

Chapter 715

1985 REPLACEMENT PART

Companies Controlling Banks

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CROSS REFERENCES

- Administration of banking laws generally, Ch. 706
- Banking institution property insurance requirements, limitation, 746.185 to 746.211
- Effect of invalidity of chapter 37, Oregon Laws 1983, 1983 c.37 §37
- Examination manager, 705.150
- Examiners, appointment, 705.160

715.010 Definitions. As used in this chapter:

(1) "Bank" means any company that accepts deposits in Oregon that are insured under the provisions of the Federal Deposit Insurance Act, as amended, 12 U.S.C. 1811, et seq., provided, however, that the term "bank" shall not include a company engaged solely in the trust business, all or substantially all of the deposits of which are in trust funds and are received in a bona fide fiduciary capacity.

(2) "Bank holding company" means any company that is a bank holding company under the provisions of the federal Bank Holding Company Act of 1956, as amended, 12 U.S.C. 1841, et seq.

(3) "Company" means an entity that is a company under the federal Bank Holding Company Act of 1956, as amended, 12 U.S.C. 1841, et seq. [Amended by 1973 c 797 §336; 1977 c.135 §27; 1979 c.88 §15; 1983 c.296 §9, 1985 c.12 §8]

715.015 Approval required to become bank holding company of bank organized under Oregon laws. (1) If a company proposes to become the bank holding company of a bank chartered under the laws of this state, the company shall apply to the supervisor for a certificate of approval. The application shall contain the name and address of the company and any other information required by the supervisor to make a determination under this section.

(2) The supervisor shall issue the certificate of approval only if the supervisor finds that:

(a) The directors and officers of the company that will control the management and affairs of the bank chartered under the laws of this state if the change of control takes place are qualified by character, experience and financial responsibility to control and operate the bank in a legal and proper manner;

(b) The interests of the stockholders, depositors and creditors of the bank chartered under the laws of this state and the public generally will not be jeopardized by the proposed change in ownership and management;

(c) The transfer is not disapproved under ORS 706.690;

(d) The proposed change in management and ownership will not result in a monopoly or be in furtherance of any combination or conspiracy to monopolize or to attempt to monopolize the business of banking in the relevant financial market served by the bank to be acquired; and

(e) The proposed change in ownership and management will not substantially lessen com-

petition or tend to create a monopoly or in any other manner be a restraint of trade in the relevant financial market served by the bank to be acquired, unless the anticompetitive effects of the proposed transaction are clearly outweighed in the public interest by the probable benefits of the transaction in meeting the convenience and needs of the relevant financial market to be served.

(3) The supervisor may disapprove an application for a certificate of approval under this section if any of the reasons stated in ORS 707.145 apply to the proposed new bank holding company.

(4) A director or officer of a bank chartered under the laws of this state, a transfer agent, vendee or vendor who has reason to believe that a transfer of stock will make the transferee the bank holding company of a bank chartered under the laws of this state, shall immediately notify the supervisor of the transfer. The transfer of stock shall not be effective or be entered upon the books of the bank until the certificate of approval of the transfer is issued. [1973 c 797 §337; 1975 c.544 §41, 1977 c.135 §28, 1979 c.88 §16, 1985 c.12 §9; 1985 c 786 §44]

715.020 [Repealed by 1973 c 797 §428]

715.025 Limitations on control of banks by bank holding companies and by other companies; "control" defined. (1) No bank holding company shall control a bank as defined in ORS 715.010 unless the bank is also a bank as defined in section 2 (c) of the federal Bank Holding Company Act of 1956, as amended, 12 U.S.C. 1841 (c).

(2) No company that is not a bank holding company shall control a bank.

(3) As used in this section, "control" means:

(a) Having the direct or indirect ownership, control of or power to vote 25 percent or more of any class of voting stock of the bank;

(b) Having control in any manner over the election of a majority of the directors or trustees of the bank; or

(c) Exerting in any other manner what the supervisor finds constitutes a controlling influence over the management or policies of the bank. [1973 c 797 §338; 1985 c.12 §10]

715.030 [Repealed by 1973 c 797 §428]

715.035 Restrictions on loans to holding company or company controlled thereby. (1) A bank may loan its funds to the bank holding company controlling the bank, a company controlled by the bank holding company or an officer, director or employe of the

bank holding company or a company controlled by the bank holding company if:

(a) The loan to the bank holding company, or the company controlled by the bank holding company is adequately secured by collateral other than stock or evidences of indebtedness of the bank holding company or the company controlled by the bank holding company.

