

Perfection of Dissenting Shareholder Rights for OCC Appraisal

(A separate form must be completed for each dissenting shareholder or group acting in concert.)

Bank Name: _____ Shareholder Name: _____
Date of Request: _____ Date of Shareholders Meeting: _____
Consummation Date: _____ Number of Shares Shareholder Held: _____

Select one type of transaction:

- _____ 12 USC 214a
(Value is as of date of shareholder meeting.)
- _____ 12 USC 215
(Value is as of the effective date of the consolidation.)
- _____ 12 USC 215a
(Value is as of the effective date of the merger.)
- _____ 12 USC 215a-2
(Apply 215a; Value is as of the effective date of the merger.)
- _____ 12 USC 215a-3 resulting in a nonbank affiliate
(Apply 214a; Value is as of date of shareholder meeting.)
- _____ 12 USC 215a-3 resulting in national bank
(Apply 215a; Value is as of the effective date of the merger.)
- _____ 12 USC 215c consolidation
(Apply 215; Value is as of the effective date of the consolidation.)
- _____ 12 USC 215c merger
(Apply 215a; Value is as of the effective date of the merger.)

- 1). Did the shareholder voice dissention by:
 - i) Voting against the conversion, merger or consolidation, or
 - ii) Giving written notice to the bank at or prior to the meeting that he/she dissents from the plan?

YES _____ (If either i) or ii) is answered “yes”, go to question #2.)
NO _____ (If both are answered “no”, rights not perfected; seek BAS concurrence.)

- 2a) Did the shareholder provide written notice to the bank within 30 days after the consummation of the conversion, merger or consolidation (or within 30 days after being notified of the date of consummation)?
YES _____ (Go to question #2b.)
NO _____ (If answer is “no,” rights not perfected; seek BAS concurrence.)

- 2b) Did the dissenting shareholder's stock certificates accompany the dissenter's written notice to the bank?
YES _____ (Go to question #3.)
NO _____ (If answer is "no," rights not perfected; seek BAS concurrence.)
- 3) Was a committee of 3 formed and did at least 2 agree on a value?
YES _____ (Go to question #4.)
NO _____ (No reappraisal; rights perfected; perform OCC appraisal*.)
- 4) Did the shareholder appeal to the OCC within 5 days after being notified of the appraised value agreed upon by any 2 of the 3 appraisers?
YES _____ (Rights have been perfected; perform reappraisal*.)
NO _____ (If answer is "no," appraisal rights not perfected; seek BAS concurrence.)

* If the transaction is authorized under 12 USC 215a-3 or 12 USC 215c, and the appraisal is pursuant to 12 CFR 5.33(g)(3)(iii) or 5.33(g)(5)(iv), all dissenting shareholders and the bank must have agreed that the OCC's appraisal will be final and binding, and must have agreed on how to divide the cost of the OCC's appraisal.