Commonwealth of Massachusetts
Board of Bank Incorporation
1000 Washington Street, 10th Floor
Boston, Massachusetts 02118

PROCEDURES TO ESTABLISH A TRUST COMPANY

1. **The Application to establish a Trust Company consists of the Interagency Charter and Federal Deposit Insurance Application and a supplement thereto, both of which are attached to these procedures and which may found at the Division's website at www.mass.gov/dob.**

2. **Upon receipt and review of a complete notice and application, the Board will forward a copy of an advertisement of such intention and the date, time and place for the Board's public hearing on the application. The form of advertisement will be prepared by the Board and is to be published as directed by the Board.**

3. **At the public hearing the petitioner is to present testimony in support of the application.**

4. **Any interested party, other than the petitioner, should file communications, including briefs, in favor or protest prior to the hearing but no later than the end of the public comment period. Copies of the comments received by the Board will be forwarded to the petitioner.**

5. **All documents and communications, except the Biographical and Financial Reports, to the Board relative to the proposed action are considered public records as defined in Massachusetts General Laws chapter 66, section 10 and will be available for inspection at the Division of Banks.**

6. **If authority is granted, the Board will issue a Certificate of Public Convenience and Advantage. That Certificate will be revoked, by operation of law, if the petitioner does not become incorporated and commence business within one year after its date of issuance.**

7. **After the Certificate is issued, all documents should refer to the corporation as a bank in organization. The Board must review draft copies of the proposed bank's Articles of Organization, by-laws and any offering circular to be used to raise the capital. Three copies of such drafts should be addressed and sent to the Board.**

8. **During that year, the petitioner must evidence to the Board that it has complied with other applicable provisions of Massachusetts General Laws chapter 172, section 5. Accordingly, the petitioner must submit the following materials. All information must be submitted in a timely fashion to ensure a sufficient period of time for review or verification.**

   - **One duplicate original of the Articles of Organization which comply with the provisions of Massachusetts General Laws chapter 172, section 8 shall be filed with the Commissioner of Bank.**

   - **Two copies of any final offering circular.**

- **After the capital stock has been issued, two copies of a list of all the stockholders, which complies with the provisions of Massachusetts General Laws chapter 172. Section 9.**

- **Two copies of proof of deposit insurance by the Federal Deposit Insurance Corporation.**

- **Two copies of the Articles of Organization as filed with and stamped by the Office of the Secretary of State. Two copies of the by-laws of the trust company must also be filed.**

9. **Upon completion of the requirements set out above, the Board will examine and review the documents submitted; the method of payment and the amount of the capital stock; the senior management, including directors, of the proposed trust company; and the compliance with the applicable law.**

10. **If the Board is satisfied that the public convenience and advantage will be promoted thereby, it will issue a Certificate to Transact Business under Massachusetts General Laws chapter 172, section 9. No such corporation shall begin the transaction of business until such Certificate is granted which must be within one year of the issuance of the Certificate of Public Convenience and Advantage.**

BOARD OF BANK INCORPORATION
1000 Washington Street, 10th Floor
Boston, Massachusetts 02118

SUPPLEMENT TO INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

1. Five copies of a notice of intention to form a Trust Company and five copies of a complete application must be filed with the Board. The notice must identify the newspaper or newspapers of general circulation published in the city or town in which the Trust Company is to be established. If there is no such newspaper, the notice must identify the newspaper or newspapers of general circulation published in the city or town nearest to the proposed location. The notice must be filed with the following:

(a) Five copies of the Agreement of Association which complies with the provisions of Massachusetts General Laws chapter 172, section 5. One such Agreement must be an original.

(b) Five typed copies of the names of the incorporators in alphabetical order, which lists their residence and address.

(c) Application fee of $2,500.00 made payable to the Division of Banks.

2. The chartering of a Trust Company involves the issuance of two certificates. If initial authority is granted, the Board will issue a Certificate of Public Convenience and Advantage. Following such issuance, the applicant will have one year to evidence that it has complied with all other provisions of General Laws chapter 172. Upon satisfaction of such requirements the Board will issue a Certificate to Transact Business pursuant to Massachusetts General Laws chapter 172, section 9.

3. The Application must contain all information known at the time of submission. Other information may be submitted as soon as available thereafter, but not latter than the date provided to the Federal Deposit Insurance Corporation. Any information not provided at the time the Board issues the Certificate of Public Convenience must be submitted prior to the Board issuing a Certificate to Transact Business.

