

## Agency Comments Request

[OCC LOGO]

Name of Regulatory Agency  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

Pursuant to the Change in Bank Control Act of 1978 (12 USC 1817(j) and/or OCC regulation 12 CFR 5.50, enclosed is a copy of a Notice of Change in Bank Control of the (name and address of the affected bank).

We would appreciate any comments you may have about the proposed change in bank control and the acquiring party(ies).

If you have any questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

Enclosure

cc: Official File  
FRB  
FDIC  
OTS  
State

# Disapproval Letter

[OCC LOGO]

Date

Name of Acquiring Party  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

This is to inform you that the Office of the Comptroller of the Currency (OCC) has disapproved the proposal of (name) to acquire control of (bank's name). This decision was reached after a thorough review of all information provided in the notice and other information available to the OCC as part of its bank supervisory activities.

The OCC's investigation revealed that ***(state findings and reasons for objection - Denial must be based upon one of the factors listed in 5.50(f)(4)).***

Please be advised that you may seek review of the OCC's decision to disapprove your proposal to acquire the bank by requesting an administrative hearing on the proposed acquisition within 10 days of receipt of this notice of disapproval. Failure to request a hearing within 10 days causes the disapproval to become a final and unappealable order.

The administrative hearing process is governed by the regulation set forth in 12 CFR Part 19. Following receipt of your timely request for hearing on the proposed acquisition, the Comptroller will issue, within 20 days, a hearing order as set forth in 12 CFR 19.161. The hearing order will establish the legal authority for proceeding and for the OCC's jurisdiction over the proceeding, the matters of fact or law upon which the disapproval is based, and the requirement for filing an answer to the hearing order with the Office of Financial Institution Adjudication, 1700 G Street, NW, Washington, D.C. 20552, within 20 days after service of the hearing order. An administrative law judge will be assigned by the Office of Financial Adjudication to preside over this matter. An answer to a hearing order must specifically deny those portions of the order that are disputed. Those portions of the order that the filer does not specifically deny are deemed admitted.

Pursuant to 12 CFR § 19.10, all documents required to be filed with the administrative law judge prior to the issuance of a recommended decision, including your hearing request and answer, should be filed as follows: (1) Office of Financial Institution Adjudication, 1700 G Street, NW, Washington, D.C. 20552; (2) Hearing Clerk, Office of the Comptroller of the Currency, 250 E Street, SW, Washington, D.C. 20219; and (3) Director, Enforcement & Compliance Division, Office of the Comptroller of the Currency, 250 E Street, SW, Washington, D.C. 20219.

Pursuant to 12 CFR § 19.33, all hearings are open to the public unless the Comptroller determines that holding a public hearing would be contrary to the public interest. A request for a private hearing must be filed in accordance with 12

CFR § 19.33. Copies of 12 CFR Part 19 may be obtained from the OCC's Communications Division.

If your proposed acquisition is disapproved after an administrative hearing and the entry of a final order by the Comptroller, you may seek judicial review of the decision.

Any future inquires in this matter should be directed to Director, Enforcement & Compliance Division, at (202) 874-4800.

***[The following paragraph is to be used for insured banks.]***

You may obtain review of the final order of the Comptroller by the United States Court of Appeals for the circuit in which the home office of the bank to be acquired is located, or in the United States Court of Appeals for the District of Columbia Circuit, by filing a notice of appeal in such court within 10 days from the date of such order and simultaneously sending a copy of such notice by registered or certified mail to the OCC. The OCC will promptly certify and file in such court the record upon which the disapproval was based. The final order of the Comptroller shall be set aside only if found to be arbitrary and capricious or if found to violate the procedures established in 12 USC 1817(j).

***[The following paragraph is to be used for uninsured banks.]***

The provisions of the Administrative Procedure Act, 5 USC 551, govern such judicial review.

***[The following paragraph is included in all disapproval notices.]***

Any future inquiries in this matter should be directed to Director, Enforcement and Compliance, at (202) 874-4800.

Sincerely,

—Signature—

Name and Title

cc:       Official File  
          Target Bank  
          Interested Persons

## Receipt of Additional Information and Target Date Extension Letter

[OCC LOGO]

Date

Name of Acquiring Party

Address

City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

***[Applies to insured national banks as well as to uninsured banks and banks sponsored by nonbank holding companies that are covered by 12 CFR 5.50 but not the statute.]***

This is to advise you that on (date) we received the additional information requested in our letter of (date). The new earliest date that you may consummate the proposed change in bank control is (date) unless we notify you prior to that date that your proposed change in bank control is disapproved or an additional extension period is needed.

