Thrift Bulletin

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Handbook Subject: Fee Schedules

Section: 071
TB 48-13

March 31, 1995

RESCINDED

Office of Thrift Supervision Fees Bulletin

Summary: Attached is the Office of Thrift Supervision's annual Thrift Bulletin on Filing Fees. This bulletin is generally revisited for appropriateness and revised as needed, at least once each year. It sets forth all fees to be charged by the OTS. The revised bulletin: (i) replaces the Merger, Transfer of Assets and Liabilities, Oakar and Sasser application categories with a new category entitled Combinations and Transfers; (ii) reflects the changes brought about by the recent amendments to regulations governing mergers and transfers of assets and liabilities; (iii) lowers the fees for certain application types including Permission to Organize applications and Holding Company applications; (iv) eliminates the filing fee for processing service corporation applications requesting permission to participate in Community Development Corporations; and (v) clarifies the OTS policy on the waiver of filing fees. The revised bulletin supersedes TB 48-12, dated March 18, 1994, becomes effective 30 days after its publication and shall remain in effect until further notice.

For Further Information Contact: Your Regional Office, the Corporate Activities Division or the Business Transactions Division of the Office of Thrift Supervision, Washington, DC.

Thrift Bulletin 48-13

On September 29, 1994, the Office of Thrift Supervision amended its regulations governing mergers, transfers of assets and liabilities and other combinations involving savings associations. Among other things, these amendments: (i) reduced the regulatory burden on certain savings associations that propose to convert to a bank charter in a Sasser conversion or to be acquired by a bank in an Oakar transaction; and (ii) established an expedited approval process for certain transfers and combinations filed under 12 C.F.R. Section 563.22(c).

As a result of these changes, the Application Fee Schedule has been expanded to include the creation of four new filings; (i) Notifications of Conversions to National or State Banks - $200; (ii) Notifications of combinations with Banks (Bank survives)- $200; (iii) Notices of Branch Sales to Banks - $2,000; and (iv) Notices of Transfers of Assets or Liabilities - $2,000.

In addition to creating these new categories, the OTS has made several other modifications to the fees bulletin.

The OTS has established a new application category entitled "Combinations and Transfers" which now contains the applications formerly referred to as Mergers, Sassers, Oakars and Transfers of Assets and Assumption of Liabilities. In the context of this new section, the term "State Bank" means a national bank, commercial bank, industrial bank, or a non OTS-regulated, state-chartered savings bank. If the transaction involves a Holding Company application under 12 C.F.R. Part 574, then only the holding company fee applies.

In establishing this new category, the Agency is attempting to eliminate the confusion that periodically arises over what constitutes a Sasser or Oakar application. It should be emphasized that no fees have been raised for any of these application types.

After reviewing all relevant historical information, the OTS has also decided to eliminate the fees for processing Dividend Notifications and Interim Charters and to reduce the fees for the following application types: Deregistration as holding company - from $1,000 to $900; Divestiture of Control - from $1,000 to $900; Permission to Organize - from $18,100 to $14,400; H(e)1,2&3 - from $18,100 to $14,400; Form MHC-1 from $10,000 to $8,000; Form MHC-2 from $8,700 to $6,400; and Mergers, Transfers of Assets and Assumption of Liabilities - from $5,200 to $4,000. The new fees more accurately reflect the OTS' actual processing costs.

As part of this bulletin, the OTS is also implementing a new policy with respect to Service Corporation applications to participate in Community Development Corporations (CDCs). After reviewing the historical data on this type of filing, the OTS determined that the fee it charged often exceeded the institution's actual investment in the CDC. Under the new policy, therefore, the OTS will no longer charge a fee for this type of filing. The OTS recognizes the importance and benefits of participating in CDCs and eliminated the fee so as not to discourage participation in this activity.

Finally, as part of TB 48-11, the OTS instituted a new policy on waiving and reducing filing fees. Under this policy, the Director, or his designee, may waive or reduce filing fees for:

(i) change of control notices or holding company applications involving non-material increases in share ownership by acquirers that have previously received approval or non-objection under 12 C.F.R. Part 574 and other acquirers whose acquisitions would be aggregated with approved parties due to a presumption of concerted action; or (ii) situations where, due to the size or financial condition of the applicant, a fee is not economically feasible or justifiable.

Although not specifically stated in TB 48-11, the OTS intended the waiver policy to remain in effect until further notice. Because the policy was not specifically restated in TB 48-12, confusion arose as to whether it was still applicable. The OTS, as part of this bulletin, is now giving notice that its policy on waiving filing fees, as stated in TB 48-11, will remain in effect until further notice. Furthermore, a footnote that reflects this policy has been added to the attached Application Fee Schedule.

