

TABLE OF CONTENTS

CHAPTER 1

Introduction and Overview

§ 1.01	Climate for the Savings Institutions Industry	1-1
§ 1.02	Evolution of the Savings Institution Industry	1-8
	[1] Beginnings of the Industry	1-8
	[2] Contemporary Savings Institutions	1-10
§ 1.03	Federal Regulatory Framework for Savings Institutions	1-14
	[1] Federal Home Loan Bank Act of 1932	1-14
	[2] Home Owners' Loan Act of 1933	1-17
	[3] National Housing Act of 1934	1-19
	[4] Financial Institutions Reform, Recovery and Enforcement Act of 1989	1-20
	[5] Economic Growth and Regulatory Paperwork Reduction Act of 1996	1-25
	[6] Gramm-Leach-Bliley Act of 1999	1-27
	[7] USA PATRIOT Act of 2001	1-28
	[8] Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010	1-29
	[9] Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018	1-34

CHAPTER 2

The Savings and Loan Holding Company Act

§ 2.01	History of Savings and Loan Holding Company Legislation	2-3
	[1] Background: The Rationale Underlying Holding Company Regulation	2-3
	[2] Spence Act of 1959	2-4
	[3] Savings and Loan Holding Company Amendments of 1967	2-10
	[a] Growth of the Holding Company Industry	2-10

SAVINGS INSTITUTIONS

	[b]	Supervisory Problems Presented by Holding Companies	2-11
[4]		Competitive Equality Banking Act of 1987	2-14
[5]		Financial Institutions Reform, Recovery and Enforcement Act of 1989	2-21
[6]		Gramm-Leach-Bliley Act of 1999	2-23
[7]		Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010	2-25
[8]		Federal Reserve Supervision of Savings and Loan Holding Companies	2-25
§ 2.02		Application of the Savings and Loan Holding Company Act	2-31
	[1]	Definitions	2-31
		[a] Savings Association	2-31
		[b] Uninsured Institution	2-32
		[c] Company	2-32
		[d] Control	2-33
		[i] Federal Reserve Board's January 2020 Control Rule	2-34
	[e]	Savings and Loan Holding Company	2-37
	[f]	Multiple Savings and Loan Holding Company	2-41
	[g]	Diversified Savings and Loan Holding Company	2-41
	[h]	Subsidiary	2-42
	[i]	Affiliate	2-42
	[j]	Bank Holding Company and Bank	2-43
	[k]	Acquire	2-43
	[l]	Control	2-44
	[2]	Registration and Examination of Holding Companies	2-47
		[a] Registration and Reporting Requirements	2-47
		[b] Examination of Holding Companies	2-49
	[3]	Permitted Holding Company Activities	2-50
		[a] Distinctions Between Types of Holding Companies	2-50
		[b] Holding Company Activities Restrictions	2-53
		[i] Safeguards Against Evasions of SLHCA Requirements	2-53
		[ii] Restrictions on Holding Company Operations	2-53
		[iii] Statutory List of Permitted Activities	2-64

TABLE OF CONTENTS

ix

[4]	Regulation of Acquisitions	2-71
	[a] Types of Acquisitions Subject to the SLHCA	2-71
	[i] Acquisitions of Control of Additional Savings Institutions by Existing Holding Companies and Certain Individuals	2-72
	[ii] Other Acquisitions of Interests in Savings Institutions and Other Entities by Existing Holding Companies	2-77
	[iii] Acquisitions of Savings Institutions by Other Companies	2-81
	[b] Acquisitions Exempt from Approval Requirements	2-84
	[i] Exempt Trusts	2-84
	[ii] Reorganizations	2-85
	[iii] Pledge, Hypothecation, or Foreclosure on Security for a Loan	2-85
[5]	Restrictions on Payment of Dividends	2-85
[6]	Administration and Enforcement of the SLHCA	2-86
	[a] Basic Authorities	2-86
	[b] Authority over Activities of Holding Company Affiliates	2-87
	[c] Control Proceedings Under the SLHCA	2-88
[7]	Prohibited Acts and Corporate Structures	2-91
[8]	Penalties and Sanctions	2-92
[9]	Private Rights of Action Under the SLHCA and the Control Act	2-93
	[a] Judicial Standards	2-94
	[b] Cases Under the SLHCA	2-96
	[c] Cases Under the Control Act	2-97