4. The Board may request additional information to be provided during the application process.

OMB No. for FDIC 3064-0001
OMB No. for OCC 1557-0014
OMB No. for OTS 1550-0005
Expiration Date: February 28, 2005

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

Public reporting burden for this collection of information is estimated to average 250 hours per response (125 hours for the charter application and 125 hours for the insurance application), including the time to review instructions, search, and to review and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Examination Policy, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

Preparation and Use

This application is used to effect a transaction under:

- Sections 5 and 6 of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C. 1815, 1816), for federal deposit insurance.
- Section 5(e) of the Home Owners' Loan Act (HOLA), as amended (12 U.S.C. 1464(e)), for a federal savings association charter.
- The National Bank Act, as amended (12 U.S.C. 21 *et seq*.), for a national bank charter.
- The state law for applying for state depository charters, as approved by state regulatory authorities.

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.

The questions in the application are not intended to limit the Applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. *Any such cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Supporting information for all relevant factors, setting forth the basis for Applicant's conclusions, should accompany the application. The regulatory agency may request additional information.

This application form collects information that the regulatory agencies will need to evaluate a charter or insurance application. While most of the information will be available when the organizers submit the application, some information will not be available at that time. Each agency has specific purposes and different timing requirements in collecting some of this information; for example, receipt of the organizers' draft policies. For any question about when to submit a specific item, organizers should contact the appropriate regulatory agencies to discuss the specific timing for submission.

The regulatory agency must consider the applicable statutory requirements set forth in the preceding provisions, as well as applicable regulatory requirements, when acting on this application. For additional information regarding these statutory and regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines [i.e., *Comptroller's Corporate Manual*, the FDIC's Rules and Regulations (12 C.F.R. 303) and Statement of Policy on "Applications for Deposit Insurance", the OTS' *Applications Processing Handbook,* or the application guidelines for the state in which the Applicant seeks a state charter]. The Applicant may contact the agency directly for specific instruction or visit their websites at www.fdic.gov, www.occ.treas.gov, www.ots.treas.gov, and www.csbs.org (through "Links" to each state banking department).

Notice of Publication

The Applicant must publish notice of the proposed organization in a newspaper of general circulation in the community or communities in which the proposed financial institution will be located. Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Electronic Submission

In addition to an original application and the appropriate number of signed copies, the regulatory agencies would like to have an electronic copy of the information in the application, especially of the business plan's financial projections. Submission of an electronic copy is voluntary. It will be used only for internal review and processing and will not be released to the public. The electronic copy may be provided on a computer diskette, using common word processing and spreadsheet software. For E-mail submissions, contact the appropriate regulatory agency for instructions and information about secure transmission of confidential material.

Confidentiality

Any Applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552 or relevant state law). Information for which confidential treatment is requested should be: (1) specifically

identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The Applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The Applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the Applicant of any decision to publicly release information labeled as "Confidential."

INTERAGENCY CHARTER AND FEDERAL DEPOSIT INSURANCE APPLICATION

(Check all appropriate boxes.)

Type of Charter

G National Bank
G State Bank
G Federal Savings Bank or Association
G State Savings Association
G Other _____

Special Focus

G Community Development
G Cash Management
G Trust
G Bankers' Bank
G Credit Card: G CEBA G Non-CEBA
G Other _____

For OCC: G Standard G Expedited

Chartering Agency

G Comptroller of the Currency
G Office of Thrift Supervision
G State _____

Insurance Fund

G Bank Insurance Fund
G Savings Association Insurance Fund

Type of Insurance Application

G De Novo
G Operating Noninsured Institution
G Other _____

Federal Reserve Status

G Member Bank
G Nonmember Bank

Proposed Depository Institution (institution)

_____
Name

_____
Street

_____
City State ZIP Code

Holding Company Identifying Information (if applicable)

_____
Name

_____
Street

_____
City State ZIP Code

Contact Person

_____
Name Title/Employer

_____
Street

_____
City State ZIP Code

_____
Telephone Number Fax Number E-Mail Address

1. Overview

(a) Provide a brief overview of the application. The overview should describe the institution's business and any special market niche, including the products, market, services, and any nontraditional activities.

(b) Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any regulatory waiver requests and provide adequate justification.