Attachments

John F. Downey

—John F. Downey
Director of Supervision

Application Fee Schedule

Agency Office $900

If an application contains a request to establish more than one agency office, include $100 for each additional agency office.

Approval of Director and Officer $800
The $800 fee is per individual. The applicant must also include $23 per each FBI background check required.

Branch
- Interstate
  - Standard $1,900
  - Expedited $700
- Intrastate
  - Standard $1,900
  - Expedited $700
- Change of Location
  - Standard $900
  - Expedited $300

If an application contains a request to establish or relocate more than one branch office, include $100 for each additional branch office.

Bylaw Amendments
- Applications (Sections 544.5(c)(1)and 552.5(b)(1) $1,400
- Notices (Sections 544.5(c)(2) and 552.5(b)(2) $100
- Preapproved $0

Capital
- Dividend Notification in Excess of Limitation (Section 563.134(e)(1)) $1,500
- Dividend Notification within Safe Harbor Amount $0
- Impermissible Subsidiary Capital
  - Deduction Phase-in $200
- Release of Dividend Agreement (Section 563.134(e)(3)) $1,000
- Release of Capital Maintenance Agreement $1,000
- Repurchase of Stock (Section 563b.3(g)(3)) $300
- Sub Debt/Mandatorily Redeemable Preferred Stock in Capital (Section 563.81)
  - Standard $5,300
  - Expedited $1,700

Change of Control $12,400
No additional fee is required for related interim and merger applications (if applicable). The applicant must also include $23 per each FBI background check required.

Charter Amendments
- Applications (Sections 544.2(a)(2)(i) and 552.4(a)(2)(i) $1,400
- Notices (Sections 544.2(a)(2)(ii) and 552.4(a)(2)(ii) $100
- Preapproved $0

Charter Certificate $100
This fee is for associations that request a new or replacement charter certificate. A charter cerficate is optional.

Charter Conversions

Conversion of OTS regulated State-Chartered Savings Assoc. to OTS regulated Federal Savings Assoc $1,400

Conversion of National Bank, Commercial Bank, or non OTS-regulated State Bank to Federal Savings Assoc. $5,200

(If Holding Co. application is involved then only holding company fees apply.)

Combinations and Transfers

Bank Merger Act Transactions (Under OTS)

Combinations Involving Thrifts $4,000
Combinations with Bank (Thrift Survives) $8,000
Branch Purchase From Thrift $4,000
Branch Purchase From Bank $4,000
(Per OTS regulated institutions)

(If Holding Co. application is involved then only holding company fees apply.)

Non-Bank Merger Act Transactions (Under OTS)

Conversion to National or State Bank

Applications $900
Notice $200

Combinations with Bank (Bank Survives)

Notifications $200

Branch Sales to Bank (12 C.F.R. Section 563.22(c))

Applications $4,000
Notice $2,000

Transfer of Assets or Liabilities (12 C.F.R. Section 563.22(c))

Applications $4,000
Notice $2,000
(Fees for all combination and transfer applications are per OTS regulated institution)

Conversions (Mutual to Stock)

Standard Conversions (Form AC) $6,400
w/H-(e)1-S (Form AC included) $8,400
w/Merger (Form AC included) $14,400
w/Holding Company (Form AC included) $14,400

If the conversion involves a public offering of stock, the applicant must also pay a fee of 1/29th one percent of the maximum aggregate price at which the securities are proposed to be offered. See Rule 457 under the Securities Act of 1933.

Deregistration as a Holding Company (Section 584.1(d)) $900

If filed with a Divestiture of Control application the combined total fee for both transactions is only $900.

Divestiture of Control $900

If filed with a Deregistration application, the combined total fee for both transactions is only $900

Extension of Time $300

A fee is required when an applicant requests an extension of the time period set forth in an approval letter or Director's order.

Finance Subsidiary

Standard $6,700
Expedited $2,000

Holding Company
- Form H-(e)1 ..... $14,400
- Form H-(e)2 ..... $14,400
- Form H-(e)3 ..... $14,400
- Form H-(e)4 ..... $1,000
- Form H-(e) 1-S $2,000

No additional fee is required for related interim and merger applications (if applicable). The applicant must also include $23 per each FBI background check required. If an H-(e) 1–S becomes an H-(e)1, the applicant must pay an additional $12,400.

Holding Company applications in connection with Charter Conversions or Combinations with Banks. $10,400

(Fee for holding company applications include fees for all related filings (i.e. Permission to Organize, Combination applications.))

