

**Supporting Statement for
OMB Control No. 1557-0014
Comptroller's Licensing Manual**

This information collection is being submitted to OMB for review pursuant to: (i) an NPRM entitled "Regulatory Review Amendments;" and (ii) proposed revisions to the Interagency Bank Merger Act Application.

The Regulatory Review Amendments NPRM proposed changes to 12 CFR Part 5 that affect the Licensing Manual. Separately, the Bank Merger Act Application, part of the Licensing Manual, is being revised. This supporting statement covers both sets of changes.

At the time the Regulatory Review Amendments NPRM was published (July 3, 2007), the related changes to the Licensing Manual were submitted to and preapproved by OMB. This supporting statement has been updated to include the proposed revisions to the Bank Merger Act Application.

This submission also contains requests for renewal without revision of the Interagency Biographical and Financial Report, Interagency Notice of Change in Directors or Senior Executive Officers, and Interagency Notice of Change in Control, which are all part of the Licensing Manual.

INTRODUCTION

The Comptroller's Licensing Manual (Manual) explains the OCC's policies and procedures for the formation of a new national bank, entry into the national banking system by other institutions, and corporate expansion and structural changes by existing national banks. The Manual includes sample documents to assist the respondent in understanding the types of information that the OCC needs to process a filing. The documents are samples only. An applicant may use any format that provides sufficient information for the OCC to act on a particular filing, unless it is using the OCC's e-Corp filing system.

The Bank Merger Act Application and other current changes are as follows:

- The General Information and Instructions section to the Bank Merger Act Application has been revised to delete information about the Bank Insurance Fund (BIF), the Savings Association Insurance Fund (SAIF), and the Oakar statutory provisions.¹ In addition, corresponding legal citations on the form to these provisions are being deleted.
- The Reports and Notices entitled "Interagency Biographical and Financial Report," "Interagency Notice of Change in Directors or Senior Executive Officers," and "Interagency Notice of Change in Control" are being renewed without change.
- Other clarifying changes to the Comptroller's Licensing Manual (Manual).

¹ The Federal Deposit Insurance Reform Act of 2005, enacted on February 8, 2006 directed the FDIC to merge the Bank Insurance Fund and the Savings Association Insurance Fund to form the new Deposit Insurance Fund, which subsequently merged on March 31, 2006. The formation of the single insurance fund eliminated the need for two types of insurance-related applications that existed to allow certain depository institutions to convert their coverage from one insurance fund to another.

A. JUSTIFICATION:

1. Circumstances that make the collection necessary:

The Manual embodies all required procedures, sample forms, and regulations regarding OCC corporate approvals. The Manual is needed to standardize OCC processing of corporate filings, to ensure consistency in the recordkeeping and decision making processes, and to provide information regarding the criteria generally considered by the OCC in reviewing a corporate filing.

The Interagency Bank Merger Act Application, the Interagency Biographical and Financial Report, The Interagency Notice of Change in Directors or Senior Executive Officers, and the Interagency Notice of Change in Control are mandatory. The Agencies need the information from these forms to ensure that the proposed transactions are permissible under law and regulation and are consistent with safe and sound banking practices.

The circumstances that make each element of this collection of information necessary are:

LICENSING MANUAL:

(a) Background Investigations.

(1) Interagency Biographical and Financial Report -- Federal law and OCC regulations require the OCC to perform background investigations on proposed organizers, executive officers, directors, and principal shareholders of national banks to determine if they have the experience, competence, integrity, character, financial ability and willingness to direct or lead a bank's affairs in a safe, sound, and legal manner. The OCC needs this information to accomplish that statutorily required task.

As part of its Background Investigations, the OCC performs standard background checks through the Internal Revenue Service (IRS) Tax Check Program. Due to recent IRS changes, applicants who are married and file joint returns, must submit a Tax Check Waiver form signed by his/her spouse, including their social security number.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 21, 22, 24(Seventh), 26, 27, 92a, 93a, 1814(b), 1816, 1817, and 2903
Regulatory Authority: 12 CFR 5.20, 5.50 and 5.51; 28 CFR 16.34, and 20.33.

(2) Foreign Certification -- Federal law and OCC regulations require the OCC to perform background investigations on proposed organizers, executive officers, and directors, and principal shareholders of national banks to determine if they have the experience, competence, integrity, character, financial ability and willingness to direct or lead a bank's affairs in a safe, sound, and legal manner. The OCC needs this information to accomplish that statutorily required task.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 21, 22, 24(Seventh), 26, 27, 92a, 93a, 1814(b), 1816, 1817, and 2903
Regulatory Authority: 12 CFR 5.20 and 5.50; 28 CFR 16.34, and 20.33.

