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BY THE FDIC

William P. Hayes
Chairman, President and CEO

2017 OCT -6 A 9:56

October 5, 2017

Mr. John F. Vogel, Regional Director
Federal Deposit Insurance Corporation
350 Fifth Avenue
New York, NY 10118

Subject: Interagency Bank Merger Act Application of Kish Bank to Purchase Certain
Assets of Benefit Management Group, Inc., located in Lewistown, Pennsylvania

Dear Mr. Vogel:

Enclosed for filing is an original of an Interagency Bank Merger Act Application of Kish Bank to purchase certain assets of Benefit Management Group, Inc., a Pennsylvania corporation located in Lewistown, Pennsylvania. Kish Bank will be establishing a Limited Purpose Banking Office upon the closing of the proposed transaction.

On behalf of Kish Bank we hereby request expedited processing of the application. Thank you for your consideration of this request.

As noted in the Application, the parties desire to complete the proposed transaction as soon as practicable. Also, as noted in the Application, Kish Bank will publish notice of filing of this Application on October 5, 17, and 30, 2017, in the Lewistown Sentinel, a newspaper of general circulation in the community in which the headquarters of Kish Bank is located. The office of Benefit Management Group, Inc., is also in the community served by the Lewistown Sentinel.

Notice in connection with this transaction is also being filed by Kish Bank with the Pennsylvania Department of Banking and Securities. We are requesting approval from the Pennsylvania Department of Banking and Securities to establish a Limited Purpose Banking Office. A copy of this request is attached as Exhibit 4.

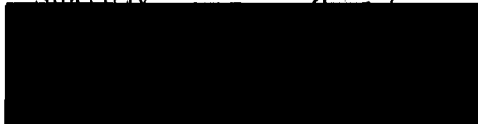
Request for Confidential Treatment

A portion of the supporting materials for the application is contained in a separately bound confidential volume. The materials labeled as Confidential Exhibits include pro forma and projected financial information and other information which is confidential and proprietary in nature. The public disclosure of this information would cause competitive harm to Kish Bank

and to Benefit Management Group, Inc. We respectfully submit that these materials are exempt from the disclosure requirements of the Federal Freedom of Information Act and regulations thereunder. We hereby request that the FDIC accord the separately bound materials labeled Confidential as such and that they not be made available for public inspection or copying.

Thank you for your consideration of this Application. If you have any questions or require anything further, please do not hesitate to contact me.

Sincerely,

A large black rectangular redaction box covers the signature area of the letter.

William P. Hayes
Chairman, President and CEO

Enclosures

Cc: Mr. Joe Moretz, Manager, Applications Division
Pennsylvania Department of Banking and Securities

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 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. 1815(d)(2)
<input type="checkbox"/> Nonaffiliate Combination	<input type="checkbox"/> Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 1815(d)(3)
<input checked="" type="checkbox"/> Other <u>Asset Purchase</u>	<input type="checkbox"/> Branch Purchase and Assumption	<input type="checkbox"/> 12 U.S.C. 215, 215a
	<input checked="" type="checkbox"/> Other <u>Asset Purchase</u>	<input type="checkbox"/> 12 U.S.C. 1815(a) Other _____

Applicant Depository Institution

Kish Bank		14969
_____ Name		_____ Charter/ Docket Number
Belleville	PA	17004
_____ City	_____ State	_____ ZIP Code

Target Institution

Benefit Management Group, Inc.		N/A
_____ Name		_____ Charter/ Docket Number
10 North Dorcas Street		
_____ Street		
Lewistown	PA	17044
_____ City	_____ State	_____ ZIP Code

Resultant Institution (if different than Applicant)

_____		_____
_____ Name		_____ Charter/ Docket Number
_____ Street		
_____ City	_____ State	_____ ZIP Code

Contact Person

Robert S. McMinn		EVP/General Counsel - Kish Bank
_____ Name		_____ Title/Employer
Belleville	PA	17004
_____ City	_____ State	_____ ZIP Code
814-641-9677 Ext. 8275		814-641-7402
_____ Telephone Number		_____ Fax Number

INTERAGENCY BANK MERGER ACT APPLICATION

1. Describe the transaction's purpose, structure, significant terms and conditions, and financing arrangements, including any plan to raise additional equity or incur debt.

