



STATE OF KANSAS
OFFICE OF THE
STATE BANK COMMISSIONER

**APPLICATION FOR ACQUISITION A KANSAS BANK
BY A GIFT AND/OR INHERITANCE**
Pursuant to K.S.A. 9-1719 et seq.

(Name of Applicant)

(Address)

(City, State, and Zip Code)

(Name, Title, Telephone Number and Fax Number of
Person to Contact Regarding This Application)

(Address of Person Listed Above, if Different From Applicant Address)

An original application and the applicable filing fee should be submitted to:

State Bank Commissioner
Office of the State Bank Commissioner
700 S.W. Jackson Street, Suite 300
Topeka, Kansas 66603-3714

Remittance of a filing fee of \$500 is required pursuant to Kansas Administrative Regulation 17-22-1. It should also be understood that the cost of on-site examinations or investigations in connection with this application will be the responsibility of the applicant.

The application, subject to limitations imposed by federal or state statutes, is available to members of the public.

If the applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to the competitive position of the bank, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

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."

This application is required pursuant to K.S.A. 9-1719 et seq, and will be considered complete when (1) the materials requested in this form have been filed with the State Bank Commissioner and when it has been determined that no further information shall be required.

Please submit the following information with regard to the proposed acquisition. Separate pages should be used when appropriate.

TRANSACTION INFORMATION

1. Provide a discussion of the transaction, including the purpose, structure, significant terms and conditions, and financing arrangements.

Indicate the number of shares to be acquired, the total number of shares outstanding, and the percent of total shares outstanding the transaction represents.

For each shareholder transferring stock, indicate the full name, the number of shares presently held by each, the number of shares to be transferred and the number of shares to be held after completion of transaction.

2. Provide the identity of any person employed, retained or to be compensated by the acquiring party or by any person on such person's behalf to make solicitations or recommendations to stockholders for the purpose of assisting in the transaction and a brief description of the terms of such employment, retainer or arrangement for compensation.
3. Provide copies of all invitations, tenders, or advertisements making a tender offer to stockholders for purchase of their stock to be used in connection with the transaction.

BIOGRAPHICAL INFORMATION

1. Provide the identity, personal history, business background and experience of each person by whom or on whose behalf the transaction is to be made. Include such person's material business activities and affiliations during the past five years and a description of any material pending legal or administrative proceeding in which such person is a party and any criminal indictment or conviction of such person by a party and any criminal indictment or conviction of such person by a state or federal court.

FINANCIAL INFORMATION

1. Provide a certified statement of the assets and liabilities of each person by whom or on whose behalf the transaction is to be made, as of the end of the fiscal year for each of the five fiscal years immediately preceding the date of the notice together with related statements of income.

ORGANIZATIONAL AND MANAGEMENT INFORMATION

1. Discuss any plans or proposals which any acquiring party involved in the transaction may have to liquidate the bank, to sell its assets, merge it with any company, or to make any other major change in its business or corporate structure. Also include any information regarding anticipated changes in existing directors or officers.

Questions concerning this application may be addressed to:

Dana S. Hampton, Director of Corporate Activities
Office of the State Bank Commissioner
700 SW Jackson Street, Suite 300
Topeka, Kansas 66603-3714
(785) 296-2266 FAX (785) 296-0168

In support of this application, applicant has hereby made the aforementioned statements and representations, and submits this information, based upon the several factors as outlined for the purpose of inducing the State Bank Commissioner of the State of Kansas to approve the proposed acquisition, merger, consolidation or transfer of the previously listed Kansas bank(s) or bank holding company(ies).

Applicant hereby authorizes the State Bank Commissioner of Kansas to conduct any investigation, examination or review of the condition of the applicant, its affiliates, or the bank or bank holding company to be acquired and to provide any other material as requested by the Commissioner.

ATTESTATION

Applicant affirms that the information contained in this application has been prepared at its direction and that it is accurate and complete to the Applicant's best knowledge and belief.

(Applicant)

By _____
(Authorized Officer)

Title _____

(SEAL)

ATTEST:

(Corporate Secretary)

9-1719. Change of control; definitions. As used in K.S.A. 9-1719 to 9-1723, inclusive:

- (a) "Control" means the power directly or indirectly to direct the management or policies of a financial institution or to vote 25% or more of any class of voting shares of a bank.
- (b) "Bank" means a state bank or trust company incorporated under the laws of Kansas.
- (c) "Commissioner" means the Kansas state bank commissioner.
- (d) "Person" means an individual or a corporation, partnership, trust, association, joint venture, pool, syndicate, sole proprietorship, unincorporated organization or any other form of entity not specifically listed in this subsection.
- (e) "Board" means the Kansas banking board. (L. 1987, ch. 54, ' 9; May 7.)

