

**HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT  
Office of Thrift Supervision**

**Docket #:** >  
**Holding Company:** >  
**Examination As Of Date:** >  
**Review Period:** >

In order to facilitate the examination of the holding company enterprise, provide the information requested in this document. If the information requested for a specific inquiry does not apply to your enterprise, type N/A at the first “Click and Type”. If you have already provided the same information in other examination schedules, or in regular Securities and Exchange Commission (SEC) filings transmitted to OTS, you need only provide page references to where various inquiries are addressed.

The scope of the examination is the entire holding company structure. Therefore, if there is more than one registered savings and loan holding company, you must provide the required information for each holding company. If you have any questions about the information requested, or if you are seeking a waiver regarding some of the information requested on the basis that it represents an unreasonable burden, contact (**name of EIC**) at (**phone#**) or email at (**email address**).

Key definitions and explanatory notes regarding terms used in this document are set forth at the end of this document.

Primary Contact for questions regarding responses.

Name	Title	Phone Number	Email
[Click&type]	[Click&type]	[Click&type]	[Click&type]

Custodian and location of books and records.

Name	Title	Location
[Click&type]	[Click&type]	[Click&type]

(Note, all tables can be expanded, as needed. At the end of your inserted text, Click “Table” on the menu bar, then “Insert”, then “Row Below” for as many rows as you need.)

The undersigned executive officer 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.

**Attest:**

\_\_\_\_\_

Name and title:

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

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***Capital***

1. If not discussed in your business plan, describe your strategy for maintaining a sufficient amount of capital relative to the overall risk profile of the enterprise.

[Click&type]

Describe how changes in the enterprise's risk profile are reflected in changes in your estimation of "sufficient capital".

[Click&type]

How does your current capital level compare with what your strategy projects as the minimum level of capital needed to support your current risk profile?

[Click&type]

In your calculation of capital, how much consists of debt instruments like trust preferred and GAAP intangible assets such as servicing?

[Click&type]

When comparing your current capital to what you project as the minimum capital you need, do you count all capital the same, or do you apply a discount to such items as debt instruments and intangible assets?

[Click&type]

If any of your securities are rated, describe the rating you are seeking or trying to maintain, as well as any steps you are taking to achieve or maintain the desired rating.

[Click&type]

Explain your policy with respect to any possible need to provide your savings association with additional capital.

[Click&type]

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2. If you or your subsidiaries have issued any new capital stock, capital notes, subordinated debt, trust preferred, or REIT preferred, since the last report of examination, provide the following details of the transaction(s):

<b>Class</b>	<b>Amount Issued/ Previous Amount Outstanding</b>	<b>Description of Transaction (price, date, seller, net cash received, use of proceeds)</b>
[Click&type]	[Click&type] [Click&type]	[Click&type]

3. Describe any scheduled debt or equity offerings.

<b>Class</b>	<b>Amount to be Issued/ Net Cash Proceeds Expected</b>	<b>Anticipated Use of Proceeds</b>
[Click&type]	[Click&type] [Click&type]	[Click&type]

4. If you have repurchased any of your capital stock since the last report of examination, provide the following information:

<b>Date of Repurchase/ Class of Stock</b>	<b>Amount Repurchased/ Average Price per Share</b>	<b>Remaining Shares Outstanding/ Percentage of Capital Repurchased</b>	<b>Name of Seller* (if applicable)/ Terms of Repurchase (if applicable)</b>
[Click&type]	[Click&type]	[Click&type]	[Click&type]
[Click&type]	[Click&type]	[Click&type]	[Click&type]

\*If you have repurchased stock from insiders or related parties, indicate the name of the individual(s) or party(ies), as well as the terms of such repurchases.

5. If you anticipate any major changes in your dividends, or plan any further share repurchases, provide details.

[Click&type]

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6. If there has been any adverse change in the condition of your debt or equity securities since the last report of examination, such as default or a restructuring in anticipation of a default, provide the following details:

<b>Class of Securities</b>	<b>Total Amount of Principal</b>	<b>Amount in Arrears</b>	<b>Nature of Problem</b>
[Click&type]	[Click&type]	[Click&type]	[Click&type]

7. If any debt is secured by a pledge of the savings association's capital stock, provide the following:

<b>Lender/ Percent of Shares Used as Collateral</b>	<b>Loan Date/ Maturity/ Current Balance</b>	<b>Loan Amount/ Interest Rate</b>	<b>Description of Use of Proceeds, Conditions of Forfeiture and Current Status</b>
[Click&type] [Click&type]	[Click&type] [Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type]

8. If you have made advances to the savings association since the last report of examination, describe whether the association has been reporting the funds as debt or equity.

[Click&type]

If debt, describe the terms, including the amount borrowed.

