

COMPTROLLER'S CORPORATE MANUAL

Comptroller of the Currency
Administrator of National Banks

Public Involvement

April 1998

Corporate Policies

Entry

Expansionary Activities

Other Changes and Activities

Public Involvement

Corporate Policies

Comptroller's Corporate Manual

**Washington, DC
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This booklet should be used together with other booklets of the *Comptroller's Corporate Manual* (manual). Users of the "Public Involvement" booklet may wish to refer to the "General Policies and Procedures" (GPP) booklet as well as to the specific activity booklet for additional discussion, instructions, and procedures relating to how the Comptroller of the Currency (OCC) processes all applications.

Background

Applicants must obtain prior OCC approval to engage in certain transactions or activities. In many of those cases, the applicants must publish notice of their filings pursuant to a specific law or regulation. This publication process allows the public to give written comments to the OCC in support of or in opposition to the application or to recommend that the OCC grant approval subject only to certain conditions. The specific publication requirement for each type of covered filing is discussed in the relevant filing booklet in this manual. The requirements are summarized in this booklet.

The OCC publishes in its *Weekly Bulletin* notice of all corporate applications subject to a public notice and other corporate filings received or acted upon each week. The *Weekly Bulletin* is available through the OCC Information Line (fax-on-demand service) and may be downloaded or searched on the OCC's Internet site, <http://www.occ.treas.gov/weekly/weekly.htm>. Those notices provide additional information to the public, but do not satisfy the applicant's legal notice requirements.

Pursuant to 12 CFR 5.13(e), the OCC publishes its decision letters to applicants on corporate filings when the decision represents a new or changed policy or presents issues of general interest to the public or the banking industry. The OCC also publishes its decision letters if they contain conditions imposed upon the applicants that are enforceable under 12 USC 1818 or if they discuss Community Reinvestment Act (CRA) issues. These decision letters are reprinted in the OCC's monthly publication, *Interpretations and Actions*, and are summarized in its *Quarterly Journal*. The OCC posts the full text of *Interpretations and Actions* on its Internet site, <http://www.occ.treas.gov/int&act.htm>. Information about how to subscribe to that and other OCC publications is available from the OCC Internet site and the Communications Division (see Appendixes—OCC District and Washington Office Listing).

Effective December 31, 1996, the OCC amended its corporate activities regulation, 12 CFR 5. Of significance to members of the public, the revised regulation provides for an expedited review process for applications from

healthy banks with Satisfactory or Outstanding CRA records; procedures for removing applications from expedited review under certain circumstances; and expanded opportunities for public involvement through public and private meetings. They are discussed in greater detail in this booklet.

Definitions

An **applicant** is a person or entity that submits a notice or application to the OCC.

Appropriate district office means: (1) Bank Organization and Structure for all national banks that are subsidiaries of certain holding companies assigned to the Washington, DC licensing unit; (2) the appropriate OCC district office for all national bank subsidiaries of certain holding companies assigned to a district licensing unit; (3) the OCC's district office in which the national bank's supervisory office is located for all other banks; or (4) the OCC's International Banking and Finance Department (IB&F) for federal branches and agencies of foreign banks.

Business combination means any merger or consolidation between a national bank and one or more depository institutions in which the resulting institution is a national bank, the acquisition of all or substantially all of the assets, or the assumption of deposit liabilities, of another depository institution by a national bank.

The **official file** is opened when a corporate application is filed. It becomes the official repository of all significant information about the filing. "Significant" information is non-duplicative information that may be used in the decision-making process. The official file will be made available ultimately to the decision maker and, following the decision, will be forwarded to Central Records.

The official file consists of: (1) the corporate application and any amendment to the application; and (2) copies or summaries of oral or written communications involving significant information. Examples of such communications are post-filing oral or written contacts by letter, e-mail, fax, telephone, or in-person between one or more of the following:

- An OCC employee involved in the processing or review of a corporate application and the applicant.
- The OCC and persons who have filed formal comments on the application.
- An OCC employee and/or other federal regulator and persons contacted during investigations.

Prefiling communications and communications between OCC employees are included in the official file only if they contain significant information. (See Appendixes—Guidelines for Additional Communications and Contacts for a discussion of how to maintain records of contacts for the official file.)

The **public file** for an application consists of those portions of the filing, supporting data, and supplementary information submitted by the applicant and information submitted by interested persons that have not been afforded confidential treatment by the office processing the application. (See the "Public File Availability" discussion for more information on the public file and confidential treatment.)

Applicability

Pursuant to statutes and/or regulations, an applicant must publish notice containing specific information for the following filings:

- National bank charters (other than conversions).
- Establishment of domestic branches.
- Relocation of main office or branches.
- Business combinations.
- Changes in bank control.
- Branch closings.

Although a branch closing is not an application requiring OCC action, a bank must send advance notice of a branch closing to its customers and post a notice at the closing branch (see the Branch Closings discussion).

Additional Notices

The OCC may determine that the applicant must publish a specific notice in addition to the legally required one if the OCC believes it needs such notice to obtain appropriate public comment. Applications that might warrant additional publication include merger proposals that would establish interstate branch networks or multiple messenger service proposals that would serve several geographic areas. In those situations, the OCC may determine the form and content of the notice, based on the type of filing and the issues presented, to ensure an effective public notice without creating undue delay or expense.

In addition, the OCC may give public notice and request comment on any filing in a manner appropriate for the particular filing. When public notice is not legally required, the OCC may give public notice if the filing presents a significant or novel policy, supervisory, or legal issue. In deciding whether to seek public comment when not legally required, the OCC will consider whether:

- The issues presented are novel or complex.

- The issues are likely to be controversial.
- The issues have widespread implications for banks or customers.
- The OCC will benefit from public comments.
- The applicant would be disadvantaged inappropriately (e.g., if the additional notice would cause unnecessary delay).

Further, if a bank applies to establish an operating subsidiary to engage, pursuant to 12 CFR 5.34(f), in an activity that the OCC has not previously approved and that is part of or incidental to the business of banking, but different from that permissible for its parent bank, the OCC will provide public notice and an opportunity for comment on the activities proposed in the application by publishing notice of it in the *Federal Register*.

Summary of Process

An applicant publishes its public notice of a filing in a newspaper of general circulation in the community in which it proposes to engage in business, containing the contents prescribed for the application. If a bank proposes to establish a branch, for example, it publishes notice in the community in which the branch will be located. In a merger between two banks, each headquartered in a different city, the applicant must publish notices in each bank's headquarters city. The publication must occur on the date of filing or as soon as possible before or after submission of the filing.

