

ARTICLE 3 - INTERSTATE BANKING - ACQUISITIONS OF BANKS BY BANK  
HOLDING COMPANIES

**13-9-301. Repealed By Laws 1997, ch. 75, 3.**

**13-9-302. Repealed By Laws 1997, ch. 75, 3.**

**13-9-303. Repealed By Laws 1997, ch. 75, 3.**

**13-9-304. Repealed By Laws 1997, ch. 75, 3.**

**13-9-305. Repealed By Laws 1997, ch. 75, 3.**

**13-9-306. Scope; legislative intent.**

This article sets forth the conditions under which a company may acquire a Wyoming bank or a Wyoming bank holding company. This article shall not be interpreted to discriminate against out-of-state bank holding companies or against foreign bank holding companies in any manner that would violate 12 U.S.C. section 1842(d) of the Bank Holding Company Act, as amended effective September 29, 1995, by section 101 of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, P.L. No. 103-328.

**13-9-307. Definitions.**

(a) For purposes of this article:

(i) "Acquire" means:

(A) For a company to merge or consolidate with a bank holding company;

(B) For a company to assume direct or indirect ownership or control of:

(I) More than twenty-five percent (25%) of any class of voting ownership interests of a bank holding company or a bank, if the acquiring company was not a bank holding company prior to the acquisition;

(II) More than five percent (5%) of any class of voting ownership interests of a bank holding company or a bank, if the acquiring company was a bank holding company prior to the acquisition; or

(III) All or substantially all of the assets of a bank holding company or a bank; or

(C) For a company to take any other action that results in the direct or indirect acquisition of control by the company of a bank holding company or a bank.

(ii) "Affiliate" means as defined in W.S. 13-2-802(a)(i);

(iii) "Bank" has the meaning set forth in the Bank Holding Company Act, 12 U.S.C. section 1841(c);

(iv) "Bank Holding Company Act" means the federal Bank Holding Company Act of 1956, as amended, 12 U.S.C. section 1841 et seq.;

(v) "Bank supervisory agency" means as defined in W.S. 13-2-802(a)(iii);

(vi) "Branch" means as defined in W.S. 13-2-802(a)(iv);

(vii) "Company" has the same meaning as "bank holding company" as defined in W.S. 13-1-101;

(viii) "Control" shall be construed consistently with the provisions of 12 U.S.C. section 1841(a)(2);

(ix) "Deposit" has the meaning set forth in 12 U.S.C. section 1813(l);

(x) "Foreign bank holding company" means a bank holding company that is organized under the laws of a country other than the United States, including any territory or possession thereof;

(xi) "Home state supervisor" means, with respect to an out-of-state bank holding company, the bank supervisory agency of the state in which the company maintains its principal place of business;

(xii) "Insured depository institution" means as defined in W.S. 13-2-802(a)(ix);

(xiii) "Out-of-state bank holding company" means:

(A) A bank holding company that is not a Wyoming bank holding company; and

(B) Unless the context requires otherwise, includes a foreign bank holding company.

(xiv) "Principal place of business" of a bank holding company means the state in which the total deposits of its bank subsidiaries were the greatest on the later of July 1, 1966, or the date on which the company became a bank holding company;

(xv) "State" means as defined in W.S. 13-2-802(a)(xiv);

(xvi) "Wyoming bank" means a bank that is:

(A) Organized under W.S. 13-2-201 through 13-2-215; or

(B) Organized under federal law and having its principal place of business in this state.

(xvii) "Wyoming bank holding company" means a bank holding company that:

(A) Had its principal place of business in this state on July 1, 1966, or the date on which it became a bank holding company, whichever is later; and

(B) Is not controlled by a bank holding company other than a Wyoming bank holding company.

### **13-9-308. Permitted acquisitions.**

(a) Except as otherwise expressly permitted by federal law, no company may acquire a Wyoming bank holding company or a Wyoming bank without the prior approval of the commissioner.

(b) The prohibition in subsection (a) of this section shall not apply where the acquisition is made:

(i) Solely for the purpose of facilitating an acquisition otherwise permitted under this article;

(ii) In a transaction arranged by the commissioner or another bank supervisory agency to prevent the insolvency or closing of the acquired bank, provided the appropriate supervisory officials determine the acquisition will protect the shareholders and depositors of the acquired bank;

(iii) In a transaction in which a bank forms its own bank holding company, if the ownership rights of the former bank shareholders are substantially similar to those of the holders of the ownership interests of the new bank holding company.

