

AT 20191375 - Redacted

OMB No. for FDIC 3084-0015; Expiration Date: June 30, 2021  
OMB No. for Federal Reserve 7100-0171; Expiration Date: May 31, 2021  
OMB No. for OCC 1557-0014; Expiration Date: February 28, 2021

Federal Deposit Insurance Corporation  
**INTERAGENCY BANK MERGER ACT APPLICATION**

Check all that apply:

Type of Filing	Form of Transaction	Filed Pursuant To
<input type="checkbox"/> Affiliate/Corporate Reorganization	<input checked="" type="checkbox"/> Merger	<input checked="" type="checkbox"/> 12 U.S.C. 1828(c)
<input type="checkbox"/> Combination with Interim Depository Institution	<input type="checkbox"/> Consolidation	<input type="checkbox"/> 12 U.S.C. 215, 215a-c
<input checked="" type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 1815(a)
<input type="checkbox"/> Other	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> Other
	<input type="checkbox"/> Other	

**Applicant Depository Institution**

Name FirstBank Charter/Certificate Number 8663  
Street 211 Commerce Street, Suite 300  
City Nashville State TN Zip Code 37201

**Target Institution**

Name The Farmers National Bank of Scottsville Charter/Certificate Number \_\_\_\_\_  
Street 1695 Veterans Memorial Highway  
City Scottsville State KY Zip Code 42164

**Resultant Institution (if different than the Applicant)**

Name \_\_\_\_\_ Charter/Certificate Number 12456  
Street \_\_\_\_\_  
City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

**Contact Person**

Name Richard T. Hills  
Title Attorney Employer Waller Lansden Dortch & Davis, LLP  
Street 511 Union Street, Suite 2700  
City Nashville State TN Zip Code 37219  
Telephone (615) 850-8785 Email Address richard.hills@wallerlaw.com

**CERTIFICATION**

We hereby certify that our board of directors, by resolution, has authorized the filing of this application, and that to the best of our knowledge, it contains no misrepresentations or omissions of material facts. In addition, we agree to notify the responsible regulatory agency if the facts described in the filing materially change prior to receiving a decision or prior to consummation. Any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject us to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

We acknowledge that approval of this application is in the discretion of the responsible regulatory agency. Actions or communications, whether oral, written, or electronic, by an agency or its employees in connection with this filing, including approval of the application if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the responsible regulatory agency, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. We further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Signed this 3<sup>rd</sup> day of October, 2019  
Day Month Year

FirstBank by  
Applicant

  
Signature of Authorized Officer<sup>2</sup>

Christopher T. Holmes

Print or Type Name

President and Chief Executive Officer

Title

The Farmers National Bank of Scottsville by  
Target Institution

Signature of Authorized Officer<sup>2</sup>

Dan M. Harbison

Print or Type Name

President and Chief Executive Officer

Title

<sup>2</sup> In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

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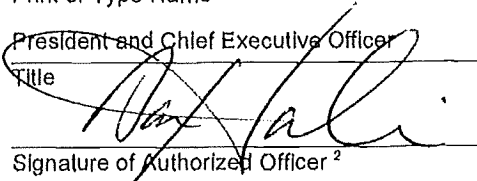
Signed this \_\_\_\_\_ day of October, 2019.  
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## Interagency Bank Merger Act Application

### Overview

This application (“Application”) is being submitted to the Federal Deposit Insurance Corporation (the “FDIC”) and the Tennessee Department of Financial Institutions (the “TDFI”) by FirstBank, a Tennessee-chartered non-member bank with its main office in Nashville, Tennessee (“FirstBank”). FirstBank seeks to acquire by merger The Farmers National Bank of Scottsville, a national banking association with its main office in Scottsville, Kentucky (“FN Bank”). This Application relates to the proposal by FB Financial Corporation (“FB Financial”), a registered bank holding company incorporated under Tennessee law with its principal office in Nashville, Tennessee, to acquire by merger FNB Financial Corp. (“FNB”), a registered bank holding company incorporated under Kentucky law with its principal office in Scottsville, Kentucky. FB Financial owns all of the outstanding stock of FirstBank, and FNB owns all of the outstanding stock of FN Bank.