CHAPTER 3

The Change in Bank Control Act

§ 3.01	Background of the Change in Bank Control Act	3-1
--------	---	-----

SAVINGS INSTITUTIONS

§ 3.02	Application of the Bank Control Act to Savings Institutions	3-6
	[1] Definitions	3-6
	[a] Control	3-6
	[b] Insured Depository Institution	3-6
	[c] Person	3-7
	[2] Regulation of Acquisitions	3-8
	[a] Acquisitions Subject to Notice Requirements	3-8
	[b] Required Contents of a Notice	3-10
	[c] Grounds for Disapproval of a Notice	3-11
	[d] Procedures Under the Control Act	3-13
	[e] Penalties and Enforcement Authorities	3-17
	[f] Other Required Reports	3-18
§ 3.03	<i>Form:</i> Interagency Notice of Change in Control	3-19

CHAPTER 4

The Acquisition of Control Regulations

§ 4.01	Background of the Acquisition of Control Regulations	4-2
	[1] Statutory Overview	4-2
	[2] Development of the Acquisition of Control Regulations	4-5
§ 4.02	Application of the Acquisition of Control Regulations	4-9
	[1] Definitions	4-10
	[a] Acquire	4-11
	[b] Acting in Concert	4-16
	[i] Rebuttable Presumptions of Concerted Action	4-19
	[c] Affiliate	4-21
	[d] BIF	4-21
	[e] Company	4-21
	[f] Controlling Shareholder	4-22
	[g] Immediate Family	4-22
	[h] Insured Depository Institution	4-22
	[i] Management Official	4-23
	[j] Person	4-23
	[k] Savings Association	4-23
	[l] Similar Organization	4-24
	[m] Voting Securities	4-24
	[2] Approval Requirements	4-27
	[a] Required Notice	4-28
	[b] Exempt Transactions	4-28
	[c] Prior Notice Exemptions	4-33

TABLE OF CONTENTS

[3] What Constitutes Control?..... 4-34

 [a] Overview..... 4-34

 [b] “Conclusive” Control
 Determination 4-36

 [c] “Rebuttable” Presumption
 of Control 4-37

 [d] Rebuttal Requirements 4-39

 [e] “Safe Harbor” Filing 4-42

 [f] Other Reports 4-43

 [i] Certifications of Ownership ... 4-43

 [ii] Reports on Loans 4-44

[4] Procedural Requirements..... 4-44

 [a] Form of Notice..... 4-44

 [b] Sufficiency of Filing..... 4-45

 [c] Public Notice 4-47

 [d] Public Comment Process 4-48

 [e] Disclosure and Confidentiality of
 Filings 4-49

 [f] Filing Fees 4-50

[5] Standards for Disapproval..... 4-51

 [a] Absence of Precedent..... 4-51

 [b] Review Criteria Under the
 Control Act 4-52

 [c] Presumptive Disqualifiers..... 4-55

 [d] Regulatory Capital Maintenance
 Obligations; Minimum Capital
 Standards for Transactions 4-57

 [e] Disapproval, Hearing and
 Appeal..... 4-58

CHAPTER 5

Mergers, Consolidations, and Transfers of Assets

§ 5.01 Regulation of Combinations and Transfers of
Assets 5-2

 [1] Scope of Regulation..... 5-2

 [2] Corporate Actions Required 5-3

 [3] The Bank Merger Act 5-4

 [a] Approval Standards 5-4

 [b] Procedural Requirements and
 Standards..... 5-8

 [i] Filing and Notice
 Requirements..... 5-8

 [ii] Notice to the Attorney
 General of Approvals
 and Waiting Period for
 Consummation..... 5-10

