

Approval or Conditional Approval – Change in Assets with Other Filings

Date

Name of Contact Person

Name of Bank

Address

City, State, ZIP Code

Subject: Application Description, CAIS Control Number

Dear Mr. or Ms. (*Name*):

The Comptroller of the Currency (OCC) (*approved, conditionally approved*) the application of (*bank, city, state*) to change the composition of all, or substantially all, of the assets by sale or disposition.

[If applicable, insert:]

- The OCC also approved the application by (*bank*) to (*merge, consolidate, sell its assets and liabilities*) into (*insert name*).
- Your request(s) for (*list any other type of applications, for example, a dividend, a decrease in capital*) (*insert is, are*) also (*approve, conditionally approved*).
- In addition, there is no objection to your request to (*list any notices filed, for example, a branch closing*).

Discussion

A. Fundamental Change in Asset Composition

The (*applicant bank*) applied to the OCC for prior approval of a fundamental change in its asset composition under 12 CFR 5.53. Under section 5.53(c)(1)(i), a national bank must obtain prior written approval of the OCC before changing the composition of all, or substantially all, of its assets through sales or other dispositions. In the (*describe transaction*), the (*applicant bank*) will sell substantially all of its assets and liabilities, including all of its deposits, to (*acquiring bank or entity*). Thus, for (*applicant bank*), the transaction is clearly within the scope of section 5.53(c)(1)(i). The principal purpose of adopting 12 CFR 5.53 was to provide the OCC with a means to monitor and address supervisory concerns raised by so called “dormant” bank charters.

[Insert if there is a subsequent transaction to resolve the dormant charter:] In the case of (*applicant bank*), it plans to (*describe transaction, for example, merge into a nonbank affiliate shortly after the P&A Transaction*) that would resolve (*applicant bank*) a “dormant” charter. Thus, OCC concerns over the continuation of “dormant” charters are addressed. OCC approval of (*applicant bank’s*) application is consistent with the language and purpose of section 5.53, provided the (*insert transaction type, for example, merger into the nonbank affiliate*) occurs as proposed. Our approval of the section 5.53 application is based on and relies upon representations made by (*applicant bank*).

(*Insert other legal authority discussions used in this transaction*):

- B.
- C.

Conclusion and Approvals

This (approval, conditional approval) is granted based on a thorough review of all information available, including the representations and commitments made in the application and by the bank's representatives. **[If applicable]** We also made our decision to grant (*approval, conditional approval*) with the understanding that the bank will notify the FDIC that it no longer has deposits necessitating federal deposit insurance.

[For applications with standard and special conditions]

This approval is subject to the following condition(s):

[List conditions. Conditions listed must be subject to 12 USC 1818.]

Examples:

1. The (*insert transaction type, for example, merger*) may not occur until after the (*insert transaction type, for example, P&A*) and after the (*applicant bank's*) status as an insured bank has been terminated.
2. The applicant is expected to proceed diligently to sell or dispose of its assets and resolve the dormant charter as soon as possible. If the (*insert transaction type, for example, merger*) does not occur within seven (7) days after the (*insert transaction type, for example, P&A*), the (*applicant bank*) shall immediately notify the OCC and submit a plan to wind up its affairs and terminate its status as a national bank.
- 3.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

[If applicable] If all steps of the transaction are not consummated within (*insert time, for example, no more than 120 days*) days of this letter, this (*approval, conditional approval*) shall automatically terminate, unless the OCC grants an extension of the time period.

[For all applications]

You should include the CAIS control number on any correspondence related to this filing. If you have any questions, contact (*name*) at (*telephone number*) or e-mail (*insert email address*).

Sincerely,

–Signature–

Name and Title

cc: Official File

bcc: Secretary, Director, Licensing Activities (for publication if conditional approval)