

TRADEMARK ASSIGNMENT COVER SHEET

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ETAS ID: TM377506

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AmFirst Bank, N.A.		09/03/2015	National Banking Association: NEBRASKA
RECEIVING PARTY DATA			
Name:	AmFirst Bank		
Street Address:	602 West B Street		
City:	McCook		
State/Country:	NEBRASKA		
Postal Code:	69001		
Entity Type:	State Bank Charter: NEBRASKA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4141677	1 AMFIRST BANK N.A. SECOND TO NONE	
Registration Number:	4141675	1 AMFIRST BANK N.A.	
Registration Number:	2305835	AMFIRST BANK	
Registration Number:	4141673	AMFIRST	
CORRESPONDENCE DATA			
Fax Number:	7209313201		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	720-931-3200		
Email:	ipdocketing@lathropgage.com		
Correspondent Name:	Stephen J. Horace of Lathrop & Gage LLP		
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ATTORNEY DOCKET NUMBER:	575713		
NAME OF SUBMITTER:	Stephen J. Horace		
SIGNATURE:	/Stephen J. Horace/		
DATE SIGNED:	03/22/2016		
Total Attachments: 9			
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STATE OF NEBRASKA
DEPARTMENT OF BANKING AND FINANCE

PETE RICKETTS
GOVERNOR

MARK QUANDAHL
DIRECTOR

CERTIFICATION

I, Mark Quandahl, Director of the Nebraska Department of Banking and Finance ("Department"), hereby certify that the attached is a true and correct copy of the following document as contained in the files of the Department:

Findings of Fact, Conclusions of Law, and Order, dated November 30, 2015, in the Matter of the Application of AmFirst Bank, National Association, McCook, Red Willow County, Nebraska, to Convert its National Bank Charter to a State Bank Charter.

DATED this 3 day of March, 2016.



STATE OF NEBRASKA
DEPARTMENT OF BANKING AND FINANCE

By: Mark Quandahl
Mark Quandahl
Director

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STATE OF NEBRASKA
Department of Banking & Finance

In the Matter of the Application)	FINDINGS OF FACT
of AmFirst Bank, National Association,)	
McCook, Red Willow County, Nebraska,)	CONCLUSIONS OF LAW
to Convert its National Bank Charter)	
to a State Bank Charter)	AND ORDER

THIS MATTER comes to the attention of the Nebraska Department of Banking and Finance ("Department") pursuant to an application filed by AmFirst Bank, National Association, 602 West B Street, McCook, Red Willow County, Nebraska, to convert its national bank charter to a Nebraska state bank charter to engage in the business of banking under the name "AmFirst Bank."

Being fully advised in the matter, the Department, by and through its Director, makes the following Findings of Fact, Conclusions of Law, and Order.

FINDINGS OF FACT

1. AmFirst Bank, National Association was originally chartered by the Department as a state bank in 1904, under the name "Farmers State Bank," in Hayes Center, Hayes County, Nebraska, with Charter No. 794. In 1906, the bank converted to a national banking association chartered by the Office of the Comptroller of the Currency ("OCC") under the name "The First National Bank of Hayes Center." In 1989, the bank acquired by merger American State Bank, McCook, Red Willow County, Nebraska, and changed its name to "AmFirst Bank, National Association," and its main office and charter location to its current location. AmFirst Bank, National Association has continuously operated as a national bank since 1906, and as a commercial bank since 1904.

2. On September 3, 2015, AmFirst Bank, National Association submitted an application to the Department to convert its national bank charter to a state bank charter, pursuant to Neb. Rev. Stat. § 8-178 (Reissue 2012) and 12 U.S.C. 214a. AmFirst Bank, National Association

subsequently submitted information to the Department to update the address of one of its branches and to clarify the proposed name of its branches. The information is deemed an amendment to the application.

3. As part of the application to the Department, the President of AmFirst Bank, National Association certified that the bank, by vote of those owning two-thirds of the capital stock, elected to convert to a state bank and authorized its President to make application for a state charter.

