

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

Public reporting burden for this collection of information is estimated to average two hours for biographical information and two hours for financial information. This estimate includes time to gather and maintain data in the required form, to review instructions, and to 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: Paperwork Reduction Act, Legal Division, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Activities Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Office of Supervision 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

This *Interagency Biographical and Financial Report* (report) is used by **individuals**¹ in conjunction with other corporate filings to the appropriate regulatory agency. This report is *not* a stand-alone document.

Preparation

Use of this report format is not mandatory. If an alternative format is used, it must provide all requested information, including the certification. 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” or “yes” should be explained.

The questions are not intended to limit the presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For example, a cross-reference to the information is acceptable. *Any cross-reference must be made to a specific cite or location in the documents, so the information can be located easily.* Use additional sheets as necessary. Each regulatory agency will provide additional instructions for use and preparation. If the report is not complete, the regulatory agency may either request additional information or return the filing. If you are a foreign national or a United States citizen who currently resides in a foreign country, additional information may be necessary.

Financial statements from individuals must have “as of” dates of not more than 90 days prior to the date the financial report is submitted. All amounts in this report must be based on current

¹ A **company** seeking to acquire direct or indirect control of a bank or thrift should consult with the appropriate regulatory agency for filing instructions.

market value in United States dollars² and agree with any totals in the supplementary schedules. In addition to the sample financial schedules, you may wish to provide supplementary schedules for other items on the financial statement. If the sample financial statement is used, an answer is required to each item. If you submit an alternative Financial Report format, the information must respond to each request for information contained in the sample Financial Report.

In addition, each regulatory agency specifically reserves the right to require up to five years of financial data from any acquiring person as well as the filing of additional information and/or statements, such as a federal income tax return or a current appraisal to support an asset's value.

If you have been convicted of any criminal offense involving dishonesty, breach of trust, or money laundering, or have agreed to enter into a pretrial diversion or similar program in connection with a prosecution of such offense (12 U.S.C. § 1829), you must obtain approval from the FDIC before you can own, control, participate in the affairs of, or become an institution-affiliated party of a depository institution.

Each individual must report promptly any material change in the biographical report or financial condition that occurs during the review period for the filing. For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, refer to the appropriate regulatory agency's procedural guidelines (that is, the *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations (12 C.F.R. Part 303), or the OTS' *Application Processing Handbook*), contact the agency directly for specific instruction, or visit its Web site at www.occ.treas.gov, www.fdic.gov, www.ots.treas.gov, or www.federalreserve.gov.

Definitions

For purposes of this document:

Affiliate means any company that owns or controls, is owned or controlled by, or is under common ownership or control with a depository institution or depository institution holding company.

Associated means associated as an officer, director, organizer, partner, trustee, or principal shareholder or owner.

Company means any corporation, association, partnership, limited liability company, business trust, sole proprietorship, joint venture, or other similar organization.

Depository institution means any bank (including a national, state, district, or foreign bank), savings association, savings bank, savings and loan association, building and loan association, homestead association, cooperative bank, trust company, industrial bank or loan company, or credit union. A United States office, including a branch or agency, of a foreign bank is a depository institution.

² Provide the foreign currency exchange rate and conversion date, if applicable.

Management official includes a senior executive officer; director; advisory or honorary director of a depository institution with total assets of \$100 million or more; branch manager; trustee of a depository organization under the control of trustees; and any person who has a representative or nominee serving in any of those capacities.

Principal shareholder or owner means a person who directly or indirectly owns, controls, or holds (either individually or as a member of a group) the power to vote 10 percent or more of any class of voting securities or other voting equity interest of the entity.

Confidentiality

Any individual desiring confidential treatment of specific portions of the report must submit a request in writing with the report. The request must discuss the justification for the requested treatment. The individual'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. section 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the report (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The individual should follow the same procedure for a request for confidential treatment for the subsequent filing of supplemental information to the report.