(b) Investment in Bank Premises -- Federal law and OCC regulations require a national bank to submit an application to the OCC for prior approval whenever its investment in bank premises will cause it to exceed its capital stock. The application must describe the present and proposed investment and the reason to exceed.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 29, and 371d
Regulatory Authority: 12 CFR 5.37, 7.1000, and 7.3001

(c) Public Notice and Comments -- Federal law and OCC regulations require an applicant to publish a public notice of its filing in a newspaper of general circulation in the community in which the applicant proposes to engage in business.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 1 et seq., 93a, 1817(j), and 18 U.S.C. 1001
Regulatory Authority: 12 CFR 5.8, 5.9, 5.10, 5.11 and 5.50

(d) Charter:

(1) Charter -- Federal law requires that the OCC approve the establishment of a national bank. The application, including a business plan and the oath of a national bank director, serves as the primary method to gather this information. Under the statutes cited below, the OCC may grant or deny a request to organize a national bank. The application is the single comprehensive source of information pertinent to this decision on an applicant's request.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 21, 22, 24(Seventh), 26, 27, 92a, 93a, 1814(b), 1816, and 2903
Regulatory Authority: 12 CFR 5.20

(2) Banker's Bank -- OCC regulations require that a banker's bank seeking a waiver of a statutory provision request the waiver in a letter to the OCC. The letter must include information on why the waiver is requested and supporting legal analysis. The granting of a waiver reduces burden. OCC regulations require the minimal amount of information necessary to make a determination as to whether a waiver should be granted.

The following related statutes and regulations apply:

Federal Law: 12 U.S.C. 1 et seq., 27
Regulatory Authority: 12 CFR 5.20

(3) Corporate Organization -- Federal law also requires that an existing or organizing national bank forward to the OCC corporate organizational documents. The sample documents' section of the Manual contain examples of the most common types of resolutions and amendments to articles of association, proxy cards, bylaws, and an organization certificate. The OCC previously reported this information under the Corporate Organization booklet, which has been deleted from the Manual series.

The following statutes and regulations apply.

Federal Law: 12 U.S.C. 21 and 21a.

(e) Conversions -- Federal law requires that a state bank or federal or state savings association request OCC permission to convert to a national bank. OCC regulations require that a converting financial institution provide information relative to its request to convert its charter. The OCC needs this information to determine whether to grant permission.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 1 et seq., 35, 214a, 214b, 214c

Regulatory Authority: 12 CFR 5.24

(f) Federal Branches and Agencies -- Federal law and OCC regulations require that a foreign bank desiring to establish a Federal branch and agency file an application or notice with the OCC. Prior to approval, the OCC must consider the effect on competition in domestic and foreign commerce in the United States, the financial and managerial resources and future prospects of the applicant foreign bank and the branch or agency, and the convenience and needs of the community to be served.

The OCC needs the information in the application or notice to properly consider the required decision factors in the statute. This application is the primary information-gathering source to essential to the OCC's decision making process.

The following statute and regulations apply:

Federal Law: 12 U.S.C. 3101 et seq.

Regulatory Authority: 12 CFR 5.70; 12 CFR 28

(g)(1) Branches and Relocations -- Federal law requires that a national bank obtain prior approval of the OCC to establish, acquire, and relocate a main office or branch. This section contains required requests and other information essential to the OCC's decision making process.

(h) Business Combinations and Failure Acquisitions -- Federal law requires OCC approval for any merger, corporate reorganization, or acquisition of a failed institution that will result in a national bank. The OCC needs certain information to make the statutorily required decision. The interim national bank charter, the streamlined business combination, and Interagency Bank Merger Act applications provide needed information relative to an applicant's request.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 24 (Seventh), 93a, 181, 214a, 215, 215a, 215a-2, 215a-3, 215c, 1815(a), 1815(b)(3), 1828(c), 2903, and Sec. 102 Pub. L. No. 103-328
Regulatory Authority: 12 CFR 5.32, 5.33

(i) Fiduciary Powers -- Federal law requires that a bank intending to exercise fiduciary powers must have OCC approval. The application letter to exercise fiduciary powers provides the OCC with information needed to grant or deny a request. The letter represents the bank's conformity to statute and its commitment to retain qualified trust management. The OCC needs this information to make a valid decision. Additionally, a national bank may file a notice after opening a trust office in a state other than its home office state. This notice provides the OCC with the location of its trust offices.

