

From: <Saved by Windows Internet Explorer 7>
Subject: Electronic Code of Federal Regulations:
Date: Wed, 30 Jan 2008 11:53:54 -0500
MIME-Version: 1.0
Content-Type: multipart/related;
 type="text/html";
 boundary="-----_NextPart_000_0029_01C86336.C9FD3EA0"
X-MimeOLE: Produced By Microsoft MimeOLE V6.00.2900.3198

This is a multi-part message in MIME format.

-----_NextPart_000_0029_01C86336.C9FD3EA0
Content-Type: text/html;
 charset="iso-8859-1"
Content-Transfer-Encoding: quoted-printable
Content-Location: http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?
c=ecfr&sid=13ba8467c5d0decf5087491cb3bc09f5&rgn=div5&view=text&node=12:5.0.1.1.2
5&idno=12

```
<!DOCTYPE HTML PUBLIC "-//W3C//DTD HTML 4.0 Transitional//EN">
<HTML><HEAD><TITLE>Electronic Code of Federal Regulations:</TITLE>
<META http-equiv=3DContent-Type content=3D"text/html; =
charset=3Diso-8859-1"><!-- InstanceBegin =
template=3D"/Templates/NEW_ecfr.dwt" codeOutsideHTMLIsLocked=3D"false" =
--><!-- #BeginEditable "doctitle" --><!-- #EndEditable -->
<META content=3D"text/html; charset=3Diso-8859-1" =
HTTP=3D'equiv=3D"Content-Type"'><LINK=20
href=3D"http://ecfr.gpoaccess.gov/e/ecfr/styles/styles.css" =
type=3Dtext/css=20
rel=3Dstylesheet><LINK media=3Dprint=20
href=3D"http://ecfr.gpoaccess.gov/e/ecfr/styles/print.css" =
type=3Dtext/css=20
rel=3Dstylesheet><!-- InstanceBeginEditable name=3D"head" --><!-- =
InstanceEndEditable -->
<STYLE>.white {
    PADDING-RIGHT: 0px; PADDING-LEFT: 0px; PADDING-BOTTOM: 0px; MARGIN: =
0px; COLOR: #ffffff; PADDING-TOP: 0px
}
</STYLE>

<SCRIPT>
<!-- Cloak code
function leapto(form)
{
var site=3Dform.dest.selectedIndex;

if (site>=3D1)

{ location=3Dform.dest.options[site].value; }

}
// Decloak -->
</SCRIPT>
<NOSCRIPT>
<META content=3D"MSHTML 6.00.6000.16587" name=3DGENERATOR></HEAD>
<BODY leftMargin=3D0 topMargin=3D0><A=20
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=3Decfr&sid=3D=
13ba8467c5d0decf5087491cb3bc09f5&rgn=3Ddiv5&view=3Dtext&node=3D=
12:5.0.1.1.25&idno=3D12#content"><IMG=20
alt=3D"Skip to content." =
src=3D"http://www.gpoaccess.gov/images/spacer.gif"=20
border=3D0></A><A=20
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=3Decfr&sid=3D=
13ba8467c5d0decf5087491cb3bc09f5&rgn=3Ddiv5&view=3Dtext&node=3D=
```

```
12:5.0.1.1.25&idno=3D12#links"><IMG=20
alt=3D"Skip to side navigation." =
src=3D"http://www.gpoaccess.gov/images/spacer.gif"=20
border=3D0></A> Quick Navigation:=20
<UL>
  <LI><A href=3D"http://www.gpoaccess.gov/topics/index.html" =
SELECTED>Resources by=20
  Topic</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/business.html">Business =
&=20
  Economy</A>=20
  <LI><A =
href=3D"http://www.gpoaccess.gov/topics/education.html">Education</A>=20
  <LI><A =
href=3D"http://www.gpoaccess.gov/topics/environment.html">Environment</A>=
=20

  <LI><A href=3D"http://www.gpoaccess.gov/topics/food.html">Food & =
Drugs</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/grants.html">Grants =
&=20
  Awards</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/health.html">Health =
&=20
  Safety</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/military.html">Military =
&=20
  Security</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/science.html">Science =
&=20
  Technology</A>=20
  <LI><A href=3D"http://www.gpoaccess.gov/topics/programs.html">Social=20
  Programs</A>=20
  <LI><A=20
  =
href=3D"http://www.gpoaccess.gov/topics/transportation.html">Transportati=
on</A>=20
  </LI></UL></NOSCRIPT><!-- Beginning of top navigation. Do not modify. =
-->
<TABLE cellSpacing=3D0 cellPadding=3D0 width=3D"100%" border=3D0>
  <TBODY>
    <TR id=3Dtopnav><A=20
    =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=3Decfr&sid=3D=
13ba8467c5d0decf5087491cb3bc09f5&rgn=3Ddiv5&view=3Dtext&node=3D=
12:5.0.1.1.25&idno=3D12#content"><IMG=20
  alt=3D"Skip to content." =
src=3D"http://www.gpoaccess.gov/images/spacer.gif"=20
  border=3D0></A><A=20
  =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?c=3Decfr&sid=3D=
13ba8467c5d0decf5087491cb3bc09f5&rgn=3Ddiv5&view=3Dtext&node=3D=
12:5.0.1.1.25&idno=3D12#links"><IMG=20
  alt=3D"Skip to side navigation."=20
  src=3D"http://www.gpoaccess.gov/images/spacer.gif" =
border=3D0></A></TR>
  <TR>
    <TD id=3Dtopnav background=3Dhttp://www.gpoaccess.gov/images/bg.gif=20
    bgColor=3D#333399>
      <TABLE cellSpacing=3D0 cellPadding=3D0 width=3D700 border=3D0>
        <TBODY>
          <TR>
            <TD vAlign=3Dbottom bgColor=3D#ffffff rowSpan=3D2><A=20
            href=3D"http://www.gpoaccess.gov/"><IMG height=3D69=20
```

```
alt=3D"GPO Access Home Page."=20
src=3D"http://www.gpoaccess.gov/images/nav_01.gif" =
width=3D132=20
border=3D0></A></TD>
<TD>
<TABLE height=3D38 cellSpacing=3D0 cellPadding=3D2 =
width=3D568 border=3D0>
<TBODY>
<TR>
<FORM name=3DquickNav>
<TD vAlign=3Dbottom align=3Dleft bgColor=3D#ffffff =
colSpan=3D2=20
height=3D3><DIV align=3Dright><LABEL class=3Dwhite=20
for=3Dlabel_for_menu>Quick Navigation:</LABEL> <SELECT =
id=3Dlabel_for_menu=20
style=3D"FONT-SIZE: 9pt; MARGIN: 0px; WIDTH: 145px; =
FONT-FAMILY: Arial, Helvetica, sans-serif"=20
size=3D1 name=3DquickNavBar> <OPTION=20
value=3Dhttp://www.gpoaccess.gov/topics/index.html=20
selected>Resources by Topic</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/business.html>Business=20
&amp; Economy</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/education.html>Education</OPTION>=
=20
<OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/environment.html>Environment</OPT=
ION>=20
<OPTION =
value=3Dhttp://www.gpoaccess.gov/topics/food.html>Food=20
&amp; Drugs</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/grants.html>Grants=20
&amp; Awards</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/health.html>Health=20
&amp; Safety</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/military.html>Military=20
&amp; Security</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/science.html>Science=20
&amp; Technology</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/programs.html>Social=20
Programs</OPTION> <OPTION=20
=
value=3Dhttp://www.gpoaccess.gov/topics/transportation.html>Transportatio=
n</OPTION></SELECT>=20
<A title=3D"Jump to selected topic."=20
=
href=3D"javascript:location=3Ddocument.quickNav.quickNavBar.options[docum=
ent.quickNav.quickNavBar.selectedIndex].value"><IMG=20
alt=3D"Jump to selected topic." hspace=3D0=20
src=3D"http://www.gpoaccess.gov/images/go.gif" =
align=3DabsBottom=20
border=3D0 VALUE=3D""></A></DIV></TD></FORM><A =
name=3Dsearch></A>
<FORM name=3Dquery=20
action=3Dhttp://www.firstgov.gov/fgsearch/index.jsp>
<TD vAlign=3Dbottom align=3Dmiddle width=3D70 =
```

```
bgColor=#ffffff>
<DIV class=search align=right><LABEL =
for=xmw0>Site=
Search:</LABEL> <BR><A=
=
href="http://www.gpoaccess.gov/advancedsearch.html"><SPAN=
class=search>advanced</SPAN></A></DIV></TD>
<TD vAlign=bottom align=left width=151 =
bgColor=#ffffff>
<DIV align=right><INPUT id=xmw0=
style="FONT-SIZE: 9pt; MARGIN: 0px; WIDTH: 110px; =
FONT-FAMILY: Arial, Helvetica, sans-serif">
maxLength=50 align=absMiddle name=xmw0> <INPUT=
onkeypress=document.query.submit();=
onclick=document.query.submit(); type=Image=
alt="Submit Search"=
src="http://www.gpoaccess.gov/images/go.gif" =
align=absMiddle=
border=0> <INPUT type=hidden value=0010 =
name=adv> <INPUT=
type=hidden value=10 name=nr> <INPUT =
type=hidden value=www=
name=db> <INPUT type=hidden value=0 name=fr> =
<INPUT=
type=hidden value=all name=mt0> <INPUT =
type=hidden=
value=should name=ms0> <INPUT type=hidden =
value=detailed=
name=de> <INPUT type=hidden value=domain =
name=pl> <INPUT=
type=hidden value="gpoaccess.gov, gpo.gov" =
name=domain>=
</DIV></TD></FORM></TR></TBODY></TABLE></TD></TR>
<TR>
<TD><IMG height=44 alt="Navigation Bar"=
src="http://www.gpoaccess.gov/images/nav_03.gif" =
width=568=
useMap=#Map =
border=0></TD></TR></TBODY></TABLE></TD></TR></TBODY></TABLE><MAP=
name=Map><AREA shape=POLY alt=About. =
coords=588,3,661,3,644,24,571,23=
href="http://www.gpoaccess.gov/about/index.html"><AREA shape=POLY =
alt=Help.=
coords=509,3,583,3,565,24,493,23=
href="http://www.gpoaccess.gov/help/index.html"><AREA=
title="A-Z Resource List." shape=RECT alt="A-Z Resource List."=
coords=1,29,151,54 =
href="http://www.gpoaccess.gov/databases.html"><AREA=
title="Locate a Federal Depository Library." shape=RECT=
alt="Locate a Federal Depository Library." coords=155,30,415,54=
href="http://www.gpoaccess.gov/libraries.html"><AREA title="Buy =
