

**STATE OF WISCONSIN
Department of Financial Institutions**



Division of Banking
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**INTERIM BANK AND MERGER
APPLICATION**

APPLICANT INFORMATION				
Name of Existing Bank:			Name of Proposed Interim Bank:	
Street Address <i>(include mailing address if different)</i> :			Address <i>(Street/City if different from existing bank)</i> :	
City:	State:	Zip:	Date of Application:	Proposed Effective Date:

Name/Title/Affiliation of Person Responsible For Responding To Questions Relating to the Application:			
Mailing Address:			Telephone Number:
City:	State:	Zip:	Fax Number:

GENERAL INFORMATION

APPLICATION FORM: Print or type the requested information in the spaces provided. An original and one copy of the completed application are to be forwarded to the Division at the above address. An approved copy will be returned for the Applicant's file. Schedules or inserts may be attached to this application whenever the space provided is insufficient. Attached schedules or inserts are a part of the application. **A copy of the federal regulatory application should also be provided to the Division.**

QUESTIONS: Questions regarding the application can be directed to 608-266-0446.

FEE: The application is to be accompanied by the Applicant's check in the amount of \$2,500 payable to the Department of Financial Institutions.

PUBLIC INFORMATION: This application is a public record and is available to the public upon request. Personally identifiable information may be shared with other State or Government Agencies.

CONFIDENTIAL INFORMATION: Information derived from an examination by any bank regulatory agency and personally identifiable information, such as found on financial statement and/or biographical information forms, is considered CONFIDENTIAL. Although the Applicant can request CONFIDENTIAL treatment of other information, such as information relating to trade secrets, CONFIDENTIALITY of such information cannot be guaranteed. Information for which CONFIDENTIAL treatment is requested should be specifically identified in the public portion of the application by referencing the CONFIDENTIAL section and should be separately bound and labeled CONFIDENTIAL. A justification as to why the information is considered CONFIDENTIAL should also be provided.

PUBLICATION REQUIREMENT: None

CAPITAL STRUCTURE

The Interim Bank may be incorporated with a minimum level of \$5,000 in capital stock. The establishment of a paid-in capital account (*minimum of 25% of capital stock*) and a contingent fund account (*minimum of 25% of capital stock*) is not necessary.

If the Existing Bank is the surviving charter in the merger, the Interim Bank’s capital stock can be cancelled and transferred to surplus of the surviving entity, or the stock of the surviving entity can be increased by the amount of the Interim Bank’s capital stock through an amendment to the articles of incorporation.

If the Interim Bank is the surviving charter in the merger and the total assets structure of the combined entity is similar to that of the Existing Bank, the capital stock of the Interim Bank immediately following the merger will be increased to an amount at least equal to the capital stock of the Existing Bank prior to the merger. This increase is accomplished through an amendment to the articles of incorporation of the Interim Bank.

If the Interim Bank is the surviving charter in the merger and the transaction results in a significant increase in total assets from what the Existing Bank reflects prior to the merger, the capital stock of the Interim Bank immediately following the merger will be increased to the greater of \$1,000,000 or the amount of capital stock of the Existing Bank prior to the merger.

Which charter will be the surviving charter of the merger (*check one*)? Existing Bank Interim Bank

Proposed Initial Capital Structure of Interim Bank		Capital Structure of Existing Bank (<i>as of last call report date</i>)	
Capital Stock (<i>\$5,000 minimum</i>)		Capital Stock	
Surplus (<i>not required</i>)		Surplus	
Contingent Fund (<i>not required</i>)		Undivided Profits	
Total Equity Capital		Total Equity Capital	

Projected Capital Structure of Combined Entity	
Capital Stock	
Surplus	
Undivided Profits	
Total Equity Capital	

REQUIRED DOCUMENTATION

The following documentation is considered a part of the application and should be provided at the time of filing:

1. A copy of the application filed with the Applicant's federal regulator seeking approval of the transaction.
2. A signed copy of the merger agreement, detailing the terms and conditions of the proposed transaction.
3. Certified copies of the resolutions adopted by the board of directors of each existing institution involved in the merger authorizing submission of this application and designating the officer(s) authorized to sign such application.

The following documentation is considered a part of the application and should be provided prior to the effective date of the transaction if not available at the time the application is filed:

1. Copies of notices sent to the shareholders of each bank for the shareholders meeting to be held to vote on the merger.
2. Certified copies of the resolutions adopted by the shareholders of each bank involved in the merger, including the record of the vote.
3. A copy of the notice of approval sent to the shareholders of each bank involved in the merger who did not vote in the affirmative for the merger.
4. A copy of the federal regulator's approval of the transaction.
5. Amendments to the Applicant's Articles of Incorporation should be filed if the merger will result in changes to the articles, such as a change in name, location, and/or capital stock.

The following interim bank documentation must be provided prior to the effective date of the merger:

(Note: documentation relating to interim bank cannot be dated prior to the filing of the articles of incorporation of the interim bank.)

1. Following the Division's approval of the application and issuance of the Certificate to Organize, the Applicant should file two copies of the original Articles of Incorporation, along with the \$100 filing fee. One approved copy will be returned to the Applicant.
2. Within 90 days after filing the Articles of Incorporation the Applicant should file the following documentation:
 - Incorporators Declaration under Section 221.0207(2), Wis. Stats., certifying all stock has been paid-in
 - Stockholders list, including number of shares and post office address of each shareholder
 - Oath of Directors *(Interim Bank requires a minimum of one director)*
 - Copy of the Bylaws *(if the interim bank will be the surviving bank of the merger)*
 - Resolution by the shareholders adopting the Bylaws *(if the interim bank will be the surviving bank of the merger)* and submitted following approval of the Bylaws

INTERIM BANK ACTION

We, the undersigned (*not less than 3 or more than 20*) adult residents of the State of Wisconsin, hereby apply for authority to organize an Interim Bank, under and pursuant to the laws of the State of Wisconsin. We submit the information contained in this application and certify the statements and data herein are true to the best of our knowledge.

NAME AND ADDRESS (Street, City)	OCCUPATION	SIGNATURE

APPLICANT ACTION

The Resolutions adopted by the Board of Directors of the Existing Institution and included with this application have not been rescinded or modified and have been duly entered in the minute books of the Existing Institution. Application is hereby made.

Authorized Officer Existing Institution

Date

DIVISION ACTION

Date Application Filed:	Application Approved: <input type="checkbox"/> Yes <input type="checkbox"/> No	Date Approved/Denied:
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Administrator
Division of Banking

This document can be made available in alternate formats upon request to qualifying individuals with disabilities.