The OCC proposes to delete the requirement to file a legal opinion, unless the OCC specifically requires it be submitted. This reduces the bank's burden and expense when filing to exercise fiduciary powers.

The following statute and regulation apply:

Federal Law: 12 U.S.C. 92a

Regulatory Authority: 12 CFR 5.26

(j) Investment in Subsidiaries and Equities:

(1) Operating Subsidiaries -- OCC regulations require that a national bank obtain OCC approval prior to establishing, acquiring, or performing new activities in an operating subsidiary. In certain instances, a national bank may file a notice after commencing operating subsidiary activity. The application or notice provides the OCC with needed information regarding the activities and location(s) of the operating subsidiary.

The OCC proposes to expand the list of permissible activities that a bank may select to file a notice within 10 days of establishing the activity.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 24(Seventh) and 93a

Regulatory Authority: 12 CFR 5.34, 5.39

(2) Annual Report -- The OCC requires that each national bank prepare an annual report as of December 31 on its operating subsidiaries to be filed by January 31 of each year. This annual report assists consumers to identify national bank operating subsidiaries that (i) do business directly with consumers, (ii) may use a trade name different from the bank, and (iii) are subject to OCC's supervisory authority.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 24(Seventh) and 93a

Regulatory Authority: 12 CFR 5.34

(2) Bank Service Companies -- Federal law requires that under certain circumstances a national bank must obtain the prior approval of the OCC to invest in a bank service company. In certain instances, a national bank may file a notice after commencing certain activities. OCC regulations require that a national bank notify the OCC of its investment in certain bank service companies. The OCC needs this information to make its decision.

The OCC proposes to delete the geographic location restrictions.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 93a, 1861 to 1867, and 1843(c)(8)

Regulatory Authority: 12 CFR 5.35

(3) Equities -- OCC regulation requires that a national bank that wishes to invest in an agricultural credit corporation, an eligible savings association, or an equity authorized by statute after February 12, 1990, provide notice to the appropriate OCC district office. The regulation also requires that a national bank or a federal branch making a noncontrolling investment, directly or through an operating subsidiary, must file a written notice. The OCC uses the information to make its decision.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 24(Seventh) and 93a

Regulatory Authority: 12 CFR 5.36

(5) Financial Subsidiaries -- Federal law requires that a national bank receive the approval of the OCC to acquire control of, or hold an interest in, a financial subsidiary, or to commence a new activity in an existing subsidiary. The OCC's approval is based solely upon the factors set forth in the statute and the regulation. A national bank that intends to acquire control of, or hold an interest in, a financial subsidiary, or to commence a new activity in an existing financial subsidiary, may obtain OCC approval through filing a certification with subsequent notice or a combined certification and notice. The notice provides the OCC with needed information to determine whether the national bank satisfies the factors set forth in the statute and regulation.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 24a, 15 U.S.C. 6801

Regulatory Authority: 12 CFR 5.39

(k) Branch Closings; Termination of National Bank Charter -- Federal law requires a national bank to notify the OCC if it closes a branch or if it converts a brick and mortar branch to an ATM branch. The OCC's regulations require a national bank to notify the OCC of its intent to voluntarily liquidate. The notice serves as the OCC's primary method for gathering information necessary to cancel branch certificate numbers and update the national bank database.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 93a, 181, 182, 1831r-1, 2901 et seq.

Regulatory Authority: 12 CFR 5.48

(l) Capital and Dividends; Subordinated Debt -- Federal law and OCC regulations require that a national bank receive OCC approval to change equity capital, issue or prepay subordinated debt, and pay dividends, under certain circumstances. The various applications titled, "Increase in Capital for Other than Cash", "Reduce Permanent Capital", "Reverse Stock Split," "Dividend-in-Kind", "Quasi-Reorganization", and "Issue or Prepay Subordinated Debt" are the primary documents necessary for the OCC to decide whether to grant preliminary approval for a bank's request to change permanent capital or issue subordinated debt.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 21a, 51, 51a, 51b, 51b-1, 52, 56, 57, 59, 60, and 93a

Regulatory Authority: 12 CFR 5.46, 5.47, 5.60, 5.61, 5.62, 5.63, 5.64, 5.65, 5.66, and 5.67

(m) Interagency Notice of Change in Control -- Federal law requires that any individual, group, or company that proposes to acquire control of a national bank submit prior notice of that intent to the OCC. The OCC uses the information to make its decision.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 93a and 1817(j)

Regulatory Authority: 12 CFR 5.50

(m)(1) Notice of Change in Chief Executive Officer or Director - Federal law requires that whenever a change in control occurs, the bank will promptly report to the appropriate Federal banking agency any changes or replacements of its chief executive officer or of any director occurring in the next 12 month period.