Publications."=
shape=RECT alt="Buy Publications." coords=419,28,555,54=
href="http://bookstore.gpo.gov/"><AREA title=Legislative. =
shape=RECT=
alt=Legislative. coords=0,1,144,26=
href="http://www.gpoaccess.gov/legislative.html"><AREA =
title=Executive.=
shape=RECT alt=Executive. coords=149,1,279,25=
href="http://www.gpoaccess.gov/executive.html"><AREA =
title=Judicial.=
shape=RECT alt=Judicial. coords=284,1,388,26=
href="http://www.gpoaccess.gov/judicial.html"></MAP><!--End of top =
navigation. -->
```

```

<TABLE cellSpacing=3D0 cellPadding=3D0 width=3D700 border=3D0>
  <TBODY>
    <TR>
      <TD id=3Dleftnav vAlign=3Dtop width=3D5 bgColor=3D#333399><IMG =
alt=3D" "=20
      src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/spacer.gif" =
width=3D5></TD>
      <TD id=3Dleftnav vAlign=3Dtop width=3D135 bgColor=3D#333399>
        <DIV align=3Dcenter><A name=3Dlinks></A><IMG height=3D122=20
alt=3D"National Archives and Records Administration logo."=20
src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/narablue.gif" =
width=3D120>=20
        </DIV><!-- #BeginLibraryItem "/library/leftnav.lbi" -->
        <TABLE cellSpacing=3D0 cellPadding=3D0 width=3D137 =
bgColor=3D#ffffff border=3D0>
          <TBODY>
            <TR vAlign=3Dtop align=3Dleft>
              <TD colSpan=3D2 height=3D12>
                <DIV align=3Dcenter><IMG height=3D16 alt=3D"Database =
Features."=20
                =
src=3D"http://ecfr.gpoaccess.gov/images/applicationfeatures.gif"=20
width=3D137></DIV></TD></TR>
              <TR vAlign=3Dtop align=3Dleft>
                <TD colSpan=3D2 height=3D5><IMG height=3D5 alt=3D" "=20
                =
src=3D"http://ecfr.gpoaccess.gov/images/spacer.gif"></TD></TR>
              <TR vAlign=3Dtop align=3Dleft>
                <TD class=3Dside width=3D13 height=3D2>
                  <DIV align=3Dcenter>=95</DIV></TD>
                <TD class=3Dside height=3D20><A=20
                =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&amp;c=3Decfr&amp;tpl=3D%2Findex.tpl">Browse</A></TD><=
/TR>
              <TR vAlign=3Dtop align=3Dleft>
                <TD class=3Dside height=3D2>
                  <DIV align=3Dcenter>=95</DIV></TD>
                <TD class=3Dside height=3D20><A=20
                =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&amp;c=3Decfr&amp;page=3Dsimple">Simple=20
Search </A></TD></TR>
              <TR vAlign=3Dtop align=3Dleft>
                <TD class=3Dside height=3D19>
                  <DIV align=3Dcenter>=95</DIV></TD>
                <TD class=3Dside height=3D19><FONT face=3D"Arial, Helvetica, =
sans-serif"=20
color=3D#000011>Advanced Search </FONT></TD></TR>
              <TR vAlign=3Dtop align=3Dleft>
                <TD class=3Dside height=3D2>
                  <DIV align=3Dcenter></DIV></TD>
                <TD class=3Dside height=3D20>*<A=20
                =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&amp;c=3Decfr&amp;page=3Dboolean">=20
Boolean</A></TD></TR>
              <TR align=3Dmiddle>
                <TD height=3D20>&nbsp;</TD>
                <TD class=3Dside align=3Dleft>*<A=20
                =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&amp;c=3Decfr&amp;page=3Dproximity">Proximity</A></TD>=
</TR>

```

```
<TR vAlign=3Dtop align=3Dleft>
  <TD class=3Dside align=3Dmiddle height=3D2>=95</TD>
  <TD class=3Dside height=3D20><A=20
    =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&page=3Dhistory">Search=20
  History</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside align=3Dmiddle height=3D2>=95</TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3Dsearch.tpl">Search=20
    Tips</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside height=3D2>
      <DIV align=3Dcenter>=95</DIV></TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3Dcorrectionspage.tpl">Correctio=
ns</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside height=3D2>
      <DIV align=3Dcenter>=95</DIV></TD>
    <TD class=3Dside height=3D20>
      <P><A=20
        =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3Dupdate.tpl">Latest=20
      Updates</A></P></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside align=3Dmiddle height=3D2>=95</TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3Dabout.tpl">User=20
      Info</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside align=3Dmiddle height=3D2>=95</TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3Dfaq.tpl">FAQs</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside height=3D2>
      <DIV align=3Dcenter>=95</DIV></TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3D%2Fagencylist.tpl">Agency=20
      List</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD class=3Dside height=3D2>
      <DIV align=3Dcenter>=95</DIV></TD>
    <TD class=3Dside height=3D20><A=20
      =
href=3D"http://ecfr.gpoaccess.gov/cgi/t/text/text-idx?sid=3D13ba8467c5d0d=
ecf5087491cb3bc09f5&c=3Decfr&tpl=3D%2Findex.tpl">e-CFR=20
      Main Page</A></TD></TR>
  <TR vAlign=3Dtop align=3Dleft>
    <TD colspan=3D2 height=3D2><IMG height=3D16 alt=3D" "=20
      src=3D"http://ecfr.gpoaccess.gov/images/bottom.gif"=20
      width=3D137></TD></TR></TBODY></TABLE>
```

```

<TABLE cellSpacing=3D0 cellPadding=3D0 width=3D137 =
bgColor=3D#ffffff border=3D0>
  <TBODY>
    <TR vAlign=3Dtop align=3Dleft>
      <TD colSpan=3D2 height=3D12>
        <DIV align=3Dcenter><IMG height=3D16 alt=3D"Related =
Resources"=20
          src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/related.gif"=20
          width=3D137></DIV></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD colSpan=3D2 height=3D5><IMG height=3D5 alt=3D" "=20
          =
src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/spacer.gif"></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside width=3D13 height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside height=3D35><A=20
          href=3D"http://www.gpoaccess.gov/cfr/index.html">Code of =
Federal=20
          Regulations</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside height=3D20><A=20
          href=3D"http://www.gpoaccess.gov/fr/index.html">Federal=20
Register</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside height=3D35><A=20
          href=3D"http://www.gpoaccess.gov/lssa/index.html">List of=20
CFR<BR>Sections Affected</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside width=3D132 height=3D20><A=20
          =
href=3D"http://www.regulations.gov/">Regulations.gov</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside width=3D132 height=3D20><A=20
          href=3D"http://www.gpoaccess.gov/ua/index.html">Unified=20
Agenda</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD class=3Dside height=3D2>
          <DIV align=3Dcenter>=95</DIV></TD>
        <TD class=3Dside width=3D132 height=3D20><A=20
          href=3D"http://www.gpoaccess.gov/nara/index.html">All NARA=20
Publications</A></TD></TR>
      <TR vAlign=3Dtop align=3Dleft>
        <TD colSpan=3D2 height=3D2><IMG height=3D16 alt=3D" "=20
          src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/bottom.gif"=20
          width=3D137></TD></TR></TBODY></TABLE>
<TABLE cellSpacing=3D0 cellPadding=3D0 width=3D137 =
bgColor=3D#ffffff border=3D0>
  <TBODY>
    <TR vAlign=3Dtop align=3Dleft>
      <TD colSpan=3D3 height=3D12>
        <DIV align=3Dleft><IMG height=3D16 alt=3D"About Government." =
          =
          src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/learn.gif"=20
          width=3D137></DIV></TD></TR>
    <TR vAlign=3Dtop align=3Dleft>

```

```
<TD colSpan=3D3 height=3D5><IMG height=3D5 alt=3D" "=20
  src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/spacer.gif"=20
width=3D1></TD></TR>
<TR vAlign=3Dtop align=3Dleft>
  <TD width=3D52 height=3D10>
    <DIV align=3Dleft><A href=3D"http://bensguide.gpo.gov/"><IMG =
height=3D52=20
  alt=3D"Ben's Guide Logo." hspace=3D2=20
  src=3D"http://ecfr.gpoaccess.gov/e/ecfr/images/ben2.gif" =
width=3D48=20
  border=3D0></A></DIV></TD>
  <TD class=3Dside width=3D85 height=3D10>
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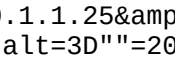
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Effect=20
of subsequent charter or bylaw change.

Authority: 12 U.S.C. 1462, 1462a, 1463, 1464, 1467a.

Source: 54 FR 49523, Nov. 30, 1989, unless otherwise noted.

Procedure for organization of Federal stock association.



