

Application Cover Letter (State-to-Federal License)

Date

Deputy Comptroller
International Banking and Finance
250 E Street, SW
Washington, DC 20219

Dear Deputy Comptroller:

We request approval to convert our state (commercial lending office/agency/ limited branch/branch) to a federal (agency/limited branch/branch). Our counsel has advised us that the conversion is not in contravention of applicable federal and state laws. A legal opinion is enclosed.

We (are/are not) currently insured by the Federal Deposit Insurance Corporation (FDIC). **[For FDIC- insured offices]** We enclose the most recent CRA public evaluation of the institution.

The proposed name of the institution after conversion will be (complete name of the institution). Our office(s) will be located at (street address, city, county, state, and ZIP Code).

We have enclosed the most recent month-end balance sheet and income statement for the converting office; the most recent audited annual financial statements or annual report (translated into English) of the applicant foreign bank; and a calculation, including the details of the elements of tier 1 and tier 2 capital, and the risk-based capital and leverage ratios for the foreign bank's parent (on a consolidated basis).

[For banks seeking fiduciary powers] We request approval to exercise all permissible fiduciary powers. The proposed fiduciary powers are not in contravention of applicable laws (enclose opinion of counsel and cite applicable laws). Our proposed trust officer(s) will be (name). We enclose the required background information on each proposed officer, including educational and professional credentials, and employment history.

Based on our current examination rating, we certify that (we qualify/do not qualify) for expedited review.

We have enclosed a check payable to the Office of the Comptroller of the Currency (OCC) for the application fee in accordance with the current annual "Notice of the Comptroller of the Currency Fees."

I certify that the information contained in this filing has been examined carefully by me and is true, correct, and complete and is current as of the date of this submission. Additionally, I agree to notify the OCC if the facts described in the filing change materially prior to

receiving its decision or at any time prior to consummation of the conversion. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 USC 1001.

If you have any questions about this filing, please contact (name, address, city, state, ZIP Code) at (telephone and facsimile numbers, including area and/or country code).

Sincerely,

- Signature -

Typed Name and Title
(Should be president or authorized officer)

Enclosures