APPLICATION FOR A MERGER OR CONSOLIDATION PURSUANT TO NDCC SECTION 6-03-11

NORTH DAKOTA DEPARTMENT OF FINANCIAL INSTITUTIONS
BANKING AND TRUST COMPANIES DIVISION
SFN 7432 (Rev. 7-2021)

1200 Memorial Hwy
Bismarck, ND 58504
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Name of Applicant		
Street Address	County	
City	State	Zip Code

GENERAL INFORMATION

1. The original and nine (9) copies of this application are to be forwarded to the Commissioner of the Department of Financial Institutions. A complete copy should be retained by the applicant.

2. Requests for clarification as to what information is necessary to complete this application should be directed to the Commissioner of the Department of Financial Institutions.

3. The applicant may provide information in addition to that requested. Such additional information is part of this application and should be on paper of the same size. Applications are to be securely bound.

4. It is the responsibility of the applicant to identify clearly, and on separate pages, the information submitted with the proposal which it deems CONFIDENTIAL. However, the determination of the question of confidentiality and the discretion to release information which is exempt resides with the State Banking Board, consequently, the specific information you indicate to be confidential may be made available for public review after consideration.

5. The boards of the applicant and other institution should adopt resolutions similar to those set forth on page 6 and submit them with the application or as soon thereafter as possible.

APPLICATION TO THE STATE BANKING BOARD

Name of Applicant
Principal Place of Business (Street, City, and State)
Name of Other Institution
Principal Place of Business (Street, City, and State)

The above named applicant, organized under the laws of _____ hereby applies to the State Banking Board, pursuant to North Dakota Century Code Section 6-03-11, for prior written consent to ☐ merge or consolidate with, ☐ acquire the assets of, ☐ or assume liability to pay deposits made in the above-named other institution, organized under the laws of _____ (if a merger or consolidation) under the charter of _____ and with the title _____ .

Applicant and Other Institution represent the information contained herein is true and complete, to the best of their knowledge and belief. A false or misleading answer to any question may be punishable by fine or imprisonment or both.

Executed the _____ day of _____, _____.

Name of Applicant			
Signature of Authorized Officer **X**			
Printed Name of Authorized Officer	Title	Telephone Number	
Address	City	State	Zip Code
Attest:			
Signature of Secretary or Authorized Officer **X**			

Name of Other Institution			
Signature of Authorized Officer **X**			
Printed Name of Authorized Officer	Title	Telephone Number	
Address	City	State	Zip Code
Attest:			
Signature of Secretary or Authorized Officer **X**			

BANK REPRESENTATIVE RESPONSIBLE FOR RESPONDING TO QUESTIONS RELATING TO THIS APPLICATION

Printed Name of Authorized Officer	Title	Telephone Number	
Address	City	State	Zip Code

FINANCIAL HISTORY, BANKING FACTORS, AND FUTURE PROSPECTS

1. **Capital** - Describe any capital programs of the participating institutions which have stockholders' approval but have not been consummated. If additional capital is to be supplied as a part of the proposed transaction, give details, including the number of shares to be sold, the price per share, and to whom warrants will be issued.

2. **Deposit Projections** - Prepare an estimate of deposit totals at the end of the first, second, and third full years of operation for the Resultant Bank, if the proposed transaction is concluded, and explain the basis for the projection.

3. **Management** - (a) For the Resultant Bank list the names of the directors and principal executive officers, their titles, salaries and shares owned in the participating institutions and Resultant Bank. Provide a brief summary of the educational background, banking experience and other qualifications of each. (b) If inadequacy of management succession is a factor in the proposed transaction, explain in full and describe any attempts, other than through merger, to obtain successor management. (c) Indicate ownership, including beneficial interest held by others, in shares of the participating institutions by insiders or persons related to insiders such as directors, officers, 5% or more shareholders or their relatives. (d) Explain fully the extent of common ownership, direct or indirect, or common management of the participating institutions and state length of time such common ownership or management has existed.

4. **Future Prospects** - Comment on the future prospects of the Resultant Bank and on each of the participating institutions as continuing entities.

