



The Commonwealth of Massachusetts
Division of Banks
1000 Washington Street, 10th Floor
Boston, Massachusetts 02118

INSTRUCTIONS FOR PREPARATION OF THE

Division of Banks Supplement to the Interagency Bank Merger Act Application

Preparation and Use

Use these instructions to apply to the Division of Banks (Division) to merge or consolidate one or more banks, thrift institutions, or credit unions into a single bank or thrift institution under Massachusetts General Laws chapter 167I, sections 2 through 4.

These instructions should also be used if the bank merger described above is part of a multi-step transaction in which the acquisition, consolidation, or asset purchase of a bank holding company (mutual or stock) is occurring simultaneously with the bank merger pursuant to Massachusetts General Laws chapter 167A, section 3.

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 the applicant's conclusions, should accompany the application.

Application Requirements

A complete application includes the following as detailed below:

1. An electronic copy of the complete "[Interagency Bank Merger Act Application](#)" submitted to the applicable federal regulatory agency, including all supplemental information filed with the application;
2. A printed copy and an electronic copy of the Division of Banks Supplement to the Interagency Bank Merger Act Application; and
3. An application fee in the amount of \$2,500.00 payable to the Division of Banks must be submitted by the applicant at the time of the filing of the application.

Submission Instructions

Submission of the electronic document(s) must be made on a secure compact disc or USB drive. Applicants must submit only the information requested on the attached pages. The printed copy of the application and the compact disc or USB drive should be mailed to:

Commonwealth of Massachusetts
Division of Banks
Attn: Legal Unit
1000 Washington Street, 10th Floor
Boston, MA 02118-6400

If this application involves an interstate transaction, please contact the Division's Legal Unit relative to any additional procedures or information that may be required.

Application Deadline

Applicants must file before 5 p.m. on the 15th of the month in order to be considered received during the month; provided however, that when the 15th falls on a Sunday or a legal holiday the next business day shall be the filing day.

Notice Requirements

Upon a determination that the application is sufficiently complete, the Division will provide the applicant with a notice for publication and specific instructions for the publication and posting of notice. The notice must appear in a newspaper of general circulation in the city or town where the applicant bank's main office and the acquired bank's main office is located, generally ten to fourteen days prior to the end of the public comment period, or as instructed by the Division. Copies of the notice must be posted in the lobby at all banking offices as instructed by the Division.

Public Comment

Any person wishing to file communications, including briefs in favor of, or in opposition to, the application should file such communications not later than the end of the comment period. Communications or comments received by the Division will be forwarded to the applicant. A public hearing may be held if the response is considered significant or circumstances warrant such a hearing, as determined by the Commissioner of Banks (Commissioner). If a public hearing is to be held, this Division will then forward further information.

Confidentiality

The application is a public record as defined by Massachusetts General Laws chapter 4, section 7, clause twenty-sixth. The applicant may request confidential treatment of one or more portions of the application that the applicant believes is confidential pursuant to Massachusetts General Laws chapter 167, section 2J. The applicant must submit a written statement explaining the reason(s) for treating the information as confidential. The written request for confidential treatment must be submitted to the Division with the application. Information for which the applicant requests confidential treatment must be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." If the request for confidential treatment applies to additional information submitted after the application was filed, the written request for confidential treatment must accompany the filing of the additional information and follow the same procedure.

Notice of Consummation

A subsequent written notification of the consummation of the transaction is to be submitted by the applicant to the Commissioner within one year of the approval date. Extensions of time may be granted at the discretion of the Commissioner upon written request detailing the applicant's reason for seeking the time extension. A filing fee of \$250.00 is required for an extension. The applicant should obtain additional instructions from the Division prior to seeking an extension.

Obligation for the Annual Assessment

Each bank under the supervision of the Commissioner is assessed an annual charge which is based on the total amount of assets held by the bank as of the end of the preceding calendar year. The notice of the assessment is issued annually and is due within 30 days of receipt of the notice. The annual assessment must be paid, on a pro rata basis, by the successor of any supervised bank which is merged into a federally-chartered or out-of-state bank during the preceding year.

DIVISION OF BANKS
SUPPLEMENT TO THE INTERAGENCY BANK MERGER ACT APPLICATION

The applicant must provide the following supplemental information set out in **Part I** below. If the application being filed is part of a multi-step transaction whereby an acquisition of a bank holding company (mutual or stock) is contemplated simultaneously with the bank merger, the applicant must also provide the supplemental information set out in **Part II** below. All responses must be made in sequence and labeled as indicated in this application. If an item is not applicable, please explain why. Provide the desired action date needed to consummate the proposed transaction.

