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|   | **The Commonwealth of Massachusetts****Division of Banks**1000 Washington Street, 10th FloorBoston, Massachusetts 02118 |  |

INSTRUCTIONS FOR PREPARATION OF THE

**Application by a Federally-Chartered Bank to Convert to a Massachusetts State-Chartered Bank**

**Preparation and Use**

Use these instructions to apply to the Division of Banks (Division) to convert from a national bank or federal savings association into a Massachusetts state-chartered savings bank, co-operative bank, or trust company pursuant to Massachusetts General Laws chapter 167I, section 12.

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. A printed copy and an electronic copy of the *Application by a Federally-Chartered Bank to Convert to a Massachusetts State-Chartered Bank*;
2. If applicable, an electronic copy of the complete application filed with the Federal Reserve Bank to continue as a member of the Federal Reserve System as a state-chartered bank; and
3. An application fee in the amount of $1,000.00 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

**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 daily newspaper of general circulation in the city or town where the main office of the bank is located.

**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, the 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.

***DIVISION OF BANKS***

***APPLICATION BY A FEDERALLY-CHARTERED BANK TO CONVERT***

***TO A MASSACHUSETTS STATE-CHARTERED BANK***

**Applicant Bank**

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City State ZIP Code

 **Charter Type of Converting Institution Form of Ownership**

 [ ]  National bank [ ]  Mutual Holding Company

 [ ]  Federal savings bank or association [ ]  Mutual [ ]  Stock

 **Charter Type of Proposed Resulting Bank**

 [ ]  Savings bank

 [ ]  Co-operative bank

 [ ]  Trust company

 **Proposed Timing for Completing the Conversion (Month/Year):**

**Holding Company Identifying Information** (if applicable)

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City State ZIP Code

**Contact Person**

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Name Title/Employer

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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City State ZIP Code

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Telephone Number E-Mail Address

***DIVISION OF BANKS***

***APPLICATION BY A FEDERALLY-CHARTERED BANK TO CONVERT***

***TO A MASSACHUSETTS STATE-CHARTERED BANK***

**SECTION 1: OVERVIEW**

1. Provide an overview of the proposed conversion and describe why the institution is interested in converting to a Massachusetts state-chartered bank. The overview should also include a description of the benefits which will accrue to the institution as a result of the conversion that were unavailable to the applicant as a federally-chartered bank.
2. Describe any issues about the permissibility of the proposal with regard to applicable state or federal laws or regulations. Identify any laws governing a state-chartered bank which the institution will not be able to comply with immediately upon conversion, if such action is approved.
3. List all outstanding conditions or other requirements imposed upon the institution by the Office of the Comptroller of the Currency, or any other agency, in any of the following: cease and desist order, written agreement, or other formal enforcement order; memorandum of understanding or board resolution; approval of any application, notice, or request; commitment letter; or in any other manner. Include the institution’s analysis of whether any such actions prohibit conversion under 12 USC § 214d, and the institution’s plans regarding adhering to such conditions and requirements after conversion.
4. State whether the institution intends to retain its membership in the Federal Reserve System following the proposed conversion to a state-chartered bank.
5. Provide a copy of the proposed articles of association, articles of incorporation, or charter, and proposed bylaws. Comment on any changes made to these documents in conjunction with the conversion from federal to state charter.
6. Provide a copy of the institution’s Business Plan, including pro forma financial statements for a period of three (3) years that reflect the effects of the conversion and any adjusting entries resulting from the conversion. The Business Plan should, at a minimum, describe any anticipated changes in operations, strategy, market area, funding, loan composition, portfolio, products, or services.
7. State whether the institution currently has authority to exercise fiduciary powers. If yes, and the institution intends to continue its fiduciary activities after the conversion, the institution should provide the following: (a) the most recent annual report for trust department operations; and (b) a list of the location(s) where fiduciary activities will be conducted. The institution should consult with the Division if the institution does not currently have authority to exercise fiduciary powers, but would seek to exercise such authority after the conversion as such activity requires a separate request for the grant of trust department powers.
8. Provide a copy of the institution’s CRA Statement. Describe the institution’s current assessment area and discuss any material changes in the institution’s plans to meet CRA obligations.
9. Provide a schedule of products and services offered by the institution.