(c) In a transaction specified in subsection (b) of this section, the parties shall give written notice to the commissioner at least fifteen (15) days before the effective date of the acquisition, unless a shorter period of notice is required under applicable federal law.

### **13-9-309. Required application; fees.**

(a) A company that proposes to make an acquisition under this article shall:

(i) Pay to the commissioner an application fee of four thousand five hundred dollars (\$4,500.00);

(ii) File with the commissioner a copy of the application that the company has filed with the responsible federal bank supervisory agency. The application to the commissioner shall include:

(A) The name and address of the applicant;

(B) The name of the chief executive officer and the officer designated by the applicant being responsible for the application;

(C) A sworn statement by the chief executive officer that all information being furnished to the commissioner is truthful, complete and accurate and that the applicant is complying with all applicable laws;

(D) The names and addresses of the directors of the applicant with a listing of the percent of outstanding shares of the applicant owned directly or beneficially by each director;

(E) The names and addresses of the executive officers of the applicant, not to exceed twenty (20) in number and the percent of outstanding shares of the applicant owned directly or beneficially by each officer;

(F) The most recent official statement of condition of the applicant;

(G) A copy of the most recent federal income tax return of the applicant together with all pertinent schedules and addendums;

(H) A copy of the most recent directors' audit of the applicant;

(J) A copy of the two (2) most recent reports of examination as performed by all regulatory authorities including a record of compliance and rating under the Community Reinvestment Act;

(K) An historical compilation of the loan loss reserve account of the applicant for the previous five (5) year period;

(M) Other information as the commissioner may require to fulfill his duties under this article.

(b) To the extent consistent with the effective discharge of the commissioner's responsibilities, the forms established under this article for application and reporting shall conform to those established by the board of governors of the federal reserve system under the Bank Holding Company Act.

(c) If the applicant is an out-of-state bank holding company that is not incorporated or otherwise formed under the laws of this state, it shall submit with the application proof that the applicant has complied with any applicable requirements of W.S. title 17.

(d) Except as prohibited by federal law, a company acquiring control of a Wyoming state chartered bank shall agree as a condition of the certificate of authority that all its banking

operations conducted in this state by or on behalf of that state chartered bank shall be governed by Wyoming law.

### **13-9-310. Standards for approval.**

(a) In deciding whether to approve an application for a proposed acquisition under this article, the commissioner shall consider whether:

(i) There is or recently has been evidence of criminal activity on the part of the applicant or any of its officers or directors;

(ii) The acquisition may be detrimental to the safety and soundness of the Wyoming bank or the Wyoming bank holding company to be acquired;

(iii) The acquisition may result in a substantial reduction of competition in this state; or

(iv) The acquisition may have a significantly adverse effect on the convenience and needs of the community or communities in this state that are served by the Wyoming state bank or the Wyoming bank holding company to be acquired.

(b) The commissioner shall not approve an acquisition under this article if upon consummation of the transaction the applicant, including any insured depository institution affiliated with the applicant, would control thirty percent (30%) or more of the total amount of deposits held by insured depository institutions in this state. Nothing in this subsection prohibits the acquisition of a Wyoming bank or Wyoming bank holding company which controls thirty percent (30%) or more of the total deposits held by all insured depository institutions in this state if the company making the acquisition does not control any bank holding company, bank or branch bank in this state.

(c) The commissioner shall not approve an application by an out-of-state bank holding company for an acquisition under this article unless the Wyoming bank to be acquired or all Wyoming bank subsidiaries of the bank holding company to be acquired, or a predecessor, have as of the proposed date of acquisition been in existence and in continuous operation for at least three (3) years. A state bank resulting from the conversion of a federally chartered savings and loan, federally chartered savings bank or state savings and loan pursuant to W.S. 13-4-109 or a national bank resulting from the conversion of a federally chartered savings and loan or federally chartered savings bank pursuant to the procedures prescribed by the laws of the United States shall be deemed to have been in existence for the same period of time as the converting federally chartered savings and loan, federally chartered savings bank or state savings and loan or a predecessor.

### **13-9-311. Procedures relating to applications.**

The commissioner shall decide whether to approve an acquisition under this article within ninety (90) days after receipt of a completed application, and if approved, shall within the ninety (90) day period, issue a certificate of authority permitting the acquisition.

