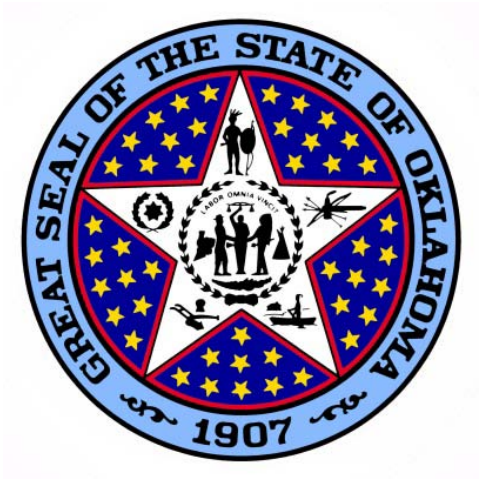
For OSBD Use Only:
Application No. _____
Date Received _____

APPLICATION FOR AUTHORITY TO ENGAGE IN THE BANKING BUSINESS



STATE OF OKLAHOMA

STATE BANKING DEPARTMENT

DATE OF APPLICATION_____

PROPOSED NAME_____

STREET ADDRESS_____ CITY_____

COUNTY_____ STATE_____ ZIP CODE_____

GENERAL INFORMATION AND INSTRUCTIONS

Submit one original and ten copies of the application and the nonrefundable application fee of $7,500. Make the check payable to the Commissioner.

Submit one original and ten copies of the application and the nonrefundable application fee of $2,000 for an application filed pursuant to Title 6 O.S. Sections 502(E) and 502.1 (holding company sponsored application). Make the check payable to the Commissioner.

The proposed organizer(s) filing an application pursuant to Title 6 O.S. Section 502.1 should schedule a prefiling meeting with the Commissioner to discuss the proposal and the Banking Department's rules, policies and procedures applicable to the organization of an interim state bank.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none", "not applicable", or "unknown", so state. Answers of "unknown" should be explained.

Submit two copies of both the proposed certificate of incorporation and the proposed bylaws with the application. The application and the certificate of incorporation must be signed under oath by each of the organizers.

Schedules or inserts may be attached to this application wherever the space provided is insufficient. Attached schedules or inserts are a part of this application and must be on 8½ by 11 inch paper. Applications are to be securely bound.

The Applicant may provide any information in addition to that requested in the application which, in its opinion, might aid in the consideration of the proposal. However, any such unsolicited information will be accepted for consideration with the understanding that it may be made public.

It is the affirmative duty of the prospective organizers to advise the Commissioner or Deputy Commissioner of any changes in the proposed management (Officers and Directors) or in the proposed ownership of 5% or more of the bank's stock which may occur prior to the opening of the bank.

Copies of all representation, management, employment, voting trust, service agreements and/or contracts and agreements or contracts with insiders should be submitted as part of the application.

The organizers must identify an agent to communicate with the Banking Department and keep the Banking Department informed of any changes in the agent. All Banking Department communications and legal notices will be directed to the agent.

Delays in processing occur when an application is incomplete, lacks sufficient detail, contains addition or other reconcilement errors, lacks adequate legal opinions, 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.

SECTION I
FORMAL APPLICATION

1. Proposed Corporate Name: _____

2. Other Trade Names: _____

3. Proposed Location:

   Street Address_____ City_____

   County_____ State_____ Zip Code_____

4. Type of Application: ☐ Section 303(A) ☐ Section 502(E)

5. Federal Reserve Status: ☐ Member bank ☐ Nonmember bank

6. Other Services (NOTE: Separate applications and filing fees are required for each service listed.)

   ☐ *Trust Powers ☐ Branch ☐ Operating Subsidiary

   (*No separate application or filing fee is required. Applicant must complete Section V of this application.)

7. Will new bank be affiliated with a parent holding company? ☐ Yes ☐ No If yes, then provide the following:

   Holding company name _____

   Holding company location _____

8. Proposed paid-in capital structure (NOTE: Minimum capital required pursuant to Section 303.1(A) is Two Million Dollars ($2,000,000).

Capital	$_____	Number of shares to be authorized	_____
Surplus	$_____	Number of shares to be issued	_____
Undivided profits	$_____	Par value per share	_____
Total capital	$_____	Sale price per share	_____

9. Is applicant requesting a reduction in the minimum capital requirement? ☐ Yes ☐ No
   If yes, then applicant must provide evidence to support the request. (See Section 303.1(B) for a listing of the safety and soundness factors to be considered.)

