

## **Issuance of Subordinated Debt Notice**

### **General Information and Instructions**

#### **Preparation and Use**

This notice may be used by national banks and federal savings associations (collectively, banks, or individually, bank or applicant). This notice informs the Office of the Comptroller of the Currency (OCC) that a national bank has issued a subordinated debt note under 12 CFR 5.47 and that the bank requests OCC notification that the subordinated debt qualifies as tier 2 capital. An eligible federal savings association must submit this notice to inform the OCC that it has issued, or intends to issue, subordinated debt to be included in tier 2 capital under 12 CFR 5.56.

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 citation 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 notice. The OCC may request additional information.

This notice form collects information that the OCC will need to evaluate the reason for, and the impact of, an issuance of subordinated debt. The OCC must consider the applicable regulatory requirements set forth above when acting on this notice. For additional information regarding the 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 instructions or visit the OCC’s Web site at [www.occ.gov](http://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.

## Issuance of Subordinated Debt Notice

### Applicant

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Name

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Current street address

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City

State

Zip code

### Parent Company Identifying Information (if applicable)

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Name

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Street

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City

State

Zip code

### Contact Person

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Name

Title

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Employer

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Street

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City

State

Zip code

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Telephone no.

Fax no.

E-mail address

Overview: Please provide the pertinent information and answer all applicable questions.

1. Purpose and description of the issuance
2. Date of issuance
3. Dollar amount of issuance and, if applicable, date of receipt
4. Terms of issuance

5. Provide a copy of the bank's Subordinated Note<sup>1</sup> or Indenture and Agreement, where applicable. Discuss how the proposed terms are consistent with applicable regulations.

6. Does the bank plan to sell the subordinated debt to another bank?

Yes  No

If yes, provide the name and location of the purchasing bank.

7. Did the bank certify that the funds have been fully paid-in (in cash and not in promissory notes or other evidences of debt)?

Yes  No  NA (not yet issued)

If yes, provide date of certification.

If no, indicate when the funds will be certified and why they have not been certified.

If NA, indicate when the funds will be received and when the funds will be certified and why they have not been certified.

8. Does the issuance comply with all applicable laws and regulations?

Yes  No

If no, explain why not.

9. Is the bank currently subject to a capital plan filed with the OCC?

Yes  No

If yes, has the capital plan been approved by the OCC?

Yes  No

If yes, does the capital plan allow for the issuance of subordinated debt?

**NOTE: Discuss and confirm any change in the bank's capital category and the legal lending limit with your supervisory office.**

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<sup>1</sup> See the [sample note template](#) that is for national banks only for inclusion as Tier 2 capital or see the [sample note template](#) for non-inclusion.

## OCC CERTIFICATION

**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.

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President or other authorized officer

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Date

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Typed name

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Title

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Employer