(a) *Application for permission to organize.* Applications for permission to organize a Federal stock association are subject to this section and to 543.3 of this chapter. Recommendations by employees of the OTS regarding applications for permission to organize are privileged, confidential, and subject to 510.5 (b) and (c) of this chapter. The processing of an application under this section shall be subject to the following procedures:

(1) *Publication.* (i) The applicant shall publish a public notice of the application to organize in accordance with the procedures specified

in subpart B of part 516 of this chapter.</P>

<P>(ii) Promptly after publication of the public notice, the applicant shall transmit copies of the public notice and publisher's affidavit of publication to the OTS in the same manner as the original filing.</P>

<P>(iii) Any person may inspect the application and all related communications at the Regional Office during regular business hours, unless such information is exempt from public disclosure.</P>

<P>(2) <I>Notification to interested parties. </I>The OTS shall give notice of the application to the State official who supervises associations in the State in which the new association is to be located.</P>

<P>(3) <I>Submission of comments. </I>Commenters may submit the application in accordance with the procedures specified in subpart C of part 516 of this chapter.</P>

<P>(4) <I>Meetings. </I>OTS may arrange a meeting in accordance with procedures in subpart D of part 516 of this chapter.</P>

<P>(b) <I>Conditions of approval. </I>The OTS will decide all applications for permission to organize a Federal stock association.</P>

<P>(1) Factors that will be considered on all applications for permission to organize a Federal stock association are:</P>

<P>(i) Whether the applicants are persons of good character and responsibility;</P>

<P>(ii) Whether a necessity exists for such association in the community to be served;</P>

<P>(iii) Whether there is a reasonable probability of the association's usefulness and success;</P>

<P>(iv) Whether the association can be established without undue injury to properly conducted existing local thrift and home financing institutions; and</P>

<P>(v) Whether the association will perform a role of providing credit for housing consistent with safe and sound operation of a Federal savings association.</P>

<P>(2) [Reserved]</P>

<P>(3) Approvals of applications will be conditioned on the following:</P>

<P>(i) Receipt by the Office of written confirmation from the Federal Deposit Insurance Corporation that the accounts of the association will be insured by the Federal Deposit Insurance Corporation;</P>

<P>(ii) The sale of a minimum amount of fully-paid capital stock of the association prior to commencing business;</P>

<P>(iii) The submission of a statement that:</P>

<P>(A) The applicants have incurred no expense in organization which is chargeable to the association, and that no such expense will be

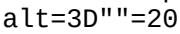
incurred,=20
<P></P>
<P>(B) No funds will be accepted for deposit by the association =
until=20
organization has been completed;</P>
<P>(iv) Compliance with all applicable laws, rules, and =
regulations;=20
<P></P>
<P>(v) The satisfaction of any other requirement or condition the =
Director=20
or his or her designee may impose.</P>
<P>(c) <I>Issuance of charter. </I>Upon approval of an =
application, the=20
Office shall issue to the association a charter for a Federal =
stock=20
savings association or for a Federal stock savings bank, as =
requested by=20
the applicants, which shall be in the form provided in this part. =
Issuance=20
of the charter shall be subject to the condition subsequent that =
the=20
organization of the association is completed pursuant to this =
section.</P>
<P>(d) <I>Interim board of directors and officers. </I>Upon =
approval of=20
the application and the issuance of the charter, the applicants =
shall=20
constitute the interim board of directors of the association until =
the=20
board of directors of the association are elected by its =
stockholders at=20
the organizational meeting required by paragraph (g) of this =
section, and=20
the interim officers of the association shall be those persons set =
forth=20
in the application for permission to organize.</P>
<P>(e) <I>Sale of capital stock. </I>Upon the issuance of the =
charter, the=20
association shall proceed to offer and sell its capital stock =
pursuant to=20
the requirements of part 563g of this chapter.</P>
<P>(f) <I>Bank membership and insurance of accounts. </I>Promptly =
upon the=20
issuance of the charter, a Federal stock association must qualify =
as a=20
member of the appropriate Federal Home Loan Bank and meet all =
requirements=20
necessary to obtain insurance of accounts by the Federal Deposit =
Insurance=20
Corporation.</P>
<P>(g) <I>Organizational meeting. </I>Promptly upon the completion =
of the=20
sale of its capital stock, the association shall provide notice, =
pursuant=20
to =A7552.6(b), of a meeting of its stockholders to elect a board =
of=20
directors. Immediately following such election, the directors =
shall meet=20
to elect the officers of the association and to undertake any =
other action=20
necessary under the charter or bylaws to complete corporate=20
organization.</P>
<P>(h) <I>Completion of organization. </I>Organization of a =
Federal stock=20

appropriate, with the Office in accordance with the applicable provisions of 563.22(b) of this chapter.

[59 FR 44623, Aug. 30, 1994]

A 552.3 Charters for Federal stock associations.

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The charter of a Federal stock association shall be in the following form, except that an association that has converted from the mutual form pursuant to part 563b of this chapter shall include in its charter a section establishing a liquidation account as required by 563b.3(c)(13) of this chapter. A charter for a Federal stock savings bank shall substitute the term "savings bank" for "association." Charters may also include any preapproved optional provision contained in 552.4 of this part.

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Federal Stock Charter

Section 1. Corporate title. The full corporate title of the association is ____.

Section 2. Office. The home office shall be located in ____ [city, state].

Section 3. Duration. The duration of the association is perpetual.

Section 4. Purpose and powers. The purpose of the association is to pursue any or all of the lawful objectives of a Federal savings association chartered under section 5 of the Home Owners' Loan Act and to exercise all of the express, implied, and incidental powers conferred thereby and by all acts amendatory thereof and supplemental thereto, subject to the Constitution and laws of the United States as they are now in effect, or as they may hereafter be amended, and subject to all lawful and applicable rules, regulations, and orders of the Office of Thrift Supervision (Office).

Section 5. Capital stock. The total number of shares of all classes of the capital stock that the association has the authority to issue is ____, all of which shall be common stock of par [or if no par is specified then shares shall have a stated] value of ____ per share. The

shares may be issued from time to time as authorized by the board of directors without the approval of its shareholders, except as provided in this Section 5 or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par [or stated] value. Neither promissory notes nor services shall constitute payment or part payment for the issuance of shares of the association. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted to the association), labor, or services actually performed for the association, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the association, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the earnings of the association that is transferred to common stock or capital accounts upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

<P>Except for shares issued in the initial organization of the association or in connection with the conversion of the association from the mutual stock form of capitalization, no shares of capital stock (including shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the association other than as part of a general public offering or as qualifying shares to a director, unless the issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

<P>The holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder, except as to the cumulation of votes for the election of directors, unless the charter provides that there shall be no such cumulative voting. Subject to any provision for a liquidation account, in the event of any liquidation, dissolution, or winding up of the association, the holders of the common stock =

(1) Board of directors approval. The board of directors of the association must adopt a resolution proposing the charter amendment that states the text of such amendment.

(2) Form of filing =97(i) Application requirement. If the proposed charter amendment would render more difficult or discourage a merger, tender offer, or proxy contest, the assumption of control by a holder of a block of the association's stock, the removal of incumbent management, or involve a significant issue of law or policy, the association shall file the proposed amendment and shall obtain the approval of the OTS; and

(ii) Notice requirement. If the proposed charter amendment does not involve a provision that would be covered by paragraph (a)(2)(i) of this section and such amendment is permissible under all applicable laws, rules or regulations, then the association shall submit the proposed amendments to the OTS, at least 30 days prior to the date the proposed charter amendment is to be mailed for consideration by the association's shareholders.

(b) Approval. Any charter amendment filed pursuant to paragraph (a)(2)(ii) of this section shall automatically be approved 30 days from the date of filing of such amendment, provided that the association follows the requirements of its charter in adopting such amendment, unless prior to the expiration of such 30-day period the OTS notifies the association that such amendment is rejected or that such amendment is deemed to be filed under the provisions of paragraph (a)(2)(i) of this section. In addition, the following charter amendments, including the adoption of the Federal stock charter as set forth in A7552.3 of this part, shall be approved at the time of adoption, if adopted without change and filed with OTS within 30 days after adoption, provided the association follows the requirements of its charter in adopting such amendments:

(1) Title change. A Federal stock association that has complied with A7543.1(b) of this chapter may amend its charter by substituting a new corporate title in section 1.

(2) Home office. A Federal savings association may amend its charter by substituting a new home office in section 2, if it has complied with applicable requirements of A7545.95 of this chapter.

(3) *Number of shares of stock and par value.* A Federal stock association may amend Section 5 of its charter to change the number of authorized shares of stock, the number of shares within each class of stock, and the par or stated value of such shares.

(4) *Capital stock.* A Federal stock association may amend its charter by revising Section 5 to read as follows:

Section 5. Capital stock. The total number of shares of all classes of capital stock that the association has the authority to issue is ____, of which ____ shall be common stock of par [or if no par value is specified the stated] value of ____ per share and of which [list the number of each class of preferred and the par or if no par value is specified the stated value per share of each such class]. The shares may be issued from time to time as authorized by the board of directors without further approval of shareholders, except as otherwise provided in this Section 5 or to the extent that such approval is required by governing law, rule, or regulation. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par [or stated] value. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the association. The consideration for the shares shall be cash, tangible or intangible property (to the extent direct investment in such property would be permitted), labor, or services actually performed for the association, or any combination of the foregoing. In the absence of actual fraud in the transaction, the value of such property, labor, or services, as determined by the board of directors of the association, shall be conclusive. Upon payment of such consideration, such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, that part of the retained earnings of the association that is transferred to common stock or paid-in capital accounts upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

Except for shares issued in the initial organization of the association or in connection with the conversion of the association from the mutual to the stock form of capitalization, no shares of capital stock (including

shares issuable upon conversion, exchange, or exercise of other securities) shall be issued, directly or indirectly, to officers, directors, or controlling persons of the association other than as a part of a general public offering or as qualifying shares to a director, unless their issuance or the plan under which they would be issued has been approved by a majority of the total votes eligible to be cast at a legal meeting.

Nothing contained in this Section 5 (or in any supplementary sections hereto) shall entitle the holders of any class of a series of capital stock to vote as a separate class or series or to more than one vote per share, except as to the cumulation of votes for the election of directors, unless the charter otherwise provides that there shall be no such cumulative voting: *Provided*, That this restriction on voting separately by class or series shall not apply:

(i) To any provision which would authorize the holders of preferred stock, voting as a class or series, to elect some members of the board of directors, less than a majority thereof, in the event of default in the payment of dividends on any class or series of preferred stock;

(ii) To any provision that would require the holders of preferred stock, voting as a class or series, to approve the merger or consolidation of the association with another corporation or the sale, lease, or conveyance (other than by mortgage or pledge) of properties or business in exchange for securities of a corporation other than the association if preferred stock is exchanged for securities of such other corporation: *Provided*, That no provision may require such approval for transactions undertaken with the assistance or pursuant to the direction of the Office or the Federal Deposit Insurance Corporation;

(iii) To any amendment which would adversely change the specific terms of any class or series of capital stock as set forth in this Section 5 (or in any supplementary sections hereto), including any amendment which would create or enlarge any class or series ranking prior thereto in rights and preferences. An amendment which increases the number of authorized shares of any class or series of capital stock, or substitutes the surviving association in a merger or consolidation for the association, shall not be considered to be such an adverse change.

