

Draft 4/30/2008

Attachment 1

APPLICATION
TO THE
BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
FOR MEMBERSHIP IN THE FEDERAL RESERVE SYSTEM

Corporate Title of APPLICANT

Head

Street Address of Principal Office

City

County

State

Zip Code

Insert A

Please check: Draft Final *e*

Date of Application: _____

An application is authorized by Sections 9 and 19 of the Federal Reserve Act, 12 U.S.C. 321-328; and related provisions of law, and Section 208.3 of Regulation H.

~~NOTE:~~ A bank located outside the United States in a dependency or insular possession which desires to be admitted to the System under Section 19 of the Federal Reserve Act (12 U.S.C. 466) should contact the Federal Reserve Bank of which it wishes to become a member or at which it wishes to maintain reserves.

ant e-mail address

Name, title, address, and telephone number of person(s) to whom inquiries concerning this application may be directed:

*Insert: Burden paragraph
from page 2*

Insert A

Does Applicant request confidential treatment for any portion of this submission?

Yes

In accordance with page __ of the instructions, a letter justifying the request for confidential treatment is included.

The information for which confidential treatment is being sought is separately bound and labeled "CONFIDENTIAL."

No

Move Cover to Page

GENERAL INFORMATION AND INSTRUCTIONS

Public reporting burden for this collection of information is estimated to average 4.0 hours per response, including the time to gather and maintain data in the required form and to review instructions and 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: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0046), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor and an organization (or person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

~~should contact the appropriate Reserve Bank about whether the filing of a draft application is appropriate.~~ *Insert C*

If Applicant is a de novo bank, it should complete Section I. If Applicant is a currently operating bank, it should complete Section II. If Applicant is a newly formed, nonoperating bank formed solely to facilitate acquisition of an existing bank, it should complete Section III. All numbered items on the appropriate section should be answered; if the question is not applicable or if the answer is "none," so state.

May Use This Form

Who Must File This Application

This form should be used for an application filed by a newly organizing bank that seeks to become a state member bank, or an existing bank or savings institution that seeks to convert to a state member bank status, must file this application.

Applicant also must complete the appropriate Federal Reserve Bank stock application form for its charter type (FR 2083A or FR 2083B) and the Certificate of Organizers or of Directors (FR 2083C).

Preparation of Application

from For relevant filing information, Applicants should consult the Board's Regulation H (12 CFR Part 208), a copy of which is available on the Board's public website at <http://www.federalreserve.gov/regulations/> or through any Reserve Bank. Additional filing information is available on the Board's public website at <http://www.federalreserve.gov/generalinfo/applications/afi/>. ~~As indicated on the FR 2083 cover page, an application may first be submitted in draft form.~~

Answers to questions should be numbered in accordance with the format of this application. The application should be bound and page-numbered consecutively with numbers appearing at the bottom of each page.

Eligible banks, as defined in Section 208.2(e) of the Federal Reserve's Regulation H (12 CFR 208.2(e)), and certain de novo banks controlled by bank holding companies that meet criteria in Section 225.14(c) of the Federal Reserve's Regulation Y (12 CFR 225.14(c)), are eligible for expedited processing. See Section 208.3(c) of Regulation H (12 CFR 208.3(c)). The letter submitting the completed application should clearly indicate if Applicant is seeking expedited processing.

head
Inquiries regarding the preparation and filing of applications should be directed to the Reserve Bank of the Federal Reserve district in which the main office of Applicant is or will be located ("appropriate Reserve Bank"). Applicants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the application. Name check and financial information (including the submission of fingerprint cards) may be required for certain individuals associated with a proposed transaction. Such information should be submitted on the Interagency Biographical and Financial Report (FR 2081c; OMB No. 7100-0134), and may be submitted in advance of the application; fingerprint cards must be submitted separately. Contact the appropriate Reserve Bank for further guidance.

Supporting Information

The formal questions in the application are not intended to limit Applicant's presentation. In this regard, Applicant bears the full burden of presenting and documenting a case to meet the statutory criteria for approval. Supporting information for any or all factors, setting forth the basis for Applicant's judgment, may accompany the application.

and to determine whether a pre-membership examination of Applicant will be required

~~Confidentiality~~

Insert D
~~Under the provisions of the Freedom of Information Act (5 U.S.C. 552), the application is a public document and available to the public upon request.~~

The Federal Reserve reserves the right to require the filing of additional statements and information. If any information initially furnished in the application changes significantly during the processing of the application, such changes should be communicated promptly to the Reserve Bank.

Insert B
~~De novo banks seeking Federal Reserve membership should submit the initial filing on a draft basis. The organizers of certain de novo banks may be required to meet with Reserve Bank officials during the application review process. Currently operating banks should contact the appropriate Reserve Bank to determine whether a pre-membership examination must be conducted. All Applicants~~

~~If Applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. The request for confidential treatment must be submitted in writing concurrently with the submission of the application, and must discuss in detail the justification for confidential~~

Insert B

If a proposed new operating bank is involved, Applicant should contact the appropriate Reserve Bank (before the review processes for the charter and deposit insurance of the proposed new bank begin) to determine when the membership application should be filed with the Federal Reserve.

