

Department of the Treasury

Thrift Bulletin TB 48-19



Handbooks: **Thrift Activities**
Subject: **Assessments**

Section: 071

Office of Thrift Supervision Fees Bulletin **RESCINDED**

Summary: The Office of Thrift Supervision (OTS) periodically reviews and revises its Fee Schedules for appropriateness. This bulletin revises the fees OTS charges for application filings, securities filings, examinations, and requests for information under the Freedom of Information Act.

This Bulletin also amends holding company billing procedures. In addition to routine monthly billing for holding company examinations, OTS will begin billing holding companies for time spent on examination-related and off-site examination-related issues. These additional holding company fees will be computed based on the examination fee hourly rate.

This Bulletin supersedes the fee schedules for Application Fees, Miscellaneous Fees, and Securities Exchange Act of 1934 Filing Fees set forth in TB 48-17. TB 48-19 is effective 30 days after the date of publication, and remains in effect until further notice. The semiannual OTS assessment schedule in TB 48-18 remains in effect.

For Further Information Contact: Your Regional Office, the Supervision Policy Division of the Office of Supervision, or Planning and Budget, Washington, D.C. You may access this bulletin at our web site: www.ots.treas.gov.

Thrift Bulletin 48-19

Application Fee Schedule

OTS has conducted a review of its Application Fee Schedule, and determines that it is appropriate to revise, add, and remove certain application fees. The new fees more accurately reflect OTS's processing costs associated with these applications.

The Application Fee Schedule has been amended to reflect a decrease in the fees charged for several application types. In addition, OTS has decided to eliminate the fees for Expedited Change of Location Notifications, Charter Amendment Notifications (12 C.F.R. §§ 544.2(a)(2)(ii) and 552.4(a)(2)(ii)), and Deregistration as a Holding Company and Extension of Time filings.

OTS has also established fees for new application types and fees for certain new filing categories related to existing application types. OTS developed new filing fees for applications involving Business Plan Modifications, Expansion of Business Activities, filings seeking an Increase in the Loans to One Borrower Limita-

Thrift Bulletin 48-19

tion for 1-4 Family Residential Real Estate and Small Business Loans, and for Acquisitions of Non-Controlling Interests in a Savings Association or Savings and Loan Holding Company pursuant to 12 U.S.C. § 1467a(e)(1)(A)(iii). OTS also established a new fee for additional increases in ownership by approved control parties, and created two new holding company fees for holding company applications where the investment in the thrift represents less than 50 percent of the holding company's total assets, and for holding company applications filed in connection with a Permission to Organize application. OTS will charge a separate fee for holding company applications filed in connection with a Permission to Organize application that will vary based on the proposed holding company's investment in the thrift. OTS also established a new fee structure for HOLA 10(1) elections by an institution seeking treatment as a savings association; such fees will vary depending upon the nature of the holding company involved.

The Application Fee Schedule has also been amended to reflect changes in fees for certain applications due to the increased complexity of these applications and the associated processing costs.

The Securities Offerings – Part 562 fee has been amended to conform to the fee that the Securities and Exchange Commission (SEC) would assess in connection with this type of securities offering.

Examination, Holding Company and other Miscellaneous Fees

The fee for examinations of holding companies, affiliates, and the trust operations of institutions administering less than \$1 billion in trust assets has been increased from \$125 per hour to \$145 per hour. OTS examination fees were last adjusted in January 2001. The new fees more closely reflect OTS's actual costs in conducting these examinations.

OTS will bill on a monthly basis for holding company, affiliate, and trust examinations mailed during the previous month. The new hourly rate will be applied to examinations mailed after October 31, 2003.

As holding companies have become more complex, OTS staff has spent substantial more time addressing supervisory issues related to the examination process, as well as monitoring the financial condition of certain holding companies. In order to capture time spent on these off-site examination-related supervisory issues, OTS has enhanced its system for tracking time devoted by regional and/or headquarters staff to specific holding companies and will bill for such time. The holding company fees for off-site examination related time will be computed using the same \$145 per hour rate charged for examinations.

