



STATE OF KANSAS OFFICE OF THE STATE BANK COMMISSIONER

APPLICATION FOR AUTHORITY
TO ENGAGE IN TRUST BUSINESS IN THE STATE OF KANSAS
(NEW TRUST COMPANY CHARTER)
Pursuant to K.S.A. 9-1801, K.S.A. 9-1802, and K.A.R. 17-16-1 et seq.

[Proposed Name of Trust Company]

[Proposed Street Address and Current Mailing Address]

[City, County, State, Zip Code]

[Name and Telephone Number of Contact Person Regarding This Application]

[Address of Contact Person]

An original and nine copies of the completed application should be submitted to:

The State Banking Board
700 S.W. Jackson Street, Suite 300
Topeka, Kansas 66603-3796

A remittance of \$2,500 to the State Bank Commissioner is required, pursuant to Kansas Administrative Regulation 17-22-1, for a new Trust Company Charter. It should be understood that any additional 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 personal financial information would likely result in substantial harm to the competitive position of the proposed trust company, 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."

Please provide the following information in support of the proposed trust company. It should be understood that the State Banking Board may request additional information, if deemed necessary.

OVERVIEW

- 1. Provide an overview of the application which includes a brief description of the proposed business plan, brief discussion of how the incorporators/organizers came together and the factors that led to filing the application.
- 2. Provide a statement of fact to support a finding of public need for the proposed trust company in the community where it will be located.
- 3. List and provide a copy of all applications filed in conjunction with this proposal.

CAPITAL

- 1. The total amount of capital at opening will be: \$_____.

This amount must equal at least \$250,000 total. The State Banking Board may require capital in excess of this amount. The par value of common and preferred stock is to be divided into shares of \$5.00 each, or a multiple thereof.

Number of shares to be authorized	_____
Number of shares to be issued	_____
Par value per share	\$_____
Sale price per share	\$_____

Of the total capital indicated above, a distribution between accounts is to be made as follows:

Capital Stock (60%)	\$_____
Surplus (30%)	\$_____
Undivided Profits (10%)	\$_____

- 2. Provide the names of subscribers to the capital stock and the amount of stock to which each subscribed. Include a copy of any escrow agreement, subscription agreement, or evidence of deposit for each subscriber. For each subscriber of more than 5% of capital stock, indicate past and present connection(s) with any trust company, other than as a customer. For organizers, directors, 10% shareholders, and senior executive officers, include the source of the funds for investment. If all or part of these funds are to be borrowed, give the name of the lender and the terms and conditions of loan, including the security, interest rate, and maturity date. A commitment letter from the lender should also be provided. Describe any potential conflicts of interest that could occur as a result of ownership of the proposed trust company.
- 3. Provide details of any stock benefit plans, including stock options, stock warrants, and other similar stock based compensation plans. All such plans must be fully disclosed to all potential subscribers.
- 4. List recipients and amounts of any fees, commissions, or other consideration in connection with the sale of stock.
- 5. List the names of persons, partnerships, associations, or corporations proposing to own or control more than one-half (1/2) of the stock (controlling interest).

6. Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, and projected organization and operating expenses. Describe any plans for the payment of dividends.
7. Discuss plans for raising additional capital after the trust company is open, in the event earnings projections in the original application are not met.
8. If the trust company will be controlled by a holding company, provide the following:
 - (a) A statement as to whether the holding company will be paid a management fee. If so, state the amount and basis on which it will be computed.
 - (b) The holding company's pro forma or most recent balance sheet and income statement along with detailed information of any debt now held or to be acquired as a result of this application.
 - (c) A description of the debt service requirements for any debt that will be issued at the holding company level to capitalize the trust company.

INCORPORATORS/ORGANIZERS, BOARD OF DIRECTORS, AND MANAGEMENT

NOTE: An authorization for release of information from the KBI (attached) must be completed for each incorporator, director, and executive officer.