The OCC proposes to codify this statutory requirement in order to provide clearer notice for national banks of their reporting obligation.

The following statute and regulation apply:

Federal Law: 12 U.S.C. 1817(j)

Regulatory Authority: 12 CFR 5.50(h)

(n) Interagency Notice of Change in Director or Senior Executive Officer -- Federal law and OCC regulations require OCC approval of changes in directors and senior executive officers. The OCC needs this information to make its statutorily required determination of whether it is in the best interests of the national bank and the public to permit the individual to be employed by, or associated with, the national bank.

The following statute and regulation apply:

Federal Law: 12 U.S.C. 1831i

Regulatory Authority: 12 CFR 5.51

(o) Director Waivers -- Federal law requires that every director be a citizen of the United States and that a majority of the directors reside in the state where the bank is located. The OCC may waive the requirement of citizenship for not more than a minority of the total number of

directors and the residency requirement for a majority or all of the directors. A national bank may file a letter requesting a waiver of the citizenship or residency requirements. The OCC needs this information to make a valid decision.

The following statute applies:
Federal Law: 12 U.S.C. 72

(p) Change of Corporate Title and Address -- Federal law and OCC regulations require a national bank that changes its corporate title or address to inform the OCC of that change. The notice serves as the OCC's primary method for gathering the information to keep the national bank database up to date.

The following statutes and regulations apply:
Federal Law: 12 U.S.C. 21a, 22, 30, 31, 93a, 161 and 481
Regulatory Authority: 12 CFR 5.42 and 5.52

(q) Management Interlocks -- This information is needed to prevent any management official interlock that would result in a monopoly or substantial lessening of competition. The OCC needs the information to grant exemptions that foster competition between unaffiliated institutions.

The following statutes and regulations apply:
Federal Law: 12 U.S.C. 3201-3208
Regulatory Authority: 12 CFR 26.6

(r) Customer Satisfaction Survey -- This information is collected as part of the OCC's quality assurance program. The OCC needs this information to evaluate its efforts in meeting its continuing goal of providing the best service possible to individuals and national banks that file corporate applications. The OCC will review each voluntary survey that an applicant returns to evaluate agency efforts to improve customer satisfaction and provide the best possible corporate activity services.

2. Use of the information:

Bankers and other interested parties use the Manual to determine where and how to file an application and to identify the regulatory requirements affecting corporate changes. Bankers, other interested persons, and OCC personnel use the Manual to further their understanding of the corporate activities filing processes and time frames. The Manual is the primary procedural guide for OCC personnel.

The Agencies use the Interagency Bank Merger Act Application form to collect information for bank merger proposals that require prior approval under the Bank Merger Act. Prior approval is required for every merger transaction involving affiliated or nonaffiliated institutions and must be sought from the regulatory agency of the depository institution that would survive the proposed transaction. A merger transaction may include a merger, consolidation, assumption of deposit liabilities, or certain asset-transfers between or among two or more institutions. The

information collected by the remaining notifications and forms assist the regulatory agency in fulfilling their statutory responsibilities as supervisors. The regulatory agency uses the information to evaluate the controlling owners, senior officers, and directors of the insured depository institutions subject to their oversight.

The uses of these collections of information are as follows:

(a) Background Investigations:

(1) Interagency Biographical and Financial Report -- The OCC uses the biographical information to evaluate the competence, experience, character, integrity, and financial ability of the persons proposed as organizers, senior executive officers, directors, or principal shareholders. The OCC uses the financial information to evaluate the financial ability of persons proposed as organizers, executive officers, directors, or principal shareholders.

(2) Foreign Certification -- The OCC uses the report to evaluate the competence, experience, character, integrity, and financial ability of the individual proposed as an organizer, executive officer, director, or principal shareholder.

(b) Investment in Bank Premises -- The OCC uses the application to determine whether to grant or deny a national bank's request to invest in additional bank premises. The OCC uses the notice to monitor and supervise an investment in bank premises over regulatory limits.

(c) Public Notice and Comments -- The public and consumer groups use this public notice to determine if they wish to offer comments about a national bank's regulatory performance. The OCC uses comments submitted from the public to render a final decision on an application.

