

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

INTRODUCTION

The Comptroller's Licensing Manual (Manual) sets forth the OCC's policies and procedures for the formation of a new national bank, Federal savings association (FSA) (hereafter "bank") or Federal branch or agency as well as entry into the Federal banking system by other institutions, and corporate expansion and structural changes by existing institutions. The Manual includes sample documents to assist applicants in understanding the types of information that the OCC needs to process a filing. An applicant may use the format of the sample documents or any other format that provides sufficient information for the OCC to act on a particular filing, including, for national banks, the OCC's e-Corp filing system.

The changes to the information collection are as follows:

- Changes to the FSA forms: 1502-E, 1502-F, 1563. The forms were updated to remove references to Office of Thrift Supervision (OTS) and to update regulatory citations as issued by the OCC on July 21, 2012. The changes did not result in an increase or decrease to the filing burden.
- Changes to FSA form 1583. The form was updated to remove references to the OTS, update regulatory citations, and clarify the filing requirement. The changes did not result in an increase or decrease to the filing burden.

1. Justification:

The Manual contains all required procedures, sample forms, and regulations regarding OCC corporate approvals. The Manual is needed to standardize the OCC's 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 circumstances that make each element of this collection of information necessary are:

LICENSING MANUAL:

(a) Background Investigations

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 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 Tax Check Program.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 21, 22, 24(Seventh), 26, 27, 92a, 93a, 1464(e)(1), 1814(b), 1816, 1817, and 2903

Regulatory Authority: 12 CFR 5.20, 5.50 and 5.51; 28 CFR 16.34, and 20.33. 12 CFR 143.3(d)&(e), 152.1(b)(1)(i), 163.33 and 163.560

- (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 business reason for exceeding the limit.

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, and Part 116, Subparts B and C

- (d) Charter

- (1) Charter - Federal law requires that the OCC approve the establishment of a national bank or FSA. The application, including a business plan and the oath of a bank director, serves as the primary vehicle for submission of the information necessary for the OCC's review. Under the statutes cited below, the OCC may grant or deny a request to organize a 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, 1464(a), 1814(b), 1816, and 2903

Regulatory Authority: 12 CFR 5.20 and Parts 143 and 152

- (2) Corporate Organization – Federal law also requires that an existing or organizing bank forward to the OCC corporate organizational documents. The OCC's public website contains examples of the most common types of resolutions and amendments to articles of association, charter, 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.

All Federally-chartered savings associations are required to file and receive prior approval for changes to its charter and/or bylaws. The charter and bylaws of an insured FSA are formal documents created when a savings association establishes its corporate existence. The charter states the scope, purpose and duration for the corporate entity. For a Federally-chartered savings association, the charter confirms that the board of directors has formally committed the

institution to Section 5 of the Home Owners' Loan Act ("HOLA") and other applicable statutes and regulations governing Federally-chartered savings associations. The OCC will review the application or notice to determine compliance with the regulations and policy.

The following statutes and regulations apply.

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

Regulatory Authority: 12 CFR Parts 144 and 152

- (3) Banker's Bank – OCC regulations require that a banker's bank seeking a waiver of a statutory provision must 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

- (e) Conversions – Federal law requires that institutions request OCC permission to convert to a national bank or FSA. OCC regulations require that a converting financial institution provide information related 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, and 1464(i)

Regulatory Authority: 12 CFR 5.24, 143.8, 143.9, 152.18, and 152.19

- (f) Federal Branches and Agencies – Federal law and OCC regulations require that a foreign bank desiring to establish a Federal branch or agency file an application or notice with the OCC. Prior to approval, the OCC must consider the potential 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 consider the required decision factors in the statute. This application is the OCC's primary information source in conducting this assessment and is, therefore, 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) Branches and Relocations – Federal law requires that a bank obtain prior approval or give notice to the OCC to establish, acquire, or relocate a main office or branch. This section contains required requests and other information essential to the OCC's decision-making process.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 1-42, 93a, 1464, 2901-2907, 16 U.S.C. 470 et seq., 42 U.S.C. 4321 et seq.

Regulatory Authority: 12 CFR 5.30, 5.40, 145.91 145.92, and 145.93; 36 CFR 800.1 et seq., 40 CFR 1500.1 et seq.

- (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 or FSA. 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 necessary information relative to an applicant's request.

