

This section discusses the standardized filing procedures for most applications requiring action by the Office of Thrift Supervision (OTS). The review and processing of a majority of applications has been delegated to the Regional Offices. However, certain types of applications contain unique or novel issues, or present issues of law or policy, and must be concurrently processed with OTS-Washington. Please refer to Delegation Section 040 of the handbook for a listing of applications that will be processed concurrently by the Regional and Washington offices.

This section does not apply to applications or requests related to transactions pursuant to Sections 13 (c) or (k) of the Federal Deposit Insurance Act, 12 U.S.C. 1823(c), (k), or requests submitted in connection with cease and desist orders, temporary cease and desist orders, removal and/or prohibition orders, temporary suspension orders, supervisory agreements or directives, consent merger agreements, or documents negotiated in settlement of litigation (including requests for termination or modification of, or for approval pursuant to, such orders, agreements, or documents), or similar litigation or enforcement matters. Requests for reconsideration, modification, or appeal of final agency actions are also not covered by this section.

How to file Applications and Notices

Delegated Applications

The original and the number of copies indicated on the application form or notice should be filed with the appropriate Regional office. If the form does not indicate the number of copies to be filed, or OTS does not have a prescribed form for the application, the original and two copies must be filed. All copies should be clearly captioned as to the type of filing, and should contain all exhibits and other pertinent documents. The appropriate filing fee must accompany each submission in order for it to be accepted. An application is not considered filed until OTS receives the appropriate number of copies and fee. Any filing received after the close of business established by a Regional office will be considered received on the next business day.

The following are common types of applications that require submission of more than three copies:

- Merger or branch purchase applications filed pursuant to 12 C.F.R. § 563.22, or notices filed pursuant to 12 C.F.R. § 574.3(b) involving a merger (including a merger involving an interim institution), or applications filed on Form H-(e)3 require four additional copies of the application. The copies will be distributed to other agencies for review and comment.
- Any acquiror filing a notice pursuant to 12 C.F.R. § 574.3(b) must file three additional copies of the notice, which will be distributed to other agencies for review and comment. If the acquisition involves a state-chartered institution, the acquiror must also file one additional copy of the notice with OTS, which will be provided to the state supervisor.
- In the case of an application filed on Form H-(e)2, the applicant must file one additional copy of the application with OTS for the Department of Justice.

You may contact the Applications Manager at the appropriate Regional office to obtain application forms, notice forms, and instructions. OTS's Regional Offices and the states or territories they cover are as follows:

Northeast Regional Office

Harborside Financial Center Plaza Five
Suite 1600
Jersey City, NJ 07311
(201) 413-1000

Region: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont and West Virginia.

Southeast Regional Office

1475 Peachtree Street, N.E.
Atlanta, GA 30309
(404) 888-0771

Mail: P.O. Box 105217
Atlanta, GA 30348-5217

Region: Alabama, District of Columbia, Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Michigan, North Carolina, South Carolina, Puerto Rico, the Virgin Islands, and Virginia.

Midwest Regional Office

225 E. John Carpenter Freeway, Suite 500
Irving, TX 75062-2326
(972) 277-9500

Mail: P.O. Box 619027
Dallas/Ft. Worth, TX 75261-9027

Region: Arkansas, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, Oklahoma, Tennessee, Texas, and Wisconsin.

West Regional Office

Pacific Plaza
2001 Junipero Serra Blvd.
Suite 650
Daly City, CA 94014-1976
(650) 746-7000

Mail: P.O. Box 7165
San Francisco, CA 94120-7165

Region: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, New Mexico, Nevada, North Dakota, Northern Mariana Islands, Oregon, South Dakota, Utah, Washington, and Wyoming.

Nondelegated Applications

As previously stated, Section 040 of the handbook should be consulted for those applications that will be concurrently processed with the Washington office. For these applications, or if applicable regulations or forms so direct, an applicant must file the required number of copies with OTS's Applications Filing Room (AFR) in Washington at 1700 G Street, N.W., Washington, D.C. 20552 in addition to filing with the appropriate Regional office. Any filings received after the close of business established by a Regional or Washington office will be considered received on the next business day.

If the application form does not indicate the number of copies to be filed, or OTS does not have a prescribed form for the application, three copies must be filed with the AFR. All copies should be clearly captioned as to the type of filing, and should contain all exhibits and other pertinent documents. The application will be considered filed when both the Washington and Regional offices receive the appropriate number of copies, and the fee has been submitted to the appropriate Regional office. In the event a fee waiver is requested, the application will not be considered filed until such time as a decision is made with respect to the request. All fee waiver requests will be acted on by the Washington office.