SAVINGS INSTITUTIONS

	[iii] Special Procedures for Certain Competitively Neutral Combinations	5-11
	[c] Interstate Merger Transactions.	5-12
[4]	Other Combinations, Transfers of Assets and Assumptions of Liabilities	5-12
[5]	Standards of Review of Mergers, Consolidations, Purchases of Assets and Assumptions of Liabilities	5-14
	[a] Scope.	5-14
	[b] Approval Standards	5-15
[6]	Department of Justice Merger Guidelines.	5-19
§ 5.02	Dissenters' Appraisal Rights.	5-25
	[1] Nature and Purpose of Dissenters' Appraisal Rights.	5-25
	[2] Procedures for Dissenters' Appraisal Rights	5-26
§ 5.03	Regulation of Other Transfers of Assets and Assumptions of Liabilities	5-29
§ 5.04	<i>Form</i> : Interagency Bank Merger Act Application.	5-31

CHAPTER 6

Other Applications and Approvals

§ 6.01	OCC Application Processing Guidelines and Procedures.	6-3
	[1] Prefiling and Filing Procedures.	6-4
	[2] Comment and Meeting Procedures.	6-8
	[3] Application Review and Decision.	6-9
	[4] Appeals.	6-10.1
§ 6.01A	FDIC Approval Requirements	6-11
	[1] Deposit Insurance.	6-11
	[a] Procedures.	6-11
	[b] Statutory Standards for Granting Deposit Insurance	6-12
	[i] Financial History and Condition of the Depository Institution	6-13
	[ii] Adequacy of the Capital Structure.	6-13
	[iii] Future Earnings Prospects	6-16
	[iv] General Character and Fitness of Management.	6-16
	[v] Risk Presented to the Deposit Insurance Fund	6-20

TABLE OF CONTENTS

xiii

	[vi]	Convenience and Needs of the Community to Be Served	6-20
	[vii]	Consistency of Corporate Powers with the Purposes of the FDIA	6-20
	[viii]	Evaluating Deposit Insurance Applications by Operating Noninsured Institutions	6-21
	[2]	Permissible Activities for Savings Institutions and Their Subsidiaries	6-22
§ 6.02		Branches and Agency Offices	6-24
	[1]	Branching by Federal Savings Institutions	6-24
	[2]	Interstate Branching Under the OTS Branching Policy Statement	6-26
	[a]	Development of the Branching Policy Statement	6-28
	[i]	Nonsupervisory Interstate Branching	6-29
	[ii]	Expanded Interstate Branching in Supervisory Transactions	6-32
	[b]	Nationwide Branching by Federal Savings Institutions	6-34
	[3]	Use of Non-Branch Facilities by Federal Savings Institutions	6-37
	[a]	Agency Offices	6-37
	[b]	Trust Offices	6-38
	[c]	ATMs and Affiliate Banking Service Arrangements	6-41
	[d]	Foreign Activities	6-44
	[e]	Financial Literacy Programs	6-45
	[4]	Branch Closing Requirements	6-46
§ 6.03		Management Interlocks	6-47
	[1]	Depository Institution Management Interlocks Act of 1978	6-47
	[2]	Management Interlock Restrictions Under the SLHCA	6-57
§ 6.04		Use of Interim Institutions for Acquisitions and Reorganizations	6-58
§ 6.05		Community Reinvestment Act Considerations	6-59
	[1]	The “Old” CRA Regulation	6-62
	[2]	The “New” CRA Regulation	6-63
	[a]	Performance Tests and Ratings	6-65
	[i]	Large Retail Institutions	6-65
	[ii]	Small Institutions	6-70

SAVINGS INSTITUTIONS

	[iii] Wholesale or Limited Purpose Institutions	6-72
	[iv] Strategic Plan Option	6-72
	[b] Defining the CRA Assessment Area	6-73
	[c] Data Collection, Reporting and Disclosure	6-74
	[3] The Impact of CRA Ratings	6-76
	[4] CRA Protest Process	6-79
§ 6.06	Capital-Related Applications	6-81
	[1] Capital Distributions Rule	6-81
	[2] Implications of Capital Requirements for Corporate Transactions	6-83
§ 6.07	Directors and Officers of Savings Institutions and Holding Companies	6-86
	[1] Prior Approval Requirement	6-86
	[2] One-Year Post-Employment Restrictions for Senior Examiners	6-91
	[3] Criminal or Dishonest Conduct	6-92
	[4] Personal Transactions in Securities	6-96
	[5] Sound Incentive Compensation Policies	6-97
	[6] Indemnification	6-98
§ 6.08	Voluntary Liquidation and Dissolution of Savings Institutions	6-99
§ 6.09	<i>Form:</i> Interagency Notice of Change in Director or Senior Executive Officer	6-101