(c) List and provide a copy of all applications filed in conjunction with this proposal, such as applications for holding company, trust powers, branch offices, service corporations, and other subsidiaries.

(d) When available, provide a copy of all public or private offering materials and the proposed form of stock certificate, including any required restrictive legends.

(e) Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws.

(f) Provide a copy of the business plan. The business plan should address, at a minimum, the topics contained in the appropriate regulatory agency's Business Plan Guidelines.

2. Management

(a) Provide a list of the organizers, proposed directors, 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. For each person listed, attach an Interagency Biographical and Financial Report, a fingerprint card, and indicate all positions and offices currently held or to be held with the institution's holding company and its affiliates, if applicable. Include the signed "Oath of Director" for each proposed director. For an OTS filing, provide a RB 20a Certification for each person listed.

(b) Describe each proposed director's qualifications and experience to serve and oversee management's implementation of the business plan. Describe the extent, if any, to which directors or major stockholders are or will be involved in the day-to-day management of the institution. Also list the forms of compensation, if any.

(c) Provide a list of board committees and members.

(d) Describe any plans to provide ongoing director education or training.

(e) Describe each proposed senior executive officer's duties and responsibilities and qualifications and experience to serve in his/her position. If a person has not yet been selected for a key position, list the criteria that will be required in the selection process. Discuss the proposed terms of employment, including compensation and benefits, and attach a copy of all pertinent documents, including an employment contract or compensation arrangement. Provide the aggregate compensation of all officers.

(f) Describe any potential management interlocking relationships (12 U.S.C. 1467a(h)(2), 3201-3208, or applicable state law) that could occur with the establishment or ownership of the institution. Include a discussion of the permissibility of the interlock with regard to relevant law and regulations or include a request for an exemption.

(g) Describe any potential conflicts of interest.

(h) Describe any transaction, contract, professional fees, or any other type of business relationship involving the institution, the holding company, and its affiliates (if applicable), and any organizer, director, senior executive officer, shareholder owning or controlling 10 percent or more, and other insiders. Include professional services or goods with respect to organizational expenses and bank premises and fixed asset transactions. (Transactions between affiliates of the holding company that do not involve the institution need not be described.)

1) State whether the business relationship is made in the ordinary course of business, is made on substantially the same terms as those prevailing at the time for comparable transactions with non-insiders, and does not present more than the normal risk of such transaction or present other unfavorable features.

2) Specify those organizers that approved each transaction and whether the transaction was disclosed to proposed directors and prospective shareholders.

3) Provide all relevant documentation, including contracts, independent appraisals, market valuations, and comparisons.

(i) Describe all stock benefit plans of the institution and holding company, including stock options, stock warrants, and other similar stock-based compensation plans, for senior executive officers, organizers, directors, and other insiders. Include in the description:

1) The duration limits.

2) The vesting requirements.

3) Transferability restrictions.

4) Exercise price requirements.

5) Rights upon termination.

6) Any "exercise or forfeiture" clause.

7) Number of shares to be issued or covered by the plans.

Provide a list of participants, allocation of benefits to each participant, and a copy of each proposed plan. (Plans must conform to applicable regulatory guidelines.)

3. Capital

(a) For each class of stock, provide the number of authorized shares, the number of shares to be issued, par value, voting rights, convertibility features, liquidation rights, and the projected sales price per share. Indicate the amount of net proceeds to be allocated to common stock, paid-in surplus, and other capital segregations.

(b) Describe any noncash contributions to capital, and provide supporting documents for assigned values, including an independent evaluation or appraisal.

(c) Discuss the adequacy of the proposed capital structure relative to internal and external risks, planned operational and financial assumptions, including technology, branching, and projected organization and operating expenses. Present a thorough justification to support the proposed capital, including any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.

(d) List all known subscribers to stock. For organizers, directors, 10 percent shareholders, senior executive officers, and other insiders, include the number of shares and anticipated investment and the amount of direct and indirect borrowings to finance the investment. Discuss how any debt will be serviced.

(e) List recipients and amounts of any fees, commissions, or other considerations in connection with the sale of stock.

(f) Indicate whether the institution plans to file for S Corporation tax status.

4. Convenience and Needs of the Community

NOTE: This information must be consistent with the proposed business plan.

(a) Market Characteristics

1) Define the intended geographical market area(s). Include a map of the market area, pinpointing the location of proposed bank's offices and offices of competing depository institutions.

