

Corporate Background and Financial Report

General Information and Instructions

This *Background and Financial Report* (report) is used by a company or corporation in conjunction with other corporate filings to the appropriate regulatory agency. This report is **not** a stand alone document.

Preparation

Use of this report is not mandatory. Alternative formats, if used, however, must provide all requested information, including the certification of accuracy. All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" should be explained.

The questions are not intended to duplicate information supplied on another form or in an exhibit; a cross reference to the information is acceptable. If this report is used, questions should be answered in the space provided. Use additional sheets as necessary. If the report is not complete, the OCC may either request additional information or return the filing.

Financial statements submitted with this report must be based on current market value in United States dollars, rounded to the nearest thousand dollars, and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, the applicant may wish to provide supplementary schedules for other items on the financial statements.

Generally, a company seeking to charter a new national bank or acquire control of a national bank should complete this report. Other companies (for example, a company sponsor for a proposed new bank) also may be required to complete applicable portions of the biographical report. Each filer must report promptly any material change in the biographical report and/or financial condition that occurs during the review period for this filing.

Financial Statement

In general, corporations must file financial data for the previous two fiscal periods. The OCC may review FR Y-6 reports, SEC 10-K reports, Annual Reports to Stockholders, reports of examination, financial statements, and any other information available to it in its supervisory capacity. Audited financial information may be requested. The OCC specifically reserves the right to require up to five years of financial data from any acquiring corporation.

Confidentiality

Any Applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. Applicant's reasons for requesting confidentiality should demonstrate specifically the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552). 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 the same procedure to request confidential treatment for the filing of supplemental information to the application.

The OCC will determine whether the information submitted as confidential will be so regarded and will advise the applicant of any decision to make available to the public information labeled as "Confidential."

Corporate Background and Financial Report Form

This is filed for:

Name of Subject Institution or Holding Company, Location

Type of Filing

- Bank/Thrift Charter
- Bank/Thrift Holding Company
- Change in Bank Control
- Change in Senior Executive Officer or Director
- Citizenship Waiver
- Charter Conversion
- Deposit Insurance
- Federal Branch or Agency
- Other _____

Position

- Organizer
- Director
- Senior Executive Officer
- Principal Shareholder
- Trustee
- Manager
- Other _____

BACKGROUND REPORT

1. Corporate Information

(a) Business Name

(b) Mailing Address

(Address)

(City)

(State)

(ZIP Code)

(c) Date Established

(Month)

(Day)

(Year)

(d) Place Incorporated or Operating

(City) (State)

(e) Nature of Business

(f) Trade names and/or other names used in place of given name, period of use, and reason why.

Name

Period of Use

Reason for Use

(g) List of subsidiaries and affiliates of the company. (An organization chart may be provided for names and relationships to the parent.)

<u>Name</u>	<u>Location (City, State)</u>	<u>Relation to Company</u>	<u>Percent Owned by Company</u>	<u>Nature of Operation</u>
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2. Credentials

Indicate each professional license or similar certificate the corporation, its affiliates, and subsidiaries now holds or has ever held (for example, brokerage, fiduciary, real estate or insurance license, National Association of Securities Dealers (NASD), Securities and Exchange Commission (SEC) registration), and complete the following:

<u>License</u>	<u>Issuing Authority</u>	<u>Date Issued</u>	<u>Date Expire</u>
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3. Business and Banking Affiliations

Indicate any business (corporation, partnership, joint venture, or trustee) with which the corporation, its affiliates, and subsidiaries are the principal shareholder (for example, 10 percent ownership or more of any class of stock).

<u>Business Name/ Location</u>	<u>Nature of Business</u>	<u>Position/ Relationship</u>	<u>Percent Ownership</u>	<u>From</u>	<u>To</u>
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If a "person" filing a change of control notice or sponsoring a national bank charter is a corporation, trust, partnership, or other organization, show the names and addresses of principal officers, directors, principal stockholders, partners, or persons holding similar positions.

<u>Name</u>	<u>Address</u>	<u>Position/Relationship</u>
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4. Legal and Related Matters

(If "yes" is answered to any item in (a) - (e) below, describe the situation in detail, including the name and location of the institution, business, or parties involved, the date(s), nature of the charge/association/proceeding, name and address of court involved, and the disposition.)

(a) Has the corporation, its affiliates, or subsidiaries ever been the subject of an application or notice that was filed in final form with the Office of the Comptroller of the Currency (OCC), Federal Reserve Board (FRB), Office of Thrift Supervision (OTS), or the Federal Deposit Insurance Corporation (FDIC)?

Yes No

If "yes," was such application or notice subsequently denied, withdrawn, or otherwise failed to obtain favorable action?