10. Has applicant requested the same minimum capital reduction from the Federal Deposit Insurance Corporation? ☐ Yes ☐ No If no, provide an explanation.

11. Representative responsible for responding to questions relating to this application (see Appointment of Agent agreement):

Name _____ Phone No. ( ) _____

12. Each of the following has subscribed to the capital stock in the amount shown and each has paid his pro rata share in cash into a fund to be used to pay the expense of organization as required by Title 6 O.S. § 304(A). Designate all organizers with an asterisk (*).

NAME	NO. OF SHARES SUBSCRIBED	TOTAL SUBSCRIPTION PRICE	CASH PAID IN FOR ORGANIZATIONAL EXPENSES
TOTAL			

13. List all persons, partnerships, associations or corporations who propose to own or control more than one-half (½) of the capital stock of the proposed bank or trust company.

NAME	NO. OF SHARES OWNED	PERCENTAGE OF SHARES OWNED

14. List all proposed directors. Designate all organizers with an asterisk (*). NOTE: Oklahoma law does not require directors to own qualifying shares.

NAME	PLACE OF RESIDENCE	NO. OF SHARES OWNED

15. For each proposed director or subscriber to more than five (5%) percent of the capital stock, describe all past and present connections with any bank or trust company, other than as a customer on terms generally available to the public.

NAME	PAST OR PRESENT CONNECTION

I/We, the undersigned organizer(s), being natural person(s) and of lawful age, make application to the Commissioner and the Oklahoma Banking Board for permission to organize a bank and for authority to engage in the banking business.

It is understood that the Commissioner and the Oklahoma Banking Board, in applying the factors set out in Title 6, Article III of the Oklahoma Statutes, will consider the application only with respect to the general character or type of business stated and that the bank will not engage in any other business without the prior written consent of the Commissioner.

In support of this application, I/we hereby make the following statements and representations and submit the following information based upon the requirements enumerated in Title 6, Article III of the Oklahoma Statutes for the purpose of inducing the Commissioner and the Oklahoma Banking Board to approve the organization of a state bank, and I/we hereby request that examiners be assigned to make any investigations necessary:

(1) None of the shares of stock issued by the proposed bank to obtain the total consideration set forth above will be sold by the bank for a price other than $_____per share, without obtaining prior written approval from the Commissioner.

(2) None of the shares of stock issued by the proposed bank to obtain the total consideration set forth above will be sold through an underwriter, broker or dealer, nor will any commission or other fee be paid to any person or company in connection with the sale of the stock, without obtaining prior written approval from the Commissioner.

(3) The undersigned have not directly or indirectly paid to or received from any person, partnership, association, or corporation, any money or other thing of value as a fee, commission or other compensation for any service rendered or to be rendered or for any property transferred or to be transferred in connection with the organization of the proposed bank, except as follows:

(4) The undersigned are not parties to any agreement, oral or written, to sell or otherwise transfer any of his or her stock in the proposed bank, without obtaining prior written approval from the Commissioner.

(5) The undersigned are not acting as representatives of or on behalf of any person, partnership, association or corporation undisclosed to the Commissioner.

(6) The undersigned certify that the requirements of Title 6 of the Oklahoma Statutes, Sections 303 and 304 have been satisfied.

THE UNDERSIGNED ORGANIZER(S) HEREBY CERTIFY that the statements and all information contained in this application or in attachments or supplements hereto are true to my/our best knowledge and belief. I/We further certify that any misrepresentation(s) or omission(s) of material fact(s) with respect to this application, any attachments to it and any other documents or information provided in connection with this application for the organization of a bank shall be grounds for either the denial of the application or revocation of the bank charter or grounds for resignation of the undersigned as organizer(s), directors or officers of the proposed bank, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in Title 6 O.S. §§ 1409, 1410(2), 1414 and Title 21 O.S. § 491.

IN WITNESS WHEREOF, the undersigned have set their hands this _____ day of _____, _____.

SIGNATURE	TYPED NAME	DATE

STATE OF OKLAHOMA)
) ss.
COUNTY OF _____)

Before me, a Notary Public in and for the County and State above named, personally appeared each of the above, and that each of them stated under oath that all of the matters contained herein are true and correct to his/their best knowledge and belief.

Subscribed and sworn to before me this _____ day of _____, _____.

_____
Notary Public

(SEAL)

My Commission Expires:_____, _____.

APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being the organizer(s) of an Application for Authority to Engage in the Banking Business, dated _____, do hereby appoint and designate:

Name _____ Title _____

Street Address _____ City _____

State _____ Zip Code _____ Phone No. ( ) _____

FAX No. _____ E-mail Address _____

as my/our agent, as hereinafter set forth, hereby revoking any and all previous appointments of agent previously executed concerning the application.

SAID AGENT is hereby authorized to represent and appear for the undersigned before the Bank Commissioner and the State Banking Board of the State of Oklahoma, in relation to the aforesaid application and, except in instances where the Bank Commissioner and the Banking Board shall require personal actions by the undersigned, said agent is hereby empowered and authorized to do and perform all and every act whatsoever in connection with the aforesaid application, and to receive all communications, correspondence and documents from the Bank Commissioner in connection with the aforesaid application.

THE AGENCY CREATED HEREUNDER shall automatically terminate upon the date of issuance of the certificate of authority.

THE AGENCY CREATED HEREUNDER is and shall be irrevocable except by resolution adopted by a majority of the undersigned, which resolution shall be certified to the Bank Commissioner by the undersigned voting for the same.

THE UNDERSIGNED represent and warrant to the Bank Commissioner and the Banking Board that the agreement of the undersigned with the said agent is available and will be promptly provided to the Bank Commissioner upon request.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on this _____ day of _____, _____.

_____ _____

_____ _____

_____ _____

_____ _____

_____ _____

CERTIFICATION OF DEPOSIT: (Organizational Expense Account)

This is to certify that there is on deposit in this financial institution the sum of $_____, in the name of _____.

The following are authorized to make withdrawals:

_____

_____

_____

Dated this _____ day of _____, _____.

_____
(Name of Financial Institution)

(Seal)

By:_____
(Officer's Name and Title)

CERTIFICATION OF DEPOSIT: (Subscription Account)

This is to certify that there is on deposit in this financial institution the sum of $_____, in the name of _____.

The following are authorized to make withdrawals:

_____

_____

_____

Dated this _____ day of _____, _____.

_____
(Name of Financial Institution)

(Seal)

By:_____
(Officer's Name and Title)

SECTION II

GENERAL CHARACTER AND FITNESS OF MANAGEMENT

A. QUALIFICATIONS OF PROPOSED MANAGEMENT

1. Describe the qualifications of the proposed directors, the chief executive officer and other management. Indicate the nature and extent of experience they have in providing the proposed services or serving the proposed market areas.

2. Attach signed statements prepared by each organizer, proposed director and the proposed chief executive officer discussing why they are interested in the organization of the bank and why the bank would be beneficial to the proposed market.

B. BIOGRAPHICAL AND FINANCIAL INFORMATION

1. Attach an Interagency Biographical and Financial Report for each organizer, proposed director, senior executive officers, and any individual, or group of proposed shareholders acting in concert, that will own or control 10 percent or more of the institution's stock. The financial report is considered confidential information.

2. NOTE: Persons employed by or related to established and financially strong bank holding companies applying for a new bank charter are required to file only the biographical report.

SECTION III

MARKET ANALYSIS

A. PRIMARY MARKET

1. Population of city or town in which the proposed institution is to be located.

   Last Decennial Census_____ Present Estimate_____

2. Describe the primary market from which the proposed institution can reasonably expect to draw approximately 75% or more of its business.

3. If the primary market has geographic boundaries, then provide a map or aerial photograph outlining the primary market. (Include the geographic boundaries within which all or most of the proposed institution's potential customers reside). If primary market has no identifiable geographic boundaries, then provide information specifically describing the market to be served.

4. Describe the economic characteristics of the primary market. Include anticipated changes in the market, the factors influencing those changes, and the effect they will have on the proposed institution.

5. Describe the negative impact, if any, on banks serving all or part of the proposed market.

6. Was a preliminary survey made prior to filing this application? ☐ Yes ☐ No If yes, attach a copy of the survey.

B. COMPETITION

1. List the competitors within the market to be served. If additional space is needed, attach a separate sheet using the format shown below.

NAME OF INSTITUTION	LOCATION (City or Town)	DEPOSITS (000'S omitted)	DISTANCE AND DIRECTION FROM PROPOSED INSTITUTION

Data and source of deposit information included above.

C. FUTURE EARNINGS PROSPECTS

1. *Pro Forma Statements: Attach an opening day pro forma and a three-year balance sheet and income and expense statement for the proposed institution that reflects the asset, liability and capital projections to reach profitability. Average balances, rather than year-end estimates, should be used. Average balances may be computed by projecting monthly or quarterly account balances and averaging for the appropriate number of periods used.