[Click&type]

9. Provide details on any of the savings association's liabilities or contingent liabilities that are guaranteed by you or another affiliate.

[Click&type]

Provide details on any liabilities or contingent liabilities of you or your affiliates that are guaranteed by the savings association.

[Click&type]

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10. Provide the following information on any other loans, advances, liabilities or other obligations, for which you have pledged security, or otherwise have guaranteed, that has not been reported as a liability on your financial statements:

<b>Date of Guarantee/ Amount</b>	<b>If Secured, Describe the Type of Security</b>	<b>Description of Obligation and Explanation Why You Needed to Provide a Guarantee</b>
[Click&type] [Click&type]	[Click&type]	[Click&type]

11. If you have any financial industry subsidiaries which have minimum required capital levels, provide the following information:

<b>Subsidiary Name/ Location</b>	<b>Primary Regulator/ Location</b>	<b>Minimum Required Capital</b>	<b>Current Capital Level</b>
[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type]	[Click&type]

If you, or any of your regulated financial industry subsidiaries fail to meet minimum required capital levels, explain the circumstances.

[Click&type]

If you, or any of your regulated financial industry subsidiaries are subject to any enforcement actions, explain the circumstances.

[Click&type]

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**Organizational Structure**

1. Summarize any changes in your organizational chart since the last report of examination.  
 [Click&type]
2. Provide the North American Industry Classification System (NAICS) code of the business activity that produces the highest portion of your consolidated gross revenue. (See Appendix for a summary of NAICS sector codes.)  
 [Click&type]
3. Excluding the savings association, list the three subsidiaries that contribute the greatest portion of your consolidated gross revenue.

Name and Address	NAICS Code	Description of Activity
[Click&type]	[Click&type]	[Click&type]
[Click&type]	[Click&type]	[Click&type]
[Click&type]	[Click&type]	[Click&type]

4. Are you subject to the activity limitations as discussed on pages 400.4-400.6 of the OTS Holding Company Handbook? (available at [www.ots.treas.gov](http://www.ots.treas.gov))  
 [Click&type]
5. Since the last report of examination, describe any significant changes of ownership or management.\*  
 [Click&type]  
 If you are contemplating changes, describe the planned changes.  
 [Click&type]

\*If a new executive officer or director has been appointed or elected, submit the following information, *if not already provided*, for each new director or officer:

- A resume summarizing relevant experience; and,
- A description of any current position as director, officer, employee or controlling beneficial stockholder of any nonaffiliated savings association or savings and loan holding company.

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6. If you, directly or indirectly, or through one or more of your subsidiaries, or any of your insiders, partners or trustees;
- hold any of the voting shares of a savings association or savings and loan holding company that is not a subsidiary; or
  - acquire control of a new subsidiary savings association (insured or uninsured) or savings and loan holding company during the review period; or
  - acquire additional shares or voting securities of a previously held subsidiary savings association or savings and loan holding company during the review period; or
  - hold any proxies with respect to any voting rights in a mutual savings association, then provide the following information for each stock savings association or savings and loan holding company:

<b>Name of Acquirer</b>	<b>Nonaffiliated Savings Association or Holding Company</b>	<b>Class of Stock Held</b>	<b>Method of Ownership or Control</b>	<b>Number of Shares/ Percent of Total Shares</b>
[Click&type]	[Click&type]	[Click&type]	[Click&type]	[Click&type] [Click&type]

And provide the following information for each mutual savings association or savings and loan holding company:

<b>Name of Acquirer/ Number of Shares or Proxies Acquired</b>	<b>Date Shares or Proxies Acquired/ Percent of Proxies Acquired</b>	<b>Number of Voting Rights Held by Proxy/ Percent of Voting Rights Held by Proxy</b>	<b>Term of Proxy</b>
[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type]

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7. If you are a partnership, provide the following information on all persons or entities that have contributed, or are planning to contribute, 10% or more of the capital of the partnership:

<b>Name and Address of Contributor</b>	<b>Type of Partner</b>	<b>Percent of Total Capital Contributed</b>
[Click&type]	[Click&type]	[Click&type]

8. If you are a trust, provide the following information on all persons who have more than 10% beneficial interest:

<b>Name and Address of Beneficiary</b>	<b>Type of Trust/ Trustee</b>	<b>Percent of Beneficial Interest</b>
[Click&type]	[Click&type] [Click&type]	[Click&type]

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***Relationship***

1. Identify any threatened or pending litigation not listed in the Management Letter of Representation involving you or your non-thrift subsidiaries either as Plaintiff or Defendant. **DO NOT** include foreclosures in this listing, or other routine litigation incidental to the company’s business. For each such matter, explain:
  - The claim and the stage of the proceeding. Include the probable trial date.
  - How Management is responding or intends to respond to the claim. Will the claim be vigorously contested or will an out of court settlement be sought?
  - The amount being litigated, and an estimate of the amount of the potential loss or recovery or the range of such loss or recovery.
  - The probable effect any such litigation will have on you or your subsidiaries.