1. List the names and addresses of each incorporator/organizer, proposed directors and proposed officers. A minimum of five incorporators/organizers who are residents of the state of Kansas is required. Additionally, the following should be provided:
 - (a) The number and percentage of shares each will purchase.
 - (b) A current (within 90 days), detailed (with supplementary schedules, if necessary) financial statement for each incorporator. See sample form attached. If the stock or ownership of any one business, corporation, or partnership comprises over 25 percent of the individual's net worth, submit a financial and operating statement of such.
 - (c) A biographical report (résumé), including citizenship and residency information. See sample form attached. Also indicate any criminal conviction other than minor traffic violations.
2. Provide an organization chart for the proposed trust company.
3. If applicable, describe any employment contracts involving trust officers or employees.
4. Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the institution. Also list the forms of compensation, if any.
5. Describe each proposed senior executive officer's duties and responsibilities, and qualifications and experience to serve in his/her position. If an individual has not yet been selected for a key position, list the criteria that will be required in the selection process. Provide the proposed annual compensation of all officers.

LOCATION

1. Describe building plans for the proposed trust company. Provide the complete legal description of the location of the proposed trust company and the terms of the lease or acquisition of the real property. Include a copy of all signed purchase agreements or lease agreements. Identify the present owner of the real property and their relationship, if any, to the organizers, directors, or management.
2. Itemize the projected dollar investment in real property, improvements and equipment. Please include a description of the facilities and furnishings. (NOTE: Pursuant to K.S.A. 9-1102(a)(3), costs of the trust company's total fixed assets cannot exceed 50 percent of the trust company's total equity capital.)
3. Provide a letter from the State Historic Preservation Department indicating that the proposed location is not included, or eligible for inclusion, in the National/State Register for Historical Places.

TRADE AREA, CONVENIENCE, AND NEED OF THE COMMUNITY

1. Provide a copy of the business plan and describe the highlights of the plan. The plan should include, but not be limited to, a description of the types of accounts the proposed trust company will be primarily involved with, hours the trust company will be open, any additional services which will be provided, and any other relevant information.
2. Describe the competitive factors the proposed trust company faces in the proposed market and how the proposed trust company will address the convenience and needs of that market to maintain its long-term viability.
3. Discuss the overall marketing/advertising strategy, including approaches to reach designated target markets through marketing of products, services, etc.
4. Provide the population, as stated in the two most recent census reports, of the city or town and the county of the city or town in which the proposed trust company is to be located. Also, provide the statistical breakdown reports for the city and county from the most recent census reports.
5. Define the intended geographic market area. Provide a map of the city or town and the surrounding trade area showing the location of the proposed trust company and the location of existing state or national banks having trust powers. In cities or suburban areas of 10,000 population or more, draw circles on the map showing radius of 1 mile, 2 miles, 3 miles, 4 miles, and 5 miles from the location of the proposed trust company. In rural areas, cities, or suburban areas of less than 10,000 population, show radius distances of 5 miles, 10 miles, 15 miles, 20 miles, and 25 miles from the location of the proposed trust company.

FINANCIAL PROJECTIONS

1. Provide detailed pro forma balance sheets and income statements for each of the five years (year-end) immediately following the estimated date of charter. Include an explanation of assumptions used. At a minimum, address market growth, fee structure, expenses, and competition.
2. Provide a statement as to the prospects of success of the proposed trust company.

MISCELLANEOUS

1. Provide a list of the organization and other preliminary expenses associated with this charter application including attorney's fees (provide name of attorney), investigation fees, advertising, charter fee, filing fees, etc. Describe how organization expenses will be paid.
2. Describe the electronic information system for the proposed trust company, detailing services to be out-sourced and/or administered internally. Also, if the Internet will be utilized, provide details as to the type of site and its anticipated functions.
3. Indicate whether plans include filing for Subchapter S Corporation tax status.
4. Provide a copy of the proposed Article of Incorporation and By-laws.
5. Provide a copy of any quotes received for surety bond coverage, or if no quotes have been received, provide the names of companies contacted. A commitment to provide bond coverage must be obtained before a charter certificate will be issued.
6. Discuss plans for an annual audit.
7. Provide an affidavit of publication. (See attached publication example.)
8. When available, provide a copy of the proposed operating policies.
9. Provide any other relevant information, not already requested, that is deemed pertinent to this application.

In support of this application, applicants have hereby made the aforementioned statements and representations, and submit this information, based upon the several factors as outlined, for the purpose of inducing the State Banking Board of the State of Kansas to approve the proposed charter.