FB Financial, FirstBank, FNB and FN Bank have entered into an Agreement and Plan of Merger, dated September 17, 2019, pursuant to which FNB will merge with and into FB Financial (the “Parent Merger”), so that FB Financial is the surviving corporation in the Parent Merger. Immediately after the Parent Merger, FN Bank will merge with and into FirstBank, with FirstBank continuing as the surviving bank (the “Bank Merger” and, together with the Parent Merger, the “Proposed Transaction”). The Proposed Transaction is expected to close in the first quarter of 2020, subject to receipt of regulatory approvals, FNB shareholder approval and other standard closing conditions.

The Bank Merger will occur immediately after the consummation of the Parent Merger. FB Financial will not operate FN Bank as a stand-alone bank. After a brief period following the closing of the Proposed Transaction, FirstBank intends to convert and rebrand the current main office and branches of FN Bank as branches of FirstBank.

This Application is filed pursuant to the Bank Merger Act, 12 U.S.C. § 1828(c), requesting prior approval to merge FN Bank with and into FirstBank under the title and charter of FirstBank, and for FirstBank to retain as branches the main office and branches of FN Bank existing at consummation of the Proposed Transaction.

1. *Describe the transaction’s purpose, structure, significant terms, conditions, and termination dates of related contracts or agreements, and financing arrangements, including any plan to raise additional equity or incur debt.*

FirstBank has entered into the Parent Merger Agreement with FB Financial, FNB and FN Bank, which provides for the merger of FNB with and into FB Financial, with FB Financial being the surviving corporation. Immediately after the Parent Merger, FN Bank will merge with and into FirstBank, with FirstBank continuing as the surviving bank. The Proposed Transaction is expected to close in the first quarter of 2020, subject to receipt of regulatory approvals, FNB shareholder approval and other standard closing conditions. A copy of the Parent Merger agreement is included herewith as Exhibit A.

As a result of the Parent Company Merger, FNB shareholders will have the right to receive, for each share of the FNB common stock owned: (i) \$174.86 in cash, without interest (collectively, the “Cash Consideration”) subject to adjustment as set forth in the Parent Merger Agreement; (ii) 4.7704 shares of FB Financial Common Stock (collectively, the “Stock Consideration” and together

with the Cash Consideration, the “Merger Consideration”); or (iii) a mixture of Cash Consideration and Stock Consideration, to the extent provided in the Parent Merger Agreement.

FirstBank and FN Bank have entered into the Bank Merger Agreement pursuant to which FN Bank will merge with and into FirstBank immediately following the Parent Merger. A copy of the Bank Merger Agreement is included herewith as **Exhibit B**.

The parties anticipate that the Parent Merger and the Bank Merger will become effective in the first quarter of 2020.

The Parent Merger Agreement contains customary representations, warranties and covenants of the parties. Consummation of the Parent Merger and the Bank Merger is conditioned upon, among other things, (i) receipt of all required regulatory approvals, including the approval of the Federal Reserve Bank of Atlanta of the Parent Merger, (ii) approval of the Parent Merger Agreement by shareholders of FNB; (iii) the accuracy of the representations and warranties of the parties and compliance by the parties with their respective covenants and obligations under the Parent Merger Agreement, subject to customary materiality qualifiers, and (iii) the absence of any law, order, injunction, decree, judgment or ruling prohibiting the acquisition. The Parent Merger Agreement also contains certain termination rights, including the right, subject to certain exceptions, of either party to terminate the Parent Merger Agreement if the Parent Merger shall not have been consummated on or before March 31, 2020, provided, however, that such date will be automatically extended to September 30, 2020, if the only outstanding condition to closing is the receipt of all required regulatory approvals.

Neither FB Financial nor FirstBank has any plans to issue any additional equity or incur any debt in connection with the Proposed Transaction, other than the issuance of shares of FB Financial common stock to holders of FNB common stock.