(b) The combined obligations of the bank holding company, companies controlled by the bank holding company and the officers and employes of the bank holding company and companies controlled by the bank holding company do not exceed 50 percent of the bank's paid-up capital and surplus.

(c) The obligations of any officer or employe of the bank holding company or companies controlled by the bank holding company do not exceed five percent of the paid-up capital and surplus of the bank.

(d) The obligations of any officer, who is actively engaged in the management of the bank holding company or a company controlled by the bank holding company, or of any of the employes of a bank holding company or the companies controlled by the bank holding company in excess of \$10,000 in the aggregate are fully secured by good collateral.

(2) Officers and employes of the bank controlled by a bank holding company shall not be included in determining the limitations of paragraphs (b), (c) and (d) of subsection (1) of this section unless the officer or employe of the bank is also serving as an officer or employe of the bank holding company controlling the bank or a company controlled by the bank holding company.

(3) All loans made as provided in subsection (1) of this section shall be reported by the officers of the bank to:

(a) The board of directors at its next regular meeting after the making of the loan; and

(b) The supervisor at such times as the supervisor prescribes. [1973 c.797 §339; 1977 c.135 §29; 1983 c.37 §24, 1985 c.786 §45]

715.040 [Repealed by 1973 c.797 §428]

715.045 Examination of books; payment of costs of examination. (1) The supervisor may examine the books, accounts, records and files of a bank holding company when the supervisor considers it necessary to evaluate the relationship between a bank and the bank holding company.

(2) The bank holding company examined shall pay to the supervisor the actual cost of the examination. [1973 c.797 §340]

715.050 [Repealed by 1973 c.797 §428]

715.055 Reports of condition; penalty for failure to submit. (1) A bank holding company shall submit to the supervisor a report of the condition of the bank holding company within 90 days after close of the fiscal year for the bank holding company.

(2) The bank holding company shall include in the report of condition information which the supervisor considers necessary to disclose fully the relations between the bank holding company and the bank it controls.

(3) The supervisor may call for reports of condition from a bank holding company, in such form as the supervisor may prescribe, if the supervisor considers it necessary in order to obtain a full knowledge of the condition of the bank which the bank holding company controls. The bank holding company shall submit the report to the supervisor within 45 days after receiving the call from the supervisor.

(4) A bank holding company may in lieu of all the reports called for in this section, submit to the supervisor a copy of the report furnished by the holding company to the Federal Reserve Bank under the provisions of Regulation Y of the Board of Governors of the Federal Reserve System and any additional information the supervisor may require.

(5) If a bank holding company fails to submit a report of condition as required by this section, the bank holding company shall pay to the supervisor a penalty of \$100 for each day it fails to comply. If the bank holding company delays or refuses to pay the penalty upon demand by the supervisor, the supervisor may maintain an action in the supervisor's name against the delinquent bank holding company for the recovery of the penalty. [1973 c.797 §341]

715.065 Authority of out-of-state institution to acquire bank, bank holding company; status of acquired bank. (1) On or after July 1, 1986, an out-of-state banking institution may acquire:

(a) All or portions of the capital stock of a bank that has been engaged in the business of banking for a period of not less than three years prior to the effective date of the acquisition, or all or portions of the capital stock of the bank holding company of any such bank.

(b) All or portions of the capital stock of an institution organized under ORS 707.029 that has merged with or acquired all or portions of the capital stock of or all or portions of the assets and liabilities of:

(A) A bank that has been engaged in the business of banking for a period of not less than three years prior to the effective date of the acquisition; or

(B) The bank holding company of a bank that has been engaged in the business of banking for a period of not less than three years prior to the effective date of the acquisition.

(2) An out-of-state banking institution that proposes to make an acquisition under subsection (1) of this section of a bank chartered under the laws of this state or of the bank holding company of a bank chartered under the laws of this state shall file an application for a certificate of approval with the supervisor under ORS 715.015, and the provisions of that section shall be applicable to the application.

