

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All Filings

1. Copy of the public notice published in conformity with 7 TAC §§15.5 and 15.104(d);
2. Draft opinion of counsel that conforms to the requirements of 7 TAC §15.104(b)(13) and 15.109;
3. Draft Certificate of Merger related to the proposed transaction incorporating the restated Certificate of Formation of the resulting bank and any other resulting entity;
4. Draft or executed Plan of Merger indicating approval by at least 2/3 of the shareholders of each merging or acquiring entity;
5. An explanation of compliance with or non-applicability of provisions of governing law relating to rights of dissenting shareholders or participants;
6. Copy of all securities offering documents, proxy statements, or disclosure materials; and
7. An explanation of the manner and basis of converting or exchanging any of the shares or other evidences of ownership of any entity that is a party to the merger or acquisition;
8. Provide a copy of the most recent quarter-end watch list that identifies low quality assets of the merging entities along with pro forma combined Adversely Classified Items to Tier 1 Capital plus the ALLL ratio (at consummation).
9. If this application involves the merger of an entity other than a commercial bank, savings and loan, or savings bank into a state bank, identify any corporate governance provisions which apply, i.e. corporate filings that must be made with another state or federal agency.

Non-Expedited Filings (in addition to the above items)

1. (If applicable) A complete copy with attachments of any out-of-state application(s) related to the proposed transaction as filed with any other governmental authority;
2. (If applicable) A copy of the latest annual report or FR Y-9 series report for any holding company;
3. If any additional approvals, i.e. overinvestment in fixed assets, etc., will be required as a result of the transaction, please provide an explanation;
4. Description of all material legal or administrative proceedings involving any party to the transaction; and,
5. If any significant changes are contemplated in the business strategy of any resulting Texas state bank, provide a copy of the Strategic Plan of each resulting Texas state bank. See Supervisory Memorandum 1009.