

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

**COMMUNITY BANCORP /VT**

CIK: **718413** | IRS No.: **030284070** | State of Incorporation: **VT** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-16435** | Film No.: **071295623**  
SIC: **6021** National commercial banks

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 4, 2007

(Date of Report - Date of earliest event reported on)



Vermont  
(State of Incorporation)

000-16435  
(Commission File Number)

03-0284070  
(IRS Employer Identification No.)

Derby Road, Derby, Vermont  
(Address of Principal Executive Offices)

05829  
(Zip Code)

Registrant's Telephone Number: (802) 334-7915

Not Applicable

(Former name, former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17CFR 203.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events.

On December 7, 2007, Community Bancorp. (the “Company”) issued a joint press release with LyndonBank, Lyndonville, Vermont and National Bank of Middlebury, Middlebury, Vermont (“Middlebury”) announcing that the Company’s wholly-owned subsidiary, Community National Bank (“Community National”) and Middlebury have entered into a definitive Purchase and Assumption Agreement for the sale to Middlebury of the Vergennes branch of LyndonBank. The parties had signed a letter of intent in October regarding the proposed branch sale. The parties expect that the branch sale will close immediately following completion of Community National’s previously announced merger with LyndonBank, on or about December 31, 2007.

Under the Purchase and Assumption Agreement, it is contemplated that Middlebury will assume all of the deposits booked at LyndonBank’s Vergennes branch and will purchase certain branch loans and fixed assets, including the real estate. The Agreement also contains customary representations, warranties, covenants and conditions to closing. As of October 22, 2007, there were approximately \$9.7 million in deposits booked at the branch.

Completion of the branch sale is conditioned on completion of the Community National–LyndonBank merger, and receipt of approval by the Office of the Comptroller of the Currency. The Community–LyndonBank merger has already received the required shareholder and regulatory approvals, including antitrust clearance from the U.S. Department of Justice.

The joint press release is filed as Exhibit 99.1 to this report.

Additional information about the proposed merger of Community National and LyndonBank is contained in the Company’s current report on Form 8-K filed with the Commission on August 2, 2007.

Item 9.01. Financial Statements, Proforma Financial Information and Exhibits.

- (a) Inapplicable.
- (b) Inapplicable.
- (c) Inapplicable.
- (d) Exhibits.

The following exhibit, referred to in Item 8.01 of this report, is filed, herewith:

Exhibit 99.1 - Text of press release, dated December 7, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMUNITY BANCORP.

DATED: December 4, 2007

/s/ Stephen P. Marsh

Stephen P. Marsh,  
President & Chief Operating Officer  
(Chief Financial Officer)

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**COMMUNITY BANCORP., LYNDONBANK AND NATIONAL BANK OF MIDDLEBURY ANNOUNCE EXECUTION OF  
AGREEMENT  
FOR BRANCH SALE**

December 7, 2007

DERBY, LYNDONVILLE AND MIDDLEBURY, VT – Community Bancorp. (OTCBB: CMTV), the holding company for Community National Bank (“Community National”), LyndonBank (Pink Sheets: LYSB) and National Bank of Middlebury (“Middlebury”), announced today that they have signed a definitive Purchase and Assumption Agreement for the purchase by Middlebury of the Vergennes branch office of LyndonBank immediately following completion of the planned merger of LyndonBank with and into Community National. The parties expect these transactions to close on or about December 31, 2007.

Under the terms of the Purchase and Assumption Agreement, Middlebury will assume all of the deposits booked at LyndonBank’s Vergennes branch and will purchase certain branch loans and fixed assets, including the real estate. The Agreement contains customary representations, warranties, covenants and conditions to closing. As of October 22, 2007, there were approximately \$9.7 million in deposits booked to the Vergennes branch.

The parties had signed a letter of intent in early October outlining the material terms of the transaction.

Completion of the branch sale is subject to regulatory approval. It is also contingent on completion of the Community National – LyndonBank merger, for which regulatory and shareholder approvals have already been obtained.

**About Community National Bank**

Headquartered in Derby, Vermont, Community National Bank is an independent bank and wholly-owned subsidiary of Community Bancorp. that has been serving its communities since 1851, with offices located in Derby, Derby Line, Island Pond, Barton, Newport, Troy, St. Johnsbury, Montpelier and Barre. As of September 30, 2007, Community Bancorp.’s total consolidated assets, deposits and net loans were approximately \$350.8 million, \$302 million and \$253.1 million, respectively.

**About LyndonBank**

Founded in 1884 and headquartered in Lyndonville, Vermont, LyndonBank serves customers through 7 banking offices and offers a variety of products for consumers, businesses, government agencies, and non-profit organizations. As of September 30, 2007, LyndonBank’s total assets, deposits and net loans were approximately \$156.6 million, \$123.2 million and \$112 million, respectively.

**About National Bank of Middlebury**

National Bank of Middlebury is a community bank and wholly-owned subsidiary of Middlebury National Corporation, founded in 1831 and headquartered in Middlebury, Vermont. It serves customers through its four full service offices in Middlebury and Bristol in Addison County and Brandon in Rutland County. As of September 30, 2007, Middlebury National Corporation’s total consolidated assets, deposits and net loans were approximately \$217.5 million, \$179 million and \$156.3 million, respectively.

For more information, please contact Richard C. White, Chairman and CEO, Community Bancorp. (802) 334-7915; Stephen P. Marsh, President and COO, Community National Bank (802) 334-7915; Charles W. Bucknam, President and CEO, LyndonBank (802) 626-1111; or G. Kenneth Perine, President and CEO, National Bank of Middlebury (802) 388-4982.