Finally, OTS has amended its fee schedule for processing FOIA requests in accordance with U.S. Treasury Department regulations.



—Scott M. Albinson
Managing Director, Supervision

Application Fee Schedule

Adjustable Rate Mortgage Index
Applications to use an Alternative ARM Index \$2,500
Notices to Establish or Adjust an ARM Index \$300

Agency Office \$900
If an application contains a request to establish more than one agency office,
include \$100 for each additional agency office.

Approval of Director and Officer \$500
The \$500 fee is per individual. The applicant must also include \$23 per each
FBI background check required.

Branch
Standard \$1,900
Expedited \$500

Change of Location
Standard \$500
Expedited \$0

If an application contains a request to establish more than one branch office or more than one standard
change of location, include \$100 for each additional branch office.

Bylaw Amendments
Applications under 12 C.F.R. §§ 544.5(c)(1) and 552.5(b)(1) \$1,400
Notices under 12 C.F.R. §§ 544.5(c) and 552.5(b) \$0
Preapproved under 12 C.F.R. §§ 544.5(c)(1)(iii), 544.5(c)(3), 552.5(b)(1)(iii) and
552.5(b)(3) \$0

Attachment to TB 48-19

Capital

| | |
|---|---------|
| Dividend Application (12 C.F.R. § 563.143(a)..... | \$750 |
| Dividend Notice..... | \$0 |
| Release of Dividend Agreement | \$1,000 |
| Release of Capital Maintenance Agreement..... | \$1,000 |
| Repurchase of Stock (12 C.F.R. § 563b.3(g)(3) | \$2,500 |
| Sub Debt/Mandatorily Redeemable Preferred Stock in Capital (12 C.F.R. § 563.81) | |
| Standard | \$5,300 |
| Expedited..... | \$1,700 |

Change in Business Plan

| | |
|---|----------|
| Application to engage in full-service operations (from limited purpose or wholesale)..... | \$10,400 |
| Changes in a business plan submitted in response to a condition of approval that involves expansion into new product lines or significant operational changes | \$4,000 |

Change of Control

| | |
|--|---------|
| Additional increases in ownership by approved control parties..... | \$2,000 |
| No additional fee is required for related interim and merger applications (if applicable). The applicant must also include \$23 per each FBI background check required. | |

Charter Amendments

| | |
|---|---------|
| Applications (12 C.F.R. §§ 544.2(a)(2)(i) and 552.4(a)(2)(i)) | \$1,400 |
| Notices (12 C.F.R. §§ 544.2(a)(2)(ii) and 552.4(a)(2)(ii)) | \$0 |
| Preapproved (12 C.F.R. §§ 544.2(b) and 552.4(b))..... | \$0 |

Charter Certificate

This fee is for associations that request a new or replacement charter certificate. A charter certificate is optional.

Charter Conversions

| | |
|--|---------|
| Conversion of OTS-regulated State-Chartered Savings Assoc. to OTS-regulated Federal Savings Association | \$100 |
| Conversion of a National Bank, Commercial Bank, Credit Union or non OTS-regulated State Bank to Federal Savings Association..... | \$5,000 |

(If an OTS Holding Company application is involved then only holding company fees apply.)

Attachment to TB 48-19

Combinations and Transfers

Bank Merger Act Transactions (Under OTS)

| | |
|--|---------|
| Combinations Involving Thrifts..... | \$4,000 |
| Combinations with Bank (Thrift Survives) | \$8,000 |
| Branch Purchase From Thrift..... | \$4,000 |
| Branch Purchase From Bank..... | \$4,000 |
| (Per OTS-regulated institution) | |

(If an OTS Holding Company application is involved then only holding company fees apply.)

Non-Bank Merger Act Transactions (Under OTS)

Conversion to National or State Bank

| | |
|---------------------|---------|
| Applications..... | \$5,200 |
| Notifications | \$1,200 |

Combinations with Bank (Bank Survives)

| | |
|---------------------|---------|
| Notifications | \$2,000 |
|---------------------|---------|

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

| | |
|-------------------|---------|
| Applications..... | \$4,000 |
| Notice | \$2,000 |

(Fees for all combination and transfer applications are per OTS-regulated institution.)

