



Office of the State Bank Commissioner

**APPLICATION FOR CHANGE OF CONTROL OF A
KANSAS TRUST COMPANY OR
TRUST COMPANY HOLDING 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 E-Mail Address
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(es) of Trust Company(ies) or
Trust Company Holding Company(ies) Being Acquired

An original application and the application 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

Application Filing Fee - Remittance of a filing fee of \$1,000, for each company to be acquired, payable to the State Bank Commissioner is required, pursuant to K.S.A. 9-1726. For a change of control involving the formation of a holding company and associated share-for-share exchange of stock, the filing fee is \$500. The cost of on-site examinations or investigations in connection with this application will be the responsibility of the applicant.

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

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 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.

Pursuant to K.S.A. 9-1722(c), the commissioner may require fingerprinting of any proposed officer, director, shareholder or any other person deemed necessary by the commissioner. Please include appropriate fingerprint cards and payment for each. A fingerprint request form is attached and is also available at www.osbckansas.org.

Questions should be directed to:
Tanner Howard, Applications and Statistics Manager
Office of the State Bank Commissioner
700 SW Jackson Street, Suite 300
Topeka, Kansas 66603-3714
(785) 379-3870 FAX (785) 371-1229

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

- 1) Provide the total number of voting shares authorized and currently outstanding.
- 2) Provide a discussion of the proposed transaction, including the purpose of the transaction 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 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 company being acquired. Include in, but do not limit your discussion to, the tables detailed as follows:

TABLE 1

Indicate the full name of each acquirer; the number of shares now owned or controlled; the number of shares to be acquired; and the number of shares owned or controlled after the acquisition. Also indicate the names of any beneficial owners and trustees, as applicable.

TABLE 2

Indicate the full name of each seller; the number of shares now owned or controlled by each; the number of shares to be sold or transferred; and the number of shares owned or controlled after completion of the transaction.

Indicate:

- | | | |
|-----|--|----------|
| (a) | The purchase price(s) per share(s) to be acquired | \$ _____ |
| (b) | The total purchase price for the entire proposed transaction | \$ _____ |
| (c) | The current book value per share | \$ _____ |
| (d) | The current market value per share | \$ _____ |

- 3) 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 the name of each borrower, the name and address of each lender, amount financed, collateral to be pledged and terms of the transaction. Include a copy of any loan commitment letters.
- 4) Provide the identity, of each person by whom or on whose behalf the transaction is to be made. For each acquiring party (regardless of the source of funding) who will own 10% or more outstanding shares attach a complete and current (within 90 days) Interagency Biographical and Financial Report. The Report form to be used is available at:

<https://www.fdic.gov/regulations/laws/forms/notices.html>

- 5) 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.
- 6) 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.

- 7) 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) Discuss anticipated changes to the board of directors and senior officers, and describe plans to staff office locations being acquired. Attach a complete and current (within 90 days) Interagency Biographical and Financial Report for any new director or senior officer. Please include appropriate fingerprint cards and payment for each. 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) Discuss any changes to be made in operations, strategy, market area, lines of business, scope of activities, products, or services of the trust company.
- 2) 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.
- 3) Discuss the applicant's plans for future acquisitions of trust companies, trust company holding companies, bank holding companies, or banks.
- 4) Discuss any plans or proposals which any acquiring party making the acquisition may have to liquidate the 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.
- 5) 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 company 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 _____

ATTEST:

(Corporate Secretary)



STATE OF KANSAS
OFFICE OF THE STATE BANK COMMISSIONER
700 SW Jackson Street, Suite 300
Topeka, Kansas 66603-3796
785-380-3939 Fax: 785-371-1229

FINGERPRINT CARD REQUEST FORM
(To be used for new trust company or trust company change of control applications.)

The commissioner or state banking board may require fingerprinting of any current or proposed officer, director, incorporator, shareholder or any other person deemed necessary by the commissioner or state banking board.

Any person, as deemed necessary, who files an application to form a new trust company or to acquire control of an existing trust company must provide completed fingerprint cards with the application and pay to the Office of the State Bank Commissioner processing fees required by the bureaus of investigation to scan the cards.

To request fingerprint cards, please contact Tanner Howard, Corporate Activities & Special Projects Manager
Office of the State Bank Commissioner
700 SW Jackson Street, Suite 300
Topeka, Kansas 66603-3714
(785) 379-3870 FAX (785) 371-1229

Number of Fingerprint Cards Requested: _____

Name of Contact Person: _____

Name of Applicant: _____

Mailing Address: _____
(Street)

_____ (City) _____ (State) _____ (Zip Code)

Phone Number /E-mail of Contact Person: _____

The number of fingerprint cards requested will be mailed to the contact person listed above with instructions for completing the cards. Completed fingerprint cards and correct processing fees must be mailed with the application to the Office of the State Bank Commissioner as directed in the application. Any deviation from this procedure will delay the processing of the application.

Should you have questions, please contact us at 785-379-3870.