Comptroller of the Currency, Treasury

§ 5.48 Voluntary liquidation.

(a) Authority. 12 U.S.C. 93a, 181, and 182.

(b) Licensing requirements. A national bank considering going into voluntary liquidation shall notify the OCC. The bank shall also file a notice with the OCC once a liquidation plan is definite.

(c) Exceptions to rules of general applicability. Sections 5.8, 5.10, and 5.11 do not apply to a voluntary liquidation.

(d) Standards. A national bank may liquidate in accordance with the terms of 12 U.S.C. 181 and 182.

(e) Procedure—(1) Notice of voluntary liquidation. When the shareholders of a solvent national bank have voted to voluntarily liquidate, the bank shall file a notice with the appropriate district office and publish public notice in accordance with 12 U.S.C. 182.

(2) Report of condition. The liquidating bank shall submit reports of the condition of its commercial, trust, and other departments to the appropriate district office by filing the quarterly Consolidated Reports of Condition and Income (Call Reports).

(3) Report of progress. The liquidating agent or committee shall submit a “Report of Progress of Liquidation” annually to the appropriate district office until the liquidation is complete.

(f) Expedited liquidations in connection with acquisitions—(1) General. When an acquiring depository institution in a business combination purchases all the assets, and assumes all the liabilities, including contingent liabilities, of a target national bank, the acquiring depository institution may dissolve the target national bank immediately after the combination. However, if any liabilities will remain in the target national bank, then the standard liquidation procedures apply.

(2) Procedure. After its shareholders have voted to liquidate and the national bank has notified the appropriate district office of its plans, the bank may surrender its charter and dissolve immediately, if:

(i) The acquiring depository institution certifies to the OCC that it has purchased all the assets and assumed all the liabilities, including contingent liabilities, of the national bank in liquidation; and

(ii) The acquiring depository institution and the national bank in liquidation have published notice that the bank will dissolve after the purchase and assumption required under the Bank Merger Act, 12 U.S.C. 1828(c).

(g) National bank as acquiror. If another national bank plans to acquire a national bank in liquidation through merger or through the purchase of the assets and the assumption of the liabilities of the bank in liquidation, the acquiring bank shall comply with the Bank Merger Act, 12 U.S.C. 1828(c), and §5.33.