Securities Filings

Securities Filings, filed pursuant to 12 C.F.R. Parts 563g and 563d.1, should be submitted directly to OTS's Securities Filings Desk at 1700 G Street, N.W., Washington, D.C. 20552.

Confidentiality

The applicant must submit in writing, concurrently with the submission of the application, any requests to keep specific portions of the application confidential. In accordance with the Freedom of Information Act, the request should discuss the justification for the requested treatment and should specifically demonstrate the harm (e.g., to competitive position, invasion of privacy) that would result from the public release of information. OTS will not treat as confidential the portion of an application describing the plan to meet the Community Reinvestment Act objectives.

Information for which confidential treatment is requested should be: (i) specifically identified in the public portion of the application by reference to the confidential section; (ii) separately bound; and (iii) labeled "confidential." The applicant should follow these same procedures when filing supplemental information to the application. OTS will determine whether information designated as confidential must be made available to the public under the Freedom of Information Act. OTS will advise the applicant before it makes information designated as confidential available to the public.

Savings institutions are required by regulation to provide the public with advance notice of certain activities as they pertain to specific application types. The form of publication to be used will depend on the type of application filing that has been submitted to OTS. Specific guidance on public notice requirements for individual application types may be found in the handbook section for that application. The following are examples of publication forms that should be used by applicants to meet public notice requirements.

- Exhibit 1 **Notice of Filing of Application or Notice for Acquisition of a Savings Institution.** For filings required pursuant to 12 C.F.R. § 574.3. Pursuant to 12 C.F.R. § 574.6(d)(1), notice must be published no earlier than, and no later than, three calendar days from the filing date of the application.
- Exhibit 2 **Establishment of a Branch Office, or Change of Location of an Office, or Redesignation of Home Office Location.** For filings required pursuant to 12 C.F.R. §§ 545.92 or 545.95. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 3 **Notice of Assumption of Deposit Application.** For assumption of deposit liabilities, primarily involving the purchase of branch offices by a Savings Institution. For filings required pursuant to 12 C.F.R. § 563.22(a). Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 4 **Notice of Merger Application.** For the purchase of all or substantially all of a financial institution by a Savings Institution. For filings required pursuant to 12 C.F.R. § 563.22(a). Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 5 **Notice of Filing of Application For Permission to Organize a Federal Savings Institution.** For filings required pursuant to 12 C.F.R. § 543.2 or 552.2-1. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 6 **Combined Notice of Filing of Application For Acquisition Of A Savings Institution And For Permission To Organize A Federal Savings Institution.** For filings required pursuant to 12 C.F.R. §§ 574.3 and 552.2-1. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 7 **Combined Notice of Filing Of Application For Acquisition Of A Savings Institution And Notice Of Merger.** For filings required pursuant to 12 C.F.R. §§ 574.3 and 563.22. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.

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- Exhibit 8 **Combined Notice Of Filing Of Application For Acquisition Of A Savings Institution And Application For Permission To Convert To A Federal Savings Institution In A Merger Transaction.** For filings required pursuant to 12 C.F.R. §§ 574.3, 552.2-1, and 563.22. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 9 **Combined Notice Of Filing Of Application For Acquisition Of A Savings Institution And Application For Permission To Convert To A Federal Savings Institution.** For filings required pursuant to 12 C.F.R. §§ 574.3 and 552.2-1. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.
- Exhibit 10 **Notice Of Filing Of Application For Permission To Convert To A Federal Savings Institution.** For filings required pursuant to 12 C.F.R. §§ 543.2 or 552.2-1. Pursuant to 12 C.F.R. § 516.60, notice must be published no earlier than seven days before and no later than the filing date of the application.

EXHIBIT 1**NOTICE OF FILING OF APPLICATION OR NOTICE FOR ACQUISITION OF A SAVINGS INSTITUTION**

This is to inform the public that under 12 C.F.R. § 574.3 of the Regulations of the Office of Thrift Supervision (OTS) for Acquisitions of Savings Institutions, *[Acquiror(s) or Holding Company(ies) name, City and State]* will file on or about *[date]* an application with the OTS, to acquire control of *[Exact Corporate Name of Target Institution, City, State]*.

Anyone may submit written comments in connection with the application, and in so doing, may submit such information as he or she deems relevant. Three copies of all submissions must be sent to the Regional Director, The Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]* within 20 calendar days of the filing of the application. Up to an additional 20 calendar days may be obtained, upon a showing of good cause, if a written request is received by OTS within the initial 20-day period.

