



Office of the State Bank Commissioner

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

K.S.A. 9-1720(b) defines a merger transaction to include, any merger, consolidation, acquisition of assets or assumption of any liabilities. In addition to information in the Interagency Bank Merger Act Application, the following should be submitted.

1. In accordance with K.S.A. 9-1726, a \$1,000 nonrefundable fee must be remitted when the application is filed.
2. Discuss any changes to be made in the bank's operations, strategy, market area, funding, loan composition, portfolio, lines of business, scope of activities, products, or services.
3. Describe plans to staff office locations being acquired.
4. Discuss anticipated changes to the board of directors.
5. A copy of the merger agreement between the participating institutions, and all related documents.
6. A certified excerpt from the meetings of both boards of directors setting forth a resolution adopting the proposed transaction.
7. Certified copies of stockholder proceedings showing that a majority of the stockholders of record of each institution voted in favor of the merger transaction.
8. Affidavit of Publication that notice of the proposed merger was made; see attached sample notice.
9. Attach a certificate by counsel in substantially the following form: "I hereby certify that I have examined the agreement between the participating institutions dated _____ and related documents. In my opinion the agreement is legally sufficient and all applicable laws and regulations have been complied with in connection with its adoption."
10. If the Resultant Bank is to be owned by a bank holding company, indicate the total amount of deposits of all Kansas banks in which the holding company has the power to vote 5% or more voting shares (either directly or indirectly) including the proposed Resultant Bank deposits.
11. If the name of the Applicant/Resultant Bank will change as a result of the proposed merger transaction, a request to change the name of the bank must be submitted; see the application form titled *Name Change*.
12. If the Applicant does not have trust powers and is acquiring an institution with trust powers, a separate application will need to be submitted to both the State Bank Commissioner and the Federal Deposit Insurance Corporation or Federal Reserve Bank for authority to exercise trust powers, if desired. If trust powers are not desired and the other institution has trust accounts, detail how such trust accounts will be disposed.
13. The applicant may provide information in addition to that requested which, in the applicant's opinion could aid in the analysis and disposition of the proposal.

The Kansas Open Records Act (K.S.A. 45-215 et seq.) exempts from public disclosure "records the disclosure of which is specifically prohibited or restricted by federal law, state statute or rule of Kansas supreme court..." Information exempt from public disclosure under the Freedom of Information Act (5 U.S.C. 552) is also exempt from disclosure under the Kansas Open Records Act.

It is the responsibility of the applicant to identify clearly, and on separate pages, the information submitted with the proposal which it deems confidential. However, the determination of the question of confidentiality and the discretion to release information which is exempt resides with the State Bank Commissioner, consequently, the specific information you indicate to be confidential may be made available for public review after consideration.

The commissioner must act on the application within 60 days after the date the application is filed. The commissioner may, for any reason, extend the time period to act on an application an additional 30 days. The time period to act on an application may be further extended if the commissioner determines the applicant has not furnished all the information required or that, in the commissioner's judgment any material information submitted is substantially inaccurate.

IMPORTANT

This notice or one similar to it must be published twice in a newspaper of general circulation in the city or county in which the main office of each of the banks or institutions involved in the merger transaction are located. If there is no such newspaper in the community, the notice should be made in the newspaper of general circulation published nearest thereto. In cases of branch purchase and assumptions, the notice must also be published in a newspaper(s) in the community or communities where the branch office(s) to be purchased is/are located. An Affidavit of Publication must be supplied to the State Bank Commissioner.

TIME FRAME FOR PUBLICATION – The first publication shall be no later than five calendar days after an application is filed. The second publication shall be on the 14th day after the date of the first publication. If the newspaper does not publish on the 14th day, then the notice should be published on the date that is the closest to the 14th day. The notice shall provide for a comment period of not less than ten calendar days after the date of the second publication.

NOTICE OF PROPOSED _____
(Use Appropriate Term: Bank Merger, Bank Consolidation, Acquisition of Bank Assets and Assumption of Liabilities)

Notice is hereby given that the _____
(Name of Applicant Bank, City and State)

has made application to the State Bank Commissioner, Topeka, Kansas, for written consent to

merge with, consolidate with, acquire the assets of, assume liability to pay deposits made in the

(Name of Bank or Banks, City and State)

If it is contemplated that the continuing bank will operate the offices of the other depository institutions as branches, the following statement shall be added to the notice:

It is contemplated that all of the offices of the above named institutions will continue to be operated, with the exception of _____.

This notice is published pursuant to Kansas Statutes Annotated 9-1724.

Any person wishing to comment on this application may file his or her comments in writing with the State Bank Commissioner, 700 Jackson, Suite 300, Topeka, Kansas, 66603-3796. The comment period will end _____
(insert date that is 10 days after the date of the second publication)

Public comments may be subject to disclosure pursuant to the Kansas Open Records Act; K.S.A. 45-201 *et seq.* For information about submitting a request for records, please refer to:

<http://www.osbckansas.org/consumers/openrecords.html>

Date of First Publication _____

Applicant Bank _____

Location _____

Target Bank _____

Location _____