

Financial Subsidiary—National Bank Certification

General Information and Instructions

Preparation and Use

This certification is used by a well capitalized and well managed national bank at any time to advise the Office of the Comptroller of the Currency (OCC) that the bank intends 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)(i). The bank will file a separate notice under 12 CFR 5.39(i)(1)(ii) to seek approval at a later date.

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 certification 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 certification. The regulatory agency may request additional information.

This certification form collects information that the OCC will need to evaluate a financial subsidiary filing. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when reviewing this certification. 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 certification and the appropriate number of signed copies, submit an electronic copy of the information in the certification, 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 certification must submit a request in writing with the certification. 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 certification (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 certification. 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	

Name of Each Depository Institution Affiliate

OCC CERTIFICATION

Regarding the establishment of (or investment in) the financial subsidiary, the bank certifies that in accordance with these provisions, the bank and each of its depository institution affiliates is well capitalized and well managed, as defined by 12 CFR 5.39(d)(11) and (12), respectively, and has not received a rating of less than “satisfactory” at its most recent CRA examination.

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