Insert C

In addition, the appropriate Reserve Bank should be consulted regarding the appropriate time(s) to file any other related Federal Reserve application(s), including any bank branch applications, bank merger applications, or bank holding company applications to acquire bank shares.

With respect to applications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects Applicant to certify that it has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant application record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "CONFIDENTIAL." However, it shall be understood that, without prior notice to Applicant, the Board may disclose or comment on any of the contents of the application in the Order or Statement issued by the Board in connection with its decision on the application. The Board's staff normally will apprise Applicant in the course of the review process that such information may need to be disclosed in connection with the Board's action on the application.

For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

treatment. Such justification must be provided for each response for which confidential treatment is requested. Applicant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Applicant must demonstrate that disclosure would meet either the "substantial competitive harm" or "unwarranted invasion of personal privacy" tests.)

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "CONFIDENTIAL."

Applicant should follow this same procedure on confidentiality with regard to filing any supplemental information to the application.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Applicant of any decision to make available to the public information labeled "CONFIDENTIAL." However, it shall be understood that without prior notice to Applicant, the Federal Reserve may disclose or comment on any of the contents of the application in the Order or Statement issued by the Federal Reserve in connection with its

decision on the application. The Federal Reserve's staff normally will apprise Applicant in the course of the applications process that such information may need to be disclosed in connection with the Federal Reserve's action on the application.

~~Related Applications~~

If consummation of the proposal is dependent upon separate approval by the Federal Reserve of other applications, such as a merger or bank holding company acquisition of bank shares, such application should be filed concurrently with this application.

~~Preliminary Charter Approval~~

If a proposed new operating bank or a charter conversion for an existing bank is involved, Applicant should have received at least preliminary approval of the new charter before filing this application in final form. Applicant should contact the Reserve Bank during the charter process.

~~Compliance~~

The Federal Reserve ~~expects~~ Applicant to comply with all representations and commitments made in this application. Applicant should immediately contact the appropriate Reserve Bank if there is any change in the structure of the proposal prior to consummation.

is expected

*New Filing Certification
Insert E*

Insert E

Filing Certification

The completed application must be submitted to the appropriate Reserve Bank with the following certification, signed and dated by an authorized official of the proposed member bank:

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission to the best of my knowledge and belief. 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 USC 1001 and 1007.

I also certify, with respect to any information pertaining to an individual and submitted to the Board in (or in connection with) this application, that the Applicant has the authority, on behalf of the individual, to provide such information to the Board and to consent or to object to public release of such information. I certify that the Applicant and the involved individual consent to public release of any such information, except to the extent set forth in a written request by the Applicant or the individual, submitted in accordance with the Instructions to this form and the Board's Rules Regarding Availability of Information (12 CFR Part 261), requesting confidential treatment for the information.

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I request that examiners be assigned to make any investigations necessary.

I acknowledge that approval of this application is in the discretion of the Board of Governors of the Federal Reserve System. Actions or communications, whether oral, written, or electronic, by the Federal Reserve or its employees in connection with this filing, including approval if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, the United States or any other entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of the Federal Reserve to exercise its supervisory, regulatory, or examination powers under applicable laws and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agency of the Federal Reserve or of the United States.

SECTION I

De Novo Bank

FINANCIAL AND MANAGERIAL INFORMATION

Provide the following:

1. Provide a copy of the Interagency Charter and Federal Deposit Insurance Application ("ICDIA") filed with the state and federal regulatory agencies in connection with this proposal.

NOTE: The Federal Reserve does not require: (1) notice of publication of an application for membership; (2) ~~an electronic copy of the information in the application~~; or (3) the Oath of Directors in connection with the ICDIA. In addition, the Federal Reserve does not require responses to 4(b), 5(g) and 5(i) of the ICDIA because factors under the Community Reinvestment Act, the National Environmental Policy Act, and National Historic Preservation Act are not within the factors considered by the Federal Reserve in granting membership. The Federal Reserve

a copy of the electronic version of the ICDIA information provided to other banking agencies.

has different fingerprint requirements than those reflected in the ICDIA. Accordingly, an applicant must consult with the appropriate Reserve Bank to determine which individuals associated with a proposal should submit fingerprint cards.

- a. If projections contained in the ICDIA do not indicate profitable operations by the end of the third year, comment as to the reasons why and provide an estimate of the period that will be required before operations become profitable.
- b. With respect to the proposed bank's capital accounts, de novo banks must comply with the Federal Reserve capital requirements for de novo banks.
- c. Estimate the date on which the new bank expects to open for business.

