

U.S. Department of the Treasury

Designated Bidder Questionnaire

You have been proposed as a Designated Bidder (“*Designated Bidder*”) of securities issued by a bank or bank holding company (“*Banking Organization*”) to the U.S. Department of the Treasury (“*Treasury*”) under its Capital Purchase Program (“*CPP Securities*”). In order to ensure that all Designated Bidders meet appropriate legal and regulatory standards, this Questionnaire requests information regarding your identity, financial capability, and other matters relevant to your suitability as a Designated Bidder of CPP Securities. Please ensure that you complete this Questionnaire truthfully and accurately, and supply all required back-up documentation as outlined below. Failure to provide this information and documentation will be likely to cause your disqualification as a Designated Bidder. Please note that in the event of any sale of any of the CPP Securities to you, you (and any investors/equity owners) will be required to confirm the continuing accuracy of the information provided below as well as other customary representations (including “know your customer” representations) to Treasury and its agents, including documents evidencing the accuracy of the information provided.

I. General Instructions.

Please ensure that you:

1. Complete the Designated Bidder Data Sheet, providing all information regarding your identity, including your name and tax identification or social security number, entity-specific information (if applicable), and all requested contact information.
2. Answer all questions in the Designated Bidder Questionnaire.
3. Complete, sign and date two (2) copies of the signature page and complete and provide one (1) copy of the Notarization Acknowledgement.
4. Include the appropriate back-up documentation in accordance with the instructions below.
5. Return the entire Designated Bidder Questionnaire to: cppedemption@treasury.gov

DESIGNATED BIDDER DATA SHEET

1. The Designated Bidder:

Mr./Ms. _____
(Name)

(Title)

(Company)

(Street Address)

(City) (State) (Postal/Zip Code)

(Country)

(Telephone)

(Facsimile)

(E-mail Address)

Social Security Number or Taxpayer Identification Number: _____

2. Please indicate whether the Designated Bidder is an:

a) individual

b) entity; specify type (e.g. corporation, partnership, trust):

3. Please indicate whether the Designated Bidder is:

a) a U.S. person¹

b) not a U.S. person

4. If the Designated Bidder is an entity substantially owned by a government or government entity, please provide the name of the government or government entity:

¹ See Annex A for definition.

DESIGNATED BIDDER QUESTIONNAIRE

A. QUESTIONS FOR INDIVIDUALS.

1. Is the Designated Bidder a director or officer of the Banking Organization or its affiliate:
- Yes No

Specify title: _____

2. If the Designated Bidder is not a director or officer of the Banking Organization or its affiliate, please indicate whether the Designated Bidder has a total of invested assets in excess of \$25,000,000:
- Yes No

B. QUESTIONS FOR ENTITIES.

1. The Designated Bidder is an entity—*i.e.*, a corporation, partnership, limited liability company or other entity (other than a trust)—and:

a) The Designated Bidder is a corporation, partnership, limited liability company, a Massachusetts or similar business trust, or an organization described in Section 501(c)(3) of the Internal Revenue Code, in each case not formed for the specific purpose of acquiring the CPP Securities and with total assets in excess of \$25,000,000.

b) The Designated Bidder is one of the following institutional investors as described in Rule 501(a) adopted by the SEC under the Securities Act of 1933, as amended (the “Securities Act”):

A “bank” (as defined in Section 3(a)(2) of the Securities Act) or a “savings and loan association” (as defined in Section 3(a)(5)(A) of the Securities Act), whether acting in its individual or fiduciary capacity.

A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

An “insurance company” (as defined in Section 2(13) of the Securities Act).

An investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”) or a “business development company” (as defined in Section 2(a)(48) of the Investment Company Act).

A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended.

A “private business development company” (as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended).

An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), and (a) the investment decision to purchase the CPP Securities was made by a “plan fiduciary” (as defined in Section 3(21) of ERISA), which is either a bank, savings and loan association, insurance company or registered investment adviser, or (b) such plan has total assets in excess of \$25,000,000, or (c) such plan is a self-directed plan with investment decisions made solely by persons, each of whom individually satisfies the net worth or income standards for individuals set forth in Question 1 above.

A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees with total assets in excess of \$25,000,000.

