

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION FEDERAL DEPOSIT INSURANCE CORPORATION

All FDIC applicants should provide the following supplemental information with their applications:

22. This section supplements question 16 of the Interagency Bank Merger Act Application for transactions between nonaffiliated parties. Additional ~~guidance relating to the FDIC's consideration of the competitive factors in a proposed merger transaction~~ information is contained in the ~~FDIC's~~ FDIC Rules and Regulations (12 C.F.R. § 303 Subpart D) and Statement of Policy on Bank Merger Transactions, which may be found at www.fdic.gov/regulations/laws/rules/index.html.

I. Delineation of the relevant geographic market(s).

The ~~A~~ relevant geographic market includes ~~the areas in which~~ with any of the following characteristics:

- ~~A.~~ Where the ~~offices~~ main office and branches¹ of both the applicant entity and the entity to be acquired are located and from which those offices derive the predominant portion of their:
- ~~B.~~ Where the applicant or target entity provides a substantial share of banking products or services, including but not limited to loans, deposits, or other business. The relevant geographic market also includes the areas where and private wealth management services;² or
- ~~A-C.~~ Where existing and potential customers impacted by the proposed merger transaction may practically turn for alternative sources of banking ~~services, products or services other than those provided by the applicant or target entity.~~

~~Prepare schedules~~ Identify each geographic area that reflects those characteristics and, for each relevant geographic market, provide the following information:

1. Name(s) of the state, Federal Reserve System-defined geographic market, metropolitan or micropolitan area, county, city or census tract, as well as parts of such geographic areas, if applicable, that constitute the relevant geographic market;
2. United States geographic code(s) for the state, metropolitan or micropolitan area, county, city or census tract that constitute the relevant geographic market;
3. Street address of any main office or branches of the applicant institution and target institution showing the total entity within the relevant geographic market;
4. List of banking products or services provided;
5. Total number of deposit accounts and total dollar volume of deposits³ for each municipality or census tract, where applicable, according to the recorded address of the depositor (do not submit supporting;
6. Total dollar volume of deposits as reported in the most recent FDIC Summary of Deposits data). Small amounts may be aggregated book, where applicable, according to the recorded address of the depositor;³
7. Total number of loans, where applicable, according to the recorded address of the borrower;
8. Total dollar volume of loans, where applicable, according to the recorded address of the borrower;
9. A narrative description of the relevant geographic market(s); and identified as "other." If the applicant institution is a multi-office institution, the applicant institution deposit
 - ~~a.~~ Any additional information necessary to support the relevant geographic market. For example, information should be provided only for those offices within or proximate to the area(s) described below under paragraph (b).
 - ~~b.~~ Identify those areas where existing and potential customers of the offices to be acquired may practically turn for alternative sources of banking services. If consideration of the availability of such alternative banking services results in a market area considerably different from that indicated by the sources of deposits, discuss and provide

¹ See 12 CFR 303.41. The definition of "branch" is discussed further in the FDIC's Application Procedures Manual, Chapter 7, 7-1 and 7-2.

² At a minimum, and with respect to insured depository institutions, this should include any facility-based and retail lending assessment areas, and outside retail lending areas as determined under Sections 12 CFR 25.16-18, 228.16-18, and 345.16-18.

³ In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in the relevant geographic market; however, other analytical proxies may be appropriate in certain cases (for example, with respect to a merger transaction involving trust companies).

~~necessary supporting information.~~

~~c. Using the information collected in paragraphs (a) and (b), provide a narrative description of the delineated relevant geographic market(s), location of offices or provision of a substantial share of banking products or services.~~

~~4.10. Provide any additional information necessary to support the delineated relevant geographic market(s).~~

Supporting information may include relevant demographic information, locations of major employers, retail trade statistics, and/or information on traffic patterns. *Applicants should consult with the applicable FDIC Regional Office in determining whether additional information is necessary.*

II. Competition in the relevant geographic market(s).

a. Prepare a schedule of participating and competing banking ~~institutions' offices/entities' main office and branches,~~ divided into three sections:

- (i) ~~Applicant institution's offices~~ Applicant's main office and branches participating and competing within ~~or proximate to~~ the relevant geographic market(s);, as requested above;
- (ii) ~~Target institution's offices~~ Target's main office and branches participating and competing within ~~or proximate to~~ the relevant geographic market(s);, as requested above; and
- ~~(i) Competitor~~ banking main offices ~~located or~~ and branches participating and competing within the ~~delineated~~ relevant geographic market(s).

- (iii) ³ ~~In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in-, to the extent the information is~~ relevant geographic market area; however, other analytical proxies may be appropriate in certain cases (for example, a merger transaction-involving trust companies)-and available.

To the extent known, also include banking offices approved, but not yet open. The following presentation format is suggested:

Name and Location of Banking Office	Total Deposits	Distance and Direction from Nearest Office	
		Applicant Institution	Target Institution

b. For each main office or branch listed in paragraph (a), provide the street address; total deposits as reported in the most recent FDIC Summary of Deposits Data Book (www7.fdic.gov/sod/index.asp); and distance and general direction from the nearest office of the applicant and target institution/entities. *In cases where the ~~delineated~~ relevant geographic market includes a significant portion of a larger metropolitan area, provide only a listing of financial institutions and the aggregate total deposits of all offices ~~operated by each participating and competing~~ within the ~~delineated~~ relevant geographic market(s).*

c. Discuss the extent and intensity of competition in the ~~delineated~~-relevant geographic market(s) provided by nonbank institutions, such as other depository institutions (for example, non-FDIC-insured entities including credit unions) and nondepository institutions other entities that do not take deposits (for example, finance companies or government agencies). For those institutions/entities regarded as competing in the ~~delineated~~-relevant geographic market(s), provide name, address, and products or services supplied.

III. Additional Information Related to the Transaction.

a. Provide all studies, surveys, analyses and reports prepared by or for any officer(s), director(s), or supervisory deal team lead(s), including those prepared by investment bankers, consultants, or other third party advisors for any officer(s), director(s), or supervisory deal team lead(s) for the purpose of evaluating or analyzing the acquisition with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into product or geographic markets, and exit from, or curtailment of, products, services, or geographic markets.

a.b. Identify which submitted documents relate to the "purpose(s)" of the transaction described in Question 1 of the Interagency Bank Merger Act Application.