



STATE OF MONTANA
DEPARTMENT OF ADMINISTRATION
DIVISION OF BANKING & FINANCIAL INSTITUTIONS

301 South Park, Suite 316, Helena, MT 59601
PO Box 200546, Helena, Montana 59620-0546
Phone: (406) 841-2920 Fax: (406) 841-2930
E-mail: banking@mt.gov • Website: www.banking.mt.gov

APPLICATION FOR CHANGE IN CONTROL

An applicant should contact the Montana Division of Banking and Financial Institutions at 406-841-2920 or banking@mt.gov before filing to describe the transaction and determine who will need to file an application and what should be included in the application. Electronic filing of the application is preferred. Email the completed application to banking@mt.gov

Depository institution whose shares are to be acquired:

Name: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Contact person for this application:

Name: _____ Title: _____

Employer: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

Phone Number: _____ Email: _____

Requirements pursuant to Mont. Code Ann. § 32-1-378(2):

- a) Provide the identity and banking and business experience of each person by whom or on whose behalf acquisition is to be made.
- b) Provide the financial and managerial resources and future prospects of each person involved in the acquisition.
- c) Provide the terms and conditions of any proposed acquisition and how the acquisition is to be made.
- d) Provide the source and the amount of the funds or other consideration used or to be used in making the acquisition, and a description of the transaction and the names of the parties if any part of these funds or other consideration has been or is to be borrowed or otherwise obtained for making the acquisition.
- e) Provide any plan or proposal that any person making the acquisition may have to liquidate the bank, to sell its assets, to merge it with any other bank, or to make any other major change in its business or corporate structure for management.
- f) Provide the identification of any person employed, retained, or to be compensated by the acquiring party, or by any person on its behalf, who makes solicitations or recommendations to shareholders for the purpose of assisting

in the acquisition and a brief description of the terms of the employment, retainer, or arrangement for compensation.

- g) Provide copies of all invitations for tenders or advertisements making a tender offer to shareholders for the purchase of their stock to be used in connection with the proposed acquisition.

When a person, other than an individual or a corporation, is required to file an application, the department may require that the information required by Mont. Code Ann. § 32-1-378(2) (a), (b), and (f) be provided for each person who has an interest in or controls a person filing an application as provided under this subsection.

When a corporation is required to file an application, the department may require that information required by Mont. Code Ann. § 32-1-378(2)(a), (b), and (f) be provided for the corporation, each officer and director of the corporation, and each person who is directly or indirectly the beneficial owner of 25% or more of the outstanding voting securities of the corporation.

If any tender offer, request or invitation for tenders, or other agreements to acquire control are proposed to be made by a registration statement under the Securities Act of 1933, 15 U.S.C. 77a, et seq., as amended, or in circumstances requiring the disclosure of similar information under the Securities Exchange Act of 1934, 15 U.S.C. 78a, et seq., as amended, the registration statement or application may be filed with the department in lieu of the requirements of this section.

The department reserves the right to require any additional information that the department deems necessary or appropriate in the particular instance for the protection of bank depositors, borrowers, or shareholders and the public interest.

Certification:

This application must be signed by each acquiring party, or by at least two directors, officers, partners, or others authorized to sign on behalf of an acquiring party that is not an individual.

I certify that the information contained in this application has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any person who willfully or intentionally violates Mont. Code Ann. § 32-1-378 or a rule adopted under Mont. Code Ann. § 32-1-378 is subject to a civil penalty of not more than \$1,000 for each day the violation continues.

Signature: _____

Printed Name: _____

Title: _____

Subscribed and sworn to before me this _____ day of _____, _____.

Notary Public

*AFFIX
SEAL
HERE*

Printed Name

Residing at _____

My commission expires _____

Signature: _____

Printed Name: _____

Title: _____

Subscribed and sworn to before me this _____ day of _____, _____.

Notary Public

*AFFIX
SEAL
HERE*

Printed Name

Residing at _____

My commission expires _____