

Bank Service Company Notice

General Information and Instructions

Preparation and Use

This notice is used to request prior approval under 12 USC 1861–1867 and 12 CFR 5.35 for a national bank or a federal savings association to invest in the equity of a bank service company or to perform new activities in an existing bank service company. A national bank or a federal savings association is referred to as “bank” or “filer.”

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 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 filer’s conclusions, should accompany the notice. The regulatory agency may request additional information.

This notice form collects information that the Office of the Comptroller of the Currency (OCC) will need to evaluate a bank service company notice. The OCC must consider the applicable statutory requirements set forth above, as well as applicable regulatory requirements, when acting on this notice. 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.

Notice of Publication

Generally, public notice under 12 CFR 5.8 does not apply to a bank service company notice, unless the OCC determines that the notice presents a significant or novel policy, supervisory, or legal issue where a public notice is considered necessary. A public notice also may be required where a bank service company notice is accompanied by a second notice that requires a publication notice under 12 CFR 5.8. In this instance, a public notice describing the entire transaction may be necessary to ensure the public has a full understanding of the entire transaction.

If a notice is required, the filer must publish notice of the proposed bank service company in a newspaper of general circulation in the community or communities in which the filer proposes to engage in business. The OCC will provide specific requirements for the notice of publication.

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 notice must submit a request in writing with the notice. 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 notice (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 notice. Contact the OCC for any further questions regarding requests for confidential treatment.

Bank Service Company Notice

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

The filer requests approval to

- invest in the capital stock of a bank service company.
- perform a new activity in an existing bank service company.

2. Name and address of bank service company:

Name

Street

City

State

Zip code

Country

3. To determine permissibility, completely describe the investment and the activity to be performed, the percentage of control by each investing bank, the organizational structure, management, and relationships between the bank and the subsidiary, and any significant effect that the bank service company will have on the bank's condition and earnings.

Include a copy of the draft or final operating agreement or similar document.

4. Cite the specific authority permitting the activity to be conducted or specifically state the preapproved activity listed in 12 CFR 5.34(f)(5)f or 12 CFR 5.38(f)(5) for which approval is requested. Where the authority relied on is in published OCC precedent or former, non-rescinded Office of Thrift Supervision opinions, attach a copy of the document.

5. The bank service company will perform only those services each investing depository institution shareholder or member is authorized to perform and will perform such services only at locations in a state in which each such shareholder or member is authorized to perform the activities directly.

Yes No

6. If no, has the Board of Governors of the Federal Reserve System approved an exception to this requirement?

Yes No

If no, explain:

7. Proposed investment amount: \$
Percent of total bank capital: %
Pro forma aggregate investment in bank service companies: \$
Pro forma percent of total assets: %

8. Is the notice eligible for the expedited review process under 12 CFR 5.35(f)(2)?

Yes No

9. 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:

10. For each state in which the company holds or will hold an insurance license, indicate the lines of business, the state where the subsidiary holds or will hold 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

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