(d) Charters -- The OCC uses the application to determine whether to grant a request to organize a national bank. A group requesting approval to organize a national bank uses the sample application and business plan to ensure that they submit all information needed to evidence compliance with the laws cited in Item 1(d). By analyzing the information submitted, OCC can make a decision based on whether all legal requirements are met and how changes affect the proposal.

The OCC uses the waiver request letter to determine whether to grant a waiver to a bankers' bank. The Manual requires the minimal amount of information necessary for the OCC to consider the request and render a decision.

The OCC uses the corporate organization submissions to ensure that all amendments are lawful and that the shareholders have authorized the necessary amendments. Bankers use the sample resolutions, amendments, and certification of articles of association as models of how to advise the OCC of changes to a bank's articles of association.

(e) Conversions -- The OCC uses the sample document to determine whether to grant or deny a financial institution's request to convert to a national bank.

- (f) Federal Branches and Agencies -- The OCC uses the application to decide whether to approve a request from a foreign bank to establish a Federal branch or agency or to make a noncontrolling equity investment. The information enables the OCC to analyze factors such as proposed directors and principal officers, capital structure, the effects on competition, convenience and needs of the community, community reinvestment plans, and environmental impact. Bankers use the samples as guides in the submission of required information.
- (g) Branches and Relocations -- The OCC uses the various branch applications and main office relocations to evaluate the proposed expansion for legal and prudent purposes.
- (h) Business Combinations and Failure Acquisitions -- The OCC uses the various applications to decide whether to grant or deny a bank's proposal to combine with another bank or thrift.
- (i) Fiduciary Powers -- The OCC uses the application letter to determine whether to grant or deny a national bank's request to exercise fiduciary powers.
- (j) Investment in Subsidiaries and Equities:
- (1) Operating and Financial Subsidiaries -- The OCC uses the application or notice to determine if the proposed activity is permissible for national bank operating and financial subsidiaries.
- (2) Annual Report -- The OCC uses this Operating Subsidiary Annual Report to assist consumers (the public) in determining if an entity is an operating subsidiary of a national bank and thus is supervised by the OCC.
- (3) Bank Service Companies -- The OCC uses the application to determine if the national bank's investment in a bank service company is permissible.
- (4) Equities -- The OCC uses the letter of notification to determine if the proposed activity is authorized for national banks, federal branches, and their subsidiaries.
- (5) Financial Subsidiaries -- The OCC uses the certification and notice for financial subsidiaries.
- (k) Branch Closings; Termination of National Bank Charter -- The OCC uses the letter of notification to update its listing of the number of branch offices operated by national banks and to test compliance with certain statutory requirements, such as the Community Reinvestment Act (CRA), which must be met before the OCC can approve various types of corporate activities. It also uses the termination notice to monitor the orderly closing of a national bank.
- (l) Capital and Dividends; Subordinated Debt -- The OCC uses the application to determine whether to grant or deny a bank's request to change capital. The OCC uses the various notifications to determine that the change occurred and complied with legal and regulatory requirements.

(m) Interagency Notice of Change in Control -- The OCC uses the notice to decide whether to allow or disapprove a proposed acquisition, using the regulatory decision criteria including future prospects.

(1) The OCC uses the report to monitor any change in management officials or members of the board of directors.

(n) Interagency Notice of Change in Director or Senior Executive Officer -- The OCC uses the notice to evaluate the competence, experience, character, and integrity of the individual proposed as a director or senior executive officer.

(o) Director Waivers -- The OCC uses the letter requesting the waiver of the citizenship or residency requirements to determine whether to grant a bank's request for a waiver of the requirement.

(p) Change of Corporate Title and Address -- The OCC uses this information to maintain current records for regulatory and supervisory mailings.

(q) Management Interlocks -- The OCC uses the information to ensure that a proposed management interlock is permitted under statute, is eligible for an exemption under section 2210(c) of the Economic Growth and Regulatory Paperwork Reduction Act of 1996, and does not have an anticompetitive effect.

(r) Customer Satisfaction Survey -- The OCC uses survey information to identify areas where it can improve its processing of corporate applications and service to national banks. OCC personnel use the information to identify problem areas and to analyze, as appropriate, the practices and procedures in those areas. Further, OCC personnel use the information to design improved methods, as applicable.

