



H-(b)10 Package

Registration Statement

General Instructions Current Reporting Instructions

OTS Form H-(b)10

Rev. 8/2005 Previous Editions Obsolete

Office of Thrift Supervision

Registration Statement H-(b)10

The Office of Thrift Supervision will use this information to determine a savings and loan holding company's compliance with applicable statutes, regulations, and conditions of approval to acquire a savings association.

Filed pursuant to Section 10(b)(1) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a)(1).

Section 10(b)(1) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a)(1) require each savings and loan holding company (you) to register with the Office of Thrift Supervision (OTS) no later than ninety (90) days after becoming a savings and loan holding company. Reports not substantially 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 subject you to legal sanctions.

If you are a multi-tier holding company, you may file a combined Statement, provided that the required information is supplied for each holding company. Each holding company joining in the Statement must sign a separate certification.

PAPERWORK REDUCTION ACT STATEMENT

Public reporting burden for this collection of information is estimated to average eight 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, Examination and Supervision Policy, 1700 G Street, N.W., Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project (7100-0337), Washington, D.C. 20503.

OMB NO. 7100-0337

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Rev. August 2005 (Previous Editions Obsolete)

Office of Thrift Supervision

Registration Statement H-(b)10

Holding Company Docket Number H-__ __ __ __

Filed Pursuant to Section 10(b)(1) of the Home Owners' Loan Act, as amended, and
12 C.F.R. Section 584.1(a)(1).

Legal Name of Savings and Loan Holding Company

Address of Executive Office

Contact Person

Name and Title:

Telephone Number:
(Include area code)

Mailing Address:

E-Mail Address:

General Instructions

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

1. Use of the Statement

- (a) This version of Form H-(b)10 replaces all prior versions of Form H-(b)10.
- (b) This Statement shall be used to register you as a savings and loan holding company pursuant to Section 10(b)(1) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a)(1). You may not be required to complete the entire Statement. You must complete only Items 1 and 2, unless you are a secured creditor. If you are a secured creditor, you must complete Items 1, and 3 through 7.
- (c) You must file this Statement no later than 90 days after you become a savings and loan holding company.
- (d) You must file all corrections under cover of this form and clearly identify them as corrections. Items must be numbered consecutively and comply with all pertinent requirements of the Statement, including the certification page.

2. Preparation of the Statement

- (a) This Statement is not to be used as a blank form; however, you should follow the format in providing the required information. You must present the information in such a manner that the reader does not have to refer to the instructions for the Item in order to understand what you are conveying. Add clarifying statements, as necessary, to avoid misleading the reader. If an item is not applicable, this must be noted.
- (b) Include an index of Items and Sub-Items.
- (c) The Statement and all attachments must be clear and easily readable in English.
- (d) Unless specifically noted otherwise, you may omit information regarding subsidiaries of the savings association(s).
- (e) If required information is not economically or reasonably available, you may omit it; however, you must state why the information cannot be obtained.

3. Filing Requirements

One original Statement, including exhibits, pertinent papers, and documents, must be filed in hard copy with the OTS Regional Office associated with the savings association. One additional copy shall be converted to PDF format and submitted on disc along with the hard copy. Both copies should clearly note the type of filing and must include all exhibits, pertinent papers, and documents.

Material on file with OTS may be incorporated by reference in answer or partial answer to any Item. Clearly specify the location of the incorporated material.

4. Public Information

Unless you make special arrangements with OTS, all materials filed as part of this Statement are available for public inspection. Should you desire to have "confidential" treatment accorded any information submitted as part of this Statement (such as biographical data or financial projections), such material should be:

- Separately bound,
- Provided in PDF format on a separate disc,
- Labeled "confidential," and
- Accompanied by a formal request stating the reasons for filing such information confidentially.

You should describe any circumstances under which material is subject to confidential treatment by state or federal laws, or by a government agency. You should also indicate and describe whether public disclosure would be contrary to the policies or rules of the New York Stock Exchange or the Securities and Exchange Commission, or the requirements of other sovereign countries. OTS will advise you of any decision to make information that you labeled "confidential" available to the public. You should understand that, in the settlement of litigation, it might be necessary for OTS to release materials in accordance with applicable provisions of the Freedom of Information Act (FOIA), that are given "confidential" treatment.

5. Definitions

The terms used in this Statement, unless specifically defined in the instructions to an Item, have the meaning specified in Section 10 of the Home Owners' Loan Act, as amended, in 12 C.F.R. Sections 583, 584, 574, or 561, or as commonly ascribed to them in commercial and financial usage.

Index of Items of the Registration Statement

- Item 1. General Information
- Item 2. Amendments and Revisions to Information Provided in Holding Company Application
- Item 3. Type of Business
- Item 4. 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 your date and state of incorporation, organization, or creation, and describe the legal form in which you conduct business (e.g., corporation, partnership, joint stock company, or trust). If you are a trust, state (1) the type of trust (e.g., pension, profit sharing, shareholders' voting, or business trust), (2) the names of all trustees, (3) the date when the trust agreement became effective, (4) the dates of any amendments, and (5) the date of its expiration.
- (b) Provide the date of the end of your fiscal year, and state whether you are subject to the reporting requirements of the Securities Exchange Act of 1934.
- (c) Briefly describe how you became a savings and loan holding company. You must provide the following for each acquired savings association or savings and loan holding company: (1) name; (2) address of executive office; (3) date of consummation of the transaction; (4) type (class) of stock acquired; (5) number of shares acquired; and (6) percentage of the shares acquired in relation to the acquired savings association's or holding company's outstanding shares.

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

Describe any changes related to the financial condition, ownership, operations, intercompany relationships, and management of the holding company and its subsidiaries since you filed your application to become a savings and loan holding company. Make reference 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 businesses you conduct (e.g., manufacturing, banking, insurance, financial services, etc.).

Item 4. Holding Company Status and Basis of Control

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

Item 5. Directors, Officers, Partners, and Trustees

List the names of all your directors and executive officers (include partners or trustees, where applicable).

Item 6. Disposition of Control

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

If you 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, you may be subject to the provisions of 12 C.F.R. Section 574.3(c)(1)(iv). This regulation would prohibit you from retaining control for a period in excess of one year without prior approval of OTS.

Item 7. Financial Statements

Furnish copies of your consolidated and parent-only balance sheet and statement of operations for the immediately preceding fiscal year, including applicable footnotes and supporting schedules. To the extent that these statements are included in annual reports to shareholders, you may substitute copies of such annual reports.

Any savings and loan holding company that has a class of securities registered with the SEC must comply with the enhanced financial disclosure requirements of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350).

Certification

Pursuant to the requirements of Section 10(b)(1) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a)(1), the undersigned, by filing this Statement intends to register with OTS as a savings and loan holding company and has authorized the undersigned individual to sign the Statement on its behalf.

Name of Savings and Loan Holding Company

The undersigned principal executive or principal financial officer of the savings and loan holding company making this Statement acknowledges and certifies that the information contained herein, including exhibits, pertinent papers and documents has been carefully reviewed, and that such information is true, correct, and complete.

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