

*** DRAFT - NOT YET FILED ***

1301:12-4-05

Conversion to savings bank charter.

- (A) Applications for the conversion to a savings bank organized and chartered under the laws of this state shall be filed with the division of financial institutions in accordance with section 1161.63 or 1161.631 of the Revised Code, and this rule.
- (B) In addition to the requirements of section 1161.63 or 1161.631 of the Revised Code, the application shall contain:
- (1) A copy of the proposed amendments to the applicant's articles of incorporation;
 - (2) A copy of the constitution and bylaws proposed to be adopted or amended by the applicant;
 - (3) A plan of conversion including:
 - (a) An updated business plan detailing the applicant's intention with regard to operating practices, a projected budget, management policies and compensation, lending policies, the payment of dividends and interest, a list of the services currently offered by the applicant and any services to be added or deleted as a result of the charter conversion, and any other information regarding the prudent operation of a savings bank;
 - (b) Details as to how the applicant plans to comply with the laws pertaining to savings banks that differ from the laws formerly governing the applicant; and
 - (c) A description of the estimated expenses and financial impact of the conversion.
 - (4) Copies of the applicant's annual audit reports and report of income and condition for the last three calendar years;
 - (5) A comprehensive statement of the applicant's record of helping to meet the credit needs of its entire community, including low- and moderate-income neighborhoods for the last three calendar years;
 - (6) The names, addresses, experience, and general character of the applicant's officers, directors, and controlling persons;

- (7) A comprehensive description of the applicant's corporate structure including authorized and outstanding capital, holding companies, subsidiaries, service corporations, and affiliates;
 - (8) A description of the services rendered by the applicant's holding companies, subsidiaries, service corporations, and affiliates;
 - (9) A balance sheet for each holding company, subsidiary, service corporation, and affiliate;
 - (10) The locations of the applicant's branches;
 - (11) Information regarding any supervisory or enforcement actions taken by regulators within the last three calendar years;
 - (12) A copy of the most recent regulatory report(s) of examination;
 - (13) Evidence of all applicable federal regulatory approvals; and
 - (14) Such other information as the superintendent, in his discretion, may request.
- (C) Notwithstanding paragraph (B) of this rule, the applicant may request permission to file an abbreviated application to convert to a savings bank. The abbreviated application shall contain such information as the superintendent, in his discretion, may require. In order to make a determination as to whether an applicant shall be permitted to file an abbreviated application, the superintendent may consider, among other things, the availability from alternative sources of the information required in paragraph (B) of this rule.
- (D) Prior to approving the application for charter conversion, the superintendent shall make such inquiry as is necessary to determine whether the applicant will be able to commence operations as a savings bank established and operated under the provisions of Chapters 1161. to 1165. of the Revised Code.
- (1) In order to determine the applicant's overall condition with regard to safety and soundness, the superintendent may conduct an entrance examination of the affairs of an applicant prior to approving the application for charter conversion. To the extent that the superintendent conducts an entrance examination, he may charge the applicant nonrefundable examination expenses in an amount no greater than two thousand five hundred dollars.

(2) The superintendent, in his discretion, may waive any requirement of this rule.

(E) If the applicant for conversion to a savings bank is a state chartered bank regulated by the Ohio division of banks, the applicant shall file a notice with the division of banks of its intent to convert to a savings bank. Such notice shall be filed at the time the applicant files its application with the division of savings banks.

Five Year Review (FYR) Dates:

Certification

Date

Promulgated Under: 119.03
Statutory Authority: 1163.24
Rule Amplifies: 1163.13, 1161.63, 1161.631
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