If the OCC decides to provide additional public notice and an opportunity for comment on a filing, it may publish the notice in any manner it determines appropriate for the particular filing, such as the *Federal Register*, *Weekly Bulletin*, or local or regional newspapers.

Contents of Applicant's Published Notice

The public notice must contain:

- A statement that the filing is being made.
- The date of the filing.
- The applicant's name.
- The filing's subject matter.
- A statement that the public may comment to the OCC.

- The appropriate OCC office address where comments should be sent, the public file may be viewed, and a copy of the public file may be requested.
- The closing date of the comment period, which may be stated as the number of days from the date of the public notice (e.g., 30 days from the date of publication).
- Any other related information required by the OCC.

If the filing is part of a multiple-step transaction, or a series of transactions, the applicant should explain the entire transaction in one notice, as if it were a single filing, so that the public will understand the total transaction. For example, a bank should not publish a relocation of a main office in one notice, establishment of a branch at the current main office location in a second notice, and a merger in a third notice, if they are all steps in a single transaction.

In addition, if a bank operates under more than one name or under one substantially different from its legal name, each public notice should include both the bank's legal name and the name(s) it is using or intends to use in the community in which the publication circulates.

Additional publication may be required if the OCC determines that such publication is warranted to ensure adequate public notice to interested members of the public. Further, banks should consider the language used by the residents of the communities in which notice is required. If the bank determines that the primary language of a significant number of adult residents of the community is other than English, it may choose to publish the required notices in both languages. The OCC may require that notices be published in languages other than English.

Promptly after publication, the applicant must provide to the appropriate licensing manager a statement containing the date of publication, the name and address of the newspaper that published the public notice, a copy of the public notice, and any other information that the OCC may require.

Notification upon Request

Members of the public may request that the OCC provide notice to them of the filing of applications covered by the CRA that are submitted by specific national banks. Requests for such notice should be directed to the licensing manager at the appropriate district office that processes applications for that bank. Every national bank must have a public notice posted in its main office and in each of its branches that informs the public of this opportunity for notification and gives the address of the appropriate district office. These notices are required by the OCC's CRA regulation, 12 CFR 25.44. The

addresses for the relevant OCC offices are included as an appendix to this booklet (see Appendixes—OCC District and Washington Office Listing).

Other Agency's Public Notice

Upon an applicant's request, the OCC may accept the public notice required by another federal agency to satisfy the applicant's public notice requirements for its OCC filing, if that notice also adequately fulfills the OCC's requirements. The OCC considers whether the scope and contents of the other public notice are comparable to those required at 12 CFR 5.8(b) (see "Contents of Applicant's Published Notices").

The OCC also may accept publication of a single joint notice containing the required information and the names and addresses of both agencies to be used in submitting comments.

Key Policies

The OCC welcomes comments on corporate filings. To facilitate those communications, the OCC is committed to providing the public with easy access to public information on corporate filings and decisions. Any interested person may participate in the OCC licensing process by commenting in writing on any corporate filing during the applicable public comment period. Comments and related communications should be addressed to the appropriate OCC licensing manager or to any other address specified in the published notice. The public notice published by the applicant must include the due date for comments and the address to which they should be sent.

Comments should be specific and contain data or references to data to support any conclusions or recommendations. Comments may recommend approval or denial of a filing or approval only on the condition that an applicant complete certain actions before and/or after its application is approved.

The OCC considers any comment it receives during the comment period. The OCC will consider comments received after the close of the comment period only if doing so would not inappropriately delay action on a filing. All comments received are placed in the public file, unless the submitter has requested and been granted confidential treatment by the OCC.

In some instances, the OCC may notify interested persons that it will no longer accept comments on a filing. This can occur after a commenter and the applicant have replied to each other's statements, or information on protested or other issues is received significantly after the close of the comment period. The OCC will decide the application on the basis of the information received as of the date it ceased accepting comments.

During the public comment period, an interested person may write to the OCC and request:

- A copy of the public file for a corporate filing (see Procedures—Information Request).
- An extension of the comment period (see the Extension of Comment Period discussion).
- The OCC to conduct a public hearing, arrange a public meeting, arrange a private meeting between the commenter and the OCC, with

or without the applicant present, or arrange a meeting between the commenter and the applicant at which the OCC will *not* be present.

Those subjects are discussed later in this booklet.

Because of concerns over confidentiality and fairness, the OCC staff refrains from commenting publicly on the merits of a corporate filing under review, making no statements that could be construed as favoring one decision over another. The staff avoids any reference to recommendations or opinions on the likelihood of a favorable or unfavorable decision.

In connection with its decision on applications, the OCC will provide written responses to parties who filed written protests, describing how the contested issues were resolved. The OCC's decisions will indicate how the applications were processed (e.g., that the OCC removed the application from the expedited review process as a result of the protest in order to have sufficient time to review the protest, conduct a targeted investigation of the bank's activities, and reach a conclusion). Decisions also will address issues raised by protestants, either in the decision statement or letter itself, or by incorporating by reference and attaching a copy of the responsive letter to the protestant. Decisions raising CRA issues will be published in *Interpretations and Actions* as described earlier in this booklet.

Timing

The notice published by the applicant is required to identify the closing date of the comment period on the filing. All interested persons generally have 30 days from the date of publication of the notice of the filing to provide written comments to the OCC. The public comment period on any application to engage in a short-distance branch or short-distance main office relocation is 15 days. The public comment period for a Notice of Change in Control is 20 days. In computing the period of days for comment, the OCC includes the day of publication as the first day of the period.

During the comment period, any interested person may request a public hearing or that the OCC arrange a public or private meeting in less formal settings.

Extension of Comment Period

During the comment period, any person may make a written request to the appropriate licensing manager for additional time to submit comments. The OCC may extend the comment period if:

- The applicant fails to file all required information in time to permit review by interested persons.

- Anyone requesting an extension of the comment period demonstrates that additional time is necessary to develop factual information that the OCC determines is necessary for its consideration of the filing.
- The OCC determines that other extenuating circumstances exist.

For example, the OCC, in its discretion, may decide to extend the comment period when:

- The applicant requests confidential treatment for materials submitted that must be considered for inclusion in the public file because a request for the file has been received.
- After the close of the comment period, the applicant submits a significant amendment to the corporate filing.

OCC Ombudsman as Liaison

The OCC Ombudsman is available to act as a liaison between the OCC and any affected person(s) who may need assistance with any problem or question resulting from the OCC's regulatory activities. Information about the Ombudsman is contained in OCC Bulletin 96-18. The Ombudsman's address and telephone number are included in an appendix to this booklet (see Appendixes—OCC District and Washington Office Listing).