CHAPTER 7**Mutual to Stock Conversions and Recently Converted Institutions**

§ 7.01	Overview	7-3
§ 7.02	Evolution of the Mutual to Stock Conversion Process	7-4
	[1] The Early Experience	7-4
	[2] Beginning of the Conversion Moratoria	7-7
	[3] The Conversion Studies	7-8
	[4] Congressional Criticism and the Statutory Moratoria	7-9
	[5] Litigation over Conversion Authority	7-14
	[6] Revisiting the Conversion Process in the 1990s; New Role for the FDIC in Mutual to Stock Conversions	7-15
§ 7.03	Regulation of Mutual to Stock Conversions	7-20

TABLE OF CONTENTS

	[1]	Standard Conversions	7-20
		[a] Procedures for Standard Conversions.	7-20
		[i] The Vote of Accountholders.	7-24
		[ii] The Sale of Conversion Stock.	7-28
		[b] Substantive Requirements for Standard Conversions.	7-33
		[i] Purchase Priorities and Limitations.	7-33
		[ii] Post-Conversion Safeguards and Restrictions.	7-42
		[c] Tax Treatment of Conversions.	7-45
		[d] The Role of Employee Stock Benefit Plans in Conversions.	7-46
		[i] Purchase Limitations Applicable to Stock Benefit Plans	7-47
		[ii] Disclosure Issues Raised by Stock Benefit Plans.	7-51
		[iii] Post-Conversion Financing of Stock Benefit Plans.	7-53
		[iv] Stock Option and Management and Employee Stock Benefit Plans.	7-54
		[e] Use of Charitable Foundations in Conversions.	7-56
	[2]	Holding Company Conversions.	7-57
	[3]	Merger Conversions.	7-59
		[a] Standard Merger Conversions	7-59
		[b] Supervisory Merger Conversions	7-64
	[4]	Conversion-Mergers.	7-64
	[5]	Voluntary Supervisory Conversions	7-65
		[a] Structure and Standards for Voluntary Supervisory Conversions.	7-65
		[b] The Supervisory Conversion Application Process	7-68
	[6]	Modified Conversions	7-70
§ 7.04		Regulation of Post-Conversion Takeovers	7-72
	[1]	The Post-Conversion “Anti-Takeover Rule”	7-72
		[a] Background and Purpose of the Rule.	7-72
		[b] Scope and Coverage of the Rule.	7-73
		[i] Definitions.	7-73
		[c] Criteria for Denial of an Application	7-78

SAVINGS INSTITUTIONS

	[i]	Frustration of the Purposes of the Conversion Regulations.	7-78
	[ii]	Manipulative or Deceptive.	7-79
	[iii]	Subverts the Fairness of the Conversion.	7-80
	[iv]	Likely Injury to the Institution.	7-80
	[v]	Inconsistent with Meeting the Credit and Lending Needs of the Institution's Proposed Market Area	7-81
	[vi]	Otherwise Violative of Law or Regulation.	7-82
	[vii]	Would Not Contribute to the Prudent Development of the Institution's Conversion Proceeds.	7-82
	[d]	Penalties for Violation of the Rule	7-83
	[e]	Procedural Requirements.	7-84
	[f]	Hostile Acquisitions and the Role of the "Target" Institution in the Application Process	7-86
	[2]	Post-Conversion Anti-Takeover Devices.	7-87
§ 7.05		Forms.	7-90
	[1]	<i>Form</i> : AC Application for Conversion and Related Forms	7-90