General:

Kish Bank ("Kish"), a Pennsylvania chartered bank and trust company, is filing this Interagency Bank Merger Application pursuant to the requirements of 12 U.S.C. section 1828(c) in order to acquire certain assets of Benefit Management Group, Inc., a Pennsylvania corporation. Kish serves clients in Mifflin, Centre, and Huntingdon counties in central Pennsylvania. Kish Bank has for many years provided employee benefit services to business clients, particularly in the area of group medical insurance plans. These services have been provided through Kish Insurance, an independent insurance agency and wholly owned subsidiary of Kish Bank as well as through Kish Financial Solutions, the financial planning and investment services group within Kish Bank. In both cases, revenue associated with this activity has generated commissions on the sale of insurance products. As the complexity of this area of specialty has increased, our ability to deliver solutions has become more critical to existing and prospective clients.

This area of business activity is a part of the bank's overall strategy to build non-interest income and have a broad array of services available to clients in order to have multiple avenues through which Kish Bank can be connected to clients. In addition to building non-interest income, this strategy gives us the opportunity to build close working relationships with key client segments within the bank's market.

Purchase Transaction:

Consistent with our overall strategy in this regard, Kish Bank has entered into a definitive agreement to acquire the assets of Benefit Management Group, Inc. ("BMG"). BMG is a Pennsylvania corporation owned by Jeffrey Gum. Mr. Gum has provided employment benefit services to clients with a focus on group medical plans and voluntary benefit plans for over 20 years. BMG's office is located at 10 North Dorcas Street, Lewistown, Mifflin County, Pennsylvania.

Kish will acquire the assets of BMG with the exception of cash balances held in deposit accounts owned by BMG. Kish will enter into an employment agreement with Mr. Gum (the employment agreement is included with the Asset Purchase Agreement attached to this application). In addition, Kish will employ the other two employees of BMG. Kish will not assume BMG liabilities, except that Kish will assume the lease of the premises where BMG operates and will establish a Limited Purpose Banking Office at this location. The assets acquired and Mr. Gum's services as an employee of Kish will function as a business unit of Kish. Kish will incur no debt and will require no additional equity as a part of the transaction.

Anti-Money Laundering (AML) and Bank Secrecy Act (BSA) Record

Kish Bank focuses significant attention to its legal obligations to help combat money laundering activities and comply with Bank Secrecy Act requirements. Kish has a favorable track record of effective compliance in this regard.

Timing Considerations:

The Parties to the proposed transaction intend to complete the transaction promptly upon receipt of all required regulatory approvals.

Request for a reduction in any applicable Post-Approval Review period

The proposed transaction will not have an adverse impact on competition as no deposit or loan activities are involved in the proposed transaction. As a result, Kish Bank respectfully requests that, if a determination is made that this transaction is subject to Post-Approval Review, the FDIC recommend to the Attorney General of the United States that any such post-approval waiting period be limited to no more than 15 calendar days.

Request for Expedited Processing:

Kish Bank hereby requests that his Application be accorded expedited treatment.

Newspaper Publication:

In accordance with 12 C.F.R. sections 303.7 and 303.65, Kish Bank will publish notice of this Application on October 5, 2017, October 17, 2017, and October 30, 2017 in the Lewistown Sentinel, a newspaper of general circulation in the community in which Kish Bank is headquartered and where BMG has its office. The text of the legal notice is set forth as Exhibit 1 to this Application. Affidavits of publication will be furnished following the last publication.

2. 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 related documents, if applicable.

a. Executed Transaction Documents

A copy of the executed Asset Purchase Agreement, as amended, is attached as Confidential Exhibit 1. A copy of the lease to be assumed is attached as Confidential Exhibit 2.

b. Board of Directors Resolution

A copy of Kish Bank's Board of Directors resolution related to the proposed transaction is attached as Exhibit 2.