A description of the different classes and series (if any) of the

association's capital stock and a statement of the designations, =
and the=20
relative rights, preferences, and limitations of the shares of =
each class=20
of and series (if any) of capital stock are as follows:</P>
<P>A. <I>Common stock. </I>Except as provided in this Section 5 =
(or in any=20
supplementary sections thereto) the holders of the common stock =
shall=20
exclusively possess all voting power. Each holder of shares of the =
common=20
stock shall be entitled to one vote for each share held by each =
holder,=20
except as to the cumulation of votes for the election of =
directors, unless=20
the charter otherwise provides that there shall be no such =
cumulative=20
voting.</P>
<P>Whenever there shall have been paid, or declared and set aside =
for=20
payment, to the holders of the outstanding shares of any class of =
stock=20
having preference over the common stock as to the payment of =
dividends,=20
the full amount of dividends and of sinking fund, retirement fund, =
or=20
other retirement payments, if any, to which such holders are =
respectively=20
entitled in preference to the common stock, then dividends may be =
paid on=20
the common stock and on any class or series of stock entitled to=20
participate therewith as to dividends out of any assets legally =
available=20
for the payment of dividends.</P>
<P>In the event of any liquidation, dissolution, or winding up of =
the=20
association, the holders of the common stock (and the holders of =
any class=20
or series of stock entitled to participate with the common stock =
in the=20
distribution of assets) shall be entitled to receive, in cash or =
in kind,=20
the assets of the association available for distribution remaining =
after:=20
(i) Payment or provision for payment of the association's debts =
and=20
liabilities; (ii) distributions or provision for distributions in=20
settlement of its liquidation account; and (iii) distributions or=20
provision for distributions to holders of any class or series of =
stock=20
having preference over the common stock in the liquidation, =
dissolution,=20
or winding up of the association. Each share of common stock shall =
have=20
the same relative rights as and be identical in all respects with =
all the=20
other shares of common stock.</P>
<P>B. <I>Preferred stock. </I>The association may provide in =
supplementary=20
sections to its charter for one or more classes of preferred =
stock, which=20
shall be separately identified. The shares of any class may be =
divided=20
into and issued in series, with each series separately designated =

so as to distinguish the shares thereof from the shares of all other series and classes. The terms of each series shall be set forth in a supplementary section to the charter. All shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

(a) The distinctive serial designation and the number of shares constituting such series;

(b) The dividend rate or the amount of dividends to be paid on shares of such series, whether dividends shall be cumulative and, if so, from which date(s), the payment date(s) for dividends, and the participating or other special rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the association;

(f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price(s) at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock of the association and, if so, the conversion price(s) or the rate(s) of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange.

(h) The price or other consideration for which the shares of such series shall be issued; and

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in all respects with all the other

shares of the same series.</P>
<P>The board of directors shall have authority to divide, by the =
adoption=20
of supplementary charter sections, any authorized class of =
preferred stock=20
into series, and, within the limitations set forth in this section =
and the=20
remainder of this charter, fix and determine the relative rights =
and=20
preferences of the shares of any series so established.</P>
<P>Prior to the issuance of any preferred shares of a series =
established=20
by a supplementary charter section adopted by the board of =
directors, the=20
association shall file with the Secretary to the Office a dated =
copy of=20
that supplementary section of this charter established and =
designating the=20
series and fixing and determining the relative rights and =
preferences=20
thereof.</P>
<P></P>
<P>(5) <I>Limitations on subsequent issuances. </I>A Federal stock =
association may amend its charter to require shareholder approval =
of the=20
issuance or reservation of common stock or securities convertible =
into=20
common stock under circumstances which would require shareholder =
approval=20
under the rules of the New York or American Stock Exchange if the =
shares=20
were then listed on the New York or American Stock Exchange.</P>
<P>(6) <I>Cumulative voting. </I>A Federal stock association may =
amend its=20
charter by substituting the following sentence for the second =
sentence in=20
the third paragraph of Section 5: =93Each holder of shares of =
common stock=20
shall be entitled to one vote for each share held by such holder =
and there=20
shall be no right to cumulate votes in an election of =
directors.=94</P>
<P>(7) [Reserved]</P>
<P>(8) <I>Anti-takeover provisions following mutual to stock =
conversion.=20
</I>Notwithstanding the law of the state in which the association =
is=20
located, a Federal stock association may amend its charter by =
renumbering=20
existing sections as appropriate and adding a new section 8 as=20
follows:</P>
<P>
<P><I>Section 8. Certain Provisions Applicable for Five Years.=20
</I>Notwithstanding anything contained in the Association's =
charter or=20
bylaws to the contrary, for a period of [specify number of years =
up to=20
five] years from the date of completion of the conversion of the=20
Association from mutual to stock form, the following provisions =
shall=20
apply:</P>
<P>A. <I>Beneficial Ownership Limitation. </I>No person shall =
directly or=20

indirectly offer to acquire or acquire the beneficial ownership of more than 10 percent of any class of an equity security of the association.

This limitation shall not apply to a transaction in which the association forms a holding company without change in the respective beneficial ownership interests of its stockholders other than pursuant to the exercise of any dissenter and appraisal rights, the purchase of shares by underwriters in connection with a public offering, or the purchase of shares by a tax-qualified employee stock benefit plan which is exempt from the approval requirements under A7574.3(c)(1)(vi) of the Office's

regulations.

In the event shares are acquired in violation of this section 8, all shares beneficially owned by any person in excess of 10% shall be considered excess shares and shall not be counted as shares entitled to vote and shall not be voted by any person or counted as voting shares in connection with any matters submitted to the stockholders for a vote.

For purposes of this section 8, the following definitions apply:

(1) The term "person" includes an individual, a group acting in concert, a corporation, a partnership, an association, a joint company, a trust, an unincorporated organization or similar company, a syndicate or any other group formed for the purpose of acquiring, holding or disposing of the equity securities of the association.

(2) The term "offer" includes every offer to buy or otherwise acquire, solicitation of an offer to sell, tender offer for, or request or invitation for tenders of, a security or interest in a security for value.

(3) The term "acquire" includes every type of acquisition, whether effected by purchase, exchange, operation of law or otherwise.

(4) The term "acting in concert" means (a) knowing participation in a joint activity or conscious parallel action towards a common goal or not pursuant to an express agreement, or (b) a combination or pooling of voting or other interests in the securities of an issuer for a common purpose pursuant to any contract, understanding, relationship, agreement or other arrangements, whether written or otherwise.

B. *Cumulative Voting Limitation.* Stockholders shall not be permitted to cumulate their votes for election of directors.

C. *Call for Special Meetings.* Special meetings of stockholders

relating to changes in control of the association or amendments to its charter shall be called only upon direction of the board of directors.


(c) *Anti-takeover provisions.* The Office may grant approval to a charter amendment not listed in paragraph (b) of this section regarding the acquisition by any person or persons of its equity securities provided that the association shall file as part of its application for approval an opinion, acceptable to the OTS, of counsel independent from the association that the proposed charter provision would be permitted to be

adopted by a corporation chartered by the state in which the principal office of the association is located. Any such provision must be consistent with applicable statutes, regulations, and OTS policies.

Further, any such provision that would have the effect of rendering difficult a change in control of the association and would require for any corporate action (other than the removal of directors) the affirmative vote of a larger percentage of shareholders than is required by this Part, shall not be effective unless adopted by a percentage of shareholder vote at least equal to the highest percentage that would be required to take any action under such provision.

(d) *Reissuance of charter.* A Federal stock association that has amended its charter may apply to have its charter, including the amendments, reissued by the Office. Such requests for reissuance should be filed with the Corporate Secretary at Washington Headquarters Office at the address listed in A7516.40(b) of this chapter, and contain signatures required under A7552.3 of this part, together with such supporting documents as needed to demonstrate that the amendments were properly adopted.

[54 FR 49523, Nov. 30, 1989, as amended at 55 FR 13513, Apr. 11, 1990; 57 FR 14343, Apr. 20, 1992; 59 FR 18476, Apr. 19, 1994; 61 FR 64018, Dec. 3, 1996; 62 FR 66262, Dec. 18, 1997; 66 FR 13006, Mar. 2, 2001; 69 FR 68249, Nov. 24, 2004]

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<P>(a) <I>General. </I>At its first organizational meeting, the board of directors of a Federal stock association shall adopt a set of bylaws the administration and regulation of its affairs. Bylaws may be adopted, amended or repealed by either a majority of the votes cast by the shareholders at a legal meeting or a majority of the board of directors. The bylaws shall contain sufficient provisions to govern the association in accordance with the requirements of 752.6, 552.6, 552.6, and 552.6 of this part and shall not contain any provision that is inconsistent with those sections or with applicable laws, rules, regulations or the association's charter, except that a bylaw inconsistent with 752.6, 552.6, 552.6, and 552.6 of this part may be adopted with the approval of the OTS.</P>

<P>(b) <I>Form of Filing </I>=97(1) <I>Application requirement. </I>(i) Any bylaw amendment shall be submitted to the OTS for approval if it would:</P>

<P>(A) Render more difficult or discourage a merger, tender offer, proxy contest, the assumption of control by a holder of a large block of the association's stock, or the removal of incumbent management; or</P>

<P>(B) Be inconsistent with 752.6, 552.6, 552.6, and 552.6 of this part, with applicable laws, rules, regulations or the association's charter or involve a significant issue of law or policy, including indemnification, conflicts of interest, and limitations on director officer liability.</P>

<P>(ii) Applications submitted under paragraph (b)(1)(i) of this section are subject to standard treatment processing procedures at part 516, subparts A and E of this chapter.</P>

<P>(iii) Bylaw provisions that adopt the language of the model or optional bylaws in OTS's Application Processing Handbook, if adopted without change, and filed with OTS within 30 days after adoption, are effective upon adoption.</P>

<P>(2) <I>Filing requirement. </I>If the proposed bylaw amendment does not involve a provision that would be covered by paragraph (b)(1) or (b)(3) of this section and is permissible under all applicable laws, rules, regulations, then the association shall submit the amendment to the OTS at least 30 days prior to the date the bylaw amendment is to be adopted by the association.</P>

(3) *Corporate governance procedures.* A Federal stock association may elect to follow the corporate governance procedures of: The laws of the state where the main office of the association is located; the laws of the state where the association's holding company, if any, is incorporated or chartered; Delaware General Corporation law; or The Model Business Corporation Act, provided that such procedures may be elected to the extent not inconsistent with applicable Federal statutes and regulations and safety and soundness, and such procedures are not of the type described in paragraph (b)(1) of this section. If this election is

selected, a Federal stock association shall designate in its bylaws the provision or provisions from the body or bodies of law selected for its corporate governance procedures, and shall file a copy of such bylaws, which are effective upon adoption, within 30 days after adoption. The submission shall indicate, where not obvious, why the bylaw provisions meet the requirements stated in paragraph (b)(1) of this section.