2) Describe the competitive factors the institution faces in the proposed market and how the institution will address the convenience and needs of that market to maintain its long-term viability.

3) Discuss the economic environment and the need for the institution in terms of population trends, income, and industry and housing patterns.

(b) Community Reinvestment Act (CRA) Plan[1]

NOTE: The CRA Plan must be bound separately.

1) Identify the assessment area(s) according to the CRA regulations.[2]

2) Summarize the performance context for the institution based on the factors discussed in the CRA regulations.[3]

3) Summarize the credit needs of the institution's proposed assessment area(s).

4) Identify the CRA evaluation test[4] under which the institution proposes to be assessed.

5) Discuss the institution's programs, products, and activities that will help meet the existing or anticipated needs of its community(ies) under the applicable criteria of the CRA regulation, including the needs of low- and moderate-income geographies and individuals.

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[1] See applicable state requirements.

[2] See 12 C.F.R. 25.41, 345.41, 563.41.

[3] See 12 C.F.R. 25.21(b), 345.21(b), 563e.21(b).

[4] See 12 C.F.R. 25.21(a); 345.21(a); 563e.21(a).

5. Premises and Fixed Assets

(a) Provide a physical description for permanent premises and discuss whether they will be publicly and handicapped accessible. Indicate the level and type of property insurance to be carried.

(b) If the permanent premises are to be purchased, provide name of seller, purchase price, cost and description of necessary repairs and alterations, and annual depreciation. If the premises are to be constructed, provide the name of the seller, the cost of the land, and the construction costs. Indicate the percentage of the building that will be occupied by the bank. Provide a copy of the appraisal.

(c) If the permanent premises are to be leased, provide name of owner, terms of the lease, and cost and description of leasehold improvements. Provide a copy of the proposed lease when available.

(d) If temporary quarters are planned, provide a description of interim facility, length of use, lease terms, and other associated commitments and costs.

(e) State whether proposed premises and fixed asset expenditures conform to applicable statutory limitations.

(f) Outline the security program that will be developed and implemented, including the security devices.[5]

(g) Discuss any significant effect the proposal will have on the quality of the human environment. Include in the discussion changes in air and/or water quality, noise levels, energy consumption, congestion of population, solid waste disposal, or environmental integrity of private land within the meaning of the National Environmental Policy Act, 42 U.S.C. 4321, et seq.

(h) Describe any plan to establish branches or relocate the main office within the first three years. Any acquisition or operating expenses should be reflected in the financial projections.

(i) Indicate if the establishment of the proposed main office and/or any branch site may affect any district, site, building, structure, or object listed in, or eligible for listing in, the National Register of Historic Places pursuant to the National Historic Preservation Act, 16 U.S.C. 470f. (See the Advisory Council on Historic Preservation at www.achp.gov for the Act and implementing regulations.) Specify how such determination was made:

[5] See 12 C.F.R. 21, 326, 568.

1) Consultation with the State Historic Preservation Officer (SHPO) and/or Tribal Historic Preservation Officer (THPO) (when tribal lands or historic properties of significance to a tribe are involved).
2) Reviewed National Register of Historic Places (see www.cr.nps.gov/nr).
3) Applied National Register criteria to unlisted properties.[6]
4) Reviewed historical records.
5) Contact with preservation organizations.
6) Other (describe).

As appropriate, provide a copy of any documentation of consultation with the SHPO and/or THPO. *You are reminded that if a historic property may be affected, no site preparation, demolition, alterations, construction or renovation may occur without the appropriate regulatory agency's authorization.*

6. Information Systems

(a) State whether the institution plans to market its products and services (the ability to do transactions or account maintenance) via electronic means. If yes, specifically state the products and services that will be offered via electronic banking or the Internet.

(b) Outline the proposed or existing information systems architecture and any proposed changes or upgrades. The information should describe how: (1) the information system will work within existing technology; (2) the information system is suitable to the type of business in which the institution will engage; (3) the security hardware, software, and procedures will be sufficient to protect the institution from unauthorized tampering or access; and (4) the organizers and directors will allocate sufficient resources to the entire technology plan.

(c) Provide lists or descriptions of the primary systems and flowcharts of the general processes related to the products and services. The level of detail in these system descriptions should be sufficient to enable verification of the cost projections in the *pro formas*.