2. ***Indicate any other filings related to this transaction with other state and federal regulators.***

In connection with the transactions contemplated by the Parent Merger Agreement, FB Financial is required to apply to obtain approval of the Parent Merger from the Federal Reserve Bank of Atlanta. The Bank Merger Agreement also requires that a Notice of Merger or Consolidation Out be filed with the Office of the Comptroller of the Currency. All applications have been filed concurrently. In addition, FB Financial will file a registration statement with the SEC relating to the shares of FB Financial common stock to be issued in connection with the Parent Merger.

3. ***Discuss whether and how the resultant institution’s business strategy and operations will remain the same or change from that of the applicant. Identify new business lines. Provide a copy of the business plan, if available. Discuss the plan for integrating any new businesses into the resultant institution.***

The Proposed Transaction is consistent with FirstBank’s business strategy for the following reasons:

- The branches of FN Bank are in Scottsville and Bowling Green, Kentucky. The locations of the branches are adjacent to, and complement, FirstBank’s current geographic footprint in Middle Tennessee.
- Expansion of FirstBank’s regional branch network will allow for more convenient banking for FirstBank’s existing retail and business clients.

- The Proposed Transaction will provide opportunities to leverage FirstBank's senior executive officers' experience, reduce operating expenses, and utilize the scalable infrastructure already in place at FirstBank.
- Management believes that the Bowling Green, Kentucky banking market provides opportunities for prudent loan growth, which can be supported by FirstBank's existing underwriting, credit, and loan administration functions.
- The Proposed Transaction is consistent with FirstBank's philosophy of service to community and provides a solid foundation for growth. The Proposed Transaction will enhance FirstBank's standing as an attractive alternative to large nationwide and regional banks.
- FirstBank has demonstrated its ability to successfully integrate acquired branches.
- After the Bank Merger, FirstBank will remain well capitalized and profitable, even after the absorption of initial acquisition costs.
- The Proposed Transaction is expected to increase earnings.

For these reasons, FirstBank's board of directors and senior management believe the Proposed Transaction is in the best interests of FirstBank, its future prospects, and its safety and soundness. For more information regarding the business strategy and operations of FirstBank in connection with the Proposed Transaction, please see a copy of the investor presentation prepared by FB Financial and attached here to as Exhibit C.

A copy of FirstBank's Growth Action Plan has been included herewith as Exhibit A - Confidential Volume.

FirstBank will not enter any new lines of business as a result of the Proposed Transaction.

4. *Provide a copy of (a) the executed merger or transaction agreement, including any amendments, (b) any board of directors' resolutions related to the transaction, and (c) interim charter, names of organizers, and any other related documents.*

The Parent Agreement is included herewith as Exhibit A and the Bank Merger Agreement is included herewith as Exhibit B. The resolutions of the boards of directors of FB Financial, FirstBank, FNB and FN Bank are included herewith as Exhibit B - Confidential Volume.

5. *Describe any issues regarding the permissibility of the proposal with regard to applicable state or federal laws or regulations (for example, nonbank activities, branching, or qualified thrift lender test).*

FirstBank is not aware of any issues regarding the permissibility of the Proposed Transaction under applicable state or federal laws or regulations.

6. *Describe any nonconforming or impermissible assets or activities that the applicant or resultant institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal.*

FirstBank is not aware of any nonconforming or impermissible assets or activities that it may not be permitted to retain under relevant law or regulation.

7. *Provide the following financial information:*

- a. *Pro forma Balance sheet, as of the end of the most recent quarter. Indicate separately for the applicant and target institution each principal group of assets, liabilities, and capital accounts; debit and credit adjustments (explained by footnotes) reflecting the proposed acquisition; and the resulting pro forma combined balance sheet.*

The requested balance sheet information has been included herewith as Exhibit C - Confidential Volume.

- b. *Projected balance sheets and corresponding income statements as of the end of the first three years of operation following consummation. Describe the assumptions used to prepare the projected statements.*

The requested balance sheet and income statement information has been included herewith as Exhibit C - Confidential Volume.