If you have questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

cc: Official File

## Thirty-Day Extension Letter

[OCC LOGO]

Date

Name of Acquiring Party  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

***[Applies to insured national banks as well as to uninsured banks and banks sponsored by nonbank holding companies that are covered by 12 CFR 5.50 but not the statute.]***

The Office of the Comptroller of the Currency (OCC) is extending the 60-day review period of (name of filer's) proposed change in bank control notification in accordance with 12 USC §1817(j)(1) and/or 12 CFR 5.50(f)(3)(iii). The review period is hereby extended for 30 days, extending the decision date from (date) to no later than (date), unless an additional extension is deemed necessary as allowed under 12 USC §1817(j)(1) and/or 12 CFR 5.50(f)(3)(iii).

The additional time is needed (state reason).

The OCC will render a decision of its intent not to disapprove or of disapproval on or before (date), unless due to a requirement for additional information to complete a background check, the time period for a decision is extended. Do not proceed with the change in bank control until you have been advised that it will not be disapproved by the OCC.

If you have any questions, contact (name and title) at (phone number).

## First 45-Day Extension Letter

[OCC LOGO]

Date

Name of Acquiring Party

Address

City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

***[Applies to insured national banks as well as to uninsured banks and banks sponsored by nonbank holding companies that are covered by 12 CFR 5.50 but not the statute.]***

The Office of the Comptroller of the Currency (OCC) is extending, for a second time, the review period for the Change in Bank Control notice for (name of bank) in accordance with 12 USC 1817(j)(1) and/or 12 CFR 5.50(f)(3)(iii). The review period is hereby extended for 45 days, extending the decision date from (date) to no later than (date), unless an additional extension is deemed necessary as allowed under 12 USC 1817(j)(1) and/or 12 CFR 5.50(f)(3)(iii). The extension is necessary (give at least one of the four reasons permitted in 12 USC 1817(j)(1)(A)-(D)).

The OCC is actively seeking resolution of this matter. Please do not proceed with the proposed change in control until you have been advised that it will not be disapproved by the OCC.

If you have any questions, contact (name and title) at (phone number).

Sincerely,

—Signature—

Name and Title

cc: Official File

## Second 45-Day Extension Letter

[OCC LOGO]

Date

Name of Acquiring Party

Address

City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

***[Applies to insured national banks as well as to uninsured banks and banks sponsored by nonbank holding companies that are covered by 12 CFR 5.50 but not the statute.]***

The Office of the Comptroller of the Currency (OCC) is extending, for a third time, the review period for the Change in Bank Control notice for (name of bank) in accordance with 12 USC 1817(j)(1) and/or 12 CFR 5.50(f)(3)(iii). The review period is hereby extended for 45 days, extending the decision date from (date) to no later than (date). The extension is necessary (give at least one of the four reasons permitted in 12 USC 1817(j)(1)(A)-(D)).

The OCC is actively seeking resolution of this matter. Please do not proceed with the proposed change in control until you have been advised that it will not be disapproved by the OCC.

If you have any questions, contact (name and title) at (phone number).

Sincerely,

—Signature—

Name and Title

cc: Official File

## Information Request Letter

[OCC LOGO]

Date

Name of Acquiring Party  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

This letter is to advise you that your Notice of Change in Bank Control of a national bank, involving (bank's name), was received on (date). However, the notification lacks the required information listed as follows. Please provide the following information by (date):

**[Provide specific list of missing information.]**

When all required information is received, we will advise you of the date of receipt, the notice's technical completeness, and the earliest date that the change in bank control may be completed.

If you have questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

cc: Official File



## No Objection Letter

[OCC LOGO]

Date

Name of Acquiring Party  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) has reviewed and evaluated your Notice of Change in Bank Control, involving the (bank name and location). Based upon a thorough review of all information available, including representations and commitments made in the notice, this letter is issued to convey our intent not to disapprove the proposed change in control. [If appropriate: Your proposed acquisition may proceed immediately or you may begin to exercise immediately all rights pertaining to the stock of (bank's name) that you own.]

### **[For notices involving an absolute voting trust.]**

Any change in the voting trustee requires a new filing under the Change in Bank Control Act.