(c) *Effectiveness.* Any bylaw amendment filed pursuant to paragraph (b)(2) of this section shall automatically be effective 30 days from the date of filing of such amendment, provided that the association follows the requirements of its charter and bylaws in adopting such amendment, unless prior to the expiration of such 30-day period the OTS notifies the association that such amendment is rejected or that such amendment requires an application to be filed pursuant to paragraph (b)(1) of this section.

(d) *Effect of subsequent charter or bylaw change.* Notwithstanding any subsequent change to its charter or bylaws, the authority of a Federal stock association to engage in any transaction shall be determined only by the association's charter or bylaws then in effect, unless otherwise provided by Federal law or regulation.

[57 FR 14343, Apr. 20, 1992, as amended at 60 FR 66718, Dec. 26, 1995; 61 FR 64019, Dec. 3, 1996; 66 FR 13006, Mar. 2, 2001; 66 FR 15020, Mar. 15, 2001]

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<P>(a) <I>Shareholder meetings. </I>An annual meeting of the =
shareholders=20
of the association for the election of directors and for the =
transaction=20
of any other business of the association shall be held annually =
within 150=20
days after the end of the association's fiscal year. Unless =
otherwise=20
provided in the association's charter, special meetings of the=20
shareholders may be called by the board of directors or on the =
request of=20
the holders of 10 percent or more of the shares entitled to vote =
at the=20
meeting, or by such other persons as may be specified in the =
bylaws of the=20
association. All annual and special meetings of shareholders shall =
be held=20
at such place as the board of directors may determine in the state =
in=20
which the association has its principal place of business, or at =
any other=20
convenient place the board of directors may designate.</P>
<P>(b) <I>Notice of shareholder meetings. </I>Written notice =
stating the=20
place, day, and hour of the meeting and the purpose or purposes =
for which=20
the meeting is called shall be delivered not fewer than 20 nor =
more than=20
50 days before the date of the meeting, either personally or by =
mail, by=20
or at the direction of the chairman of the board, the president, =
the=20
secretary, or the directors, or other persons calling the meeting, =
to each=20
shareholder of record entitled to vote at such meeting. If mailed, =
such=20
notice shall be deemed to be delivered when deposited in the mail, =
addressed to the shareholder at the address appearing on the stock =
transfer books or records of the association as of the record date =
prescribed in paragraph (c) of this section, with postage thereon =
prepaid.=20
When any shareholders' meeting, either annual or special, is =
adjourned for=20
30 days or more, notice of the adjourned meeting shall be given as =
in the=20
case of an original meeting. Notwithstanding anything in this =
section,=20
however, a Federal stock association that is wholly owned shall =
not be=20
subject to the shareholder notice requirement.</P>
<P>(c) <I>Fixing of record date. </I>For the purpose of =
determining=20
shareholders entitled to notice of or to vote at any meeting of=20
shareholders or any adjournment thereof, or shareholders entitled =
to=20
receive payment of any dividend, or in order to make a =
determination of=20

shareholders for any other proper purpose, the board of directors shall fix in advance a date as the record date for any such determination of shareholders. Such date in any case shall be not more than 60 days and, in case of a meeting of shareholders, not less than 10 days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

(d) Voting lists. (1) At least 20 days before each meeting of the shareholders, the officer or agent having charge of the stock transfer books for the shares of the association shall make a complete list of the stockholders of record entitled to vote at such meeting, or any adjournments thereof, arranged in alphabetical order, with the address and the number of shares held by each. This list of shareholders shall be kept on file at the home office of the association and shall be subject to inspection by any shareholder of record or the stockholder's agent during the entire time of the meeting. The original stock transfer book shall constitute prima facie evidence of the stockholders entitled to examine such list or transfer books or to vote at any meeting of stockholders. Notwithstanding anything in this section, however, a Federal stock association that is wholly owned shall not be subject to the voting list requirements.

(2) In lieu of making the shareholders list available for inspection by any shareholders as provided in paragraph (d)(1) of this section, the board of directors may perform such acts as required by paragraphs (a) and (b) of Rule 14a-967 of the General Rules and Regulations under the Securities and Exchange Act of 1934 (17 CFR 240.14a-967) as may be duly requested in writing, with respect to any matter which may be properly considered at a meeting of shareholders, by any shareholder who is entitled to vote on such matter and who shall defray the reasonable expenses to be incurred by the association in performance of the act or acts required.

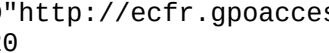
(e) Shareholder quorum. A majority of the outstanding shares of the association entitled to vote, represented in person or by proxy, shall

constitute a quorum at a meeting of shareholders. The shareholders =
present=20
at a duly organized meeting may continue to transact business =
until=20
adjournment, notwithstanding the withdrawal of enough shareholders =
to=20
leave less than a quorum. If a quorum is present, the affirmative =
vote of=20
the majority of the shares represented at the meeting and entitled =
to vote=20
on the subject matter shall be the act of the stockholders, unless =
the=20
vote of a greater number of stockholders voting together or voting =
by=20
classes is required by law or the charter. Directors, however, are =
elected=20
by a plurality of the votes cast at an election of directors.</P>
<P>(f) <I>Shareholder voting=97 </I>(1) <I>Proxies. </I>Unless =
otherwise=20
provided in the association's charter, at all meetings of =
shareholders, a=20
shareholder may vote in person or by proxy executed in writing by =
the=20
shareholder or by a duly authorized attorney in fact. Proxies may =
be given=20
telephonically or electronically as long as the holder uses a =
procedure=20
for verifying the identity of the shareholder. A proxy may =
designate as=20
holder a corporation, partnership or company as defined in Part =
574 of=20
this chapter, or other person. Proxies solicited on behalf of the=20
management shall be voted as directed by the shareholder or, in =
the=20
absence of such direction, as determined by a majority of the =
board of=20
directors. No proxy shall be valid more than eleven months from =
the date=20
of its execution except for a proxy coupled with an interest.</P>
<P>(2) <I>Shares controlled by association. </I>Neither treasury =
shares of=20
its own stock held by the association nor shares held by another=20
corporation, if a majority of the shares entitled to vote for the =
election=20
of directors of such other corporation are held by the =
association, shall=20
be voted at any meeting or counted in determining the total number =
of=20
outstanding shares at any given time for purposes of any =
meeting.</P>
<P>(g) <I>Nominations and new business submitted by shareholders.=20
</I>Nominations for directors and new business submitted by =
shareholders=20
shall be voted upon at the annual meeting if such nominations or =
new=20
business are submitted in writing and delivered to the secretary =
of the=20
association at least five days prior to the date of the annual =
meeting.=20
Ballots bearing the names of all the persons nominated shall be =
provided=20
for use at the annual meeting.</P>
<P>(h) <I>Informal action by stockholders. </I>If the bylaws of =
the=20

association so provide, any action required to be taken at a meeting of the stockholders, or any other action that may be taken at a meeting of the stockholders, may be taken without a meeting if consent in writing has been given by all the stockholders entitled to vote with respect to the subject matter.

[54 FR 49523, Nov. 30, 1989, as amended at 59 FR 18476, Apr. 19, 1994; 61 FR 64019, Dec. 3, 1996]

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(a) *General powers and duties.* The business and affairs of the association shall be under the direction of its board of directors. The board of directors shall annually elect a chairman of the board from among its members and shall designate the chairman of the board, when present, to preside at its meeting. Directors need not be stockholders unless the bylaws so require.

(b) *Number and term.* The bylaws shall set forth a specific number of directors, not a range. The number of directors shall be not fewer than five nor more than fifteen, unless a higher or lower number has been authorized by the Director of the Office or his or her delegate. Directors shall be elected for a term of one to three years and until their successors are elected and qualified. If a staggered board is chosen, the directors shall be divided into two or three classes as nearly equal in number as possible and one class shall be elected by ballot annually. In the case of a converting or newly chartered association where all directors shall be elected at the first election of directors, if a staggered board is chosen, the terms shall be staggered in length from one to three years.

(c) *Regular meetings.* A regular meeting of the board of directors shall be held immediately after, and at the same place as the annual meeting of shareholders. The board of directors shall determine the place, frequency, time and procedure for notice of regular meetings.

Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless a greater number is prescribed by regulation of the Office.

Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the board of directors. A

director elected to fill a vacancy shall be elected to serve only until the next election of directors by the shareholders. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

Removal or resignation of directors. (1) At a meeting of shareholders called expressly for that purpose, any director may be removed only for cause, as defined in 7563.39 of this chapter, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. Associations may provide for procedures regarding resignations in the bylaws.

(2) If less than the entire board is to be removed, no one of the directors may be removed if the votes cast against the removal would be sufficient to elect a director if then cumulatively voted at an election of the class of directors of which such director is a part.

(3) Whenever the holders of the shares of any class are entitled to elect one or more directors by the provisions of the charter or supplemental sections thereto, the provisions of this section shall apply, in respect to the removal of a director or directors so elected, to the vote of the holders of the outstanding shares of that class and not to the vote of the outstanding shares as a whole.