Applicants hereby authorize the State Bank Commissioner of Kansas to conduct any investigation, examination, or review deemed necessary and agree to provide any other material as requested by the State Banking Board or State Bank Commissioner.

ATTESTATION

Applicants affirm that the information contained in this application has been prepared at their direction and that it is accurate and complete to the Applicants' best knowledge and belief.

INCORPORATORS

[Print Name]

[Signature]

STATE OF KANSAS)
) ss:
County of _____)

Before me, a Notary Public in and for the County and State above named, personally appeared the incorporators of the aforementioned proposed trust company and that each of them stated under oath that all matters herein contained are true and correct to their best knowledge and belief.

Subscribed and sworn to before me this _____ day of _____, _____.

Notary Public

(SEAL)

My Commission Expires: _____, _____.

Questions concerning this application may be addressed to:
Dana S. Hampton, Director of Corporate Activities
Office of the State Bank Commissioner
Jayhawk Tower, Suite 300
700 S.W. Jackson Street
Topeka, Kansas 66603-3714
(785) 296-2266 FAX (785) 296-0168

STATE OF KANSAS
KATHLEEN SEBELIUS
GOVERNOR



OFFICE OF THE
STATE BANK COMMISSIONER

RECORDS INVESTIGATION AUTHORIZATION

I hereby authorize and request the Kansas Bureau of Investigation to furnish criminal history record information as defined by K.S.A. 22-4701(b) to the Kansas Office of the State Bank Commissioner. Further, I understand the Office of the State Bank Commissioner shall be under no obligation to disclose such information to me or any other person.

A copy of this authorization shall be accepted with the same force and validity as the original.

Full Name (type or print) (Last) (First) (Middle)

Alias/Maiden Name (Last) (First) (Middle)

Date of Birth (MM/DD/YY) Social Security Number

Sex Race Place of Birth (City, State or Foreign Country)

Other Alias Name (Last) (First) (Middle)

Other Alias Name (Last) (First) (Middle)

Authorized Signature Date

KBI Response

NEW TRUST COMPANY CHARTER

IMPORTANT

This notice, or one similar to it, **must** be published in a newspaper of general circulation in the city where the applicant proposes to establish the new charter on the same day of two (2) consecutive weeks, with the second publication appearing at least 14 calendar days prior to any action taken by the board. An affidavit of publication is to be supplied to the Office of the State Bank Commissioner.

Published in the _____, _____, _____.
[Name of newspaper] [Date]

An application for a New Trust Company Charter has been filed with the State Banking Board. The proposed new charter is to be known as _____,
[Trust Company Name]
and is to be located at _____,
[Street Address]
_____, Kansas.
[City]

The State Banking Board considers a number of factors in deciding whether to approve the application.

Any person wishing to comment on this application may file his or her comments, in writing, with the State Banking Board, at 700 Jackson, Suite 300, Topeka, Kansas 66603. The State Banking Board will consider your comments on the application if received on or before _____

[Insert date which is ten days after the scheduled second publication of this notice.]

Public comments may be subject to disclosure pursuant to the Kansas Open Records Act; K.S.A. 45-201 et seq.

The non-confidential portion of the application file is available for inspection within three days following the request for such file. The file may be inspected in the Office of the State Bank Commissioner during regular business hours. Photocopies of information in the non-confidential portion of the application file will be made available upon request. A schedule of charges for such copies can be obtained from the State Bank Commissioner.

METROPOLITAN AREAS IN KANSAS
AS DEFINED BY THE STATE BANK COMMISSIONER
PURSUANT TO K.A.R. 17-16-2
AND THE CITIES CONSIDERED TO BE INCLUDED IN EACH AREA

METROPOLITAN AREA (IDENTIFIED BY LARGEST CITY THEREIN)		
KANSAS CITY	WICHITA	TOPEKA
Bonner Springs	Andover	Grantville
Countryside	Bel Aire	Pauline
Edwardsville	Derby	Tecumseh
Fairway	East Borough	Topeka
Gardner	Haysville	
Kansas City	Kechi	
Lake Quivira	Maize	
Leawood	Park City	
Lenexa	Schulte	
Merriam	Wichita	
Mission		
Mission Hills		
Olathe		
Overland Park		
Prairie Village		
Roeland Park		
Shawnee		
Westwood		