**Section 1075.2240 Application – Application Exhibits**

The following exhibits shall be attached to the application:

a) The following documents, contracts and agreements:

1) Proposed certificates for capital stock and any other securities to be issued;

2) Proposed order forms with respect to the subscription rights;

3) Any proposed stock option plan and form of stock option agreement;

4) Any proposed management employment contracts;

5) Any contract described in complying with Section 1075.2360;

6) Contracts or agreements with paid solicitors described in complying with Section 1075.2330(b);

7) Any material loan agreements relating to borrowing by the applicant other than from a Federal Home Loan Bank and other than subordinated debt securities approved by the Director;

8) Any appraisal agreement or proposed agreement, underwriting contracts or agreements among underwriters;

9) Any proposed contracts or agreements among members of a group regarding the purchase of unsubscribed shares;

10) Any required undertaking or affidavits by officers or organization directors purchasing shares in the conversion that they are acting independently;

11) Any documents referred to in complying with Section 1075.2230(g);

12) Any trustee agreements or indentures;

13) Any agreements for the making of markets or the listing on exchanges of the stock of the converted savings bank. Documents, contracts and agreements that are furnished in proposed form under this exhibit shall be furnished in final form immediately after the meeting of members to consider the plan of conversion, except for documents that by their nature cannot be practically expected until a later time required by subsections (a)(8) and (9) in which case they shall be furnished in substantially final form; and

14) Any documents referred to in complying with Section 1075.2230(g).

b) An opinion of counsel for the applicant regarding each of the following matters:

1) The legal sufficiency of the applicant's proposed certificate and order forms for capital stock and any other securities;

2) Whether State and, if applicable, federal law, requirements will be fulfilled by the Conversion Plan;

3) The legal sufficiency of the applicant's proposed charter and bylaws;

4) The continuation of insurance of the applicant's accounts by the Federal Deposit Insurance Corporation after conversion; and

5) The type and extent of each class of voting rights in the applicant after conversion;

c) An opinion of:

1) the applicant's tax advisor or an Internal Revenue ruling as to the federal income tax consequences of the Conversion Plan to the applicant and to the various account holders who receive nontransferable subscription rights to purchase capital stock; and

2) the applicant's tax advisor or, if applicable, a ruling from the appropriate State taxing authority as to any tax consequences of the Conversion Plan under State law. The opinion should relate to the applicant and to eligible account holders;

d) Any materials required to be filed by Section 1075.2105 regarding the valuation of the applicant's capital stock. An applicant is not required to file these materials if the offering of capital stock will not begin before the meeting of members to vote on the Conversion Plan;

e) The notices to the applicant's members required by Sections 1075.2005 through 1075.2020;

f) Additional exhibits:

1) If information required pursuant to a relevant Section of this Part is not given for the reasons specified in Section 1075.2220(i), the statement required for each such omission;

2) All consents required to be filed by Sections 1075.2210(g) and 1075.2520;

3) If applicable, the statement required by Section 1075.2350 regarding events which occurred within the last 10 years to organization directors of the applicant;

4) Any powers of attorney employed pursuant to Section 1075.2210(c); and

5) The cross-reference sheet referred to in Section 1075.2220(b).

(Source: Amended at 30 Ill. Reg. 19068, effective December 1, 2006)