Executive and other committees. The board of directors, by resolution adopted by a majority of the full board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution or bylaws of the association, shall have and may exercise all of the authority of the board of directors, except no committee shall have the authority of the

board of=20
directors with reference to: the declaration of dividends; the =
amendment=20
of the charter or bylaws of the association; recommending to the=20
stockholders a plan of merger, consolidation, or conversion; the =
sale,=20
lease, or other disposition of all, or substantially all, of the =
property=20
and assets of the association otherwise than in the usual and =
regular=20
course of its business; a voluntary dissolution of the =
association; a=20
revocation of any of the foregoing; or the approval of a =
transaction in=20
which any member of the executive committee, directly or =
indirectly, has=20
any material beneficial interest. The designation of any committee =
and the=20
delegation of authority thereto shall not operate to relieve the =
board of=20
directors, or any director, of any responsibility imposed by law =
or=20
regulation.</P>
<P>(h) <I>Notice of special meetings. </I>Written notice of at =
least 24=20
hours regarding any special meeting of the board of directors or =
of any=20
committee designated thereby shall be given to each director in =
accordance=20
with the bylaws, although such notice may be waived by the =
director. The=20
attendance of a director at a meeting shall constitute a waiver of =
notice=20
of such meeting, except where a director attends a meeting for the =
express=20
purpose of objecting to the transaction of any business because =
the=20
meeting is not lawfully called or convened. Neither the business =
to be=20
transacted at, nor the purpose of, any meeting need be specified =
in the=20
notice or waiver of notice of such meeting. The bylaws may provide =
for=20
telephonic participation at a meeting.</P>
<P>(i) <I>Action without a meeting. </I>Any action required or =
permitted=20
to be taken by the board of directors at a meeting may be taken =
without a=20
meeting if a consent in writing, setting forth the actions so =
taken, shall=20
be signed by all of the directors.</P>
<P>(j) <I>Presumption of assent. </I>A director of the association =
who is=20
present at a meeting of the board of directors at which action on =
any=20
association matter is taken shall be presumed to have assented to =
the=20
action taken unless his or her dissent or abstention shall be =
entered in=20
the minutes of the meeting or unless a written dissent to such =
action=20
shall be filed with the person acting as the secretary of the =
meeting=20
before the adjournment thereof or shall be forwarded by registered =

chapter.

(c) *Age limitation on officers.* A Federal association may

provide a bylaw on age limitation for officers. Bylaws on age limitations

must comply with all Federal laws, rules, and regulations.

[54 FR 49523, Nov. 30, 1989, as amended at 56 FR 59866, Nov. 26, 1991;

60 FR 66869, Dec. 27, 1995; 61 FR 64020, Dec. 3, 1996]

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Certificates for shares and their

transfer.

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(a) *Certificates for shares.* Certificates representing shares of

capital stock of the association shall be in such form as shall be

determined by the board of directors and approved by the OTS. The certificates shall be signed by the chief executive officer or by any

other officer of the association authorized by the board of directors,

attested by the secretary or an assistant secretary, and sealed with the

corporate seal or a facsimile thereof. The signatures of such officers

upon a certificate may be facsimiles if the certificate is manually signed

on behalf of a transfer agent or a registrar other than the association

itself or one of its employees. Each certificate for shares of capital

stock shall be consecutively numbered or otherwise identified. The name

and address of the person to whom the shares are issued, with the number

of shares and date of issue, shall be entered on the stock transfer books

of the association. All certificates surrendered to the association for

transfer shall be cancelled and no new certificate shall be issued until

the former certificate for a like number of shares shall have been

surrendered and cancelled, except that in the case of a lost or destroyed

certificate a new certificate may be issued upon such terms and indemnity

to the association as the board of directors may prescribe.

(b) *Transfer of shares.* Transfer of shares of capital stock of

the association shall be made only on its stock transfer books. Authority

for such transfer shall be given only by the holder of record or by a

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<H5>=A7 552.11 Books and records.</H5><A =

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<P>(a) Each Federal stock association shall keep correct and = complete=20

books and records of account; shall keep minutes of the = proceedings of its=20

stockholders, board of directors, and committees of directors; and = shall=20

keep at its home office or at the office of its transfer agent or=20 registrar, a record of its stockholders, giving the names and =

addresses of=20

all stockholders, and the number, class and series, if any, of the = shares=20

held by each.</P>

<P>(b) Any stockholder or group of stockholders of a Federal stock =

association, holding of record the number of voting shares of such =

association specified below, upon making written demand stating a = proper=20

purpose, shall have the right to examine, in person or by agent or =

attorney, at any reasonable time or times, nonconfidential = portions of its=20

books and records of account, minutes and record of stockholders = and to=20

make extracts therefrom. Such right of examination is limited to a =

stockholder or group of stockholders holding of record:</P>

<P>(1) Voting shares having a cost of not less than \$100,000 or=20 constituting not less than one percent of the total outstanding =

voting=20

shares, provided in either case such stockholder or group of = stockholders=20

have held of record such voting shares for a period of at least = six months=20

before making such written demand, or</P>

<P>(2) Not less than five percent of the total outstanding voting=20 shares.</P>

<P>No stockholder or group of stockholders of a Federal stock = association=20

shall have any other right under this section or common law to = examine its=20

books and records of account, minutes and record of stockholders, = except=20

as provided in its bylaws with respect to inspection of a list of=20 stockholders.</P>

<P>(c) The right to examination authorized by paragraph (b) of = this=20

section and the right to inspect the list of stockholders provided = by a=20

Federal stock association's bylaws may be denied to any = stockholder or=20

group of stockholders upon the refusal of any such stockholder or =

and 10(s) of the Home Owners' Loan Act, and =A7563.22 of this = part.</P>

<P>(b) <I>Definitions. </I>The following definitions apply to = =A7=A7552.13 and=20 552.14 of this part:</P>

<P>(1) <I>Combination. </I>A merger or consolidation with another=20 depository institution, or an acquisition of all or substantially = all of=20 the assets or assumption of all or substantially all of the = liabilities of=20 a depository institution by another depository institution. = <I>Combine=20 </I>means to be a constituent institution in a combination.</P>

<P>(2) <I>Consolidation. </I>Fusion of two or more depository = institutions=20 into a newly-created depository institution.</P>

<P>(3) <I>Constituent institution. </I>Resulting, disappearing, = acquiring,=20 or transferring depository institution in a combination.</P>

<P>(4) <I>Depository institution </I>means any commercial bank = (including=20 a private bank), a savings bank, a trust company, a savings and = loan=20 association, a building and loan association, a homestead = association, a=20 cooperative bank, an industrial bank or a credit union, chartered = in the=20 United States and having its principal office located in the = United=20 States.</P>

<P>(5) <I>Disappearing institution. </I>A depository institution = whose=20 corporate existence does not continue after a combination.</P>

<P>(6) <I>Merger. </I>Uniting two or more depository institutions = by the=20 transfer of all property rights and franchises to the resulting = depository=20 institution, which retains its corporate identity.</P>

<P>(7) <I>Mutual savings association. </I>Any savings association=20 organized in a form not requiring non-withdrawable stock under = Federal or=20 State law.</P>

<P>(8) <I>Resulting institution. </I>The depository institution = whose=20 corporate existence continues after a combination.</P>

<P>(9) <I>Savings association </I>has the same meaning as defined = in=20 =A7561.43 of this chapter.</P>

<P>(10) <I>State. </I>Includes the District of Columbia, = Commonwealth of=20 Puerto Rico, and States, territories, and possessions of the = United=20 States.</P>

<P>(11) <I>Stock association. </I>Any savings association = organized in a=20 form requiring non-withdrawable stock.</P>

<P>(c) <I>Forms of combination. </I>A Federal stock association = may=20 combine with any depository institution, provided that:</P>

<P>(1) The combination is in compliance with, and receives all = approvals=20 required under, any applicable statutes and regulations;</P>

<P>(2) Any resulting Federal savings association meets the = requirements=20

for Federal Home Loan Bank membership and insurance of =
accounts;</P>

<P>(3) Any resulting Federal savings association conforms within =
the time=20
prescribed by the OTS to the requirements of sections 5(c) and =
10(m) of=20
the Home Owners' Loan Act; and</P>

<P>(4) If any constituent savings association is a mutual savings=20
association, the resulting institution shall be mutually held, =
unless:</P>

<P>(i) The transaction involves a supervisory merger;</P>

<P>(ii) The transaction is approved under part 563b of this =
chapter;</P>

<P>(iii) The transaction involves an interim Federal stock =
association or=20
an interim State stock savings association; or</P>

<P>(iv) The transaction involves a transfer in the context of a =
mutual=20
holding company reorganization under section 10(o) of the Home =
Owners'=20
Loan Act.</P>

<P>(d) <I>Combinations. </I>Prior written notification to, notice =
to, or=20
prior written approval of, the Office pursuant to =A7563.22 of =
this chapter=20
is required for every combination. In the case of applications and =
notices=20
pursuant to =A7563.22 (a) or (c), the Office shall apply the =
criteria set=20
out in =A7563.22 of this chapter and shall impose any conditions =
it deems=20
necessary or appropriate to ensure compliance with those criteria =
and the=20
requirements of this chapter.</P>

<P>(e) <I>Approval of the board of directors. </I>Before filing a =
notice=20
or application for any combination involving a Federal stock =
association,=20
the combination shall be approved:</P>

<P>(1) By a two-thirds vote of the entire board of each =
constituent=20
Federal savings association; and</P>

<P>(2) As required by other applicable Federal or state law, for =
other=20
constituent institutions.</P>

<P>(f) <I>Combination agreement. </I>All terms, conditions, =
agreements or=20
understandings, or other provisions with respect to a combination=20
involving a Federal savings association shall be set forth fully =
in a=20
written combination agreement. The combination agreement shall =
state:</P>

<P>(1) That the combination shall not be effective unless and =
until:</P>

<P>(i) The combination receives any necessary approval from the =
Office=20
pursuant to =A7563.22 (a) or (c);</P>

<P>(ii) In the case of a transaction requiring a notification =
pursuant to=20
=A7563.22(b), notification has been provided to the OTS; or</P>

<P>(iii) In the case of a transaction requiring a notice pursuant =
to=20
=A7563.22(c), the notice has been filed, and the appropriate =
period of time=20

has passed or the OTS has advised the parties that it will not =
disapprove=20
the transaction;</P>
<P>(2) Which constituent institution is to be the resulting=20
institution;</P>
<P>(3) The name of the resulting institution;</P>
<P>(4) The location of the home office and any other offices of =
the=20
resulting institution;</P>
<P>(5) The terms and conditions of the combination and the method =
of=20
effectuation;</P>
<P>(6) Any charter amendments, or the new charter in the =
combination;</P>
<P>(7) The basis upon which the savings accounts of the resulting=20
institution shall be issued;</P>
<P>(8) If a Federal association is the resulting institution, the =
number,=20
names, residence addresses, and terms of directors;</P>
<P>(9) The effect upon and assumption of any liquidation account =
of a=20
disappearing institution by the resulting institution; and</P>
<P>(10) Such other provisions, agreements, or understandings as =
relate to=20
the combination.</P>
<P>(g) [Reserved]</P>
<P>(h) <I>Approval by stockholders </I>=97(1) <I>General rule. =
</I>Except as=20
otherwise provided in this section, an affirmative vote of =
two-thirds of=20
the outstanding voting stock of any constituent Federal savings=20
association shall be required for approval of the combination =
agreement.=20
If any class of shares is entitled to vote as a class pursuant to =
=A7552.4=20
of this part, an affirmative vote of a majority of the shares of =
each=20
voting class and two-thirds of the total voting shares shall be =
required.=20
The required vote shall be taken at a meeting of the savings=20
association.</P>
<P>(2) <I>General exception. </I>Stockholders of the resulting =
Federal=20
stock association need not authorize a combination agreement =
if:</P>
<P>(i) It does not involve an interim Federal savings association =
or an=20
interim state savings association;</P>
<P>(ii) The association's charter is not changed;</P>
<P>(iii) Each share of stock outstanding immediately prior to the=20
effective date of the combination is to be an identical =
outstanding share=20
or a treasury share of the resulting Federal stock association =
after such=20
effective date; and</P>
<P>(iv) Either:</P>
<P>(A) No shares of voting stock of the resulting Federal stock=20
association and no securities convertible into such stock are to =
be issued=20
or delivered under the plan of combination, or</P>
<P>(B) The authorized unissued shares or the treasury shares of =
voting=20
stock of the resulting Federal stock association to be issued or =
delivered=20

under the plan of combination, plus those initially issuable upon conversion of any securities to be issued or delivered under such plan, not exceed 15% of the total shares of voting stock of such association outstanding immediately prior to the effective date of the combination.