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

The business activity in which BMG engages is not new to Kish Bank, and in fact represents a business activity in which Kish has engaged for 20 years. The transaction does expand this area of activity for Kish. The proposed transaction is permissible under Pennsylvania and Federal law.

4. Describe any nonconforming or impermissible assets or activities that 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.

There are no nonconforming or impermissible assets or activities relative to the proposed transaction.

5. Provide the indicated financial information and describe the assumptions used to prepare the projected statements, including those about the effect of the merger transaction. Material changes between the date of the financial statements and the date of the application should be disclosed. If there are no material changes, a statement to that effect should be made.

See attached financial analysis including pro forma projections for the BMG transaction identified as Confidential Exhibit 3.

- a. Pro Forma Balance Sheet, as of the end of the most recent quarter and for the first year of operation after the transaction. 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. Goodwill and all other intangible assets should be listed separately on the balance sheet. Indicate the amortization period and method used for any intangible asset and the accretion period of any purchase discount on the balance sheet.
- b. Projected Combined Statement of Income for the first year of operation following consummation.
- c. Pro Forma and Projected Regulatory Capital Schedule, as of the end of the most recent quarter and for the first year of operation, indicating:
 - Each component item for Tier 1 (Core) and Tier 2 (Supplementary) Capital, Subtotal for Tier 1 and Tier 2 Capital (less any investment in unconsolidated or nonincludable subsidiaries), Total Capital (*include Tier 3 if applicable*).
 - Total risk-weighted assets.

- Capital Ratios: (1) Tier 1 capital to total risk-weighted assets; (2) Total capital to total risk-weighted assets; and (3) Tier 1 capital to average total consolidated assets (leverage ratio)

6. 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).

Attached is a list of directors and senior executive officers of Kish Bank as Exhibit 3. There will be no changes to the existing Kish Bank Board or senior executive officers as a result of the proposed transaction.

7. Describe how the proposal will meet the convenience and needs of the community. For the combining institutions, list any significant anticipated changes in services or products that will result from the consummation of the transaction. If any services or products will be discontinued, describe and explain the reasons.

Kish Bank is a full service commercial bank. Kish reviews opportunities to expand its products and services in a manner consistent with safety and soundness. Businesses operating in Mifflin, Centre and Huntingdon counties in rural Pennsylvania appreciate having professional services that support their businesses available locally. Kish with the addition of the proposed acquired assets and the employment of Mr. Gum will expand its capacity to provide services but will not add or discontinue products.

8. Discuss the programs, products, and activities of the Applicant or the Resultant Institution that will meet the existing or anticipated needs of its community(ies) under the applicable criteria of the Community Reinvestment Act (CRA) regulation, including the needs of low- and moderate-income geographies and individuals. 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 multi-state 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 combination, describe the specific actions, if any, that have been taken to address the deficiencies in the institution's CRA performance record since the rating.

Kish believes the expansion of employee benefit services will assist small employers, which in turn provide employment opportunities within a region of Pennsylvania that has a significant moderate and low income population.

9. The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 imposes additional considerations for certain interstate mergers between insured banks. Savings associations are not subject to 12 U.S.C. 1831u. If subject to these provisions, discuss authority; compliance with state age limits and host state(s) filing requirements; and applicability of nationwide and statewide concentration limits. In addition, discuss any other restrictions that the states seek to apply (including state antitrust restrictions).

Not applicable.

10. List all offices 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 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.

Concurrent with this application, Kish will request permission from the Pennsylvania Department of Banking and Securities to operate a Limited Purpose Banking Office at 10 North Dorcas Street, Lewistown, Pa. as Exhibit 4.

11. 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:

Insurance licenses necessary to provide life, health and disability insurance services are currently held by Kish Bank and Kish Insurance. Kish Bank will not become affiliated with a company engaged in insurance activities as result of the proposed transaction but will operate through the existing insurance licenses held by Kish Bank.

- a. The name of 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.

If a nonaffiliate transaction, the Applicant also must reply to items 12 through 14.

12. Discuss the effects of the proposed transaction on existing competition in the relevant geographic market(s) where Applicant and Target Institution operate. Applicant should contact the appropriate regulatory agency for specific instructions to complete the competitive analysis.

