

Prepayment of or Material Changes to Existing Subordinated Debt Application

General Information and Instructions

Preparation and Use

This application seeks approval from the Office of the Comptroller of the Currency (OCC) to prepay subordinated debt under 12 CFR 5.47 (national banks) and 12 CFR 5.56 (federal savings associations) (collectively, banks, or individually, bank or applicant). All national banks and federal savings associations must submit this application to prepay subordinated debt that is included in tier 2 capital. National banks that are not eligible banks must submit this form to prepay subordinated debt that is not included in tier 2 capital. Eligible national banks must submit this form to prepay subordinated debt that is not included in tier 2 capital only if the bank will not continue to be an eligible bank after the transaction, the OCC has previously notified the bank that prior approval is required, prior approval is required by law, or the amount of the prepayment is equal to or greater than 1 percent of the national bank's total capital, as defined in 12 CFR 3.2.

A national bank must seek approval to make any material changes to existing subordinated debt. For material changes to existing subordinated debt of a national bank refer to 12 CFR 5.47.

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 application 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 application. The regulatory agency may request additional information.

This application form collects information that the OCC will need to evaluate the reasons for, and the impact of, prepayment of the subordinated debt. The OCC must consider the applicable regulatory requirements when acting on this application. For additional information regarding these regulatory requirements and any supplemental information that may be required, refer to the OCC's guidance 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.

Notice of Publication

Generally, public notice under 12 CFR 5.8 does not apply to prepayment of subordinated debt, unless the OCC determines that the application 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 prepayment of subordinated debt, is accompanied by a second application 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 applicant must publish notice of the proposed prepayment of subordinated debt in a newspaper of general circulation in the community or communities in which the applicant proposes to engage

in business. The OCC will provide specific requirements for the notice of publication.

Submission

In addition to an original application and the appropriate number of signed copies, submit an electronic copy of the information in the application, 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.

Required filings be submitted through the OCC's electronic filing system, called the Central Application Tracking System (CATS), which allows applicants to complete and submit certain filings online. Some forms can be completely filled out online, while other forms and supporting documents may be completed offline and uploaded individually. can also Contact the OCC for instructions and information about submission of filings through the CATS system.

Confidentiality

Any applicant desiring confidential treatment of specific portions of the application must submit a request in writing with the application. 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 application (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 application. Contact the OCC for any further questions regarding requests for confidential treatment.

Prepayment of or Material Changes to Subordinated Debt Application

Applicant**Charter No.:**

Name

Street Address

City

State

Zip Code

Parent Company Identifying Information (if applicable):

Name

Street Address

City

State

Zip Code

Contact Person:

Name

Title

Employer

Street Address

City

State

Zip Code

Phone No.

Fax No.

E-mail

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

1. Discuss the reasons for the prepayment or material changes to existing subordinated debt.

(This field will expand to fit the text that is entered)

2. Describe all proposed material changes to the existing subordinated debt document and provide a copy of the revised subordinated debt note.

3. Original amount of issuance, terms of the prepayment, and prepayment amount.

4.

5. For prepayments, source of funds for the prepayment.

6. Include pro forma analysis of the change in the equity accounts and capital ratios.

(This field will expand to fit the text that is entered)

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

Yes

No

Has the capital plan been approved by the OCC?

- Yes No

If yes, does the capital plan allow for the prepayment of or material changes to subordinated debt?

- Yes No

8. If the payment is in the form of a call option, explain why the bank believes that following the proposed prepayment, it would continue to hold an amount of capital commensurate with its risk.

(This field will expand to fit the text that is entered)

9. If the capital plan requires the bank to replace the subordinated debt with a capital instrument that meets the criteria for tier 1 or tier 2 capital under 12 CFR 3.20:.

a. Dollar amount of replacement instrument:

b. Time frame for issuance of replacement instrument:

c. If replacing with a new subordinated debt has the OCC approved the issuance. If not, when does the bank plan to seek OCC approval?

10. **Submit a copy of the subordinated debt note the bank is pre-paying and any other applicable subordinated debt documents**

11. For material changes to existing subordinated debt, discuss whether the proposed changes comply with all applicable laws and regulations. Submit a copy of the revised note and all other applicable documents.

12. Does the prepayment of or the material change in subordinated debt comply with the applicable statutes and regulations, including the subordinated debt requirements specified under 12 CFR 5.47 (national banks) or 12 CFR 163.80 and 5.56 (federal savings associations)?

If no, please explain why not.

(This field will expand to fit the text that is entered)

Desired action date:

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

OCC CERTIFICATION

In connection with the proposed prepayment of subordinated debt application, the bank certifies that:

- The proposed of subordinated debt is consistent with law, regulations, and OCC policy.prepayment
- If appropriate, the proposed of subordinated debt complies with the bank's capital plan.prepayment

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. Additionally, I agree to notify the OCC if the facts described in the filing materially change prior to receiving a decision or at any time prior to consummation of the action contemplated herein.

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 denial of the application or revocation of its approval, 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 approval of this application is in the discretion of the OCC. The activities and communications by OCC employees in connection with the filing, including approval of the application if granted, 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

Date

Typed Name

Title

Employer