4. The Department examined the application for form and accepted the application for filing as being substantially complete on September 3, 2015.

5. The Department commenced an entrance examination of AmFirst Bank, National Association on October 19, 2015. The entrance examination revealed no facts that would adversely affect the granting of the application, and, in conjunction with other information available to the Department, did not indicate that the financial condition of AmFirst Bank, National Association was such as to warrant a hearing on the application.

6. Notice of the filing of the application was published in the McCook Gazette, McCook, Red Willow County, Nebraska, on October 27, 2015. The notice was also sent by electronic mail or first-class mail to all financial institutions in Red Willow County, Nebraska. The notice stated (i) that objections to the application must be filed within fifteen days after the date of publication, and (ii) if substantive objections to the application were received by the Department, the matter would be scheduled for hearing.

7. No objections to the application were filed within the fifteen-day time period.

8. The parties requesting the conversion are officers and directors of AmFirst Bank, National Association and will be officers and directors of the state bank, AmFirst Bank.

9. Pursuant to Neb. Rev. Stat. § 8-179 (Reissue 2012), the officers and directors of the proposed state bank are accepted as persons of integrity and responsibility.

10. The sole stockholder of AmFirst Bank, National Association is AmFirst Financial Services, Inc., Red Willow County, Nebraska, a one-bank holding company. AmFirst Financial Services, Inc. will be the sole stockholder of the proposed state bank. AmFirst Bank, National

Association submitted information to the Department regarding AmFirst Financial Services, Inc.'s stockholders.

11. The stockholders controlling the proposed state bank are parties of integrity and responsibility.

12. The location of the main office of the proposed state bank is the same location as the main office of AmFirst Bank, National Association.

13. AmFirst Bank, National Association operates branch offices at 601 Chief Street, Benkelman, Dundy County, Nebraska; 400 Tate Avenue, Hayes Center, Hayes County, Nebraska; 5201 South Yosemite Street, Greenwood Village, Arapahoe County, Colorado; and 916 South Main Street, Suite 100, Longmont, Boulder County, Colorado. These four branch offices will operate as branches of the proposed state bank.

14. Pursuant to Neb. Rev. Stat. § 8-179 (Reissue 2012), the public necessity, convenience, and advantage of the community of McCook, Nebraska, would be met by permitting the bank resulting from the conversion of AmFirst Bank, National Association's national bank charter to a state bank charter to engage in business at the same main office location as AmFirst Bank, National Association.

15. AmFirst Bank, National Association will adopt Articles of Incorporation as a state bank and will change its corporate name and the name of all its branches to "AmFirst Bank" if the application for conversion is approved.

16. The proposed corporate name is not similar to the name of any unaffiliated bank or branch in the communities of McCook, Benkelman, or Hayes Center in Nebraska; or in the counties of Red Willow, Dundy, or Hayes in Nebraska. The proposed name is also not similar to the name of any unaffiliated bank or branch in the communities of Greenwood Village or Longmont in Colorado; or in the counties of Arapahoe or Boulder in Colorado.

17. As a national bank, deposit accounts in AmFirst Bank, National Association are insured by the Federal Deposit Insurance Corporation ("FDIC"). The FDIC does not require a new application from AmFirst Bank for continuation of insurance on its deposit accounts.

18. AmFirst Bank, National Association has paid the charter conversion application fee and the publication and mailing costs required by Neb. Rev. Stat. § 8-178 (Reissue 2012) and Neb. Rev. Stat. § 8-602 (Cum. Supp. 2014) to the Department.

CONCLUSIONS OF LAW

1. A decision on whether to approve an application of a national bank to convert its charter to a state bank charter is to be based on the facts and circumstances surrounding each application, Nebraska law, and the Department's Rules.

2. Neb. Rev. Stat. § 8-178 (Reissue 2012) provides that any national banking association located and doing business in Nebraska, which follows the procedure prescribed by federal law, may, upon the vote of two-thirds of the shareholders of the national bank, convert to a state bank when the resulting state bank meets the requirements of state law as to the formation of a new state bank.