(3) Any out-of-state banking institution that makes an acquisition of a bank chartered under the laws of this state or of the bank holding company of such a bank, either under section 5, chapter 12, Oregon Laws 1985, or under subsection (1) of this section shall comply with all orders, instructions, limitations, restrictions and other directives issued by the supervisor in connection with the approval of the application for acquisition.

(4) A bank chartered under the laws of this state that has been acquired by an out-of-state banking institution under subsection (1) of this section shall be a bank, shall comply with the provisions of the Bank Act and shall be subject to the jurisdiction of the supervisor. The bank shall have all the rights, powers and privileges that it had prior to such acquisition. [1985 c.12 §12]

Note: 715.065 becomes operative on July 1, 1986. See section 19, chapter 12, Oregon Laws 1985

715.070 Prohibition against control of bank by company other than in-state or out-of-state institution; exceptions. (1) Except as provided in this section, no company other than an in-state banking institution or an out-of-state banking institution shall acquire control over any bank.

(2) In the case of a bank in danger of failing that on or before March 12, 1985, has applied for assistance or joined in an application for assistance from the Federal Deposit Insurance Corporation, or in the case of a bank that was a bank in danger of failing, that applied for assistance or joined in an application for assistance from the Federal Deposit Insurance Corporation prior to March 12, 1985, and that was directly or indirectly acquired by an out-of-state banking institution under section 5, chapter

12, Oregon Laws 1985, a state chartered bank, national bank or bank holding company that is organized under the laws of or has its principal place of business in a state other than Alaska, Arizona, California, Hawaii, Idaho, Nevada, Utah or Washington may acquire and retain control over the bank by acquiring all or part of the capital stock of, or acquiring the assets and assuming the liabilities of, or merging with any out-of-state banking institution that has:

(a) Acquired or proposes to acquire stock of the bank that is or was a bank in danger of failing; or

(b) Acquired or proposes to acquire stock of a corporation organized under ORS 707.029, which corporation in turn has acquired or proposes to acquire stock of or assets and liabilities of, or has merged with or proposes to merge with the bank which is or was a bank in danger of failing. [1985 c.12 §13]

715.090 Authority of bank holding company to share information concerning customers with controlled company. (1) A bank holding company may share financial and credit information concerning its customers with any company of which it directly or indirectly controls 50 percent or more of the voting shares. Any company so controlled by a bank holding company may share information concerning its customers with the bank holding company and with any other company so controlled by the same bank holding company. This section shall not be construed as otherwise permitting or limiting the sharing or disclosure of information.

(2) For purposes of this section, "customers" includes but is not limited to depositors, borrowers, credit card holders, lessees, purchasers under contracts and applicants for credit. [1985 c.357 §2]

715.100 Severability; construction of statutes governing acquisitions. If the restriction of acquisitions under section 5, chapter 12, Oregon Laws 1985, or ORS 715.065 to out-of-state banking institutions as defined in ORS 706.005 should be held invalid by a final decree of a court of competent jurisdiction, then this section and ORS 706.005, 706.690, 707.029, 714.060, 715.010 to 715.025, 715.065, 715.070 and 716.920 and sections 5, 6 and 16, chapter 12, Oregon Laws 1985, shall be construed to permit acquisitions under section 5, chapter 12, Oregon Laws 1985, or ORS 715.065 by any bank organized under the laws of any of the United States or any national bank or bank holding company that has its principal place of business in any of the United States. [1985 c.12 §17]

Note: 715.100 was enacted into law by the Legislative Assembly but was not added to or made a part of ORS chapter 715 or any series therein by legislative action. See Preface to Oregon Revised Statutes for further explanation.

715.910 Civil penalties. Any person who violates ORS 715.035 shall forfeit and pay to the State Treasurer to be deposited in the Financial Institutions Division Account a civil penalty in

an amount determined by the supervisor of not more than \$2,500 for individuals and \$50,000 for institutions. The civil penalty may be recovered as provided in ORS 706.980. [1975 c.544 §43]

715.990 [Amended by 1973 c.797 §342; repealed by 1975 c.544 §62]