SECTION II

Currently Operating Bank

FINANCIAL AND MANAGERIAL INFORMATION

Provide the following:

1. Description of any plans of Applicant (and/or Applicant's parent company) to raise Tier 1 or Tier 2 capital. *that reflects*

2. A list of the principals of Applicant (and/or Applicant's parent company) *or replace* include any proposed changes or additions to this list after Applicant becomes a member, providing information with respect to each principal as follows:

a. Name and address (city and state/country). If the principal's country of citizenship is different than the principal's country of residence, then state the country of citizenship; *his or her*

b. Titles or positions with Applicant (and/or Applicant's parent company);

c. Number and percentage of each class of shares of Applicant (and/or Applicant's parent company) that are owned, controlled or held with power to vote by this individual. Show separately for each listed shareholder the number of Applicant's shares held less than twelve months prior to date of application and furnish full details of the purchases including dates and costs; *and other immediate family*

NOTE: In responding to item 2.c or 2.e, include shares owned, controlled or held with power to vote by principal's spouse or dependents. Also, give record of ownership and, to the extent known, information on shares held by trustees, nominees, or in street names. *is available. beneficial ownership of*

d. Principal occupation if other than with Applicant; *(and/or Applicant's parent company)*

e. If 10 percent or more of the outstanding shares in any other depository organization are held by a principal, give name and location of the other depository organization. Information that has been collected and updated within the past twelve months may be submitted unless Applicant has reason to believe that such information is incorrect. *insert F*

1. The term principal as used herein means any individual who (1) owns 10 percent or more of the outstanding voting shares; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates or has the authority to participate in, major policy-making functions, whether or not the individual has an official title or is serving without compensation. An individual that qualifies as a principal may be a person, company, or trust, as well as a group of individuals (persons, companies, and/or trusts). The group of individuals are presumed to be acting in concert under 12 CFR 225.41(d), and may include, but not be limited to, immediate family members as defined in 12-CFR 225.41(b)(3). If Applicant believes that any individual (or group of individuals) should not be regarded as a principal, Applicant should so indicate and give reasons.

2. For this purpose "depository organization" means a commercial bank (including a private bank), a savings bank, a trust company, a savings

f. All new principals that intend to own less than 10 percent of Applicant (or Applicant's parent company) should submit the biographical section of the Interagency Biographical and Financial Form. All new principals that intend to own 10 percent or more of Applicant (or Applicant's parent company) should submit all sections of the Interagency Biographical and Financial Form.

3. A description of recent or anticipated changes in the management of Applicant (or Applicant's parent company). The biographical section of the Interagency Biographical and Financial Form should be provided for any proposed officers or directors of Applicant. *not already provide in response to question 2 f). new*

4. A discussion of management's plans for the bank, including proposed changes in products or services.

5. A list of management officials³ who are also management officials of any other depository organization located in the same Metropolitan Statistical Area (MSA) as Applicant, or—if Applicant is not located within an MSA—in cities, towns or villages whose borders are within ten road miles at their closest point to the city, town, or village where Applicant's main office or branch is located. Give name and location of other depository organizations and position held in such organization.

6. Identity of an affiliate. If the bank plans to be affiliated with another bank or holding company, give full details regarding the proposed affiliation. *Applicant become*

7. For each subsidiary of Applicant, (a) name and location; (b) brief description of business activities; (c) number of shares of each class outstanding and number owned or controlled by the bank; and (d) recent financial statement. *provide the following information*

8. A copy of the charter (certificate of authority to commence business) and articles of incorporation of the bank, with all amendments to date, recently certified by the appropriate state official. (If Applicant has been involved in a consolidation whereby all rights, franchises, and interests of constituent institutions pass by operation of law to the consolidated bank, information should be furnished as to any corporate powers acquired by the bank by virtue of such consolidation other than

and loan association, a homestead association, a cooperative bank, an industrial bank, a credit union, a bank holding company, or another depository holding company.

3. "Management official" means an employee or officer with management functions (including an advisory director or honorary director), a trustee of a business organization under the control of trustees (e.g., a mutual savings bank), or any person who has a representative or nominee serving in any such capacity. (See the Board's Regulation L, 12 C.F.R. 212.2(h) and (k).)

that reflects
or replace
his or her
and other immediate family
is available. beneficial ownership of
insert F
provide the following information
Applicant become
provide the following information
and the legal authority for those activities
or depository institution holding company
insert G
insert H

Insert F

In addition, if the proposed acquirer(s) is(are) not existing banks or bank holding companies, explain briefly the business activities of the acquiring party(ies).

Insert G

The term principal as used herein means any individual, corporation, or other entity that (1) owns or controls, directly or indirectly, individually or as members of a group acting in concert, 10 percent or more of the outstanding shares of any class; (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates, or has the authority to participate in major policy-making functions, whether or not the individual has an official title or is serving without compensation. If Applicant believes that any such individual should not be regarded as a principal, Applicant should so indicate and give reasons for such opinion.

Insert H

For purposes of this application, a “depository institution” is defined as a commercial bank (including a private bank), a savings bank, a trust company, a savings and loan association, a homestead association, a cooperative bank, an industrial bank, or a credit union.

those shown in its charter or articles of incorporation). ~~If~~
~~Applicant is converting to a state charter from a national charter,~~ the charter and Articles of Incorporation may be submitted in draft form (i.e. certification is not required).

COMPETITION, AND CONVENIENCE AND NEEDS

- 1. Indicate the specific location of the bank and all branches. Include a description of the general market area (i.e., MSA,

an organizing bank or an existing bank that is

county, city, or other such overall trade area) in which the bank and its branches are located. The discussion should include the size(s) in terms of population, the principal elements of the local economy, and the future economic outlook.

- 2. Provide a statement of corporate powers granted by the state or functions that have been or are now being exercised or performed other than those usual to commercial banking.

or expect to be located.

as soon as the documents become available.