3. 12 U.S.C. 214a requires an affirmative vote of two-thirds of the shareholders of each class of capital stock of a national bank to convert to a state bank, and approval of a plan of conversion by a majority of the entire board of directors. 12 CFR § 5.24 and the *Comptroller's Corporate Manual* (1998) requires that the national bank give notice to the OCC at the time application is made to the state chartering authority. Upon approval of the state authority, the national bank is required to file a final conversion notice with the OCC. The OCC does not have the authority to approve or disapprove the conversion, except as provided in 12 U.S.C. 214 [Section 612 of the Dodd-Frank Wall Street Reform and Consumer Protection Act]. AmFirst Bank, National Association does not fall within the exception.

4. Based on Finding of Fact No. 3, AmFirst Bank, National Association has demonstrated its compliance, subject to final notification to the OCC, with the provisions of federal law for conversion of its charter.

5. Neb. Rev. Stat. § 8-115.01 (Reissue 2012) sets forth the public hearing procedures related to an application for a state bank charter. Neb. Rev. Stat. § 8-178 (Reissue 2012) provides

that those hearing procedures are not required for the conversion of a national bank charter to a state bank charter if the Director of the Department determines that the financial condition of the national bank does not warrant a hearing, and if, following publication and notice to financial institutions in the county where the main office of the national bank is located, no objections to the application for conversion are received by the Department.

6. Based on the information set forth in Findings of Fact Nos. 5 through 7, the Department appropriately concluded that no public hearing was required for this application.

7. Neb. Rev. Stat. § 8-179 (Reissue 2012) provides that when the parties requesting the conversion of a national bank to a state bank are officers or directors of either the national bank or the state bank they shall be accepted as parties of integrity and responsibility.

8. Based on Findings of Fact Nos. 8 and 9, the officers and directors of AmFirst Bank, National Association are the requesting parties and will be officers and directors of the state bank, AmFirst Bank. Accordingly, the standards of integrity and responsibility are deemed met for the officers and directors.

9. Neb. Rev. Stat. § 8-122 (Reissue 2012) sets forth the requirements for the issuance of a state bank charter. The Department, upon application and investigation, must be satisfied that the stockholders and officers of the applicant are parties of integrity and responsibility, that the requirements of Section 8-702 as to federal deposit insurance have been met, and that the public necessity, convenience, and advantage of the community will be promoted by permitting the applicant to engage in the banking business.

10. Based on Findings of Fact No. 10 and 11, the information provided by AmFirst Bank, National Association and developed by the Department in its investigation of the application, the Department further concludes that the stockholders controlling the institution are parties of integrity and responsibility.

11. Neb. Rev. Stat. § 8-139 (Reissue 2012) provides that any person who will act as an executive officer of a state-chartered bank must apply to the Department for an executive officer's license prior to acting as such. Similarly, Neb. Rev. Stat. § 8-126 (Reissue 2012) provides that the

Department must give prior approval to any person who will act as a member of the board of directors of a state-chartered bank. Section 8-179 does not supersede the requirements of Section 8-139 or Section 8-126.

12. Section 8-179 further provides that if the location of the main office of the proposed state bank is the same as the location of the main office of the former national bank, the Director shall recognize that the standards of public necessity, convenience, and advantage of the community will be met.

13. Based on Finding of Fact No. 12 the standards are deemed met, as the main office location of AmFirst Bank will be unchanged from that of its nationally chartered predecessor.

14. 49 NAC 3.004.01C provides that an applicant for a bank charter must further demonstrate that there is a substantial likelihood that there will be no adverse effects, other than normal competitive effects, on other financial institutions in the primary service area of the proposed bank. The primary service area of the proposed bank is unchanged from AmFirst Bank, National Association's current primary service area. The AmFirst Bank, National Association designation as a commercial bank will also continue.

15. Based on Finding of Fact No. 14, the Department can reasonably determine that the charter conversion will have no demonstrable effect on other financial institutions in that area.