Community Reinvestment Act (CRA)

Congress enacted the CRA in 1977 to require federal bank and thrift regulators to encourage insured depository institutions to help meet the credit needs of their entire communities, including low- and moderate-income neighborhoods, consistent with safe and sound banking practices. Pursuant to the CRA, the OCC examines each national bank, assigns a CRA rating, and issues a public evaluation. The OCC assigns each national bank a CRA composite performance rating of Outstanding, Satisfactory, Needs to Improve, or Substantial Noncompliance. Interstate national banks also are assigned ratings for each state and multistate metropolitan statistical area (MSA) in which they have branches. The OCC also reports conclusions about such banks' performance in each MSA and in non-MSA portions of states in which they have branches.

The OCC will consider a bank's record of CRA performance. That record may be the basis for conditionally approving or denying a filing. The OCC considers that record in evaluating the following types of filings:

- Establishment of a domestic branch.

- Relocation of a main office or branch office.
- Business combination.
- Conversion to a national bank charter.

An applicant for a new national bank charter (other than a conversion applicant) submits a description of how it will meet its CRA objectives. The OCC evaluates the description in considering the application.

The OCC considers the CRA performance records of all insured depository institutions involved in a corporate filing. In certain interstate transactions, the OCC, in determining whether to approve an application, considers:

- The applicant's record of performance as reviewed by the OCC.
- Its record of compliance with applicable state community reinvestment laws.
- The most recent CRA evaluation of any bank that would be an affiliate of the resulting bank.

The OCC releases a variety of information about its CRA activities. Each month it publishes in a press release a list of CRA ratings of national banks that have become public. That release is included in the monthly publication *Interpretations and Actions*. That publication, and the OCC's *Quarterly Journal*, also include letters conditionally approving or denying filings for CRA reasons, or otherwise discussing CRA issues. That and other CRA information also may be found on the OCC's Internet site, <http://www.occ.treas.gov>.

Published CRA-related corporate filing decision letters will be redacted to remove information that may be considered confidential under the standards of the Freedom of Information Act. CRA-related information, however, including any OCC-imposed conditions, will not be held confidential.

CRA Comments Prior to Applications

Interested persons are encouraged not to wait for an application to be filed to present their views about a national bank's CRA performance. The OCC encourages community and civic organizations, government officials, and other members of the public to express their views about a bank's CRA performance to the bank and the OCC at the earliest possible time. This is done so that the bank may address any concerns, and the OCC may consider the public's views in evaluating the bank's CRA record and reaching

conclusions about its performance. The OCC will also consider those comments when reviewing applications covered by the CRA.

The CRA regulation facilitates the public's ability to comment to banks and the OCC in the absence of a corporate application. Under 12 CFR 25.43, every national bank must maintain a public file that includes:

- All written comments received from the public for the current year and each of the prior two calendar years that specifically relate to the bank's performance in helping to meet community credit needs and any response by the bank to the comments.
- A copy of the public section of the bank's most recent CRA performance evaluation prepared by the OCC.
- A list of the bank's branches.
- A list of branches opened or closed during the current year and each of the prior two calendar years.
- A list of services generally offered at the branches.
- A map of each assessment area.

The OCC publishes, at least 30 days in advance of the beginning of each calendar quarter, a list of the national banks scheduled for CRA examination in that quarter. The OCC includes this list on its Internet site. The OCC considers any comments submitted to the bank or the OCC in its CRA evaluation.

CRA Comments on Applications

The OCC will consider written comments that address an applicant's CRA performance. CRA comments should contain or reference specific information about an applicant's lending, investments, and/or services in one or more particular geographic areas. Commenters are encouraged, but not required, to include analysis and conclusions about the applicant's performance overall, or in the state, MSA, or non-MSA portion of the state that is the subject of the comment.

Applicant Responses to Comments

Normally, the OCC allows the applicant to respond to adverse CRA comments. The OCC may rely on its prior analysis if the specific issues or concerns raised in a comment letter have been addressed previously by the OCC in connection with an examination or application.

Meetings

In general, the OCC relies on written information submitted during the comment period to reach a decision on an application. However, it will consider obtaining information by other means if useful in reaching a decision. Information on hearing requests and procedures is set forth later in this booklet.

Upon request, the OCC may participate in meetings with persons, community organizations, or other members of the public prior to a decision on an application to obtain information useful in reaching that decision. The OCC may arrange for public or private meetings on an application, either upon receipt of a written request for such a meeting made during the comment period or upon the OCC's own initiative. The OCC will summarize and place in the official file significant information it obtains during those meetings. The file is reviewed by the official authorized to decide the application.

A public meeting is advertised and open to participation or observation by all members of the public. A public meeting may be warranted if the OCC believes such a meeting would be necessary to elicit relevant information from persons desiring to provide it and would otherwise be in the public interest. One or more public meetings in various locations might be appropriate, for example, if two large, multistate banks proposed to merge and the OCC received requests for public meetings from various parties in more than one location who have raised multiple issues.

In the typical private meeting, a person or group may desire to have an OCC representative hear oral statements from community members about an applicant national bank's performance. That party submits a written request for such a meeting to the OCC during the comment period on an application. The OCC will try to arrange a private meeting or take information by telephone, if it appears warranted, to obtain relevant information for consideration in reviewing an application. Meetings may be held in OCC offices or at other appropriate sites depending upon the financial means of the parties with whom the OCC intends to meet and other relevant considerations.

If warranted, to help narrow issues or facilitate their resolution, the OCC will try to arrange a private meeting between representatives of the applicant and protestants at which OCC representatives are *not* present. The proceedings of such meetings are not a part of the official file for the application.

CRA and Expedited Review

The OCC generally provides expedited review of applications if the applicant is in healthy condition and has a CRA rating of Satisfactory or Outstanding. Expedited review means that an application subject to a public comment period will be considered approved through the passage of time as of the 15th day after the close of the comment period, unless the OCC acts sooner on the application, formally extends the expedited review period, or removes the application from the expedited review process.

The OCC is committed to processing applications and reaching decisions without unnecessary delay. However, the OCC also intends to provide each application with the scope and depth of review it warrants, even if that review requires an extension of time. The OCC will remove an application from expedited review if the filing, or an adverse comment about the filing, presents significant supervisory, CRA, or compliance concerns, or raises significant legal or policy issues, requiring additional OCC review. If an application fails to include information that is needed by the OCC to reach an informed decision, the OCC will either deem the filing abandoned if the required information is not provided within a specified time period or infer that the missing information presented a significant concern or issue, warranting removal from expedited review.

