

## **PRIVACY ACT STATEMENT**

The Federal Deposit Insurance Act (12 U.S.C. §§1819, 1821, and 1823) and Executive Order 9397 authorize the collection of this information. The FDIC will use this information in the marketing of assets, to identify qualified potential purchasers and to solicit bids for assets. Submitting this information to the FDIC is voluntary. Failure to submit all of the information requested could result in your inability to bid on or purchase assets held by the FDIC. The information provided by individuals is protected by the Privacy Act, 5 USC §552a. The information may be furnished to third parties as authorized by law and in accordance with any of the other routine uses described in the FDIC Potential Bidders List (FDIC-30-64-0019) System of Records. A complete copy of this System of Records is available at <http://www.fdic.gov/regulations/laws/rules/2000-4050.html#fdic200030--64--0019>. If you have questions or concerns about the collection or use of the information, you may contact the FDIC's Chief Privacy Officer at [Privacy@fdic.gov](mailto:Privacy@fdic.gov).

## **ESTIMATED REPORTING BURDEN**

Public reporting burden for this collection is estimated to average 30 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding the burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Paperwork Reduction Act, Legal Division, FDIC, Washington, D.C. 20429; and to the FDIC Desk Officer, Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503. Any comments should reference OMB Control No. 3064-NEW. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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Federal Deposit Insurance Corporation  
**COVERED FINANCIAL COMPANY ASSET SALES  
PURCHASER ELIGIBILITY CERTIFICATION**

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Sale Number(s):

The purpose of the Purchaser Eligibility Certification is to identify Prospective Purchasers who are not eligible to purchase assets of a covered financial company from the Federal Deposit Insurance Corporation under the laws and regulations governing such sales. Completion of the Purchaser Eligibility Certification, **without modification**, is a prerequisite to any such purchase.

### **DEFINITIONS**

**Associated Person.** An Associated Person of a Prospective Purchaser who is an individual is (1) the Prospective Purchaser's spouse or dependent child or any member of the immediate household, (2) a partnership in which the Prospective Purchaser is or was a general or limited partner, (3) a limited liability company of which the Prospective Purchaser is or was a member, or (4) a corporation of which the Prospective Purchaser is or was an officer or director. An Associated Person of a Prospective Purchaser that is an entity is (1) any individual or entity that, acting individually or in concert with one or more individuals or entities, owns or controls 25 percent or more of the Prospective Purchaser, or (2) a manager or general partner of the Prospective Purchaser.

**Covered Financial Company.** The term "covered financial company" means (1) a financial company for which a determination has been made under 12 U.S.C. § 5383(b) and (2) does not include an insured depository institution.

**FDIC.** FDIC means the Federal Deposit Insurance Corporation.

**Prospective Purchaser.** A Prospective Purchaser is any individual or entity that has made or intends to make an offer to purchase assets of a Covered Financial Company from the FDIC. For all purposes of this Certification, an "entity" includes any entity with a legally independent existence, including, without limitation, a trustee; the beneficiary of at least a 25% share of the proceeds of a trust; a partnership; a limited liability company; a corporation; an association; or any other organization or society.

**Substantial Loss.** A Substantial Loss is: (1) any debt or duty to pay money owed to the FDIC or a Covered Financial Company, including any guarantee of any such debt or duty, that is delinquent for ninety (90) or more days and on which there remains an outstanding balance of more than \$50,000; (2) an unpaid final judgment in excess of \$50,000 regardless of whether it becomes forgiven in whole or in part in a bankruptcy proceeding; (3) a deficiency balance following a foreclosure of collateral in excess of \$50,000, regardless of whether it becomes forgiven in whole or in part in a bankruptcy proceeding; or (4) any loss in excess of \$50,000 evidenced by an IRS Form 1099-C (Information Reporting for Cancellation of Debt).