### **[For prior acquisition CBCA notices only.]**

The date of consummation of this change in control must be provided to (appropriate district office) within 10 days after consummation. The transaction must be consummated as proposed in the notice. If any of the terms, conditions, or parties to the transaction described in the notice change, the OCC must be informed in writing prior to consummation to determine if any additional action/reconsideration is required. In such situations, the OCC reserves the right to require submission of an amended or new Notice of Change in Bank Control.

In addition, unless an extension is granted, the transaction must be consummated within six months of the date of this letter. Failure to consummate within six months or an approved extended time period granted by the OCC will cause our decision to lapse and require the filing of a new notice by the acquiring party(ies) and the appropriate filing fee if the acquiror wishes to proceed with the change in bank control.

You are reminded that the OCC requires pushdown accounting for a change in control of at least 95 percent of the voting stock of a bank. Under pushdown accounting, when a bank is acquired, yet retains its separate corporate existence, the assets and liabilities of the acquired bank are restated to their fair values as of the acquisition date. Those values, including any goodwill, are reflected in the financial statements of the parent and the acquired bank.

***[This paragraph is included if the OCC decides the notice before the background investigations are completed.]***

Background checks requested by the OCC have not been received yet. Although we have decided not to delay action pending receipt of those responses, this Office may consider remedies available to us under the Change in Bank Control Act or other statutes, if adverse or previously withheld information is received.

***[This paragraph may be omitted, if the determination already has been made NOT to pursue civil money penalties.]***

Since you acquired control of (bank's name) without prior notice to the OCC as required by law, a separate review will be made by our district counsel to determine if civil money penalties under the Change in Bank Control Act are appropriate. You will be notified promptly of this determination.

***[All notices.]***

This approval, and the activities and communications by OCC employees in connection with the filing, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

If you have questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

cc: (name) Supervisory Office  
Official File  
Portfolio Manager  
Target Bank

## Rebuttal Response Letter

[OCC LOGO]

Date

Name of Acquiring Party  
Address  
City, State, ZIP Code

Re: Description of Notice, CAIS Control Number

Dear Mr./Ms. (Name):

This is in response to your rebuttal of the control letter of (date) stating that the total acquisition of (amount) percent of the stock of (bank name) by (name(s) of party(ies) will not result in control of the bank, and, therefore, requesting a waiver of the requirement to file a "Notice of Change in Bank Control" in accordance with 12 CFR 5.50.

***[If request is granted.]***

Your request for a waiver of the requirement to file a "Notice of Change in Bank Control" has been granted. The OCC finds that the acquisition of (amount) shares of stock of the bank does not constitute a change of control of (name of bank) in this specific instance. This waiver is granted based on a thorough review of all information available, including the representations and commitments made in the application.

***[If request is denied.]***

Your request for a waiver of the requirement to file a "Notice of Change in Bank Control" is denied. The OCC has determined that your acquisition of (amount) percent of stock of (bank name) will constitute the ability to exercise control or influence the management, policies, or operations of the bank.

File the complete notice, including an affidavit of publication, and appropriate filing fee. Civil money penalties may be levied if control is consummated prior to notifying the OCC and the passing of the review period.

Sincerely,

—Signature—

Name and Title

cc: Official File

## Technically Complete Notice

[OCC LOGO]

Date

Name of Acquiring Party

Address

City, State, ZIP Code

Re: Description of Notice, CAIS Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) received your Notice of Change in Bank Control, involving (bank's name), on (date) and is technically complete as of (date). We have not reviewed the notice for substantive content. Should our subsequent review of the proposed acquisition require additional information, you will be notified promptly.

The OCC will render a decision of its intent not to disapprove or of disapproval on or before (insert date 60 days after technically complete date) unless, due to a requirement for additional information, the time period for a decision is extended. Your proposed change in bank control may not be consummated prior to that date.

**[Insert the following paragraph for after-the-fact filings, if appropriate.]**

The Change in Bank Control Act of 1978 was enacted to prevent the change in control of a national bank through the acquisition of stock without prior notice to the OCC. Therefore, it is the position of the OCC that you may not exercise shareholder rights for the number of shares now held by you that equal 10 percent or more of the issued and outstanding stock of the bank without first receiving the OCC's letter of no objection to your ownership of those shares.

If you have questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

cc: Official File