(3) Exceptions for certain combinations involving an interim association. Stockholders of a Federal stock association need not authorize by a two-thirds affirmative vote combinations involving interim Federal savings association or interim state savings association when the resulting Federal stock association is acquired pursuant to A7574.7(a)(2) of this chapter. In those cases, an affirmative vote of 50 percent of the shares of the outstanding voting stock of the Federal stock association plus one affirmative vote shall be required. If any class of shares is entitled to vote as a class pursuant to A7552.4 of this part, an affirmative vote of 50 percent of the shares of each voting class plus one affirmative vote shall be required. The required votes shall be taken at a meeting of the association.

(i) Disclosure. The OTS may require, in connection with a combination under this section, such disclosure of information as the OTS deems necessary or desirable for the protection of investors in any of the constituent associations.

(j) Articles of combination. (1) Following stockholder approval of any combination in which a Federal savings association is the resulting institution, articles of combination shall be executed in duplicate by each constituent institution, by its chief executive officer or executive vice president and by its secretary or an assistant secretary, and verified by one of the officers of each institution signing such articles, and shall set forth:

(i) The plan of combination;

(ii) The number of shares outstanding in each depository institution; and

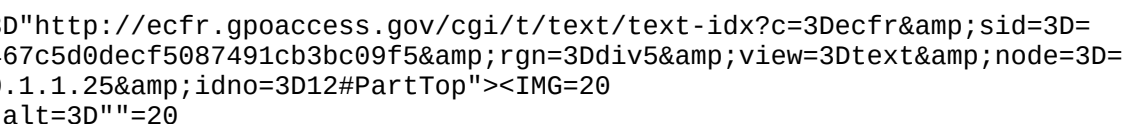
(iii) The number of shares in each depository institution voted for and against such plan.

(2) Both sets of articles of combination shall be filed with the Office. If the Office determines that such articles conform to the requirements of this section, the Office shall endorse the articles and return one set to the resulting institution.

(k) *Effective date.* No combination under this section shall be effective until receipt of any approvals required by the Office. The effective date of a combination in which the resulting institution is a Federal stock association shall be the date of consummation of the transaction or such other later date specified on the endorsement of the articles of combination by the Office. If a disappearing institution combining under this section is a Federal stock association, its charter shall be deemed to be cancelled as of the effective date of the combination and such charter must be surrendered to the Office as soon as practicable after the effective date.

(l) *Mergers and consolidations: transfer of assets and liabilities to the resulting institution.* Upon the effective date of a merger or consolidation under this section, if the resulting institution is a Federal savings association, all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights, and credits) then owned by each constituent institution or which would inure to any of them, shall, immediately by operation of law and without any conveyance, transfer, or further action, become the property of the resulting Federal savings association. The resulting Federal savings association shall be deemed to be a continuation of the entity of each constituent institution the rights and obligations of which shall succeed to such rights and obligations and the duties and liabilities connected therewith, subject to the Home Owners' Loan Act and other applicable statutes.

[54 FR 49523, Nov. 30, 1989, as amended at 57 FR 14343, Apr. 20, 1992; 59 FR 44623, Aug. 30, 1994; 71 FR 19811, Apr. 18, 2006]



<http://ecfr.gpoaccess.gov/e/ecfr/graphics/ret-arrow-generic-grey.g>

(a) *Right to demand payment of fair or appraised value.* Except as provided in paragraph (b) of this section, any stockholder of a Federal stock association combining in accordance with 752.13 of this part shall

have the right to demand payment of the fair or appraised value of =
his=20
stock: <I>Provided, </I>That such stockholder has not voted in =
favor of=20
the combination and complies with the provisions of paragraph (c) =
of this=20
section.</P>
<P>(b) <I>Exceptions. </I>No stockholder required to accept only =
qualified=20
consideration for his or her stock shall have the right under this =
section=20
to demand payment of the stock's fair or appraised value, if such =
stock=20
was listed on a national securities exchange or quoted on the =
National=20
Association of Securities Dealers' Automated Quotation System =
(=93NASDAQ=94)=20
on the date of the meeting at which the combination was acted upon =
or=20
stockholder action is not required for a combination made pursuant =
to=20
=A7552.13(h)(2) of this part. =93Qualified consideration=94 means =
cash, shares=20
of stock of any association or corporation which at the effective =
date of=20
the combination will be listed on a national securities exchange =
or quoted=20
on NASDAQ, or any combination of such shares of stock and =
cash.</P>
<P>(c) <I>Procedure </I>=97(1) <I>Notice. </I>Each constituent =
Federal stock=20
association shall notify all stockholders entitled to rights under =
this=20
section, not less than twenty days prior to the meeting at which =
the=20
combination agreement is to be submitted for stockholder approval, =
of the=20
right to demand payment of appraised value of shares, and shall =
include in=20
such notice a copy of this section. Such written notice shall be =
mailed to=20
stockholders of record and may be part of management's proxy =
solicitation=20
for such meeting.</P>
<P>(2) <I>Demand for appraisal and payment. </I>Each stockholder =
electing=20
to make a demand under this section shall deliver to the Federal =
stock=20
association, before voting on the combination, a writing =
identifying=20
himself or herself and stating his or her intention thereby to =
demand=20
appraisal of and payment for his or her shares. Such demand must =
be in=20
addition to and separate from any proxy or vote against the =
combination by=20
the stockholder.</P>
<P>(3) <I>Notification of effective date and written offer. =
</I>Within ten=20
days after the effective date of the combination, the resulting=20
association shall:</P>
<P>(i) Give written notice by mail to stockholders of constituent =
Federal=20
stock associations who have complied with the provisions of =

paragraph=20
(c)(2) of this section and have not voted in favor of the =
combination, of=20
the effective date of the combination;</P>
<P>(ii) Make a written offer to each stockholder to pay for =
dissenting=20
shares at a specified price deemed by the resulting association to =
be the=20
fair value thereof; and</P>
<P>(iii) Inform them that, within sixty days of such date, the =
respective=20
requirements of paragraphs (c)(5) and (c)(6) of this section (set =
out in=20
the notice) must be satisfied.</P>
<P>The notice and offer shall be accompanied by a balance sheet =
and=20
statement of income of the association the shares of which the =
dissenting=20
stockholder holds, for a fiscal year ending not more than sixteen =
months=20
before the date of notice and offer, together with the latest =
available=20
interim financial statements.</P>
<P>(4) <I>Acceptance of offer. </I>If within sixty days of the =
effective=20
date of the combination the fair value is agreed upon between the=20
resulting association and any stockholder who has complied with =
the=20
provisions of paragraph (c)(2) of this section, payment therefor =
shall be=20
made within ninety days of the effective date of the =
combination.</P>
<P>(5) <I>Petition to be filed if offer not accepted. </I>If =
within sixty=20
days of the effective date of the combination the resulting =
association=20
and any stockholder who has complied with the provisions of =
paragraph=20
(c)(2) of this section do not agree as to the fair value, then any =
such=20
stockholder may file a petition with the Office, with a copy by =
registered=20
or certified mail to the resulting association, demanding a =
determination=20
of the fair market value of the stock of all such stockholders. A=20
stockholder entitled to file a petition under this section who =
fails to=20
file such petition within sixty days of the effective date of the=20
combination shall be deemed to have accepted the terms offered =
under the=20
combination.</P>
<P>(6) <I>Stock certificates to be noted. </I>Within sixty days of =
the=20
effective date of the combination, each stockholder demanding =