2. The Designated Bidder is a trust and:

a) The trustee of the trust is a “bank” as defined in Section 3(a)(2) of the Securities Act or a “savings and loan association” referred to in Section 3(a)(5)(A) of the Securities Act.

b) The trust has total assets in excess of \$25,000,000 and was not formed for the specific purpose of acquiring the CPP Securities, and the purchase of the CPP Securities is being directed by a person who has such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the purchase of the CPP Securities.

c) Each grantor of the trust has the power to revoke the trust and regain title to the trust assets, and each such grantor satisfies the net worth or income standards for individuals

set forth in Question 1 above. **NOTE: If the Designated Bidder checks this box 2c, each grantor must complete a copy of this Designated Bidder Questionnaire, signing next to each response, and submit such copy to Treasury.**

3. The Designated Bidder is a “qualified institutional buyer” as defined in Rule 144A adopted by the SEC under the Securities Act. Please see Annex B for the definition.

C. ANTI-MONEY LAUNDERING QUESTIONS.

In order to comply with certain anti-money laundering rules and regulations, please provide the information requested below.

1. Bank Account Information:

- a) In what country or countries does the Designated Bidder maintain bank accounts?

- b) Do the funds that the Designated Bidder intends to use to complete the transaction come entirely from bank accounts in the United States or in countries that are members of the Financial Action Task Force on Money Laundering (“FATF”)²:

Yes No

If yes, please proceed to Question 1(c) below.

If no, please proceed to Question 1(e) below.

- c) If the answer to Question 1(b) above is “yes”, are the bank accounts from which the payment will be made to Treasury held in the Designated Bidder’s name?

Yes No

If yes, please proceed to Question 1(d) below.

If no, please proceed to Question 1(e) below.

- d) If the answer to Question 1(c) above is “yes”, please provide (x) the name of the country or countries in which such bank accounts are maintained and (y) the name of the bank at which such bank accounts are maintained:

² As of January 2012, the countries, territories and organizations that are members of the FATF are: Argentina, Australia, Austria, Belgium, Brazil, Canada, China, Denmark, European Commission (Member States list), Finland, France, Germany, Greece, Gulf Co-Operation Council, Hong Kong, Iceland, India, Ireland, Italy, Japan, Kingdom of the Netherlands (the Netherlands, the Netherlands Antilles and Aruba), Luxembourg, Mexico, New Zealand, Norway, Portugal, Republic of Korea, Russian Federation, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States. For a current list of FATF members see <http://www.fatf-gafi.org>.

Country: _____

Bank Name: _____

- e) If the answer to Question 1(b) or Question 1(c) above is “no”, please provide (x) the name of the country or countries in which such bank accounts are maintained, (y) the name of the bank at which such bank accounts are maintained and (z) the name of the holder of such bank accounts:

Country: _____

Bank Name: _____

Bank Account Holder’s Name: _____

2. Additional questions to be completed by *individuals*:

- a) Country of residence (domicile) of the Designated Bidder:

- b) Date of birth of the Designated Bidder:

- c) Current occupation and business affiliation of the Designated Bidder:

3. Additional questions to be completed by *entities*:

- a) State or other jurisdiction in which incorporated or formed: _____

- b) Date of incorporation or formation: _____

- c) Type of business of the Designated Bidder: _____

- d) Office locations of Designated Bidder: _____

- e) Will any other person or persons (other than the Designated Bidder) have a beneficial interest in the CPP Securities to be acquired hereunder (other than as a shareholder, partner, policy owner or other beneficial owner of equity interests in the Designated Bidder)?

Yes No

NOTE: If the answer to this Question 3(e) is “Yes”, each such person must complete a copy of this “Section C. Anti-Money Laundering Questions,” signing next to each response, and submit such copy to Treasury.

