

FLORIDA OFFICE OF FINANCIAL REGULATION
Division of Financial Institutions
200 East Gaines Street
Tallahassee, Florida 32399-0371
www.flofr.com

**APPLICATION AND PLAN FOR THE PURCHASE OF ASSETS AND ASSUMPTION OF LIABILITIES
PURSUANT TO SECTION 655.414, FLORIDA STATUTES**

Form OFR-U-17

General Instructions

All questions should be answered completely. If answer is no or none, this should be indicated. Please note that many of the questions require response on a separate page, to be identified as a numbered attachment (Attachment No. _____). If additional space is needed to complete any information required by this form, attach additional pages and identify the question to which the additional pages pertain.

Submit an original and one copy of all parts of the Application and Plan to Director, Office of Financial Regulation, 200 East Gaines Street, Tallahassee, Florida 32399-0371.

This application should be submitted only after you have made a complete review of Chapter 69U, Florida Administrative Code. Copies of these procedures may be obtained at no cost from the Office of Financial Regulation.

Application fee of \$2,500 (plus \$100 for each additional branch over 10 to be established) payable to the Office of Financial Regulation is attached for deposit to the Financial Institutions Regulatory Trust Fund.

Org: 4384300000

Flair Object Code: 001071

EO: V1

Revenue Source Code: 228

GENERAL INFORMATION

(Name of Acquiring Entity)

_____, Florida _____
(Main Office Street Address) (City or Town) (County) (Zip Code)

Authorized to Do Business As: _____
(Type of Financial Entity)

Name of Selling Entity	Main Office Address (Street, City, County, State)	Type of Financial Entity

(1) Is the selling entity a mutual institution? Yes () No ().

(a) If yes, a mutual institution may not sell its assets to a stock entity until it has first converted to a capital stock institution, in accordance with Section 665.033(1), F. S. Has this application to convert been filed? Yes () No (). If not, discuss plans to do so.

(2) Number of additional offices to be established as a result of this application: _____

(3) Please provide the name, address, e-mail address, and telephone number of the contact person or correspondent for this application:

(Name) (Address)

(E-mail) (Telephone Number)

(4) Identify each potential nonconforming activity and provide a schedule and method for terminating each activity.

(5) Indicate the desired effective date for completion of the transaction: ___/___/___

(6) Describe any contemplated management changes: _____

PLAN FOR THE PURCHASE OF ASSETS AND ASSUMPTION OF LIABILITIES

(7) Attach a statement setting forth the material terms of the proposed acquisition, assumption, or sale, to include the disposition of all assets and liabilities that are not subject to the Plan.

(8) Will the transferring financial entity be liquidated upon execution of the Plan? Yes () No ().

(9) Attach certified copies of Board Resolutions from the acquiring/assuming financial entity and the transferring financial entity indicating each boards' approval of the plan. The approving resolutions should indicate that the transaction is subject to written approval of the Office and approval of the members or stockholders of the transferring financial entity. If a stock financial institution is the transferring financial entity, and the proposed sale is not to be for cash, the Resolution should contain a clear and concise statement that dissenting stockholders of such financial entity are entitled to the rights set forth in Section 658.44(4) and (5), Florida Statutes.

FINANCIAL DATA

(10) Attach a balance sheet for the acquiring institution as of the last day of the month preceding adoption of the plan.

(11) Attach a pro forma Statement of Condition for the combined financial entity.

OFFICES AND FIXED ASSETS

(12) Complete the following schedule for all offices being acquired and/or established:

	To be Known as	Exact Street Address	City/State	Date Opened
Operating Branches				
Approved/Unopened				
Branches to be Closed				

(13) For any approved but unopened branches, submit a copy of the application and approval and indicate anticipated opening date. _____

(14) Provide a breakdown of the institution's present and proposed investment in land, building, and capitalized leases:

	Land	Building	Capitalized Leases	Total Premises	% of Total Capital
Present	\$	\$	\$	\$	%
Proposed Additions	\$	\$	\$	\$	%
Totals	\$	\$	\$	\$	%

INSIDER TRANSACTIONS

(15) Is any insider involved in any aspect of this transaction? Yes () No (). If yes, complete the following:

NAME	ITEM	RELATIONSHIP (See definition of Financial institution-affiliated party in Subsection 655.005(1)(j), Florida Statutes.)

(16) If the establishment of the branch office will involve an insider transaction:

- (a) Provide a copy of the Board minutes that disclosed and approved the plans, if applicable.
- (b) Attach a copy of the appraisal of the purchase or lease, or competitive bids, as applicable, in support of the transaction.

CERTIFICATE

The Applicant, by its President and CEO, hereby certifies that the information contained in this Application and Plan for the Purchase of Assets and Assumption of Liabilities is true and complete to the best of its knowledge and belief; further the Applicant accepts the responsibility of informing the Office promptly of any significant change in the information presented.

Executed this _____ *day of* _____, 20_____.

Sign _____

Sign _____

Type _____

Type _____