



**H-(b)11 Package**

**Annual/Current Report**

**General Instructions**

**Current Reporting Instructions**

**OTS Form H-(b)11**

Rev. 4/2007 Previous Editions Obsolete  
**Office of Thrift Supervision**  
Annual/Current Report H-(b)11

The Office of Thrift Supervision (OTS) will use this information to monitor whether savings and loan holding companies comply with applicable statutes, regulations, and conditions.

Filed pursuant to Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a).

Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a) require each savings and loan holding company ("you") to file Annual and Current Reports. OTS will not accept reports that are not substantially prepared in accordance with these instructions or that do not contain all required information. Any omission or misrepresentation of material fact may subject you to legal sanctions.

If you are registered as a trust (other than a business trust), a secured creditor, or a corporate trustee, you are not subject to the filing requirements set forth herein.

If you are a multi-tier holding company, you may file combined reports if you supply the required information for each holding company.

## **PAPERWORK REDUCTION ACT STATEMENT**

Public reporting burden for this collection of information is estimated to average two hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, formatting the information, and completing and reviewing the collection of information. If a valid OMB Control Number does not appear on this form, you are not required to complete this form. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Thrift Supervision, Supervision Policy, 1700 G Street, N.W., Washington, DC 20552; and to the Office of Management and Budget, Paperwork Reduction Project (1550-0060), Washington, DC 20503.

**OMB NO. 1550-0060**

Rev. April 2007 (Previous Editions Obsolete)

**Office of Thrift Supervision**  
**Report H-(b)11**

Holding Company Docket Number H-\_\_ \_\_ \_\_ \_\_

Annual Report: For the Fiscal Year Ended \_\_\_\_\_

OR

Current Report: For the Quarter Ended \_\_\_\_\_

OR

For the Event on \_\_\_\_\_

Filed Pursuant to Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a).

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Name of Holding Company

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Address of Executive Office

Name: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

of the Individual To Whom Communications are to be sent

# General Instructions

1. Use of the Form
2. Preparation of Report
3. Filing Requirements
4. Public Information
5. Definitions

## 1. Use of the Form

- (a) This version of Form H-(b)11 replaces all prior versions of Form H-(b)11. You are required to file the Annual Report annually within 90 days of the end of your fiscal year. In addition, you must file Current Reports within 45 days of the end of each quarter (except the fourth quarter of your fiscal year) and when there has been a material change in any of the information reported.
- (b) The Annual Report must provide a response to each Item. The Current Report that is due within 45 days of the end of each quarter (except the fourth quarter of your fiscal year) must also provide a response to each item. Any other Current Report must provide a response only for those Items in which a material change has occurred. In addition, all Securities and Exchange Commission (SEC) filings must be submitted under cover of a Current Report and filed simultaneously with the filing of such statements with the SEC.
- (c) You should file any amendments under cover of this form and clearly identify them as amendments. Items should be numbered consecutively and comply with all pertinent requirements of the Report, including the certification page.

## 2. Preparation of Report

- (a) You should present information in a manner that allows the reader to understand what is being conveyed without referring to the instructions for the Item.
- (b) Include an index of Items and Sub-Items.
- (c) The Report and all attachments must be clear and easily readable in English on pages (folded or unfolded) that do not exceed 8-1/2 x 14 inches.
- (d) Unless specifically noted otherwise, you may omit information regarding subsidiaries of the savings association(s).
- (e) In providing an answer or partial answer to any Item in this Report, you may incorporate by reference material contained in exhibits to this Report, or on file with OTS. You should clearly specify the location of the incorporated material, including page, item, and/or paragraph number.

### 3. Filing Requirements

One original Report, including exhibits and other pertinent papers and documents, shall be filed in hard copy with the OTS Regional Office(s) that has supervisory authority over an insured subsidiary. You must convert one additional copy to PDF format and submit it on disc along with the hard copy. You should submit the PDF copy of the report as one file, except for any confidential portions. You should clearly caption all copies as to type of filing, including all exhibits and other pertinent documents. You should include an index of all materials submitted.

The Regional Director, or his/her designee, is delegated the authority to modify reporting requirements. Items of this Report may be waived or modified if deemed to be overly burdensome, otherwise reported to OTS, or immaterial in a given case. Requests for waivers or modifications, and the rationale for granting such requests, must be documented in writing. OTS may reconsider waivers or modifications to reporting requirements at any time.

### 4. Public Information

Unless you make special arrangements with OTS, all materials filed as part of this Report are available for public inspection. Should you desire to have “confidential” treatment accorded any information submitted as part of this Report (mainly biographical data and financial projections), such material should be separately bound, and the PDF copy provided on a separate disc, labeled “confidential,” and accompanied by a formal request stating the reasons for filing such information confidentially.

If any material has been granted confidential treatment under state or federal laws, or by a government agency, or if the disclosure would be contrary to the policies/rules of the New York Stock Exchange and/or the SEC, or the requirements of other sovereign countries, such a circumstance should be described. OTS will advise you of any decision to make information labeled “confidential” available to the public. You should understand that, in the settlement of litigation, it may be necessary for OTS to release confidential materials.

