

Financial Subsidiary Combined Certification and Notice

Date

Licensing Manager, District
Comptroller of the Currency
Address
City, State, ZIP Code

Re: Financial Subsidiary Certification and Notice for (insert name of bank),
Bank Charter Number

Dear Licensing Manager:

(Insert name and location of bank), hereby files its "Financial Subsidiary Certification and Notice" pursuant to 12 CFR 5.39(b)(ii)(2).

In accordance with these provisions, (insert name and address of bank) certifies that (insert name of bank) and each of its depository institution affiliates (insert or provide list of names and addresses of depository institution affiliates) is well capitalized and well managed as defined by 12 CFR 5.39(d)(11) and (12), respectively.

(Insert name of financial subsidiary) will (describe the activity(ies) to be performed by the financial subsidiary and cite the authority permitting the activity to be conducted.

(If performing insurance activities (including brokers/dealers selling annuities that are considered insurance products under state law), describe the type of insurance activity the financial subsidiary is engaged in and has present plans to conduct, and list for each state the lines of business for which the company holds a resident license or charter, as applicable.)

Regarding the establishment (or investment in) of the financial subsidiary, the Bank certifies that:

- It will remain well capitalized after deducting the aggregate amount of the bank's outstanding equity investment, including retained earnings, in its financial subsidiaries from the assets and tangible equity from the bank and deducting such investment from its total risk-based capital (this deduction shall be made equally from Tier 1 and Tier 2 capital, and
- It meets the eligible debt requirement of 12 CFR 5.39(g)(32), if applicable.

The Bank represents that:

- The activities of (insert name of Financial subsidiary) are considered "financial in nature" or are permitted to be conducted in a financial subsidiary, pursuant to 12 CFR 5.39(e), and

- The aggregate consolidated total assets of the (insert name of financial subsidiary) do not exceed the lesser of (i) 45 percent of the total assets of the Bank, or (ii) \$50 billion. (This \$50 billion limit is subject to adjustment according to an indexing mechanism established jointly by the Secretary of the Treasury and the Federal Reserve Board.)

I certify that the information contained in this filing has been examined carefully by me and is true, correct, and complete, and is current as of the date of this submission. I acknowledge that any misrepresentation or omission of a material fact may subject me to legal sanctions provided by 18 USC 1001.

If you have any questions, contact (name, address, city, state, ZIP Code) at (telephone number).

Sincerely,

—Signature—

Name and Title