

Financial Subsidiary—National Bank Combined Certification and Application

General Information and Instructions

Preparation and Use

This form is used by a well capitalized and well managed national bank to file a combined certification and application 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)(2). The certification should be filed at least five business days before acquiring control of, or holding an interest in, a financial subsidiary, or commencing a new activity in an existing subsidiary.

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 combined certification and application are not intended to limit the filer’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 filer’s conclusions, should accompany the application. The regulatory agency may request additional information.

This form collects information that the Office of the Comptroller of the Currency (OCC) will need to evaluate a combined financial subsidiary certification and application. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when reviewing this filing. 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 filer may contact the OCC directly for specific instruction or visit the OCC’s website at www.occ.gov.

Submission

The OCC requests that the filing be submitted electronically. The OCC’s electronic filing system, called the Central Application Tracking System (CATS) is accessed through BankNet, the OCC’s secure website for communicating with and receiving information from banks. For more information about filing through CATS, including BankNet registration instructions and CATS user manuals, refer to the Licensing Division home page on the OCC’s website. For email submissions, contact the OCC for instructions and information about secure transmission of confidential material.

Confidentiality

Any filer desiring confidential treatment of specific portions of the filing must submit a request in writing with the application. The request must discuss the justification for the requested treatment. The filer'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 filing (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The filer should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the combined certification and application. Contact the OCC for any further questions regarding requests for confidential treatment.

**Financial Subsidiary—National Bank
Combined Certification and Application**

Filer

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

Name of each depository institution affiliate:

Name of financial subsidiary:

In conformance with 12 CFR 5.39, the bank intends to
 acquire control of, or hold an interest in, a new financial subsidiary.
 commence 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:

- 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 5.3, 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).
- 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 application. I certify that the information contained in this application 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 application, any attachments to it, and any other documents or information provided in connection with this application 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