

## INSTRUCTIONS FOR FILING AN APPLICATION TO SELL OR PURCHASE ASSETS

Refer to the laws, regulations, policies and procedures contained in Title 6 O.S. Sections 501.1, 501.2 and 1109 and Banking Board Rule 85:10-9-2.

The application is used for proposals (a) to sell or purchase the assets and business of a bank, trust company, or savings association or (b) to sell or purchase the business of any department or branch of a bank, trust company, or savings association.

1. Submit two (2) copies of the executed agreement of purchase and sale and an application fee of \$3,500. Make the check payable to the Oklahoma State Banking Department. The agreement must be approved by the boards of directors of both the purchasing and selling institutions. Shareholder approval may also be required under specific circumstances. Refer to Section 1109(C) for additional requirements.
2. Statement that 1109(C) of the Banking Code for both purchasing and selling banks is satisfied concerning shareholder approval.
3. Submit two (2) copies of a pro forma balance sheet as of the end of the most recent quarter and for the first year of operation after the transaction. (Refer to the Interagency Bank Merger Act Application for a description of information to be provided).
4. Submit two (2) copies of a projected combined income statement for the first year of operation following consummation of the transaction.
5. Submit a pro forma and projected regulatory capital schedule as of the end of the most recent quarter and for the first year of operation, indicating:
  - a. Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries), and Total Capital (include Tier 3 if applicable).
  - b. Total risk-weighted assets.
  - c. Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio).
6. If the purchased branch will be operated as a branch of the applicant, then also submit one signed original and two (2) copies of the “Application for Certificate to Maintain and Operate a Fixed or Mobile Branch” and an application fee of \$2,000. Make the check payable to the Oklahoma State Banking Department. Answer all questions completely in the spaces provided or by attaching additional pages as necessary. Please use 8½" x 11" sheets. If the answer is “no”, “none”, or “not applicable”, so state.

7. Applicant must also obtain prior written approval of the proposed purchase and sale transaction from its primary federal regulator.

Delays in processing occur when an application is incomplete, lacks sufficient detail, contains addition or other reconciliation errors, or otherwise contains inadequate information necessary to render a decision. Applicants will generally have one opportunity to correct deficiencies, which if not adequately corrected when the application is resubmitted may cause the Commissioner to consider the application withdrawn or disapproved.