**Section 1075.490 Procedures for Exercise of Dissenters Rights**

Pursuant to Section 4012(c) of the Act, the procedures to be used by savings banks and dissenters in arriving at a value and price for dissenters' shares, as well as how distribution shall be made shall be as follows.

a) Within 10 days after the date on which the action giving rise to the right to dissent is effective or 30 days after the shareholder delivers to the savings bank the written demand for payment, whichever is later, the savings bank shall send each shareholder who has delivered a written demand for payment a statement setting forth the opinion of the savings bank as to the estimated value of the shares, the savings bank's latest balance sheet as of the end of a fiscal year ending not earlier than 16 months before the delivery of the statement, together with the statement of income for that year and the latest available interim financial statements, and either a commitment to pay for the shares of the dissenting shareholder at the estimated value thereof upon transmittal to the savings bank of the certificate or certificates, or other evidence of ownership, with respect to such shares, or instructions to the dissenting shareholder to sell his or her shares within 10 days after delivery of the savings bank's statement to the shareholder. The savings bank may instruct the shareholder to sell only if there is a public market for the shares at which the shares may be readily sold. If the shareholder does not sell within the 10 day period after being so instructed by the savings bank, for purposes of this Section the shareholder shall be deemed to have sold his or her shares at the average closing price of such shares, if listed on a national exchange, or the average of the bid and asked price with respect to such shares quoted by a principal market maker, if not listed on a national exchange, during the 10 day period.

b) If the shareholder does not agree with the opinion of the savings bank as to the estimated value of the shares, the shareholder, within 30 days from the delivery of the savings bank's statement of value, shall notify the savings bank in writing of the shareholder's estimate of value and demand payment for the difference between the shareholder's estimate of value and the amount of the payment by the savings bank or the proceeds of sale by the shareholder, whichever applies because of the procedure for which the savings bank opted pursuant to subsection (a).

c) If, within 60 days from delivery to the savings bank of the shareholder notification of estimate of value of the shares, the savings bank and the dissenting shareholder have not agreed in writing upon the value of the shares, the savings bank shall either pay the difference in value demanded by the shareholder or file a petition in the circuit court of the county in which either the registered office or the principal office of the savings bank is located, requesting the court to determine the fair value of the shares. The savings bank shall make all dissenters, whether or not residents of this State, whose demands remain unsettled parties to the proceeding as an action against their shares and all parties should be served with a copy of the petition. Nonresidents may be served by registered or certified mail or by publication as provided by law. Failure of the savings bank to commence an action pursuant to this Section shall not limit or affect the right of the dissenting shareholders to otherwise commence an action as permitted by law.

d) The jurisdiction of the court in which the proceeding is commenced under subsection (c) by a savings bank is plenary and exclusive. The court may appoint one or more persons as appraisers to receive evidence and recommend decision on the question of fair value. The appraisers have the power described in the order appointing them, or in any amendment to it.

e) Each dissenter made a party to the proceeding is entitled to judgment for the amount, if any, by which the court finds that the fair value of his or her share exceeds the amount paid by the savings bank or the proceeds of sale by the shareholder, whichever amount applies. The judgment shall include an allowance for interest at such rate as the court may find to be fair and equitable in all the circumstances, from the date on which the corporate action giving rise to the right to dissent is approved to the date of payment.

f) The court, in an appraisal proceeding commenced under subsection (c), shall determine all costs of the proceeding, including the reasonable compensation and expenses of the appraisers, if any, and experts employed by any party, but shall exclude the fees and expenses of counsel for any party. If the fair value of the shares as determined by the court materially exceeds the amount the savings bank offered to pay for those shares, or if no offer was made, then all or any part of the expenses may be assessed against the savings bank. Except as otherwise provided in this Section, the practice, procedure, judgment and costs shall be governed by the Code of Civil Procedure [735 ILCS 5].

(Source: Amended at 30 Ill. Reg. 19068, effective December 1, 2006)