

the same periods for which audited consolidated financial statements are required. The financial information required need not be presented in greater detail than is required for a condensed statement by 17 CFR 210.10–01(a) (2), (3), (4). Detailed footnote disclosure which would normally be included with complete financial statements may be omitted with the exception of disclosure regarding material contingencies, long-term obligations, and guarantees. Description of significant provisions of the association's long-term obligations, mandatory dividend, or redemption requirements of redeemable stocks, and guarantees of the association shall be provided along with a 5-year schedule of maturities of debt. If the material contingencies, long-term obligations, redeemable stock requirements, and guarantees of the association have been separately disclosed in the consolidated statements, they need not be repeated in this schedule.

(b) Disclose separately the amount of cash dividends paid to the association for each of the last three fiscal years by consolidated subsidiaries, unconsolidated subsidiaries, and 50-percent- or less-owned persons accounted for by the equity method, respectively.

PART 194—SECURITIES OF FEDERAL SAVINGS ASSOCIATIONS

Subpart A—Regulations

Sec.

194.1 Requirements under certain sections of the Securities Exchange Act of 1934.

194.2 [Reserved]

194.3 Liability for certain statements by Federal savings associations.

194.210 Form and content of financial statements.

Subpart B—Interpretations

194.801 Application of this subpart.

194.802 Description of business.

AUTHORITY: 12 U.S.C. 1462a, 1463, 1464, 5412(b)(2)(B); 15 U.S.C. 78c(b), 78l, 78m, 78w, 78d–1.

SOURCE: 76 FR 49178, Aug. 9, 2011, unless otherwise noted.

Subpart A—Regulations

§ 194.1 Requirements under certain sections of the Securities Exchange Act of 1934.

In respect to any securities issued by Federal savings associations, the powers, functions, and duties vested in the Securities and Exchange Commission (the “Commission”) to administer and

enforce sections 10A(m), 12, 13, 14(a), 14(c), 14(d), 14(f), and 16 of the Securities Exchange Act of 1934, as amended, (the “Act”); and sections 302, 303, 304, 306, 401(b), 404, 406, and 407 of the Sarbanes-Oxley Act of 2002 (codified at 15 U.S.C. 7241, 7242, 7243, 7244, 7261, 7262, 7264, and 7265) are vested in the OCC. The rules, regulations and forms prescribed by the Commission pursuant to those sections or applicable in connection with obligations imposed by those sections, shall apply to securities issued by Federal savings associations, except as otherwise provided in this part. The term “Securities and Exchange Commission” or “Commission” as used in those rules and regulations shall, with respect to securities issued by Federal savings associations, be deemed to refer to the OCC unless the context otherwise requires. All filings with respect to securities issued by Federal savings associations required by those rules and regulations to be made with the Commission shall be made with the OCC's Securities and Corporate Practices Division. Except to the extent otherwise specifically provided by the OCC in the application fee schedule published in the Thrift Bulletin pursuant to 12 CFR part 102, all filing fees specified by the Commission's rules shall be paid to the OCC. If, after the OCC reviews a Form 10-K, Form 10-Q, Schedule 13D or Schedule 13G and determines that the filing is materially deficient such that the OCC requires that an amendment be filed to correct the deficiency, then, upon the filing of the amendment to the Form 10-K, Form 10-Q, Schedule 13D or Schedule 13G, as the case may be, the filer shall pay an additional filing fee to the OCC, in the amount specified by the OCC.

§ 194.2 [Reserved]

§ 194.3 Liability for certain statements by Federal savings associations.

This section replaces adherence to 17 CFR 240.3b–6 and applies as follows:

(a) A statement within the coverage of paragraph (b) of this section which is made by or on behalf of an issuer or by an outside reviewer retained by the issuer shall be deemed not to be a fraudulent statement (as defined in

paragraph (d) of this section), unless it is shown that such statement was made or reaffirmed without a reasonable basis or was disclosed other than in good faith.

(b) This section applies to the following statements:

(1) A forward-looking statement (as defined in paragraph (c) of this section) made in a proxy statement or offering circular filed with the OCC under part 192 of this chapter; in a registration statement filed with the OCC under the Act on Form 10 (17 CFR 249.210); in part I of a quarterly report filed with the OCC on Form 10-Q (17 CFR 249.308a); in an annual report to shareholders meeting the requirements of §194.1 of this part, particularly 17 CFR 240.14a-3 (b) and (c) or 17 CFR 240.14c-3 (a) and (b) under the Act; in a statement reaffirming such forward-looking statement subsequent to the date the document was filed or the annual report was made publicly available; or a forward-looking statement made prior to the date the document was filed or the date the annual report was made publicly available if such statement is reaffirmed in a filed document or annual report made publicly available within a reasonable time after the making of such forward-looking statement: *Provided*, That

(i) At the time such statements are made or reaffirmed, either:

(A) The issuer is subject to the reporting requirements of section 13(a) or 15(d) of the Act and has complied with the requirements of 17 CFR 240.13a-1 or 240.15d-1 thereunder, if applicable, to file its most recent annual report on Form 10-K; or

(B) If the issuer is not subject to the reporting requirements of section 13(a) or 15(d) of the Act, the statements are made either in a registration statement filed under part 197 of this chapter or pursuant to section 12 (b) or (g) of the Act, or in a proxy statement or offering circular filed with the OCC under part 192 of this chapter if such statements are reaffirmed in a registration statement under the Act on Form 10, filed with the OCC within 180 days of the Federal savings association's conversion, and

