

## INSTRUCTIONS FOR FILING A MERGER APPLICATION

Refer to the laws, regulations, policies and procedures contained in Title 6 O.S. Section 1101 et seq. and Oklahoma Banking Board Rule 85:10-3-17.

This application is used for proposals to merge one or more banks or savings associations into a resulting state bank.

1. Submit a letter to the Commissioner describing the proposed merger transaction and any related applications.
2. Submit an original and 10 copies of the executed merger agreement and an application fee of \$3,500. Make the check payable to the Oklahoma State Banking Department.
3. The merger agreement must contain the provisions as enumerated in Section 1102 (refer to the merger application checklist).
4. Submit two (2) certified copies of the resolutions approving the merger and merger agreement as adopted by a majority of the entire board of directors of each constituent bank or savings association, which resolution appears in the minutes of their meetings.
5. Submit two (2) certified copies of the resolutions approving the merger and merger agreement as adopted by a majority of the stockholders of each constituent bank or savings association, which resolution appears in the minutes of their meetings.
6. 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).
7. Submit two (2) copies of a projected combined income statement for the first year of operation following consummation of the transaction.
8. 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).

9. If the main office of the merging institution 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.
10. Applicant must also obtain prior written approval of the proposed merger 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.