

**APPLICATION OF A FOREIGN BANK CORPORATION
TO CONVERT AN EXISTING OFFICE TO A HIGHER LEVEL OFFICE
IN THE STATE OF TEXAS**

All information submitted to the Texas Department of Banking is presumed to be public information unless it is deemed confidential under the Texas Open Records Act. Any document in the application for which you request confidential treatment must be segregated and reference the Texas Open Records Act exception supporting the request. Final determination as to the confidentiality of any information will rest with the Banking Commissioner. Inquiries concerning the preparation and filing of this or any other application with the Department should be directed to the Corporate Activities Division of the Texas Department of Banking, 2601 North Lamar Boulevard, Austin, Texas 78705-4294 (512/475-1322).

TO: Banking Commissioner of Texas
Department of Banking
2601 North Lamar Boulevard
Austin, Texas 78705-4294

_____, a foreign bank corporation duly incorporated and existing under the laws of _____, hereby makes application to convert its (*specify which*) representative office foreign bank agency to a (*specify which*) foreign bank agency foreign bank branch in the State of Texas for the purpose of transacting such business as is authorized by the laws of the State of Texas.

In support of this application the following information and schedules are submitted:

1. Include a non-refundable check made payable to the Texas Department of Banking for the applicable filing fee prescribed in Title 7 of the Texas Administrative Code §15.2.
2. Address of principal office in country of domicile of the foreign bank corporation filing the application.
3. The actual street and post office address of the converting foreign bank agency or representative office.
4. Provide the name, title, and qualifications of each officer and director of the foreign bank corporation who will have control of all or part of the business and affairs at the foreign bank agency or branch.
5. Certified copy of a duly adopted resolution of (1) the Board of Directors of the foreign bank corporation, or (2) managing director, or (3) other empowered executive committee, evidencing its support of this application and evidencing the names and titles of all persons authorized to sign and deliver this application and any related documents, as well as certified incumbency certificates with regard to such persons.
6. A detailed financial statement of the foreign bank corporation as of a date not greater than 360 days before the date of the application.
7. An authenticated copy of the foreign bank corporation's certificate of formation and bylaws (or other equivalent constitutive documents). If these documents are in a

language other than English, a translation of all such documents, under the oath of the translator, must be attached to the authenticated copy.

8. A certification by the chartering agency in the country in which the foreign bank corporation is domiciled stating that the foreign bank corporation has complied with the laws of that country. If certification is not available from such chartering agency, the foreign bank corporation may substitute an opinion of acceptable legal counsel licensed to practice law in the country in which the foreign bank corporation is domiciled, to the effect that (1) the bank chartering agency in such country will not furnish such a certificate and (2) that the foreign bank corporation has complied with the laws of such country.
9. Confirm that the applicant is and will remain in compliance with Section 201.102 of the Texas Finance Code.
10. A statement indicating the extent to which the conversion of the foreign bank agency or representative office will affect the needs of the community in which it is located.
11. Copies of any other applications filed with other state or federal agencies in connection with the establishment of this agency or branch office.
12. Provide a description of the types of business to be conducted and the types of services to be offered at the proposed branch or agency. For a foreign bank agency only, provide details of any proposed deposit taking activities.
13. Provide projected balance sheets, income statements and contingent liabilities for the proposed branch or agency for the first three years after conversion, including assumptions made in formulating projections.
14. Provide a description of management and staffing of the agency or branch. Such description should include the number of persons to be employed, in what capacities, and the names, titles, and brief biographies of key personnel.
15. Provide a description of the projected competitive effect of the proposed agency or branch on existing banking facilities in Texas.
16. For a foreign bank branch only, please indicate if the branch will accept deposits of less than \$100,000 from citizens or residents of the United States, other than credit balances that are incidental to or arise out of its exercise of other lawful powers. If the branch is proposed to accept such deposits, please furnish information which indicates the Federal Deposit Insurance Corporation has determined that specific deposit taking activities of less than \$100,000 by the branch would not constitute domestic retail deposit activities requiring deposit insurance protection within the meaning of Section 6, International Banking Act (12 U.S.C. Section 3104).
17. If the entity will accept deposits, and public notice in a newspaper of general circulation pertaining to such activity has not been previously made, then such public notice is required pursuant to Section 204.101 of the Texas Finance Code and 7 TAC §15.5.

I certify that the preceding application and the attached supporting documents are true and correct to the best of my knowledge.

(Foreign Bank Corporation)

(Name)

(Title)

Dated: _____

ACKNOWLEDGEMENT

City of _____, SS.: _____

Country of _____

On this ____ day of _____, _____, before me personally came _____, to me known, who being by me duly sworn, deposes and says that he/she resides at _____; that he/she is _____ of _____, the foreign bank corporation described in the foregoing instrument; and that he/she executed the foregoing instrument on behalf of such corporation with due authorization of the Board of Directors of such corporation and as the act of such corporation and in his/her official capacity as _____ for such corporation.

[L.S.]

Title of Acknowledging Officer: _____

Note: This acknowledgement may be made outside of the United States and its territories by a minister, a commissioner, a charge d'affairs, a consul-general, a consul, a vice-consul, a commercial agent, a vice-commercial agent, a deputy consul or a consular agent of the United States, resident and accredited in the country where the acknowledgement is made. The seal of his/her office or the seal of the consulate or legation to which he/she is attached should be affixed.