2. *Percentage of Loan and Deposit Volume: Estimate the percentage of loan and deposit volume that can reasonably be expected by the proposed institution over the next three-year period. At a minimum, the information should include an analysis of loans and deposits by type.

   *Applicant has the option of providing this information in a format as required by the appropriate federal regulatory agency.

D. PREMISES TO BE OCCUPIED BY PROPOSED INSTITUTION

1. Provide a detailed description of premises, including dimensions of lot and building, number of stories, number of parking spaces, number of teller's stations, type of building construction and details of building interior. Also indicate whether premises is an existing structure or a proposed structure.

2. If premises will be OWNED, provide the following information:

Name of Seller	Date Purchased (or attach option agreement, inserting expiration date)	Cost to Proposed Institution
Cost Estimate* and Description of Improvements (include vault door and security equipment)		
Insurance to be Carried	Estimated Annual Depreciation	Depreciation Method

*Outline below, in detail, the basis for cost estimates for premises shown above.

3. If premises will be LEASED, provide the following information:

Name of Owner	Cost or Appraised Value of Premises	Insurance to be Carried
Cost and Description of Leasehold Improvements	Annual Rental Annual Amortization	
Terms of Lease (Include renewal options)		

ALL LEASE AGREEMENTS SUBMITTED IN CONNECTION WITH THIS APPLICATION MUST CONTAIN THE FOLLOWING CLAUSE:

"Notwithstanding any other provision of this lease, in the event the lessee or its successors or assignees shall become insolvent, bankrupt, or make an assignment for the benefit of creditors, or if its or their interest hereunder shall be levied upon or sold under execution or other legal process, or in the event the bank to be operated on the premises is closed, or is taken over by the Bank Commissioner of the State of Oklahoma, the lessor may terminate the lease only with the concurrence of the Commissioner, and the Commissioner shall in any event have the election to either continue or terminate the lease. In the event the lease is terminated, the maximum claim of lessor for damage or indemnity of injury resulting from the rejection or termination of the unexpired lease shall be limited to an amount equal to the unpaid rent accrued to the date of reentry of lessor.

4. Attach a copy of any lease or option agreement for the confidential use of the State Banking Department. If no formal lease has been entered into, outline below the organizers' plans for providing a banking house and how they plan to arrive at the terms and conditions of a future feasible lease agreement.

E. PROPOSED INVESTMENT IN AND RENTAL OF FURNITURE, FIXTURES AND EQUIPMENT

1. Estimate the total cost (if owned) or annual rental (if leased) of the following: safe, safe deposit boxes, vault door, tellers' windows, adding machines, posting and proof machines, electronic data processing equipment, automobiles, personal computers, chairs, desks, filing cabinets, tables, air conditioning and heating systems, carpeting, draperies and other (specify) items.

Total cost $_____ Annual Rental $_____

2. Amount of insurance coverage $_____

3. Total annual depreciation $_____

4. Outline below, in detail, the basis for cost estimates shown above. Use the same basis used

to determine the occupancy expense on the pro forma income statement.

5. Do proposed fixed asset expenditures conform to statutory limitations? ☐ Yes ☐ No
If no, describe the deficiency and management's plans to correct it.

F. RELATIONSHIPS AND ASSOCIATIONS WITH APPLICANT

1. Are any architects, real estate brokers, sellers or lessors of land, buildings or equipment listed herein otherwise directly or indirectly associated with the applicant? ☐ Yes ☐ No
(If yes, complete the following table.)

Name	**Item (Mark Appropriate Column)**			**Relationship or Association With Applicant (Specify Director, Officer, 5% Stockholder, or their relatives. Designate any business interests of the aforementioned.)**
	Land	**Building**	**Equipment**	

2. If fixed assets are to be purchased from a related party, evidence of the reasonableness of the cost(s) must be provided. Attach copies of bids, independent appraisals and/or other supporting evidence for the confidential use of the State Banking Department.

SECTION IV

REVIEW CRITERIA

Pursuant to Title 6 O.S. § 309(C), the presiding officer may consider the following factors in arriving at a recommendation for approval or disapproval of an application to organize a state bank:

A. The character, financial responsibility and business experience of the organizers and proposed directors;
B. The adequacy of the existing banking facilities in the proposed market;
C. The economic and competitive conditions in the proposed market;
D. The likelihood of successful operation of the proposed institution;
E. The adequacy of initial capital, proposed earnings and deposit prospects of the proposed institution; and
F. Negative impact on banks serving all or part of the proposed market.