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

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

This is filed with respect to:

Name of Subject Institution or Holding Company, Location

| Type of Filing | Position |
|---|---|
| <input type="checkbox"/> Bank or Thrift Charter | <input type="checkbox"/> Organizer |
| <input type="checkbox"/> Bank or Thrift Holding Company | <input type="checkbox"/> Director |
| <input type="checkbox"/> Change in Bank Control | <input type="checkbox"/> Senior Executive Officer |
| <input type="checkbox"/> Change in Senior Executive Officer or Director | <input type="checkbox"/> Title: _____ |
| <input type="checkbox"/> Citizenship Waiver | <input type="checkbox"/> Principal Shareholder |
| <input type="checkbox"/> Charter Conversion | <input type="checkbox"/> Trustee |
| <input type="checkbox"/> Deposit Insurance | <input type="checkbox"/> Manager |
| <input type="checkbox"/> Federal Branch or Agency | <input type="checkbox"/> Manager |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

BIOGRAPHICAL REPORT

1. Personal Information

(a) Name _____
Last First (Middle-no initials)

(b) Residence _____
(Street Address)

(City) (State) (ZIP Code) (Country)

(c) If at residence less than five years, list addresses and dates occupied for past five years.

| <u>Date From</u> | <u>Date To</u> | <u>Number and Street</u> | <u>State</u> | <u>ZIP Code</u> | <u>Country</u> |
|------------------|----------------|--------------------------|--------------|-----------------|----------------|
|------------------|----------------|--------------------------|--------------|-----------------|----------------|

(d) Date of Birth: Month: _____ Day: _____ Year: _____

(e) Place of Birth: _____
(City) (State) (Country)

(f) United States Social Security Number: _____

(g) Citizenship _____
Country (Date, if Naturalized)

- (h) If not a United States citizen, provide:
 Passport Number: _____
 Home Country Identification Number: _____
 Immigration File Number: _____
 Father's full name _____
 Mother's full name, including maiden name _____

- (i) Telephone and fax numbers where you may be reached during business hours and an e-mail address:

 (Area Code, Telephone Number, including Country Code if outside U.S.)

 (Fax Number) E-mail Address

- (j) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

2. Employment Record

- (a) List employment in reverse chronological order for the last five years. The list should include the beginning and ending dates of employment, the employer's name and location (city, state), nature of business, title or position, nature of duties, and reason for leaving.

- (b) Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service? Yes No

If "yes," provide the employer's name, address, and telephone number; title or position; date of discharge; and explanation.

3. Education and Professional Credentials

(a) List each diploma or degree from high schools, colleges, universities, or other schools.

School's Name/Location From To Degree

(b) List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

License Issuing Authority Date Issued Status Expiration

4. Business and Banking Affiliations

(a) List any company with which you are associated, providing the company name, location, nature or type of business, position held or relationship to the company, ownership percentage, and beginning date of the relationship.

(b) List the name of any depository institution or depository institution holding company with which you are or were associated. Also list the location, nature of banking activity, position held or relationship, ownership percentage, and beginning and ending dates of the relationship.

Are you in the process of being considered for a senior executive officer or director position at another depository institution or depository institution holding company?

Yes No

If “yes,” provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.

(d) Are you now or are you proposed to be a “management official” of another insured depository institution or depository institution holding company? Yes No

If “yes,” explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.

5. Legal and Related Matters

(a) Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:

(1) A charter or license application, a depository institution holding company application, or a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position? Yes No

(2) A merger application in which you were listed as a director, senior executive officer, or similar position? Yes No

- (3) A notice of change in director or senior executive officer, or similar form, in which you were listed as a director, senior executive officer, or similar position? Yes No
- (4) A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee? Yes No
- (5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity? Yes No
- (b) Have you or any depository institution or depository institution holding company with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity? Yes No
- (c) Has any depository institution with which you are or were associated:
- (1) Been placed into conservatorship or receivership or otherwise failed? Yes No
- (2) Received financial assistance from a federal agency or instrumentality (for example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)? Yes No
- (3) Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction? Yes No
- (c) Have you or any company with which you are or were associated:
- (1) Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company? Yes No
- (2) Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor? Yes No
- (3) Forfeited property in full or partial satisfaction of any financial obligation? Yes No