Loans to One Borrower
- Standard $2,500
- Expedited $800

Management Interlock $2,600

Modification of Condition of Approval $2,700

Mutual Holding Company Reorganization (12 USC 1467a(o))
- Form MHC-1 ..... $8,000
- Form MHC-2 (Initial Public or Private Offering) $6,400
- Form MHC-2 (Secondary Public or Private Offering) $6,400
- Waiver of Dividends to MHC $1,500

Non-residential Lending Exception $2,500

Operating Subsidiary
- Standard Application $3,000
- Expedited Notice $1,000
- Redesignation Application (Section 545.81 (d)) $300

Permissible Bank Holding Company Activities of Savings and Loan Holding Companies (Section 584.2-2) $300

Permission to Organize $14,400

Prescribed Services and Activities of Savings and Loan Holding Companies (Section 584.2-1) $300

Qualified Stock Issuance $12,400

Rebuttal of Concerted Action $5,600

Rebuttal of Control $5,600

Regulatory Exception $2,500

Section 563b.3(i) $4,700
This fee is charged regardless as to whether the application is filed in conjunction with an application under Part 574.

Securities Offerings – Part 563g

A fee of 1/29th of one percent of the maximum aggregate price at which the securities are proposed to be offered. See also Rule 457 under the Securities Act of 1933.

There is no fee for securities sales reports filed pursuant to Section 563g.12 for offerings under Sections 563g.2 and 563g.4.

Service Corporations

Establishment of New Activity	$6,700
Establishment of New Activity Notice preapproved 12 CFR 545.74(c)(1-7)	$1,000
Increase of Investment Notice 12 CFR 545.74(b)(3)	$300

Trust Powers	$4,200

Voluntary Dissolution (Section 546.4)	$1,000

Fee not required where all assets and all liabilities of thrift are acquired by another bank or thrift.

SECURITIES EXCHANGE ACT OF 1934 FILINGS

FOR ANY OTHER SECURITIES FILINGS NOT LISTED, THE OFFICE OF THRIFT SUPERVISION GENERALLY WILL CHARGE THE SAME FEE AS THE SECURITIES AND EXCHANGE COMMISSION

Proxy Statement	(A)
Proxy Statement/Contest	(B)
Merger Proxy Statement	(C)
Form 3	no fee
Form 4	no fee
Form 5	no fee
Form 8-A	$250
Form 8-B	$250
Form 8-K	no fee
Form 10	$250
Form 10-SB	$250
Form 10-C	no fee
Form 10-K	$250
Form 10-KSB	$250
Form 10-Q	no fee, but see below*
Form 10-QSB	no fee, but see below*
Form 11-K	$250
Form 12b-25	no fee
Form 15	no fee
Schedule 13D	$100
Schedule 13G	$100
Schedule 13E-3	(D)
Schedule 13E-4	(D)
Schedule 14D-1	(E)
Schedule 14D-9	no fee
Submission to exclude a shareholder proposal under rule 14a-8	$250

*Amendments to the following forms and schedules when required by the Office of Thrift Supervision:

Form 10-K	$250
Form 10-KSB	$250
Form 10-Q	$250
Form 10-QSB	$250
Schedule 13D	$100
Schedule 13G	$100

EXAMINATION FEES (per day)

Affiliates	$480
Justice Department Criminal Referrals	$425

FOOTNOTES

(A) Proxy Statements:

1. For definitive proxy material relating to a solicitation for which the savings association does not file preliminary proxy material, a fee of $125. See Rule 14a-6(i) under the Securities Exchange Act of 1934 ("Exchange Act").

2. For preliminary proxy material that solicits proxies for business for which a stockholder vote is necessary, but apparently no controversy is involved, a fee of $125. See Rule 14a-6(i) under the Exchange Act.

(B) For preliminary proxy material involving a proxy contest, each party to the controversy shall pay a fee of $4,100.

(C) For preliminary proxy material involving acquisitions, mergers, consolidations, and reorganizations, a fee of 1/29th of one percent of the proposed cash payment or of the value of the securities and other property to be transferred to securities holders in the transaction. See Rule 14a-6(i) and Rule 0-11 under the Exchange Act. If the transaction involves the filing of a registration statement with the Securities and Exchange Commission for the registration under the Securities Act of 1933 of securities to be issued by a holding company in the transaction, the fee for the preliminary proxy material filed with the Office of Thrift Supervision shall be $1,000.

(D) A fee of 1/29th of one percent of the value of the securities proposed to be acquired by the acquiring person. See Rule 0-11 under the Exchange Act.

(E) A fee of 1/29th of one percent of the aggregate of the cash or of the value of the securities or other property offered by the bidder. See Rule 0-11 under the Exchange Act.