1. By utilizing information previously provided or such additional information as deemed appropriate, address each of the factors listed above.

2. Address any other items which, in your opinion, should be considered by the presiding officer.

SECTION V

APPLICATION FOR TRUST POWERS

1. Describe the need for fiduciary services in the primary market.

2. Discuss the qualifications of the proposed trust officers and those qualities to be sought in trust officers to be hired. Indicate the nature and extent of experience they have in providing the proposed services or serving the proposed market.

3. List the members of the trust committee; indicate if they are directors of the proposed bank and discuss their qualifications and experience in fiduciary activities.

4. Will legal counsel be available to provide advice on fiduciary matters? ☐ Yes ☐ No
   If yes, provide the name of legal counsel _____

5. Provide an estimate of income and expenses for each of the first four years of operation, including an estimate of the number of fiduciary accounts and the volume of business for each year. The pro forma fiduciary income and expense schedule may be used for this purpose.

6. Estimate the period of time that will be required to place the operation of the proposed trust department on a profitable basis. Discuss any additional facts that might influence profitability.

7. Identify the institutions offering fiduciary services in the primary market.

SECTION VI

VERIFIED APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Completed Only After Final Approval of Application
to Engage in the Banking Business)

THIS IS TO CERTIFY:

1. That the first meeting of the stockholders of _____,
(Bank)

located at _____, _____,
(Street Address) (City or Town)

County of _____, State of Oklahoma, was held on _____, _____,

and that the following directors were elected.

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. That the business and professional affiliations of the directors are as follows:

3. That the names and addresses of all executive officers and their business and professional affiliations are as follows:

4. That the entire capital has been paid in and the statement of condition as of this date is as follows:

ASSETS		LIABILITIES	
	Amount		Amount
Cash and due from banks	$	Liabilities	$
Securities			
Loans			
Premises			
Furniture and equipment		Total Liabilities	
Other assets		Capital stock	
		Surplus	
		Undivided profits	
		Earnings	
		Other	
TOTAL ASSETS	$	TOTAL LIABILITIES AND CAPITAL	$

5. That the names and addresses of each stockholder and the number of shares held by each are as follows:

Name	Address	No.of Shares

6. That all of the bylaws submitted with the application for a bank charter have been adopted.

7. That the proposed bank's application for (a) federal deposit insurance with the Federal Deposit Insurance Corporation or (b) membership in the Federal Reserve System has been approved. (Attach a copy of the approval letter.)

8. That the organizational fund was expended as follows:

(a) Total Organizational Expense Fund $_____
(Must be the same amount shown on the "Certification Of Deposit - Organizational Expense Account")

Less Expenses: (List all expenses related to the organization of the proposed bank)

(b) Total application and investigation fees $_____
(c) Total accounting fees $_____
(d) Total attorney fees $_____
(e) Total consultant fees $_____
(f) Total pre-opening salaries $_____
(g) Total pre-opening travel and entertainment $_____
Other expenses: (Describe in detail)

_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____
_____ _____

(h) Total other expenses $_____
(i) Total Organization Expenses (Sum of lines (b) thru (h) above) $_____
(j) Net Total (Line (a) minus Line (i)) $_____*

*A surplus balance must be withdrawn and credited to the undivided profits account. A deficit balance must be corrected by an assessment against the stockholders. The proposed institution is prohibited from expending or carrying an organization expense account on its books.

9. That the following officers have been elected:

_____ President

_____ Secretary or Cashier

10. That the proposed institution will open on or about _____, _____,
at a permanent ___ / temporary ___ location at _____,
(Street Address)
_____, _____, State of Oklahoma.
(City or Town) (County)

We, the undersigned, certify that the information contained in this Verified Application for Certificate of Authority and the Request for Approval of Managing Officer is true and correct to the best of my/our knowledge and belief.

_____
President

ATTEST:

_____
Secretary or Cashier

REQUEST FOR APPROVAL OF MANAGING OFFICER

_____
Proposed Name of Institution

We submit to you_____ as the proposed managing officer of this institution. The organizers propose to pay him an annual salary of $_____ and have agreed to the following as additional consideration or compensation:_____
_____
_____
_____
_____.

He now resides at _____
_____
_____.

He will purchase_____shares from_____ at $_____ per share.

The organizers believe that he has the character, financial responsibility and ability to manage said bank or trust company for the following reasons: _____
_____
_____
_____
_____.

_____
AGENT