

**APPLICATION TO ACQUIRE A VIRGINIA SAVINGS INSTITUTION
HOLDING COMPANY OR VIRGINIA SAVINGS INSTITUTION
PURSUANT TO TITLE 6.2, CHAPTER 11, ARTICLE 5 OF THE CODE OF VIRGINIA**

INFORMATION AND INSTRUCTIONS

This application form is designed to elicit the minimum information needed by the State Corporation Commission to determine whether an out-of-state savings institution holding company or out-of-state savings institution ought to be given permission to acquire a Virginia savings institution holding company or Virginia savings institution pursuant to the provisions of Title 6.2, Chapter 11, Article 5 of the Code of Virginia. This application must be filed by: (a) an out-of-state savings institution holding company seeking to acquire more than 25 percent of the voting stock of a Virginia savings institution holding company or Virginia savings institution (§ 6.2-1157) or (b) an out-of state savings institution seeking to acquire more than 25 percent of the voting stock of a Virginia savings institution holding company or Virginia savings institution (§ 6.2-1158).

Additional information may be required in some cases, and the right to request such information is hereby reserved. This form is not intended to limit the presentation of the proposal, and the applicant may submit any information it considers pertinent. When space allowed is insufficient, a separate page should be used. Additional information and documents must be submitted on 8½" x 11" paper.

The following documents must be submitted with the application:

1. A check for \$10,000 payable to the Treasurer of Virginia.
2. Related applications and documents filed or to be filed with federal and other state agencies.
3. Proxy statement(s), if available.
4. The executed acquisition agreement or executed merger plan. If unavailable, provide a description of the proposed transaction.
5. The applicant's articles of incorporation and a copy of the bylaws certified true by the public officer having custody of the originals.
6. Most recent reports filed with the Securities and Exchange Commission for the applicant and the institution to be acquired. Copies of annual financial statements for the last three years (audited if available) for both the applicant and its parent, if any, and for the institution to be acquired and its parent, if any.
7. A pro forma balance sheet of the combined institutions, using the most recent quarterly balance sheets of the applicant and of the institution to be acquired. If the applicant plans to place additional capital into the Virginia institution, include adjusting entries for this transaction.
8. Deposit and income statement projections of the resulting institution for the first, second, and third twelve-month periods following the proposed acquisition.
9. A properly executed, current (less than 90 days old) Personal Financial Report and Disclosure Statement form for **each director** and **senior officer** of the applicant and **each proposed new director** and **senior officer** of the institution to be acquired on form CCB-1123. *The report must be executed with original signature(s).* Outside directors (directors who are not also senior officers) may file the Limited Personal Financial Report form CCB-1143. If an interagency Biographical and Financial Report must be completed as part of a federal agency filing, a copy of such report with original signature may be submitted in place of CCB-1123 or CCB-1143. If the interagency form is used, Certification form CCB-1147 must be attached. **Directors and senior officers who have previously filed Personal Financial Reports with this Bureau are not required to file a report with this application.** Personal Financial Report and Disclosure Statement forms are confidential.

10. An Employment and Business Affiliation Disclosure Form, CCB-1150, for each director and officer. [This is required only if Personal Financial Report and Disclosure Statement form CCB-1123 or CCB-1143 is submitted.]
11. Evidence that all savings institutions to be acquired, directly or indirectly, have been in existence and continuously operating for more than two years, if applicable.
12. A copy of the laws of the state where the applicant has its principal place of business that authorize interstate savings institution acquisitions or mergers.
13. An opinion that the laws of the state in which the applicant has its principal place of business: (a) permit Virginia savings institution holding companies to acquire savings institutions and savings institution holding companies in that state, and (b) would permit the applicant to be acquired by the Virginia savings institution holding company or savings institution sought to be acquired, specifying any conditions, restrictions, requirements or other limitations that would apply for such acquisition. Also, indicate any restrictions or limitations in such state law that would apply to an interstate acquisition but not to an intrastate acquisition.
14. A statement of facts which demonstrates that the proposed acquisition will be in the public interest.

Some of the requested documents and information may be contained in federal or other state applications. The applicant may refer to such application(s) and document(s) by document and page number.

The Bureau will review the application and accompanying materials for completeness upon receipt. **Applications that are not substantially complete will be returned.** Thus, full and complete answers should be given at the outset of the application process.

