



Missouri Division of Finance

APPLICATION FOR A MISSOURI STATE NONDEPOSIT TRUST COMPANY CHARTER

| |
|---------------------|
| DATE OF APPLICATION |
|---------------------|

| |
|----------------|
| PROPOSED TITLE |
|----------------|

| | |
|-------------------|------|
| STREET AND NUMBER | CITY |
|-------------------|------|

| | | |
|--------|-------|----------|
| COUNTY | STATE | ZIP CODE |
|--------|-------|----------|

INFORMATION FOR THE APPLICANT - PUBLIC SECTION

Schedules or inserts may be attached to this application whenever the space provided is insufficient. Such attached schedules or inserts are a part of this application. All schedules or inserts should be on paper the same size as this page. Applications are to be securely bound.

One original completed application is to be forwarded to the Division of Finance. A complete copy should be retained by the prospective incorporators. Requests for clarification as to what information is necessary to complete this application should be directed to the Applications Unit of the Division of Finance. Complete responses to all applicable questions in this application will expedite processing.

You may provide any information in addition to that requested in the application which, in your opinion, might aid in the disposition of your proposal. However, any such unsolicited information will be accepted for consideration with the understanding that it may be made public.

It is the affirmative duty of the prospective incorporators to advise the Commissioner of Finance of any changes in the proposed management (Officers and Directors) or in the proposed ownership of 10% or more of the trust company stock which occur prior to the opening of the trust company.

INSTRUCTIONS

ORGANIZATIONAL INFORMATION - Section 1

1. Provide triplicate originals of the Articles of Agreement. (See Pages 1-2 and 1-3)
2. Detail an organization chart of the applicant, noting any parent companies, subsidiaries, or affiliates. If the applicant is owned or controlled by a company, provide a list of the names and addresses of each company along with names of its senior management. Also, provide a list of the classes of stock of the controlling corporation, the number of shares authorized, issued, and outstanding. Provide the names and addresses of persons or entity having an ownership interest, or voting control, in five percent or more of the controlling company's stock.
3. Please have page 1-4 signed by at least five individual incorporators.

FORM FOR INCORPORATING A STATE NONDEPOSIT TRUST COMPANY

ARTICLES OF AGREEMENT

Know all men by these presents:

That we, the undersigned, desirous of forming a corporation under the laws of the State of Missouri, and more particularly under the provisions of Chapter 362, RSMo, thereto, for the purpose of establishing a nondeposit trust company, have entered into the following agreements:

FIRST: That the name of this corporation shall be:

SECOND: That the trust company shall be located at _____, in the City of _____, County of _____, State of Missouri.

THIRD: That the amount of capital stock of the corporation shall be \$ _____ divided into _____ shares of the par value of _____ dollars each; that the same has been bona fide subscribed and is actually paid up in lawful money of the United States and is in the custody of the persons hereinafter named as the first board of directors; that the Surplus will be \$ _____ and the Undivided Profits will be \$ _____.

FOURTH: That the name and places of residence of the several shareholders and the number of shares subscribed by each are as follows:

| <u>NAME</u> | <u>RESIDENCE</u> | <u>NUMBER OF SHARES</u> |
|-------------|------------------|-------------------------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

FIFTH: That the Board of Directors shall consist of _____ individuals, and the following are the names of those agreed upon as the first directors:

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The purpose for which this corporation is formed is to have and exercise all rights and powers, of a state chartered trust company organized pursuant to Chapter 362, RSMo, except that the corporation shall not accept deposits.

IN TESTIMONY WHEREOF, we have hereunto, this _____ day of _____, _____, set our hands.

STATE OF MISSOURI)
) ss.
COUNTY OF _____)

On this _____ day of _____, _____, before me personally appeared

_____ to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notary seal the day and year above mentioned. My commission expires _____.