The following statutes and regulations apply:

Federal Law: 12 U.S.C. 24 (Seventh), 93a, 181, 214a, 214b, 215, 215a, 215a-1, 215a-2, 215a-3, 215c, 1462, 1462a, 1463, 1464, 1467a, 1815(a), 1815(d)(3), 1828(c), 1831u, 2901, 2903, Sec. 102 Pub. L. No. 103-328, and 1464(d)(2)&(3)

Regulatory Authority: 12 CFR 5.32, 5.33, 146.1-3, 152.2, 152.13-15, and Part 163

- (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 bank shall 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 the bank's trust offices for supervisory purposes.

The following statute and regulation apply:

Federal Law: 12 U.S.C. 92a, 12 U.S.C. 1464(n)

Regulatory Authority: 12 CFR 5.26, and Part 150

- (j) Investment in Subsidiaries and Equities

- (1) Operating Subsidiaries – OCC regulations require that a 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 an operating subsidiary activity. The application or notice provides the OCC with needed information regarding the activities and location(s) of the operating subsidiary.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 24(Seventh), 93a, and 1828(m)

Regulatory Authority: 12 CFR 5.34, 5.39, and Part 159

- (2) Financial Subsidiaries – Federal law requires that a national bank obtain the approval of the OCC prior to acquiring control of, or holding an interest in, a financial subsidiary, and prior to commencing a new activity in an existing subsidiary. The OCC's bases its approval 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

- (3) 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 consider its decision.

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

- (4) Equities – OCC regulations require a national bank that wishes to invest in an agricultural credit corporation, an eligible savings association, or any other equity investment authorized by statute after February 12, 1990 to 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 or application. 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) Thrift Service Corporations – OCC regulations require that a FSA obtain OCC approval prior to establishing or acquiring a subsidiary or performing new activities in a thrift service corporation. The application provides the OCC with needed information regarding the activities and location(s) of the subsidiary.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 1464(c)(4)(B) and 1828(m)

Regulatory Authority: Part 159

- (6) Annual Report – The OCC requires that each national bank prepare an annual report as of December 31 on its operating subsidiaries, and file the report by January 31 of each year. This annual report helps consumers identify national bank operating subsidiaries that do business directly with consumers, use trade names different from their parent banks, and are subject to the 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

- (k) Branch Closings – Federal law requires a bank to notify the OCC if it closes a branch or if it converts a brick and mortar branch to an ATM branch. The notice serves as the OCC's primary method for gathering information necessary to cancel branch certificate numbers and update its database.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 1831r-1

- (l) Termination of National Bank Charter – OCC regulations require a national bank to notify the OCC of its intent to voluntarily liquidate or convert out of the national bank charter. The notice serves as the OCC's primary method for gathering information necessary to update the national bank database.

The following statutes and regulation apply:

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

Regulatory Authority: 12 CFR 5.33 and 5.48

- (m) Voluntary Dissolution of FSA Charter – The OCC's regulations require that an FSA seeking to dissolve submit a dissolution plan and receive OCC approval of the plan. The plan allows the OCC to determine if dissolution is advisable and is in the best interest for all concerned.

The following statutes and regulation apply:

Federal Law: 12 U.S.C. 1464(d)(3)(A)

Regulatory Authority: 12 CFR 146.4

- (n) Capital and Dividends; Subordinated Debt – Federal law and OCC regulations require that a bank obtain OCC approval or, in some cases, provide notice to the OCC in connection with a change in equity capital, an issuance or prepayment of subordinated debt, and the payment of 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," "Mandatorily Redeemable Preferred Stock," 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, 5.67, 163.81 and 163.143

- (o) Change in Control – Federal law requires any individual, group, or company that proposes to acquire control of a bank to 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 and Part 174

- (p) Change in Chief Executive Officer and Director – Federal law requires that whenever a change in control occurs, the national 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 following statute and regulation apply:

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

Regulatory Authority: 12 CFR 5.50(h)

- (q) 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 bank may file a letter requesting a waiver of the citizenship or residency requirements. The OCC needs this information to make an informed decision.

The following statute applies:

Federal Law: 12 U.S.C. 72

Regulatory Authority: 12 CFR 100.2

- (r) 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. FSAs must obtain prior approval from the OCC. The filing serves as the OCC's primary method for gathering the information to keep the national bank and FSA databases 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, 5.52, 143.1, 145.93, and 145.95.

