



STATE OF KANSAS
OFFICE OF THE
STATE BANK COMMISSIONER

**APPLICATION FOR CHANGE OF CONTROL OF A TRUST COMPANY
Pursuant to K.S.A. 9-1719 et seq.**

(Name of Applicant)

(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)

(If Applicant is a Corporation, State of Incorporation and Date of Incorporation)

(Name(s) and Address of Trust Company(ies) Being Acquired)

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 66603-3796

Remittance of a filing fee of \$1,000, for each trust company to be acquired, payable to the State Bank Commissioner is required, pursuant to Kansas Administrative Regulation 17-22-1, for a change of control. For a change of control involving the formation of a holding company and associated exchange of stock, the filing fee is \$500. 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 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."

This application is required pursuant to K.S.A. 9-1719 et seq, and will be considered complete when 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.

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 66603-3796
(785) 296-2266 FAX (785) 296-0168

Please submit the following information with regard to the proposed acquisition. Separate pages should be used when appropriate. It should be understood that the State Bank Commissioner may require additional information, if deemed necessary.

TRANSACTION INFORMATION

PROPOSAL

- 1. Provide a discussion of the proposal, including the purpose of the proposal and the terms and conditions of the proposed acquisition, and the manner in which the acquisition is to be made. (Provide an original copy of the purchase and/or sale/merger agreement(s) between applicant and principal(s) of the trust company being acquired). If not clearly and expressly stated in the purchase and/or sale/merger agreement(s), provide an explanation of the arrangements made for the accommodation of minority shareholders of the trust company being acquired. Include in, but do not limit your discussion to, two tables detailed as follows:

TABLE 1

Indicate the number of shares to be acquired, the total number of shares outstanding, and the percent of total shares outstanding that the proposed acquisition represents. Also indicate the names of any beneficial owners.

TABLE 2

Indicate the full name of each seller, the number of shares presently held by each, the number of shares to be sold or exchanged and the number of shares to be held after completion of the proposal.

- 2. Indicate:
 - (a) The purchase price(s) per share(s) to be acquired or their equivalent in exchange \$ _____
 - (b) The total purchase price for the entire proposed transaction or its equivalent in exchange \$ _____

Identify the source and amount of the funds or other considerations used or to be used in making the acquisition. 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, include a description of the transaction, the names of the parties, any arrangements, and agreements or understandings with such persons. Include a copy of any loan commitment letters, indicating the amount financed, collateral to be pledged, interest rates, amortization requirements, guarantors, endorsers, and any other arrangements, agreements, and understandings between and among the parties.

For each acquiring party (regardless of the source of funding), provide complete financial information (a statement of assets and liabilities; a statement of income; and a statement of sources and uses of funds) for the last five years and the current interim period (within 90 days).

- 3. 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 acquisition and a brief description of the terms of such employment, retainer or arrangement for compensation.
- 4. 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 proposed acquisition.

5. Provide a statement demonstrating the proposed acquisition is in the interest of the customers of the trust company which is the subject of the proposed acquisition and in the public interest.

MANAGEMENT INFORMATION

1. Identify the anticipated board of directors and senior officers of the trust company acquired as contemplated by the applicant. Provide biographical and citizenship information for each anticipated director or senior officer, even if they are an existing director or officer. Also include any information regarding anticipated resignations or terminations of existing directors or officers. A majority of the directors must be residents of the state of Kansas.

ORGANIZATIONAL INFORMATION

1. List any pending acquisition(s) of trust companies and/or financial institutions by the applicant. Include those awaiting regulatory approval and those for which an agreement in principal exists.
2. Discuss the applicant's plans for future acquisitions of Kansas trust companies and/or banks or Kansas bank holding companies.
3. Discuss any plans or proposals which any acquiring party making the acquisition may have to liquidate the trust company, to sell its assets, merge it with any company, or to make any other major change in its business or corporate structure or management.
4. Discuss whether the applicant currently controls, as defined in K.S.A. 9-1719, any trust company, bank, other subsidiary, or other financial institution. Please indicate if any is located in a market area that overlaps or adjoins the geographic market of the institution being acquired

In support of this application, applicant has hereby made the aforementioned statements and representations, and submits this information, based upon the factors as outlined for the purpose of inducing the State Bank Commissioner of the State of Kansas to approve the application for the previously listed Kansas trust company.

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

ATTESTATION

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

(Applicant)

By _____
(Authorized Officer)

Title _____

(SEAL)

ATTEST:

(Corporate Secretary)