Conversions (Mutual to Stock)

| | |
|---|----------|
| Standard Conversions (Form AC) | \$10,000 |
| w/H-(e)1-S (Form AC included)..... | \$12,000 |
| Merger Conversion (Form AC included)..... | \$18,000 |

If the conversion involves a public offering of the savings association's stock, the savings association must also pay a fee for the registration of its securities in the same amount as the registration fee currently in effect for the registration of securities with the Securities and Exchange Commission under the Securities Act of 1933. See Rule 45.

Deregistration as a Holding Company (12 C.F.R. § 584.1(d)).....\$0

Divestiture of Control.....\$900

Extension of Time.....\$0

Attachment to TB 48-19

Holding Company

| | |
|--|----------|
| Form H-(e)1 | \$14,400 |
| Form H-(e)1 where holding company's investment in thrift represents less than 50% of total assets..... | \$20,000 |
| Form H-(e)2..... | \$14,400 |
| Form H-(e)3..... | \$14,400 |
| Form H-(e)4..... | \$1,000 |
| Form H-(e)1-S..... | \$2,000 |

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

| | |
|---|---------|
| Holding Company applications in connection with Charter Conversions or Combinations with banks..... | \$7,200 |
|---|---------|

(Fee for holding company applications include certain fees for all related filings. Fees for holding company applications filed in connection with a Permission to Organize application are outlined in the *Permission to Organize* section.)

| | |
|--|---------|
| Acquisition of a non-controlling interest in a savings association or savings and loan holding company (12 U.S.C. § 1467a(e)(1)(A)(iii)) | \$4,000 |
|--|---------|

HOLA 10(l) Elections

| | |
|--|---------|
| Existing savings and loan holding company..... | \$2,000 |
| Non-savings and loan holding company..... | \$5,000 |

Non-savings and loan and non-bank holding companies seeking to acquire a depository institution and request a HOLA 10(l) election must also file a holding company application and include the additional holding company application fee.

Loans to One Borrower

| | |
|---|---------|
| Standard..... | \$2,500 |
| Expedited..... | \$800 |
| Lending Limits Pilot Program (12 U.S.C. §§ 84 and 1464(u))..... | \$800 |

| | |
|----------------------------|---------|
| Management Interlock | \$2,600 |
|----------------------------|---------|

| | |
|--|---------|
| Modification of Condition of Approval..... | \$1,500 |
|--|---------|

Attachment to TB 48-19

| | |
|--|---------|
| Mutual Holding Company Reorganization (12 U.S.C. 1467a(o)) | |
| Form MHC-1 | \$8,000 |
| Form MHC-2 (Initial Public or Private Offering)..... | \$6,400 |
| Form MHC-2 (Secondary Public or Private Offering)..... | \$6,400 |
| Waiver of Dividends to MHC..... | \$300 |
| Multi-tier Reorganization..... | \$2,000 |

| | |
|----------------------------|---------|
| Operating Subsidiary | |
| Standard Application | \$5,000 |
| Expedited Notice..... | \$1,000 |

| | |
|--|-------|
| Permissible Bank Holding Company Activities of Savings and Loan Holding Companies (12 C.F.R. § 584.2-2)..... | \$500 |
|--|-------|

(Includes new activity notices filed pursuant to 12 C.F.R. § 575.11(a).)

| | |
|-----------------------------|----------|
| Permission to Organize..... | \$20,000 |
|-----------------------------|----------|

Applicants seeking to form a holding company must also file a holding company application and pay an additional filing fee based on the holding company's investment in the thrift, in accordance with the following schedule:

| | |
|--|----------|
| The investment in thrift represents less than 50% of total assets..... | \$14,400 |
| The investment is greater than 50%, but is not a shell holding company | \$5,000 |
| Shell holding companies..... | \$0 |

| | |
|---|-------|
| Prescribed Services and Activities of Savings and Loan Holding Companies (12 C.F.R. § 584.2-1)..... | \$500 |
|---|-------|