(ii) The statements are not made by or on behalf of an issuer that is an in-

vestment company registered under the Investment Company Act of 1940;

(2) Information relating to the effects of changing prices on the business enterprise presented voluntarily or pursuant to item 303 of Regulation S-K (17 CFR 229.303), management's discussion and analysis of financial condition and results of operations, or item 302 of Regulation S-K (17 CFR 229.302), supplementary financial information, and disclosed in a document filed with the OCC or in an annual report to shareholders meeting the requirements of 17 CFR 240.14a-3 (b) and (c) or 17 CFR 240.14c-3 (a) and (b) under the Act: *Provided*, That such information included in a proxy statement or offering circular filed pursuant to part 192 of this chapter shall be reaffirmed in a registration statement under the Act on Form 10 filed with the OCC within 180 days of the association's conversion.

(c) For purposes of this section, the term "forward-looking statement" shall mean and shall be limited to:

(1) A statement containing a projection of revenues, income (loss), earnings (loss) per share, capital expenditures, dividends, capital structure, or other financial items;

(2) A statement of management's plans and objectives for future operations;

(3) A statement of future economic performance contained in management's discussion and analysis of financial condition and results of operations pursuant to item 303 of Regulation S-K; or

(4) A statement of the assumptions underlying or relating to any of the statements described in paragraph (c)(1), (c)(2), or (c)(3) of this section.

(d) For purposes of this section, the term "fraudulent statement" shall mean a statement which is an untrue statement of a material fact, a statement false or misleading with respect to any material fact, an omission to state a material fact necessary to make a statement not misleading, or which constitutes the employment of a manipulative, deceptive, or fraudulent device, contrivance, scheme, transaction, act, practice, course of business, or an artifice to defraud, as those terms are used in the Securities Act of

§ 194.210

1933 or the rules or regulations promulgated thereunder.

§ 194.210 Form and content of financial statements.

The financial statements required to be contained in filings with the OCC under the Act are as set out in the applicable form and Regulation S-X, 17 CFR part 210. Those financial statements, however, shall conform as to form and content to the requirements of § 193.1 of this chapter.

Subpart B—Interpretations

§ 194.801 Application of this subpart.

This subpart contains interpretations pertaining to the requirements of the Act and the rules and regulations thereunder as applied to Federal savings associations by the OCC.

§ 194.802 Description of business.

(a) This section applies to the description-of-business portion of:

(1) Registration statements filed on Form 10 (item 1) (17 CFR 249.210),

(2) Proxy and information statements relating to mergers, consolidations, acquisitions, and similar matters (item 14 of Schedule 14A and item 1 of Schedule 14C) (17 CFR 240.14a-101 and 240.14c-101), and

(3) Annual reports filed on Form 10-K (item 7) (17 CFR 249.310).

(b) The description of business should conform to the description of business required by item 7 of Form PS under part 192 of this chapter.

(c) No repetitive disclosure is required by virtue of similar requirements in item 7 of Form PS and items 301 and 303 of Regulation S-K (17 CFR 229.301, 303). However, there should be included appropriate disclosure which arises by virtue of the registrant being a stock Federal savings association. For example, the table regarding return on equity and assets, item 7(d)(5), should include a line item for “dividend payout ratio (dividends declared per share divided by net income per share).”

12 CFR Ch. I (1-1-12 Edition)

PART 195—COMMUNITY REINVESTMENT

Subpart A—General

Sec.

195.11 Authority, purposes, and scope.

195.12 Definitions.

Subpart B—Standards for Assessing Performance

195.21 Performance tests, standards, and ratings, in general.

195.22 Lending test.

195.23 Investment test.

195.24 Service test.

195.25 Community development test for wholesale or limited purpose savings associations.

195.26 Small savings association performance standards.

195.27 Strategic plan.

195.28 Assigned ratings.

195.29 Effect of CRA performance on applications.

Subpart C—Records, Reporting, and Disclosure Requirements

195.41 Assessment area delineation.

195.42 Data collection, reporting, and disclosure.

195.43 Content and availability of public file.

195.44 Public notice by savings associations.

195.45 Publication of planned examination schedule.

APPENDIX A TO PART 195—RATINGS

APPENDIX B TO PART 195—CRA NOTICE

AUTHORITY: 12 U.S.C. 1462a, 1463, 1464, 1814, 1816, 1828(c), 2901 through 2908, 5412(b)(2)(B).

SOURCE: 76 FR 49179, Aug. 9, 2011, unless otherwise noted.

Subpart A—General

§ 195.11 Authority, purposes, and scope.

(a) *Authority.* This part is issued under the Community Reinvestment Act of 1977 (CRA), as amended (12 U.S.C. 2901 *et seq.*); section 5, as amended, and sections 3, and 4, as added, of the Home Owners' Loan Act of 1933 (12 U.S.C. 1462a, 1463, and 1464); and sections 4, 6, and 18(c), as amended of the Federal Deposit Insurance Act (12 U.S.C. 1814, 1816, 1828(c)).

(b) *Purposes.* In enacting the CRA, the Congress required each appropriate Federal financial supervisory agency to assess an institution's record of