[Click&type]

2. If any of the directors, executive officers, trustees or partners of you and your affiliates has been indicted or convicted of any criminal offense that has not been previously disclosed to the OTS, furnish complete details.

[Click&type]

3. Above and beyond criminal violations, describe any administrative proceeding in which any of your or your affiliates’ directors, executive officers, partners, trustees; or their associates (as defined in 12 C.F.R. 563b.25); or in which any such person has an interest; adverse to you or any of your subsidiaries.\*

Agency or Court Hearing the Case	Initiation Date of Proceedings	Principal Parties to the Proceeding	Brief Summation of the Case, Including any Proposed or Assessed Fines or Penalties
[Click&type]	[Click&type]	[Click&type]	[Click&type]

\*Include similar information as to any such proceedings known to be contemplated by governmental or professional authorities, by indicating “Uncertain” under “Initiation Date of Proceedings.”

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4. If you or any of your affiliates offers or contemplates offering financial services complementary to or in competition with the savings association (i.e., mortgage banking, commercial banking, credit life insurance, insurance agency, or escrow agency), answer the following questions:

- Are the activities coordinated with or expected to be coordinated with the savings association?  
[Click&type]
- Are any of the activities dependent on the savings association for all or most of their revenue?  
[Click&type]
- What is the volume of business between such affiliates and the savings association?  
[Click&type]
- Is the savings association losing revenue due to such activities?  
[Click&type]

5. If there are any loans outstanding from you or your affiliates totaling over \$500,000 to any single insider, partner, or trustee, provide the following information:

Name of Borrower	Amount of Loan	Type of Loan/ Term of Loan	Payment Status
[Click&type]	[Click&type]	[Click&type] [Click&type]	[Click&type]

6. If, since the last examination report, any of your insiders, partners or trustees held a controlling interest in a nonaffiliated depository institution or a nonaffiliated depository holding company, furnish the following information:

Name/ Position at Holding Company	Nonaffiliated Depository Institution or Holding Company/ Description of Controlling Interest
[Click&type] [Click&type]	[Click&type] [Click&type]

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7. If not addressed in the business plan, describe your corporate objectives with respect to the savings association.

[Click&type]

Do you plan for the savings association to grow?

[Click&type]

- If so, what growth projections (including acquisitions) have been made?

[Click&type]

- What assumptions were used?

[Click&type]

What dividend flow do you expect the savings association to produce over the next three years?

[Click&type]

What annual percentage return on investment do you expect from your investment in the savings association?

[Click&type]

8. For all of your insiders, partners, trustees and ESOPs, provide the following information with respect to the shares or other securities of you or your affiliates. Include any shares or other securities held by an immediate family member.

<b>Name / Occupation</b>	<b>Title/ Year Appointed</b>	<b>Number of Shares Owned/ Percent of Total Shares</b>	<b>Number of Options Owned/ Method of Ownership or Control</b>	<b>Amount of Any Other Securities/ Type of Securities</b>
[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type] [Click&type]	[Click&type] [Click&type]

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9. Are there any agreements or understandings between individuals regarding the transferability and voting of any of your stock and/or the management or control of you or your affiliates? If so, provide detailed information including, but not limited to, names of the individuals and specific intentions, along with copies of any agreements.

[Click&type]

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***Earnings & Liquidity***

1. If not described in your business plan, discuss your current earnings and cash flow projections.

[Click&type]

Explain any material deviation from projected earnings.

[Click&type]

Explain any material deviation from projected cash flow.

[Click&type]

Excluding the savings association, list the three subsidiaries that contribute the largest cash flows to the holding company:

<b>Subsidiary Name(s)</b>	<b>Cash Flow</b>	<b>Percentage of your total cash flow</b>
[Click&type]	[Click&type]	[Click&type]
[Click&type]	[Click&type]	[Click&type]
[Click&type]	[Click&type]	[Click&type]

2. If funds from the savings association were paid to you for purposes of income tax payments since the last examination report, provide the following information:\*

<b>Payment Date/ Payment Amount</b>	<b>Savings Association Income Tax Liability</b>	<b>Proportion of Consolidated Payment Contributed by Savings Association</b>
[Click&type]	[Click&type]	[Click&type]
[Click&type]		

\*If the savings association makes payments on its own behalf, or on behalf of the consolidated structure, directly to the IRS, such payments should be listed and footnoted with appropriate clarifications.

3. If there has been a change in independent auditors or fiscal year end, explain the reason(s) for change, date of change and identify the new auditor/date.

