

Public Notice Instructions for Business Combinations

For applications subject to the Bank Merger Act (BMA), the notice shall be published in a newspaper of general circulation in the community or communities where the main or home offices of the banks or savings associations (collectively, Banks) involved are located. See 12 USC 1828(c)(3), for additional guidance. In all other cases, Banks should follow the applicable statutory publication requirements.

The public comment period for a combination is generally 30 days, commencing on the date of first publication. For applications subject to the BMA, the first notice should be published on or about the date the application is filed with the OCC, but in no event more than three days before or after the date the application is filed. The second notice should be published one week after the first publication or, if the newspaper does not publish on that day, on the newspaper's publication date that is closest to that day. The last notice should be published on the 25th day after the first publication or, if the newspaper does not publish on the 25th day, on the newspaper's publication date that most closely precedes the 25th day.

The notice should contain the following information:

Names of depository institutions—All notices should be published in the joint names of all depository institutions involved in the transaction. If a bank is operating under more than one name or under a name not substantially similar to its legal name, the public notices of any application published in accordance with 12 CFR 5 should contain both the legal name of the bank and the name(s) the bank uses in the community in which the publication circulates.

Type of transaction—Notices must state whether the application is for a merger, consolidation, or purchase and assumption and whether it involves an interim bank charter application.

Branch closings—If the proposal involves the closing of a branch office(s), refer to the relevant Interagency Policy Statement and 12 USC 1831r-1 for branch closure and public notice requirements. Notices must state whether any branches of the combining institutions will cease to operate as a result of the transaction. At the time of filing, the applicant may realize that branches will close or consolidate, but be unable to identify the number and location of those closings. In this situation, the notice should state that an as yet undetermined number of offices will cease to operate. Later, when the exact locations are determined, the bank must follow established branch closing procedures.

Related transactions—If the filer publishes one public notice for multiple transactions, it must explain in the notice how the transactions are related. Although publication requirements under 12 CFR 5.8 normally do not apply to conversions, it is usually appropriate to include conversions related to affiliated business combinations in the public notice. Additionally, upon request, the OCC may determine that a public notice that another federal agency requires may satisfy the OCC's public notice requirements. Such notice must state that comments must be submitted to both the OCC and the other federal agency.

Sample Public Notice

(For all mergers, consolidations, and whole-bank purchase and assumptions)

Notice is given that application has been made to the Office of the Comptroller of the Currency, *(address of the appropriate district office)* for consent to *(merge, consolidate, or purchase the assets and assume the liabilities of)*

(exact corporate name of target institution)

(city) (state) (zip code)

(into, with, or by)

(exact corporate name of purchasing bank)

(city) (state) (zip code)

It is contemplated that the main/home offices and branch offices of the above-named banks will continue to operate, except for: *(insert the following, if applicable)*

- *To the extent known at the time of filing, each office's identity and location and the reason it will cease operating (that is, sold, closed, or consolidated).*
- *A statement to the effect that an as yet undetermined number of branches will cease operating.*

(For a purchase of assets and assumption of liabilities of less than a whole bank)

(Identify the branches being purchased or, if the purchase does not involve branches, identify the assets and liabilities being transferred.)

(If application is being made for an interim bank charter)

Notice is given that application has been made to the Office of the Comptroller of the Currency, *(insert address of the appropriate district office)* to form

(exact corporate name of interim bank)

(city or town) (state) (zip code)

for the purpose of *(describe the purpose of the transaction)*.

(For all combinations)

This notice is published pursuant to 12 USC 1828(c) and 12 CFR 5. Anyone may submit written comments on this application by *(insert date which must be no less than 30 days from the date of publication of the first notice)* to: Director of District Licensing, *(insert address of the appropriate district office)*.

The public may find information regarding this application, including the date of the end of the public comment period, in the OCC Weekly Bulletin at www.occ.gov. Requests for a copy of the public file on the application should be made to the Director of District Licensing.

<i>(date)</i>	<i>(name of target institution)</i>	<i>(location)</i>
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<i>(name of acquiring bank)</i>	<i>(location)</i>
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