If the proposed transaction involves the issuance of a new charter,

SECTION III

Non-Operating Bank

If Applicant is a newly formed, non-operating "shell," formed solely to facilitate the acquisition of an existing bank, provide an introductory statement outlining full details of the proposed transaction.

If the bank to be acquired or merged into the shell is a state member of the Federal Reserve System, no further information is necessary unless specifically requested by the appropriate Reserve Bank. If the bank to be acquired or merged into the shell is not a

state member bank, provide the information requested in Section II, omitting only numbered item 6, the contents of which should be included in the introductory statement requested above. In either case, the statement requested above should include any proposed changes, such as changes in the directorate or official staff, that will attend the transaction. If the information required is provided in a related application, such material may be incorporated by reference.

financial or managerial

APPLICATION FOR FEDERAL RESERVE BANK STOCK

(Date of Application)

At a meeting of the _____,
(Governing Board) _____,
(City or town) _____, _____,
(State) _____, duly

called and held on the _____ day of _____, _____, the following resolution was adopted:

"WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank for membership in the Federal Reserve System in accordance with the provisions of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant thereto;

"WHEREAS, this bank reported on its most recent Report of Condition (or contemplates reporting after the formation, merger, or consolidation on _____) paid-up capital of \$ _____ and paid-up surplus of \$ _____ and _____
(Date of transaction) _____ *and a related equity adjustment of \$ _____* (City) _____

"WHEREAS, under the provisions of the Federal Reserve Act, such a bank applying for membership in the Federal Reserve System is required to subscribe to stock in a Federal Reserve Bank in a sum equal to six percent of the paid-up capital stock and surplus¹ of such applying bank; *and necessary*

"NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and the Cashier or Secretary of this bank be and they are hereby authorized, empowered, and directed to make application for and to subscribe to the appropriate number of shares, of a par value of \$100 each, of the capital stock of the Federal Reserve Bank of _____, as determined on the basis of the capital stock and surplus, as defined in Regulation I, of this bank as of the date upon which its membership in the Federal Reserve System becomes effective; to pay for² such stock in accordance with the provisions of the Federal Reserve Act; to agree for and in behalf of this bank that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law that are applicable to state banks and trust companies which become members of the Federal Reserve System; and to agree for and in behalf of this bank that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank."

I hereby certify that the foregoing is a true and complete copy of a resolution duly adopted by the Board of Directors of this bank on the date specified and still in full force and effect.

Secretary or Cashier

(Corporate title of applying bank)

(City or town)

(State)

1. In the case of a de novo bank, in order to avoid the necessity of making applications for additional stock in the Federal Reserve Bank, as additional installments of the capital stock and surplus of the applying bank are paid in, application may be made for stock in the Federal Reserve Bank in an amount equal to six percent of the authorized capital of the applying bank plus six percent of the

amount of surplus, if any, which the subscribers to the capital stock of the applying bank have agreed to pay in.

2. One-half of the amount of the bank's subscription shall be paid to the Federal Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

Insert I

This application should be sent to the FEDERAL RESERVE BANK of your district.

Insert I

In accordance with Regulation I, the capital stock and surplus of a member bank includes the paid-up capital stock and paid-up surplus of the bank (for both common and preferred stock), less any net deficit amount reported by the bank on its report of condition as retained earnings and accumulated other comprehensive income. This latter equity adjustment is made only if a net negative amount is to be reported for those two categories on the bank's report of condition; otherwise no adjustment is necessary. In the case of a de novo bank, in order to avoid the necessity of making applications for additional stock in the Federal Reserve Bank, as additional installments of the capital stock and surplus of the applying bank are paid in, application may be made for stock in the Federal Reserve Bank in an amount equal to six percent of the authorized capital of the applying bank plus six percent of the amount of surplus, if any, which the subscribers to the capital stock of the applying bank have agreed to pay in.

Deleted: in

Deleted: in

Pursuant to the foregoing resolution, _____,
(Corporate title of applying bank)

_____, _____, hereby makes application for and subscribes to
(City or town) (State)

_____ shares³ of the capital stock of the Federal Reserve Bank of _____, of a par value of \$100 each, as determined on the basis of the capital stock and surplus, as defined in Regulation I, of this bank as of the date upon which the membership of this bank in the Federal Reserve System becomes effective; agrees to pay for the same in accordance with the provisions of the Federal Reserve Act; agrees that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law that are applicable to state banks and trust companies which become members of the Federal Reserve System; and agrees that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank.

The required information, as indicated in the General Information and Instructions, is attached to and made a part of this application.

_____, _____, _____
(Corporate title of applying bank) (City or town) (State)

[SEAL]⁴

By _____
President or Vice President

ATTEST:

Secretary or Cashier

3. If six percent of the paid-up or authorized capital and surplus, whichever is adopted as the base of this application, amounts to a sum not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.

4. If the seal of the bank has not been obtained, or if a seal is not required under state law, it may be omitted from the application.

