

board of directors, or a committee of directors or executive officers designated by the board of directors to receive notice.

(ii) *Suspect is a director or executive officer.* If the savings association or service corporation files a SAR pursuant to this paragraph (d) and the suspect is a director or executive officer, the savings association or service corporation may not notify the suspect, pursuant to 31 U.S.C. 5318(g)(2), but shall notify all directors who are not suspects.

(10) *Compliance.* Failure to file a SAR in accordance with this section and the instructions may subject the savings association or service corporation, its directors, officers, employees, agents, or other institution-affiliated parties to supervisory action.

(11) *Obtaining SARs.* A savings association or service corporation may obtain SARs and the instructions from the appropriate OTS Regional Office listed in 12 CFR 516.1(b).

(12) *Confidentiality of SARs.* SARs are confidential. Any institution or person subpoenaed or otherwise requested to disclose a SAR or the information contained in a SAR shall decline to produce the SAR or to provide any information that would disclose that a SAR has been prepared or filed, citing this paragraph (d), applicable law (e.g., 31 U.S.C. 5318(g)), or both, and shall notify the OTS.

(13) *Safe harbor.* The safe harbor provision of 31 U.S.C. 5318(g), which exempts any financial institution that makes a disclosure of any possible violation of law or regulation from liability under any law or regulation of the United States, or any constitution, law or regulation of any state or political subdivision, covers all reports of suspected or known criminal violations and suspicious activities to law enforcement and financial institution supervisory authorities, including supporting documentation, regardless of whether such reports are filed pursuant to this paragraph (d), or are filed on a voluntary basis.

(e) *Adjustable-rate mortgage indices—*
(1) *Reporting obligation.* Upon the request of a Federal Home Loan Bank, all savings associations within the jurisdiction of that Federal Home Loan Bank shall report the data items set

forth in paragraph (e)(2) of this section for the Federal Home Loan Bank to use in calculating and publishing an adjustable-rate mortgage index.

(2) *Data to be reported.* For purposes of paragraph (e)(1) of this section, the term “data items” means the data items previously collected from the monthly Thrift Financial Report and such data items as may be altered, amended, or substituted by the requesting Federal Home Loan Bank.

(3) *Applicable indices.* For the purpose of this reporting requirement, the term “adjustable-rate mortgage index” means any of the adjustable-rate mortgage indices calculated and published by a Federal Home Loan Bank or the Federal Home Loan Bank Board on or before August 9, 1989.

[54 FR 49552, Nov. 30, 1989, as amended at 56 FR 29566, June 28, 1991; 56 FR 32474, July 16, 1991; 57 FR 61251, Dec. 24, 1992; 59 FR 66159, Dec. 23, 1994; 61 FR 6105, Feb. 16, 1996]

§ 563.181 Reports of change in control of mutual savings associations.

(a) *Reports of change in control—*(1) *When reports are required.* Reports are required under this paragraph (a) whenever any change occurs in the control of savings association and no report is required under any other paragraph of this section. As used in this section, the term “control” means power, directly or indirectly, to direct or cause the direction of the management or policies of the savings association, and the term “savings association” means a mutual savings association. Reports shall be made to the Office by the president or other chief executive officer of the savings association involved within 15 days after he or she obtains knowledge of such change. If there is any doubt as to whether a change in control has occurred, such doubt shall be resolved in favor of reporting to the Office.

(2) *Contents of reports.* Reports of change in the control of a savings association, as required under this paragraph (a), shall contain the following information to the extent that such information is known by the person making the report:

- (i) The name or names of the person or persons who acquired such control;
- (ii) The basis of such control; and

(iii) The date and a description of the transaction or transactions by which such control was acquired.

(b) *Reports of changes in voting stock or voting rights*—(1) *When reports are required.* (i) Reports are required under this paragraph (b) whenever a change occurs in the outstanding voting stock or voting rights of a savings association resulting in control or a change in the control of such savings association. Reports shall be made to the Office by the president or other chief executive officer of the savings association involved within 15 days after he or she obtains knowledge of such change. If there is any doubt as to whether such a change has resulted in control or a change in control, such doubt shall be resolved in favor of reporting to the Office.

(ii) Without any limitation on the foregoing, a report is required under this paragraph (b) whenever any person, partnership, corporation, trust or group of associated persons acquires, receives, or becomes the holder of:

(A) Ten percent or more of the outstanding shares of any class of the voting stock of the savings association or of the voting rights thereto;

(B) Ten percent or more of the outstanding voting rights of the savings association; or

(C) Any appointment, designation or right of substitution with respect to 10 percent or more of the outstanding voting rights of the savings association.