Yes No

- (b) Has the corporation, its affiliates, or subsidiaries, in the last five years, been involved or is currently involved, in any lawsuit, investigation, examination, or administrative proceeding (excluding routine or customary audits, inspections, and investigations) that may result in or resulted in any sanction, fine, monetary damage, loss of right or benefit, revocation of license, agreements, undertakings, consents or orders with any federal or state court, any department, state or federal agency, or commission of the U.S. government or state, municipal, or foreign government entity? (Except for criminal convictions, list only those actions reported to the SEC within the last five years. If the corporation does not report to the SEC, list any action reported to a federal regulatory body or that involves a significant dollar amount in fines or payments from a civil action.) Yes No
- (c) Has the corporation, its affiliates, or subsidiaries or any of their senior executive officers, directors, or principal shareholders (owning 10 percent or more of the outstanding stock), been the subject of any law enforcement agency's charge, arrest, indictment, conviction, or pleaded *nolo contendere* to any criminal matter (other than minor traffic violations)? Yes No

If "yes," complete the following:

<u>Name/Type of Business</u>	<u>Relationship/ Stock Owned</u>	<u>Nature of Charge/Proceeding</u>	<u>Date of Charge</u>	<u>Jurisdiction Location</u>	<u>Disposition Date</u>
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- (d) Has any senior executive officer, director, or principal shareholder (owning 10 percent or more of the outstanding stock) of the corporation, its affiliates, or subsidiaries, ever been involved with an insured depository institution, as defined by 12 USC 1813(c), that: (1) failed; (2) received financial assistance from a financial institution depository agency (for example, FDIC, Resolution Trust Corporation, or former Federal Savings and Loan Insurance Corporation); or (3) was a merger partner with an institution that received financial assistance from a financial institution depository agency? Yes No
- (e) Attach a copy of the corporation's latest annual report submitted to the SEC.¹
- (f) Has the corporation, its affiliates, or subsidiaries filed for bankruptcy or forfeited property? Yes No
- (g) Has the corporation, its affiliates, or subsidiaries ever defaulted on a loan for which it was a guarantor? Yes No

If "yes," provide complete details, including direct and indirect debt terms, defaulted amount, and lender.

5. Additional Information

Present any other information believed important to evaluate the filing. If involved in the organization of a new institution, discuss the corporation's proposed role.

6. Financial Statement

Attach corporate financial data.

¹If the corporation is not required to submit reports to the SEC, the OCC may require other specified information. Contact the appropriate district office for further discussion.

Privacy Act Notice

A copy of this document is provided to the appropriate regulatory agency as required under various statutes and implementing regulation(s). To the extent that it contains personal and financial information about persons, the information may be subject to the Privacy Act of 1974 (5 USC 552a) which provides safeguards for personal information. The appropriate regulatory agency may, at its discretion, disclose any or all of the information obtained about you to other regulatory agencies or other law enforcement or governmental agencies, in connection with the investigation of a possible violation of any federal or state statute or when such release is determined to be in the best interest of the appropriate regulatory agency and consistent with the public interest and applicable law. The appropriate regulatory agency may obtain information about you from any and all sources without limitation. These documents are considered confidential and generally are exempt from public disclosure under the authority of 5 USC 552, relating to a personnel, medical, or similar record, including a financial record, or any portion thereof, the disclosure of which would constitute a clearly unwarranted invasion of personal privacy.

CERTIFICATION

I, _____, Secretary for _____ understand that the OCC may conduct extensive checks into the background, experience, and related matters of _____ and its subsidiaries and affiliates in conjunction with our application or filing to _____. The board understands that the OCC may, at its discretion, disclose any or all of the information obtained about the company, its affiliates, and its subsidiaries to other financial institution regulatory, law enforcement, or governmental agencies, in connection with the investigation of a possible violation of any federal or state statute, or when such release is in the best interest of the OCC and consistent with the public interest and applicable law. As duly authorized by the company's board of directors, I hereby authorize the OCC to obtain information about the company, its subsidiaries, and its affiliates from any and all sources, without limitation. I further authorize the OCC to communicate to other regulatory, law enforcement, or governmental agencies all information about the company, its subsidiaries, and its affiliates obtained or otherwise held in the OCC's possession.

I certify that the information contained in the attached (biographical report, financial statement, and/or foreign certification) has been examined carefully by me on the company's behalf and is accurate, complete, and made in good faith. I acknowledge that any misrepresentation or omission of a material fact, in any of these documents, constitutes fraud in the inducement and may subject the company to legal sanctions provided by 18 USC 1001.**

Signed this _____ day of _____, _____ .

Signature

Print or type name

Title (if applicable)

Affix Corporate Seal

* Principal shareholder means a person or a corporation, partnership, trust, association, joint venture, pool, syndicate, sole proprietorship, unincorporated organization, or other form of entity not specifically listed with the power to directly or indirectly vote 10 percent or more of the outstanding stock of the institution.

** A copy of the corporate resolution by the company's board of directors should be attached.