

INSTRUCTIONS FOR PREPARATION OF Savings and Loan Holding Company Registration Statement FR LL-10(b)



PURPOSE

The Savings and Loan Holding Company Registration Statement (FR LL-10(b)) collects data that are used to determine a savings and loan holding company's compliance with applicable statutes, regulations, and conditions of approval to acquire a savings association or a savings and loan holding company.

GENERAL INSTRUCTIONS

Who Must File

Pursuant to section 10(b)(1) of the Home Owners' Loan Act, as amended (HOLA), 12 U.S.C. § 1467(b)(1), and section 238.4(c) of Regulation LL (12 CFR 238.4(c)), the FR LL-10(b) must be filed with the Board of Governors of the Federal Reserve System (Federal Reserve) by each savings and loan holding company after becoming a savings and loan holding company.

Preparation of Registration

The FR LL-10(b), including the additional information specified in the "Requested Information" section, is required to be filed within 90 days after a company becomes a savings and loan holding company.¹ Early submission of the registration statement is encouraged. If the submission deadline falls on a weekend or holiday, the FR LL-10(b) must be received by the next business day. The FR LL-10(b) is due by 5:00 p.m. local time (as determined by the time zone of the Reserve Bank where the registration statement is submitted).

The information should be presented in such a manner that the reader does not have to refer to the instructions for the Item to understand what is being conveyed. Items must be numbered consecutively and comply with all pertinent requirements in the FR LL-10(b) report form and instructions, including the certification. Include an index of Items and Sub-items.

Information regarding each of the savings and loan holding company's subsidiaries, including subsidiaries of any savings association(s) must be included. If required information for an Item is not reasonably available, it may be omitted; however, an explanation must be provided to explain why the information cannot be obtained.

In providing an answer to any Item in the FR LL-10(b), a savings and loan holding company may incorporate by reference material contained in exhibits to the FR LL-10(b). A savings and loan holding company should clearly specify the location of the incorporated material, including page, Item, and/or paragraph number.

For multi-tier savings and loan holding companies, the top-tier savings and loan holding company may file a combined report. If a combined report is filed, the required information for each savings and loan

¹Respondents should also review the filing requirements of the FR Y-10.

that constitutes nonpublic commercial or financial information that is both customarily and actually treated as private by the respondent, or if

holding company must be provided, and the name and address for each savings and loan holding company must be listed separately. In addition, each savings and loan holding company should execute a separate certification (see page 2 of the report form).

Reports not prepared in accordance with these instructions or not containing all required information will not be accepted for filing. Any omission or misrepresentation of material fact may result in legal sanctions.

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Filing Requirements

The FR LL-10(b), including exhibits, pertinent papers, and documents, must be filed in hard copy or electronically in Portable Document Format (PDF) with the appropriate Reserve Bank.

If PDF files are submitted, the PDF files must not contain security settings and all scanned images must be searchable. All required information must be included. The PDF files cannot include links to other documents (such as Securities and Exchange Commission (SEC) filings or press releases). Savings and loan holding companies should contact their district Federal Reserve Bank for more information.

The original manually signed FR LL-10(b) must be retained in the files of the savings and loan holding company and be available for inspection by the Federal Reserve.

Public Information

[...] for three years, so long as it retains savings and loan holding company status, [...]

Registration statements are generally available to the public upon request.

A savings and loan holding company may request confidential treatment for any portion of the FR LL-10(b) if disclosure of specific commercial or financial information provided in the registration statement would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in unwarranted invasion of personal privacy.

If a savings and loan holding company seeks to have confidential treatment accorded any information submitted as part of this FR LL-10(b), such material should be submitted as a separate file labeled "confidential" and accompanied by a formal request stating the reason for filing such information confidentially. The request for confidential treatment should be included as part of the confidential file.²

A request for confidential treatment must discuss the justification for which confidentiality is requested and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is not sufficient. The Federal Reserve may subsequently release information for which confidential treatment is requested if the Board of Governors determines that the disclosure of such information is in the public interest.

Definitions

For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 C.F.R. Part 261, including 12 C.F.R. § 261.17, which governs requests for confidential treatment.

²Copies may either be manually or electronically signed.

Identify the specific data for which confidential treatment is sought and must provide an appropriate legal justification for the confidentiality request

The terms used in this FR LL-10(b), unless specifically defined in the instructions to an Item, have the meaning specified in Section 10 of HOLA or in the Board's Regulation LL (12 CFR Part 238) or as commonly ascribed to them in commercial and financial usage.

