

**After-the-Fact Notice—Satisfaction of DPC
Other Equity Investments—National Banks
Pass-Through Investments—Federal Savings Associations**

General Information and Instructions

Preparation and Use

This notice is used by well capitalized and well managed national banks and federal savings associations for certain investments in entities holding assets in satisfaction of debts previously contracted. National banks file pursuant to 12 CFR 5.36(g)(1), and federal savings associations file pursuant to 12 CFR 5.58(g)(1) no later than 10 days after making the other equity investment or pass-through investment. A national bank or a federal savings association will be referred to as “bank” or “applicant.”

All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” should be explained.

The questions in the notice are not intended to limit the applicant’s presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross-reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant’s conclusions, should accompany the application. The regulatory agency may request additional information.

This notice form collects information that the Office of the Comptroller of the Currency (OCC) will need to evaluate the investment notice. The OCC must consider the applicable regulatory requirements set forth above when reviewing this notice. For additional information regarding statutory and regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, refer to the OCC’s procedural guidelines in the *Comptroller’s Licensing Manual*. The applicant may contact the OCC directly for specific instruction or visit the OCC’s Web site at www.OCC.gov.

Submission

In addition to an original notice and the appropriate number of signed copies, submit an electronic copy of the information in the notice, especially of the business plan’s financial projections, if applicable. For e-mail submissions, contact the OCC for instructions and information about secure transmission of confidential material.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the notice must submit a request in writing with the notice. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the notice. Contact the OCC for any further questions regarding requests for confidential treatment.

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Applicant

Name Charter no.

Current street address

City County State Zip code

Parent Company Identifying Information (if applicable)

Name

Street

City State Zip code

Contact Person

Name Title

Employer

Street

City State Zip code

Telephone no. Fax no. E-mail address

1. Overview

- a. Provide the following information:
 - Name of investment enterprise
 - Street
 - City, state, and zip code
 - Date of investment: (mm/dd/yyyy)
 - Investment amount: \$

- Percent of total capital: %
- Aggregate book value of all equity or pass-through investments to total capital: %
- Investment made
 - directly.
 - through an operating subsidiary.

2. Other Information

- a. Describe in detail (1) the investment in the enterprise and the activities conducted; and (2) how the bank plans to divest the other equity investment or pass-through investment or the underlying assets within applicable statutory time frames.

OCC CERTIFICATION

In connection with the investment, the bank certifies that (a) The activities of the enterprise will be conducted pursuant to the same terms and conditions as would be applicable if the activity were conducted directly by the bank; (b) It is well capitalized and well managed as of the time of its investment; and (c) The proposed activity is being conducted and will continue to be conducted according to the OCC policies contained in guidance issued for this activity.

I certify that the bank's board of directors, shareholders or a designated official has authorized the filing of this notice. I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

President or other authorized officer

Typed name

Title

Employer