You may inspect the nonconfidential portions of the application and the nonconfidential portions of all comments filed with OTS by contacting the OTS Regional Office listed above. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 2**NOTICE [(TO ESTABLISH A BRANCH OFFICE) OR (TO CHANGE THE LOCATION OF AN OFFICE) OR (FOR REDESIGNATION OF HOME OFFICE)]**

This is to inform the public that under 12 C.F.R. Section [545.92 or 545.95] of the Regulations of the Office of Thrift Supervision (OTS), [*Thrift Corporate Title, Street Address, City, Town, State and Zip Code*] [*has filed/intends to file*] an [*application/notice*] with the OTS for permission to [*(establish a branch office at (proposed location)) or (change the location of a branch office from (present address) to (proposed address)) or (redesignate its home office from (present address) to (proposed address))*].

Anyone may submit written comments in connection with this application within 25 days of the filing of the application. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, [*Street Address, City, State, and Zip Code of applicable Regional Office*], and to the attention of [*Name or Title of contact person*] of [*Thrift Corporate Title*] to its address stated above [*or other appropriate address to ensure delivery of the comment*]. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by filing a written request with the OTS that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address these facts or issues within the 25 day period.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at [*Telephone Number*].

EXHIBIT 3**NOTICE OF ASSUMPTION OF DEPOSITS APPLICATION**

Notice is hereby given that application has been made to The Office of Thrift Supervision (OTS), for approval of the assumption of liabilities of the *[address of branch(es)]* branch office[s] of *[Exact Corporate Name of Selling Institution, City, State]* by *[Exact Corporate Name of Purchasing Institution, Street Address, City, State and Zip Code]*.

It is contemplated that *[Name of Purchaser]* will continue to operate the acquired branch office[s] at *[its or their]* current location[s]. *[Note: If all or certain offices will be closed or consolidated, substitute the following “(Name of Purchaser) will (discontinue operations of the acquired branch office(s) at (its or their) current location(s)) or (continue to operate the acquired branch offices at their current locations with the exception of (identify the location of each office to be closed including Street Address, City, State)).*

This notice is published pursuant to 12 U.S.C. Section 1828(c) of the Federal Deposit Insurance Act and 12 C.F.R. Section 563.22 of the regulations of OTS. This notice will appear at approximately one-week intervals over a 30-day period beginning *[date]* and ending *[date]*.

Anyone may submit written comments in connection with this application within 30 days of the filing of the application. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name or Title of contact person]* of *[Name of the Purchasing Institution]* to its address stated above *[or other appropriate address to ensure delivery of the comment letter]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by including a written request for a meeting with your comment that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address the facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 4**NOTICE OF MERGER APPLICATION**

Notice is hereby given that application has been made to The Office of Thrift Supervision (OTS), for approval of the merger of *[Exact Corporate Name of Selling Institution, City, State]* by *[Exact Corporate Name of Purchasing Institution, Street Address, City, State and Zip Code]*.

It is contemplated that all offices of the above-named depository institutions will continue to operate with the exception of *[identify location of each office to be closed including Street Address, City, State]*. *[Note: If no offices will be closed or consolidated, insert instead: "(Name of Purchaser) will continue to operate the offices at their current locations."]*

This notice is published pursuant to 12 U.S.C. Section 1828(c) of the Federal Deposit Insurance Act and 12 C.F.R. Section 563.22 of the regulations of OTS. This notice will appear at approximately one-week intervals over a 30-day period beginning *[date]* and ending *[date]*.

Anyone may submit written comments in connection with this application within 30 days of the filing of the application. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name or Title of contact person]* of *[Name of the Purchasing Institution]* to its address stated above *[or other appropriate address to ensure delivery of the comment letter]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by including a written request for a meeting with your comment that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address the facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 5**NOTICE OF FILING OF APPLICATION FOR PERMISSION TO ORGANIZE A
FEDERAL SAVINGS INSTITUTION**

This is to inform the public that under 12 C.F.R. Section *[543.2 or 552.2-1]* of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Name of organizing group & location including Street Address, City, State and Zip Code]* has filed an application with the OTS, for permission to organize a Federal savings institution to be known as *[corporate title of savings institution]* and located at, or in the immediate vicinity of, *[proposed location including Street Address, City, State]*.

Anyone may submit written comments in connection with this application within 25 days of the filing of the application. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name of the organizing group (or other contact if the organizing group is not the preferred contact)]* to its address stated above *[or alternate address if appropriate]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by including a written request for a meeting with your comment that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address the facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 6**NOTICE OF FILING OF APPLICATION FOR ACQUISITION OF A SAVINGS INSTITUTION AND FOR PERMISSION TO ORGANIZE A FEDERAL SAVINGS INSTITUTION**

This is to inform the public that under 12 C.F.R. Section 574.3 and 552.2-1 of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Acquiror(s) or Holding Company(ies) name, Street Address, City, State, and Zip Code (complete mailing address is needed for only one entity for the purpose of receiving comment letters, whereas additional entities need only City and State)]* will file on or about *[date]* an application with the OTS, for permission to organize and acquire control of a Federal *[Savings Bank or Savings Association]* to be known as *[thrift corporate title]* and located at, or in the immediate vicinity of, *[proposed location...Street Address, City, State]*.

