



**Application to Convert
Pursuant to MC 81-5-85**

Department of Banking and Consumer Finance
P.O. Box 12129
Jackson, MS 39236-2129

Name of Applicant

Street Address

City, County, State, Zip Code

**REQUESTS AUTHORITY TO CONVERT TO A
MISSISSIPPI STATE-CHARTERED BANK
PURSUANT TO SECTION 81-5-85,
MISSISSIPPI CODE OF 1972, ANNOTATED AND AMENDED**

TO BE KNOWN AS

Name of Resulting Institution

Date of Application (Month, Day, Year)

Projected Conversion Date (Month, Day, Year)

**Attach Application fee of \$2,500 payable to
Department of Banking and Consumer Finance.**

GENERAL INSTRUCTIONS

1. Type or print this application.
2. Please submit three copies, including all attachments, to the Department.
3. Please provide a copy of the completed conversion application to your current Federal regulator and your prospective Federal regulator as required by the Dodd Frank Act Section 612(e)(1).
4. In accordance with Mississippi Code (MC) 81-5-85 submit the following:
 - i) A Certificate of the President and Cashier asserting:
 - (1) Affirmative vote of the shareholders owning at least two-thirds (2/3) of the capital stock outstanding, or
 - (2) or of fifty-one percent (51%) or more of the total number of members, at a meeting called by directors subject to the manner described in MC 81-5-85, and
 - (3) compliance with the laws of the United States.
 - ii) A Plan of Conversion.
 - iii) Proposed Amendments to the Articles of Incorporation complying with MC 81-3-7.

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 audit conducted by an independent Certified Public Accountant, the management letter, and the response to the management letter.
3. A copy of the information regarding the proposed conversion which will be distributed to the applicants voting parties.
4. A list of existing branches and loan production offices, including approved but unopened.
Note: With regard to bank premises, should the bank exceed limitations prescribed in MC 81-5-87 please submit a request for parity with national banks under MC 81-5-1(10) to own premises as allowed in 12 CFR 5.37.
5. A list of all entities which will qualify as affiliates of the converted institution as defined by 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.
6. A copy of the business plan and/or strategic plan, projected annual budget and a year-to-date budget comparison.

7. A copy of all information, including approvals and notices, received from and submitted to federal regulatory agencies with regard to this conversion.
8. 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.
9. A list of assets legally held by the applicant at the time of the conversion which may not be held by commercial banks. Discuss the options available to obtain compliance within the ten-year transitional period.
10. An opinion of qualified counsel which states that the transaction is not in contravention of applicable Mississippi law.
11. Statements of the anticipated timing and sequence of conversion events and estimated expenses for conversion.
12. A copy of supervisory orders issued by the regulatory agencies overseeing the institution for the preceding three (3) years.
13. With regard to the state-chartered bank:
 - i) Names and addresses of directors and executive officers; (Indicate any differences from applicant).
 - ii) Names and addresses of all persons or entities with 10% or more ownership or control;
Note: With regard to bank directors, ensure qualification under MC 81-5-45. Should directors not qualify, please submit a request for parity with national banks under MC 81-5-1(10) for the ownership of qualifying Director's shares of stock to be allowed under any circumstance as prescribed in 12 USC 72 and 12 CFR 7.2005.
14. With regard to the holding company:
 - i) Names and addresses of directors and executive officers;
 - ii) Names and addresses of all persons or entities with 10% or more ownership or control;
 - iii) Names and addresses of all affiliates and subsidiaries.