



## GENERAL INFORMATION AND INSTRUCTIONS

(1) An original and one copy of all portions of the application, with the appropriate filing fee, should be submitted to the Office of Financial Regulation. The following supplemental forms are required, as applicable, for each copy of the application.

- (a) The biographical portion of the Interagency Biographical and Financial Report for each proposed purchaser and for each person not a purchaser, who will be a new executive officer or director of the bank or trust company. If Purchaser is a corporation, submit a Biographical Report for each major (10% or more) stockholder.
- (b) The financial portion of the Interagency Biographical and Financial Report for each purchaser dated no earlier than one (1) year of the date of the application. If Purchaser is a corporation, a published financial statement dated no earlier than six months of the date of the application, and a Personal Financial Report for each major (10% or more) stockholder of the corporation.
- (c) If the proposed purchaser is a Registered Bank Holding Company, attach Annual Reports for the last three (3) years.
- (d) If purchaser is a corporation, submit a copy of a resolution(s) passed by the corporation's Board of Directors authorizing the filing of the application with the Department. The corporation's Secretary should certify that the resolution(s) is/are presently in full force and effect and has/have not been revoked or rescinded.

(2) The filing fee of \$7,500.00 for each bank or trust company being acquired plus an additional \$3,500.00 for each additional institution being acquired not to exceed \$15,000 must be submitted with the application by check made payable to the Office of Financial Regulation.

(3) For informational purposes, one copy of the application should be submitted to the Federal Deposit Insurance Corporation, Atlanta, Georgia, as applicable, concurrent with submission to the Office of Financial Regulation.

(4) Prior to preparing and submitting an application, the applicants are requested to read carefully Section 658.28 and 655.057, Florida Statutes.

(5) Information deemed to be confidential pursuant to Section 655.057, Florida Statutes, is requested in a separate confidential section. All other information submitted will be a part of the public section of the file.

(6) Warning - persons could unlawfully exercise a controlling influence over the management and policies of a Florida-chartered bank or trust company, or control the election of a majority of the board of directors, even though owning or controlling less than 25 percent of the voting stock of the bank or trust company. While this acquisition of control application form was designed for 25 percent or more stock ownership, persons contemplating other transactions related to Florida-chartered banks or trust companies that might result in a change of control pursuant to Section 658.27 - 658.29, Florida Statutes, are advised to first request in writing instructions from the Office of Financial Regulation. Violators of Sections 658.27 - 658.29, Florida Statutes, are subject to enforcement actions including injunctions which may prohibit them from voting or giving proxies to vote bank or trust company stock; attending or voting at board of directors meetings or stockholders meetings; acquiring additional stock options, or proxies; directing or attempting to direct the management of the bank or trust company; and exercising control over a Florida-chartered bank

or trust company any way.

Applicant(s) hereby apply to the Office of Financial Regulation, pursuant to Section 658.28, Florida Statutes, for a Certificate of Approval to Purchase or Acquire a controlling interest in

CERTIFICATE

The undersigned affirm that this application has been prepared at their direction, that it is accurate and complete as to all factors according to their best knowledge and belief, and each subscriber hereto has agreed to purchase stock of said bank in good faith in his own right and not as agent or attorney for any undisclosed person.

(Individuals)

(Corporations)

Sign \_\_\_\_\_  
Type \_\_\_\_\_  
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Name \_\_\_\_\_  
By \_\_\_\_\_  
Title \_\_\_\_\_

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ )

Before me, the undersigned Notary Public, in and for the State of \_\_\_\_\_ at Large, personally appeared \_\_\_\_\_

all to me well known, and known to me to be the individuals described in and who executed the foregoing application and, each being duly sworn severally acknowledged that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Notary Public - State of \_\_\_\_\_ At Large. My Commission Expires: \_\_\_\_\_, 20\_\_

I. STATUS OF CAPITAL ACCOUNT (Bank or Trust Company)

(A) Present Capital Structure: \_\_\_\_\_ (date) \_\_\_\_\_

	<u>#Shares</u>	<u>Par Value</u>	<u>Int. Rate</u>	<u>Due Date</u>	<u>Amount</u>
Common Stock	_____	\$_____	_____	_____	\$_____
Preferred Stock	_____	_____	_____	_____	_____
Surplus	_____	_____	_____	_____	_____
Undivided Profits and Reserve For Contingencies and Other Capital Reserves					_____
TOTAL Equity Capital					\$_____
Capital Notes			_____	_____	_____
GRAND TOTAL					\$_____