4. Please indicate whether the Designated Bidder or any person or entity controlling, controlled by or under common control with it, or any person or entity having a beneficial interest in it, or, to the knowledge of the Designated Bidder, any director, officer, agent, employee or affiliate thereof:
- a) is a person or entity listed in the annex to Executive Order No. 13224 (2001) issued by the President of the United States (Executive Order Blocking Property and Prohibiting Transactions with Persons Who Commit, Threaten to Commit, or Support Terrorism)
 - b) is named on the List of Specially Designated Nationals and Blocked Persons maintained by the U.S. Office of Foreign Assets Control (OFAC)
 - c) is a Designated National other than an “unblocked national” as defined in the Cuban Assets Control Regulations, 31 C.F.R. Part 515
 - d) is a non-U.S. shell bank (as set forth in Section 313 of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act)) or is providing banking services indirectly to a non-U.S. shell bank
 - e) is a senior non-U.S. political figure or an immediate family member or close associate of such figure or an entity owned or controlled by such a figure
 - f) is a person with whom a U.S. citizen or entity is prohibited from transacting business, whether such prohibition arises under U.S. law, regulation, executive order, anti-money laundering, antiterrorist, financial institution and asset control laws, regulations, rules or orders, or as a result of any list published by the U.S. Department of Commerce, the U.S. Treasury, or the U.S. Department of State, including any agency or office thereof
 - g) is a person who has funded or supported terrorism or suspected terrorist organization or who has engaged in, or derived funds from, activities that relate to the laundering of the proceeds of illegal activity

- h) will result in, by reason of such person's or entity's participation in the auction or purchase of any CPP Securities, the violation of any law, regulation or governmental order (including bank or other financial institution regulatory laws, regulations or orders) to which the related Banking Organizations are subject



Annex A to Designated Bidder Questionnaire

**REGULATION S
DEFINITION OF “U.S. PERSON”**

“U.S. Person” means:

- i. any natural person resident in the United States;
- ii. any partnership or corporation organized or incorporated under the laws of the United States;
- iii. any estate of which any executor or administrator is a United States person;
- iv. any trust of which any trustee is a United States person;
- v. any agency or branch of a foreign entity located in the United States;
- vi. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a United States person;
- vii. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; and
- viii. any partnership or corporation if:
 - A. organized or incorporated under the laws of any foreign jurisdiction; and
 - B. formed by a U.S. person principally for the purpose of investing in securities not registered under the Act, unless it is organized or incorporated, and owned, by accredited Designated Bidders (as defined in Rule 501(a) of the Securities Act) who are not natural persons, estates or trusts.

The following are **not** “U.S. Persons”:

- i. any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- ii. any estate of which any professional fiduciary acting as executor or administrator is a United States Person if:
 - A. an executor or administrator of the estate who is not a United States Person has sole or shared investment discretion with respect to the assets of the estate; and
 - B. the estate is governed by foreign law;
- iii. any trust of which any professional fiduciary acting as trustee is a United States Person, if a trustee who is not a United States Person has sole or shared investment discretion with

respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a United States Person;

- iv. an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- v. any agency or branch of a U.S. person located outside the United States if:
 - A. the agency or branch operates for valid business reasons; and
 - B. the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and
- vi. the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

The term “United States” means the United States of America, its territories and possessions, any state of the United States, and the District of Columbia.

Annex B to Designated Bidder Questionnaire

**RULE 144A DEFINITION OF
“QUALIFIED INSTITUTIONAL BUYER”**

1. A “qualified institutional buyer” means:
- i. Any of the following entities, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:

A. Any insurance company as defined in Section 2(a)(13) of the Securities Act ;

Note: A purchase by an insurance company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act, which are neither registered under section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.

B. Any investment company registered under the Investment Company Act or any business development company as defined in Section 2(a)(48) of that Act;

C. Any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;

D. Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees;

E. Any employee benefit plan within the meaning of title I of ERISA;

F. Any trust fund whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (a)(1)(i)(D) or (E) above, except trust funds that include as participants individual retirement accounts or H.R. 10 plans.

G. Any business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

H. Any organization described in Section 501(c) (3) of the Internal Revenue Code, corporation (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), partnership, or Massachusetts or similar business trust; and

I. Any investment adviser registered under the Investment Advisers Act.

- ii. Any dealer registered pursuant to Section 15 of the Exchange Act, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests

on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer, Provided, That securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer;

- iii. Any dealer registered pursuant to Section 15 of the Exchange Act acting in a riskless principal transaction on behalf of a qualified institutional buyer;

Note: A registered dealer may act as agent, on a non-discretionary basis, in a transaction with a qualified institutional buyer without itself having to be a qualified institutional buyer.