Anyone may submit written comments in connection with this application within 25 days of the filing of the application. Up to an additional 15 calendar days to submit comments may be obtained upon a showing of good cause, if a written request is received by the OTS within the initial 25-day period. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]* and to the attention of *[Name or Title of contact person]* of *[Name of Acquiror or the Holding Company or substitute contact if another entity is selected to receive the comment]* to its address stated above *[or other appropriate address to ensure delivery of the comment]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by filing a written request with the OTS that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address these facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 7**NOTICE OF FILING OF APPLICATION FOR ACQUISITION OF A SAVINGS INSTITUTION AND NOTICE OF MERGER**

This is to inform the public that under 12 C.F.R. Sections 574.3 and 563.22 of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Holding Company(ies) name, Street Address, City, State, and Zip Code (complete mailing address is needed for only one entity for the purpose of receiving comment letters, whereas additional entities need only City and State)]* will file on or about *[date]* an application with the OTS, to acquire control of *[Exact Corporate Name of Selling Institution, City, State]*, through *(briefly describe the transaction, e.g. merger, consolidation, purchase and assumption, etc., with/into/of/to, include the Exact Corporate Titles of financial institutions involved)*.

It is contemplated that all offices of the above-named depository institutions will continue to operate with the exception of *[identify location of each office to be closed including Street Address, City, State]*. *[Note: If no offices will be closed or consolidated, insert instead: “(Name of Holding Company) will continue to operate the offices at their current locations.”]*

This notice is published pursuant to 12 U.S.C. Section 1828(c) of the Federal Deposit Insurance Act and 12 C.F.R. Sections 563.22 and 574.6 of the regulations of OTS. This notice will appear at approximately one-week intervals over a 30-day period beginning *[date]* and ending *[date]*.

Anyone may submit written comments in connection with this application within 30 days of the filing of the application. Up to an additional 10 calendar days to submit comments may be obtained upon a showing of good cause, if a written request is received by the OTS within the initial 30 day period. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name or Title of contact person]* of *[Name of the Holding Company or substitute contact if another entity is selected to receive the comment]* to its address stated above *[or other appropriate address to ensure delivery of the comment letter]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by including a written request for a meeting with your comment that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address the facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 8**NOTICE OF FILING OF APPLICATION FOR ACQUISITION OF A SAVINGS INSTITUTION AND APPLICATION FOR PERMISSION TO CONVERT TO A FEDERAL SAVINGS INSTITUTION IN A MERGER TRANSACTION**

This is to inform the public that under 12 C.F.R. Sections 574.3, 552.2-1, and 563.22 of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Acquiror(s) or Holding Company(ies) name, Street Address, City, State, and Zip Code (complete mailing address is needed for only one entity for the purpose of receiving comment letters, whereas additional entities need only City and State)]* will file on or about *[date]* an application with the OTS, to acquire control of *[Exact Corporate Name of Proposed Savings Institution, City, State]*, through its conversion to a Federal savings institution by *(briefly describe the transaction, e.g. merger, consolidation, purchase and assumption, etc., with/into/of/to, include the Exact Corporate Titles of financial institutions involved)*.

This notice is published pursuant to 12 U.S.C. Section 1828(c) of the Federal Deposit Insurance Act and 12 C.F.R. Sections 552.2-1, 563.22, and 574.6 of the regulations of OTS. This notice will appear at approximately one-week intervals over a 30-day period beginning *[date]* and ending *[date]*.

Anyone may submit written comments in connection with this application within 30 days of the filing of the application. Up to an additional 10 calendar days to submit comments may be obtained upon a showing of good cause, if a written request is received by the OTS within the initial 30 day period. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]* and to the attention of *[Name or Title of contact person]* of *[Name of Acquiror or the Holding Company or substitute contact if another entity is selected to receive the comment]* to its address stated above *[or other appropriate address to ensure delivery of the comment]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by filing a written request with the OTS that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address these facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 9**NOTICE OF FILING OF APPLICATION FOR ACQUISITION OF A SAVINGS INSTITUTION AND APPLICATION FOR PERMISSION TO CONVERT TO A FEDERAL SAVINGS INSTITUTION**

This is to inform the public that under 12 C.F.R. Sections 574.3, and 552.2-1 of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Acquiror(s) or Holding Company(ies) name, Street Address, City, State, and Zip Code (complete mailing address is needed for only one entity for the purpose of receiving comment letters, whereas additional entities need only City and State)]* will file on or about *[date]* an application with the OTS, to acquire control of *[Exact Corporate Name of Proposed Savings Institution, City, State]*. As part of the transaction, *[Exact Corporate Title of the converting institution]* will file an application to convert from a *[specify the existing charter type of the converting institution]* to a Federal Savings Institution to be called *[Exact Corporate Name of Proposed Savings Institution]*.