CHAPTER 7A**Mutual Holding Companies**

§ 7A.01		Mutual Holding Company Statutory Framework.	7A-1
	[1]	Introduction	7A-1
	[2]	Creation of Mutual Holding Companies.	7A-2
	[3]	Activities and Operations of Mutual Holding Companies	7A-5
§ 7A.02		Mutual Holding Company Regulations	7A-12
	[1]	Reorganization Standards	7A-12
	[2]	Stock Issuances by Mutual Holding Company Subsidiary Institutions.	7A-16
	[3]	Use of an Intermediate Stock Holding Company.	7A-18
	[4]	Board Scrutiny of Remutualization Transactions	7A-20
§ 7A.03		<i>Form</i> : Notice of Mutual Holding Company Reorganization	7A-25

CHAPTER 8

Charter and Insurance Combinations and Conversions

§ 8.01	Conversions and Combinations to Savings Institution Charters.	8-2
	[1] Types of Conversions.	8-2
	[a] Federal-State Charter Conversions.	8-3
	[b] Charter-Type Conversions	8-6
	[2] Conversions to Savings Institution Charters.	8-7
	[3] Mergers and Other Combinations.	8-16
§ 8.02	Conversions to Bank Charters.	8-20
	[1] History of Savings Institutions-to-Bank Conversions.	8-20
	[2] Regulation of Savings Institution-to-Bank Conversions.	8-23
	[a] Ability of Savings Institutions to Convert to or Combine with Banks.	8-23
	[i] Regulatory Standards for Savings Institutions.	8-23
	[ii] Regulatory Standards for Banks	8-26
	[b] Charter Conversion Application Requirements.	8-28
	[c] Institutions Recently Converted from Mutual to Stock Form.	8-34
	[d] Bank Regulatory Issues Faced by Converting Savings Institutions.	8-36
§ 8.03	Election of “Savings Association” Status	8-39
§ 8.04	“Covered Savings Association” Election.	8-43
	[1] Background.	8-43
	[2] 12 CFR Part 101: Final Rule.	8-44

CHAPTER 9

Proxy Contests for Control of Savings Institutions and Holding Companies

§ 9.01	Regulation of Proxy Solicitations.	9-1
	[1] Regulatory Considerations in Proxy Contests.	9-2
	[a] Application of Federal Securities Laws and Regulations	9-2
	[b] Unique Rules for Proxy Solicitations.	9-3

SAVINGS INSTITUTIONS

	[c]	Regulation of Federal Institutions . . .	9-4
		[i] Access to Stockholder Lists . . .	9-4
		[ii] Charter and Bylaw Provisions	9-5
	[d]	Requirements for Approval of Directors and Senior Executive Officers	9-8
[2]		Application of the SLHCA and the Control Act to Proxy Contests.	9-10

CHAPTER 10

Federally Assisted Supervisory Acquisitions and Mergers

§ 10.01		Overview of Assisted Acquisitions and Mergers . . .	10-2
	[1]	Historical Background—Roles of the Regulators	10-2
	[2]	Basic Methods of Resolution	10-4
	[3]	“Cross-Guarantee” Liability of Commonly Controlled Depository Institutions	10-6
§ 10.02		Resolution of Failing Institutions	10-9
	[1]	Responsibilities and Authorities of the Resolution Trust Corporation	10-9
	[2]	Grounds for Appointment of Conservators and Receivers for Savings Institutions	10-12
		[a] Pre-FDICIA Grounds	10-13
		[b] Post-FDICIA Grounds	10-16
	[3]	“Open Institution” Assistance	10-21
§ 10.03		Special Supervisory Acquisition Authorities	10-28
	[1]	Former Section 408(m) of the National Housing Act	10-28
		[a] Scope of Section 408(m) Authority . . .	10-28
		[b] Limits on Geographic Expansion by Institutions Acquired in Section 408(m) Transactions	10-32
	[2]	Section 13(k) of the Federal Deposit Insurance Act	10-33
		[a] Scope of Section 13(k) Authority . . .	10-33
		[b] Solicitation of Offers for Section 13(k) Transactions	10-37
		[c] Limits on Geographic Expansion by Institutions Acquired in Section 13(k) Transactions	10-37
	[3]	Exceptions from the Qualified Thrift Lender Test	10-38

CHAPTER 11**Securities Firm and Insurance Company Affiliations with Savings Institutions**

