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Comptroller of the Currency  
Administrator of National Banks

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Washington, DC 20219

(Insert Date)

*(Insert Name and Address)*

Subject: Request for Appraisal of Stock involving *(insert bank name, city, state)*

Dear Mr. or Ms. *(insert name)*:

The Comptroller of the Currency (OCC) acknowledged receipt of a letter of dissent dated *(insert date)* from *(insert name of dissenting shareholder)* requesting the OCC perform a stock appraisal of *(insert bank name, city, state)*. A copy of that acknowledgment letter is enclosed.

Prior to beginning the appraisal process, the OCC must verify that the dissenting shareholder perfected his or her rights. Accordingly, for the dissenting shareholder, would you confirm that:

- The dissenting shareholder provided written notice of his or her dissent prior to the shareholders meeting or voted against the *(merger, consolidation, conversion)* at the shareholders meeting and
- The dissenting shareholder reconfirmed his or her dissent and relinquished the bank stock certificates within 30 days of being informed of the consummation date, if that date was after the date of consummation

To assist us in preparing the appraisal, also provide the following information:

- Detailed information on all trades involving the bank's common stock for the three prior to the merger (including the date of the trade, number of shares traded, trade price, seller's name, purchaser's name, and whether or how the seller or purchaser was an insider at the time of the trade).
- The number of shares of common stock outstanding at year-end for the last five years.

- The date of the shareholders' meeting for the (*merger, consolidation, conversion*).
- The number of dissenting shares voted at the shareholders' meeting.
- The name, address, and phone number of each dissenting shareholder.
- A copy of the proxy material or information statement for the merger transaction containing the terms of the merger agreement.
- A copy of all stock appraisals or other valuation reports used to determine the value for buying out minority shares.
- Summary of extraordinary income and expense items for the four-quarter period ending<sup>1</sup> \_\_/\_\_/\_\_, as well as for the last full five years of operation
- A description of any unusual aspects of the transaction.
- Any other relevant information you would like to share with the OCC.

We request that you submit the requested information to us within 30 days. In addition, provide each dissenting shareholder with a copy of your response. If you have any questions, you may contact me at (202) 874-5060.

Sincerely,

Name  
Title

Enclosures

cc: Dissenting Shareholders

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<sup>1</sup> Use the quarter ending immediately prior to the appraisal date unless the appraisal date is at quarter end.