### **13-9-312. Reports; examinations.**

(a) To the extent specified by the commissioner by regulation, order or written request, each bank holding company that directly or indirectly controls a Wyoming bank or a Wyoming bank holding company, or the home state supervisor of the company, shall submit to the commissioner:

(i) One (1) or more copies of each financial report, other than reports the disclosure of which would be prohibited by applicable federal or state law, filed by the company with any bank supervisory agency within fifteen (15) days after the filing thereof with the agency; and

(ii) An annual report, not later than April 15, of each year, specifying for each bank and branch, in this state controlled by the bank holding company:

(A) The location;

(B) The amount of deposits held as of the end of the preceding calendar year; and

(C) The amount of loans made and held during the preceding calendar year to individuals and entities with addresses in this state.

(b) At the request of the commissioner, to the extent permitted by applicable state or federal law, each bank holding company that controls a Wyoming state bank or a Wyoming bank holding company, or the home state supervisor of the bank or company, shall provide to the commissioner copies of the reports of examination of the company or any such Wyoming state bank or Wyoming bank holding company.

(c) The commissioner may examine a bank holding company in accordance with the provisions of W.S. 13-9-201 through 13-9-203.

### **13-9-313. Agency activities.**

(a) Any Wyoming state bank may upon compliance with the requirements of this section, agree to receive deposits, renew time deposits, close loans, receive payments on loans and other obligations and perform other services as agent for any affiliated insured depository institution.

(b) A Wyoming state bank that proposes to enter into an agency agreement under this section shall file with the commissioner, at least thirty (30) days before the effective date of the agreement, a notice of intention to enter into an agency agreement with an affiliated insured depository institution.

(c) A Wyoming state bank may not under an agency agreement:

(i) Conduct any activity as an agent that it would be prohibited from conducting as a principal under applicable state or federal law; or

(ii) Have an agent conduct any activity that the bank as principal would be prohibited from conducting under applicable state or federal law.

(d) The commissioner may order a Wyoming state bank or any other insured depository institution subject to the commissioner's enforcement powers to cease acting as an agent or principal under any agency agreement with an affiliated insured depository institution that the commissioner finds to be inconsistent with safe and sound banking practices.

(e) Notwithstanding any other provision of law of this state, a Wyoming state bank acting as an agent for an affiliated insured depository institution in accordance with this section shall not be considered to be a branch of that institution. No provision of this section shall be construed as limiting the authority of any Wyoming state bank to act as agent on behalf of any other insured depository institution in the servicing of mortgage and other loans.

**13-9-314. Repealed By Laws 1999, ch. 41, 2.**

**13-9-315. Penalties.**

The commissioner may enforce the provisions of this article by any appropriate action in the Laramie county district court of this state, including an action for civil money penalties or injunctive relief. The commissioner shall promptly give notice to the home state supervisor of any enforcement action initiated against an out-of-state bank holding company and, to the extent practicable, shall consult and cooperate with the home state supervisor in pursuing and resolving the enforcement action.

**13-9-316. Authority to adopt rules and regulations; cooperative agreements; fees.**

(a) In order to carry out the purposes of this article the commissioner may:

(i) Repealed By Laws 1999, ch. 42, 3.

(ii) Enter into cooperative, coordinating or information-sharing agreements with any other bank supervisory agency or any organization affiliated with or representing one (1) or more bank supervisory agencies;

(iii) Accept any report of examination or investigation by another bank supervisory agency having concurrent jurisdiction over a Wyoming state bank or a bank holding company that controls a Wyoming state bank in lieu of conducting the commissioner's own examination or investigation of the bank holding company or bank;

(iv) Enter into contracts with any bank supervisory agency having concurrent jurisdiction over a Wyoming state bank or a bank holding company that controls a Wyoming state bank to engage the services of the agency's examiners as provided in W.S. 13-2-807(d);

(v) Enter into joint examinations or joint enforcement actions with any other bank supervisory agency having concurrent jurisdiction over any Wyoming state bank or any bank holding company that controls a Wyoming state bank. The commissioner may take any such action independently, except with respect to the examination of an out-of-state bank holding company, if the commissioner determines that the action is necessary to carry out his responsibilities under this title or to enforce compliance with the laws of this state. In the case of an out-of-state bank holding company, the commissioner shall recognize the exclusive authority of the home state supervisor over corporate governance matters and the primary responsibility of the home state supervisor with respect to safety and soundness matters; and

(vi) Assess supervisory and examination fees that shall be payable by Wyoming banks and Wyoming bank holding companies in connection with the commissioner's performance of his duties under this article and in accordance with regulations adopted by the commissioner. Fees shall be deposited and may be expended as provided in W.S. 13-2-807(f) and to carry out the provisions of this article.

(b) By entering into an agreement pursuant to this section, the state of Wyoming does not waive its sovereign immunity.