



**APPLICATION TO CONVERT
PURSUANT TO IC 28-1-21.6, IC 28-1-21.7,
IC 28-1-21.8, IC 28-1-21.9 OR IC 28-1-33**
State Form 50276 (R / 11-07)

DEPARTMENT OF FINANCIAL INSTITUTIONS
30 South Meridian Street, Suite 300
Indianapolis, Indiana 46204

Name of applicant

Street address

City County State ZIP code

TO CONVERT TO AN INDIANA

- COMMERCIAL BANK PURSUANT TO 28-1-21.6**
- MUTUAL SAVINGS BANK PURSUANT TO 28-1-21.7**
- STOCK SAVINGS BANK PURSUANT TO 28-1-21.8
OR 28-1-21.9**
- CREDIT UNION PURSUANT TO 28-1-33**

TO BE KNOWN AS

Name of resulting institution

Date of application (month, day, year)

Projected conversion date (month, day, year)

Questions relating to this application may be directed to the Department of Financial Institutions at (317) 232-3955.

Attach additional sheets as necessary when the space provided is insufficient. All inquiries by the Department of Financial Institutions regarding this application should be directed to:

Name Title Telephone

GENERAL INSTRUCTIONS

- 1) Type or print this application.
- 2) Please submit three copies, including all attachments, to the Department.
- 3) If the applicant is a Federal Savings Association, provide biographical information of each present or proposed Director and/or Executive Officer using the DFI Confidential Form.
- 4) If the applicant is converting from mutual to stock form, all information required by the Office of Thrift Supervision Regulation Part 563(b) must accompany this application.
- 5) Submit the Resolution, Plan of Conversion and Articles of Conversion.
- 6) The Articles must include the information on the form provided by the Department.

Please provide the following attachments:

1. A copy of the most recent quarterly Call Report as filed with the applicable federal regulatory agency.
2. A copy of the most recent Quarterly Financial Institutions Report as issued by the Industry Analysis Department of the Federal Home Loan Bank.
3. A copy of the most recent audit conducted by an independent Certified Public Accountant, the management letter, and the response to the management letter.
4. A copy of the information regarding the proposed conversion which will be distributed to the applicants voting parties.
5. If the applicant has a holding company, provide a copy of the holding company's application to the Board of Governors of the Federal Reserve System pursuant to the Bank Holding Company Act of 1956.
6. A list of existing branches and loan production offices. Please designate which branches have ATMs.
7. A list of all entities which will qualify as affiliates of the converted institution as defined by either IC 28-1-18.2-1 or Section 23A of the Federal Reserve Act. Include a description of each affiliate's scope of operations along with information relative to ownership/control levels. Also provide financial statements for the previous year.
8. A copy of the business plan, projected annual budget and a year-to-date budget comparison.
9. A copy of all information, including approvals and notices, received from and submitted to federal regulatory agencies with regard to this conversion.

10. A list of any loans which do not comply with the lending limitations in IC 28-1-13-1.5, IC 28-6.1-9-5, IC 28-7-1-17.1 or IC 28-7-1-39. If necessary, discuss options available to obtain compliance within the ten-year transition period.
11. A list of any activities in which the applicant is legally engaged at the time of conversion which are not permitted to commercial banks, savings banks or credit unions. Discuss the options available to obtain compliance within the ten-year transitional period allowed.
12. A list of assets legally held by the applicant at the time of the conversion which may not be held by commercial banks, savings banks or credit unions. Discuss the options available to obtain compliance within the ten-year transitional period.
13. An opinion of qualified counsel which states that the transaction is not in contravention of applicable Indiana law.
14. Statements of the anticipated timing and sequence of conversion events and estimated expenses for conversion.
15. With regard to shareholders' or members' meeting, the following forms may be submitted subsequent to Department approval:
 - A. Affidavits of publication of notice;
 - B. Proxy statement(s);
 - C. Certified minutes of meeting.
16. Names and addresses of all persons or entities with 10% or more ownership or control in the institution.
17. A copy of supervisory orders issued by the regulatory agencies overseeing the institution for the preceding three (3) years.
18. With regard to the holding company:
 - A. Names and addresses of directors and executive officers;
 - B. Names and addresses of all persons or entities with 10% or more ownership or control;
 - C. Names and addresses of all affiliates and subsidiaries.