9-1720. Change of control; approval of commissioner required. It shall be unlawful for a person, acting directly or indirectly or through concert with one or more persons, to acquire control of any bank through purchase, assignment, pledge or other disposition of voting shares of such bank, except with the approval of the commissioner or as otherwise allowed by this act. (L. 1984, ch. 47, ' 2; Jan. 1, 1985.)

9-1721. Change of control; procedure; hearing; judicial review. (a) The commissioner shall be given at least 60 days' prior written notice of any proposed bank acquisition. If the commissioner does not issue an order disapproving the proposed acquisition within that time or extend the period during which a disapproval may issue for another 30 days, the proposed acquisition shall stand approved. The period for disapproval may be further extended only if the commissioner determines that any acquiring party has not furnished all the information required under K.S.A. 9-1722 and amendments thereto or that in the commissioner's judgment any material information submitted is substantially inaccurate. An acquisition may be made prior to expiration of the disapproval period if the commissioner issues written notice of the commissioner's intent not to disapprove the action.

(b) The commissioner shall serve the acquiring party with an order of disapproval. The order shall provide a statement of the basis for the disapproval.

(c) Within 15 days after service of an order of disapproval, the acquiring party may request a hearing on the proposed acquisition with the board. Upon receipt of a timely request, the board shall conduct a hearing in accordance with the provisions of the Kansas administrative procedure act.

(d) Any disapproval by the board of a proposed acquisition is subject to review in accordance with the act for judicial review and civil enforcement of agency actions.

(e) Actual expense incurred by the commissioner or board in carrying out any investigation that may be necessary or required by statute shall be paid by the person submitting the proposed acquisition. (L. 1988, ch. 356, ' 42; July 1, 1989.)

9-1722. Change of control; required information to be filed; fees. (a) A notice of a proposed bank acquisition filed pursuant to K.S.A. 9-1721, and amendments thereto, shall contain the following information:

(1) The identity, personal history, business background and experience of each person by whom or on whose behalf the acquisition is to be made, including such person's material business activities and affiliations during the past five years and a description of any material pending legal or administrative proceedings in which the person is a party and any criminal indictment or conviction of such person by a state or federal court;

(2) a statement of the assets and liabilities of each person by whom or on whose behalf the acquisition is to be made, as of the end of the fiscal year for each of the five fiscal years immediately preceding the date of the notice, together with related statements of income and source and application of funds for each of the fiscal years then concluded and an interim statement of the assets and liabilities for each such person, together with related statements of income and source and application of funds, as of a date not more than 90 days prior to the date of the filing of the notice. Individuals who own 10% or more shares in a bank holding company, as defined in K.S.A. 9-519, and amendments thereto, shall file the financial information required by this paragraph;

(3) the terms and conditions of the proposed acquisition and the manner in which the acquisition is to be made;

(4) the identity, source and amount of the funds or other considerations used or to be used in making the acquisition and, if any part of these funds or other considerations has been or is to be borrowed or otherwise obtained for the purpose of making the acquisition, a description of the transaction, the names of the parties, and any arrangements, agreements or understandings with such persons;

(5) any plans or proposals which any acquiring party making the acquisition may have to liquidate the bank, to sell its assets or merge it with any company or to make any other major change in its business or corporate structure or management;

(6) the identification of any person employed, retained or to be compensated by the acquiring party or by any person on such person's behalf to make solicitations or recommendations to stockholders for the purpose of assisting in the acquisition and a brief description of the terms of such employment, retainer or arrangement for compensation;

(7) copies of all invitations or tenders or advertisements making a tender offer to stockholders for purchase of their stock to be used in connection with the proposed acquisition; and

(8) any additional relevant information in such forms as the department may require by specific request in connection with any particular notice.

(b) The commissioner may accept an application filed with the federal reserve bank or federal deposit insurance corporation in lieu of a statement filed pursuant to subsection (a). The commissioner may, in addition to such application, request additional relevant information.

(c) At the time of filing a notice of a proposed bank acquisition pursuant to K.S.A. 9-1721, and amendments thereto, or

an application filed pursuant to subsection (b), the applicant shall pay to the commissioner a fee in an amount established by rules and regulations adopted by the commissioner. (L. 1992, ch. 62, ' 4; July 1.)

9-1723. Change of control; disapproval; reasons. The commissioner may disapprove any proposed acquisition if:

(a) The proposed acquisition of control would result in a monopoly or would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any part of this state;

(b) the financial condition of any acquiring person is such as might jeopardize the financial stability of the bank or prejudice the interests of the depositors of the bank;

(c) the competence, experience or integrity of any acquiring person or of any of the proposed management personnel indicates that it would not be in the interest of the depositors of the bank or in the interest of the public to permit such person to control the bank; or

(d) any acquiring person neglects, fails or refuses to furnish the commissioner all the information required by the commissioner. (L. 1984, ch. 47, ' 5; Jan. 1, 1985.)