In addition to the information provided below, the applicant's performance under the Community Reinvestment Act is reviewed as part of the application process from Report(s) of Examination in the Division's possession and other available information.

PART I: BANK MERGER

1. Describe, in detail, how public convenience and advantage will be promoted and competition among banking institutions will not be unreasonably affected by the transaction. Also, identify the statute(s) and section(s) of the Massachusetts General Laws pursuant to which this application is being filed with the Division of Banks (Division).
2. Provide a statement showing net new benefits to be derived from the proposed bank merger. The term net new benefit means initial capital investments, job creation plans, consumer and business services, commitments to maintain and open branch offices within a bank's delineated local community, and such other matters as may be deemed to benefit the community. A statement should be made on each component of net new benefits.
3. Provide certified copies of the authorizing votes of both the governing board and the voting body of each entity as required by applicable statute.
4. (a) Describe the actions that will be taken to inform customers of the effect of the proposed transaction, should it be approved, on their banking relationship, and, if applicable, in their excess deposit insurance coverage. Comment on the proposed time schedule for any such action. Any disclosure materials relative to the end of excess deposit insurance coverage upon a merger must be submitted to the Division in advance of their distribution to depositors. This requirement will apply to any merger transaction involving a state-chartered savings bank or co-operative bank.
(b) Certain merger transactions may not be consummated until the Commissioner of Banks has received notice(s) of satisfactory arrangements from the applicable excess insurer(s). If applicable, each bank should contact the excess insurer to make satisfactory arrangements to proceed with the proposed transaction.
5. Provide a list with the addresses of competing financial institutions located in each city or town where both banks have a banking office. Also, provide a map showing the location of each competing financial institution in each city or town, in which the continuing bank plans to merge, consolidate, or close an office.
6. Provide a map and explanation of the delineation basis for the primary service area of the banking offices of the bank to be acquired. Describe the extent of any overlap with the primary service area of the acquiring bank.
7. In accordance with Regulatory Bulletin 2.2-103, exclusive lease provisions and restrictive covenants are defined as clauses which have the effect of regulating or limiting competition by precluding the sale or lease of a site or related space to a competing institution thereby frustrating the ability of that site or related space to benefit the public. State whether or not either of the subject banks is a party to any deed, lease or other

agreement which contains any such exclusive provision or covenant. If applicable, provide a copy of and comment on the exclusive provision or covenant.

8. Provide information regarding any consideration, monetary or otherwise, which has been paid, given or offered by any trustee, director, or principal officer of either bank or affiliate thereof in connection with the proposed transaction. If the bank merger is part of a proposed multi-step transaction, also provide information regarding any consideration, monetary or otherwise, which has been paid, given or offered by any director or principal officer of either bank holding company. Include any formal agreement or understanding relating to payment or compensation such as increase in salary, a bonus, consulting agreement or retirement allowance, or any service, release of pledges made, or other item of value in connection with the proposed transaction. Explain, if applicable, to what extent and in what manner such information has been disclosed to trustees, directors, and shareholders.
9. Provide information on any employee severance/termination policy, if applicable. Specify the components as well as employees eligible.
10. Identify the core data processing systems utilized by each bank and describe the compatibility of the systems. Provide a brief overview of the continuing bank's plan of systems conversion or integration, including a description of any particular challenges that are currently anticipated. Also, describe any early termination charges or other contractual penalties associated with the data system conversion or integration.
11. Provide a statement describing the tax consequences of the proposed transaction under state and federal laws. If the proposed merger is part of a multi-step transaction, describe the tax consequences of the multi-step transaction.
12. Identify the daily newspaper(s) with the largest paid circulation publishing in the city or town where the applicant bank's main office and the acquired bank's main office is located.
13. Provide information on the status of all required regulatory approvals necessary to complete the proposed transaction including information on the status of each application and a copy of any approvals received.

PART II: HOLDING COMPANY ACQUISITION (IF APPLICABLE)

1. Describe the proposed transaction in detail, including a description of how the transaction will be financed, and provide a copy of the agreement of acquisition.
2. Please indicate if the Massachusetts Housing Partnership has already been contacted or when such contact is anticipated.
3. Provide a corporate structure chart for both bank holding companies as they currently exist and as they will operate after the proposed transaction. Indicate the relational structure of all corporate entities including all subsidiaries both before and after the transaction.
4. List the proposed choices for directors and principal officers of the continuing bank holding company. If no directors and principal officers from the acquired bank holding company will join the continuing bank holding company please comment on why.