

Financial Subsidiary—National Bank Notice

General Information and Instructions

Preparation and Use

This notice is used by a well capitalized and well managed national bank to request approval to acquire control of, or hold an interest in, a financial subsidiary or to commence a new activity in an existing financial subsidiary under 12 USC 24a and 12 CFR 5.39(i)(1)(ii). The bank has previously submitted a Financial Subsidiary Certification under 12 CFR 5.39(i)(1)(i).

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 notice. 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 a financial subsidiary notice. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when acting on this notice. For additional information regarding these 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.

**Financial Subsidiary—National Bank
Notice**

Applicant

Name	Charter no.
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Current street address

City	County	State	Zip code
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Parent Company Identifying Information (if applicable)

Name

Street

City	State	Zip code
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Contact Person

Name	Title
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Employer

Street

City	State	Zip code
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Telephone no.	Fax no.	E-mail address
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1. Overview

Name of financial subsidiary:

- In conformance with 12 CFR 5.39, the bank has
- acquired control of, or holds an interest in, a new financial subsidiary.
 - commenced a new authorized activity in an existing financial subsidiary.

2. Description of investment and activity in detail:

3. Cite the specific authority permitting the activity to be conducted. Where the authority relied on is an agency order or interpretation under section 4(c)(8) or 4(c)(13), respectively, of the Bank Holding Company Act of 1956, a copy of the order or interpretation should be attached.
4. The following demonstrates that the aggregate consolidated total assets of all financial subsidiaries of the bank do not exceed the lesser of (i) 45 percent of the total assets of the bank, or (ii) \$50 billion (or the increased level established by the Secretary of the Treasury and the Board of Governors of the Federal Reserve System):
5. Is this the initial affiliation of the bank with a company engaged in insurance activities (including a broker dealer selling annuities that are considered insurance products under state law)?

Yes No

If yes, describe the type of insurance activities that the company is engaged in and has present plans to conduct:

For each state in which the company holds an insurance license, indicate the lines of business, the state where the subsidiary holds a resident license or charter, and the type of license (enter additional lines as needed):

- a. Line of business:
State:
Type of license:
- b. Line of business:
State:
Type of license:
- c. Line of business:
State:
Type of license:

OCC CERTIFICATION

Regarding the establishment of (or investment in) the financial subsidiary, the bank certifies that:

- The information contained in the Financial Subsidiary Certification submitted on (mm/dd/yyyy) remains valid.
- It will remain well capitalized after deducting the aggregate amount of the bank's outstanding equity investment, including retained earnings, in its financial subsidiaries from its total assets and tangible equity and deducting such investment from its total risk-based capital (this deduction shall be made equally from Tier 1 and Tier 2 capital).
- If applicable, it meets the eligible debt requirement of 12 CFR 5.39(g)(3).
- That the activities of the above named financial subsidiary are considered "financial in nature" and incidental to a financial activity, pursuant to 12 CFR 5.39(e).

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