(d) Estimate the start-up budget for the information systems related to the products and services and the expected annual operating and maintenance costs (including telecommunications, hardware, software, and personnel).

[6] See 36 C.F.R. 60.4.

(e) Describe the physical and logical components of security. Describe the security system and discuss the technologies used and key elements for the security controls, internal controls, and audit procedures. Discuss the types of independent testing[7] the institution will conduct to ensure the integrity of the system and its controls.

(f) Describe the information security program that will be in place to comply with the "Interagency Guidelines Establishing Standards for Safeguarding Customer Information."[8]

7. Other Information

(a) List activities and functions, including data processing, that will be outsourced to third parties, identifying the parties and noting any affiliations. Describe all terms and conditions of the vendor management activities and provide a copy of the proposed agreement when available. Describe the due diligence conducted and the planned oversight and management program of the vendors' or service providers' relationships (for general vendor management guidance, see the Appendix of the FFIEC's guidance, Risk Management of Outsourced Technology Services).

(b) List all planned expenses related to the organization of the institution and include the name of recipient, type of professional service or goods, and amount. Describe how organization expenses will be paid.

(c) Provide evidence that the institution will obtain sufficient fidelity coverage on its officers and employees to conform with generally accepted banking practices.

(d) If applicable, list names and addresses of all correspondent depository institutions that have been established or are planned.

(e) Provide a copy of management's policies for loans, investments, liquidity, funds management, interest rate risk, and other relevant policies. Provide a copy of the Bank Secrecy Act program. Contact the appropriate regulatory agencies to discuss the specific timing for submission.

(f) For Federal Savings Banks or Associations, include information addressing the proposed institution's compliance with qualified thrift lender requirements.

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[7] Independent tests should cover general and environmental controls as well as audit, monitoring, and balancing controls. Independent testing will provide an objective opinion on the adequacy of these controls.

[8] See 15 U.S.C. 6801, 6805(b); 12 C.F.R. 30; 308 and 364; 568 and 570.

(g) If the institution is, or will be, affiliated with a company engaged in insurance activities that are subject to supervision by a state insurance regulator, provide:

1) The name of insurance company.
2) A description of the insurance activity that the company is engaged in and has plans to conduct.
3) A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.

OCC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signature	**Date**	**Typed Name**

FDIC CERTIFICATION

We, the organizers, certify that the information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission. We also certify that any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed financial institution, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014. We request that examiners be assigned to make any investigations necessary.

We acknowledge that approval of this application is in the discretion of the appropriate federal banking agency or agencies. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

It is understood that the Board of Directors of the Federal Deposit Insurance Corporation (Corporation), in applying the factors set out in federal statutes, will consider the application only with respect to the general character or type of business stated and that the depository institution will not engage in any other business without the prior written consent of the Corporation.

It is further understood that federal deposit insurance will not become effective (a) until the proposed depository institution has been incorporated and authorized to engage in the business of receiving deposits, (b) until the board of directors of the depository institution has adopted a resolution ratifying and confirming the action of the incorporators in making this application with supporting information, (c) until the depository institution has fulfilled such requirements, if any, as the Corporation may impose as a condition of its approval of

this application, and (d) until the depository institution has been notified that its membership in the Corporation has been approved.

Signature	**Date**	**Typed Name**

OTS CERTIFICATION

We, the organizers, certify that:

(i) The information contained in this application has been examined carefully and is true, correct, and complete, and is current as of the date of this submission.

(ii) Any misrepresentations or omissions of material facts with respect to this application, any attachments to it, and any other documents or information provided in connection with the application for the organization of the proposed financial institution and federal deposit insurance may be grounds for denial or revocation of the charter and/or insurance, or grounds for an objection to the undersigned as proposed director(s) or officer(s) of the proposed association, and may subject the undersigned to other legal sanctions, including the criminal sanctions provided for in 18 U.S.C. 1001, 1007, and 1014.

(iii) The undersigned will not represent themselves as authorized to organize such association until this application is approved and, upon notification that the application has been approved, they will proceed only in accordance with the provisions of the Home Owners' Loan Act of 1933, as amended, and with rules and regulations made thereunder.

(iv) The undersigned are not acting in this application as representative or on behalf of any person, partnership, association, or corporation undisclosed to the Office of Thrift Supervision.

(v) No charge or expense incurred in connection with the organization of the association shall be charged to the association.