Anyone may submit written comments in connection with this application within 25 days of the filing of the application. Up to an additional 15 calendar days to submit comments may be obtained upon a showing of good cause, if a written request is received by the OTS within the initial 25-day period. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name or Title of contact person]* of *[Name of Acquiror or the Holding Company or substitute contact if another entity is selected to receive the comment]* to its address stated above *[or other appropriate address to ensure delivery of the comment]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by filing a written request with the OTS that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address these facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

EXHIBIT 10**NOTICE OF FILING OF APPLICATION FOR PERMISSION TO CONVERT TO A
FEDERAL SAVINGS INSTITUTION**

This is to inform the public that under 12 C.F.R. Section *[543.2 or 552.2-1]* of the Rules and Regulations of the Office of Thrift Supervision (OTS), *[Exact Corporate Title of the converting institution, Street Address, City, State and Zip Code]* will file on or about *[date]* an application with the OTS, to convert from a *[specify the existing charter type of the converting institution]* to a Federal Savings Institution to be called *[Exact Corporate Name of Proposed Savings Institution]*.

Anyone may submit written comments in connection with this application within 25 days of the filing of the application. The comment must be sent simultaneously to the Regional Director, Office of Thrift Supervision, *[Street Address, City, State, and Zip Code of applicable Regional Office]*, and to the attention of *[Name or Title of contact person]* of *[Name of Converting Institution or substitute contact if another entity is selected to receive the comment]* to its address stated above *[or other appropriate address to ensure delivery of the comment]*. Written comments in opposition to the application should address the regulatory basis for denial of such application, and be supported by the information specified in 12 C.F.R. Section 516.120(a). You may request an informal meeting on such application by filing a written request with the OTS that describes the nature of the issues or facts to be discussed and the reasons why written submissions are insufficient to adequately address these facts or issues.

You may look at the non-confidential portions of the application and all comments filed with the OTS Regional Office. This information is available for public inspection at the appropriate OTS Regional Office during regular business hours. If you have any questions concerning these procedures, contact the OTS Regional Office at *[Telephone Number]*.

The attached form letters should be used in notifying the appropriate regulatory agencies when processing applications subject to the Bank Merger Act (BMA), as required by 12 C.F.R. § 563.22(e)(2).

- Exhibit 1 Initial BMA Letter – Department of Justice
- Exhibit 2 Initial BMA Letter – Department of Justice
Competitively Neutral Transactions
- Exhibit 3 Final BMA Letter – Department of Justice
- Exhibit 4 BMA Letter – Federal Reserve
- Exhibit 5 BMA Letter – Comptroller of the Currency
- Exhibit 6 BMA Letter – Federal Deposit Insurance Corporation

Exhibit 1
Initial BMA Letter – Department of Justice

U.S. Department of Justice
Antitrust Division
City Center Building, Suite 4000
1401 H Street, N.W.
Washington, D.C. 20530

Re: [Description of Transaction]

Dear Sir or Madam:

Pursuant to the provisions of the Bank Merger Act, 12 U.S.C. § 1828(c), we hereby request a report on the competitive factors involved in the above-captioned transaction. A copy of the application is enclosed.

The date of receipt of this letter by your office will be made a part of our records with respect to this transaction. Therefore, we would appreciate your signing or date stamping the enclosed copy of this letter and returning it to us.

If you require any further information, please contact me at _____. We will forward to your office a copy of any amendment to the application that affects antitrust considerations. Thank you for your attention to this matter.

Sincerely,

Applications Analyst

Enclosures

Exhibit 2
Initial BMA Letter – Department of Justice
Competitively Neutral Transactions

U.S. Department of Justice
Antitrust Division
City Center Building, Suite 4000
1401 H Street, N.W.
Washington, D.C. 20530

Re: [Description of Transaction]

Dear Sir or Madam:

Pursuant to the provisions of the Bank Merger Act, 12 U.S.C. § 1828(c), we hereby request your review of the above-captioned transaction. We request your confirmation that the proposed transaction is subject to the Department's December 6, 1989, agreement on the prospective competitiveness factors report process. A copy of the application is enclosed.