(Includes new activity notices filed pursuant to 12 C.F.R. § 575.11(a).)

| | |
|---|----------|
| Qualified Stock Issuance (12 C.F.R. § 574.8)..... | \$12,400 |
|---|----------|

| | |
|------------------------------------|---------|
| Rebuttal of Concerted Action | \$5,600 |
|------------------------------------|---------|

| | |
|---------------------------|---------|
| Rebuttal of Control | \$5,600 |
|---------------------------|---------|

| | |
|--|---------|
| Request for Exception from a Regulation..... | \$4,000 |
|--|---------|

| | |
|---|---------|
| 12 C.F.R. § 563b.525 filing for acquisition of more than 10 percent of any class of equity security of a savings association within three years following a conversion to stock under 12 C.F.R. Part 563b | \$6,000 |
|---|---------|

Securities Offerings - Part 563g

The fee is the same amount as if the registrant's securities were being registered with the Securities and Exchange Commission under the Securities Act of 1933. See Section 6(b) of the Securities Act of 1933 and the most recent Securities and Exchange Commission Fee Rate Advisory.

Attachment to TB 48-19

Form G - 12

There is no fee for securities sales reports filed pursuant to 12 C.F.R. § 563g.12 for offerings under 12 C.F.R. §§ 563g.2 and 563g.4.

Service Corporations

| | |
|--|---------|
| Application to Engage in New Activity (12 C.F.R. § 559.3(e)(2))..... | \$5,000 |
| Notice to Engage in New Activity (12 C.F.R. § 559.3(e)(2)) | \$1,000 |
| Increase of Investment Notice (12 C.F.R. § 559.5)..... | \$300 |

Trust Powers

| | |
|---|---------|
| Application for initial trust powers..... | \$4,000 |
| Establish additional trust powers..... | \$2,000 |

Voluntary Dissolution (12 C.F.R. § 546.4)..... \$2,500

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

Miscellaneous Fee Schedule

Examination Fees

| | |
|--|-----------|
| Holding Companies..... | \$145/hr. |
| Affiliates..... | \$145/hr. |
| Trust Examinations of Savings Associations Administering Less Than \$1 Billion of Trust Assets..... | \$145/hr. |
| Justice Department Criminal Referrals..... | \$425/day |

Publication Fee Charges

Refer to the OTS Publications listing for the current publications fees. The listing is published on the OTS website, www.ots.treas.gov and can also be obtained from OTS, Publications Division, 1700 G Street, N.W., Washington, D.C. 20552.

Freedom of Information Act (FOIA) Fee Charges

In accordance with regulations issued by the U.S. Treasury Department, 31 C.F.R. § 1.7, OTS charges the fees listed below for processing FOIA requests. This fee schedule is arranged by category of requester (e.g., “commercial”) and shows the fee for each service that OTS provides in processing FOIA requests. In the event that the Treasury Department changes its FOIA fee provisions, OTS will make corresponding changes in its fee schedule.

Commercial

Duplication and Printing20 per page

Note: For information provided on a non-paper medium (e.g., tape, cd-rom) OTS charges the actual cost of furnishing the information on that medium.

Search/Review \$30.00 per hour or fraction thereof for FOIA Specialists

For searches and document reviews by other employees, charges are based on the employee’s hourly rate of pay plus 16%.

Attachment to TB 48-19

Educational Institutions, Non-Commercial Scientific Institutions, Representatives of the News Media

The first 100 pages shall be furnished without charge. Additional documents/reports will be furnished for reproduction costs alone (no search or review fees).

All other Requests

The first 100 pages and the first two hours of search time shall be furnished without charge. Thereafter they shall be charged the same as commercial requesters, except that there will be no charge for review time.

Thrift Financial Report

| | |
|--|---------|
| Processing Fee Per Request (Computer Charges) | \$4.00 |
| Statement of Condition/Operation (first 3 pages) | \$3.00 |
| Full Thrift Financial Report | \$10.00 |

(There will be no charge for requests under \$10.00.)

