

After-the-Fact Notice—Equity Investment

Date

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

Re: Notice of Equity Investment, Bank Charter Number

Dear Licensing Manager:

This letter provides notice that on (insert date) we made a noncontrolling investment (insert either directly or through the name of operating subsidiary).

We are eligible for the after-the-fact notice process for the investment we have made for the activity (insert one of the two bullets listed below):

- Listed at 12 CFR 5.34(e)(5)(v)(___) (insert the appropriate activity cite A-Y), or
- The activity is substantially the same as cited by OCC precedent ___ (cite precedent), and the activity will be conducted under the same terms and conditions as stated in such precedent.

The name and address of the subsidiary are: (insert, if applicable).

The activity being conducted is: (insert complete description of the activity).

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

The activity will be performed at the: (insert main office, branch office, or other location).

The investment is: Amount \$ _____
Percent of Bank Capital _____

In connection with the investment, the Bank represents that:

- The bank is well capitalized and well managed; and
- The bank will account for its investment under the equity or cost method of accounting.

- The bank's loss exposure is limited, as a legal and accounting matter, and the bank does not have open-ended liability for the obligations of the enterprise.

The following information is provided to describe how:

- The bank can prevent the enterprise from engaging in activities not contained in 12 CFR 5.34(e)(5)(v) or in published OCC precedent approving a noncontrolling investment by a national bank or its operating subsidiary, or how the bank has the ability to withdraw its investment (insert appropriate description), and
- The investment is convenient and useful to the bank in carrying out its business and not a mere passive investment unrelated to the bank's banking business (insert complete description).

The bank represents and undertakes that the proposed activity is being conducted and will continue to be conducted according to the OCC policies contained in guidance issued for this activity.

(The enterprise in which the bank is investing) agrees to be subject to OCC supervision and examination, subject to the limitations and requirements of 12 USC 1820a and 1831v.

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 constitutes fraud in the inducement and 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