APPLICATION FOR FEDERAL RESERVE BANK STOCK

(Date of Application)

At a meeting of the _____,
(Governing Board) _____,
(City or town) _____, _____,
(State) _____, duly

called and held on the _____ day of _____,
(Year) _____, the following resolution was adopted:

"WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank for membership in the Federal Reserve System in accordance with the provisions of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant thereto;

"WHEREAS, this bank reported on its most recent Report of Condition (or contemplates reporting after the formation, merger, or consolidation on _____) total deposit liabilities \$ _____; and (check one)
(Date of transaction) *1/01*

Mutual savings banks authorized to purchase Federal Reserve Bank stock.¹

"WHEREAS, under the provisions of the Federal Reserve Act, such a bank applying for membership in the Federal Reserve System is required to subscribe to capital stock in the Federal Reserve Bank in an amount equal to six-tenths of one percent of its total deposit liabilities as reported on the bank's most recent Report of Condition (or as reported above) and as permitted by the laws under which it was organized;

Mutual savings banks not authorized to purchase Federal Reserve Bank stock.

"WHEREAS, this bank is not permitted by the laws under which it was organized to purchase stock in a Federal Reserve Bank; and

"WHEREAS, such a bank applying for membership in the Federal Reserve System is required, upon admission to the System, to deposit with the Federal Reserve Bank an amount equal to the amount which it would have been required to pay in on account of a subscription to capital stock of the Federal Reserve Bank if authorized to purchase such stock;

"NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and the Treasurer, *cashier* or Secretary of this bank be and they are hereby authorized, empowered, and directed to make application for and to subscribe to the appropriate number of shares, of a par value of \$100 each, of the capital stock of or, in the case of a mutual savings bank not authorized to purchase Federal Reserve Bank stock, application for permission to deposit the appropriate amount with, the Federal Reserve Bank of _____, as determined on the basis of the total deposit liabilities of this bank as reported on the bank's most recent Report of Condition (or as reported above); to pay for² such stock or deposit in accordance with the provisions of the Federal Reserve Act; to agree for and in behalf of this bank that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law that are applicable to mutual savings banks which become members of the Federal Reserve System; and to agree for and in behalf of this bank that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank."

I hereby certify that the foregoing is a true and complete copy of a resolution duly adopted by the _____
(Governing Board)
of this bank on the date specified and still in full force and effect.

(Corporate title of applying bank) _____, _____,
(City or town) _____, _____,
(State) _____
Secretary or Treasurer, Cashier, or Secretary

1. Including mutual savings banks previously admitted to membership.
2. One-half of the amount of the bank's subscription shall be paid to the Federal Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

This application should be sent to the FEDERAL RESERVE BANK of your district.

Pursuant to the foregoing resolution, _____,
(Corporate title of applying bank)

_____,
(City or town) (State), hereby makes application for _____

shares,³ of a par value of \$100 each, of the capital stock of (or, in the case of a mutual savings bank not authorized to purchase Federal Reserve Bank stock, application for permission to deposit the appropriate amount with) the Federal Reserve Bank of _____, as determined on the basis of the total deposits liabilities of this bank as reported on the bank's most recent Report of Condition (or as reported above); agrees to pay for the same in accordance with the provisions of the Federal Reserve Act; agrees that, upon its admission to membership in the Federal Reserve System, it will comply with all the requirements of the Federal Reserve Act and the regulations of the Board of Governors of the Federal Reserve System made pursuant to law which are applicable to mutual savings banks which become members of the Federal Reserve System; and agrees that reports and information regarding this bank may be interchanged between the Federal Reserve Bank of _____ and all state or federal supervisory authorities having jurisdiction of this bank.

The required information, as indicated in the General Information and Instructions, is attached to and made a part of this application.

(Corporate title of applying bank) (City or town) (State)

[SEAL]⁴

By _____
President or Vice President

ATTEST:

Secretary or Treasurer, Cashier or Secretary

3. If six-tenths of one percent of total deposit liabilities amounts to a sum not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.

4. If the seal of the bank has not been obtained, or if a seal is not required under state law, it may be omitted from the application.

CERTIFICATE OF ORGANIZERS OR OF DIRECTORS*

We, the undersigned directors (or organization committee) of the _____,
(Corporate title of applying bank)

_____, _____, certify, to the best of our knowledge and belief,
(City or town) (State)

that the required information submitted herewith contains a true and complete statement of the actual (or anticipated in the case of a new bank) condition of this bank on the date(s) specified; that such statement includes all of the assets and liabilities of the bank; that the capital stock and surplus, as defined in Regulation ~~H~~, is unimpaired (this clause does not apply to mutual savings banks); and that the supplemental information submitted with and made a part of the application of this bank for membership in the Federal Reserve System is true to the best of our knowledge and belief.

I

(Name) (Date)

(Name) (Date)

(Name) (Date)

(Name) (Date)

(Name) (Date)

(Name) (Date)

(Name) (Date)

*Should be signed by all directors (except directors who have previously signed as organizers), and may be executed in counterparts. Type name under each signature. If a new bank is involved and officers and directors have not yet been elected, this form should be signed by the members of the organization committee. If the signers have any reservation as to any of the clauses in the certificate, an explanation similarly signed should be attached to this sheet.

Draft 4/30/2008

Attachment 2

APPLICATION FOR FEDERAL RESERVE BANK STOCK

(Date of Application)

Public reporting burden for this collection of information is estimated to average 0.5 hours per response, including the time to gather and maintain data in the required form and to review instructions and 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 Secretary, Board of Governors of the Federal Reserve System,

Washington, D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0042), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

At a meeting of the Board of Directors of _____
Legal Name of Organizing Bank

_____, duly called and held on the _____ day of _____, _____, Year

the following resolution was duly adopted.