Not applicable.

13. 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 under 12 U.S.C. 1828(c)(1)) to mitigate competitive effects, discuss the timing, purchaser, and other specific information.

The proposed transaction is not for the purpose of mitigating competitive effects.

14. 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.

There are no management interlocking relationships that currently exist or will exist following consummation of the proposed transaction.

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 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 appropriate federal banking 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 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 5th day of October, 2017.

Kish Bank by
(Applicant)



(Signature of Authorized Officer)¹

William P. Hayes
(Typed Name)

Chairman, President and CEO
(Title)

Benefit Management Group by
(Target Institution)



(Signature of Authorized Officer)¹

Jeffrey Gum
(Typed Name)

President
(Title)

¹In multiple-step combinations, applicants should ensure that authorized officers of the combining institutions sign.

INTERAGENCY BANK MERGER ACT APPLICATION

Public reporting burden for this collection of information is estimated to average 30 and 18 hours for nonaffiliate and affiliate transactions, respectively, including the time to gather and maintain data in the required form, to review instructions, and to complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Office of the Executive Secretary, Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, DC 20429; Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551; Licensing Policy and Systems Division, Comptroller of the Currency, 250 E Street, S.W., Washington, DC 20219; or Corporate Activities Division, Office of Thrift Supervision, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project, Washington, DC 20503.

An organization or a person is not required to respond to a collection of information unless it displays a currently valid OMB control number.

GENERAL INFORMATION AND INSTRUCTIONS

Preparation and Use

This application is used to effect a transaction under section 18(c) of the Federal Deposit Insurance Act (FDIA), as amended (12 U.S.C. 1828(c)), and for national banks, 12 U.S.C. 215, 215a. This application is used for a merger, consolidation, or other combining transaction between nonaffiliated parties as well as to effect a corporate reorganization between affiliated parties (affiliate transaction).

An affiliate transaction refers to a merger, consolidation, other combination, or transfer of any deposit liabilities, between depository institutions that are controlled by the same holding company. It includes a business combination between a depository institution and an affiliated interim institution. Applicants proposing affiliate transactions are not required to complete questions 12 through 14 of this form.

All questions must be answered with complete and accurate information that is subject to verification. If the answer is "none," "not applicable," or "unknown," so state. Answers of "unknown" should be explained.

The questions in the application are not intended to limit the Applicant's presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. *Any such cross reference must be made to a specific cite or location in the documents, so the information can be located easily.* Supporting information for all relevant factors, setting forth the basis for Applicant's conclusions, should accompany the application. The regulatory agency may request additional information. Provide the approximate approval date needed to consummate.

For additional information regarding the processing procedures and guidelines and any supplemental information that may be required, please refer to the appropriate regulatory agency's procedural guidelines (i.e., *Comptroller's Licensing Manual*, the FDIC's Rules and Regulations [12 C.F.R. 303] and Statement of Policy on Bank Merger Transactions, or the OTS' *Application Processing Handbook*) or contact the agency directly for specific instruction. The Applicant may contact the agency directly for specific instruction or visit the website at www.fdic.gov, www.occ.treas.gov, www.ots.treas.gov, and www.federalreserve.gov.

Insurance Fund Conversions and Oakar Transactions

With the prior approval of the FDIC, Section 5(d)(2) of the FDIA (12 U.S.C. 1815(d)(2)) allows an insured depository institution to convert from a Bank Insurance Fund (BIF) member to a Savings Association Insurance Fund (SAIF) member or from a SAIF to a BIF member. Insurance fund exit and entry fees apply.

Section 5(d)(3) of the FDIA (12 U.S.C. 1815(d)(3)), pertaining to Oakar transactions, permits a direct merger or a purchase and assumption transaction by which a member of BIF or SAIF assumes deposits insured by the other insurance fund subject to the satisfaction of certain conditions.

If applying for approval of a transaction covered by either Section 5(d)(2) or 5(d)(3), check the appropriate box on Page 1 of this form.