A significant CRA concern exists if the OCC concludes that a bank's: (1) CRA rating is less than satisfactory, institution-wide, or, if applicable, in a state or multistate MSA; or (2) CRA performance is less than satisfactory in an MSA, or in the non-MSA portion of a state, in which it seeks to expand through approval of an application.

The OCC will extend the expedited review period an additional 10 days, if necessary, to evaluate a comment's specific assertions about the bank's CRA performance. Prior to the end of the extended time period, the OCC is prepared to conduct a targeted investigation of CRA performance. This may include sending examiners or other OCC staff to the applicant to obtain information and to meet with protestants or other community members. This targeted investigation of the applicant's performance is conducted independently of any prior examination. The OCC staff's activities will not interfere with any ongoing discussions between an applicant and community members.

The OCC will remove an application from expedited review if:

- A targeted investigation reveals the existence of a significant CRA concern.

- An adverse comment is received that contains information that will prolong OCC analysis past an extended expedited review period to determine whether a significant CRA issue exists.
- Additional time is needed to obtain or analyze information relevant to an application, regardless of whether adverse comments are filed, including information from a targeted CRA review or a comment raising multiple issues about a complex proposal.

For example, if the OCC determines that public or private meetings are warranted, the OCC will remove the filing from expedited review if arranging for the meetings and analyzing the information obtained is likely to exceed the expedited review period. Similarly, if the OCC's most recent CRA rating of a bank was based, in part, on data provided by the bank under the Home Mortgage Disclosure Act (HMDA), and the bank has since filed more recent HMDA data, the OCC will review the recent data to determine whether it shows significantly changed lending behavior. If a significant change appears, the OCC may conclude that additional information is needed that justifies removing the filing from expedited review. The OCC also will remove a filing from expedited review at the applicant's request.

The OCC notifies an applicant promptly whenever it decides to remove an application from expedited review, with a written explanation of the reasons for the decision to process it under standard procedures. When an application is removed from expedited review as a result of information obtained in a public comment, the OCC will also inform the commenter.

The OCC will not remove a filing from the expedited review process if it determines that an adverse comment does not raise a significant issue or concern, is frivolous, appears to have been filed primarily as a means to delay action on the filing, or raises CRA concerns that the OCC determines already have been resolved satisfactorily.

The OCC considers a CRA concern to have been resolved satisfactorily if the OCC previously reviewed (e.g., in an examination or an application) a concern presenting substantially the same issue in substantially the same assessment area during substantially the same time, and the OCC determines that the concern would not warrant denial or imposition of a condition on approval of the application. The OCC construes "substantial similarity" narrowly. The OCC may consider a CRA concern to be unresolved, for example, if it receives new information on a matter reviewed previously by the OCC.

CRA and Decisions on Applications

An applicant whose record of performance is less than satisfactory overall or in any state, or in any multistate MSA, or in the MSA or non-MSA portion of a state in which it seeks to expand, will normally be approved only pursuant to an enforceable condition under 12 USC 1818 that its performance be improved. In general, conditional approvals will require applicants to submit measurable goals to improve of CRA performance.

However, an applicant with a poor CRA record may receive unconditional approval if consummation of the transaction would result in an improvement in the bank's performance. For example, if a bank had a poor record of providing comprehensive branching services in low- or moderate-income areas, the OCC would normally approve without conditions an application by the bank to open a full-service branch in an underserved low- or moderate-income neighborhood.

Staff in the OCC's headquarters will direct the resolution of all CRA issues arising from decisions on applications.

Convenience and Needs

In applications subject to the CRA, the OCC may, as a matter of policy, also consider the effect of the proposed transaction on the convenience and needs of the affected communities and must do so in business combination proposals. The "convenience and needs" factor can be distinguished from the CRA requirements in that the convenience and needs analysis is prospective, whereas the CRA requires the OCC to consider the applicant's record (i.e., its past performance), except in charter proposals for which the OCC takes into account the applicant's description of how it will meet its CRA objectives. For example, in a merger transaction, the OCC will consider any plans of the resulting, combined bank for closing branches, particularly in low- or moderate-income areas.

The OCC will remove an application from expedited review if it needs additional time to obtain or analyze information, whether from adverse comments or otherwise, that raise significant concerns about the convenience and needs of the communities to be affected by a proposed transaction. As with CRA considerations, the OCC may condition the approval of an application, if necessary, to ensure that a proposal will promote the convenience and needs of an affected community.

Fact patterns that would normally be considered significant "convenience and needs" concerns that could cause an application to be removed from expedited review include:

- An applicant has a poor record of helping to meet the banking needs of particular geographies (e.g., rural communities in which it has branches, where it proposes to branch into similar areas or to acquire a bank with offices in similar areas).
- An acquirer in a business combination does not indicate in its application that it intends to honor or otherwise assume obligations under CRA commitments made by the target institution.

Branch Closings

Each national bank must give its customers 90 days advance notice of each branch closing. It also must post this notice at the branch site that is being closed at least 30 days prior to closing (see the "Branch Closings" booklet).

If a national bank maintains branches in more than one state (i.e., is an interstate bank) and a branch to be closed is located in a low- or moderate-income area, the notice to customers and the notice placed on the branch premises must contain:

- The mailing address of the appropriate district office.
- A statement indicating that comments on the branch closing may be mailed to that office.

Comments should be filed with the OCC by the date of the branch closing.

OCC Authority and Consideration

The OCC is not authorized by the branch closing statute to prohibit a bank from closing a branch. However, in its evaluation of a bank's performance under the Community Reinvestment Act (CRA) and the assignment of CRA ratings, the OCC:

- Reviews a bank's record of opening and closing offices.
- Evaluates the effect of those openings and closings on the communities in which the branches are or were located.
- Considers comments received on branch closings.

The OCC considers CRA performance when acting on applications by a bank to merge with another institution, establish a new branch, or relocate a branch or main office.

Meetings

The OCC will convene a meeting to explore the feasibility of obtaining alternative financial services in the low- to moderate-income area in which the closing of the interstate bank's branch is located if a person from that area files written comments that meet all of the following criteria. The comments:

- Are related to the branch closing.
- Are not frivolous.
- Discuss the adverse effect of the closing on the availability of banking services in the affected community.
- Contain a request that the OCC convene a meeting or take other action to ameliorate the adverse effects of the branch closing.
- Include specific reasons for the request.