"WHEREAS, the Board of Directors, on behalf of this bank, desires to subscribe to the capital stock of the Federal Reserve Bank of the district in which this bank is located, in accordance with the provisions of the act of Congress approved December 23, 1913, as amended, and known as the Federal Reserve Act;

"WHEREAS the authorized capital of this bank is \$ _____, and the subscribers to its capital stock have agreed to pay in a surplus of \$ _____;

"WHEREAS, it is contemplated that this bank will have a paid-up capital of \$ _____ and a paid-up surplus of \$ _____ at the time it is authorized by the Comptroller of the Currency to commence business; and

"WHEREAS, six percent of such [authorized/paid-up]¹ capital and surplus [amounts/will amount] to \$ _____ ;

"NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and Cashier or Secretary of this bank be, and they are hereby, authorized, empowered, and directed to make application for and to subscribe to the appropriate number of shares, of a par value of \$100 each, of the capital stock of the Federal Reserve Bank of _____ and to pay for² such stock in accordance with the provisions of the Federal Reserve Act."

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of this bank on the date specified and still in full force and effect.

_____, Cashier or Secretary

Pursuant to the foregoing resolution this bank hereby subscribes to and makes application for _____ shares³ of the capital stock of the Federal Reserve Bank of _____, of a par value of \$100 each, amounting to \$ _____, and agrees to pay for same in accordance with the provisions of the Federal Reserve Act.

Legal Name of Organizing Bank

City or Town and State

ABA Number

By _____, President or Vice President

[Seal of Bank]⁴

Attest: _____, Cashier or Secretary

Insert J

1. In order to avoid the necessity of making applications for additional stock in the Federal Reserve Bank, as additional installments of the capital stock and surplus of the applying bank are paid in, application may be made for stock in the Federal Reserve Bank in an amount equal to six percent of the authorized capital of the applying bank plus six percent of the amount of surplus, if any, which the subscribers to the capital stock of the applying bank have agreed to pay in.

2. One-half of the amount of the bank's subscription shall be paid to the Federal

Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

3. If six percent of the paid-up or authorized capital and surplus, whichever is adopted as the base of this application, amounts to a sum not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.

4. If the seal of the bank has not been obtained, or if a seal is not required under state law, it may be omitted from the application.

This application should be sent to the FEDERAL RESERVE BANK of your district.

APPLICATION FOR FEDERAL RESERVE BANK STOCK

(Date of Application)

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D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0042), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

At a meeting of the Board of Directors of _____
Legal Name of Converting State Bank

_____, duly called and held on the _____ day of _____, _____, Year

City or Town and State
the following resolution was duly adopted.

"WHEREAS, the Board of Directors, on behalf of this bank, has made application to the Comptroller of the Currency for approval of the conversion of this bank into a national bank with the name of _____
Legal Name of Organizing National Bank

in accordance with the provisions of section 5154 of the Revised Statutes of the United States, as amended;

"WHEREAS, the Board of Directors of this bank, on behalf of the said national bank, desires to subscribe to the capital stock of the Federal Reserve bank of the district in which this bank is located in accordance with the provisions of the act of Congress approved December 23, 1913, as amended, and known as the Federal Reserve Act;

"WHEREAS, the said national bank will have a paid-up capital of \$ _____ and a paid-up surplus of \$ _____ at the time it is authorized by the Comptroller of the Currency to commence business as a national bank; and

"WHEREAS, six percent of such paid-up capital and surplus will amount to \$ _____ ;

"NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and Cashier or Secretary of this bank be, and they are hereby, authorized, empowered, and directed, on behalf of the said national bank to make application for and to subscribe to the appropriate number of shares, of the par value of \$100 each, of the capital stock of the Federal Reserve Bank of _____ and to pay for¹ such stock in accordance with the provisions of the Federal Reserve Act."

I hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of this bank on the date specified and still in full force and effect.

_____, Cashier or Secretary

Pursuant to the foregoing resolution this bank hereby subscribes to and makes application for _____ shares² of the capital stock of the Federal Reserve Bank of _____, of a par value of \$100 each, amounting to \$ _____, to be issued in the name of if and when it is authorized by the Comptroller of the Currency to commence business as a national bank, and agrees to pay for same in accordance with the provisions of the Federal Reserve Act.

Legal Name of Converting State Bank

City or Town and State

ABA Number

By _____, President or Vice President

[Seal of Bank]³

Attest: _____, Cashier or Secretary

Insert J

1. One-half of the amount of the bank's subscription shall be paid to the Federal Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.
2. If six percent of the paid-up or authorized capital and surplus amounts to a sum

not divisible by 100, the bank should apply for one additional share of stock for any excess or fractional part of \$100.
3. If a seal is not required under state law, it may be omitted from the application.

This application should be sent to the FEDERAL RESERVE BANK of your district.

APPLICATION FOR ADJUSTMENT IN THE HOLDING OF FEDERAL RESERVE BANK STOCK

(Date of Application)

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D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0042), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

stock/mutual savings

Under the terms and provisions of the Federal Reserve Act, as amended, this bank hereby makes application for the adjustment shown below in its holdings of the capital stock of the Federal Reserve Bank of _____.

