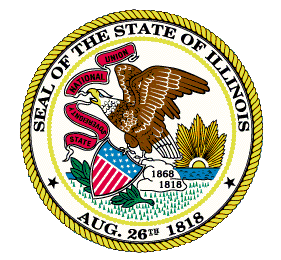
STATE OF ILLINOIS

**DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION**

**DIVISION OF BANKING**



**APPLICATION FOR APPROVAL OF A QUASI-REORGANIZATION OF CAPITAL ACCOUNTS PURSUANT TO SECTION 14.1 OF THE ILLINOIS BANKING ACT**

**NOTICE TO APPLICANT**

Under the provisions of the Illinois Freedom of Information Act, 5 ILCS 140/1et seq, this application is considered a public document and available to the public upon request.

If the applicant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to the competitive position of the applicant or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, a request for confidential treatment must be submitted in writing concurrently with the submission of the application and must discuss in detail the justification for confidential treatment. Such justification must be provided for each response or exhibit for which confidential treatment is requested.

The applicant's reasons for requesting confidentiality should demonstrate specifically the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. A claim that disclosure would violate the law or policy of another state is not, in and of itself, sufficient to exempt information from disclosure. It must be demonstrated that disclosure would either cause "competitive harm" or present an unwarranted invasion of personal privacy.

Information for which confidential treatment is requested should be: (1) specifically referenced in the public portion of the application by reference to the confidential section; (2) separately bound; and (3) labeled "Confidential."

The applicant should follow this same confidentiality procedure when filing any supplemental information to the application.

The Department of Financial and Professional Regulation ("Department") will determine whether information submitted as confidential will be so regarded and will advise the applicant of any decision to make available to the public information labeled "Confidential." However, the Department, without prior notice to the applicant, may disclose or comment on any of the contents of the application in the approval issued by the Department in connection with the Department's decision on the application.

The Department is requesting disclosure of information that is necessary to accomplish the statutory purpose outlined under 205 ILCS 5/25 and 5/30. Disclosure of this information is REQUIRED. Failure to provide all of the required information will result in this form not being processed. This form has been approved by the Agency Forms Coordinator.

IL 505-0757

**Application for Approval of a Quasi-Reorganization of Capital**

**Instructions**

1. Applications should be submitted in an electronic version (CD or Diskette) or by e-mail. A paper version may be submitted as an alternative, but an electronic version in either a Word or Excel format is preferred. The application must be submitted to the Springfield office. Applications may also be submitted electronically to: **IDFPR.BanksandTrustApps@illinois.gov**

**Department of Financial and Professional Regulation**

**Division of Banking**

**Corporate Activities Section**

**320 West Washington Street**

**Springfield, IL 62786**

2. This application must be complete and accompanied by all of the required information before it will be accepted for processing.

3. Additional pages may be attached to this application as inserts wherever the space provided in the application is insufficient. Label additional pages with the preceding page number followed by a letter (i.e., 2a, 2b...).

4. Separate and identify each section of the application.

5. The Department may require additional information as needed.

6. In order to approve the quasi-reorganization, the Department must determine that the required information provides satisfactory evidence to make the findings required by Section 14.1 of the Illinois Banking Act ("Act"), 205 ILCS 5/14.1.

7. Processing time by the Department for this application will be approximately 30 days from the date of acceptance.

8. Questions pertaining to this application should be directed to the Corporate Activities Section at (217) 785-2900.

**Application for Approval of a Quasi-Reorganization of Capital**

**Procedures**

1. The board of directors must approve the change of capital and present it for shareholder approval.
2. The shareholders will approve the proposed change in capital, which shall be adopted upon receiving an affirmative vote of at least two-thirds of the outstanding shares of stock entitled to vote at a meeting called in accordance with Section 17 of the Act (205 ILCS 5/17).
3. The Department may conduct an examination of the bank to verify information submitted in this application.
4. If the quasi-reorganization is disapproved, the Department will submit the written objections to the board of directors and provide the opportunity to amend the plan of quasi-reorganization and eliminate the objections.
5. If the Department approves the plan of quasi-reorganization, a certificate amending the charter will be issued.
6. The quasi reorganization is effective upon the Department's approval unless a later date is specified in the plan.

**Application for Approval of a Quasi-Reorganization of Capital**

**Required Information**

**Attach the Following Information as Exhibits**

1. A detailed pro forma financial statement reflecting all fair value adjustments and transfers from capital stock or surplus to undivided profits. All adjustments should be detailed in the adjustments column and explained.
2. A pro-forma regulatory capital schedule as of the most recent quarter identifying each component item for Tier 1 and Tier 2 capital and total risk weighted assets. The capital schedule must also include the following capital ratios as required by Revised Regulatory Capital Rules (Basel III):
3. Tier 1 Capital/Average Total Assets;
4. Common Equity Tier 1 Capital/Risk Weighted Assets;
5. Tier 1 Capital/Risk-Weighted Assets; and
6. Total Capital/Risk-Weighted Assets.
7. Certified copy of a resolution of the board of directors approving the quasi-reorganization plan.
8. Certified copy of the resolution of the shareholders approving the quasi-reorganization plan.

**Application for Approval of a Quasi-Reorganization of Capital**

**Application Certification**

The applicant certifies that the statements and information contained in this application are true and complete to the best of his/her knowledge and belief.

If the Department finds, at any time after receipt of this document, that any of the information contained herein is not true and complete, the Department may take such action as authorized by applicable law, rule or regulation.

**Signature(s) of authorized Date:**

**representative of applicant:**

Please list the name, address and telephone number of the individual who may be contacted to provide additional information with respect to this application.