### 5. Definitions

The terms used in this Report, unless specifically defined in the instructions to an Item, have the meaning commonly ascribed to them in commercial/financial usage or as specified in Section 10 of the Home Owners’ Loan Act, as amended, and 12 C.F.R. Parts 583, 574, and 561.

## **Index of Items of the Annual/Current Report**

- Item 1 Filing of Statements with the Securities and Exchange Commission
- Item 2 Other Materially Important Events
- Item 3 Financial Statements
- Item 4 Exhibits

### **Item 1. Filing of Statements with the Securities and Exchange Commission**

Submit a copy, with a corresponding index, of all materials that you file with the SEC, including filings under both the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as any filings with any State authority in connection with any intrastate offering, under cover of this Report. Insured subsidiary institutions file securities filings with OTS separately; these filings need not be included. If you are not an SEC filer, note this in your filing.

### **Item 2. Other Materially Important Events**

You shall report under this Item any information that is not specifically requested in this Report, but which may affect the records of OTS (i.e., a name change) or which may affect the subsidiary association, such as material litigation, changes to senior management, unexpected economic events, issuance, renewal or restructuring of debt etc. You should also report information that you deem to be of material importance under this Item.

## Item 3. Financial Statements

An independent public accountant must audit the fiscal year-end financial statements of savings and loan holding companies, except those of personal trusts, banks, and insurance companies, if its insured subsidiary has consolidated assets of \$500 million or greater. You are not required to have quarterly financial statements audited.

In determining whether this audit requirement applies, multiple holding companies should aggregate the assets of all insured subsidiary institutions. If you have audited statements prepared for purposes other than OTS requirements, (e.g., SEC requirements or similar requirements by regulators of other countries) you should provide a copy to OTS. All of your financial statements must be prepared in accordance with generally accepted accounting principles, or statutory accounting principles. Except for those financial statements prepared in conformity with statutory requirements of other financial regulators, the format of the financial statements should be consistent with the financial statement presentation requirements set forth in SEC Regulation S and Industry Guide 3. (Copies of this publication are available for sale from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402.)

You must file the following financial statements for each quarter and at each fiscal year end as part of this Report. Holding companies that are insurance companies may file financial statements prepared in conformity with statutory accounting principles only if they do not prepare GAAP financial statements for any other purpose. You should direct any requests for modification or waiver of these requirements to the appropriate OTS Regional Director.

### A. Consolidated Statements

1. Consolidated statements of financial condition of you and your subsidiaries, and consolidated statements of operations, cash flow and retained earnings or equity statements of you and your subsidiaries for the period under report.
2. Unaudited consolidating schedules.
3. If you do not have a thrift subsidiary that files a Thrift Financial Report (TFR), you must complete Schedule HC of the TFR. You may obtain a copy of the Schedule HC form and instructions from the Office of Thrift Supervision website ([www.ots.treas.gov](http://www.ots.treas.gov)), or by contacting your local regional office. OTS will automatically give this submission confidential status, consistent with the instructions of the Thrift Financial Report.

In preparing consolidated statements, you must follow the consolidated statement principles of inclusion or exclusion that will clearly exhibit the financial condition and results of operations of you and your subsidiaries.

Multi-tier holding company structures that choose to file a combined Report for all the holding companies at one time, should provide audited consolidated statements and

unaudited consolidating schedules for each company as would be required if the subsidiary holding company were filing independently. Alternatively, audited consolidating schedules filed with consolidated statements at the top tier are acceptable.

#### B. Unconsolidated Subsidiaries and Other Persons

1. For each subsidiary that is not consolidated, excluding subsidiary savings associations, statements of financial condition, operations, cash flow, and retained earnings or equity must be filed as would be required if the subsidiary were itself a holding company. Insofar as practicable, these statements must be as of the same dates or for the same periods as your consolidated statements.

If the fiscal year of any unconsolidated subsidiary has ended within 90 days before the date of filing of the Report, or ends after the date of filing, financial statements of the subsidiary must be filed as an amendment to the Report within 120 days after the end of the subsidiary's fiscal year. In addition, you must file unaudited statements as of the same date as your consolidated statements if statements for the same period are not available.

## **Item 4. Exhibits**

In addition to the material required in Items 1 through 3, you should also submit copies not previously filed of your charter and bylaws or instruments corresponding thereto (e.g., partnership agreement, trust agreement). OTS deems any changes to your bylaws, charter, or corresponding instruments as a material event, and you must file a copy of the revised document.



## Certification

Pursuant to the requirements of Section 10(b)(2) of the HOLA, as amended, the Holding Company making this Report has caused this filing to be signed on its behalf by the undersigned, duly authorized.

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Name of Holding Company

The undersigned principal executive or principal financial officer of the Holding Company making this Annual Report acknowledges and certifies that the information contained herein, including forms or exhibits, has been carefully reviewed, and that such information is true, correct, and complete.

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Name and title of officer signing on behalf of the Holding Company

Attest:

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Name and title

Date: \_\_\_\_\_