

Application to Acquire a Federal Branch or Agency

Type of Proposal (Check the appropriate box and describe the transaction.)

- | | |
|--------------------------------------|--|
| <input type="checkbox"/> Merger | <input type="checkbox"/> Consolidation |
| <input type="checkbox"/> Acquisition | <input type="checkbox"/> Similar Transaction |

Description of the proposal: _____

Resulting Foreign Bank Identifying Information

Foreign Bank Name: _____
(exact corporate title of bank)

Address: _____
(headquarters office address of foreign bank, city, state, country)

Country in which foreign bank is organized: _____

Date of incorporation of foreign bank: _____

Federal Branch or Agency Identifying Information

License No. _____

Name of Federal Branch or Agency: _____
(exact name of the proposed United States office)

Address _____

City _____ County _____ State _____ ZIP Code _____

Mailing Address _____

City _____ County _____ State _____ ZIP Code _____

Representative Information

Name _____

Address _____

City _____ State _____ ZIP Code _____

Phone No. _____ Fax No. _____
(include country code and area code as applicable)

Proposed Officers

Will current management at the federal branch or agency be changed following the acquisition of the parent foreign bank? Yes No

If "yes," please provide the following:

The proposed general manager is _____.

Other proposed officers and their titles _____

Biographical and experience information for each is attached.

Streamlined Application

Is the application being filed by or on behalf of a foreign bank that is currently operating banking offices in the United States? Yes No

If "yes," provide the most recent United States supervisory rating(s) for each of the resulting bank's United States offices.

Are any of the institutions under current OCC supervision? Yes No

If "yes," did the applicant receive permission to submit a streamlined application? Yes No

If "yes," to the previous three questions under this section of the application, do not complete questions 1 and 2 under General Information. In addition, do not provide responses to any other questions, if NE LIC is so advised through pre-filing consultations.

Publication Information

Is the current federal branch or limited federal branch insured by the FDIC? Yes No

If "no," go to the General Information section. If "yes," attach an explanation regarding the disposition of the FDIC-insured deposits.

General Information

Note: Questions with an asterisk (*) may be omitted in streamlined submissions.

1.* Provide a brief history of the resulting foreign bank applicant, including:

- Current and expected ranking by asset size in the home country.
- Number of offices operated domestically and internationally.
- Type(s) of business conducted primarily by the bank and its subsidiaries. Comment on any areas of specialization, including nonbanking and fiduciary business.
- Ownership and corporate structure.
- Home country supervision.

- Provide a list of all business, commercial, or financial enterprises that the resulting foreign bank controls or will control through ownership of more than 25 percent of the stock, or otherwise, and that the bank presently operates or intends to operate within the United States.
- 2.* If the resulting foreign bank is owned or controlled by another foreign bank, also provide the information requested in question 1 for the ultimate parent foreign bank.
 3. If applicable, describe how other offices of the resulting foreign bank, including those in offshore banking centers, will be managed or controlled through the federal branch or agency.
 4. If the appropriate United States regulator has informed the foreign bank applicant that its existing United States operations are considered to be in less than satisfactory condition, the applicant should discuss why it should be permitted to expand its United States presence, notwithstanding that condition.
 5. Discuss any secrecy laws or other impediments that exist that could hinder the resulting foreign bank applicant (and its ultimate parent, if any) from providing information to the OCC, as needed, to determine and enforce compliance with United States law. If impediments exist, explain how the resulting foreign bank applicant plans to provide the OCC with adequate assurances of access to such information.
 6. Describe any planned changes in the federal branch's or agency's policies, procedures, and internal and external audit measures and how those changes will ensure continued compliance with United States law.

Ownership/Management

7. Include a list of any legal entities, persons, or group(s) of persons that own or influence a controlling interest in the resulting foreign bank. An organization chart may be submitted if it portrays accurately the foreign bank's corporate structure and includes the percentage of ownership and names of the various legal entities.

For those persons, groups of persons, or legal entities listed, provide the following information:

- For persons—countries of citizenship, other enterprises owned or controlled, biographical information, present addresses, and references. Include the number and percentage of shares owned, controlled, or held with power to vote, including those held by the person's spouse and dependents.
- For corporations—countries of incorporation, ownership, other enterprises owned or controlled, and a brief description of the type(s) of business in which each corporation is engaged. Include the number and percentage of each class of the foreign bank applicant's shares owned, controlled, or held with power to vote by the corporation.

- For sovereign governments or entities of sovereign governments— information on how and to what extent the government controls the normal business functions of the foreign bank applicant; the services the applicant bank provides to the general public on behalf of the government; and the duties and functions the applicant bank provides for, or on behalf of, the sovereign government. Include the number and percentage of each class of the applicant's shares owned, controlled, or held with power to vote by the government.
8. If management at the federal branch or agency will change, provide biographical reports, or in streamlined submissions a resume, detailing the relevant experience of each of the three proposed senior officers and the principal foreign exchange trader, if any.
 9. Provide details of criminal offenses involving, or supervisory actions against, any member of the board of directors of the resulting foreign bank, or any officer, employee, or advisory member of the proposed federal branch or agency, who has been convicted of a criminal offense involving dishonesty or breach of trust in any court of any sovereign nation or instrumentality thereof.
 10. Discuss how the resulting foreign bank will serve as a source of financial and managerial strength for the federal branch or agency. If the resulting foreign bank's home country maintains foreign exchange restrictions or other capital export controls, detail the limitations that such restrictions or controls would place on the bank's ability to serve as a source of strength for its United States banking interests.