Your receipt date plus 31 days will determine the earliest transaction consummation date. For the purposes envisioned under 12 U.S.C. § 18(c)(6) of the Federal Deposit Insurance Act, we will grant an interim approval of the application to be effective on your date of receipt. As a result, your confirmation should clearly indicate your date of receipt of our request and be returned to the OTS regional office at the above address.

In the event that during the 30 days following your receipt of this letter the Department advises OTS that the transaction will have a significantly adverse effect on competition, OTS' interim approval will be immediately revoked or suspended. In such cases, you will be promptly notified of any subsequent approval and will have 30 days after that approval date to initiate any action to prevent consummation of the proposed transaction.

If you require any further information, please contact me at _____. We will forward to your office a copy of any amendment to the application that affects antitrust considerations. Thank you for your attention in this matter.

Sincerely,

Applications Analyst

Enclosures

Exhibit 3
Final BMA Letter – Department of Justice

U.S. Department of Justice
Antitrust Division
City Center Building, Suite 4000
1401 H Street, N.W.
Washington, D.C. 20530

Re: [Description of Transaction]

Dear Sir or Madam:

We are writing to advise you that the Office of Thrift Supervision approved the above referenced transaction under the Bank Merger Act, 12 U.S.C. § 1828(c). A copy of the approval is enclosed.

The date of receipt of this letter by your office will be made a part of our records with respect to this transaction. Therefore, we would appreciate your signing or date stamping the enclosed copy of this letter and returning it to us.

Sincerely,

Applications Analyst

Enclosures

Exhibit 4
BMA Letter – Federal Reserve

[Contact Person]
Federal Reserve Bank of _____
[Address]

Re: [Description of Transaction]

Dear _____:

Pursuant to the provisions of the Bank Merger Act, 12 U.S.C. § 1828(c), we hereby request a report on the competitive factors involved in the above-captioned proposed transaction. A copy of the application is enclosed.

The date of receipt of this letter by your office will be made a part of our records with respect to this transaction. Therefore, we would appreciate your signing or date stamping the enclosed copy of this letter and returning it to us.

If you require any further information, please contact me at _____. We will forward to your office a copy of any amendment to the application that affects antitrust considerations. Thank you for your attention to this matter.

Sincerely,

Applications Analyst

Enclosures

Exhibit 5
BMA Letter – Comptroller of the Currency

[Contact Person]
Comptroller of the Currency
Bank Organization and Structure
250 E Street, S.W.
Washington, D.C. 20219

Re: [Description of Transaction]

Dear _____:

Pursuant to the provisions of the Bank Merger Act, 12 U.S.C. § 1828(c), we hereby request a report on the competitive factors involved in the above-captioned proposed transaction. A copy of the application is enclosed.

The date of receipt of this letter by your office will be made a part of our records with respect to this transaction. Therefore, we would appreciate your signing or date stamping the enclosed copy of this letter and returning it to us.

If you require any further information, please contact me at _____. We will forward to your office a copy of any amendment to the application that affects antitrust considerations. Thank you for your attention to this matter.

Sincerely,

Applications Analyst

Enclosures

Exhibit 6
BMA Letter – Federal Deposit Insurance Corporation

[Contact Person]
Special Situations and Applications Section
Room 512C
550 Seventeenth Street
Washington, D.C. 20249

Re: [Description of Transaction]

Dear _____:

Pursuant to the provisions of the Bank Merger Act, 12 U.S.C. § 1828(c), we hereby request a report on the competitive factors involved in the above-captioned proposed transaction. A copy of the application is enclosed.

The date of receipt of this letter by your office will be made a part of our records with respect to this transaction. Therefore, we would appreciate your signing or date stamping the enclosed copy of this letter and returning it to us.

If you require any further information, please contact me at _____. We will forward to your office a copy of any amendment to the application that affects antitrust considerations. Thank you for your attention to this matter.

Sincerely,

Applications Analyst

Enclosures

OTS considers the following applications to contain an issue of law or policy that require concurrent processing by the OTS Regional Office and OTS-Washington. Therefore, if an applicant files any of the application types listed below, the applicant should submit the appropriate number of copies of the filing to the applicable OTS Regional Office and the Applications Filing Room (AFR), Office of Thrift Supervision, 1700 G Street, N.W., Washington, D.C. 20552. Applications and/or notices not listed below may be processed solely by the Regional Office and do not need to be filed with the AFR. If OTS later deems any such filings to present such issues of law or policy, the Regional Office will notify the applicant that the submission must be concurrently processed by the OTS Washington Office and will direct the applicant to file the appropriate number of copies with the AFR.

