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**STATE OF NEVADA
DEPARTMENT OF BUSINESS AND INDUSTRY
FINANCIAL INSTITUTIONS DIVISION**

1179 Fairview Drive, Suite 201
Carson City, Nevada 89701
(775) 687-5522

In Re:

**WESTERN ALLIANCE BANK,
PHOENIX, ARIZONA,
AN ARIZONA CORPORATION,

PETITIONER.**

**ORDER DENYING PETITION FOR
APPROVAL TO OPERATE THE
NEVADA BRANCHES OF A NON-
NEVADA BANK UNDER THE NAME
"BANK OF NEVADA"**

(Corrected)

The Nevada Department of Business and Industry, Financial Institutions Division (hereinafter "Division") hereby denies the request of Western Alliance Bank, Phoenix, Arizona (hereinafter "WAB") to operate its branches in Nevada under the name "Bank of Nevada."

JURISDICTION

1. The business of banking in the State of Nevada is governed by Title 55 of the Nevada Revised Statutes (hereinafter "NRS"), specifically Chapters 657-668 and Chapters 657-668 of the Nevada Administrative Code (hereinafter "NAC"). The Division has primary jurisdiction for the licensing and regulation of persons operating and/or engaging in the business of banking. NRS 658.015.

2. Pursuant to the authority vested by Chapters 657-668 of the NRS, the Division hereby makes the following Findings of Fact, Conclusions of Law, and Order.

FINDINGS OF FACT

3. Petitioner, WAB is incorporated under the laws of the State of Arizona and its resident agent is L and R Service Co., 40 N. Central Ave Suite 1500, Phoenix, Arizona 85004. WAB has been registered as a foreign corporation with the Nevada Secretary of State since January 27, 2011.

1 4. Bank of Nevada, which was a Nevada state-chartered bank incorporated under
2 the laws of the State of Nevada, was merged with and into WAB, an Arizona corporation, on
3 December 31, 2013 and the former Bank of Nevada locations became branches of WAB
4 operating in the State of Nevada.

5 5. On October 18, 2013, WAB submitted an Interagency Bank Merger Act
6 application (hereinafter "Merger Application") to the Division and the Federal Deposit
7 Insurance Corporation (hereinafter "FDIC") for merger of Bank of Nevada with and into WAB.
8 Said application indicated WAB's intent to continue to use the Bank of Nevada name, at the
9 related branch locations in Nevada, subsequent to the proposed merger.

10 6. On October 21, 2013, the Division met with a representative for both WAB and
11 the Bank of Nevada regarding the Merger Application at which the Division expressed its
12 concerns that the proposed merger and continued use of the Bank of Nevada name would be
13 contrary to NRS 657.058 and NRS 657.200. The Division also expressed the concern to be
14 consistent with the position it took when WAB similarly merged First Independent Bank of
15 Nevada into WAB, an Arizona state-chartered bank, in 2010. In that merger, WAB agreed to
16 change the name to "First Independent Bank."

17 7. On November 22, 2013 WAB submitted an amended Merger Application to the
18 FDIC and Division that stated it was WAB's decision not to use "Bank of Nevada" as a
19 regional trade name in Southern Nevada, and stated in said application that due to concerns
20 expressed by the Commissioner of the Division about use of the Bank of Nevada name
21 following the merger, WABs would operate all then current Bank of Nevada branches under
22 the name "Western Alliance Bank."

23 8. On December 16 and 18, 2013, WAB confirmed, to the FDIC and the Division,
24 its agreement with the terms and conditions proposed in connection with the proposed merger
25 of Bank of Nevada into WAB, as described in the Merger Application filed with the FDIC and
26 Division on October 18, 2013, as amended and re-submitted to the FDIC and Division on
27 November 22, 2013.