16. Based on Finding of Fact No. 17, the Department concludes that the requirements of Neb. Rev. Stat. § 8-702 (Cum. Supp. 2014) are met as deposit accounts in AmFirst Bank, National Association will continue to carry federal deposit insurance if the Department approves this application and a state bank charter is issued.

17. Neb. Rev. Stat. § 8-1902 (Reissue 2012) provides that it is unlawful for two or more financial institutions in the same city, village, or county to have or use the same name, or names so similarly alike, as to cause confusion in the transaction of business.

18. Neb. Rev. Stat. § 8-157(6) (Reissue 2012) provides that the name given to any branch shall not be substantially similar to the name of any existing unaffiliated bank or branch located in the same municipality and that the Director of the Department shall approve the name.

19. Based on Findings of Fact Nos. 15 and 16, the Department concludes that the proposed corporate name, which will be the name of the bank's main office and that of its branches, complies with the limitations and requirements of Section 8-1902 and 8-157(6).

20. Based on the facts and circumstances as disclosed by the record in this matter, the Department concludes that the application should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of AmFirst Bank, National Association, 602 West B Street, McCook, Red Willow County, Nebraska, to convert its national bank charter to a Nebraska state bank charter, under the name "AmFirst Bank," be, and hereby is, approved, subject to the following conditions:

1. AmFirst Bank shall provide written proof to the Department that its fidelity bond will cover its operations as a state bank. In the alternative, AmFirst Bank may file a new bond with the Department in accordance with Neb. Rev. Stat. § 8-110 (Reissue 2012).

2. AmFirst Bank shall pay all required charter fees and related fees to the Department.

3. AmFirst Bank shall be in operation as a state bank on or before May 1, 2016, or this Order shall become null and void, unless good cause is shown to the Department and the Director of the Department approves an extension of such date.

4. Conditions 1 and 2 of this Order shall be completed prior to the requested charter date. Upon compliance with this condition, a state bank charter shall be issued to AmFirst Bank, subject to the provisions of Conditions 3, 8, and 11.

5. AmFirst Bank shall supply the Department written notification of the effective date it will commence operations as a state bank, if the effective date is later than the requested charter date.

6. AmFirst Bank shall file with the Department a copy of its Articles of Incorporation, as certified by the Office of the Secretary of State of Nebraska, within five days after recordation with that office.

7. AmFirst Bank shall file with the Department a copy of its bylaws within fifteen days after conversion occurs.

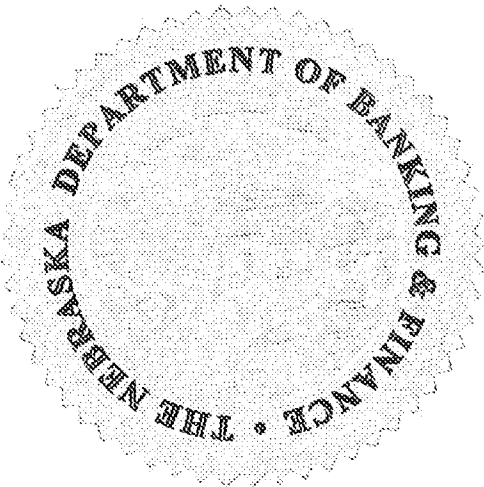
8. No material change occurs in AmFirst Bank, National Association's condition prior to the date on which the charter conversion is effected.

9. AmFirst Bank, National Association shall comply with the final notification and charter surrender procedures of the OCC, and provide proof of such to the Department.

10. AmFirst Bank shall provide written proof to the Department that FDIC insurance of its deposit accounts will continue following its conversion from a national bank, and shall do so within ten days after its receipt of such proof. A copy of the FDIC Certificate of Insurance issued to AmFirst Bank shall constitute sufficient proof.

11. The Department reserves the right to amend, suspend, or withdraw its approval should any interim development occur prior to the effective date AmFirst Bank commences operations as a state bank, which the Department deems significant enough to warrant such action.

DATED this 30 day of November, 2015.



STATE OF NEBRASKA
DEPARTMENT OF BANKING AND FINANCE

By: Mark Quandahl
Mark Quandahl, Director

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