The following applications must be filed in both the Region and with the AFR:

- A. Applications filed under the acquisition of control regulations, 12 C.F.R. Part 574, the Bank Merger Act, 12 U.S.C. § 1828(c), or the transfer of assets regulations, 12 C.F.R. § 563.22(c), as follows:
 - 1. Applications involving foreign acquirors that have not previously received OTS approval under Part 574;
 - 2. Applications by diversified companies, insurance companies, investment companies, pension funds, investment advisors, securities firms, and credit unions;
 - 3. Applications that involve hostile or contested acquisitions, opposition proxy solicitations or other potential acquisitions where there is a competing acquiror for a savings association;
 - 4. Applications for qualified stock issuances;
 - 5. Applications for approval of material waivers of the required provisions for standard rebuttal of control or action in concert filings;
 - 6. Applications raising significant competitive factor issues, including, but not limited to transactions in which the Department of Justice, Federal Trade Commission, or the Federal Reserve Board object to any aspect of the proposed transaction, or which otherwise result in significant post-transaction market concentrations;
- B. Applications for permission to organize a savings association;
- C. Applications by savings associations that have been approved to operate as limited purpose institutions to expand their activities beyond those previously approved;
- D. Applications for mutual holding company reorganizations and minority stock issuances filed under Part 575;
- E. Applications for mutual to stock conversions filed under Part 563b;
- F. Applications filed by a savings association under Part 559 for a subordinate organization to engage in an activity that is not preapproved under Part 559.4;
- G. Applications involving any foreign activity of a savings association or a subordinate organization of a savings association;

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- H. Applications requesting approval of waivers of statutes; regulations; OTS policy as set forth in bulletins; memorandums or handbooks; or significant application requirements;
 - I. Application for the modification or revocation of any condition of approval imposed on an application that was not approved on a delegated basis;
 - J. Applications for charter and bylaw amendments with nonroutine anti-takeover provisions, or nonstandard indemnification provisions;
 - K. Applications by or involving persons subject to a pending notice of charges or formal investigation;
 - L. Applications for Management Interlock exceptions under Part 563f;
 - M. Applications involving approval of non-cash contributions or leveraged buyouts; and
 - N. Unique or novel branch applications.

This handbook section provides information regarding the appeals process for Office of Thrift Supervision (OTS) decisions on applications, notices, and filings (collectively defined as applications). OTS recognizes that its decisions have a significant effect on its regulated savings institutions and that certain OTS application decisions may be challenged. Because it is the OTS's objective to ensure its decisions are fair, equitable and consistent, OTS has developed a process for the review, appeal and reconsideration of disputed OTS decisions. Further, the OTS Ombudsman is also available for use by an institution in dealing with OTS on any dispute or appeal relating to an OTS decision on an application.

A request to reconsider a decision made on an application may be made when, in the applicant's judgment, OTS's decision on an application, or its decision to impose non-standard conditions of approval, is inconsistent with existing OTS regulations, policies, procedures or the facts presented in the application. In all cases, before filing a request to reconsider a decision made on an application, applicants are encouraged to discuss with the decision-making office (e.g., Regional Office or OTS-Washington) any concerns regarding OTS's decision on an application.

FILING REQUIREMENTS

Filings and submissions made pursuant to the appeals process are not subject to the application processing procedures in 12 CFR Part 516.

Processing Procedures and Time Frames

A formal request for reconsideration of an OTS application decision, or for reconsideration of an OTS decision to impose a nonstandard condition of approval, should be filed with OTS within 30 calendar days of the OTS decision on the application. Applicants requesting reconsideration should submit an original and two copies of the request to the OTS-Washington Applications Filing Room, and submit one copy to the appropriate Regional Office. See Application Filing Requirements in Section 010 of this handbook for OTS addresses and more information.

No fees are charged for a request for reconsideration. OTS will make every effort to take action upon a request for reconsideration within 60 calendar days of the receipt of a request, or if additional information is requested, within 60 calendar days of receipt of any additional information.

Information and Form Requirements

The request should contain the following information:

- Identification of application on which review is sought;
- A copy of the original OTS decision letter or order, and any subsequent modifications;
- A statement of whether the applicant is submitting a request for reconsideration of an OTS application decision, or for the imposition of nonstandard conditions of approval;
- A concise statement of the reasons why the applicant disagrees with an OTS application decision or imposition of nonstandard conditions of approval;

- A description of any applicable statutes, regulations, policies or procedures on which the applicant relies;
- Confirmation as to whether the applicant has, in the interim, complied with the terms of the application decision and any nonstandard condition of approval;
- Copies of any supporting documents; and
- The name, address and telephone number of an individual designated to provide additional information.