1 9. On December 20, 2013, the Division approved the above-referenced amended
2 Merger Application, in accordance with NRS 666.015, predicated upon the information
3 provided to the Division by WAB and subject to the terms and conditions stated in the
4 Division's December 20, 2013 approval letter issued in accordance with NRS 666.015 (6).
5 Specifically, approval Term and Condition No. 4 states:

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7 That as stated in the amended Application, the targeted marketing
8 campaign to notify Bank of Nevada customers and the public of
9 the merger and name change to "Western Alliance Bank" will
10 commence immediately after receiving all necessary regulatory
11 approvals for the bank merger, and that all language on branch
12 signage, relevant websites, and customer facing documents will be
13 changed to reflect the "Western Alliance Bank" name no later than
14 120 days after the merger consummation date.

15 10. On January 3, 2014, WAB confirmed that on December 31, 2013 Bank of
16 Nevada was merged into WAB and surrendered Bank of Nevada's state bank charter and all
17 related branch licenses. Consequently, WAB accepted the terms and conditions of the
18 merger approval.

19 11. On January 8, 2014, citing NRS 657.200, Western Alliance Bank, Phoenix,
20 Arizona requested the Division's approval to operate its branches in Nevada under the name
21 "Bank of Nevada." WAB cited the federal Interagency Statement on Branch Names dated
22 May 1, 1998 and FDIC Advisory Opinion 97-7 dated March 8, 1996 in its request.

23 12. Any finding of fact which is more properly construed as a conclusion of law shall
24 deemed as such.

25 CONCLUSIONS OF LAW

26 13. The relevant Nevada statutes prohibit WAB's use of the name "Bank of Nevada"
27 for its branches in Nevada. NRS 657.058 states, "'Nevada' when used to modify: 1. The word
28 'bank' or the term 'depository institution' means organized under the laws of this State; and..."
(emphasis added). WAB, an Arizona state-chartered bank incorporated in the State of

1 Arizona, cannot operate its branches in Nevada, *i.e.* the locations of the former Bank of
2 Nevada, under the name "Bank of Nevada" because WAB is not organized under the laws of
3 the State of Nevada and cannot use the term "Nevada" to modify the word "bank" as set forth
4 in NRS 657.058(1).

5 14. Nevada law prohibits a bank from using a name which may mislead or confuse
6 the public. NRS 657.200 states:

7 1. A financial institution must obtain the approval of the
8 Commissioner before using or changing a business name.

9 2. **A financial institution shall not:**

10 (a) **Use any business name** which is identical or similar to a
11 business name used by another financial institution or **which may**
12 **mislead or confuse the public.**

13 (b) Use any printed forms which may mislead or confuse the
14 public.

15 (emphasis added). WAB, an Arizona state-chartered bank incorporated in the State of
16 Arizona, cannot operate the locations of the former Bank of Nevada that became branches of
17 WAB under the name "Bank of Nevada" because the public would be confused or misled
18 into perceiving the Arizona bank as a Nevada bank. NRS 657.200(2)(a). Because WAB is
19 not organized under the laws of the State of Nevada, it cannot modify any name it uses with
20 the word "Nevada." NRS 657.058. WAB's use of the name "Bank of Nevada" for its
21 branches operating in Nevada is a misnomer, a misapplied and inappropriate use of the
22 name "Bank of Nevada" that would mislead or confuse the public into the perception that the
23 bank is still a Nevada state-chartered bank and regulated by the Division for consumer
24 protection and other purposes. Whereas use of the name "Western Alliance Bank," in
25 accordance with the terms of the Merger Application, clearly informs the public that the bank
26 is not a "Bank of Nevada".

27 15. As previously indicated, WAB cites to the federal Interagency Statement on
28 Branch Names dated May 1, 1998 and FDIC Advisory Opinion 97-7 dated March 8, 1996 in
its request to use the name "Bank of Nevada" for its branches operating in Nevada. Both
authorities cited are federal guidelines that give deference to state law. Interagency
Statement on Branch Names (May 1, 1998) (providing, "There may be state laws that need to

1 be considered with respect to operating under a trade name.”); FDIC Advisory Opinion 97-7
2 (March 8, 1996) (providing, “Ascertaining that the use of such name is permitted by the
3 institution's chartering law and/or obtaining the approval of the use of such name by the
4 primary federal regulator and, in the case of state chartered institutions, the state regulator.”).
5 These federal guidelines are primarily intended to ensure that customers are not misled to
6 believe they are dealing with two different institutions for purposes of FDIC insurance limits.
7 In addition, the guidelines do not indicate that state law is pre-empted in these matters.

