

Notice: Conversion of Preferred Stock

Date

Director for District Licensing
Comptroller of the Currency
Street Address
City, State, ZIP Code

Re: Conversion of Preferred Stock, Charter Number (*insert*)

Dear Director:

The (*bank name*) notifies you according to 12 CFR 5.46 that its capital structure changed by converting preferred stock to common stock.

I certify that (number) shares of the convertible preferred stock of the (bank) having a par value of \$ (amount) per share have been received in exchange for (number) shares of the common stock of the bank having a par value of \$ (amount) per share and that, upon the Comptroller of the Currency's certification, such change will increase (or decrease) the aggregate amount of outstanding common (or preferred) stock from \$ (amount) to \$ (amount), and (if applicable,) increase (or decrease) the aggregate amount of capital surplus from \$ (amount) to \$ (amount) as detailed in the enclosed capital schedules (for assistance, see the "Optional Worksheet to Assist in the Risk-Based Capital Ratio Computation" included in the Consolidated Reports of Condition and Income).

I declare that the changes in the (*bank name*) capital structure comply fully with all applicable laws and regulations.

President, Vice President, or Cashier

Subscribed and sworn to before me this _____ day of _____, 20__.

State of _____

County of _____

(SEAL OF NOTARY)

Notary Public

If you have questions, contact (*name, address, city, state, ZIP Code*) at (*telephone and FAX number*) or e-mail address (*insert address*)

Sincerely,

—Signature—

Name and Title

Enclosure: Secretary's Certificate