

## § 238.1

- 238.5 Audit of savings association holding companies.
- 238.6 Penalties for violations.
- 238.7 Tying restriction exception.
- 238.8 Safe and sound operations.

### Subpart B—Acquisitions of Savings Association Securities or Assets

- 238.11 Transactions requiring Board approval.
- 238.12 Transactions not requiring Board approval.
- 238.13 Prohibited acquisitions.
- 238.14 Procedural requirements.
- 238.15 Factors considered in acting on applications.

### Subpart C—Control Proceedings

- 238.21 Control proceedings.

### Subpart D—Change in Bank Control

- 238.31 Transactions requiring prior notice.
- 238.32 Transactions not requiring prior notice.
- 238.33 Procedures for filing, processing, publishing, and acting on notices.

### Subpart E—Qualified Stock Issuances

- 238.41 Qualified stock issuances by undercapitalized savings associations or holding companies.

### Subpart F—Savings and Loan Holding Company Activities and Acquisitions

- 238.51 Prohibited activities.
- 238.52 Exempt savings and loan holding companies and grandfathered activities.
- 238.53 Prescribed services and activities of savings and loan holding companies.
- 238.54 Permissible bank holding company activities of savings and loan holding companies.

### Subpart G—Financial Holding Company Activities

- 238.61 Scope.
- 238.62 Definitions.
- 238.63 Requirements to engage in financial holding company activities.
- 238.64 Election required.
- 238.65 Election procedures.
- 238.66 Ongoing requirements.

### Subpart H—Notice of Change of Director or Senior Executive Officer

- 238.71 Purpose.
- 238.72 Definitions.
- 238.73 Prior notice requirements.
- 238.74 Filing and processing procedures.
- 238.75 Standards for review.
- 238.76 Waiting period.

## 12 CFR Ch. II (1–1–12 Edition)

- 238.77 Waiver of prior notice requirement.

### Subpart I—Prohibited Service at Savings and Loan Holding Companies

- 238.81 Purpose.
- 238.82 Definitions.
- 238.83 Prohibited actions.
- 238.84 Covered convictions or agreements to enter into pre-trial diversions or similar programs.
- 238.85 Adjudications and offenses not covered.
- 238.86 Exemptions.
- 238.87 Filing procedures.
- 238.88 Factors for review.
- 238.89 Board action.
- 239.90 Hearings.

### Subpart J—Management Official Interlocks

- 238.91 Authority, purpose, and scope.
- 238.92 Definitions.
- 238.93 Prohibitions.
- 238.94 Interlocking relationships permitted by statute.
- 238.95 Small market share exemption.
- 238.96 General exemption.
- 238.97 Change in circumstances.
- 238.98 Enforcement.
- 238.99 Interlocking relationships permitted pursuant to Federal Deposit Insurance Act.

### Subpart K—Dividends by Subsidiary Savings Associations

- 238.101 Authority and purpose.
- 238.102 Definitions.
- 238.103 Filing requirement.
- 238.104 Board action and criteria for review.

### Subpart L—Investigative Proceedings and Formal Examination Proceedings

- 238.111 Scope.
- 238.112 Definitions.
- 238.113 Confidentiality of proceedings.
- 238.114 Transcripts.
- 238.115 Rights of witnesses.
- 238.116 Obstruction of proceedings.
- 238.117 Subpoenas.

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### Subpart A—General Provisions

#### § 238.1 Authority, purpose and scope.

(a) *Authority.* This part is issued by the Board of Governors of the Federal Reserve System (*Board*) under section 10(g) of the Home Owners' Loan Act

## Federal Reserve System

## § 238.2

(HOLA); section 7(j)(13) of the Federal Deposit Insurance Act, as amended by the Change in Bank Control Act of 1978 (12 U.S.C. 1817(j)(13)) (*Bank Control Act*); sections 8(b), 19 and 32 of the Federal Deposit Insurance Act (12 U.S.C. 1818(b), 1829, and 1831i); and section 914 of the Financial Institutions Reform, Recovery and Enforcement Act of 1989 (12 U.S.C. 1831i) and the Depository Institution Management Interlocks Act (12 U.S.C. 3201 *et seq.*).

(b) *Purpose.* The principal purposes of this part are to:

(1) Regulate the acquisition of control of savings associations by companies and individuals;

(2) Define and regulate the activities in which savings and loan holding companies may engage;

(3) Set forth the procedures for securing approval for these transactions and activities; and

(4) Set forth the procedures under which directors and executive officers may be appointed or employed by savings and loan holding companies in certain circumstances.

### § 238.2 Definitions.

As used in this part and in the forms under this part, the following definitions apply, unless the context otherwise requires:

(a) *Affiliate* means any person or company which controls, is controlled by or is under common control with a person, savings association or company.

(b) *Bank* means any national bank, state bank, state-chartered savings bank, cooperative bank, or industrial bank, the deposits of which are insured by the Deposit Insurance Fund.

(c) *Bank holding company* has the meaning found in the Board's Regulation Y (12 CFR 225.2(c)).

(d) *Company* means any corporation, partnership, trust, association, joint venture, pool, syndicate, unincorporated organization, joint-stock company or similar organization, as defined in paragraph (o) of this section; but a company does not include:

(1) The Federal Deposit Insurance Corporation, the Resolution Trust Corporation, or any Federal Home Loan Bank, or

(2) Any company the majority of shares of which is owned by:

(i) The United States or any State,

(ii) An officer of the United States or any State in his or her official capacity, or

(iii) An instrumentality of the United States or any State.

(e) A person shall be deemed to have control of:

(1) A savings association if the person directly or indirectly or acting in concert with one or more other persons, or through one or more subsidiaries, owns, controls, or holds with power to vote, or holds proxies representing, more than 25 percent of the voting shares of such savings association, or controls in any manner the election of a majority of the directors of such association;

(2) Any other company if the person directly or indirectly or acting in concert with one or more other persons, or through one or more subsidiaries, owns, controls, or holds with power to vote, or holds proxies representing, more than 25 percent of the voting shares or rights of such other company, or controls in any manner the election or appointment of a majority of the directors or trustees of such other company, or is a general partner in or has contributed more than 25 percent of the capital of such other company;

(3) A trust if the person is a trustee thereof; or

(4) A savings association or any other company if the Board determines, after reasonable notice and opportunity for hearing, that such person directly or indirectly exercises a controlling influence over the management or policies of such association or other company.

(f) *Director* means any director of a corporation or any individual who performs similar functions in respect of any company, including a trustee under a trust.

(g) *Management official* means any president, chief executive officer, chief operating officer, vice president, director, partner, or trustee, or any other person who performs or has a representative or nominee performing similar policymaking functions, including executive officers of principal business units or divisions or subsidiaries who perform policymaking functions, for a savings association or a company, whether or not incorporated.