8 16. The merger of Bank of Nevada with and into WAB was approved in accordance
9 with NRS 666.015 based upon the information, representations, warranties and commitments
10 provided to the Division and the FDIC by WAB in its amended Merger Application specifically
11 stating that it would operate the former Bank of Nevada branches under the name “Western
12 Alliance Bank.”

13 (a) The merger was approved as being in the public interest. NRS 666.015(3)(b) and
14 (6). As previously expressed, the misleading or confusing use of the name “Bank of Nevada”
15 by WAB is not in the public interest because use of the name misleads the public to believe
16 branches of an Arizona bank are genuinely a “Bank of Nevada”.

17 (b) The merger was also approved, in accordance with NRS 666.015(7)(d), on the basis
18 that it would not lessen competition substantially. The use of the “Bank of Nevada” name by
19 WAB lessens competition substantially because the misleading use of the name undermines
20 the market value of every genuine Nevada state-chartered bank, thereby disadvantaging the
21 competitive status of banks that are truly chartered by Nevada in the marketplace. In short,
22 customers who want to patronize Nevada state-chartered institutions will lose faith in the
23 system that allowed them to identify such institutions by name, and Nevada state-chartered
24 institutions will lose their distinct competitive appeal with this segment of the banking public.
25 Destroying the value of truly being a Nevada state-chartered institution is not in the public
26 interest. If non-Nevada chartered banks are allowed to use “Nevada” in their names, then the
27 value is lost by the Nevada state-chartered banking industry.

1 17. Any conclusion of law which is more properly construed as a finding of fact shall
2 be deemed as such.

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4 **ORDER**

5 IT IS HEREBY ORDERED that the petition of Western Alliance Bank, Phoenix, Arizona
6 to operate its Nevada branches under the name "Bank of Nevada" is hereby DENIED.

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8 DATED this 5th day of February, 2014.

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11 STATE OF NEVADA
12 DEPARTMENT OF BUSINESS AND INDUSTRY
13 FINANCIAL INSTITUTIONS DIVISION

14 By:


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16 George E. Burns,
17 Commissioner
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CERTIFICATE OF SERVICE

I certify that I am an employee of the State of Nevada, Department of Business and Industry, Financial Institutions Division, and that on February 5, 2014, I deposited in the U.S. mail, postage prepaid, via First Class Mail and Certified Return Receipt Requested, a true and correct copy of the foregoing **ORDER DENYING PETITION FOR APPROVAL TO OPERATE THE NEVADA BRANCHES OF A NON-NEVADA BANK UNDER THE NAME "BANK OF NEVADA"**, addressed as follows:

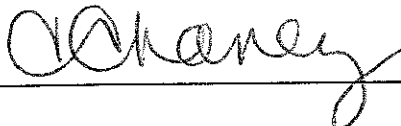
Western Alliance Bank
Randall S. Theisen – General Counsel
One E. Washington Street, Suite 1400
Phoenix, AZ 85004

Certified Mail: 7013 1090 0000 1702 9479

L and R Service Co.
Attention: Resident Agent – Western Alliance Bank
40 N. Central Ave Suite 1500
Phoenix, Arizona 85004

Certified Mail: 7013 1090 0000 1702 9486

DATED this 5th day of February, 2014


By: 

1 **APPEAL RIGHTS**

2 If a review of this Order is desired, Respondent must appeal to the State Board of
3 Finance within fifteen (15) days from the date the Order is issued. NRS 658.125 ("Any bank
4 aggrieved by any decision or order issued by the Commissioner or any member of the
5 Commissioner's staff must appeal to the State Board of Finance if a review of the decision or
6 order is desired."). The Division shall be served with a copy of any appeal filed on behalf of
7 Respondent.

8
9 DATED this 5th day of February, 2014.

10 STATE OF NEVADA
11 DEPARTMENT OF BUSINESS AND INDUSTRY
12 FINANCIAL INSTITUTIONS DIVISION

13 By: 
14 GEORGE E. BURNS,
15 Commissioner
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