Gold Seal Fee Charges

All documents issued by the Office of Thrift Supervision requiring affixation of the official gold seal will cost \$50.00 per gold seal requested.

Fee Waiver Policy

As set forth in 12 C.F.R. § 502.60, under unusual circumstances the Director, or the Director's designee, may adjust, add, waive, or eliminate a fee. Such adjustments and waivers are not common. Circumstances in which the agency has waived fees include:

- (i) The savings association seeks an exception from a recent change in a regulation that in and of itself, rather than any new action by the savings association, caused an association in compliance with the former regulation to become out of compliance. Such fees will generally only be waived if the savings association files the request for regulatory exception within 90 days of the regulatory change.
- (ii) Change in control notices or holding company applications involving non-material increases in share ownership by acquirers that have previously received approval or non-objection under 12 C.F.R. Part 574 or other acquirers whose acquisitions would be aggregated with approved parties due to a presumption of concerted action.

- (iii) Situations where, due to the applicant's size or financial condition, a fee is not economically feasible or justifiable.
- (iv) The agency's actual processing time and costs are minimal because of revised procedures or efficiencies not contemplated when the agency set the fee.

Attachment to TB 48-19

Securities Exchange Act of 1934 Filings

For any other securities filings not listed, the Office of Thrift Supervision (OTS) generally will charge the same fee as the Securities and Exchange Commission (SEC).

| | |
|------------------------------|--------|
| Proxy Statement | (A) |
| Proxy Statement/Contest..... | (B) |
| Merger Proxy Statement | (C) |
| Form 3 | no fee |
| Form 4 | no fee |
| Form 5 | no fee |
| Form 8-A | no fee |
| Form 8-B..... | no fee |
| Form 8-K | no fee |
| Form 10 | \$250 |
| Form 10-SB | \$250 |
| Form 10-C..... | no fee |
| Form 10-K | \$250 |
| Form 10-KSB..... | \$250 |
| Form 10-Q | no fee |
| Form 10-QSB..... | no fee |
| Form 11-K | no fee |
| Form 12b-25 | no fee |

| | |
|---|--------|
| Form 15..... | no fee |
| Schedule 13D..... | no fee |
| Schedule 13G..... | no fee |
| Schedule 13E-3..... | (D) |
| Schedule 13E-4..... | (D) |
| Schedule 14D-1 | (E) |
| Schedule 14D-9 | no fee |
| Submission to exclude a shareholder proposal under Rule 14a-8 | \$250 |

FOOTNOTES

(A) Proxy Statements

1. For definitive proxy material relating to a solicitation for which the savings association does not file preliminary proxy material, a fee of \$125 is charged. See Rule 14a-6(i) under the Securities Exchange Act of 1934 (Exchange Act).
2. For preliminary proxy material that solicits proxies for business for which a stockholder vote is necessary, but apparently no controversy is involved, a fee of \$125 is charged. See Rule 14a-6(i) under the Exchange Act.

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

(C) For preliminary proxy material involving acquisitions, mergers, consolidations and reorganizations, a fee equal to the current fee charged by the SEC based on the proposed cash payment or of the value of the securities and other property to be transferred to securities holders in the transaction is charged. See Rule 14a-6(i) and Rule 0-11 under the Exchange Act. If the transaction involves the filing of a registration statement with the SEC for the registration under the Securities Act of 1933 of securities to be issued by a holding company in the transaction, the fee for the preliminary proxy material filed with the OTS is \$1,000. If the preliminary proxy material involves a simple holding company reorganization that is exempt from registration pursuant to Section 3(a)(12) of the Exchange Act, the fee for the preliminary proxy material filed with the OTS is \$1,000.

Attachment to TB 48-19

- (D) A fee equal to the current fee charged by the SEC based on the value of the securities proposed to be acquired by the acquiring person is charged. See Rule 13a-1(b) and Rule 0-11 under the Exchange Act.
- (E) A fee equal to the current fee charged by the SEC based on the aggregate case or the value of the securities or other property offered by the bidder is charged. See Rule 0-11 under the Exchange Act.