- c. *Provide a discussion on the valuation of the target entity and any anticipated goodwill and other intangible assets.*

The requested information regarding valuation and goodwill has been submitted with the financial statement information included herewith as Exhibit C - Confidential Volume.

- d. *Pro forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and each of the first three years of operation, indicating*

- *Each component item for common equity tier 1 capital, additional tier 1 capital and tier 2 capital pursuant to the current applicable capital requirements.*
- *Total risk-weighted assets.*
- *Common equity tier 1 capital, tier 1 capital, total capital, and leverage ratios pursuant to the capital regulations. If applicable, also provide the applicant's existing and pro forma supplementary leverage ratio pursuant to the current capital adequacy regulations.*

The requested regulatory capital information has been submitted with the financial statement information included herewith as Exhibit C - Confidential Volume.

8. *List the directors and senior executive officers of the resultant institution and provide the name, address, position with and shares held in resultant institution or holding company, and principal occupation (if a director). Indicate any changes to the applicant's current directors and senior executive officers that would occur at the resultant institution. Applicants should consult with the responsible regulatory agency regarding whether any biographical or financial information should be submitted with respect to any new principal shareholders, directors, and senior executive officers.*

The Proposed Transaction will not result in any change in the directors or senior executive officers of FirstBank. Information regarding the directors and senior executive officers of FirstBank is included herewith as **Exhibit D**.

9. *Describe any litigation or investigation by local, state, or federal authorities involving the applicant or any of its subsidiaries or the target or any of its subsidiaries that is currently pending or was resolved within the last two years.*

Not applicable.

10. *Describe how the proposal will assist in meeting the convenience and needs of the community to be served, including, but not limited to, the following:*

- a. *Summarize efforts undertaken or contemplated by the applicant to ascertain and address the needs of the community(ies) to be served, including community outreach activities, as a result of the proposal.*
- b. *For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction.*
- c. *To the extent that any products or services would be offered in replacement of any products or services to be discontinued, indicate what these are and how they would assist in meeting the convenience and needs of the communities affected by the transaction.*
- d. *Discuss any enhancements in products or services expected to result from the transaction.*

FirstBank operates from 67 full service banking offices throughout Tennessee, north Alabama, and north Georgia and provides sufficient hours, services and products, including drive-thru and automated teller machine access at most locations, to satisfy the communities' banking needs.

FirstBank offers a variety of loan products, including commercial loans, residential real estate (including FHLMC, FHA and VA loans), mortgage refinancing, home improvement, home-equity lines of credit, construction, consumer installment, business and personal credit cards, debit cards, automobile lending, and business lines of credit.

FirstBank offers a full range of transaction and interest-bearing depository products and services to meet the demands of each segment within its client base. FirstBank's target segments include consumer, small business, and corporate entities. FirstBank solicits deposits from these target segments through our local bankers, sophisticated product offering and brand-awareness initiatives, such as community focused marketing and high-visibility branch locations. FirstBank offers demand, negotiable order of withdrawal, money market, certificates of deposit, municipal and savings accounts. To complement our account offerings, FirstBank also has in place technology to support electronic banking activities, including consumer online banking and mobile banking. In addition to these electronic banking activities, FirstBank makes deposit services accessible to its clients by offering direct deposit, wire transfer, night depository, banking-by-mail and remote capture for non-cash items. Commercial clients are served by a well-developed cash management technology platform. The Proposed Transaction will result in the addition of a number of products and services to the clients of FN Bank that are not currently available.



FirstBank does not anticipate that any products or services provided to customers of FN Bank will be materially diminished as a result of the Proposed Transaction.

The convenience and needs of the community support approval of this application. The Proposed Transaction will expand FirstBank's branch network into Scottsville, Kentucky and other areas of the Bowling Green banking market and provide increased convenience to customers. As discussed above, FirstBank offers a wide variety of banking products and services to its current customers, and intends to offer such suite of products and services to the current customers of FN Bank after consummation. Customers of FN Bank will be migrated to the analogous and appropriate product and service offerings of FirstBank. FirstBank does not currently contemplate the need to discontinue any product or service categories available to the customers of FN Bank that it will take on as part of the Proposed Transaction.