**SECTION 2: MANAGEMENT**

1. Provide a list of the directors, senior executive officers, and any individual, or group of proposed stockholders acting in concert that will own or control 10% or more of the stock of the institution or its holding company, indicating the number of shares owned and the percentage of total outstanding stock held. Indicate all positions and offices currently held, or to be held, with the institution’s holding company and its affiliates, if applicable.
2. Indicate any anticipated changes among the directors or senior executive officers of the institution in coordination with the conversion.
3. If converting to a savings bank, provide a list of the individuals intended to serve as the initial corporators of the institution following the conversion.
4. Describe all outstanding or proposed 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, directors, principal stockholders, and other insiders. Include in the description:
5. Duration limits;
6. Vesting requirements;
7. Transferability restrictions;
8. Exercise price requirements;
9. Rights upon termination;
10. Any “exercise or forfeiture” clause; and
11. Number of shares to be issued or covered by the plans.
12. For any plan described in the item above, provide a list of participants, allocation of benefits to each participant, and a copy of each plan, proposed or current. All plans must conform to applicable regulatory guidelines.
13. Provide information regarding any consideration, monetary or otherwise, which has been paid, given, or offered to any director, trustee, or senior executive officer of the institution in connection with the proposed conversion. Include any formal agreement or understanding relating to payment or compensation such as an increase in salary, bonus, a consulting agreement or retirement allowance, or any service, release of pledges made, or other item of value in connection with the conversion. Explain, if applicable, to what extent and in what manner such information has been disclosed to directors and stockholders or shareholders.

**SECTION 3: FINANCIAL INFORMATION**

1. Provide the institution’s most recent audited financial statements. If an external audit is not available, provide the most recent internal audit or other appropriate documents.
2. Discuss any differences between accounting used by the institution and generally accepted accounting principles.
3. Discuss the adequacy of the capital structure relative to internal and external risks and operational and financial assumptions, including technology, branching, operating expenses, and any off-balance-sheet activities contemplated. Describe any plans for the payment of dividends.
4. If engaged in any specialty lending or if there are any asset classes that represent a significant concentration of capital, please provide any board risk monitoring metrics used for reporting purposes. This also applies to any significant volatile funding sources that represent a significant portion of assets.
5. Provide a listing of all vendors assigned a “high” risk-rated designation under the institution’s most recent information technology risk assessment.
6. Provide a statement describing the tax consequences, if any, of the proposed conversion under state and federal law.

**SECTION 4: BRANCH OFFICES AND OTHER FACILITIES**

1. Provide a list of the locations of the institution’s branch offices and any operating facilities that are not currently considered branch offices that the institution expects to operate after the conversion.
2. List any restrictive lease clause governing any banking office of the institution. In accordance with the policy of this Division, 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 to a competing institution thereby frustrating the ability of the site to benefit the public. Identify and explain any exclusive clauses contained in the purchase or rental property agreement between the institution and subsequent purchasers or lessees. If the agreement lacks exclusive or restrictive clauses, provide as an exhibit a statement signed by a bank official certifying the absence of such clauses.

**SECTION 5: SUBSIDIARIES**

1. Provide an organization chart for the institution which includes all subsidiaries of the bank. Describe the activities of each subsidiary and indicate how those activities will be permissible under applicable law following the proposed conversion. Comment on any plans to consolidate or sell subsidiaries in conjunction with the conversion. If the institution is a subsidiary of a holding company, provide an organization chart of the holding company.
2. Provide a list of any nonconforming assets (including nonconforming subsidiaries) currently held and any nonconforming activities that the institution currently engages in. Describe the institution’s plans to retain or divest of the assets or activities.

**SECTION 6: OTHER INFORMATION**

1. Provide certified copies of the authorizing resolutions in favor of the conversion passed by the institution’s governing board and any other required votes.
2. Provide a certified statement that the institution will continue to be insured by the Federal Deposit Insurance Corporation after the conversion.
3. Provide an original notice that the institution has made satisfactory arrangements with the applicable excess deposit insurer that upon completion of the conversion, the institution will become an excess deposit insurance member. The notices required below may be submitted to the Division as supplemental filings after the conversion application is submitted to the Division.
4. If converting to a Massachusetts-chartered savings bank, provide the notice issued by the Depositors Insurance Fund. The Division must also receive notice that the institution has made any required payments into the Liquidity Fund and the Deposit Insurance Fund.
5. If converting to a Massachusetts-chartered co-operative bank, provide the notice issued by The Co-operative Central Bank. The Division must also receive notice that the institution has made any required payments into the Reserve Fund and the Share Insurance Fund.
6. Describe the actions that will be taken to inform customers of the effect of the conversion, should it be approved and consummated, on their banking relationship, including the availability of deposit insurance in excess of FDIC coverage, if applicable. Comment on the proposed time schedule for any such action.
7. Provide information on all required regulatory approvals necessary to complete the conversion. Include information on the status of each application and include a copy of any approvals received.
8. Identify the daily newspaper or newspapers of general circulation published in the area of the main office of the institution. If there is more than one such newspaper, list the latest Audit Bureau of Circulations’ statement for each newspaper.