appraisal=20
and payment under this section shall submit to the transfer agent =
his=20
certificates of stock for notation thereon that an appraisal and =
payment=20
have been demanded with respect to such stock and that appraisal=20
proceedings are pending. Any stockholder who fails to submit his =
or her=20
stock certificates for such notation shall no longer be entitled =
to=20

appraisal rights under this section and shall be deemed to have =
accepted=20
the terms offered under the combination.</P>
<P>(7) <I>Withdrawal of demand. </I>Notwithstanding the foregoing, =
at any=20
time within sixty days after the effective date of the =
combination, any=20
stockholder shall have the right to withdraw his or her demand for =
appraisal and to accept the terms offered upon the =
combination.</P>
<P>(8) <I>Valuation and payment. </I>The Director shall, as he or =
she may=20
elect, either appoint one or more independent persons or direct=20
appropriate staff of the Office to appraise the shares to =
determine their=20
fair market value, as of the effective date of the combination, =
exclusive=20
of any element of value arising from the accomplishment or =
expectation of=20
the combination. Appropriate staff of the Office shall review and =
provide=20
an opinion on appraisals prepared by independent persons as to the =
suitability of the appraisal methodology and the adequacy of the =
analysis=20
and supportive data. The Director after consideration of the =
appraisal=20
report and the advice of the appropriate staff shall, if he or she =
concurs=20
in the valuation of the shares, direct payment by the resulting=20
association of the appraised fair market value of the shares, upon =
surrender of the certificates representing such stock. Payment =
shall be=20
made, together with interest from the effective date of the =
combination,=20
at a rate deemed equitable by the Director.</P>
<P>(9) <I>Costs and expenses. </I>The costs and expenses of any =
proceeding=20
under this section may be apportioned and assessed by the Director =
as he=20
or she may deem equitable against all or some of the parties. In =
making=20
this determination the Director shall consider whether any party =
has acted=20
arbitrarily, vexatiously, or not in good faith in respect to the =
rights=20
provided by this section.</P>
<P>(10) <I>Voting and distribution. </I>Any stockholder who has =
demanded=20
appraisal rights as provided in paragraph (c)(2) of this section =
shall=20
thereafter neither be entitled to vote such stock for any purpose =
nor be=20
entitled to the payment of dividends or other distributions on the =
stock=20
(except dividends or other distribution payable to, or a vote to =
be taken=20
by stockholders of record at a date which is on or prior to, the =
effective=20
date of the combination): <I>Provided, </I>That if any stockholder =
becomes=20
unentitled to appraisal and payment of appraised value with =

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m795nM95nd95nu95n/95oA96oR96oi96oz96pE96pV96pm96p/+NgAAA0w==

-----_NextPart_000_0029_01C86336.C9FD3EA0
Content-Type: image/gif
Content-Transfer-Encoding: base64
Content-Location: http://ecfr.gpoaccess.gov/e/ecfr/graphics/ret-arrow-generic-
grey.gif

R0lGODlhEAAQALMAADMzM/Ly8oCAgExMTMzMzMjMzWmZmZuXl5f///0BAQFLZWYyMjKamptnZ2QAA
AAAAACH5BAUUAAGALAAAAAAQABAAAAQ7EMlJqw3HalTERkcCEN8kAIBSIg2KMqXhAkmwETPqaYIh
AwNf5oMqrCTFIyJ5RAV9C2L08Fn4rLglJQIAOw==

-----_NextPart_000_0029_01C86336.C9FD3EA0
Content-Type: image/gif
Content-Transfer-Encoding: base64
Content-Location: http://www.gpoaccess.gov/images/bg.gif

R0lGODlhGgBSAJEAMwzMzMmf//wAAACH5BAAAAAAALAAAAAAaAFIAAAJXLI+py+0Po5y02ouz
3rz7D4biSjbmiaqbqyrbuC8cJQNf2jef6zvf+DwwKh8Si8YhMKpfMpvMJrcLIgar1is1qt9yu9ws0
i8fksvmMTqvX7Lb7DY/L5+UCADs=

-----_NextPart_000_0029_01C86336.C9FD3EA0
Content-Type: text/css;
charset="iso-8859-1"
Content-Transfer-Encoding: quoted-printable
Content-Location: http://ecfr.gpoaccess.gov/e/ecfr/styles/styles.css

```
.td {  
    FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, sans-serif  
}  
.tr {  
    FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, sans-serif  
}  
.h1 {  
    FONT-WEIGHT: bold; FONT-SIZE: 16px; LINE-HEIGHT: 18pt; FONT-FAMILY: =  
Arial, Helvetica, sans-serif; Arial:=20  
}  
.h2 {  
    PADDING-RIGHT: 0px; PADDING-LEFT: 0px; FONT-WEIGHT: bold; FONT-SIZE: =  
14px; MARGIN-BOTTOM: 0px; PADDING-BOTTOM: 0px; COLOR: #000000; =  
LINE-HEIGHT: normal; PADDING-TOP: 0px; FONT-STYLE: normal; FONT-FAMILY: =
```

```
Arial, Helvetica, sans-serif
}
.h3 {
    FONT-WEIGHT: bold; FONT-SIZE: 12px; MARGIN-BOTTOM: 0px; LINE-HEIGHT: =
normal; FONT-STYLE: normal; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.caption {
    FONT-WEIGHT: bold; FONT-SIZE: 12px; MARGIN-BOTTOM: 0px; LINE-HEIGHT: =
normal; FONT-STYLE: normal; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.footer {
    BACKGROUND-POSITION: center 50%; FONT-SIZE: 10px; FONT-FAMILY: Arial, =
Helvetica, sans-serif; TEXT-ALIGN: center
}
.top {
    FONT-SIZE: 10px; FONT-FAMILY: Arial, Helvetica, sans-serif; TEXT-ALIGN: =
right
}
.tablespaceing {
    PADDING-RIGHT: 5px; PADDING-LEFT: 5px; PADDING-BOTTOM: 5px; =
PADDING-TOP: 10px
}
.fontsmall {
    FONT-SIZE: 11px; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.navigation {
    FONT-SIZE: 10px; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.invisiblelink {
    FONT-SIZE: 10px; COLOR: #ffffff; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TEXT-DECORATION: none
}
A.menubar:link {
    COLOR: blue
}
A.menubar:visited {
    COLOR: purple
}
A.menubar:hover {
    COLOR: #cc3333
}
A.menubar:active {
    COLOR: purple
}
.toplogo {
    FONT-WEIGHT: bold; FONT-SIZE: 14px; MARGIN-BOTTOM: 0px; LINE-HEIGHT: =
normal; FONT-STYLE: normal; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.search {
    FONT-SIZE: 10px; CLIP: ; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.side {
    FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.subparagraph {
    FONT-WEIGHT: normal; FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TOP: -5px
}
.head {
    FONT-WEIGHT: bolder; FONT-SIZE: 18px; FONT-FAMILY: Arial, Helvetica, =
sans-serif
}
.recentupdateslink {
    FONT-WEIGHT: bolder; FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, =
```

```

sans-serif; TEXT-ALIGN: left
}
.updatetitle {
    FONT-WEIGHT: bold; FONT-SIZE: 14px; COLOR: #ff0000; TEXT-INDENT: 5pt; =
FONT-FAMILY: Arial, Helvetica, sans-serif; TEXT-ALIGN: left
}
.updatebodytest {
    BACKGROUND-POSITION: left 50%; FONT-WEIGHT: normal; FONT-SIZE: 12px; =
FONT-STYLE: normal; FONT-FAMILY: Arial, Helvetica, sans-serif; =
TEXT-ALIGN: left; FONT-VARIANT: normal
}
.updatebold {
    BACKGROUND-POSITION: left 50%; FONT-WEIGHT: bold; FONT-SIZE: 12px; =
FONT-STYLE: normal; FONT-FAMILY: Arial, Helvetica, sans-serif; =
TEXT-ALIGN: left
}
.body {
    COLOR: #000000; FONT-FAMILY: Arial, sans-serif; BACKGROUND-COLOR: =
#ffffff
}
.a {
    TEXT-DECORATION: underline
}
.a:link {
    COLOR: blue; BACKGROUND-COLOR: #ffffff
}
.a:visited {
    COLOR: red; BACKGROUND-COLOR: #ffffff
}
.a:active {
    COLOR: #ff0000; BACKGROUND-COLOR: #ffffff
}
.p {
    FONT-WEIGHT: normal; WIDTH: 474px; BACKGROUND-REPEAT: no-repeat; =
FONT-FAMILY: Arial, sans-serif; TEXT-ALIGN: center
}
.title {
    FONT-WEIGHT: bold; FONT-SIZE: 20px; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TEXT-ALIGN: left
}
.subtitle {
    FONT-WEIGHT: bold; FONT-SIZE: 14px; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TEXT-ALIGN: left
}
.mainheader {
    FONT-WEIGHT: bold; FONT-SIZE: 130%
}
.chapter {
    FONT-WEIGHT: bold; FONT-SIZE: 16px; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TEXT-ALIGN: left
}
.subchapter {
    FONT-WEIGHT: bold; FONT-SIZE: 14px; FONT-FAMILY: Arial, Helvetica, =
sans-serif; TEXT-ALIGN: left
}
.part {
    FONT-WEIGHT: bold; FONT-SIZE: 100%
}
.subpart {
    FONT-SIZE: 90%; COLOR: blue; BACKGROUND-COLOR: #ffffff
}
.nopart {
    COLOR: green; BACKGROUND-COLOR: #ffffff
}
}

```

```
.reserved {
    COLOR: red; BACKGROUND-COLOR: #ffffff
}
.menu {
    FONT-SIZE: 12px; FONT-FAMILY: Arial, Helvetica, sans-serif
}
.hilite {
    FONT-WEIGHT: bold; COLOR: #cc0000
}

-----=_NextPart_000_0029_01C86336.C9FD3EA0
Content-Type: text/css;
    charset="iso-8859-1"
Content-Transfer-Encoding: 7bit
Content-Location: http://ecfr.gpoaccess.gov/e/ecfr/styles/print.css

#topnav {
    DISPLAY: none
}
#leftnav {
    DISPLAY: none
}
.tablespaceing {
    PADDING-LEFT: 0px
}

-----=_NextPart_000_0029_01C86336.C9FD3EA0--
```