- (4) Had a lien placed against property for failure to pay taxes or other debts? Yes No
- (5) Had wages or income garnished for any reason? Yes No
- (6) Failed or refused to pay any outstanding judgments? Yes No
- (e) Have you or any company or depository institution with which you are or were associated been involved in any lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, or revocation of license), agreement, undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:
- (1) Any federal or state court? Yes No
- (2) Any department, agency, or commission of the United States government? Yes No
- (3) Any state, municipal, or foreign governmental entity? Yes No
- (4) Any self-regulatory organization (for example, NASD, FASB, state bar)? Yes No
- (f) Have you or any company or depository institution with which you are or were associated been arrested for, charged with, indicted for, or convicted of (including a conviction where the record was expunged), or ever pleaded *nolo contendere* to, any criminal matter (other than minor traffic violations)? Yes No
- (g) If you answer “yes” to any question in 5(a) through 5(f), provide your explanation by identifying the number of the question, describing the situation in detail, and, where relevant, including the:
- Name and location of any institution, company, party, court, regulatory agency, or self-regulatory organization involved.
 - Nature of your association with any institution or company (for example, officer, director, organizer, principal shareholder, or owner).
 - Type of any application, notice, or other regulatory or administrative request.
 - Nature of any supervisory, enforcement, or administrative action.
 - Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation.
 - Date of any relevant event.
 - Nature of any lawsuit, charge, or proceeding.
 - Jurisdiction in which any legal proceeding occurred.
 - Resolution or disposition of the matter.

6. Additional Information

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new depository institution or depository institution holding company, discuss your specific role.

FINANCIAL REPORT

FINANCIAL STATEMENT AS OF _____, _____

| ASSETS | | LIABILITIES AND NET WORTH | |
|---|-----------|---|-----------|
| Cash on hand and in depository institutions | \$ _____ | Accounts payable | \$ _____ |
| Marketable securities (Schedule A) | _____ | Notes payable and other loans (Schedule F) | _____ |
| Notes receivable (Schedule B) | _____ | Real estate mortgages (Schedule C) | _____ |
| Real estate (Schedule C) | _____ | Other liabilities (Schedule G) | _____ |
| Proprietary interests and other securities (Schedule D) | _____ | TOTAL LIABILITIES | _____ |
| Retirement funds and other assets (Schedule E) | _____ | Net worth (Total assets less total liabilities) | _____ |
| TOTAL ASSETS | \$ | TOTAL LIABILITIES AND NET WORTH | \$ |

CONTINGENT LIABILITIES

In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others or through a pending lawsuit?

Yes No

If “yes,” complete the following:

| Name and Address of Debtor or Obligor | Name and Address of Creditor or Obligee | Description and Value of Collateral | Date Due | Current Amount |
|---------------------------------------|---|-------------------------------------|----------|----------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| TOTAL | | | | \$ |

SUPPORTING SCHEDULES

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 8 of this report.

Schedule A – Marketable Securities

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D—Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as “other” provided that they account for no more than 10 percent of marketable securities.

| Description | Market Value |
|-------------|--------------|
| | \$ |
| | |
| | |
| | |
| | |
| | |
| TOTAL | \$ |

Schedule B – Notes Receivable

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

| Description | Current Balance |
|-------------|-----------------|
| | \$ |
| | |
| | |
| | |
| | |
| | |
| TOTAL | \$ |

Schedule C – Real Estate and Related Loans

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

| Description and Location (City and State) | Owner of Property | Percent Ownership | Mortgage Holder | Maturity Date | Current Market Value* | Current Balance** |
|--|-------------------|-------------------|-----------------|---------------|-----------------------|-------------------|
| | | | | | \$ | \$ |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| TOTAL | | | | | \$ | \$ |

* Carry TOTAL forward to Assets - Real estate

** Carry TOTAL forward to Liabilities - Real estate mortgages

Schedule D – Proprietary Interests and Other Securities

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. (Submit year-end financial statements, including profit and loss and cash flow statements, for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)

| Name and Address of Company | Legal Form of Company | Nature of Business | Percent Ownership | Current Value |
|-----------------------------|-----------------------|--------------------|-------------------|---------------|
| | | | | \$ |
| | | | | |
| | | | | |
| | | | | |
| TOTAL | | | | \$ |