(B) **Proposed Increase to Capital:**

Common Stock	_____	_____	_____	_____	\$_____
Preferred Stock	_____	_____	_____	_____	_____
Surplus					_____
Capital Notes			_____	_____	_____
TOTAL					\$_____

Comment as to new capital proposals: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

(C) **Market for Stock:**

	<u>Date</u>	<u># Shares</u>	<u>\$ Per Share</u>
1. Bank or Trust Company Stock			
Five (5) most recent sales:	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

2. Corporate Stock to be Exchanged for Bank or Trust Company Stock:

Five (5) most recent sales or quarterly quotations for past year:

<u>Where Traded</u>	<u>Bid</u>	<u>Ask</u>	<u>Date</u>	<u># Shares</u>	<u>\$ Per Share</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

**II. STATUS OF TRANSACTION:**

**(A) List of Purchasers:**

Total Shares to be acquired: \_\_\_\_\_

Percent of total share outstanding: \_\_\_\_\_

**Name and Address**

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**(B) Identify any person employed, retained or to be compensated by the acquiring party or by any person on his behalf, to make solicitations or recommendations to stockholders for the purpose of assisting in the acquisition and provide a brief description of the terms of such employment, retainer, or arrangements for compensation.**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**(C) Terms and Conditions:**

1. Bank or Trust Company stock to be purchased for cash at \$ \_\_\_\_\_ per share. Total purchase price for the entire proposed transaction: \$ \_\_\_\_\_

2. Bank or Trust Company stock to be exchanged for corporate stock on the following basis:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Other: \_\_\_\_\_  
\_\_\_\_\_

4. Provide copies of all invitations or tenders or advertisements making a tender offer to stockholders for purchase of their stock to be used in connection with the proposed acquisition.

**III. FUTURE MANAGEMENT**

**(A) List Present Directors & Officers**

**List Proposed Directors & Officers**

<u>Name</u>	<u>Title</u>	<u>Name</u>	<u>Title</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(B) Described any plans to make changes to the bank or trust company's management or Board of Directors: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(C) Describe any plans or proposals which any acquiring party making the acquisition may have to liquidate the bank or trust company, to sell its assets or to merge it with any company or to make any other major change in its business or corporate structure or management.  
\_\_\_\_\_  
\_\_\_\_\_

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**(D) Describe any affect the proposed change in control may have on the public's interest, specifically, any probable effect on the needs and convenience of the community to be served:**

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**(E) Indicate briefly the reason(s) for the proposed change in control and future plans/intentions for the bank or trust company:**

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**CONFIDENTIAL SECTION**

2. (a) If any part of the funds or other consideration is to be borrowed or otherwise obtained for the purpose of making the acquisition, indicate name of borrowers, name and address of lenders, amount financed, collateral to be pledged, and terms of the transactions, including interest rates, source of repayment, amortization requirements, guarantors, endorsers, and any other arrangements, agreements, and understandings between and among the parties. If not applicable, so indicate.

<u>Name of Borrower</u>	<u>Loan Amount</u>	<u>Name and Address of Lender</u>	<u>Collateral and terms of loan</u>
_____	\$ _____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**TOTAL FINANCING:** \$ \_\_\_\_\_

**Total Financing as a percent of the total purchase price:** \_\_\_\_\_ %

- (b) If dividends, salary or any other income from the purchased bank or trust company is to be used to service debt used in the purchase, please provide complete details of how this will be accomplished.
3. If any of the acquiring parties hold any position (director, officer, employee, etc.) in any bank, trust company or bank holding company other than the bank or trust company being acquired, or if any one of the acquiring parties own or control, directly or indirectly, five (5) percent or more of the outstanding voting shares of any other bank, trust company or bank holding company, complete the following schedule. Indicate names of beneficial owners if shares are registered in another name.

<u>Name of Acquiring Party or Bank Holding Company</u>	<u>Name and Address of Other Bank, Trust Company</u>	<u>Relationship (Officer; Director; Stockholder, etc.)</u>	<u>Percent Ownership of Other Banks, Trust Companies or Holding Company</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

4. If Purchaser is a corporation, in addition to the financial statement, attach a list of officers and directors and list of major (10% or more) stockholders.
5. Attach copies of all pertinent purchase and sale agreements and related documents.