§ 11.01	Regulation of Relationships Between Savings Institutions and Securities Affiliates	11-1
	[1] Involvement of Depositories in the Securities Business	11-1
	[2] Prohibitions and Firewalls	11-4
	[3] Cross-Marketing Opportunities	11-9
§ 11.02	Issues Presented by Securities Firms As Savings Institution Holding Companies	11-12
§ 11.03	Insurance Companies as Savings Institution Holding Companies	11-19
	[1] Use of a Thrift Charter	11-20
	[2] Operating Requirements	11-22
	[3] Impact of the Gramm-Leach-Bliley Act	11-22
	[4] Application of CRA to Insurance Companies	11-26

CHAPTER 12**Bank Holding Company Acquisitions and Affiliations with Savings Institutions**

§ 12.01	Bank Holding Company Acquisitions of Savings Institutions	12-2
	[1] Statutory Framework for Nonbanking Acquisitions by Bank Holding Companies	12-2
	[2] Early Bank Holding Company Efforts to Acquire Savings Institutions	12-5
	[3] Bank Holding Company Acquisitions of Failing Savings Institutions Prior to FIRREA	12-6
	[a] The Savings Institution Crisis	12-6
	[b] Pre-Garn-St Germain Act Acquisition of Failing Savings Institutions	12-7
	[c] Acquisitions of Failing Savings Institutions After the Garn-St Germain Act	12-8
	[i] Operating Restrictions Imposed Upon Savings Institutions Acquired by Bank Holding Companies	12-10

SAVINGS INSTITUTIONS

	[d]	Bank Holding Company Acquisitions of Healthy Savings Institutions	12-15
	[4]	Bank Holding Company Acquisitions of Savings Institutions After FIRREA	12-16
	[a]	Amendments to the Bank Holding Company Act Authorizing Ownership of Savings Institutions.	12-16
	[b]	Additional Flexibility for Acquisitions of Savings Institutions After the Gramm- Leach-Bliley Act.	12-18
§ 12.02		Creation and Acquisition of Banks by Savings Institution Holding Companies	12-20
	[1]	<i>De Facto</i> Deposit Insurance Conversion Issues.	12-21
	[2]	Bank Chartering Issues	12-22
	[a]	Chartering Standards	12-22
	[b]	Licensing Factors	12-23
	[c]	Tandem Operations	12-24
	[d]	Cross-Guarantee Liability	12-25
	[3]	OTS Policies for Shared Banking Arrangements	12-26
	[a]	OTS Policies	12-26
	[b]	Usurpation of Corporate Opportunity Issues	12-27
	[4]	Corporate Separateness	12-28

CHAPTER 13

Transactions with Affiliates and Insiders

§ 13.01		Regulation of Transactions with Affiliates	13-1
	[1]	Brief History of Savings Institution Transactions with Affiliates Controls	13-1
	[2]	Section 11 of the Home Owners' Loan Act.	13-4
	[3]	Section 23A of the Federal Reserve Act.	13-10
	[a]	What Is an "Affiliate"?	13-11
	[b]	"Covered Transactions"	13-16
	[c]	Quantitative Ceilings on Covered Transactions	13-21
	[d]	Collateral Requirements and Other Qualitative Safeguards	13-23
	[e]	Record Keeping and Notice Requirements	13-26
	[4]	Section 23B of the Federal Reserve Act	13-26

TABLE OF CONTENTS

xxi

§ 13.02	Controls on Transactions with Insiders	13-30
	[1] Section 22(h) of the Federal Reserve Act. . .	13-30
	[a] Insiders Covered by Section 22(h). . .	13-31
	[b] Lending Restrictions and Prohibition Overdrafts	13-35
	[c] Record Keeping and Notice Requirements	13-39
	[2] Section 22(g) of the Federal Reserve Act. . .	13-40
§ 13.03	Anti-Tying Restrictions.	13-42