Notary Public

ORGANIZATIONAL INFORMATION

We, the undersigned prospective incorporators, being natural persons and of lawful age, intend to organize a State nondeposit trust company as indicated. We hereby make application to the Commissioner of Finance for a charter under the provisions of State law.

It is understood that the Commissioner of Finance, in applying the factors set out in Chapter 362, RSMo will consider the application only with respect to the general character or type of business above stated and that the trust company will not engage in any other business without the prior written consent of the Commissioner.

We have, in connection with this application, considered the following provisions of Section 362.030.

“362.030 Commissioner to examine as to character and capital. 1. When any bank or trust company has filed with the commissioner proper copies of its articles of agreement, paid all incorporation and other fees in full, as required by law and provided the cash required by law, the commissioner, before the bank or trust company shall complete its incorporation, shall cause an examination to be made to ascertain whether the requisite capital of the bank or trust company has been subscribed in good faith and paid in actual cash and is ready for use in the transaction of business of the proposed bank or trust company, and whether the character, responsibility and general fitness of the persons named in the articles of agreement are such as to command confidence and warrant belief that the business of the proposed corporation will be conducted honestly and efficiently in accordance with the intent and purpose of this chapter, and if the convenience and needs of the community to be served justify and warrant the opening of the bank or trust company therein, and if the probable volume of business in such locality is sufficient to insure and maintain the solvency of the new bank or trust company and the solvency of the then existing banks and trust companies in the locality, without endangering the safety of any bank or trust company in the locality as a place of deposit of public and private moneys.”

THE UNDERSIGNED HEREBY CERTIFY, JOINTLY AND SEVERALLY, that the statements contained herein are true to our best knowledge and belief, and that they are made for the purpose of inducing the Commissioner of Finance to grant a charter.

| SIGNATURE AND PLACE OF RESIDENCE | SIGNATURE AND PLACE OF RESIDENCE |
|----------------------------------|----------------------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

Representative responsible for responding to questions relating to this application:

| NAME AND ADDRESS | TITLE | TELEPHONE NUMBER |
|------------------|-------|------------------|
| | | |

INSTRUCTIONS

FINANCIAL DATA - Section 2

1. Provide a copy of the trust company's pro forma statement of condition, beginning of business. (See Page 2-2)
2. Provide details of the fixed assets that will be required to support the proposed trust company. Include square footage, contractor's quotes for cost of remodeling or new construction, and vendor quotes for furniture and equipment. Provide a copy of any lease or real estate contracts. (See Page 2-2). Also provide information regarding relationships with affiliates or insiders. (See Page 2-3).
3. Provide estimates of fee income and expenses for each of the first three years of operations, including the estimated volume of business each year. Detail organizational expenses incurred in the application process. (See Pages 2-4 thru 2-6)

FINANCIAL DATA

A. PRO FORMA STATEMENT OF CONDITION – BEGINNING OF BUSINESS

| ASSETS | | LIABILITIES AND CAPITAL | |
|-----------------------------------|--------|-------------------------------|--------|
| Description | AMOUNT | Description | AMOUNT |
| Cash and due from banks | | LIABILITIES | |
| Securities | | | |
| Premises | | TOTAL LIABILITIES | |
| Furniture, fixtures and equipment | | CAPITAL | |
| Net organization expense | | Total Capital Accounts | |
| TOTAL ASSETS | | TOTAL LIABILITIES AND CAPITAL | |

B. PREMISES TO BE OCCUPIED BY TRUST COMPANY

INSTRUCTIONS: Complete all appropriate sections below. Where not applicable, insert NONE. When the disclosure of any information may adversely affect ongoing negotiations, include such information in the Confidential Section of this application. Copies of any completed contracts should be submitted for the use of the Commissioner of Finance.