You must immediately advise the Bureau of any occurrences that would alter your responses to the questions in this application or the supporting documentation. Failure to disclose any changes within ten days of becoming aware of them may result in delay or denial of your application.

As a general rule, documents filed with the Bureau of Financial Institutions become part of the public record. Except as permitted or required by law, the following shall be kept confidential: Personal Financial Report and Disclosure Statements, other documents which disclose personal account information; and information which could endanger the safety and soundness of a depository institution. Upon request, the Bureau will consider for confidential treatment any other documents or portions of the application that the applicant considers of a proprietary and personal nature. The request for confidential treatment must discuss the justification for the requested treatment, specifically demonstrating the harm (for example, loss of competitive position or invasion of privacy) that may result from public release of the information. 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); and (2) specifically separated and labeled "Confidential". The Bureau will advise the applicant if the request for confidentiality cannot be honored.

To view the entire Confidentiality Policy Statement of the Bureau of Financial Institutions or to download this application form or a related form, visit the Bureau's website at <https://www.scc.virginia.gov/pages/Bureau-of-Institutions>.

Inquiries concerning the preparation and filing of this application should be directed to the Bureau of Financial Institutions, 1300 East Main Street, Suite 800, Post Office Box 640, Richmond, Virginia 23218-0640. Telephone (804) 371-9690; FAX (804) 371-9416.

**APPLICATION TO ACQUIRE A VIRGINIA SAVINGS INSTITUTION
HOLDING COMPANY OR VIRGINIA SAVINGS INSTITUTION
PURSUANT TO TITLE 6.2, CHAPTER 11, ARTICLE 5 OF THE CODE OF VIRGINIA**

**Bureau of Financial Institutions
State Corporation Commission
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218-0640**

I. GENERAL INFORMATION

CORPORATE NAME AND ADDRESS OF MAIN OFFICE OF APPLICANT INSTITUTION	STATE AND DATE OF INCORPORATION OF APPLICANT INSTITUTION
CORPORATE NAME AND ADDRESS OF MAIN OFFICE OF INSTITUTION TO BE ACQUIRED	DATE INSTITUTION TO BE ACQUIRED COMMENCED BUSINESS

GIVE A SHORT HISTORY OF THE TWO INSTITUTIONS SETTING FORTH IN CHRONOLOGICAL ORDER ALL MERGERS , AFFILIATIONS, AND APPLICATIONS DENIED IN THE LAST FIVE YEARS.

OFFICIAL RESPONDING TO QUESTIONS RELATING TO THIS APPLICATION (Name, Mailing Address, Telephone Number, and E-mail Address)

II. MANAGEMENT

A. LIST THE NAME AND ADDRESS OF EACH DIRECTOR AND SENIOR OFFICER OF THE APPLICANT.

II. MANAGEMENT (Continued)

B. LIST THE NAME AND ADDRESS OF EVERY DIRECTOR AND SENIOR OFFICER OF THE VIRGINIA SAVINGS INSTITUTION HOLDING COMPANY OR SAVINGS INSTITUTION TO BE ACQUIRED WHO IS NOT NOW AN OFFICER OR DIRECTOR BUT WILL TAKE OFFICE WHEN THE ACQUISITION OCCURS. SHOW EACH INDIVIDUAL'S PRESENT AND PROPOSED STOCK OWNERSHIP IN THE APPLICANT AND IN THE RESULTING INSTITUTION.

CERTIFICATION

The undersigned, being duly sworn, states that the foregoing application has been executed under Title 6.2, Chapter 11, Article 5 of the Code of Virginia; that he/she has been authorized to execute and file such application; and that to the best of his/her knowledge, information, and belief, the application and all accompanying schedules and statements contain no misstatement of fact and do not omit any material fact called for. By executing and filing this application, the applicant represents that it understands and gives assent to the provisions of § 6.2-1162 of the Code of Virginia relating to: the Commission's right to examine an out-of-state savings institution holding company and all its subsidiaries, the filing of reports by such savings institution holding companies, and the acceptance by the Commission of examination reports of other regulatory agencies in lieu of conducting its own examinations.

Name (Type or Print)

Signature

Title

Sworn to and subscribed before me this _____ day of _____, _____.

Notary Public

Registration Number of Notary: _____
My commission expires: _____