11. *Describe how the applicant and resultant institution will assist in meeting the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) and its implementing regulations, including the needs of low- and moderate-income geographies and individuals. This discussion should include, but not necessarily be limited to, a description of the following:*
- a. *The significant current and anticipated programs, products, and activities, including lending, investments, and services, as appropriate, of the applicant and the resultant institution.*
  - b. *The anticipated CRA assessment area(s) of the resultant institution. If the resultant institution's CRA assessment area(s) would not include any portion of the current assessment area of the target or the applicant, describe the excluded area(s).*
  - c. *The plans for administering the CRA program for the resultant institution following the transaction.*
  - d. *For an applicant or target institution that has received a CRA composite rating of "needs to improve" or "substantial noncompliance" institution-wide or, where applicable, in a state or a multistate Metropolitan Statistical Area (MSA), or has received an evaluation of less than satisfactory performance in an MSA or in the non-MSA portion of a state in which the applicant is expanding as a result of the transaction, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.*

FirstBank recognizes the vital importance of customizing products and services to particular banking needs and effective community reinvestment programs. FirstBank received an overall CRA rating of "Satisfactory" from the FDIC on its most recent performance evaluation dated June 18, 2018.

Within FirstBank's Alabama assessment area, the bank was rated "needs to improve," due to the bank's levels of qualified investments and services within the relevant geographic market. In response, FirstBank acted quickly to (i) identify and make significant qualified investments in the relevant geographies, bringing the FirstBank to a compliant level of investments as of the date hereof, (ii) hire a full-time CRA/Fair Lending Analyst to monitor service-level activities and collect relevant data across all service areas, (iii) provide additional training to associates in the relevant markets regarding the reporting of service activities, (iv) develop a CRA action plan to address deficiencies, (v) centralize CRA monitoring and oversight across the bank, and (vi) develop a

quarterly reporting system for ongoing CRA data monitoring to prevent future CRA compliance issues.

Additional information relative to FirstBank's CRA-related activities since its most recent examination has been submitted herewith as Exhibit D - Confidential Volume.

### Financial Stability

12. *The Dodd-Frank Wall Street Reform and Consumer Protection Act requires regulators to consider the risk to the stability of the United States banking and financial systems when reviewing a merger transaction between financial institutions. Discuss any effect(s) that the proposed transaction may have on the stability of the United States banking and financial systems.*

Given the relative size of the transaction, FirstBank does not believe the Proposed Transaction will have any effects on the stability of the United States banking and financial systems.

13. *The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (12 U.S.C. § 1831u) (R-N) imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to R-N. If subject to these provisions, please provide the following information:*

- a. *Identify any host states involved with this transaction that require the target to be in operation for a minimum number of years and discuss compliance with the R-N age requirement (12 U.S.C. § 1831u(a)(5)).*
- b. *Indicate that (1) the applicant has complied or will comply with the applicable filing requirements of any host state(s) that will result from the transaction and (2) the applicant has sent a copy of the merger application to the state bank supervisor of the resultant host state(s).*
- c. *Indicate applicability of R-N nationwide and statewide deposit concentration limits to the transaction. If applicable, discuss compliance.*
- d. *Indicate applicability of state-imposed deposit caps, if any. If applicable, discuss compliance.*
- e. *Address whether:*
  - (1) *Each bank involved in the transaction is adequately capitalized on the date of filing.*
  - (2) *The resultant institution will be well capitalized and well managed upon consummation of the transaction.*
- f. *Discuss compliance with the CRA requirement of R-N.*
- g. *Discuss permissibility of retention of the target's main office and branches.*
- h. *Discuss any other restrictions that the host state(s) seek to apply (including state antitrust restrictions).*

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the “Riegle-Neal Act”) permits the FDIC to authorize a bank that is well-capitalized and well-managed to merge with an insured bank located in a different home state notwithstanding contrary state law. FirstBank’s home state is Tennessee because FirstBank is a Tennessee state-chartered bank. FN Bank’s home state is Kentucky because FN Bank’s main office is located in Kentucky.