3. Consideration of the use of improved information technology:

The use of improved information technology has been considered for each information collection included in the Manual. The Manual is comprised of applications to enter banking, engage in corporate reorganizations, change in control, or conduct specific activities. These are nonrecurring submissions. The OCC has improved information technology for certain of these submissions that create efficiencies in time or burden for national banks. We have designed and established an electronic filing system called e-Corp. E-Corp uses a Web-based electronic application to enable national banks to submit electronically certain types of filings to the OCC for decision. Authorized users at each national bank access electronic forms through the OCC's National BankNet Web site and submit electronically certain licensing filings to the OCC. Those filings are branch, main office or branch relocation, capital, dividends, operating and financial subsidiary, corporate title, change of address and operating subsidiary annual report. Further, the Manual and the operating subsidiary annual report are available on the OCC Internet Website, www.occ.treas.gov. The OCC estimates that it receives electronically 36% of the filings covered under this supporting statement. As other burden reducing methods are

identified, OCC will consider implementing those methods.

We continue our efforts to comply with section 508 of the Rehabilitation Act. We amended the sample documents to improve their ability to be read by screen reader software applications. Use of this type of software facilitates completion of the sample documents by the visually impaired.

4. Efforts to identify duplication:

Each submission is unique to the individual bank and situation. The Manual's procedures were established to use information that is already available to the OCC. For example, in business combinations, a streamlined procedure has been initiated to use Call Reports on file as well as the records available at the OCC for existing bank managers and directors. Because the OCC does not require a bank to submit information in any particular format, in some circumstances, a bank may determine that it has prepared similar information for another purpose. The OCC will accept any filing that clearly provides the required information. The OCC may accept an application form submitted to another Federal agency if the application contains substantially the same information that the OCC requires. An applicant also may incorporate by reference any material contained in any other application filed with the OCC, provided that the material is attached to the application and is current and responsive to the information requested. The filing must clearly indicate that the information is incorporated by reference and include a citation to the information incorporated.

5. Minimizing burden on small entities:

The burden for this collection has been reduced to the minimum possible under the governing statutes and in keeping with OCC's supervisory responsibilities. Only the information necessary for the OCC to fulfill its statutory responsibilities for any bank, regardless of size, is requested.

6. Consequences of less frequent collection:

The information is collected infrequently—only as the situation arises. Statutory or regulatory requirements govern these information collections. Less frequent collection is inconsistent with the underlying statutes and would not promote a safe and sound banking system.

7. Special circumstances necessitating collection inconsistent with 5 CFR part 1320:

For the most part, the collections of information are conducted in a manner consistent with the guidelines in 5 CFR 1320.6. In two instances, more copies are required than the original and two provided in OMB's guidelines. Those instances are discussed below:

(h) Business Combinations -- With one exception, this item is collected in a manner consistent with the guidelines in 5 CFR 1320.6. A national bank requesting OCC approval to merge, consolidate, or engage in a purchase and assumption must submit the original and two copies of the application package. Federal law at 12 U.S.C. 1828(c) requires that the OCC request reports on the competitive factors from the Attorney General, before approving any consolidation,

corporate reorganization, or purchase and assumption. The remaining copy is used as the public file while the original becomes the OCC's application file.

(o) Interagency Change in Control -- This item is collected in a manner consistent with the guidelines in 5 CFR 1320.6, with the exception of the number of copies requested. The OCC requires an original and five copies. Federal law at 12 U.S.C. 1817(j) requires the OCC to distribute a copy of the notice to the other Federal banking agencies and to issue rules and regulations to carry out that responsibility. The copies required are the minimum necessary for OCC to timely comply with 12 U.S.C. 1817(j)(11) regarding the distribution of the information to appropriate Federal agencies for their review and recommendations, and to permit the OCC simultaneous review and processing in the district and in Washington, D.C. Only rapid dissemination to the other agencies permits the OCC to meet the 60-day time limit for decision. The copies are distributed as follows:

- (1) Federal Reserve Bank
- (2) Federal Deposit Insurance Corporation
- (3) Office of Thrift Supervision
- (4) State Regulatory Agency
- (5) OCC (Public File)
- (6) OCC (Original-For Processing)

8. Consultation with persons outside the agency:

The Agencies issued a 60-day notice seeking comment on the Regulatory Review Amendments (72 FR 36550 (July 3, 2007)) and a 60-day notice seeking comment on the Bank Merger Act Application changes (72 FR 44220) August 8, 2007)). No comments were received on the information collection requirements.

9. Payment or gift to respondents:

None.