Interim Charters and Federal Deposit Insurance

An interim state or federal depository institution charter may be used to facilitate a merger or consolidation. An interim institution is one that does not operate independently but exists, usually for a very short period of time, solely as a vehicle to accomplish a combination (for example, to facilitate the acquisition of 100 percent of the voting shares of an existing depository institution). The processing procedures and guidelines for chartering an interim institution may be found in the guidelines of the appropriate regulatory agency.

Applicants should contact the FDIC to discuss relevant deposit insurance requirements. An application for deposit insurance is not required in connection with a merger (other than a purchase and assumption) between a federally chartered interim institution and an existing FDIC-insured depository institution, including those instances in which the resulting institution is to operate under the charter of the federal interim institution. However, an application for deposit insurance is required if a state-chartered interim bank or savings association is to be insured. Mergers between an FDIC-insured institution and a noninsured institution are subject to FDIC approval under section 18(c)(1) of the FDIA (12 U.S.C. 1828(c)(1)).

In making its determination to grant deposit insurance under section 5(a) of the FDIA (12 U.S.C. 1815(a)), the FDIC will consider the factors enumerated in section 6 of the FDIA (12 U.S.C. 1816). If applying for deposit insurance under section 5(a), check the appropriate boxes on the top of Page 1 of this form and include with this application any additional relevant information.

Establishment of Branches and Branch Closings

This Interagency Bank Merger Act Application will be deemed to constitute an application pursuant to section 9 of the Federal Reserve Act (12 U.S.C. 321) in the case of state member banks, section 18(d) of the FDIA (12 U.S.C. 1828(d)) for other state-chartered banks, and 12 U.S.C. 36 for national banks to operate the Target Institution's branches.

If a branch is closed as a result of a merger, consolidation, or other combination, refer to the Interagency Policy Statement on Branch Closings and applicable law for branch closure notice requirements (12 U.S.C. 1831r-1).

Notice of Publication

An Applicant must publish notice of the proposed acquisition in a newspaper of general circulation in the community or communities in which the main office of each of the parties to the transaction is located (12 U.S.C. 1828(c)(3)). Contact the appropriate regulatory agency for the specific requirements of the notice of publication.

Electronic Submission

In addition to an original application and the appropriate number of signed copies, the regulatory agencies would like to have an electronic copy of the information in the application, especially of the financial projections. Submission of an electronic copy is voluntary. It will be used only for internal review and processing and will not be released to the public. The electronic copy may be provided on a computer diskette, using common word processing and spreadsheet software. For E-mail submissions, contact the appropriate regulatory agency for instructions and information about secure transmission of confidential material.

Confidentiality

Any Applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The Applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 U.S.C. 552). Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the application (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The Applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the application.

The Applicant should contact the appropriate regulatory agency for specific instructions regarding requests for confidential treatment. The appropriate regulatory agency will determine whether the information will be treated as confidential and will advise the Applicant of any decision to make available to the public information labeled as "Confidential."

COMPTROLLER OF THE CURRENCY

OFFICE OF THRIFT SUPERVISION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All OCC and OTS Applicants should provide the following supplemental information with their application:

15. If any of the combining institutions have entered into commitments with community organizations, civic associations, or similar entities concerning providing banking services to the community, describe the commitment.
16. If the Resultant Institution will not assume the obligations entered into by the Target Institution, explain the reasons and describe the impact on the communities to be affected.

If filing with the OCC:

17. Identify and state the activity of each subsidiary to be acquired. If acquiring a non-national bank subsidiary, provide the information and analysis of the subsidiary's activities that would be required if it were established pursuant to 12 C.F.R. 5.34 or 5.39.

If filing with the OTS:

17. Provide the information to satisfy the requirements of 12 C.F.R. 563.22(d)(1)(vi).

FEDERAL RESERVE SYSTEM

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

All FRB Applicants should provide the following supplemental information with their application:

15. If the pro forma consolidated assets of Applicant's parent holding company are less than \$150 million and parent company long-term debt will exceed 30 percent of parent company equity capital accounts on a pro forma basis, provide cash flow projections for the parent company which clearly demonstrate the ability to reduce the long-term debt-to-equity ratio to 30 percent or less within 12 years of consummation.

