

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF BUSINESS REGULATION
DIVISION OF BANKING
1511 PONTIAC AVENUE, BLDG. 69-1
CRANSTON, RI 02920



DECISION AND ORDER

IN RE:

APPLICATION OF AAA SOUTHERN NEW ENGLAND BANK FOR APPROVAL
TO AMEND ITS AGREEMENT TO FORM

I. JURISDICTIONAL STATEMENT AND TRAVEL OF THE CASE

This matter came before the Department of Business Regulation (the "Department"), Division of Banking (the "Division") upon the application of AAA Southern New England Bank, a financial institution located at 110 Royal Little Drive, Providence, RI 02904 (the "Applicant") for approval to amend its agreement to form (the "Application"), pursuant to R. I. Gen. Laws §§19-1-3 and 19-2-10 as follows:

The paragraph entitled "First" is changed to state:

"That said financial institution to change the bank name to AAA Northeast Bank"

The Application was filed with the Division on February 9, 2015. Notice of the filing of the Application was published on the Department's website, during three consecutive weeks, specifically from March 12, 2015, through April 3, 2015. The Application was made available for public inspection and comment in the office of the Division from March 12, 2015, through April 3, 2015. No letters of comment or objection were received by the Division in connection with the Application during the comment period.

II. APPLICABLE LAW

a. Agreement to Form Standard

R. I. Gen. Laws §19-2-2 specifies the information that shall be contained in an agreement to form. R. I. Gen. Laws §19-1-1 defines agreement to form as an agreement to form a financial institution or an agreement to form a credit union. R. I. Gen. Laws §19-2-10 provides that any financial institution may, subject to the approval of the Director of Business Regulation ("Director") or the Director's designee, amend its agreement to form provided that no such amendment, change or alteration shall contain any provision which could not lawfully be contained in an original agreement to form under Title 19 filed at the time of applying for such amendment.

b. Community Reinvestment Act Standard

It has been the policy of the Director, in reviewing applications for state chartered institutions, to determine whether an applicant will adhere to Community Reinvestment Act ("CRA") standards. The principles inherent in CRA require institutions to address the credit needs of the communities they serve. Both the federal CRA, 12 U.S.C. §2901 *et seq.*, and the state CRA, R. I. Gen. Laws §19-9-4, are applicable. The Applicant provided the Community Reinvestment Act Statement of the bank which helps meet the consumer credit needs in the community it serves.

c. Insurance of Deposits

R. I. Gen. Laws §19-4-10 requires that any regulated institution that is permitted by law to receive deposits, except a financial institution prevented from accepting deposits by its by-laws or agreement to form, maintain federal deposit insurance.

III. FINDINGS OF FACT

Evidence was submitted to the Division in support of the Application which included responses to questions contained in the Application and various documents attached as exhibits to the Application, including the original signed: Articles of Amendment, and Unanimous Written Consent of the Board of Directors. Based upon the documentary evidence filed with the Division, the Director hereby makes the following findings of fact:

1. The Division received from AAA Southern New England Bank the Application pursuant to R. I. Gen. Laws §§19-1-3 and 19-2-10 on February 10, 2015.
2. The Division published a Notice of Application Filed during three consecutive weeks, specifically from March 12, 2015, through April 3, 2015, on the Department's website, in accordance with R. I. Gen. Laws §19-1-3.

3. The public inspection and comment period for the Application began on March 12, 2015, and ended on April 3, 2015 during which time the Application was available for public inspection and comment in the office of the Division. No letters of comment or objection were received by the Division in connection with the Application during the comment period.

4. The Applicant provided evidence that the vote taken to amend the Agreement to Form was performed in accordance with the Bylaws of the Applicant.

5. The Applicant provided a copy of its latest CRA Statement which evidences its intent to comply with CRA and non-discrimination laws and regulations and to address the communities' credit needs consistent with its past performance.

IV. CONCLUSIONS OF LAW

Based upon the evidence presented, including documentary evidence filed with the Division, the Director hereby makes the following conclusions of law:

1. The Director has jurisdiction over the Application for approval to amend a financial institution's agreement to form pursuant to R. I. Gen. Laws §§19-1-3 and 19-2-10.

2. The Applicant is both a financial institution and a regulated institution as defined in R. I. Gen. Laws §19-1-1.

3. The Notice of Application Filed satisfies the requirements of R. I. Gen. Laws §19-1-3 with respect to the publication of notice for the proposed amendment to the agreement to form.

4. The agreement to form, as amended, is in conformity with law.

5. The documentary evidence filed and presented with the Application satisfies all other statutory requirements of R. I. Gen. Laws Title 19 with respect to an amendment to an agreement to form.

6. The standard established in R. I. Gen. Laws §19-9-4 regarding credit needs of local communities will be satisfied by the proposed amendment.

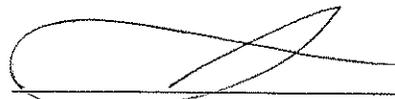
V. DECISION AND ORDER

Upon review and consideration of the documentary evidence in the record presented in this matter, it is hereby ORDERED:

That the Application of AAA Southern New England Bank to amend Article First of its

Agreement to Form, is hereby approved in accordance with, and with the general effect provided for in R. I. Gen. Laws §19-2-10, subject to Applicant filing with the Division within thirty (30) days of the date of this Decision and Order evidence that the original and duplicate originals of the Articles of Amendment have been filed with the Office of the Rhode Island Secretary of State.

ENTERED AS ADMINISTRATIVE ORDER NUMBER 15-12 OF THE DIRECTOR OF THE DEPARTMENT OF BUSINESS REGULATION AS OF THIS 20th DAY OF APRIL, 2015.



Macky McCleary, Director
State of Rhode Island
Department of Business Regulation