

**FINANCIAL SUBSIDIARY CERTIFICATION AND NOTICE**

**NATIONAL BANK IDENTIFYING INFORMATION**

**Charter No.:**

**Bank Name (exact corporate title):**

**Street Address:**

**City:**

**County:**

**State:**

**ZIP:**

**Name of each depository institution affiliate:**

**Name of financial subsidiary:**

**CONTACT PERSON**

Requests for additional information or other communications should be directed to:

**Name:**

**Title:**

**Street Address:**

**City:**

**State:**

**ZIP:**

**Phone:**

**Fax:**

**E-mail:**

**NOTICE DETAILS**

The bank is filing a "Financial Subsidiary Certification and Notice" pursuant to 12 CFR 5.39(i)(2).

In conformance with 12 CFR 5.39, the bank has:

- Acquired control of, or hold an interest in, a new financial subsidiary.
- Commenced a new authorized activity in an existing financial subsidiary.

Description of investment and activity in detail:

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 is attached.

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 Federal Reserve Board):

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):

1) Line of Business:

State:

Type of License:

2) Line of Business:

State:

Type of License:

3) Line of Business:

State:

Type of License:

#### CERTIFICATION AND SIGNATURE

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.
- 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).

The Bank represents 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 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 notice 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 notice, 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.

**Signature:** \_\_\_\_\_

**Print or type Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Date:** \_\_\_\_\_