FEDERAL DEPOSIT INSURANCE CORPORATION

SUPPLEMENT TO INTERAGENCY BANK MERGER ACT APPLICATION

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

15. This section supplements question 12 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 (2 FDIC Law, Regulations, and Related Acts (FDIC) 5145).

Section 15 is not applicable to the proposed transaction.

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 may practically turn for alternative sources of banking services.

- (a) Prepare schedules for the Applicant Institution and Target Institution showing the total number of accounts and total dollar volume of deposits² 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).*
- (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.
- (c) Using the information collected in paragraphs (a) and (b), provide a narrative description of the delineated relevant geographic market(s).
- (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 traffic patterns. *Applicants may consult with the applicable FDIC Regional Office in*

² 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).

determining whether additional information is necessary.

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* (www.fdic.gov/databank); and distance and general direction from the nearest office of 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 non-depository institutions (for example, industrial loan companies, finance companies, and/or government agencies). For those institutions regarded as competing in the delineated relevant geographic market(s), provide name, address, and services supplied.

EXHIBIT 1

NOTICE OF PROPOSED ASSET PURCHASE

Kish Bank, of 4255 East Main Street, Belleville, Pennsylvania, 17004 is filing an Interagency Bank Merger Act Application with the Federal Deposit Insurance Corporation for consent to purchase certain assets of Benefit Management Group, Inc., of 10 North Dorcas Street, Lewistown, Pennsylvania, 17044. It is contemplated that Kish Bank will operate the acquired assets under the name "Benefit Management Group, a division of Kish Bank" to provide employee benefit services. Any person wishing to comment on this application may file his or her comments in writing with the Regional Director of the Federal Deposit Insurance Corporation at its regional office, 350 Fifth Avenue, Suite 1200, New York, New York 10118, not later than 30 days after the first publication of this notice, October 5, 2017.

The non-confidential portions of the application are on file at the appropriate FDIC Regional Office and are available for public inspection during regular business hours. Photocopies of the non-confidential portion of the application file will be made available upon request.

EXHIBIT 2

Resolution of the Board of Directors of

Kish Bank

At a meeting of the Board of Directors of Kish Bank duly called and held on July 27th, 2017, the following Resolution was adopted:

WHEREAS, the Board of Directors has determined that it is in the best interests of Kish Bank to employ Jeff Gum as Vice President and Managing Director of Kish Bank's Benefit Management activities and to acquire certain assets of Benefit Management Group, Inc. in conjunction with the employment of Mr. Gum.

NOW, THEREFORE, BE IT RESOLVED, that William P. Hayes, Chairman, President and Chief Executive Officer of Kish Bank, be hereby authorized and directed to take all actions deemed necessary to effectuate the approval set forth herein including, but not limited to such regulatory applications and filings as are appropriate.

I CERTIFY that the above Resolution was adopted at a meeting of the Board of Directors held on July 27, 2017; that the same has not been rescinded; that the number of duly elected and qualified Directors is nine; that the number of Directors attending said meeting was nine; and that nine voted in favor of the Resolution, zero voted against the Resolution, and zero abstained from voting on the Resolution.

SEAL


Asst. Secretary

EXHIBIT 3

Board of Directors of Kish Bank

William P. Hayes, Chairman
James J. Lakso, Vice Chairman
William L. Dancy, Secretary
Spyros A. Degleris, Member
Edward A. Friedman, Member
Paul G. Howes, Member
William S. Lake, Member
Paul H. Silvis, Member
Frances V. Vaughn, Member
George Woskob, Member

Senior Executives

William P. Hayes, Chairman, President and CEO
Gregory T. Hayes, Sr. EVP, Chief Operating Officer
Mark Cvrkel, EVP, Chief Financial Officer
Peter Collins, EVP, Chief Credit Officer
Robert S. McMinn, EVP, General Counsel
James J. Shilling, EVP, Chief Business Banking Officer
Richard Sarfert, EVP, Senior Lending Officer