

## Request for After-the-Fact Approval

Date

Deputy Comptroller  
International Banking and Finance  
Office of the Comptroller of the Currency  
250 E Street, SW  
Washington, DC 20219

Dear Deputy Comptroller:

The undersigned, representing a foreign banking corporation, hereby requests permission to apply for an after-the-fact approval from the Office of the Comptroller of the Currency (OCC) to acquire a (federal branch/ limited federal branch/federal agency). The proposed acquisition will become effective on (date).

**[Briefly explain the transaction expected to result in the acquisition.]**

I hereby certify that the resulting foreign bank's board of directors, or a designated official, has authorized me to make the following commitments about this request:

- C The resulting bank (will comply with the OCC application procedures within a reasonable period of time/has already submitted an application).
- C The resulting bank agrees to abide by the OCC's decision on the application, including a decision to terminate activities of the federal branch or agency.

A copy of the authorization is attached. In the event the OCC does not grant this request for an after-the-fact approval, we agree to delay consummation until the application is submitted and approved.

Please contact (representative's name) at the address and telephone number listed in the application if you have any questions about the enclosed application.

Sincerely,

Signature

Name and Title Typed

Enclosure: Authorization

## Application Instructions

The OCC accepts a copy of an application form, notice, or report submitted to another federal regulatory agency that covers the proposed action and contains substantially the same information as would be required by the OCC. An applicant might be able to file an abbreviated application, if it meets certain requirements contained under the Acquisitions section of the Federal Branches and Agencies booklet of the *Comptroller's Corporate Manual*.

The application includes:

- C Resulting bank's consolidated financial statements.
- C General information about the resulting bank, such as its ownership, corporate structure, and home country supervision.
- C A strategic plan describing how the federal branch or agency will fit into the resulting foreign bank's global and U.S. strategy.
- C Biographical information on the federal branch or agency management, if current management is replaced.
- C A legal opinion certifying that the proposed U.S. operation will comply with domestic and foreign laws following the acquisition.

The OCC may conduct background investigations on senior officers of the federal branch or agency, if current management is replaced and on senior officers of the foreign bank, if the OCC is unfamiliar with the resulting foreign bank (see "Background Investigations" booklet of the manual).

Application processing may be delayed because of a public hearing request, a special analysis or investigation, or an additional information request.

## Filing

The applicant should send the original and one copy of the application to IBF. (See sample (Acquisitions — Document) Inquiries about the preparation and filing of the application should be directed to IBF at (202) 874-4730.

## Completing the Application

Applicants may:

- Use the sample application documents.
- Provide the necessary information by attaching additional 8 ½" x 11" pages.
- Incorporate information by reference to other applications filed with the OCC

or other federal regulators.

The applicant must provide complete and reliable information in English. If a question is not applicable to the specific proposal, so state. Financial information on the federal branch or agency should be submitted in U.S. dollars and prepared, when required, in the format provided. Financial information on the resulting foreign bank may be prepared in accordance with accounting principles of its home country and converted into U.S. dollars at the exchange rate prevailing on the date that the financial statements are provided. However, since a federal branch or agency is allowed to use the total capital accounts of its parent foreign bank in determining limitations and restrictions, the resulting foreign bank must describe its capital structure in terms that equate to U.S. banking standards. Such information facilitates an assessment of capital adequacy.

The OCC may also require certain information from the applicant during the processing of the application. The applicant may supplement the required information with additional relevant data at any time during the processing.

If no changes will occur in the activities, services, or balance sheet of the current U.S. federal branch or agency following the acquisition, so state. In such instances, submission of financial data on the existing federal branch or agency is not required.

## Confidential Treatment of Information

The applicant must state completely the reasons for any request for confidentiality of information in the application. Determinations on questions or requests for confidentiality and discretion in releasing information under the Freedom of Information Act reside with the OCC. Copies of annual reports to shareholders and information normally available to the public in the applicant's home country will not be considered confidential. However, financial disclosures extending beyond that normally available in the home country will generally, upon specific request, be held in strict confidence, as will biographical information on persons to be associated with the federal branch or agency.

## Publication Requirement

Publication is required only if the existing federal branch is insured by the FDIC. In such instances, publication is required in a newspaper of general circulation in the federal branch's community, on the date of the filing or as soon as practicable before or after filing the application (see Sample Public Notice—Documents).