(vi) No funds or money will be accepted for deposit or collected on account by or for the association until this application is approved and its organization has been completed.

(vii) *For mutual associations*, an organizational committee will be created promptly upon approval of this application, and the committee members will serve as temporary officers of the association until officers are elected by the members of the association.

We request that examiners be assigned to make any investigations necessary.

We also acknowledge that approval of this application is in the discretion of the Office of Thrift Supervision. Actions or communications, whether oral, written, or electronic, by the Office of Thrift Supervision or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the Office of Thrift Supervision, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further

acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signature	**Date**	**Typed Name**

EXHIBITS (check all that apply)

___ Business Plan
  ___ Financial Projections

___ CRA Plan

___ Articles of Association, Articles of Incorporation, or Charter

___ Bylaws

___ Oath of Director

___ Interagency Biographical and Financial Reports

___ Fingerprint cards (appropriate regulatory agency)

___ Publication Certification/Affidavit/Notice of Publication

___ Copies of contracts/agreements
  ___ Employment/compensation
  ___ Service providers
  ___ Other

___ Stock Benefit Plans

___ Economic survey or market feasibility study
  ___Market Area Map

___ Waiver request, specify: _____

___ Offering Materials

___ Proposed stock certificate

___ Corporate or holding company audited statements or financial reports

___ OCC/OTS/state filing fee

___ Copy of policies, specify: _____

OTS ONLY:

___ RB 20a Certification

Oath of the Bank Director

Bank Name _____ Date _____
State of _____
County of _____

I, the undersigned, a (proposed) director of the above-named bank do solemnly swear (affirm) that:

As a director, I have a legal responsibility and a fiduciary duty to shareholders to administer the depository institution's affairs faithfully and to oversee its management. In carrying out my duties and responsibilities, I shall exercise reasonable care and place the interests of the depository institution before my own interests. I shall fulfill my duties of loyalty and care to the above-named depository institution.

I shall, commensurate with my duties, diligently and honestly administer the affairs of the depository institution, and I shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. I shall ensure that I learn of changes in statutes, regulations, and policies of the Office of Comptroller of the Currency, the Federal Deposit Insurance Corporation, or any state to whose jurisdiction my association is subject, which affect my duties, responsibilities, or obligations as a director and affiliated person of the association.

I am the owner, in good faith and in my own right, of the number of shares of stock that the law requires. I have either subscribed for this stock or it is issued and outstanding, and it is not hypothecated, or in any way pledged, as security for any loan or debt.

I shall attend meetings of the board of directors and participate fully on all committees of the board to which I am appointed.

Signature _____
Typed Name _____
Mailing Address _____
City _____ State _____ ZIP Code _____

Notary's Affirmation

Sworn to before me and subscribed in my presence, this ___ day of _____, _____.

Notary Public _____
My Commission Expires _____

Oath of Savings Association Director

Name of Savings Association _____

City _____ County _____ State_____

I, the undersigned, a [proposed] director of the above-named savings association, do solemnly swear (affirm) as follows:

1. I acknowledge that service as a director of a federally insured savings association is an important undertaking that carries with it significant duties and responsibilities. I have read and understand the OTS Directors' Responsibilities Guide describing the duties of directors and officers of savings association.

2. As a director of the above-named savings association, I have a legal responsibility and a fiduciary duty to its shareholders and creditors and to the applicable federal deposit insurance funds to administer the savings association's affairs faithfully and to oversee its management. In carrying out my duties and responsibilities, I shall exercise reasonable care and place the interests of the savings association before my own interests. I shall fulfill my duties of loyalty and care to the above-named savings association.

3. I shall diligently and honestly administer the affairs of the savings association, and I shall not knowingly violate, or willingly permit to be violated, any applicable statute or regulation. I shall ensure that I learn of changes in statutes, regulations, and policies of the Office of Thrift Supervision and the Federal Deposit Insurance Corporation or any state to whose jurisdiction my association is subject, which affect my duties, responsibilities, or obligations as a director and affiliated person of the savings association.

4. I shall attend meetings of the board of directors and participate fully on all committees of the board to which I am appointed.

Signature _____
Typed Name _____
Mailing Address _____
City _____ State _____ ZIP Code_____
Date _____

Notary's Affirmation

Sworn to before me and subscribed in my presence this ____ day of _____, _____.

Notary Public _____
My Commission Expires _____