |  |
| Fixed obligations\*\*\* |  |  |  |  |
| Income taxes |  |  |  |  |
| Capital contributions to partnerships |  |  |  |  |
| Other uses\*\* |  |  |  |  |
| Total cash outlay |  |  |  |  |
| **NET CASH FLOW (deficit)** |  |  |  |  |

\* Discuss any significant changes on a separate page.

\*\* Itemize on a separate page any items amounting to 10 percent or more of total cash received

or total cash outlay.

\*\*\* Fixed obligations include debt service on all loans and any budgeted capital improvement

expenditures for real estate investments. Any loan proceeds or debt service related to this

transaction should be included in projections for other sources or uses.

**CERTIFICATION**

The information contained in this Report, including the information set forth in all the exhibits attached hereto, is true, correct, and complete subject to the punishment and penalties for false statements provided for by 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

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

Appendix “C”

**CORPORATE OFFICER BIOGRAPHICAL REPORT FOR SECTION 112**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |
| (Last Name) |  | (First Name) |  | (Middle) |

Type or print this report. An answer to each item is required. If the answer is “No,” “None,” or “Not Applicable,” so state. If an item of information called for is “Unknown”, so state. If space provided on this form is inadequate, attach a separate schedule. All such schedules must be keyed to the questions on this form and be signed and dated.

**SECTION I -- INFORMATION**

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

**SECTION II -- EDUCATION**

List, in reverse chronological order, the required information regarding all institutions of higher learning you have attended.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of College/School** | **From** | **To** | **Degree Received** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

**SECTION III -- EMPLOYMENT HISTORY**

List, in reverse chronological order, the required information regarding your present employment or self-employment (if unemployed, so state) and each past employment, self-employment, or period of unemployment during the past 10 years.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name/Address of Employer**  **Nature of Business** | **From/To Mo./Yr.** | **Title of Position Nature of Work** | **Reason for Leaving** |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

**SECTION IV -- CRIMINAL OFFENSES**

1. Have you ever been indicted on, convicted of, or pleaded *nolo contendere* to any criminal matter (other than traffic

violations) in any State or Federal Court? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |  |
| --- | --- | --- | --- |
| **Nature of Charge** | **Date** | **Jurisdiction and Location** | **Disposition** |
|  |  |  |  |

1. Has any business or enterprise with which you are or were associated as a partner, officer, director, or major shareholder

(owning 5% or more of the outstanding voting stock) been the subject of an indictment, conviction or plea of *nolo contendere* on any criminal matter involving dishonesty or breach of trust? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Business** | **Your interest** | **Nature of Charge** | **Date** | **Jurisdiction and Location** | **Disposition** |
|  |  |  |  |  |  |

**SECTION V -- LEGAL MATTERS**

Have you been subject to any lawsuits, administrative and/or other proceedings, and non-criminal investigations that involve you and are now pending or have been terminated within the last three years (Please include in “Exhibit C” lawsuits, administrative and/or other proceedings, and non-criminal investigations involving you personally as well as corporations or other business entities in which you hold or held, directly or indirectly, a 5% or more ownership interest. Please note that the phrase “non-criminal investigations” includes, but is not limited to, investigations conducted by any government agency of any kind whatsoever)? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |
| --- | --- | --- |
| **Name of Authority** | **Nature of Proceedings** | **Disposition and Date** |
|  |  |  |

Have you been party to a bankruptcy, receivership, assignment, or other similar proceedings for the benefit of creditors of which you are or were the subject personally? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |
| --- | --- | --- |
| **Name of Court and Docket No.** | **Nature of Proceedings** | **Filing and Disposition Date** |
|  |  |  |

Have you been party to a bankruptcy, receivership, assignment, or other similar proceedings for the benefit of creditors summary that involved a corporation or other similar business entity in which you hold or held, directly or indirectly, a 5% or more ownership interest? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |
| --- | --- | --- |
| **Name of Court and Docket No.** | **Nature of Proceedings** | **Filing and Disposition Date** |
|  |  |  |

**SECTION VI JUDGMENTS**

Do you have any outstanding unsatisfied judgments for which you are personally liable, as well as any and all outstanding unsatisfied judgments against a corporation or other business entity in which you hold, directly or indirectly, a 5% or more ownership interest? 

If “Yes”, attach a separate schedule with the following details.

|  |  |  |
| --- | --- | --- |
| **Date of Judgment** | **Nature of Judgment** | **Jurisdiction judgment was issued** |
|  |  |  |

I, *Name of Affiant*  (Name of Affiant), certify that the information contained in this affidavit, including the information set forth in all of the exhibits attached hereto, is true, correct, and complete subject to the punishment and penalties for false statements provided for by 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

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

**Section 112 Application Submission Checklist:**

 Are the required filing fees enclosed?

Are all questions answered?

Are all required attachments and documentation included?

Has the required notice been submitted for publication within the next 7 days?

Are copies of any Federal Applications included?

Are Biographical and Financial Reports for **each** individual Applicant included?

If a corporation, is the required affidavit included for each director and officer?

Are the Biographical and Financial Reports complete and all necessary attachments included?

Is the application executed by all required parties?

1. Provide the foreign currency exchange rate and conversion date, if applicable. [↑](#footnote-ref-1)