1. **Type of Occupancy**

- Permanent quarters leased Permanent quarters owned

DESCRIBE PREMISES TO BE OCCUPIED BY TRUST COMPANY

ESTIMATES OF CAPITAL EXPENDITURES – Permanent Quarters Owned

AMOUNT

| | |
|--------------------------------|----|
| Land | \$ |
| Remodeling or new construction | |
| Furniture and Equipment | |
| Other | |
| Total | \$ |

ESTIMATES OF CAPITAL EXPENDITURES - Permanent Quarters Leased

NAME OF OWNER

COST AND DESCRIPTION OF LEASEHOLD IMPROVEMENTS

COST AND DESCRIPTION OF FURNITURE AND EQUIPMENT

TERMS OF LEASE *(Include renewal options)*

C. RELATIONSHIPS AND ASSOCIATIONS WITH AFFILIATES OR INSIDERS

ARE ANY OF THE SELLERS OR LESSORS OF LAND, BUILDINGS, OR EQUIPMENT LISTED HEREIN DIRECTLY OR INDIRECTLY ASSOCIATED WITH THE APPLICANT? YES NO (If "Yes", complete the following table.)

| NAME OF SELLER OR LESSOR | ITEM SOLD OR LEASED (Place "X" in appropriate Column.) | | | RELATIONSHIP OR ASSOCIATION WITH TRUST COMPANY (Specify Director, Officer, 10% Stockholder, or relatives. Designate business interest of the aforementioned). |
|--------------------------|---|----------|-----------|---|
| | Land | Building | Equipment | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

IMPORTANT: Payments to related parties must be fully supported.

FULL DISCLOSURE OF INSIDER TRANSACTIONS

Full disclosure will be required to be made in writing to all directors and shareholders concerning all insider transactions including fixed asset involvements, attorney fees, and consultant fees. If such disclosure has been made, attach a copy thereof, indicate to whom the disclosure was made, and the date of such disclosure. If disclosure has not been made, indicate plans in this regard.

Describe any or all services that affiliates will provide the trust company on an ongoing basis. If any affiliate plans to occupy space in the trust company quarters, detail how the affiliate's space will be segregated.

D. ESTIMATES OF FEE INCOME AND OPERATING EXPENSES

| END OF | NUMBER AND TYPE OF ACCOUNTS | DOLLAR VALUE | FEE INCOME |
|-------------|-----------------------------|--------------|------------|
| First Year | | | |
| | | | |
| | | | |
| Second Year | | | |
| | | | |
| | | | |
| Third Year | | | |
| | | | |
| | | | |

Describe basis for above projections:

NOTE: Fee income for the first, second and third year should be added for each respective year and transferred to Page 2-5, line 23.

D. ESTIMATES OF FEE INCOME AND OPERATING EXPENSES (Continued)

| | | FIRST YEAR | SECOND YEAR | THIRD YEAR |
|---|-------|------------|-------------|------------|
| (1) Salaries (Officers) | Title | | | |
| | | | | |
| | | | | |
| Total Officers' Salaries | | | | |
| (2) Salaries (Employees) | | | | |
| | | | | |
| Total Employees' Salaries | | | | |
| (3) Bonus..... | | | | |
| (4) Payroll Tax and Employee Fringe Benefits..... | | | | |
| (5) Directors' Fees..... | | | | |
| (6) Utilities (Light, Heat and Water)..... | | | | |
| (7) Insurance (BBB-Bldg - Equip-Auto, Etc.)..... | | | | |
| (8) *State Assessment | | | | |
| (9) Advertising (<i>Including sign</i>) | | | | |
| (10) Travel & Entertainment | | | | |
| (11) Telephone | | | | |
| (12) Building Depreciation | | | | |
| (13) F & F Depreciation (<i>Include Auto</i>) | | | | |
| (14) Real Estate Tax | | | | |
| (15) Postage | | | | |
| (16) Legal Fees | | | | |
| (17) Audit Fees | | | | |
| (18) Leased Equipment | | | | |
| (19) Service Contracts | | | | |
| (20) **EDP Service..... | | | | |
| (21) Rent on Premises | | | | |
| (22) Other Expenses (a) | | | | |
| (b) | | | | |
| (c) | | | | |
| (d) | | | | |
| (e) | | | | |
| Total Expenses | | | | |
| Summary of Earnings | | | | |
| (23) Gross Fee Income from Page 2-4..... | | | | |
| (24) Total Expense | | | | |
| (25) Net Income (Before Taxes)..... | | | | |
| (26) Income Taxes | | | | |
| (27) Net Income (<i>After Taxes</i>) | | | | |
| (28) Dividends | | | | |
| (29) Aggregated Retained Earnings | | | | |