The total deposit liabilities of this mutual savings bank as shown on its most recent Report of Condition (or contemplates reporting after the merger or consolidation on _____) is \$ _____ *100*
(Date of transaction)

The capital and surplus of this ~~bank~~ *stock* as shown on its most recent Report of Condition (or contemplates reporting after the merger or consolidation on _____) is as follows—
(Date of transaction)

Capital stock (par or stated value, unless not fully paid in, in which case show the amount paid in):

Common stock \$ _____

Preferred stock (including sinking fund preferred stock)

Paid-in surplus

Less: aggregate of retained earnings, gains (losses) on securities available-for-sale, and foreign currency translation gains or losses, if such aggregate is a deficit

TOTAL

Number of Shares

Sixth-tenths of one percent of the above total deposit liabilities equal to \$ _____
OR *Six percent of the above capital and surplus amounts equal to \$ _____ (as relevant)*
Federal Reserve Bank stock at the par value of \$100 each¹ which this bank is required to hold is²

Federal Reserve Bank stock now held

This bank, therefore, hereby makes application for:^{3,4}

1. Additional Federal Reserve Bank stock

or

2. Cancellation of Federal Reserve Bank stock:

Shares paid for on or after March 28, 1942

Shares paid for before March 28, 1942

We have read this form and certify that to the best of our knowledge and belief the information given is true, accurate, and complete.

Legal Name of Bank

City or Town and State

ABA Number

Name of President or Vice President

By _____
Signature of President or Vice President

Name of Cashier or Secretary

Attest: _____
Signature of Cashier or Secretary

Treasurer

1. One-half of the amount of the bank's subscription shall be paid to the Federal Reserve Bank and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

2. If six percent of the paid-up capital and surplus, including reserve for dividends payable in common stock amounts to a sum not divisible by 100, the bank is required to hold one additional share of stock for any excess or fractional part of \$100.

3. Member banks may carry over changes within a calendar year until the cumulative change exceeds the lesser of 15 percent or 100 shares of Reserve Bank stock.

However, any change required by a member bank's capital and surplus, as shown on its Report of Condition as of December 31 of each year, must be applied for even if the change is less than 100 shares of Reserve Bank stock and less than 15 percent of the Reserve Bank stock held by the member bank.

4. Cross out item 2 if application is for an increase in holdings of Federal Reserve Bank stock; cross out item 1 if the application is for a reduction in holdings of Federal Reserve Bank stock.

This application should be sent to the FEDERAL RESERVE BANK of your district.

Insert K

Insert L
Treasurer

Insert K

Perpetual preferred stock and related surplus	\$ _____
Common stock	\$ _____
Paid-in-surplus	\$ _____
Less: retained earnings and accumulated other comprehensive income, if such combined amount is negative	\$ _____
TOTAL	\$ _____

Insert L

Name of Other Authorized Signer

Other Authorized Signer, if necessary
(Insert New Footnote 5)

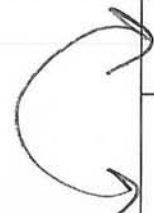
New Footnote 5 – To be signed by an individual on the Official Authorization List (OAL) if neither of the above signatories is currently listed on the OAL. Questions related to OALs should be directed to the Accounting Department of your Federal Reserve Bank.

Deleted: used

Deleted: bank employee/official listed with the Reserve Bank as having the authority to submit accounting- and other reporting-related materials to the Federal Reserve, if the above parties have not been so recognized.

Relationship of FR 2056 Items to Balance Sheet Items on the
Quarterly Report of Condition (FFIEC 031 and 041)

FR 2056	FFIEC 031 and 041
1. Common stock	Schedule RC, Item 24
2. Preferred stock (including sinking fund preferred stock) ¹ <i>Perpetual preferred stock and related surplus</i>	Schedule RC, Item 23, and amount of sinking fund preferred stock, if any, included in Schedule RC, Item 19 (do not include capital notes)
3. Paid-in-Surplus	Schedule RC, Item 25
4. Less: aggregate of retained earnings, gains (losses) on securities available for sale, and foreign currency translation gains or losses, if such aggregate is a deficit	Less: Schedule RC, Item 26.a and part of item 26.b, if such aggregate is a deficit
TOTAL	TOTAL
Total Deposit Liabilities	Schedule RC, Item 13.a



retained earnings and accumulated other comprehensive income, but only if the combined amount reflects a deficit (negative amount).

1. Sinking Fund preferred stock, if any, does not qualify as tier one capital and is not reported under "Perpetual preferred stock and related surplus" (Schedule RC, Item 23 of FFIEC 031 and 041), but is included along with capital notes under "Subordinated notes and debentures" (Schedule RC, Item 19 of FFIEC 031 and 041).