(2) *Contents of reports*—(i) *General.* The reports required under this paragraph (b) shall contain the items of information set forth below to the extent that such information is known by the person making the report. In addition, such reports shall contain such other information as may be available to inform the Office of the effect of the transaction upon control of the savings association.

(ii) *Reports of changes in voting stock or voting rights with respect to such stock.* Reports of changes in ownership of voting stock or holdings of voting rights with respect to such stock, resulting in control or a change in the control of a savings association, shall contain the following information:

(A) The number of shares of each class of voting stock and the number of

voting rights with respect thereto involved in the transaction;

(B) The names of the purchasers (or transferees) of such stock or such voting rights;

(C) The names of the sellers (or transferors) of such stock or voting rights;

(D) The amount of consideration received by the sellers (or transferors) in connection with the transaction;

(E) The names of the beneficial owners if the shares or voting rights are of record in another name or other names;

(F) The total number of shares of each class of voting stock owned by the sellers (or transferors), the purchasers (or transferees), and the beneficial owners both immediately before and after the transaction;

(G) The total number of shares of each class of voting stock outstanding both immediately before and after the transaction;

(H) The total number of voting rights (with respect to voting stock) held by the sellers (or transferors), the purchasers (or transferees), and the beneficial owners both immediately before and after the transaction;

(I) The total number of such voting rights outstanding both immediately before and after the transaction; and

(J) In the case of any appointment, designation, or substitution of a holder or holders of such voting rights, the name or names of the holder or holders both immediately before and after the transaction.

(iii) *Reports of changes in voting rights with respect to withdrawable accounts.* Reports of changes in holding of voting rights with respect to withdrawable accounts, resulting in control or a change in the control of a savings association, shall contain the following information:

(A) In the case of a transfer or transfers of such voting rights from one holder or group of holders to another holder or group of holders;

(1) The date of each such transfer; and

(2) The name or names of the acquiring holder or holders and of the transferor or transferors (unless such transferors are the original owners of the accounts to which such voting rights attach);

(B) In the case of any appointment, designation, or substitution of a holder or holders of voting rights, with respect to a holder or group of holders already having control:

(1) The date of such appointment, designation or substitution; and

(2) The names of each of the holders both immediately before and after such change; and

(C) In the case of any other acquisition of or change in control (without regard to the number of voting rights involved):

(1) The name or names of the person or persons acquiring such control;

(2) The basis of such control; and

(3) The date and a description of such acquisition or change.

(c) *Reports of solicitation of voting rights*—(1) *When reports are required.* Reports are required under this paragraph (c) whenever any person, partnership, corporation, trust, or group of associated persons:

(i) Solicits voting rights with respect to 10 percent or more of the outstanding shares of any class of voting stock of a savings association.

(ii) Solicits 10 percent or more of the outstanding voting rights in a savings association; or

(iii) Solicits any voting rights in a savings association when such solicitor already holds either:

(A) Voting rights with respect to 10 percent or more of the outstanding shares of any class of the voting stock of such savings association; or

(B) Ten percent or more of the outstanding voting rights in such savings association.

(2) *Content of reports*—(i) *General.* The reports required under this paragraph (c) shall contain the items of information set forth below to the extent that such information is known by the person making the report. In addition, such reports shall contain such other information as may be available to inform the Office of the possible impact of the solicitation upon control of the savings association.

(ii) *Voting rights with respect to stock.* Reports of solicitation of voting rights with respect to any class of voting stock of a savings association shall contain the following information:

(A) The name or names of the person or persons making the solicitation;

(B) The extent of such solicitation (including relevant dates) and the class or classes of such voting stock with respect to which the solicitation of voting rights is made;

(C) The number of shares of such class or classes of voting stock which the solicitor already owns and the total number of voting rights with respect thereto which he or she holds at the time of such solicitation; and

(D) The total number of shares of such class or classes of voting stock outstanding at the time of such solicitation.

(iii) *Voting rights with respect to withdrawable accounts.* Reports of solicitation of voting rights with respect to withdrawable accounts of a savings association shall contain the following information:

(A) The name or names of the person or persons making the solicitation;

(B) The extent of such solicitation (including relevant dates); and

(C) The approximate percentage of the outstanding voting rights which the solicitor already holds at the time of such solicitation.

(d) *Definitions.* As used in this section—

(1) The term *stock* means rights, interest, or powers with respect to a mutual savings association.

(2) The term *voting rights* means stock which carries voting rights.

(3) The term *voting rights* means proxies, consents, or authorizations which give the holder or holders the right to vote with respect to shares of voting stock, or with respect to withdrawable accounts, in a savings association.

§563.183 Reports of change in chief executive officer or director; other reports; form and filing of such reports.

(a) *Definitions used in this section*—(1) *Control.* The term “control” means power, directly or indirectly, to direct the management or policies of a savings association or to vote 25 percent or more of any class of the voting