CHAPTER 14

Qualified Thrift Lender Test

§ 14.01	Qualified Thrift Lender Requirements	14-1
	[1] Purpose of the Qualified Thrift Lender Test	14-1
	[2] Evolution of the QTL Test.	14-2
	[a] Qualified Thrift Lender Test— Until August 9, 1990	14-3
	[b] Qualified Thrift Lender Test— August 9, 1990 Until July 1, 1991. . .	14-8
	[c] Qualified Thrift Lender Test—July 1, 1991 Until January 1, 1992	14-9
	[d] Qualified Thrift Lender Test— January 1, 1992 Until September 30, 1996	14-15
	[e] Qualified Thrift Lender Test—Post September 30, 1996	14-16
	[f] Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.	14-18
	[3] EGRRCPA Section 206: “Covered Savings Association”	14-18

CHAPTER 15

Prompt Corrective Action

§ 15.01	Prompt Corrective Action Statutory Framework. . .	15-2
	[1] Capital Categories	15-3
	[2] Consequences of Capital Categories.	15-5
	[a] Restrictions Applicable to All Categories of Institutions	15-5
	[b] Restrictions Applicable to Undercapitalized Institutions	15-6

SAVINGS INSTITUTIONS

	[c]	Restrictions Applicable to Significantly Undercapitalized Institutions and Undercapitalized Institutions That Fail to Submit or Materially Fail to Implement Acceptable Capital Restoration Plans	15-7
	[d]	Restrictions Applicable to Critically Undercapitalized Institutions	15-10
	[e]	Source of Strength Requirement	15-12
§ 15.02		Prompt Corrective Action Regulations	15-13
	[1]	Capital Measures	15-13
	[2]	Process for Determining Capital Levels	15-15
	[3]	Reclassification Based Upon Supervisory Criteria	15-17
	[4]	Prompt Corrective Action Directives	15-19
	[5]	Enforcement of Directives	15-20
	[6]	Dismissal of Directors and Senior Executive Officers	15-21
	[7]	Capital Restoration Plans	15-22

CHAPTER 16**Electronic Operations**

§ 16.01	Electronic Operations Authorized	16-1
§ 16.02	Standards for Electronic Operations	16-4
§ 16.03	Approval Requirements	16-5

CHAPTER 17**Preemption of State Law**

§ 17.01	Legal Framework for Preemption of State Law	17-1
§ 17.02	Preemption Analysis Generally	17-5
§ 17.03	OTS Preemption Regulations and Opinions	17-9
§ 17.04	Effect of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010	17-21

Appendices

APPENDIX A:	Post-Dodd-Frank U.S. Financial Regulatory Framework Overview in Charts	A-1
APPENDIX B-1:	OTS Staff Paper, “The Federal Thrift Charter Going Forward” (October 1996)	B-1

TABLE OF CONTENTS

xxiii

APPENDIX B-2:	Federal Savings Associations Active as of 3/31/23	B-15
APPENDIX C:	Federal Control Factors Chart	C-1
APPENDIX D-1:	Interagency Notice of Change in Control	D-1
APPENDIX D-2:	Federal Deposit Insurance Corporation Interagency Biographical and Financial Report	D-15
APPENDIX D-3:	Publication of Notice of Change in Control Filing	D-39
APPENDIX D-4:	Form of No Concerted Action Affidavit Control Act	D-43
APPENDIX E:	OCC, “Activities Permissible for National Banks and Federal Savings Associations, Cumulative” (October 2017).	E-1
APPENDIX F:	OCC “Office of the Comptroller of the Currency Issues Final Rule to Enhance Business Flexibility of Federal Savings Associations,” with Federal Register Notice of Final Rule	F-1
APPENDIX G:	Federal Reserve System, Small Bank Holding Company and Savings and Loan Holding Company Policy Statement; Regulations and Changes in Reporting Requirements (Interim Final Rule and Request for Comment, Aug. 30, 2018).	G-1
APPENDIX H:	OTS Background Paper, “Holding Companies in the Thrift Industry” (April 1997).	H-1
APPENDIX I:	Mutual Institutions and Stock Institutions with Mutual Holding Companies Total Assets as of 12/31/2020.	I-1
APPENDIX J:	OCC Bulletin 2018-33 “Prompt Corrective Action Guidelines and Rescissions (Sept. 28, 2018)	J-1
APPENDIX K:	Sample Capital Restoration Plan Guaranty Agreement.	K-1
APPENDIX L:	OTS General Counsel Opinions on Preemption of State Law	L-1
INDEX	I-1

