



H-(b)11 Package

Annual/Current Report

General Instructions

Current Reporting Instructions

OTS Form H-(b)11

Rev. 6/2010 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. If you file a combined report, the names and holding company docket numbers for each holding company included in the combined report must be listed on the cover page. In addition, each holding company should execute a separate certification.

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. June 2010 (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).

Name of Holding Company

Address of Executive Office

Name: _____

Telephone Number: _____

Mailing Address: _____

E-Mail Address: _____

of the Individual To Whom Communications are to be sent

If you are a multi-tier holding company and are filing a combined report, please provide the additional Holding Company docket numbers, names, and addresses below.

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. Note that a non-public company with assets of \$500 million or more may, with the prior approval of the Regional Office, file the audited financial statements required by the H-(b)11 Annual Report within 120 days after the end of the fiscal year. (The remainder of the H-(b)11 must be filed within 90 days of the end of the fiscal year.)
- (b) 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. 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) 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.
- (d) 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) Unless specifically noted otherwise, you may omit information regarding subsidiaries of the savings association(s).
- (d) 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

The Report, including exhibits and other pertinent documents, must be filed electronically as a PDF file with the OTS. Files must not contain security settings and all scanned images must be searchable. All required information must be included in the Report. The Report cannot include links to other documents (such as SEC filings or press releases). Instructions for electronic filing are available on the OTS web site at www.ots.treas.gov/?p=HoldingCompanies.

The original manually signed H-(b)11 Report must be retained in the files of the holding company and be available for inspection by the OTS.

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 seek to have “confidential” treatment accorded any information submitted as part of this Report (such as biographical data and financial projections), such material should be submitted as a separate file labeled “confidential,” and accompanied by a formal request stating the reasons for filing such information confidentially. The request for confidential treatment, including the reasons for the request, should be included as part of the confidential file.

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 in the request for confidential treatment. 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. Reports Provided by Nationally Recognized Statistical Rating Organizations and Securities Analysts
- Item 3. Supplemental Information for Questions on Schedule HC of the Thrift Financial Report
- Item 4. Other Materially Important Events
- Item 5. Financial Statements
- Item 6. 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. Reports Provided by Nationally Recognized Statistical Rating Organizations and Securities Analysts

Submit copies of reports on any company in the structure provided to you by Nationally Recognized Statistical Rating Organizations or Securities Analysts.

Item 3. Supplemental Information for Questions on Schedule HC of the Thrift Financial Report

You shall provide a detailed explanation and supporting documentation for all supplemental questions on Schedule HC of the Thrift Financial Report (TFR) with a “yes” response.

If there is a functionally regulated company in the structure, you should identify the primary or lead regulator for the company. In addition, you should provide a contact name, phone number, and email address for each such company.

Item 4. 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 (e.g., a name change) or which may affect the holding company structure, such as material litigation or other contingent liabilities, 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 5. Financial Statements

All holding companies, including shell holding companies, 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. (See the discussion below regarding audit requirements.)

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 TFR, you must complete Schedule HC of the TFR. You may obtain a copy of the Schedule HC form and instructions from the OTS website (www.ots.treas.gov), or by contacting your local regional office.

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 as a single filing should provide annual audited consolidated statements (as indicated below) 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.

Audit Requirements

An independent public accountant must audit the fiscal year-end financial statements of savings and loan holding companies, except those of personal trusts and banks, if the insured subsidiary(ies) has (have) 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, if applicable. 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-X and SEC Industry Guide 3. (Copies of this publication are available for sale from the Superintendent of Documents, U.S. Government Printing Office, 732 N. Capital Street, NW, Washington, DC 20401. Electronic access is available at <http://ecfr.gpoaccess.gov> under Title 17, Part 210 for Regulation S-X.)

Item 6. Exhibits

In addition to the material required in Items 1 through 5, 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.

Name of Holding Company

The undersigned principal executive or principal financial officer of the Holding Company making this 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.

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

Attest:

Name and title

Date: _____