FirstBank is both “well capitalized” and “well managed” as those terms are used in the Riegle-Neal Act.

The Riegle-Neal Act also imposes requirements relating to (a) compliance with state filing requirements, (b) concentration limits, and (c) community reinvestment compliance. As discussed below, each of these conditions is satisfied in the case of the Bank Merger. Accordingly, the FDIC is permitted to approve the Bank Merger.

*Compliance With State Age Requirements* .FN Bank was formed in 1923, and the Bank Merger satisfies the Riegle-Neal Act requirement of compliance with any applicable state age laws.

*Compliance with state filing requirements.* The Riegle-Neal Act requires FirstBank to comply with the filing requirements that Tennessee imposes on bank mergers, with certain exceptions, and to submit a copy of the application to the TDFI. FirstBank has complied with Tennessee law through its contemporaneous filing of an application to acquire FN Bank with the TDFI also undertakes to submit a copy of this application to the Office of the Comptroller of the Currency and the Commissioner of Banks in Kentucky, if required.

*Concentration limits.* Federal law (12 U.S.C. §1831u(a)(1), (b)(2)(A)) authorizes interstate bank mergers, with appropriate regulatory approvals, provided that the merged bank does not control more than 10% of the total amount of deposits of FDIC-insured depository institutions in the United States. FirstBank will control approximately \$5.0 billion in deposits, which is substantially less than 1% of the \$12.75 trillion in domestic deposits in U.S. insured institutions as of June 30, 2019 (source is the FDIC's "Statistics at a Glance" (as of June 30, 2019)). The Bank Merger therefore complies with the 10% total deposits limit. In addition, Kentucky law provides that no interstate merger transaction shall be approved if the transaction would result in a bank holding company having control of banks or branches in this state holding more than 15% of the total deposits and member accounts in the offices of all federally insured depository institutions in Kentucky. As of June 30, 2019, total deposits in the State of Kentucky were approximately \$84.25 billion. Following completion FirstBank will control less than one percent of deposits in Kentucky. The Bank Merger therefore complies with the 15% Kentucky total deposits limit.

*Community reinvestment compliance.* The Riegle-Neal Act directs the FDIC to consider each of FirstBank’s and FN Bank’s records under the CRA and take into account FirstBank’s record of compliance under state community reinvestment laws. Each of FirstBank and FN Bank currently has a CRA performance rating of “Satisfactory.” Neither FirstBank nor FN Bank has its main office or a branch in a state or jurisdiction that has a state community reinvestment law.

14. *List all offices of the applicant or target that: (a) will be established or retained as branches, including the main office, of the target institution, (b) are approved but unopened branch(es) of the target institution, including the date the current federal and state agencies granted approval(s), and (c) are existing branches that will be closed or consolidated as a result of the proposal (to the extent the information is available), and indicate the effect on the branch customers served. For each branch, list the popular name, street address, city, county, state, and zip code specifying any that are in low- and moderate-income geographies.*

A list of all offices of FirstBank and FN Bank that will be established or retained as branches has been included herewith as **Exhibit E**.

No existing branches of FirstBank or FN Bank will be closed as a result of the Proposed Transaction.

15. *As a result of this transaction, if the applicant will be or will become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator, provide:*
- a. *The name of the company.*
  - b. *A description of the insurance activity that the company is engaged in and has plans to conduct.*
  - c. *A list of each state and the lines of business in that state in which the company holds, or will hold, an insurance license. Indicate the state where the company holds a resident license or charter, as applicable.*

As a result of the Proposed Transaction, FirstBank will not become affiliated with a company engaged in insurance activities that is subject to supervision by a state insurance regulator.

**If this is a nonaffiliate transaction, the applicant must reply to items 16 through 18.**

16. *Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where the applicant and the target institution operate. The applicant should contact the responsible regulatory agency for specific instructions to complete the competitive analysis.*

The Bank Merger will not result in a monopoly or have a negative effect on competition in any relevant market. FirstBank and FN Bank do not currently operate any branches in the same banking markets.