The OCC will invite to the meeting other depository institution regulatory agencies, community leaders from the affected area, and other persons, organizations, and depository institutions that the OCC determines appropriate.



Requests for Information

During the time an application is pending, the OCC provides the public file to any person who requests it from the processing office. The processing office for most applications is the appropriate district office for the applicant bank. Innovative applications or applications by certain of the largest national banks are usually processed in the Washington office. A list of OCC offices with their locations and hours is included as an appendix to this booklet (see Appendixes—OCC District and Washington Office Listing).

Washington office corporate staff can identify the processing office for any requester who is uncertain about where to submit a request for the public file. After the application is acted upon, all requests for the public file should be directed to the Disclosure Officer, Communications Division, Washington, DC 20219.

Requests for the public file should be submitted in writing by postal mail or by facsimile transmission. Once created, the public file also will be available, by appointment, for inspection at the processing office (or the Communications Division, after the application is acted upon) during that office's regular business hours.

Any request for information beyond that in the public file should be submitted as a Freedom of Information Act request to the Disclosure Officer, Communications Division, under the procedures described in 12 CFR 4, subpart B.

The OCC may impose a fee for research and duplication expenses (see 12 CFR 4) for any materials provided. However, for requests for information on an application, the OCC will provide noncommercial requesters with 100 pages and two hours of search time free of charge. This generally means there is no charge to a member of the public who requests a single copy of the public file for a single application. In addition, the OCC may waive or reduce fees for parties who specifically request such treatment.

Public File

The public file for an application consists of those portions of the filing, supporting data, and supplementary information submitted by the applicant and information submitted by interested persons for which confidential treatment has not been requested. The processing office creates the public file after it receives the first request for public information on an application.

Requests for Confidential Treatment

Twelve CFR 5.9(c) allows any applicant or person submitting information regarding an application to request that specific portions be treated as confidential. That request should be made at the time possibly confidential materials are submitted.

The person requesting confidential treatment must identify clearly the specific material to be kept confidential and include in the request an explanation of why the information is entitled to confidential treatment, including a statement that the information is not generally available to the public. The request also should include a **public** index generally identifying each item of information for which confidential treatment is being requested. Requests for confidential treatment should not extend to an entire application.

Each applicant should understand that its request(s) for confidential treatment of information submitted in its application may delay the OCC's decision, because of the time needed to resolve the confidentiality issues, if such information is requested by third parties with their comments on a particular filing.

When it receives a request for confidential treatment, the OCC will treat the identified information as confidential until the OCC is asked to disclose those materials. If a request is received for confidential materials, the OCC will forward it to the Disclosure Officer, Communications Division, to be processed in the same manner as a Freedom of Information Act request under procedures described in 12 CFR 4, subpart B. If, after reviewing the materials, the OCC determines that a basis for confidential treatment has not been substantiated, it will notify the person who requested that treatment of the decision. After notification, the OCC will include the material in the public file.

In addition to addressing requests for confidential treatment, the OCC will withhold personally private information about persons that fits within the meaning of exemption 6 of the FOIA, 5 USC 552(b)(6) (e.g., personal biographical and financial information).

Standards for Granting Confidential Treatment

The OCC will review requests for confidentiality in terms of the exemptions outlined in the Freedom of Information Act. The burden of establishing the applicability of an exemption to information submitted in an application lies with the party seeking nondisclosure. The mere assertion of confidentiality is not sufficient for the OCC to make a determination. Also, a broad or undefined assertion of confidentiality by an applicant may delay processing the application.

The exemption most frequently asserted in requests for confidentiality is found at 5 USC 552(b)(4), which protects "trade secrets and commercial or financial information obtained from a person [that is] privileged or confidential." When asserting that exemption for material required in an application, the applicant must establish the likelihood, not just the possibility, that substantial competitive harm would result from disclosure. For material submitted voluntarily, the standard may be somewhat less stringent. Applicants or others interested in the confidentiality of official corporate file materials should contact the Disclosure Officer, Communications Division.

Applicability

In general, the OCC relies on written information submitted during a comment period to reach a decision on an application. However, the OCC may hold a public hearing to clarify facts or issues about a corporate filing and to assist it in making a decision. All interested persons may participate in the hearing process.

A hearing is, neither an adversarial proceeding, nor a forum for the presentation or settlement of legal arguments. Persons challenging the legality of a filing should submit comments separately in writing.

Key Policies

The OCC may hold a public hearing:

- Upon request or upon its own initiative.
- To clarify facts or issues about a corporate filing.

The OCC will hold a hearing if any person requesting a public hearing (requester) demonstrates that :

- A written submission would be insufficient to enable the requester to make an adequate presentation of information; or
- The hearing would benefit the decision-making process or be in the public's interest.

The OCC will pay the hearing room costs and the cost of its own transcript copies. The requester and other interested persons will pay for their transcript copies. A written request for a waiver of the transcript cost must state the reasons for the waiver and demonstrate the person's financial need. If a waiver is granted, the OCC will pay the cost. If the OCC denies a hearing request, it will notify the requester of the reason.

Summary of Process

Requests for hearings should be filed with the appropriate licensing manager. Such requests must be in writing and submitted prior to the end of the prescribed comment period. The OCC evaluates each request for a hearing and determines if one is warranted.

The decision on the hearing request will not be made until the end of the comment period. If a hearing is granted, the OCC appoints the presiding officer, who is responsible for all procedural questions, but will not act on the application. The presiding officer schedules the hearing as soon as possible, or within 30 days. The OCC will issue its notice of hearing (notice) to the applicant, the requester, and all other protestants or interested persons.

Anyone desiring to be heard must notify the OCC within 10 days of its sending this notice.

Public Hearing Proceeding

The public hearing is held to clarify the facts or issues about an application that cannot be expressed adequately in writing to assist the OCC in making a decision. A hearing is, neither an adversarial proceeding, nor a forum for the presentation or settlement of legal arguments. Comments challenging the legality of an application should be submitted separately in writing.

Notification of Attendance

Each person wishing to be heard will notify the presiding officer (PO) in writing within 10 days of the date of the notice of public hearing. (It is not necessary to submit names of specific witnesses at this time.) The PO will prepare the List of Interested Parties/Participants and will furnish the information to all interested persons.

Time Limits

The presiding officer will set the maximum time for the hearing. Each participant may decide how to use such time and how to allocate it between opening and closing statements, presentations, and questioning of the other party. When more than one participant is involved, they may wish to agree among themselves, prior to the hearing, on the allocation of time. If they neglect to do so, the presiding officer will allot the time.

