

## **Final Notice Expedited Liquidation**

### **General Information and Instructions**

#### **Preparation and Use**

This notice is used to effect a transaction under 12 CFR 5.48(f) when the acquiring institution in a business combination purchases all the assets, and assumes all the liabilities, including contingent liabilities, of the applicant. The applicant must be dissolved immediately after the combination. If the applicant will have any remaining liabilities, then it must follow the procedures under 12 CFR 5.48(e). 12 CFR 5.48(f) does not apply to dissolutions of federal mutual savings associations, which are subject to procedures under 12 CFR 5.48(e).

All questions must be answered with complete and accurate information that is subject to verification. If the answer is “none,” “not applicable,” or “unknown,” so state. Answers of “unknown” should be explained.

The questions in the notice are not intended to limit the applicant’s presentation nor are the questions intended to duplicate information supplied on another form or in an exhibit. For such information, a cross reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant’s conclusions, should accompany the notice. The regulatory agency may request additional information.

This notice form collects information that the Office of the Comptroller of the Currency (OCC) will need to evaluate an expedited liquidation. The OCC must consider the applicable regulatory requirements, when acting on this notice. For additional information regarding the regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, refer to the OCC’s procedural guidelines in the *Comptroller’s Licensing Manual*. The applicant may contact the OCC directly for specific instruction or visit the OCC’s Web site at [www.occ.gov](http://www.occ.gov).

#### **Notice of Publication**

Generally, public notice under 12 CFR 5.8 does not apply to an expedited liquidation, unless the OCC determines that the notice presents a significant or novel policy, supervisory, or legal issue where a public notice is considered necessary. A public notice also may be required where an expedited liquidation notice is accompanied by a second notice that requires a publication notice under 12 CFR 5.8. In this instance, a public notice describing the entire transaction may be necessary to ensure the public has a full understanding of the entire transaction.

If a notice is required, the applicant must publish notice of the proposed expedited liquidation in a newspaper of general circulation in the community or communities in which the applicant

proposes to engage in business. The OCC will provide specific requirements for the notice of publication.

### **Submission**

In addition to an original and the appropriate number of signed copies, submit an electronic copy of the information in the notice, especially of the business plan's financial projections, if applicable. For e-mail submissions, contact the OCC for instructions and information about secure transmission of confidential material.

### **Confidentiality**

Any applicant desiring confidential treatment of specific portions of the notice must submit a request in writing with the notice. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the subsequent filing of supplemental information to the notice. Contact the OCC for any further questions regarding requests for confidential treatment.

**Final Notice  
Expedited Liquidation**

**Applicant**

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Name	Charter no.
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Current street address

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City	County	State	Zip code
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**Parent Company Identifying Information** (if applicable)

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Name

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Street

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City	State	Zip code
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**Contact Person**

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Name	Title
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Employer

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Street

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City	State	Zip code
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Telephone no.	Fax no.	E-mail address
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1. Overview

- a. Provide the effective date of the purchase and assumption of applicant bank.
- b. Submit all OCC and/or OTS reports of examination, and any related correspondence. If not returned, the bank must certify that these documents have been destroyed. The notice must also include the charter certificate or charter document, any branch authorizations, and any letter of trust authority. If these documents cannot be located, the notice must certify that the documents cannot be located.

- c. Include, as applicable, a copy of the Shareholders' Resolution and Board of Directors' Resolution approving the liquidation.

2. Other information

- a. The applicant must certify to the following:
  - Shareholders voted on (date) to liquidate (bank name) and to enter into a P&A agreement with (acquiring institution).
  - The board of directors voted on (date) to liquidate (bank name) and enter into a P&A agreement with (acquiring institution).
  - (Acquiring institution) has purchased all of the assets and assumed all the liabilities, including contingent liabilities, of (bank name).
  - (Acquiring institution) and (bank name) in liquidation have published notice that the bank would dissolve after the P&A by the acquirer. This was included in the notice and publication for the P&A required under the Bank Merger Act, 12 USC 1828(c).
  - (Acquiring institution) will provide to the OCC under separate cover its certification that it has purchased all the assets and assumed all the liabilities, including contingent liabilities, of (bank name).

**OCC CERTIFICATION**

**I certify that the bank’s board of directors, shareholders or a designated official has authorized the filing of this notice.** I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

\_\_\_\_\_  
President or other authorized officer

\_\_\_\_\_  
Typed name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Employer

***(Bank seal) (Applicable to national banks only)***