

2601 North Lamar - Suite 201
Austin, Texas 78705
Telephone: (512) 475-1350



EXPEDITED APPLICATION OF A TEXAS SAVINGS BANK

INTRODUCTION

This application may be prepared by an officer acting on behalf of an eligible state savings bank as defined by §75.25 of the Rules and Regulations Applicable to Texas Savings Banks (the "Rules") in lieu of an application required pursuant to §75.33 of the Rules (relating to Branch Office Applications), §75.35 of the Rules (relating to Mobile Facilities), §75.38 of the Rules (relating to Change of Office Location), or §75.81 of the Rules (relating to Reorganization, Merger, Consolidation or Purchase and Assumption Transaction). The application must demonstrate that the applicant complies with the provisions of the *Texas Finance Code*, Subtitle C. Texas Savings Banks (the "Act") and shall include all information required in the Rules, 75.26. One complete originally signed copy with all exhibits, accompanied by the application fee as provided in 79.100 of the Rules, shall be filed with the Commissioner, Texas Savings and Mortgage Lending Department, 2601 North Lamar, Suite 201, Austin, Texas 78705.

The required application format is set forth beginning on page 3 and the submission should clearly identify the item to which each response applies. The application and all required supporting information shall be executed by the officer submitting the application.

Confidential Treatment

All materials filed as part of this application are available for public inspection, except the personal financial data supplied and identified as "CONFIDENTIAL" and that which the Commissioner determines to hold from public availability because of its confidential nature. If the applicant submits information it deems to be confidential, such information must be separately bound and labeled "CONFIDENTIAL" and a statement shall be submitted briefly setting forth the grounds on which such information should be treated as confidential.

EXPEDITED APPLICATION PROCEDURE

The expedited application of a Texas Savings Bank is initiated by the adoption of a resolution by the board of directors authorizing the submission of an application. Upon receipt of the application, the Commissioner and the Department will review the application and determine whether any additional information will be required. After review of the filed material, the applicant may be requested to furnish additional information as an amendment to the application. Further, the applicant may amend the application at its discretion up until 10 days prior to the hearing date. All amendments shall be clearly identified as such, numbered consecutively and shall comply with all pertinent requirements of the application, including signature. Upon receipt of all necessary information, the application will be deemed complete and the applicant so advised in writing.

The applicant must publish notice in the county where the proposed transaction will occur. The applicant may publish this notice as soon as the application is received by the Department, with a copy provided in the application. The Commissioner will also notify the savings and loan industry and other interested parties that such an application has been filed pursuant to the Rules. The Commissioner may waive the hearing if no protest to the application has been received 10 days before the hearing date. If a protest is received, the hearing may be rescheduled at a date agreeable to all parties.

The commissioner shall approve or deny an expedited filing on or before a date that is 30 days after the date the expedited filing is deemed complete. The commissioner may, in the exercise of discretion, before the expiration of the period for decision, give the applicant written notice that the commissioner will convene a hearing to obtain evidence related to the application, and the decision will thereafter be made in accordance with §§79.71-79.73 (relating to Hearings). The applicant bears the burden to supply all material information necessary to enable the commissioner to make a fully informed decision regarding the expedited filing. A protested application will be heard at the Finance Commission of Texas Building, 2601 North Lamar, 3rd Floor, Austin, Texas 78705.

The Commissioner may for good cause, after notice and hearing, impose direct administrative costs incurred by the Department related to hearings on applications filed pursuant to the Act, in addition to other sanctions and cost recoveries provided by law or these rules. Direct administrative costs include, but are not limited to, charges by the Finance Commission of Texas for the Administrative Law Judge, reasonable attorney's fees and deposition expenses, witnesses' travel expenses, reasonable fees for professional services of expert witnesses, the reasonable cost of a study, analysis, audit or other project the Commissioner finds necessary in preparation of the State's cause.

Additionally, the commissioner may deny expedited filing treatment to an otherwise eligible applicant, in the exercise of discretion, if the commissioner finds that the proposed transaction involves significant policy, supervisory, or legal issues; is contingent upon other statutory or regulatory approval; results in an entity that is not a financial institution; or involves an entity that is not domiciled in Texas. The commissioner shall provide written notification to the applicant within 15 days after receipt of the application if expedited filing treatment is denied, indicating the reason for denial. Notification is effective when mailed by the commissioner and is not subject to appeal.

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TEXAS SAVINGS AND MORTGAGE LENDING DEPARTMENT

2601 North Lamar Suite 201

Austin, Texas 78705

**EXPEDITED APPLICATION
OF A TEXAS SAVINGS BANK**

(Exact Name of Applicant)

(Street Address of Applicant)

(City, State and Zip Code)

(Date of Application)

Additional Information Concerning This Application May Be Obtained From:

(Name and Title)

(Address)

(Telephone Number)

The undersigned hereby makes this application to the Savings and Mortgage Lending Commissioner for approval for _____ on behalf of (name and address of savings bank)

pursuant to the Texas Savings Bank Act, (the "Act") and 75.26 of the Rules and Regulations Applicable to Texas Savings Banks, 7 TAC 75.1, et seq. (the "Rules"), and submits this application and other information and exhibits required by the Commissioner.

Item 1. A detailed description of the transaction.

Item 2. A pro forma balance sheet and income statement for all parties to the transaction, including adjustments, reflecting the proposed transaction as of the most recent quarter ended immediately prior to the filing of the application, demonstrating that the resulting state savings bank is well capitalized as defined in 12 CFR §325.103.

Item 3. A certified resolution of the board and, if required, shareholders approving the proposed transaction.

Item 4. Copies of all other required regulatory notices or filings submitted concerning the transaction.

Item 5. A copy of the public notice published in conformity with the section of the Rules that would apply had the applicant not filed an expedited filing.

Item 6. A copy of the resolution of the board of directors certified by the association's secretary that authorizes the filing of the application is attached.

Item 7. All statements of fact submitted to the Commissioner must be subscribed and sworn to before an officer authorized to administer oaths.

STATE OF TEXAS)

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COUNTY OF _____)

_____, being duly sworn, on his oath deposes and says: "I am the _____ of _____ and acting pursuant to resolution of the board of directors of said association I am filing this application; and I have reviewed all statements, facts and graphic representations contained in this application, and they are true and correct. I further state that the application is made in good faith with the purpose and intent that the affairs and business of the proposed _____ shall be honestly conducted upon good and sound business principles."

Sworn to and subscribed before me, the undersigned authority by _____ on this the ____ day of _____, 20 ____, to certify which, witness my hand and seal of office.

Notary Public in and for the State of Texas

(Print name and commission expiration date)