- (s) Management Interlocks – National banks and FSAs may apply to the OCC for exemption from the prohibitions on management interlocks that would result in a monopoly or substantial lessening of competition. The OCC needs the information in the application to grant appropriate 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 and Part 196

- (t) Customer Satisfaction Survey – This survey information is collected as part of the OCC's quality assurance program. The OCC uses this information to evaluate its efforts in meeting its continuing goal of providing the best service possible to individuals and banks that file corporate applications. The OCC reviews each voluntary survey returned by an applicant in order to evaluate agency efforts to improve customer satisfaction and provide the best possible corporate activity services.
- (u) Change in Asset Composition – The OCC regulations require a national bank to obtain prior written approval for a change in the composition of all, or substantially all, of the

bank's assets either through the sale or other disposition of assets. Prior written approval also is required if a national bank, once having disposed of all or substantially all the assets, reactivates its operations through the subsequent purchase, acquisition, or other expansion of its operations. This includes acquiring assets by any means, including generating new assets through the bank's own efforts. The OCC needs this information to assess the impact of the transaction on the safety and soundness of the bank and its effect on the bank's customers.

The following regulation applies:

Federal Law: 12 U.S.C. 93a and 1818

Regulatory Authority: 12 CFR 5.53

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 timeframes. The Manual is the primary procedural guide for OCC personnel.

The information collected in the notifications and forms assists the OCC in fulfilling its statutory responsibility as a supervisor. 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:

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.

(b) Investment in Bank Premises – The OCC uses the application to determine whether to grant or deny a national bank's request to invest further in its premises. The OCC uses the notice to monitor and supervise any 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 bank's regulatory performance. The OCC takes into consideration comments submitted from the public in its decision making process.

(d) Charters – The OCC uses the application to determine whether to grant a request to organize a bank. A group requesting approval to organize a 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 corporate organization submissions to ensure that all amendments are lawful and that the shareholders have authorized the necessary amendments. Bankers use the sample charter, bylaws, resolutions, amendments, and certification of articles of association as models of how to advise the OCC of changes to the articles of association, charter, or bylaws of a national bank or FSA.

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.

- (e) Conversions – The OCC uses the application to determine whether to grant or deny a financial institution's request to convert to a national bank or FSA.
- (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 branch 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 or acquire another depository institution.
- (i) Fiduciary Powers – The OCC uses the application letter to determine whether to grant or deny a 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 and FSA operating subsidiaries and national bank financial subsidiaries.
 - (2) Bank Service Companies – The OCC uses the application to determine if the national bank's investment in a bank service company is permissible.
 - (3) Equities – The OCC uses the application or notice to determine if the proposed activity is authorized for national banks, Federal branches and their subsidiaries.
 - (4) Thrift Service Corporations – The OCC uses the application or notice to determine if the

FSA's investment in a service corporation and the activity of the service corporation are permissible.

- (5) Annual Report – The OCC uses the Annual Operating Subsidiary 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.
- (k) Branch Closings – The OCC uses the notice to update its listing of the number of branch offices operated by 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.
- (l) Termination of National Bank Charter – The OCC uses the termination notice to monitor the orderly closing or charter conversion of a national bank.
- (m) Voluntary Dissolution of FSA Charter – The OCC uses the notice of voluntary dissolution to determine if dissolution is advisable and is the best for all concerned.
- (n) Capital and Dividends; Subordinated Debt – The OCC uses the application to determine whether to grant or deny a request to change capital. The OCC uses the various notifications to determine that the change occurred and complied with legal and regulatory requirements.
- (o) 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.
- (p) Change in Chief Executive Officer or Director – The OCC uses the notice to monitor any change in management officials or members of the board of directors subsequent to a change in control.
- (q) Director Waivers – The OCC uses the notice to determine whether to grant a request for a waiver of the requirements.
- (r) Change of Corporate Title and Address – The OCC uses this information to maintain current records for regulatory and supervisory mailings.
- (s) Management Interlocks – The OCC uses the information to assess whether a proposed management interlock is permitted under statute or eligible for an exemption under section 2210(c) of the Economic Growth and Regulatory Paperwork Reduction Act of 1996, and whether it has an anticompetitive effect.
- (t) Customer Satisfaction Survey – The OCC uses survey information to identify areas where it can improve its processing of corporate applications and service to 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.
- (u) Change in Asset Composition – The OCC uses the information to assess impact to the institution's safety and soundness and any effect on customers.