*Call or write the Division of Finance to obtain the proper State Assessment Fee.

**Include costs pertaining to trust accounting services, securities pricing services and securities safekeeping. Include vendor quotes to substantiate these costs. Specify systems to be used and provide copies of any contracts to be entered into.

Note: The above schedule should be completed on the basis of the utilization of an *accrual accounting* system of bookkeeping which the applicant agrees to adopt.

E. ORGANIZATION EXPENSES

INSTRUCTIONS: List all expenses related to the organization of the trust company. Include all expenses paid, additional costs anticipated prior to the opening date, and include any expenses for work performed during the organization phases for which disbursement has been deferred beyond the opening date.

| NAME OF RECIPIENT | ASSOCIATION WITH TRUST COMPANY (Mark appropriate box) | | | TYPE OF RELATIONSHIP (Specify Director, Officer, 10% Stockholder, or their relatives. Designate any business interest of the aforementioned.) | AMOUNT |
|--|--|----------|------|--|--------|
| | Direct | Indirect | None | | |
| Attorney Fees | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| 1. TOTAL ATTORNEY FEES | | | | | |
| Consultant Fees: | | | | | |
| | | | | | |
| | | | | | |
| 2. TOTAL CONSULTANT FEES | | | | | |
| 3. TOTAL PREOPENING SALARIES | | | | | |
| 4. TOTAL PREOPENING TRAVEL AND ENTERTAINMENT | | | | | |
| 5. TOTAL APPLICATION AND INVESTIGATION FEES | | | | | |
| Other Expenses: (Describe in detail any item in excess of \$1,000) | | | | | |
| | | | | | |
| | | | | | |
| 6. TOTAL OTHER EXPENSES | | | | | |
| Total Organization Expenses (Sum of lines 1 thru 6 above.) | | | | | |
| Pre-opening Income | | | | | |
| NET TOTAL | | | | | |

DESCRIBE SOURCE OF PRE-OPENING INCOME

DESCRIBE HOW ORGANIZATION EXPENSES WILL BE PAID

INSTRUCTIONS

CAPITAL STRUCTURE - Section 3

1. Detail proposed paid in capital structure and subscribers to capital stock. See Page 3-2 and 3-3.

INSTRUCTIONS

MANAGERIAL INFORMATION - Section 4

1. Provide information regarding the need for trust services in the community and the applicant's trade area, include a map of said area and a list of institutions providing fiduciary services. Indicate the types of trust services to be offered by the applicant.
2. Provide a list of the proposed directors, officers and ten percent shareholders of the trust company. Include their address, date of birth, and principal business interest, their percentage ownership of the proposed trust company and years of trust experience. (See attached Page 4-2) NOTE: If disclosure of any of the proposed officers of the proposed trust company would jeopardize current employment, include the information marked as confidential under separate cover.
3. Provide information regarding the committee structure (trust, investment, account acceptance, and audit) of the proposed trust company. It is recommended that the trust committee be made up of not less than three directors, at least one of whom is not an officer of the proposed trust company. Alternatively, the Directorate may act as the trust committee. (See attached Page 4-3)
4. Provide information regarding the proposed trust company's legal counsel. (Include availability, academic credentials, area of expertise, and size of firm.)

