

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

General Information and Instructions

Preparation and Use

This notice is used by a well capitalized and well managed national bank to make other equity investments pursuant to 12 CFR 5.36(e) or by a well capitalized and well managed federal savings association to make pass-through investments pursuant to 12 CFR 5.58(e). The notice is to be filed no later than 10 days after making the 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. Include 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. Provide a complete description of the investment and the activity.

3. The activity in which the investment was made is

- listed at 12 CFR 5.34(e)(5)(v) cite (A-FF) as an activity eligible for notice by an operating subsidiary of a national bank.
- OR
- listed at 12 CFR 5.38(e)(5)(v) cite (A-S) as an activity eligible for expedited review by an operating subsidiary of a federal savings association.

substantially the same as cited in published OCC precedent approving a non-controlling investment by national bank or its operating subsidiary and the activity will be conducted under the same terms and conditions as stated in such precedent. Cite OCC precedent.

OR

substantially the same as former, non-rescinded OTS opinions relating to pass-through investments of federal savings association or its operating subsidiary and the activity will be conducted under the same terms and conditions as stated in such opinion. Cite opinion.

4. Describe how (1) bank can prevent the enterprise from engaging in activities not contained in 12 CFR 5.34(e)(5)(v) for national banks and in 12 CFR 5.38(e)(5)(v) for federal savings associations or not contained in published OCC precedent (or non-rescinded OTS opinions) approving an other equity investment or pass-through investment by a bank or its operating subsidiary, or how the bank otherwise has the ability to withdraw its investment; and (2) the investment is convenient and useful to the bank in carrying out its business and not a mere passive investment unrelated to the bank's banking business.

5. Include a copy of the draft or final operating agreement or similar document.

6. 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

In connection with the investment, the bank certifies that:

- It is well capitalized and well managed as of the time of its investment.
- Its loss exposure is limited as a legal matter and it does not have open-ended liability for the obligations of the enterprise.
- The enterprise in which the bank is investing agrees to be subject to OCC supervision and examination and subject to the limitations and requirements of 12 USC 1820a and 1831v.
- 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