17. *If the proposed transaction involves a branch sale or any other divestiture of all or any portion of the bank, savings association or nonbank company (in the case of a merger transaction under 12 U.S.C. § 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.*

Not applicable. The Proposed Transaction does not involve a branch sale or other divestiture to mitigate competitive effects.

18. *Describe any management interlocking relationships (12 U.S.C. §§ 3201-3208) that currently exist or would exist following consummation. Include a discussion of the permissibility of the interlock with regard to relevant laws and regulations.*

Not applicable. FirstBank is not aware of any existing or pro forma management interlocks that would be created by the Bank Merger.

### **Federal Deposit Insurance Corporation**

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

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 is contained in the FDIC's 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](http://www.fdic.gov/regulations/laws/rules/index.html).*

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

*The relevant geographic market includes the areas in which the offices to be acquired are located and from which those offices derive the predominant portion of their loans, deposits, or other business. The relevant geographic market also includes the areas where existing and potential customers impacted by the proposed merger transaction may practically turn for alternative sources of banking services.*

The relevant geographic market is the Bowling Green, Kentucky Banking Market (as defined by the Federal Reserve).

- a. *Prepare schedules for the applicant institution and target institution showing the total number of accounts and total dollar volume of deposits<sup>1</sup> for each municipality or census tract, where applicable, according to the recorded address of the depositor (do not submit supporting data). Small amounts may be aggregated and identified as "other." If the applicant institution is a multi-office institution, applicant institution deposit information should be provided only for those offices within or proximate to the area(s) described below under paragraph (b).*

FirstBank does not currently operate any branches in the Bowling Green banking market.

- 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 necessary supporting information.*

The Bowling Green Banking Market is currently served by a total of 70 commercial bank offices and one savings association office. In the Bowling Green Banking Market, existing and potential customers have numerous options to pursue alternative sources for banking services. For more information, please see Exhibit G submitted herewith.

- c. *Using the information collected in paragraphs (a) and (b), provide a narrative description of the delineated relevant geographic market(s).*

Given that FirstBank and FN Bank do not currently operate any branches in the same banking markets, we respectfully submit that no additional competitive analysis is warranted for the Proposed Transaction.

- d. *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*

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<sup>1</sup> In most cases, total deposits will serve as an adequate proxy for the overall share of banking business in the relevant geographic market area; however, other analytical proxies may be appropriate in certain cases (for example, a merger transaction involving trust companies).

*traffic patterns. Applicants should consult with the applicable FDIC Regional Office in determining whether additional information is necessary.*

This item is not applicable.

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

*a. Prepare a schedule of participating and competing banking institutions' offices, divided into three sections:*

- (i) Applicant institution offices within or proximate to the relevant geographic market(s);*
- (ii) Target institution offices within or proximate to the relevant geographic market(s); and*
- (iii) Competitor banking offices located or competing within the delineated relevant geographic market(s).*

*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 office listed in paragraph (a), provide the street address; total deposits as reported in the most recent FDIC Summary of Deposits Data Book ([www2.fdic.gov/sod/index.asp](http://www2.fdic.gov/sod/index.asp)); and distance and general direction from the nearest office of the applicant and target institution. 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 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, credit unions) and nondepository institutions (for example, finance companies, or government agencies). For those institutions regarded as competing in the delineated relevant geographic market(s), provide name, address, and services supplied.*

Given that FirstBank and FN Bank do not currently operate any branches in the same banking markets, we respectfully submit that no additional competitive analysis is warranted for the Proposed Transaction.