Financial Resources and Future Prospects

11. Provide the ending date of the resulting foreign bank's fiscal year, and two copies of each of the following financial reports in English and denominated in United States dollars:
 - The latest annual reports of the resulting foreign bank and the merging foreign banks, if different from the resulting bank.
 - Parent only and consolidated balance sheets, showing separately each principal group of assets, liabilities, and capital accounts as of the end of the most recent fiscal quarter and for the comparable quarter of the preceding year. Include information on all contingent liabilities (for example, standby and commercial letters of credit, guarantees, commitments to grant or purchase loans and securities, and contracts to purchase/sell foreign exchange).
 - Parent only and consolidated profit and loss statements, showing separately each principal source of revenue and expense, year-to-date through the end of the most recent fiscal quarter, the comparable quarter of the preceding year, and for the most recent three fiscal years.
 - On a consolidated basis, a breakdown of risk-based assets as of the end of the most recent fiscal quarter, showing each principal group of on- and off-balance sheet assets and the relevant risk weights. Also,

identify the components of tier 1 and tier 2 capital under the risk-based capital guidelines and provide calculations of the applicant's tier 1 and total capital to risk-based assets.

12 CFR 3 outlines the accounts the OCC considers as capital. Describe those items on the resulting foreign bank's balance sheet that correspond to the indicated capital accounts in 12 CFR 3, and explain where they are presently carried on the annual statement of condition.

- Current information that will enable the OCC to judge the quality of the resulting foreign bank's assets. The information should be presented for the consolidated organization and, if available, include, but not be limited to:
 - Delinquencies.
 - Nonaccrual assets.
 - Assets acquired in satisfaction of debts previously contracted.
 - Loans with reduced interest charges.

Applicant's definitions of the previously mentioned terms should be provided.

Financial statements may be prepared according to local accounting practices. However, an explanation of the accounting terminology and the major features of the accounting standards used to prepare the financial statements must be provided and explained further when they differ from International Accounting Standards. Fiscal financial statements must be certified by an independent and reputable auditing firm.

12. Comment on how and from what sources the federal branch or agency will be funded.

Home Country Supervision

13. Provide the name(s) of the person(s) to contact in the office of the home country bank supervisory authority or similar government agency, who can respond to questions about the applicant bank. If the foreign bank or its subsidiaries offer services, such as insurance or securities, which are regulated by a supervisor other than the bank supervisor, also provide an appropriate contact person. Include names, titles, addresses, and telephone and facsimile numbers (including country and city code).

Corporate Papers and Legal Opinions

14. Attach and make a part of this application copies, in English, of the resolution(s) adopted by the applicant bank's governing board for:
 - Authorization for bank officer(s) or agent/representative to file this application.
 - A designation of a representative(s) or bank officer(s), who will be permitted to sign the application and a delegation to them of authority to represent the board fully in all matters regarding this application.

- The resulting foreign bank's agreement to conduct its operation in the United States in full compliance with any provisions of any United States laws that apply to national banks and that prohibit discrimination against any person on the basis of race, color, religion, sex, marital status, age, or national origin.
 - The executed acquisition agreement (in English).
 - The executed bank filer form "Conditions for Initial and Additional Establishment."
15. Attach and make a part of this application an opinion of United States counsel that the proposal complies with relevant state laws and a letter from the resulting foreign bank's foreign legal counsel, certifying that the proposed acquisition complies with the applicable laws of the home country.

Other Information

16. If a change in information systems is planned for the federal branch or agency, describe the scope and nature of the change, the planned location of the data processing facility and equipment, and the name and location of the planned data processing service company.

Certifications

I certify that the information contained in this filing has been examined carefully by me and is true, correct, and complete, and is current as of the date of the submission. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001.

I acknowledge that approval of this application is in the discretion of the OCC. Actions or communications, whether oral, written, or electronic, by the OCC or its employees in connection with this filing, including approval of the application, if granted, do not constitute a contract, either express or implied, or any other obligation binding upon the OCC, other federal banking agencies, the United States, any other agency or entity of the United States, or any officer or employee of the United States. Such actions or communications will not affect the ability of any federal banking agency to exercise its supervisory, regulatory, or examination powers under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of a federal banking agency or of the United States.

Executed the _____ day of _____, _____.

(Signature)

(Typed name and title of foreign bank representative)

Attachments: (as applicable)*

- Board of directors' authorization to bank representative
- Streamlined submission supporting information
- Newspaper publication copy or certification
- General information about the resulting bank, such as its ownership, corporate structure, and home country supervision
- Biographical information on proposed new officers
- Consolidated financial reports for resulting foreign bank applicant, in English and United States dollars
- A strategic plan, describing how the federal branch or agency will fit into the resulting foreign bank's global and United States strategy
- A legal opinion, certifying that the proposed United States operations following the acquisition, merger, or consolidation will comply with United States laws and regulations
- Fiduciary powers request
- Conditions for Initial and Additional Establishment

*No attachments are required for information that relates to questions in the application that may be omitted in a streamlined submission.