Testimony and Evidence

A. Witnesses

Each participant in the hearing must submit to the PO, the applicant, and each participant a list of all witnesses. Such list(s) must be submitted to all interested parties five days prior to the hearing. The participant(s) to the hearing may present their views and data in any manner they choose within the limits of those rules. The PO will not rule upon the qualifications of a witness as long as his/her testimony is relevant to the application.

B. Exhibits

All exhibits must be filed in duplicate with the PO and a copy provided to the applicant and each participant at least five days prior to the hearing. This includes maps, photographs, charts, and other visual aids used in the testimony of any witness. Large exhibits may be used at the hearing, but reduced copies that can be inserted in a file (8 ½" x 11" or smaller) must be provided to the PO, the applicant, and each participant.

Exhibits that deviate from the requirements of quantity or size may not be accepted at the hearing nor may reference to any such items be permitted during the testimony.

C. Presentation of Testimony

A panel consisting of OCC staff members will preside over the hearing (hearing panel). The PO has authority to determine who may appear; the order of appearance; the testimony, evidence, data, or other material offered by any persons that may be received; and all other procedural matters arising from the hearing. The names of all speakers will be provided to the reporter before the hearing begins. No witness may be questioned without his/her consent, although the members of the hearing panel, applicant, or participants may question any witness on any matter and at any length within the time set for the hearing. Witnesses are not sworn. The refusal to answer questions, however, may be considered to determine the weight accorded the testimony of any witness. A reporter will record the entire hearing proceedings. The order of presentation will be as follows:

1. **Opening Statements:** The applicant and participant(s) may make a brief statement summarizing the information they will present. The applicant presents first.
2. **Applicant's Presentation:** Following the opening statements, the applicant will make his/her presentation. The application, summary of information, and other data previously submitted is deemed part of the presentation, and the applicant may rest on such submissions. A designated person should be available at the hearing to answer questions about documents previously filed.
3. **Questioning of Applicant:** Following the applicant's presentation, the participant(s) may ask any questions about the documents previously filed and/or testimony given. Such time will be charged to the participant(s).
4. **Participant's Presentations:** The participant's presentation will follow that of the applicant's. All documents submitted prior to the hearing are deemed to be part of the participant's case. Although the

participant(s) may rest on such submissions, additional statements may be submitted for the record. A designated person should be available at the hearing to answer questions regarding documents previously filed.

5. **Questioning of Participant(s):** Following the presentation of the participant(s), the applicant may ask any questions about the documents previously filed and/or testimony given. Such questioning will be permitted only after the participant(s) has completed his/her presentation fully. Such time will be charged to the applicant.
6. **Closing Statements:** The applicant and each participant may make a closing statement summarizing his/her presentation. The applicant proceeds first.
7. **Post-Hearing Submissions:** If the applicant or participant(s) in the hearing requests that the public file remain open, comments concerning any materials filed or discussed may be submitted to the presiding officer no later than 14 calendar days following receipt of the transcript. No new matters may be addressed under this provision. A person submitting additional materials must send them concurrently to the applicant and other participants at the hearing.

Public Involvement Procedures—Information Request

Requesting Information

Licensing Staff

1. If appropriate, refers an interested party that requests instructions to the "General Policies and Procedures" (GPP) booklet and this booklet of the *Comptroller's Corporate Manual*.

Interested Party

2. Submits a request for a copy of the public file of a pending corporate filing to the appropriate presiding officer. Submits a request for a copy of a decided or closed filing or a request for materials other than the public file to the Communications Division, Washington, DC.

Filling the Request

Licensing Staff

3. Establishes a public file from the official file (see additional discussion under "Public File Availability").
4. Forwards a copy of the requested public file to the interested party with an invoice for research and duplication charges, if appropriate.
5. Makes the public file available for inspection by interested persons during regular business hours.
6. If the applicant has requested confidential treatment for public file information not generally withheld, promptly forwards a copy of all materials submitted by the applicant and interested parties, the request for confidential treatment, and the request for information to the Disclosure Officer, Communications Division. (See steps 9 through 11 for processing of such requests.)
7. When a request for materials other than the public file is received, promptly forwards a copy of the entire official file, other related materials, any request for confidential treatment of any of the materials, and the request for information to the Disclosure Officer, Communications Division. (See step 12 for processing of such a request.)

8. When material has been referred to the Disclosure Officer, establishes a tracking system to follow up with that officer and to respond appropriately to the interested party.

Disclosure Officer

9. **For a request for confidential treatment of material**, determines whether to grant the request for confidential treatment, using the standards of the Freedom of Information Act (FOIA).
10. When the decision is to deny confidential treatment, contacts the person who submitted the material to notify him or her of the decision before releasing the material.
11. After deciding the request and providing appropriate notification to the submitter, prepares the public file, documents his or her decision(s), and forwards a copy of the public file to the person who requested it and another to the appropriate Licensing staff for future use as the public file.
12. **For a request for materials other than the public file**, processes the request as an initial request under the FOIA.

Licensing Staff

13. Adds the name of each person who requests the public file to the list of interested persons. If applicable, establishes a list of additional parties making contacts (see Appendixes—Guidelines for Additional Communications and Contacts).
14. Enters appropriate information into the Corporate Activities Information System (CAIS).

Requesting a Hearing

Licensing Staff

1. Refers an interested party that requests instructions to this booklet of the *Comptroller's Corporate Manual*.

Requestor

2. Submits a written request for a public hearing to the appropriate presiding officer providing the following information:
 - The nature of the issues or facts to be presented.
 - The reasons why written submissions would be insufficient to make an adequate presentation to the OCC.
 - The reasons why a hearing would benefit the decision-making process or be in the public interest.

Reviewing the Hearing Request

Licensing Staff

3. Enters appropriate information on a CRA comment, CRA issue, or convenience and needs issue into the Corporate Activities Information System (CAIS) and provides notice to Bank Organization and Structure (BOS).
4. If the requester has not stated adequately the reasons for a public hearing or the nature of the issues, requests clarification or additional information, as necessary, or contacts the requester to determine if a public or private meeting would be appropriate.
5. If step 4 is not necessary, sends an acknowledgment letter to the requester within five business days of receipt, stating that the decision on the hearing request will not be made until the end of the comment period.
6. Sends a notice to the applicant of the request for a public hearing within five business days of receipt.

7. Contacts the Congressional Liaison in Washington whenever written or telephone inquiries are received from congressional members or their staff. All congressional inquiries must be documented in the official file.
8. Solicits comments from the division responsible for monitoring CRA compliance and any other appropriate OCC divisions.