- iv. Any investment company registered under the Investment Company Act, acting for its own account or for the accounts of other qualified institutional buyers, that is part of a family of investment companies which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies. Family of investment companies means any two or more investment companies registered under the Investment Company Act, except for a unit investment trust whose assets consist solely of shares of one or more registered investment companies, that have the same investment adviser (or, in the case of unit investment trusts, the same depositor), Provided That, for purposes of this definition:

- A. Each series of a series company (as defined in Rule 18f-2 under the Investment Company Act) shall be deemed to be a separate investment company; and

- B. Investment companies shall be deemed to have the same adviser (or depositor) if their advisers (or depositors) are majority-owned subsidiaries of the same parent, or if one investment company's adviser (or depositor) is a majority-owned subsidiary of the other investment company's adviser (or depositor);

- v. Any entity, all of the equity owners of which are qualified institutional buyers, acting for its own account or the accounts of other qualified institutional buyers; and

- vi. Any bank as defined in Section 3(a)(2) of the Securities Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Securities Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other qualified institutional buyers, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under the Rule in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

2. In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: bank deposit notes and certificates of deposit; loan participations; repurchase agreements; securities owned but subject to a repurchase agreement; and currency, interest rate and commodity swaps.
3. The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial

statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market for purposes of this definition.

4. In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.
5. For purposes of this definition, riskless principal transaction means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a qualified institutional buyer, including another dealer acting as riskless principal for a qualified institutional buyer.
6. For purposes of this definition, effective conversion premium means the amount, expressed as a percentage of the security's conversion value, by which the price at issuance of a convertible security exceeds its conversion value.
7. For purposes of this definition, effective exercise premium means the amount, expressed as a percentage of the warrant's exercise value, by which the sum of the price at issuance and the exercise price of a warrant exceeds its exercise value.

(Please sign all 2 copies of the signature page and provide 1 copy of the completed and notarized Notarization Acknowledgment)

SIGNATURE PAGE

Your signature on this signature page constitutes execution of the Designated Bidder Questionnaire and the Designated Bidder Data Sheet.

_____, 20____
Date

INDIVIDUALS

Signature

Name
(Please type or print)

Name of Spouse if Co-Owner
(Please type or print)

Signature of Spouse if Co-Owner

ENTITIES

Name of Entity
(Please type or print)

By:_____
Signature

Name of Authorized Signatory
(Please type or print)

Title of Authorized Signatory
(Please type or print)

(Please sign all 2 copies of the signature page and provide 1 copy of the completed and notarized Notarization Acknowledgment)

SIGNATURE PAGE

Your signature on this signature page constitutes execution of the Designated Bidder Questionnaire and the Designated Bidder Data Sheet.

_____, 20____
Date

INDIVIDUALS

Signature

Name
(Please type or print)

Name of Spouse if Co-Owner
(Please type or print)

Signature of Spouse if Co-Owner

ENTITIES

Name of Entity
(Please type or print)

By:_____
Signature

Name of Authorized Signatory
(Please type or print)

Title of Authorized Signatory
(Please type or print)

NOTARIZATION ACKNOWLEDGMENT
FOR DESIGNATED BIDDERS IN THE UNITED STATES

ACKNOWLEDGMENT

STATE OF _____)

) : ss.:

COUNTY OF _____)

On this ___ day of _____, 20___, before me, the undersigned, a Notary Public of said State, duly commissioned and sworn, personally appeared _____, known to me to be the individual (or individuals) who executed the foregoing Designated Bidder Questionnaire and Designated Bidder Data Sheet in the capacity therein indicated, who acknowledge that he or she being authorized to do so, executed the foregoing instrument for the purposes therein contained and in the capacity therein indicated as his or her own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public

Address: _____

My commission expires:

NOTARIZATION ACKNOWLEDGMENT

FOR DESIGNATED BIDDERS OUTSIDE OF THE UNITED STATES³

ACKNOWLEDGMENT

JURISDICTION OF _____)

On this ___ day of _____, 20___, before me, the undersigned, a Notary Public of said jurisdiction, duly commissioned and sworn, personally appeared _____, known to me to be the individual (or individuals) who executed the foregoing Designated Bidder Questionnaire and Designated Bidder Data Sheet in the capacity therein indicated, who acknowledge that he or she being authorized to do so, executed the foregoing instrument for the purposes therein contained and in the capacity therein indicated as his or her own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public

³ Note to Draft: Note that the notarization process outside the U.S. can be quite different from that in the U.S. Accordingly, a non-U.S. notarization may not necessarily follow this form.