Schedule E - Other Assets

Include retirement funds (for example, 401K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

| Description | Basis for Valuation | Current Value |
|-------------|---------------------|---------------|
| | | \$ |
| | | |
| | | |
| | | |
| | | |
| | | |
| TOTAL | | \$ |

Schedule F – Notes Payable and Other Loans

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as “other,” provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

| Name and Address of Creditor and Loan Origination Information | Description and Value of Collateral | Maturity Date | Current Balance |
|---|-------------------------------------|---------------|-----------------|
| | | | \$ |
| | | | |
| | | | |
| | | | |
| TOTAL | | | \$ |

Schedule G - Other Liabilities

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

| Payable To | Description | Maturity Date | Current Balance |
|------------|-------------|---------------|-----------------|
| | | | \$ |
| | | | |
| | | | |
| | | | |
| TOTAL | | | \$ |

Cash Flow Statement*

| <u>Sources of Cash</u> | 20 | 20 | Projected Current Year 20 | Projected Next Year 20 |
|--|-----------|-----------|------------------------------|---------------------------|
| Salaries, wages, commissions, and other employment income | \$ | \$ | \$ | \$ |
| Rents, royalties, and investments | | | | |
| Income from dividends and interest | | | | |
| Income and other distributions from partnerships | | | | |
| Other sources** | | | | |
| Total cash received | | | | |
| <u>Uses of Cash</u> | | | | |
| Personal living expenses (rent, household) | | | | |
| Fixed obligations*** | | | | |
| Income taxes | | | | |
| Capital contributions to partnerships | | | | |
| Other uses** | | | | |
| Total cash outlay | | | | |
| NET CASH FLOW (deficit) | \$ | \$ | \$ | \$ |

* Discuss any significant changes on a separate page.

** Itemize on a separate page any items amounting to 10 percent or more of total cash received or total cash outlay.

*** Fixed obligations include debt service on all loans and any budgeted capital improvement expenditures for real estate investments. Any loan proceeds or debt service related to this transaction should be included in projections for other sources or uses.

Privacy Act Notice

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes that require an appropriate federal banking agency to determine the competence, experience, integrity, and financial ability of individuals proposing to serve a federally regulated financial institution in an official capacity – that is, as a director, officer, employee, or principal shareholder. These statutes include: 12 U.S.C. § 27 (national bank charters); 12 U.S.C. § 1464 (federal savings bank charters); 12 U.S.C. § 1815 (federal deposit insurance); 12 U.S.C. § 1817(j) (changes in control of insured depository institutions); and 12 U.S.C. § 1831(i) (agency disapproval of directors and senior executive officers of insured depository institutions or depository institution holding companies). The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

Depending on the manner in which an appropriate federal banking agency maintains solicited information, some or all of that information may be subject to the Privacy Act of 1974, 5 U.S.C. § 552a. In such instances, disclosures of covered information may be made to: (1) third parties to complete background checks; (2) financial institutions for supervisory purposes; (3) governmental, tribal, self-regulatory, or professional organizations when information is relevant to either a known or suspected violation of law or licensing standard or relevant and necessary to the governmental or self-regulatory organization’s regulation or supervision of financial service providers; (4) the Department of Justice, a court, an adjudicative body, a party in litigation, or a witness when relevant and necessary to a legal or administrative proceeding; (5) congressional offices when the information is relevant to an inquiry initiated on behalf of its provider; (6) an agency’s contractors or agents; and (7) other third parties when mandated or authorized by statute.

Additionally, while certain of the solicited information is exempt from disclosure under the Freedom of Information Act because disclosure would constitute a clearly unwarranted invasion of personal privacy, other information is not exempt. Nonexempt information will ordinarily include the names of individuals, the financial institutions that they propose to serve, the statutory context in which information has been provided, and prior bank-related employment and affiliation.

CERTIFICATION

**If a joint financial statement is being submitted, both parties should complete the “Certification.”*

I understand that the appropriate regulatory agency may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing. I certify that the information contained in the biographical report and financial report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Signed this _____ day of _____, _____.

| | |
|--------------------------------|--------------------------------|
| _____ Signature | _____ Signature* |
| _____ Print or type name | _____ Print or Type name |
| _____ Title (if applicable) | _____ Title (if applicable) |