### **ELIGIBILITY CERTIFICATION**

The undersigned hereby certifies that all of the following statements are true, correct and complete when made and will be true at closing of the sale:

- A. Officers or Directors of Financial Companies.** Neither the Prospective Purchaser nor any of its Associated Person(s) has ever participated as an officer or director of a financial company that has become a Covered Financial Company or of an affiliate of such company in a material way in one or more transactions that have caused a Substantial Loss to a Covered Financial Company. A Prospective Purchaser has participated in a “material way in one or more transactions that have caused a Substantial Loss to a Covered Financial Company” if, in connection with such Substantial Loss, the Prospective Purchaser has been found in a final determination by a court or administrative tribunal, or is alleged in a judicial or administrative action brought by the FDIC or a primary financial regulatory agency or by any component of the government of the United States or of any state (1) to have violated any law, regulation or order issued by a federal or state regulatory agency, or breached or defaulted on a written agreement with a federal or state regulatory agency, or breached a written agreement with a Covered Financial Company; or (2) to have breached a fiduciary duty owed to a Covered Financial Company.
- B. Removal or Prohibition from Participation in the Affairs of a Financial Company.** Neither the Prospective Purchaser nor any of its Associated Person(s) has been removed from, or prohibited from participating in the affairs of, a financial company pursuant to any final enforcement action by the FDIC or any primary financial regulatory agency.
- C. Pattern or Practice of Defalcation.** Neither the Prospective Purchaser nor any of its Associated Person(s) has engaged in more than one transaction with the intent to cause a loss, or with reckless disregard for whether such transactions would cause a loss, to any Financial Company, where the transactions, in the aggregate, caused a Substantial Loss to one or more Covered Financial Companies.
- D. Convicted of Certain Crimes.** Neither the Prospective Purchaser nor any of its Associated Person(s) (1) has been convicted of committing or conspiring to commit any offense under Section 215, 656, 657, 1005, 1006, 1007, 1008, 1014, 1032, 1341, 1343 or 1344 of Title 18 of the United States Code affecting any Covered Financial Company; *and* (2) has defaulted on any debt or duty to pay money (including any guarantee) owed to the FDIC or any Covered Financial Company to such an extent that a judgment has been rendered in favor of the FDIC or the property securing the debt has been foreclosed on.
- E. Prohibited from Purchasing Insured Depository Institution Assets.** Neither the Prospective Purchaser nor any of its Associated Person(s) are prohibited from purchasing the assets of a failed insured depository institution from the FDIC under 12 U.S.C. § 1821(p) or 12 C.F.R. Part 340.
- F. If Seller Financing Is Used.** Neither the Prospective Purchaser nor any of its Associated Person(s) (1) has defaulted on any debts or duties to pay money (including any guarantee) to the FDIC or a Covered Financial Company that, in the aggregate, exceed \$1,000,000, to such an extent that a judgment has been rendered in favor of the FDIC or the property securing the debt has been foreclosed on; *and* (2) has made any fraudulent misrepresentations in connection with any of these debts or duties to pay money. *This representation is not required, and has no effect, if the Prospective Purchaser does not finance any portion of the purchase price through financing offered by the FDIC.*
- G. Transactions Structured to Circumvent this Certification.** Neither the identity nor form of the Prospective Purchaser, nor any aspect of the contemplated

transaction, has been created or altered with the intent, in whole or in part, to allow an individual or entity who otherwise would be ineligible to purchase assets from the FDIC to benefit directly or indirectly from the proposed transaction.

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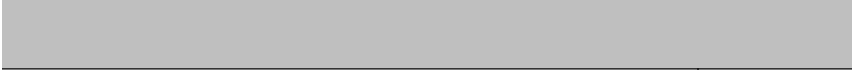
**PROSPECTIVE PURCHASER INFORMATION**

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Name of Prospective Purchaser	Tax ID Number or SSN
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Please Check Applicable Box:

Individual    Partners    LLC    Corporation    Trust    Other (*specify*)  
hip   n



Physical Street Address ( <i>for overnight delivery</i> )		City	State or Province
Country	ZIP Code	Contact Person and Title	
Telephone Number	Fax Number	Email Address	

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this

\_\_\_\_\_ day  
of \_\_\_\_\_

PROSPECTIVE PURCHASER

\_\_\_\_\_  
[Print Name of Prospective Purchaser]\_\_\_\_\_  
[Signature]\_\_\_\_\_  
[Print Name and Title of Authorized Signatory]**Notice Concerning Legal Action**

Any person who knowingly or willfully makes false or fraudulent statements or disclosures in connection with this Certification will be referred to the FDIC's Office of Inspector General and/or the appropriate law enforcement officials for investigation and legal enforcement and may be subject to fines and/or imprisonment (18 U.S.C. §§ 1001, 1007 and 1014).