B. COMMITTEE STRUCTURE

TRUST COMMITTEE

NAMES OF MEMBERS

DUTIES

INVESTMENT COMMITTEE

NAMES OF MEMBERS

DUTIES

ACCOUNT ACCEPTANCE/REVIEW

NAMES OF MEMBERS

DUTIES

AUDIT COMMITTEE

NAMES OF MEMBERS

DUTIES

D. REPRESENTATIONS

1. Are the prospective incorporators acting as representative of or on behalf of any other person, partnership, association, or corporation?
 Yes No *(If Yes, explain in Comments below.)*

2. Are the prospective incorporators, directly or indirectly, party to any written or oral agreement or understanding providing for sale of the assets of the proposed trust company to, or merging or consolidating the proposed trust company with, any other financial institution? Yes No
(If Yes, explain in Comments below.)

Please list any additional committees:

Comments:

INSTRUCTIONS

CONFIDENTIAL INFORMATION – Section 5

1. Provide a list of proposed officers by position (See Page 5-2) Provide biographical and financial information for the proposed officers and directors and 10 percent or more shareholders on the forms provided. The managing officer should summarize his/her employment history and managerial duties with respect to the administration of a trust department or trust company. Each officer, director or 10 percent or more shareholder must also sign Authorization for Release of Personal information. (See Page 5-3)
2. Provide a copy of the proposed marketing plan for the trust company which identifies the potential customer base, how you plan to solicit customers, the individual responsible for marketing and their expertise in sales of trust products.

A. LIST OF OFFICERS BY POSITION

| NAME | TITLE/FUNCTION | TIME DEVOTED | FEE SALARY | BONUS |
|----------------------------------|---------------------|--------------|------------|-------|
| | CEO | | | |
| | COO | | | |
| | Trust Officer | | | |
| | Asst. Trust Officer | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Employees (Indicate number only) | | | | |

B. AUTHORIZATION FOR RELEASE OF PERSONAL INFORMATION

I, _____, do hereby authorize a review by and full disclosure of all records concerning myself to the Division of Finance and its independent contractor(s), whether said records are of a public, private or confidential matter.

This authorization gives my consent for full and complete disclosure of records of educational institutions, financial or credit information (including records of loans), records of commercial or retail credit agencies (including credit reports and ratings), and other financial statements and records wherever filed, employment and pre-employment records (including background reports, efficiency ratings, complaints or grievances filed by or against me) and records and information pertaining to any case, whether criminal or civil, in which I have or had an interest.

I understand that any information, including criminal history records of any law enforcement agency, whether federal or state, which is developed directly or indirectly, in whole or part, upon this release authorization will be furnished only to the Division of Finance and its independent contractor(s). I also certify that any person(s) who may furnish such information concerning me shall not be held accountable for giving this information and I do hereby release said person(s) from any and all liability which may be incurred as a result of furnishing such information. I further release the Division of Finance and its independent contractor(s) from any and all liability which may be incurred as a result of collecting such information and I agree to pay the Division of Finance for all costs incurred by the Division of Finance and its independent contractor(s).

A photocopy of this release form will be valid as an original thereof, even though the said photocopy does not contain an original writing of my signature.

I have read and fully understand the contents of this "Authorization for Release of Personal Information."

Witness

Printed Name
(Last, First, Middle Initial-Include Maiden Name)

Date

Signature

Address

City, State, Zip Code

Area Code and Telephone Number

Date of Birth: _____

Social Security No.: _____

Certification

I, _____, certify that the attached financial and biographical information I have provided to the Division of Finance is true and correct to the best of my knowledge and belief. I understand that providing false information with the intent to deceive the Commissioner or his administrative officers is a class B misdemeanor.

(Signature)

I, _____, a Notary Public in and for the County of _____, and State of _____, do hereby certify that _____ appeared before me and is personally known to be the same person who executed the foregoing statement and acknowledged that he/she executed the same for the purpose therein set forth.

Given under my hand and official seal, this _____ day of _____, _____.

Notary Public

My Commission expires: _____
Date