

DEMAND AND PROOF OF CLAIM

[Date]

Director, Division of Resolutions and Receiverships
Federal Deposit Insurance Corporation
550 17th Street, N.W.
Washington, D.C. 20429

Attention: TLGP Debt Claims Committee

The undersigned is the duly authorized representative (“Representative”) of a holder or holders of FDIC-guaranteed debt under the [title of governing document and CUSIP Number] dated _____ by and between the Issuer [DEFINED] and the undersigned (as amended from time to time, the “Indenture”), pursuant to which the FDIC-guaranteed debt obligations [DEFINED] were issued and are now outstanding, hereby demands, on behalf of all holders who have not opted out of representation by the Representative, payment of the following amounts that were due and payable on _____ and that are now in default, such default not having been cured as of the date hereof:

Principal: _____

Interest: _____

together with payment when due of such other amounts as shall be required to satisfy the FDIC's guarantee obligations under 12 C.F.R. Part 370.12(b)(2).

Payment of the foregoing amounts should be made to the undersigned by wire transfer to the following account:

Financial Institution Name: _____

ABA Routing Number: _____

Account Number: _____

Special Instructions: _____

The undersigned hereby makes the following certifications, which certifications are true and correct as of the date hereof:

1. The undersigned is the authorized representative of the debtholder and has the financial capacity to act as Representative since the undersigned has sufficient capital and surplus to act as Representative under the eligibility provisions of the Indenture (Section __), as evidenced by a current report of condition of the undersigned. Such report of condition may take the form of a report of examination and is attached as Exhibit __. If the governing documents do not contain a financial eligibility requirement, the undersigned or an affiliate thereof must be “well capitalized,” as that term is defined in 12 U.S.C. §1831o(b)(1);
2. The undersigned is the authorized representative of the debtholder and has the organizational capacity to act as Representative since the undersigned is a [i.e. New York banking corporation] with authority to commence business and to exercise corporate trust powers, as evidenced by the Organization Certificate of the undersigned, a copy of which is attached as Exhibit __;
3. The undersigned is the authorized representative of the debtholder and has the exclusive authority to act on behalf of each and every debtholder and has a fiduciary responsibility to each such debtholder. The undersigned is expressly designated as the duly authorized representative of such holders for purposes of making claims and taking other permitted or required actions under the Program, as evidenced in Section __ of the Indenture on Page __. The indenture is attached hereto in its entirety as Exhibit __.
4. The undersigned hereby certifies that it is expressly authorized to, and hereby does, make an assignment of each right, title and interest in the FDIC-guaranteed debt to the FDIC and to effect the transfer to the FDIC of each such holder's claim in any insolvency proceeding. Evidence of such authorization is provided in Section __ of the Indenture on page __. The indenture is attached hereto in its entirety as Exhibit __. Also included herewith is the executed and completed form of assignment of the Holder’s interest in the Securities/Note and includes the right of the FDIC to receive any and all such distributions on the debt from the proceeds of the receivership or bankruptcy estate.
5. The undersigned hereby certifies that this demand is being made within 60 days of the occurrence of the payment default upon which the demand is made. The failure of the authorized representative to make demand for payment will deprive the holder or holders of all further rights and remedies with respect to guarantee claims.

REPRESENTATIVE

By: _____
(Signed)

(Printed)

(Tax Identification No.)

(Mailing Address)

(Telephone Number)

(Fax Number)

(Email Address)