

### Merger With Nonbank Subsidiary Or Affiliate

Date

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

Re: Merger of (nonbank subsidiary or affiliate name) with and into (national bank name),  
Charter No. (insert number)

Dear Licensing Manager:

The *(insert bank name)* seeks approval to merge with its nonbank subsidiary or affiliate,  
*(insert name)*, pursuant to Section 1206 of the Financial Regulatory Relief and Economic  
Efficiency Act of 2000 (12 U.S. C. Section 215a-3).

*[If the bank must file an Interagency Bank Merger Act Application (BMA) with the FDIC,  
enclose a copy of the BMA with this letter. Applicants need not list (separately) any  
information detailed in the BMA. Uninsured applicants, such as trust banks, only need file  
this letter with the OCC.]*

*At a minimum, the letter should cover:*

- Name and location of target nonbank subsidiary or affiliate.
- A complete description of the activities of the nonbank subsidiary or affiliate including:
  - Organizational structure
  - Management
  - Relationship between the target and the national bank
  - Any other pertinent information.
- Pro forma balance sheet and capital projections for the resulting bank if:
  - The acquisition represents a new activity or product line, or
  - The revenue or asset size of the target is 50 percent or more of the national bank.
- Legal authority under state law for the merger.
- Secretary's certification of shareholder approval (from both the target and the national bank.)
- Request for new branch(es), including legal authority if issues arise.
- Request for investment in bank premises, if applicable.

We request OCC action on this application no later than (date).

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

Sincerely,

-Signature-

Name and Title

Enclosures (if applicable): Secretary's Certification  
BMA Application  
Pro Formas