Special Considerations

The procedures described in this section do not supersede any statutory provisions for judicial or administrative review of agency decisions concerning applications. An applicant's election to use these procedures will not affect the running of any statutorily-prescribed period for seeking judicial review. In addition, when a statute requires OTS to make a decision on an application within a specific period of time, OTS will deem the original decision, and not the decision rendered in response to a request for reconsideration, to determine compliance with such a requirement.

OTS prohibits any employee, including members of its examination and supervisory staff, from acts of retaliation against an applicant that files for the reconsideration of an application.

Ombudsman

Section 309(d) of the Community Development and Regulatory Improvement Act of 1994 (CDRIA), requires that each Federal banking agency appoint an Ombudsman. Section 309 provides that the Ombudsman is to:

- Act as a liaison between the agency and any affected person with respect to any problem such party may have in dealing with the agency resulting from the regulatory activities of the agency; and
- Assure that safeguards exist to encourage complainants to come forward and preserve confidentiality.

Section 309(b)(2) of the CDRIA provides that each Federal banking agency shall ensure that appropriate safeguards exist for protecting any party who appeals a “material supervisory determination” from retaliation by agency examiners.

OTS believes that the proper role of the Ombudsman is to act as a facilitator and mediator for the resolution of complaints. The Ombudsman will ensure that complaints about OTS regulatory actions are addressed in a fair and timely manner.

The Ombudsman's major function is to provide assistance as a liaison with the thrift industry and the public on issues, concerns or problems that they may have in dealing with OTS. The OTS Ombudsman reports directly to the Director.

When a problem is brought to the attention of the Ombudsman, the Ombudsman will explain the appeals process. Where the applicant has a complaint with regard to the process, the Ombudsman will meet with the appropriate OTS official, or arrange a meeting between the complainant and the appropriate OTS official and attempt to resolve the problem. If the Ombudsman believes a problem or complaint has not been satisfactorily addressed, the Ombudsman may raise the matter with a higher level official and/or the Director for resolution.

Section 309(d)(2)(B) of the CDRIA requires that the Ombudsman ensure that safeguards exist to encourage complainants to come forward and preserve confidentiality. In OTS's view, its existing avenues for appeal or complaints, the Ombudsman's authority to compel meetings with appropriate OTS officials at all levels in Washington, D.C. and the Regions, as well as the authority of the Ombudsman to review complaints of retaliation, should encourage complainants to come forward.

All information and materials utilized in the Ombudsman's review of a complaint shall be used only for purposes of the review and not disclosed outside of the Ombudsman's office, except to appropriate reviewing officials or with appropriate authorization. The Ombudsman will honor requests to keep confidential the identity of a complaining party. It must be recognized, however, that the resolution of certain complaints (such as complaints of retaliation against an individual institution) may not be possible should the identity of the complainant remain confidential. In such cases, the Ombudsman will discuss the circumstances limiting confidentiality with the complaining party involved. OTS believes these provisions should assist in preserving the confidentiality of complainants and the Ombudsman function.

The Ombudsman is authorized to receive complaints of retaliation against a party because of utilizing the Ombudsman or any existing avenue of appeal or complaint forum. Upon receiving a complaint of retaliation, the Ombudsman will investigate the supervisory basis for the alleged retaliatory conduct. Upon completion of the review, the Ombudsman will report any findings of retaliation to the Director of OTS with a recommendation for remedial action to protect the complainant. A finding of retaliation will be referred to the Chief Counsel, for possible disciplinary action against the OTS employee who retaliated.

A party may contact the Ombudsman at any time regarding a problem resulting from the regulatory activities of OTS by calling (202) 906-5685 or writing to: Ombudsman, Office of Thrift Supervision, 1700 G Street, NW, Washington, D.C. 20552.

INFORMATION SOURCES

Thrift Bulletin 68 dated July 15, 1996

The National Application Tracking System (NATS) is a computerized on-line database that acts as a central file for all applications and notices processed by OTS-Washington and Regional staff. NATS is designed to satisfy four major objectives:

- Provide an historical database for applications and notices processed by OTS-Washington and Regional staff;
- Provide the status of applications pending in either the Washington or Regional offices;
- Provide various reports to monitor and track applications, which facilitates processing and ensures compliance with established regulatory timeframes; and
- Provide the ability to interface with other OTS monitoring systems, which allows for agency-wide research and development projects.

By providing a wide range of reporting capabilities, NATS enables OTS to more effectively and efficiently manage processing activities and monitor applications. In addition, the public may access NATS through OTS' website to obtain information regarding pending and completed applications. Therefore, it is critical that NATS entries be made in a timely manner to maintain the system's effectiveness. Application information must be entered into the system within five days of the event or activity. Of particular importance is the entry of the effective date of certain transactions (i.e., mergers, acquisitions, de novos, charter conversions), which may affect whether the institution will be subject to OTS assessments.