Date of Statement

SCHEDULE A - Statement of Condition (in Thousands)

SECTION 1. ASSETS	APPLICANT	OTHER INSTITUTION	ADJUSTMENTS DEBIT CREDIT	PRO FORMA RESULTANT BANK
CASH AND DUE FROM BANKS				
U.S. AND AGENCIES SECURITIES				
TAX-EXEMPT SECURITIES				
OTHER SECURITIES				
FEDERAL FUNDS SOLD				
LOANS AND DISCOUNTS (NET)				
VALUATION RESERVE (DEDUCTED)				
BANK PREMISES AND EQUIPMENT				
OTHER ASSETS				
TOTAL ASSETS				

SECTION 2. LIABILITIES

DEMAND DEPOSITS				
SAVINGS DEPOSITS				
TIME DEPOSITS				
TOTAL DEPOSITS				
LIABILITIES FOR BORROWED MONEY				
OTHER LIABILITIES				
TOTAL LIABILITIES				
SUBORDINATED DEBT				

SECTION 3. CAPITAL ACCOUNTS

CAPITAL STOCK				
SURPLUS				
OTHER CAPITAL ACCOUNTS				
TOTAL CAPITAL ACCOUNTS				
TOTAL LIABILITIES AND				

SECTION 4. DESCRIPTION AND EXPLANATION OF ADJUSTMENTS

COMMENTS (Identify Adjustments as (a), (b), etc.)

SCHEDULE B - Statement of Income (in Thousands)

SECTION 1. OPERATING INCOME	APPLICANT Year Ending	OTHER INSTITUTION Year Ending	COMBINED	PRO FORMA TWELVE MONTHS RESULTANT BANK
INTEREST AND FEES ON LOANS				
INTEREST FEDERAL FUNDS SOLD				
SECURITIES INCOME - TAXABLE				
SECURITIES INCOME - NONTAXABLE				
SERVICE CHARGES - DEPOSITS				
OTHER SERVICE CHARGES AND FEES				
OTHER OPERATING INCOME				
TOTAL OPERATING INCOME				

SECTION 2. OPERATING EXPENSE

SALARIES AND EMPLOYEE BENEFITS				
INTEREST ON DEPOSITS				
EXPENSE FEDERAL FUNDS PURCHASED				
INTEREST ON BORROWED MONEY				
INTEREST ON SUBORDINATED DEBT				
NET OCCUPANCY EXPENSE OF BANK PREMISES				
FURNITURE AND EQUIPMENT EXPENSE				
PROVISION FOR LOANS LOSSES				
OTHER OPERATING EXPENSE				
TOTAL OPERATING EXPENSE				
NET OPERATING INCOME BEFORE TAXES				
APPLICABLE INCOME TAXES				
NET OPERATING INCOME AFTER TAXES				
NONOPERATING CREDITS AND (CHARGES)				
APPLICABLE TAXES				
NET INCOME				
OTHER CAPITAL INCREASES				
CASH DIVIDENDS				
OTHER CAPITAL DECREASES				
NET CHANGE IN CAPITAL				

SECTION 3. NET INCOME FOR PREVIOUS FIVE CALENDAR YEARS

YEAR	APPLICANT	OTHER INSTITUTION

RESOLUTION OF BOARD OF DIRECTORS OF APPLICANT BANK

Name of Applicant
Principal Place of Business (Street, City, and State)

The Board of Directors of the Applicant Bank at a meeting duly called and held on _____ (date) adopted the following Resolution:

WHEREAS, it is the sense of this meeting that application should be made on behalf of this bank to the Department of Financial Institutions for (A) written consent to ☐ merge or consolidate with, ☐ acquire the assets of, or ☐ assume liability to pay deposits in the _____ (other institution) located at _____, organized under the laws of _____, under the charter of _____ and with the title _____;

AND for (if applicable) (B) written consent to establish branches, both existing and approved but unopened, at all locations where the _____ (other institution) now has approval for such branches;

NOW, THEREFORE, IT IS RESOLVED, That the President or Vice-President and the Cashier or Secretary of this Bank are hereby authorized and directed to make application on behalf of this bank to the Department of Financial Institutions to ☐ merge or consolidate with, ☐ acquire the assets of, or ☐ assume liability to pay deposits in the _____ (other institution) and (if applicable) establish branches at all locations approved as branches of this institution. The above Resolution has not been rescinded or modified and has been duly entered in the minutes book of the Applicant Bank.

Name of Applicant	Date
Signature of President or Vice-President **X**	
Attest (Cashier or Secretary) **X**	

RESOLUTION OF BOARD OF DIRECTORS OF OTHER INSTITUTION

Name of Other Institution	
Principal Place of Business (Street, City, and State)	
Organized Under the Laws of	Meeting Duly Called and Held On (Date)

Name of Applicant Bank

The Board of Directors of the above-named other institution adopted the following Resolution:

IT IS RESOLVED, That the President or Vice-President and the Cashier or Secretary of this institution are hereby authorized and directed to make application on behalf of this institution to the Department of Financial Institutions to ☐ merge or ☐ consolidate with the above-named Applicant Bank.

The above Resolution has not been rescinded or modified and has been duly entered in the minutes of the Other Institution.

Name of Other Institution	Date
Signature of President or Vice-President **X**	
Attest (Cashier or Secretary) **X**	