3. Consideration of the use of improved information technology:

Presently, national banks may use e-Corp, a Web-based electronic application, 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 BankNet web site and submit electronically certain licensing filings to the OCC. Those filings are branch establishment, main office or branch relocation, capital, dividends, operating and financial subsidiary, corporate title, and change of address. A new system, the Central Applications Tracking System (CATS), will replace e-Corp and permit banks to submit any application or notice electronically. System design features such as drop-down menus, pre-populating fields, and auto-check, will make the filing process faster, more efficient, and more flexible. CATS was launched internally within the OCC on April 20, 2013. The external launch of CATS is scheduled for fiscal year 2014.

4. Efforts to identify duplication:

Each submission is unique to the situation of the individual national bank or FSA. The procedures in the Manual were established to use, wherever possible, 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 national bank or FSA to submit information in any particular format, in some circumstances, an institution 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 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. Finally, with CATS, after an initial account registration, the external portal will assist applicants by pre-populating fields and where applicable, automating the filing process and saving the user time on subsequent applications. For example, the user will enter the following information once at the initial registration: charter number, bank name, bank address, and contact information. This information will pre-populate for subsequent applications and notices.

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:

- (a) Business Combinations – With one exception, this item is collected in a manner consistent with the guidelines in 5 CFR 1320.6. A national bank or FSA 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.

- (b) 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. State Regulatory Agency
 - 4. OCC (Public File)
 - 5. OCC (Original for Processing)

8. Consultation with persons outside the agency:

The OCC issued a 60-day *Federal Register* Notice seeking comment on the collection. 78 FR 50491 (August 19, 2013). No comments were received.

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 and 116.35. However, in the following instances, the OCC may treat information as confidential:

Background Investigations: 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.

- (a) Conversions – If the applicant requests, financial and competitive information may be considered confidential.
- (b) 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 (Interagency Biographical and Financial Report)	450	450	4.00	1,800
(b) Investment in Bank Premises	150	150	1.30	195
(c) Public Notice and Comments	burden is included in specific activity			
(d)(1) Charter	2	2	250.00	500
(d)(2) Corporate Organization	73	73	0.45	33
(e) Conversions	5	5	4.00	20
(f) Federal Branches and Agencies	5	5	37.30	187
(g) Branches & Relocations; Transfer of A/L	1,041	1,041	1.48	1,541
(h) Business Combinations and Failure Acquisitions	151	151	30.00	4,530
(i) Fiduciary Powers	14	14	3.10	43
	2	2	27.00	54
(j)(1) Operating Subsidiaries	135	135	1.00	135
(j)(2) Financial Subsidiaries	4	4	1.00	4
(j)(3) Bank Service Companies	1	1	1.00	1
(j)(4) Equities	9	9	1.00	9
(j)(5) Thrift Service Corporations	1	1	0.15	0.15
(j)(6) Annual Report	19	19	3.00	57
(k) Branch Closings	983	983	1.00	983
(l) Termination of Bank Charter	65	65	1.00	65
	40	40	24.00	960
(m) Voluntary Dissolution of FSA Charter	3	3	80.00	240
(n) Capital & Dividends; Subordinated Debt	174	174	1.30	226
(o) Change in Control	10	10	30.00	300
(p) Change in CEO and Director	1	1	2.00	2
(q) Director Waivers	25	25	2.00	50
(r) Change of Corporate Title & Address	233	233	0.22	51
(s) Management Interlocks	4	4	2.20	9
(t) Customer Satisfaction Survey	205	205	0.30	62
(u) Change in Asset Composition	26	26	4.50	117
Total Estimated Burden	3,831			12,174

