

STATE OF WISCONSIN
Department of Financial Institutions



Division of Banking
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Madison, WI 53707-7876
Telephone: (608) 261-7578
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dfi.wi.gov

**ACQUISITION OF WI BANK
OR WI BHC APPLICATION**

APPLICANT INFORMATION			
Name of Applicant:			Date of Application:
Street Address <i>(include mailing address if different)</i> :			Telephone Number:
City:	State:	Zip:	Fax Number:

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:** Publish Notice provided by the Division to Applicant following the filing of the application. The Notice is to be published as directed under Section 221.0901(4)(d), Wis. Stats.

TARGET INSTITUTION INFORMATION

Name of Wisconsin In-State Bank Holding Company to be Acquired or Wisconsin In-State Bank to be acquired
(if no in-state bank holding company involved.)

Street Address *(include mailing address if different):*

City:

State:

Zip:

Proposed Effective Date of Transaction:

OUT-OF-STATE APPLICANT AGREEMENT

In order to comply with Section 221.0901(6)(f), Wis. Stats., an agreement similar to the following should be completed by the out-of-state Applicant and submitted along with the application.

AGREEMENT

(Applicant's Name) (City) (State) ,

an out-of-state company, has applied to the Division for approval to acquire and merge with

(Name of In-State Bank or BHC) (City) , Wisconsin, an in-state bank or bank

holding company, and thereby acquire direct or indirect ownership or control of voting shares of, an interest in, or substantially all the assets of the following in-state banks:

(List the name and city of the in-state banks)

Applicant agrees that it will comply with the laws and rules of the State of Wisconsin regulating consumer credit finance charges and other charges and related disclosure requirements, except to the extent that such laws and rules of the State of Wisconsin are preempted by federal law or regulation.

(Insert name of out-of-state applicant)

 Signature of Authorized Officer/Title

 Date

REQUIRED DOCUMENTATION

The following documentation is considered a part of the application and should be provided at the time of filing: *(If the documentation can be found in the federal regulatory application that you have provided, you do not have to duplicate your answers. Under the question indicate where in the federal application the information can be located.)*

1. Provide a copy of the application filed with the Board of Governors of the Federal Reserve System seeking approval of the acquisition.
2. Attach a list of all banking subsidiaries of the Applicant, including the name, city, and state.
3. Indicate the principal place of business of the Applicant. *(State in which the total deposits of the bank subsidiaries is the greatest.)*
4. If acquiring a Wisconsin in-state bank holding company, attach a list of the Wisconsin in-state bank(s) to be indirectly acquired, including name and city.
5. If Applicant is an out-of-state bank holding company, describe the plans to divest of any Wisconsin in-state banks which will be acquired and which have been in existence for less than five years.
6. Will the acquisition result in any of the acquired in-state institutions being consolidated with any in-state or out-of-state institutions. Please explain.
7. Provide a copy of the Board resolution from the Applicant authorizing submission of this application and designating the officer(s) authorized to sign such application.
8. Provide a copy of all invitations, tenders or advertisements making an offer to stockholders for purchase of their stock.
9. Provide a copy of the consolidation or purchase agreement, detailing the terms and conditions of the proposed acquisition.
10. Provide a summary of other applications pending before any bank regulatory authority.
11. If applicant is an out-of-state company, submit proof that the applicant has complied with or is exempted from the requirements of Subch. XV of Ch. 180, Wis. Stats.
12. Provide a quarter-end statement of assets and liabilities of the Applicant and the Wisconsin in-state bank holding company, together with related statements of income and source and application of funds, which is not more than 120 days before the date of filing the application.
13. Provide a proforma financial statement of the Applicant and the Wisconsin in-state bank holding company (or bank if no holding company) to be acquired reflecting the condition of each prior to the acquisition and the resultant combined entity. Intangible assets should be reflected including a description of the intangible assets.
14. Provide a summary of any proposed changes in management and in the products and services provided by the Wisconsin in-state bank or the Wisconsin in-state bank holding company being acquired.
15. If any part of the funds or other consideration are to be borrowed for the purpose of making the acquisition, indicate collateral to be pledged and terms of the transaction, including the name of the lender, interest rates, amortization requirements, guarantors, endorsers and any other arrangements, agreements and understandings between and among the parties. Attach copies of any loan commitments obtained from lenders in connection with the proposed acquisition.
16. If borrowed funds are to be obtained, indicate the sources of funds for debt service. Additionally, detail the extent to which the Applicant intends to rely on dividends and fees or other funds from the Wisconsin in-state bank or the Wisconsin in-state bank holding company and its banking subsidiaries.

COMMUNITY REINVESTMENT ACT

1. Provide evidence of compliance with the provisions of the above act, by the Applicant and all its subsidiaries. Such evidence should include a copy of the most recent C.R.A. assessment of the Applicant's bank subsidiaries conducted by the appropriate federal bank regulator indicating the date of the assessment and C.R.A. rating.
2. Describe how the Applicant intends to provide adequate and appropriate services required by the C.R.A. in the communities in which the Wisconsin in-state bank or the banking subsidiaries of the Wisconsin in-state bank holding company are located. Include a copy of a preliminary community reinvestment plan for the Wisconsin in-state bank or the Wisconsin in-state bank holding company.

APPLICANT ACTION

The Resolution adopted by the Board of Directors of the Applicant *(as requested on page three, question seven)* and included with this application has not been rescinded or modified and has been duly entered in the minute books of the Applicant. Application is hereby made.

 Authorized Officer of Applicant

 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.