Deciding a Hearing Request

Licensing Staff

9. Makes appropriate CAIS entries.
10. Solicits comments from other OCC divisions, as appropriate.
11. Prepares a confidential memorandum and draft decision letter with a recommendation.
12. Forwards the official file, confidential memorandum, draft decision letter, and recommendation to the appropriate official for decision.
13. Decides the hearing request.
14. Makes appropriate CAIS entries.
15. Notifies the requester, the applicant, and all interested persons of the decision by letter, listing the reason(s) for a denial action.
16. If the hearing request is denied, goes to step 34.
17. If the hearing request is approved, selects the presiding officer (PO) and the hearing panel.

Holding a Public Hearing

Presiding Officer (PO)

18. Schedules the hearing as soon as possible (within 30 days).
19. Arranges for the hearing room.
20. Arranges for a reporting service through the Office of the Chief Counsel.

21. Coordinates the hearing schedule by telephone with the applicant, requester, all interested persons, reporter, and appropriate OCC staff.
22. Provides written confirmation of the hearing date and location to the applicant, requester, hearing panel and other appropriate OCC staff, reporter, and other interested persons.

Requestor/Participant

23. Advises the PO within 10 days after the Notice of Public Hearing that he or she wishes to participate.
24. Sends lists of specific witnesses and duplicate copies of all exhibits to be presented by any participant to the appropriate OCC district office, the presiding officer, the applicant, and other participants, at least five days before the hearing.

Presiding Officer

25. Sends a list of all persons or witnesses to be present at the hearing to the applicant and to all interested persons.
26. Sends acknowledgment of receipt of witnesses list and all exhibits.
27. Confirms that the public hearing room is arranged.
28. Provides a list of names of all parties who will speak at the hearing to the reporter before the hearing begins.
29. Holds the hearing.

Completing the Hearing Process

Chief Counsel's Office

30. Receives copies of the transcript from the reporter and forwards to the PO and licensing manager.

Presiding Officer

31. Advises the applicant and all interested persons in writing when the transcript has been received.

Participant/Applicant

32. May request that the hearing record be held open for 14 calendar days after the OCC's receipt of the transcript to permit submission of additional written statements.

Presiding Officer

33. Sends acknowledgment of receipt of all post-hearing materials received within the 14-day period after receipt of the transcript.

Post-Hearing Responsibilities

Licensing Staff/BOS

34. Reviews the official file for completeness and returns it to the appropriate licensing manager to complete processing of the application.
35. Submits information on filings it denied or conditionally approved that involve CRA-related decisions to BOS prior to the end of the quarter in which the decision was reached to ensure that it has sufficient information to publish in the *Quarterly Journal*.
36. Makes appropriate CAIS entries.

Public Involvement

References

Appeals	
Bulletin	OCC 96-18
Change in Bank Control	12 CFR 5.50(f)(3)(iii)
Comments and Requests for Meetings and Hearings	
Regulations	12 CFR 5.10, 5.11
Hearing Denial Notification	
Regulation	12 CFR 5.11
Hearing Procedures	
Regulation	12 CFR 5.11
Public Availability of Information	
Regulations	12 CFR 4.11-4.39
	12 CFR 5.9
Public Request	
Regulation	12 CFR 5.9
Publication Requirement	
Regulation	12 CFR 5.8

Guidelines for Additional Communications and Contacts

The OCC often receives significant information, other than that contained in an application form or written comment on an application, which it uses in the decision-making process. This information often comes from meetings, telephone contacts, or other discussions held with applicants or interested persons, often without all interested parties being involved at the same time.

Those types of contacts, beyond written comments, are permitted, while a corporate filing is pending before the OCC. To ensure that the information received through such contacts is handled properly, all OCC staff must follow these guidelines.

Guidelines

The official file should reflect all significant information received by OCC employees through written and oral communications, whether by letter, e-mail, fax, telephone, or in-person meeting. (See the definition of "official file.")

Documents in the official file form the basis for the public file. (See the discussion under "Public File Availability" for information on how documents are included in or excluded from the public file.)

Any **written communication** containing significant information should be provided to the Licensing staff for inclusion in the official file. If the communication is maintained electronically (e.g., as e-mail), a printed copy should be included in the official file. (For information stored on CAIS, the licensing manager should ensure that a hard copy of any significant information is placed in the file. If the information will be afforded confidential treatment, the licensing manager should ensure that it will remain accessible on-line or in electronic data storage.)

Any **oral communication** containing significant information (e.g., a meeting or telephone call) should be summarized in a written document, which should be included in the official file. If the analyst maintaining the official file is a party to the oral communication, he or she should create the summary. If the analyst maintaining the file is not a party to the communication, an OCC employee involved in the communication should create the summary of the significant information and forward it to the analyst for inclusion in the official file.

Inquiries concerning status of an application, or other routine procedural inquiries (e.g., inquiries on procedures for filing comments) do not have to be included in the official file.

Any consideration to require republication of the public filing notice or to reopen a closed comment period, because of a substantial change in a filing from alterations in the nature or information received from an additional contact, should be coordinated by licensing and legal staff.

Private meetings, in which OCC representatives do not participate, between representatives of an applicant and protestants to help narrow issues or facilitate their resolution, even if arranged by the OCC, are not part of the official file of the application.

Notice of Public Hearing

Date

Notice of Public Hearing

Name of bank:

Application description including the date filed:

You are hereby notified that pursuant to Part 5 of the regulations of the Comptroller of the Currency (12 CFR 5), a hearing on the above application will be held at *(time)*, on *(date)*, at *(location, address)*.

Your attention is directed to the Public Hearings discussion in the *Comptroller's Corporate Manual* and Part 5 of the Comptroller's regulations, copies of which are attached.

In accordance with those instructions, all parties who wish to be represented at this hearing (participants) must notify the OCC in writing on or before *(insert date 10 days after the date of this notice)*. At least five days prior to the hearing date, each participant must send a list of witnesses and copies of all exhibits to be used at this hearing to this office, the applicant, other participants, and the presiding officer. Accordingly, all materials must be exchanged between participants and submitted to the presiding officer not later than *(insert date)*.

The applicant and all other participants together may have a maximum of ____ hours in which to present testimony and question witnesses. The time required for questioning will be charged to the questioner and will be included in the time allotted. In cases involving more than one participant, all participants together may have in the aggregate a maximum of ____ hours to be allotted among them as they may jointly decide.

The public file is available for inspection by appointment in the *(insert appropriate office)* during regular business hours from *(insert appropriate office hours)*.