Accumulated other comprehensive income includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

APPLICATION FOR CANCELLATION OF FEDERAL RESERVE BANK STOCK

(Date of Application)

Public reporting burden for this collection of information is estimated to average 0.5 hours per response, including the time to gather and maintain data in the required form and to review instructions and 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 Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

At a meeting of the stockholders or Board of Directors of _____
Legal Name of Bank

_____, (Charter No. _____) called pursuant to the requirements of the
City or Town and State

charter, articles of incorporation or by-laws of said bank and held on the _____ day of _____,
_____, the following resolution was offered, seconded, and duly adopted:
Year

"WHEREAS, after due and legal notice, the stockholders of the bank have voted to place the bank in voluntary liquidation, in accordance with law, and

"WHEREAS, under the provisions of section 5 of the act approved December 23, 1913, as amended, and known as the Federal Reserve Act, this bank is required to surrender for cancellation all of its holdings of the capital stock of the Federal Reserve Bank of _____ and to terminate its membership in the Federal Reserve System.

"NOW, THEREFORE, BE IT RESOLVED, that _____, the duly elected Liquidating Agent(s) or Committee be, and they are hereby authorized, empowered, and directed to make application for the cancellation of _____ shares of stock allocated to and held by this bank and to receive any balance due this bank by said Federal Reserve Bank on account of cash paid subscriptions, or otherwise, and any securities or other valuables belonging to this bank, and to do such acts as may be necessary to adjust and settle the accounts between this bank and the said Federal Reserve Bank."

I hereby certify that the foregoing is a true and correct copy of a resolution adopted and recorded in the minutes of the meeting of the _____ of this bank held on the date specified.
Stockholders or Board of Directors

_____, Cashier or Secretary

In pursuance of the foregoing resolution I hereby make application¹ on behalf of

Legal Name of Bank City or Town and State

ABA Number

for the cancellation of _____ shares of stock heretofore allotted to it and for the refund of all moneys, securities, or other valuables due to it by the Federal Reserve Bank of _____ on account of cash paid subscriptions, or otherwise.

Liquidating Agent(s) or Committee

1. When application is made by a liquidating agent(s) or committee of a state member bank it must be accompanied by a statement by the appropriate state official, or other satisfactory evidence, to the effect that the bank is legally in liquidation.

* This report is exempt from OMB review because it involves fewer than ten respondents.

APPLICATION FOR CANCELLATION OF FEDERAL RESERVE BANK STOCK

(Date of Application)

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D.C. 20551; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0042), Washington, D.C. 20503. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to a collection of information unless it displays a currently valid OMB control number.

At a meeting of the _____ of _____
Stockholders or Board of Directors Legal Name of Bank

_____, (Charter No. _____) called pursuant to the requirements of the
City or Town and State

charter, articles of incorporation or by-laws of said bank and held on the _____ day of _____,
_____, the following resolution was duly adopted:
Year

"WHEREAS, after due and legal notice, the stockholders of this bank have voted to [merge/consolidate the bank into a member or nonmember state bank] [convert the bank into a nonmember bank] in accordance with law, and

"WHEREAS, under the provisions of section 9 of the act approved December 23, 1913, as amended, and known as the Federal Reserve Act, this bank is required to surrender for cancellation all of its holdings of the capital stock of the Federal Reserve Bank of _____ and to terminate its membership in the Federal Reserve System.

"NOW, THEREFORE, BE IT RESOLVED, that the President or Vice President and the Cashier or Secretary be, and they are hereby, authorized, empowered, and directed to make application for the cancellation of _____ shares of stock allocated to and held by this bank and to receive any balance due this bank by said Federal Reserve Bank on account of cash paid subscriptions, or otherwise, and any securities or other valuables belonging to this bank and to do such acts as may be necessary to adjust and settle the accounts between this bank and the said Federal Reserve Bank."

I hereby certify that the foregoing is a true and correct copy of a resolution adopted and recorded in the minutes of the meeting of the _____ of this bank held on the date specified.
Stockholders or Board of Directors

_____, Cashier or Secretary

In pursuance of the foregoing resolution I hereby make application on behalf of

Legal Name of Bank City or Town and State

ABA Number

for the cancellation of _____ shares of stock heretofore allotted to it and for the refund of all moneys, securities, or other valuables due to it by the Federal Reserve Bank of _____ on account of cash paid subscriptions, or otherwise.

By _____, President or Vice President

Attest: _____, Cashier or Secretary

Insert J

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APPLICATION FOR CANCELLATION OF FEDERAL RESERVE BANK STOCK

(Date of Application)

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I, _____, of _____,
having been duly appointed by _____, Receiver of
Comptroller of the Currency, Court, or Proper State Official

Legal Name of Bank

City or Town and State

ABA Number (optional)

(Charter No. _____), and as such having charge of the liquidation of the estate of said bank, do hereby make application¹ to the Federal Reserve Bank of _____ for the cancellation of _____ shares of stock of the Federal Reserve Bank heretofore issued to this bank and forming part of the assets of its estate and for the refund of all moneys, securities, or other valuables due upon an accounting to the estate of this bank by the said Federal Reserve Bank.

Receiver

State of

} ss:

County of

The above application was subscribed before me this _____ day of _____, _____, and the person who signed the same is known to me to be the person who is described in such application as receiver. Year

Notary Public

1. When the application is made by a receiver (or other person, commission, or agency charged by law with the duty of winding up the affairs of the bank) of a state member bank or trust company, it must be accompanied by a certified copy of the

commission issued by the proper state official, or of the order of court, appointing him or her as receiver of such bank or trust company.

This application should be sent to the FEDERAL RESERVE BANK of your district.