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 (Biographical and Financial Report)	100% sr mgmt	1,800	1,800	\$80	\$144,000
(b) Investment in Bank Premises	20% clerical 80% middle mgmt	195	39 156	\$20 \$40	\$780 \$6,240
(d)(1) Charter	30% clerical 20% middle mgmt 35% sr mgmt 15% counsel	500	150 100 175 75	\$20 \$40 \$80 \$100	\$3,000 \$4,000 \$14,000 \$7,500
(d)(2) Corporate Organization	80% clerical 20% sr mgmt	33	26 7	\$20 \$80	\$520 \$560
(e) Conversions	30% clerical 20% middle mgmt 35% sr mgmt 15% counsel	20	6 4 7 3	\$20 \$40 \$80 \$100	\$120 \$160 \$560 \$300
(f) Federal Branches & Agencies	40% clerical 40% middle mgmt 20% sr mgmt	187	75 75 37	\$20 \$40 \$80	\$1,500 \$3,000 \$2,960
(g) Branches & Relocations	70% clerical 30% middle mgmt	1,541	1,079 462	\$20 \$40	\$21,580 \$18,480
(h) Business Combinations and Failure Acquisitions	40% clerical 10% middle mgmt 10% sr mgmt 40% counsel	4,530	1,812 453 453 1,812	\$20 \$40 \$80 \$100	\$36,240 \$18,120 \$36,240 \$181,200
(i) Fiduciary Activities	40% clerical 40% middle mgmt 10% sr mgmt	97	39 39 19	\$20 \$40 \$80	\$780 \$1,560 \$1,520
(j)(1) Operating Subsidiaries	50% clerical 40% middle mgmt 10% sr mgmt	135	67 54 14	\$20 \$40 \$80	\$1,340 \$2,160 \$1,120
(j)(2) Financial Subsidiaries	50% clerical 40% middle mgmt 10% sr mgmt	4	2 1 1	\$20 \$40 \$80	\$40 \$40 \$80
(j)(3) Bank Service Companies	50% clerical 40% middle mgmt 10% sr mgmt	1	0.5 0.4 0.1	\$20 \$40 \$80	\$10 \$16 \$8
Information Collection	Wage Category	Total Burden Hours	Burden Hours by Wage	Wage Rate	Total Cost of Hour

			Category		Burden
(j)(4) Equities	50% clerical	9	4	\$20	\$80
	40% middle mgmt		4	\$40	\$160
	10% sr mgmt		1	\$80	\$80
(j)(5) Thrift Service Corporation	100% middle mgmt	0.15	0.15	\$40	\$6
(j)(6) Annual Report	70% clerical	57	40	\$20	\$800
	30% middle mgmt		17	\$40	\$680
(k) Branch Closings	60% clerical	983	590	\$20	\$11,800
	40% middle mgmt		393	\$40	\$15,720
(l) Termination of National Bank Charter	30% clerical	1,025	308	\$20	\$6,160
	40% middle mgmt		410	\$40	\$16,400
	20% sr mgmt		205	\$80	\$16,400
	10% counsel		102	\$100	\$10,200
(m) Voluntary Dissolution of FSA Charter	40% clerical	240	96	\$20	\$1,920
	50% middle mgmt		120	\$40	\$4,800
	10% sr mgmt		24	\$80	\$1,920
(n) Capital & Dividends; Subordinated Debt	30% clerical	226	68	\$20	\$1,360
	30% middle mgmt		68	\$40	\$2,720
	20% sr mgmt		45	\$80	\$3,600
	20% counsel		45	\$100	\$4,500
(o) Change in Control	30% clerical	300	90	\$20	\$1,800
	50% sr mgmt		150	\$80	\$12,000
	20% counsel		60	\$100	\$6,000
(p) Change in CEO or Director	20% clerical	2	0.40	\$20	\$8
	80% sr mgmt		1.60	\$80	\$128
(q) Director Waivers	20% clerical	50	10	\$20	\$200
	80% sr mgmt		40	\$80	\$3,200
(r) Change of Corporate Title & Address	80% clerical	51	41	\$20	\$820
	20% middle mgmt		10	\$40	\$400
(s) Management Interlocks	50% clerical	9	4.50	\$20	\$90
	50% counsel		4.50	\$100	\$450
(t) Customer Satisfaction Survey	80% clerical	62	50	\$20	\$1,000
	20% middle mgmt		12	\$40	\$480
(u) Change in Asset Composition	40% clerical	117	47	\$20	\$940
	10% middle mgmt		12	\$40	\$480
	20% sr mgmt		23	\$80	\$1,840
	30% counsel		35	\$100	\$3,500
Total Cost of Hour Burden to Respondents		12,174			\$642,376

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:

6,935 respondents @ 1 response = 6,935 responses

6,935 responses @ 4.107 hours = 28,483 burden hours

New:

3,831 respondents @ 1 response = 3,831 responses

3,831 responses @ 3.178 hours = 12,174 burden hours

Difference:

-3,104 respondents; -3,104 responses; -16,309 burden hours

Due to the economy and consolidation of the banking industry, we did not see a lot of activities. Also, since FY 2010, we have had 305 national banks and FSAs exit the federal banking system through charter conversion (to a state bank), liquidation, dissolution, or failure.

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.

COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS:

Not applicable.