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REQUESTED INFORMATION

Index of Items of the Savings and Loan Holding Company Registration Statement

- Item 1. General Information
- Item 2. Amendments and Revisions to Information Provided in Savings and Loan Holding Company Application
- Item 3. Type of Business
- Item 4. Savings and Loan Holding Company Status and Basis of Control
- Item 5. Directors, Officers, Partners, and Trustees
- Item 6. Disposition of Control
- Item 7. Financial Statements

Item 1. General Information

- A. Provide the date and jurisdiction of incorporation, organization, or creation, and describe the specific legal form in which the savings and loan holding company conducts business (*e.g.*, corporation, partnership, joint stock company, trust). If the savings and loan holding company is a trust, the following must be provided:
- (1) the type of trust (*e.g.*, pension, profit sharing, shareholders' voting, business trust);
 - (2) the name of all trustees;
 - (3) the effective date of the trust agreement(s);
 - (4) the dates of any amendments and a copy of the amendments, if applicable (if not applicable, state so); and
 - (5) the expected date of the trust's expiration.
- B. Provide the savings and loan holding company's fiscal year-end date, and state whether the savings and loan holding company is subject to the reporting requirements of the Securities Exchange Act of 1934.
- C. Briefly describe how the registrant became a savings and loan holding company. The following must be provided for each acquired savings association or savings and loan holding company:
- (1) acquired company's name;
 - (2) address of executive or main office;
 - (3) date of consummation of the transaction;
 - (4) type (class) of stock or other ownership interest acquired;
 - (5) number of shares or other ownership interest acquired; and
 - (6) percentage of the shares or other ownership interest acquired.
- D. Provide the following information regarding each of the savings and loan holding company's subsidiaries, including subsidiaries of any savings association(s):
- (1) name of subsidiary;
 - (2) address of subsidiary;
 - (3) describe the nature and type of business the subsidiary conducts;
 - (4) list the subsidiary's direct parent entity(ies);
 - (5) date subsidiary was established or, if acquired, date of consummation of the transaction;

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or formed

date established,
or, if acquired, [...]

held or

- (6) type (class) of stock or other ownership interest held or acquired;
- (7) number of shares or other ownership interest held or acquired; and
- (8) percentage of the shares or other ownership interest held or acquired.

Item 2. Amendments and Revisions to Information Provided in Savings and Loan Holding Company Application

Describe any changes related to the financial condition, ownership, operations, intercompany relationships, and management of the savings and loan holding company and its subsidiaries since the application to become a savings and loan holding company was approved.³ Refer to the respective Item number of the holding company application.

Note: Information required under this Item is not intended to duplicate information previously submitted in the holding company acquisition application. Submit changes only.

Item 3. Type of Business

Describe the nature and types of business the savings and loan holding company conducts (e.g., accepting deposits, extending credit, insurance, manufacturing)

Item 4. Savings and Loan Holding Company Status and Basis of Control

or formation

Furnish a copy of any instruments or documents relating to the acquisition of the savings association or the savings and loan holding company. **Submit changes only.**

Note: Information required under this Item is not intended to duplicate information previously submitted in the holding company acquisition application.

Item 5. Directors, Partners, Trustees, and Executive Officers

List the names of all directors, partners, trustees, and executive officers of the savings association(s) and savings and loan holding company(ies).

Item 6. Disposition of Control

If applicable, briefly discuss any plans to divest control of the savings association or the savings and loan holding company.

If the savings and loan holding company acquired control of a savings association or savings and loan holding company solely because of a pledge or hypothecation of stock to secure a loan, or the liquidation of a loan, it may be subject to 12 CFR 238.12(a)(4).

Item 7. Financial Statements

a copy

Furnish ~~copies~~ of the savings and loan holding company's consolidated and parent-only balance sheets and statement of operations for the preceding fiscal year, including applicable footnotes and supporting schedules. To the extent that these statements are included in annual reports to shareholders, ~~copies~~ of such annual reports may be substituted to satisfy this Item.

³As indicated in the approval letter, applicants are expected to report substantive changes into the operation of the savings and loan holding company and its subsidiaries to the relevant Reserve Bank in a timely manner. Therefore, any substantive changes reported under this item 2 should represent recent developments that have not already been reported.