EXHIBIT B  
OFFICE LOCATIONS<sup>1</sup>

FirstBank Office Locations:

**Nashville – Main Office**  
211 Commerce St., Suite 300,  
Nashville, TN 37201

Brentwood  
5029 Harpeth Dr,  
Brentwood, TN 37027

Bruceston – Hollow Rock  
28915 Broad St,  
Hollow Rock, TN 38342

Camden – Downtown  
21 N Forrest Ave,  
Camden, TN 38320

Camden – Hwy 641  
126 Hwy 641 N,  
Camden, TN 38320

Chattanooga – Hamilton Place  
7442 Shallowford Rd.,  
Chattanooga, TN 37405

Chattanooga – Northshore  
319 Manufacturers Rd.,  
Chattanooga, TN 37405

Chattanooga – Southside  
1301 Cowart Street  
Chattanooga, TN 37402

Chattanooga – East Ridge  
4227 Ringgold Road  
Chattanooga, TN 37412

Clarksburg  
3260 Hwy. 22 S,  
Clarksburg, TN 38324

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<sup>1</sup> NTD; Clients to confirm information on this exhibit.

Cookeville  
851 South Willow Avenue # 101  
Cookeville, TN 38501

Cool Springs  
3310 Aspen Grove Dr, Suite 100,  
Franklin, TN 37067

Crossville  
139 Elmore Rd,  
Crossville, TN 38555

Dalton  
401 South Thornton Avenue  
Dalton, GA 30720

Dalton – Cleveland Road  
1237 Glenwood Avenue  
Dalton, GA 30721

Dalton – Varnell  
3895 Cleveland Highway  
Dalton, GA 30721

Dandridge  
1013 South Highway 92  
Dandridge, TN 37725

Dayton  
1525 Market St,  
Dayton, TN 37321

Decherd – Franklin County  
2200 Decherd Blvd.  
Decherd, TN 37324

Dickson  
345 Hwy 46 S,  
Dickson, TN 37055

Fairview  
2202 Fairview Blvd,  
Fairview, TN 37062

Farmers Bank of Lynchburg  
71 Mechanic Street South  
Lynchburg, TN 37352

Farragut  
11820 Kingston Pike  
Farragut, TN 37934



Fayetteville  
1927 Wilson Pkwy,  
Fayetteville, TN 37334

Florence  
123 North Court Street  
Florence, AL 35630

Fort Oglethorpe  
3610 Battlefield Parkway,  
Fort Oglethorpe, GA 30742

Franklin Post Office  
510 Columbia Avenue, Suite 106,  
Franklin, TN 37064

Friendship  
650 Main Street  
Friendship, TN 38034

Goodlettsville  
885 Conference Dr, Suite 100,  
Goodlettsville, TN 37072

Henderson  
101 East Main Street  
Henderson, TN 38340

Henderson East  
425 East Main Street  
Henderson, TN 38340

Henderson North  
132 North Washington Street  
Henderson, TN 38340

Hixson  
1959 Northpoint Blvd.,  
Hixson, TN 37343

Huntingdon  
19685 E Main St,  
Huntingdon, TN 38344

Huntingdon – East End  
20340 East Main Street,  
Huntingdon, TN 38344

Huntingdon – Northside  
123 Second Ave N,  
Huntingdon, TN 38344

Huntsville, AL  
720 Gallatin Street SW, Suite 150,  
Huntsville, AL 35801

Jackson – Channing Way  
11 Channing Way,  
Jackson, TN 38305

Jackson – South  
1581 S Highland,  
Jackson, TN 38301

Jackson – University Pkwy  
15 W University Pkwy,  
Jackson, TN 38305

Jefferson City  
167 West Broadway Boulevard  
Jefferson City, TN 37760

Knoxville – Clinton Highway  
5200 Clinton Highway  
Knoxville, TN 37912

Knoxville – Downtown  
520 W. Summit Hill Drive Suite B101  
Knoxville, TN 37902

Knoxville – Northshore  
1111 Northshore Drive, P-100  
Knoxville, TN 37919

Knoxville – West Knoxville  
10216 Kingston Pike  
Knoxville, TN 37922

Lexington – East Church  
53 E Church St,  
Lexington, TN 38351

Lexington – Eastgate  
595 East Church St,  
Lexington, TN 38351

Lexington – Hospital Drive  
164 Hospital Drive,  
Lexington, TN 38351