10. Any assurance of confidentiality:

Generally, no assurance of confidentiality is provided. The OCC's policy on confidentiality is in 12 CFR 5.9. However, in the following instances, the OCC may treat information as confidential:

(a) Background Investigations:

(1) Interagency Biographical and Financial Report -- Biographical information is considered confidential. Responses to questions in the application that are considered confidential are marked confidential, separated from the public information, and retained in a confidential file for OCC review only.

Financial information is considered confidential. Responses to questions in the application that

are considered confidential are marked confidential, separated from the public information, and retained in a confidential file for OCC review only.

(3) Foreign Certification -- Foreign certification information is considered confidential. Responses to questions in the application that are considered confidential are marked confidential, separated from the public information, and retained in a confidential file for OCC review only.

(d) Charter Conversions – If the applicant requests, financial and competitive information may be considered confidential.

(h) Business Combinations and Failure Acquisitions -- If the applicant requests, financial and competitive information may be considered confidential.

11. Information of a sensitive nature:

There are no questions of a sensitive nature.

12. Burden estimate:

Information Collection	No. of Respondents	No. of Responses	Hours per Response	Estimated Total Burden
(a) Background Investigations	450	450	4	1,800
(a)(1) Interagency Biographical and Financial Report			4	
(a)(2) Foreign Certification	30	30	1	30
(b) Investment in Bank Premises	150	150	1	150
(c) Public Notice and Comments	burden is	included in	specific	activity
(d)(1) Charters	45	45	125	5,625
(d)(2) Corporate Organization	1,000	1,000	.5	500
(e) Conversions	20	20	4.5	90
(f) Federal Branches and Agencies	2	2	41	82
(g)(1) Branches & Relocations	1,789	1,789	2	3,578
(h) Business Combinations and Failure Acquisitions	152	152	23.5	3,572
(i) Fiduciary Activities	44	44	3	132
(j)(1) Operating Subsidiaries	99	99	1	99
(j)(2) Annual Report	57	57	3	171
(j)(3) Bank Service Companies	8	8	1	8
(j)(4) Equities:				
Notices	26	26	1	26
Applications	10	10	1	10
(j)(5) Financial Subsidiaries	25	25	1	25
(k) Branch Closings; Termination of Bank Charter	598	598	1	598
(l) Capital & Dividends; Subordinated Debt	296	296	1	296
(m) Interagency Notice of Change in Control	13	13	30	510
(m)(1) Change in CEO and Director	3	3	1	3
(n) Interagency Notice of Change in Directors and Sr. Executive Officers	150	150	2	300
(o) Director Waivers	20	20	1.8	37
(p) Change of Corporate Title & Address	208	208	.25	52
(q) Management Interlocks	2	2	2	4
(r) Customer Satisfaction Survey	692	692	.5	346
(s) Change in Asset Composition	5	5	5	25
Total Estimated Burden	5,894	5,894		18,069

The cost of the hour burden is as follows:

Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden
(a) Background Investigations					
(a)(1) Biographical and Financial Report	100% sr mgmt	1,800	1,800	\$80	\$144,000
(a)(2) Reserved					
(a)(3) Foreign Certification	100% sr mgmt	30	30	\$80	\$2,400
(b) Investment in Bank Premises	20% clerical 80% middle mgmt	150	30 120	\$20 \$40	\$600 \$4,800
(c) Public Notice and Comments					
(d)(1) Charters	30% clerical 20% middle mgmt 35% sr mgmt 15% counsel	5,625	1,687.5 1,125 1,968.75 843.75	\$20 \$40 \$80 \$100	\$33,750 \$45,000 \$157,500 \$84,375
(d)(2) Charters - Corporate Organization	80% clerical 05% sr mgmt 15% counsel	500	400 25 75	\$20 \$80 \$100	\$8,000 \$2,000 \$7,500
(d)(3) Banker's Bank Waiver					
(e) Conversions	30% clerical 20% middle mgmt 35% sr mgmt 15% counsel	90	27 18 31.5 13.5	\$20 \$40 \$80 \$100	\$540 \$720 \$2,520 \$1,350
(f) Federal Branches & Agencies	40% clerical 40% middle mgmt 20% sr mgmt	82	32.8 32.8 16.4	\$20 \$40 \$80	\$656 \$1,312 \$1,312
(g)(1) Branches & Relocations	70% clerical 30% middle mgmt	3,578	2,504.6 1,073.4	\$20 \$40	\$50,092 \$42,936
Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden

Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden
(h) Business Combinations and Failure Acquisitions	40% clerical 10% middle mgmt 10% sr mgmt 40% counsel	3,572	1428.8 357.2 357.2 1,428.8	\$20 \$40 \$80 \$100	\$28,576 \$14,288 \$28,576 \$142,880
(i) Fiduciary Activities	40% clerical 40% middle mgmt 10% sr mgmt 10% clerical	132	52.8 52.8 13.2 13.2	\$20 \$40 \$80 \$100	\$1,056 \$2,328 \$1,056 \$1,320
(j)(1) Operating Subsidiaries	50% clerical 40% middle mgmt 10% sr mgmt	99	49.5 39.6 9.9	\$20 \$40 \$80	\$990 \$1,584 \$792
(j)(2) Annual Report	70% clerical 30% middle mgmt	171	119.7 51.3	\$20 \$40	\$2,394 \$2,052
(j)(3) Bank Service Companies	50% clerical 40% middle mgmt 10% sr mgmt	8	4 3.2 .8	\$20 \$40 \$80	\$80 \$128 \$64
(j)(4) Noncontrolling Equities:					
Applications	40% clerical 20% middle mgmt 10% sr mgmt 30% counsel	26	10.4 5.2 2.6 7.8	\$20 \$40 \$80 \$100	\$208 \$208 \$208 \$780
Notices	40% clerical 20% middle mgmt 10% sr mgmt 30% counsel	10	4 2 1 3	\$20 \$40 \$80 \$100	\$80 \$80 \$80 \$300
(j)(5) Financial Subsidiaries	40% clerical 40% middle mgmt 10% sr mgmt 10% counsel	25	10 10 2.5 2.5	\$20 \$40 \$80 \$100	\$200 \$400 \$200 \$250
Information Collection					

Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden
	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden
(k) Branch Closings	60% clerical 40% middle mgmt	598	358.8 239.2	\$20 \$40	\$7,176 \$9,568
(l) Capital & Dividends; Subordinated Debt	30% clerical 30% middle mgmt 20% sr mgmt 20% counsel	296	88.8 88.8 59.2 59.2	\$20 \$40 \$80 \$100	\$1,776 \$3,552 \$4,736 \$5,920
(m) Interagency Notice of Change in Control	30% clerical 50% sr mgmt 20% counsel	510	153 255 102	\$20 \$80 \$100	\$3,060 \$20,400 \$10,200
(m)(1) Change in CEO and Director	30% clerical 50% sr mgmt 20% counsel	3	.9 1.5 .6	\$20 \$80 \$100	\$18 \$120 \$600
(n) Interagency Notice of Change in Director and Senior Executive Officers	30% clerical 70% sr mgmt	300	90 210	\$20 \$80	\$1,800 \$16,800
(o) Director Waivers	20% clerical 80% sr mgmt	37	7.2 28.8	\$20 \$80	\$144 \$2,304
(p) Change of Corporate Title & Address	80% clerical 20% middle mgmt	52	41.6 10.4	\$20 \$40	\$832 \$416
(q) Management Interlocks	50% clerical 50% counsel	4	2 2	\$20 \$100	\$40 \$200
(r) Customer Satisfaction Survey	80% clerical 20% middle mgmt	346	276.8 69.2	\$20 \$40	\$5,536 \$2,768
(s) Change in Asset Composition	40% clerical 10% middle mgmt 20% sr mgmt 30% counsel	25	10 2.5 5 7.5	\$20 \$40 \$80 \$100	\$200 \$100 \$400 \$750
Total Cost of Hour Burden to		18,069			\$921,937

Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage Category	Wage Rate	Total Cost of Hour Burden
Respondents					

13. Estimate of annualized costs to respondents:

Not applicable.

14. Estimate of annualized costs to the government:

Not applicable.

15. Changes in burden:

Burden:

Former:

7,840 respondents @ 1 response = 7,840 responses

7,840 responses @ 3.26 hours = 25,547 burden hours

New:

5,894 respondents @ 1 response = 5,894 responses

5,894 responses @ 3.07 hours = 18,069 burden hours

Difference:

- 1,946 respondents; - 1,946 responses; -7,478 burden hours

16. Information regarding collections whose results are planned to be published for statistical use:

The results of these collections will not be published for statistical use. However, data obtained from these submissions may be published in the OCC's Quarterly Journal; we present only the number of requests received.

17. Display of expiration date:

Not applicable.

18. Exceptions to certification statement:

Not applicable.

B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS:

Not applicable.