

Notice of Intent of Conversion Out

General Information and Instructions

Preparation and Use

This notice is used to effect a transaction under 12 CFR 5.25 for conversion of a national bank to a state bank or state savings association or of a federal savings association to a state savings association or state bank. A national bank desiring to convert to a federal stock savings association must file an application for Office of the Comptroller of the Currency (OCC) before approval to convert under 12 CFR 5.23. A federal stock savings association desiring to convert to a national bank must file an application for prior OCC approval to convert under 12 CFR 5.24.

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 in the notice are not intended to limit the applicant’s presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant’s conclusions, should accompany the notice. The regulatory agency may request additional information.

This notice form collects information that the OCC will need to evaluate a conversion out notice. The OCC must consider the applicable regulatory requirements when acting on this notice. For additional information regarding the regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, refer to the OCC’s procedural guidelines in the *Comptroller’s Licensing Manual*. The applicant may contact the OCC directly for specific instruction or visit the OCC’s Web site at www.occ.gov.

Notice of Publication

Generally, public notice under 12 CFR 5.8 does not apply to a conversion out, unless the OCC determines that the notice presents a significant or novel policy, supervisory, or legal issue where a public notice is considered necessary. A public notice also may be required when a conversion notice is accompanied by a second notice that requires a publication notice under 12 CFR 5.8. In this instance, a public notice describing the entire transaction may be necessary to ensure the public has a full understanding of the entire transaction.

If a notice is required, the applicant must publish notice of the proposed conversion out in a newspaper of general circulation in the community or communities in which the applicant

proposes to engage in business. The OCC will provide specific requirements for the notice of publication.

Submission

In addition to an original and the appropriate number of signed copies, submit an electronic copy of the information in the notice, especially of the business plan's financial projections, if applicable. For e-mail submissions, contact the OCC for instructions and information about secure transmission of confidential material.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the notice must submit a request in writing with the notice. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the notice. Contact the OCC for any further questions regarding requests for confidential treatment.

Notice of Intent of Conversion Out

Applicant

Name Charter no.

Current street address

City County State Zip code

Parent Company Identifying Information (if applicable)

Name

Street

City State Zip code

Contact Person

Name Title

Employer

Street

City State Zip code

Telephone no. Fax no. E-mail address

1. Overview

- a. Provide the following information:

Applicant is converting to:

- State bank
 State savings association

Anticipated conversion date:

- b. Provide a brief statement detailing why the applicant is converting from a national bank or federal savings association.
- c. Provide a copy of the conversion application as required by 12 CFR 5.25(d)(3)(ii)(A).
- d. The applicant's total assets at the time of notice.

2. Other information

Certification that the conversion is in compliance with laws and regulations:

- a. National banks—the applicant must certify to the following:
 - Per 12 USC 214a, shareholders of at least two-thirds of the outstanding voting stock voted to approve the conversion; the majority of the national bank's board has approved the conversion; publication requirements for shareholder approval were met; and dissenting shareholders were notified of their rights (or certification there were no dissenting shareholders).
 - Per 12 USC 214c, conversion is not in contravention to the law of the state in which the national bank is located.
 - Per 12 USC 214d, the national bank not subject to a cease and desist order (or other formal enforcement order) issued by, or a memorandum of understanding entered into with the OCC.
- b. Federal savings associations (FSA)—the applicant must certify to the following:
 - Per 12 USC 1464(i)(3), members or stockholders, as specified by the law of the home office, as required by such law for a State-chartered institution to convert itself to a federal savings associations, but in no event less than 51 percent of all the votes, have voted to approve the plan to convert.
 - Per 12 USC 1464(i)(6), the FSA is not subject to a cease and desist order (or other formal enforcement order) issued by, or a memorandum of understanding entered into with the OCC.
- c. Upon consummation of the conversion please submit the Final Notice of Conversion Out. The notice must indicate the effective date of regulatory agency approval and the new bank name. The notice must include all OCC and/or OTS reports of examination, and any related correspondence. If not returned, the bank must certify that these documents have been destroyed. The notice must also include the charter certificate or charter document, any branch authorizations, and any letter of trust authority. If these documents cannot be located, the notice must certify that the documents cannot be located.

OCC CERTIFICATION

I certify that the bank's board of directors, shareholders or a designated official has authorized the filing of this notice. I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

President or other authorized officer

Typed name

Title

Employer