

APPLICATION FOR CONVERSION
FROM A NATIONALLY CHARTERED INSTITUTION
TO AN OKLAHOMA STATE CHARTERED BANK

(Title 6 O.S. § 1101)
(O.A.C. § 85:10-3-17)



OKLAHOMA STATE BANKING DEPARTMENT
2900 N. LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 73105

Name of Applicant _____

Address (Main Office) _____
Street City State Zip

Date of Application _____

*REQUESTS FOR ADDITIONAL INFORMATION OR OTHER COMMUNICATIONS
ABOUT THIS APPLICATION SHOULD BE DIRECTED TO:*

Name _____ Title _____

Address _____
Street City State Zip

Telephone No. () _____ Fax No. () _____

E-mail Address _____

The following named institution (the "Institution") hereby submits this Application to be considered by the Oklahoma State Banking Board for the purpose of converting from a nationally chartered financial institution to an Oklahoma state chartered banking institution. In connection with this Application, the Institution hereby requests that the Oklahoma State Banking Department conduct a special examination of the Institution's books, records, policies, programs, and any other documents or affiliate companies to the same extent as if the Institution is subject to the jurisdiction of the Oklahoma State Banking Department.

1. Name of Institution: _____

Date Chartered as a National/Federal Institution: _____

Date of Proposed Conversion: _____

Proposed Name of State Bank: _____

2. Name of holding company: _____

3. Is the holding company a "financial holding company" under the terms of the Gramm Leach Bliley Act? _____Yes _____No

If yes, what activities do the holding company or its subsidiaries conduct that require election of financial holding company status? _____

4. Identify all financial or operating subsidiaries that will be retained following the conversion, and provide a description of the subsidiaries' activities, indicating how those activities are permissible for the Institution under applicable law. Refer to State Banking Board rules 85:10-11-9 (for operating subsidiaries) and 85:10-11-9.1 (for financial subsidiaries).

5. Will the Institution exercise fiduciary powers after the conversion: _____Yes _____No

If yes, the institution should (i) have been granted fiduciary powers by its primary federal supervisor prior to filing this Application, or (ii) submit with this Application an additional request for the grant of fiduciary powers.

6. Will the Institution retain its membership in the Federal Reserve System? ____ Yes ____ No

7. Identify each branch or other office (city and address) that the Institution expects to operate after conversion (attach additional pages if necessary):

8. Identify any nonconforming assets (including nonconforming subsidiaries) and nonconforming activities in which the Institution engages, and describe the plans to retain or divest those assets.

9. Describe the Institution's current capital structure:

(a) Capital Stock: \$ _____

(b) Surplus: \$ _____

(c) Undivided Profits: \$ _____

(d) ALLL \$ _____

Total Capital (add (a) thru (d)): \$ _____

10. What is the Institution's total investment in premises and fixed assets? \$ _____
If the Institution's investment in fixed assets exceeds its Total Capital (stated above), attach a request for approval of the excess investment pursuant to Title 6 O.S. § 414.

11. Describe the Institution's blanket bond coverage:

Primary: \$ _____ Excess: \$ _____

Policy Term: _____ To: _____
(Beginning Date) (Termination Date)

12. Meetings of Directors and Shareholders.

(A) Attach to this Application a certified copy of a resolution passed by a majority of the Institution's directors indicating the Institution's desire to convert to an Oklahoma state chartered bank. The Institution may use the sample resolutions attached with this Application.

(B) Attach to this Application a certified copy of a resolution passed by a majority of the Institution's shareholders indicating the shareholder's desire that the Institution convert to an Oklahoma state chartered bank. The Institution may use the sample resolutions attached with this Application.

The meetings of stockholders and directors may be regular or special meetings, but the notice of the meetings must reflect the topic of the proposed conversion and the minutes must indicate whether the meeting was a regular or special meeting.

13. Attach a copy of the Institution's latest Report of Condition and Income (*i.e.*, Call Report).

14. Attach a current List of Officers using the form included with this Application.

15. Attach a current List of Stockholders using the form included with this Application. If there is a holding company that owns a majority of the Institution's shares, attach a List of Stockholders for the holding company using the form included with this Application.

16. Attach a current Financial Statement and a fully completed Biographical Report (using the form included with this Application) for all directors and principal shareholders (those holding at least 10% of the stock of the bank, association, or its holding company).

17. Attach a copy of the Institution's proposed certificate of incorporation.

18. This Application and all its attachments must be submitted to: Oklahoma State Banking Department, 2900 N. Lincoln Blvd., Oklahoma City, Oklahoma 73105.

By submitting this Application for Conversion, this Institution agrees to an examination of the Institution's books, records, policies, programs, and any other documents or affiliate companies by representatives of the Oklahoma State Banking Department. The Institution agrees to pay all applicable fees associated with this Application and its resulting examination. The examination shall be considered a special examination as authorized by Title 6 O.S. § 211, and the Institution shall pay for the examination within 10 days of receipt of the invoice for payment.

This Institution understands that only eligible depository institutions will be considered by the Banking Board for conversion to a state chartered bank. An eligible depository institution is a national bank or savings association that: (1) Has a composite CAMELS rating of 1 or 2 based on the Department's examination conducted in connection with the conversion application; (2) Is not subject to supervisory action by its primary federal regulator (such as a Memorandum of Understanding, Consent Order, Cease and Desist Order, or Formal Written Agreement) unless waived by the Commissioner; (3) Meets the standards and requirements of the Board for conversion to a state bank; and (4) Meets the requirements of Title 6 O.S. §§ 1107 and 1108.

Print Name

Title (must be President or CEO)

Signature

Date

**Copies of this Application and other forms referred to in this Application may be found at the Oklahoma State Banking Department's Internet website: www.ok.gov/banking/*

Post Approval Procedures

1. Within 60 days after receiving written notification that the State Banking Board has approved the request for conversion, the Institution must:
 - (A) Call a meeting of the stockholders in the name of the new state bank to elect a board of directors and approve or ratify the certificate of incorporation and bylaws;
 - (B) Call a meeting of the board of directors of the new state bank to elect officers, including the designation of the managing officer;
 - (C) After both organizational meetings, submit the following documents to the State Banking Department:
 - (i) Two signed copies of the minutes of each organizational meeting;
 - (ii) The original and one copy of the executed certificate of incorporation; and
 - (iii) The approved bylaws.

The Institution must file its Certificate of Incorporation with the Oklahoma Secretary of State. The filing fee is based on the Institution's capital stock account. The Institution should contact the Secretary of State to determine the appropriate filing fee. Also, the Institution must submit certified copies of the filed Certificate of Incorporation to the State Banking Department, FDIC, and Federal Reserve. The filing fee should include fees for certification.

2. Approval to convert to a state bank expires if the conversion has not occurred within six months of the Board's approval, unless further extended by the Commissioner.
3. When the Commissioner determines that the Institution has satisfied all statutory and regulatory requirements, the Commissioner will issue a certificate of authority. The certificate provides that the Institution is authorized to begin conducting business as a state bank as of a specified date.
4. Post conversion documents - At the completion of the conversion, the new state bank must submit the following to the Commissioner:
 - (A) Oath of Directors - the original document, to be administered at the organizational meeting of the board of directors;
 - (B) List of Officers - the original document, to be completed after officers are elected for the new state bank.
 - (B) List of Stockholders - the original document, to be completed at the organizational meeting of the stockholders;
 - (C) Evidence of the original blanket bond with riders, if any; and
 - (D) Certificate of Annual Examination - the original attached to the most recent audited financial statements, if any.