Attachments: Public Hearings discussion
 12 CFR 5

OCC District and Washington Office Listing

Northeastern

1114 Avenue of the Americas, Suite 3900
New York, New York 10036-7780

Telephone 212-790-4055
Fax Number 212-790-4098

Business Hours 8:30 a.m. to 5:00 p.m.

Supervises most national banks headquartered in Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, Virgin Islands.

Southeastern

Marquis One Tower, Suite 600
245 Peachtree Center Ave., NE
Atlanta, Georgia 30303-1223

Telephone 404-588-4525
Fax Number 404-588-4532

Business Hours 8:00 a.m. to 5:00 p.m.

Supervises most national banks headquartered in Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia.

Central

One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605-1073

Telephone 312-663-8084
Fax Number 312-435-0951

Business Hours 8:00 a.m. to 5:30 p.m.

Supervises most national banks headquartered in Illinois, Indiana, Kentucky, Michigan, Ohio, Wisconsin.

Midwestern

2345 Grand Boulevard, Suite 700
Kansas City, Missouri 64108-2683

Telephone 816-556-1860
Fax Number 816-556-1892

Business Hours 7:30 a.m. to 5:00 p.m.

Supervises most national banks headquartered in Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota.

Southwestern

1600 Lincoln Plaza
500 North Akard Street
Dallas, Texas 75201-3394

Telephone 214-720-7051
Fax Number 214-720-7098

Business Hours 8:00 a.m. to 5:30 p.m.

Supervises most national banks headquartered in Arkansas, Louisiana, New Mexico, Oklahoma, Texas.

Western

50 Fremont Street, Suite 3900
San Francisco, California 94105-2292

Telephone 415-545-5984
Fax Number 415-545-5925

Business Hours 8:00 a.m. to 5:30 p.m.

Supervises most national banks headquartered in Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, Northern Mariana Islands, Oregon, Washington, Wyoming, Utah.

Large Banks

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-4620
Fax Number 202-927-0631

Business Hours 8:00 a.m. to 5:30 p.m.

Supervises all national bank subsidiaries of certain holding companies assigned to this office.

International Banking and Finance

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-4730
Fax Number 202-874-5234

Business Hours 8:00 a.m. to 5:30 p.m.

Supervises federal branches and agencies of foreign banks.

Bank Organization and Structure

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-5060
Fax Number 202-874-5293
Internet bos@occ.treas.gov

Business Hours 8:00 a.m. to 5:30 p.m.

Processes corporate applications from all national bank subsidiaries of certain holding companies assigned to the Washington, DC licensing unit, and applications involving novel, complex, or precedent-setting issues. Also has responsibility for oversight of district Licensing staff and development and implementation of licensing policies.

Bank Activities and Structure

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-5300
Fax Number 202-874-5322

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for legal issues relating to banking organizations and structures and various banking activities.

Securities and Corporate Practices

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-5210
Fax Number 202-874-5279

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for securities, fiduciary, and insurance legal issues as well as corporate governance and shareholder rights.

Community and Consumer Law

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-5750
Fax Number 202-874-5322

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for community and consumer legal issues, including community reinvestment and community development matters.

Counselor for International Activities

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-0680
Fax Number 202-874-4555

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for legal issues relating to foreign banks' operations in the United States and U.S. banks' operations abroad, including licensing issues (e.g., federal branches and agencies).

Community and Consumer Policy

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-4446
Fax Number 202-874-5221

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for community and consumer policy issues, including designation of limited purpose banks under 12 CFR 25.

Community Development Division

Comptroller of the Currency
Washington, DC 20219-0001

Telephone 202-874-4940
Fax Number 202-874-5566

Business Hours 8:00 a.m. to 5:30 p.m.

Has responsibility for community development policy issues, including filings under 12 CFR 24.

Communications

Comptroller of the Currency
Washington, DC 20219-0001

Telephone	202-874-4700
Subscriptions	202-874-4960
Fax Number	202-874-5263
Fax-on-demand	202-479-0141
Internet Site	http://www.occ.treas.gov

Business Hours 8:00 a.m. to 5:30 p.m.

Ombudsman

Comptroller of the Currency
301 McKinney Street
Suite 3725
Houston, Texas 77010

Telephone	713-336-4350
Fax Number	713-336-4351

Business Hours 8:00 a.m. to 5:30 p.m.



Comptroller of the Currency
Administrator of National Banks

1999 MAY 26 A 10:33

Washington, DC 20219

OFFICE OF THE CITY CLERK
CAMBRIDGE, MASSACHUSETTS

May 21, 1999

Hon. D. Margaret Drury
City Clerk, City of Cambridge
795 Massachusetts Avenue
Cambridge, MA 02139

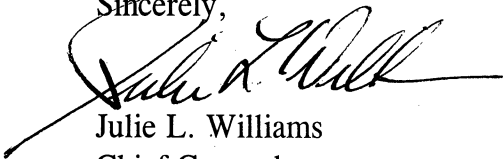
Dear Ms. Drury:

This responds to your letter of May 14 to John D. Hawke, Jr., Comptroller of the Currency. Your letter covered a March 29 resolution by the City Council urging federal regulators to require strict adherence to the Community Reinvestment Act (CRA) when reviewing the proposed merger of Fleet and BankBoston.

Fleet Financial Group filed an application with the Federal Reserve Bank of Boston on May 17, 1999, for approval to acquire BankBoston Corporation and its subsidiaries. The CRA requires the Federal Reserve to take into account the CRA records of the subsidiary banks of both companies in its consideration of the application. Accordingly, we have forwarded your letter to the Federal Reserve.

The Office of the Comptroller of the Currency does not have any pending application in connection with this transaction. At some time in the future, the subsidiary banks may file applications with us to merge. At that time, we will take into account the CRA records of the banks. In addition, we will consider the probable effects of the merger on the convenience and needs of the communities served by the banks, as well as other statutory and policy factors. We will also take into account any comments filed by members of the public. Enclosed is a copy of our Public Involvement Booklet which you may find useful if the Council decides to submit comments to us.

Sincerely,


Julie L. Williams
Chief Counsel

cc: Richard Walker, Federal Reserve Bank of Boston

Enclosure

Consent Communciation #0 4175

A communication was received from Julie L. Williams, Chief Counsel, Comptroller of Currency, transmitting a response regarding federal regulators to require strict adherence to the Community Reinvestment Act (CRA) when reviewing the proposed merger of Fleet and BankBoston.

1999 MAY 26 A 10:33

OFFICE OF THE CITY CLERK
CAMBRIDGE MASSACHUSETTS

In City Council June 14, 1999

PLACED ON FILE