[Click&type]

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4. What effect, if any, have any changes in accounting principles and procedures had on your income?

[Click&type]

5. Finally, is there any other information not specifically requested in this information request, but which may affect the records of the OTS (e.g., a name change) or which may materially affect the savings association? If so, submit such information.

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**ITEMS TO ATTACH TO YOUR RESPONSE**

- **Corporate or Organizational Chart**
- **Business Plan**
- **Auditors' Letter to the Board of Directors**
- **Management Letter of Representation**

**OTHER NECESSARY ATTACHMENTS, IF NOT ALREADY PROVIDED IN AN H-(B)11 SUBMISSION**

- **Annual Report**
- **Financial Statements**
- **Changes to By-laws, Charter, Partnership Agreement or Trustee Agreement Since Last Examination**

**PREPARE TO PROVIDE EXAMINER ACCESS TO:**

- **Minutes of Board of Director and Committee meetings**
- **Board Packages**
- **Policies and Procedures**
- **Tax Sharing Agreement**
- **Independent Auditors' Report**
- **Examination Reports Prepared by Other Regulatory Bodies**
- **Analyst Reports from Underwriters, Credit Agencies or Security firms**
- **Reports dealing with Bank Secrecy Act/Anti-Money Laundering Activities**

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**Definitions and Explanatory Notes**

“Affiliate” is defined in 12 CFR Section 563.41.

“Depository Institution” and “Depository Holding Company” are defined in 12 CFR Section 563f.2.

“Executive officer” includes the president, chief executive officer, chief operating officer, chief financial officer, chief lending officer, chief investment officer, and any other individual OTS identifies that exercises significant influence over, or participates in, major policymaking decisions of an institution or a savings and loan holding company. (12 CFR Section 215.2(e)(1))

“Insider” is defined as an executive officer, director, or principal shareholder, and includes any related interest of such a person. (12 CFR Section 215.2(h))

“Principal Shareholder” is defined as a person that directly or indirectly, owns, controls, or has the power to vote more than 10 percent of any class of voting securities of an institution or company. Shares owned or controlled by a member of an individual's immediate family are considered to be held by the individual. (12 CFR 215.2(m)(1))

“Related interest” of a person is defined as a company, partnership or other entity that is controlled by that person; or a trust or other fund which benefits that person. (12 CFR 215.2(n))

All other terms used in this document, 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 CFR Parts 583, 574 and 561.

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**Appendix**  
*North American Industry Classification System<sup>1</sup>*  
*Business Activity Sector Codes*

*Sector 110000-119999 — Agriculture, Forestry, Fishing and Hunting*

111000 Crop Production

115000 Support Activities for Agriculture and Forestry

*Sector 210000-219999 — Mining*

*Sector 220000-229999 — Utilities*

*Sector 230000-239999 — Construction*

233000 Building, Developing, and General Contracting

234000 Heavy Construction

*Sector 310000-339999 — Manufacturing*

311000 Food Manufacturing

321000 Wood Product Manufacturing

322000 Paper Manufacturing

323000 Printing and Related Support Activities

324000 Petroleum and Coal Products Manufacturing

325000 Chemical Manufacturing

326000 Plastics and Rubber Products Manufacturing

331000 Primary Metal Manufacturing

332000 Fabricated Metal Product Manufacturing

333000 Machinery Manufacturing

334000 Computer and Electronic Product Manufacturing

335000 Electrical Equipment, Appliance, and Component Manufacturing

336000 Transportation Equipment Manufacturing

337000 Furniture and Related Product Manufacturing

339000 Miscellaneous Manufacturing

*Sector 440000-459999 — Retail Trade*

441000 Motor Vehicle and Parts Dealers

442000 Furniture and Home Furnishings Stores

443000 Electronics and Appliance Stores

444000 Building Material and Garden Equipment and Supplies Dealers

445000 Food and Beverage Stores

448000 Clothing and Clothing Accessories Stores

452000 General Merchandise Stores

453000 Miscellaneous Store Retailers

454000 Nonstore Retailers

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<sup>1</sup> For a detailed listing of all codes, go to [www.census.gov/epcd/naics02/naicod02.htm](http://www.census.gov/epcd/naics02/naicod02.htm)

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*Sector 510000-519999 — Information*

- 511000 Publishing Industries
- 512000 Motion Picture and Sound Recording Industries
- 513000 Broadcasting and Telecommunications
- 514000 Information Services and Data Processing Services

**Sector 520000-529999 - Finance and Insurance**

- 522000-522999 - Banking and Finance
- 522110 Commercial Banking
- 522120 Savings Institutions
- 522130 Credit Unions
- 522190 Other Depository Credit Intermediation
- 522210 Credit Card Issuing
- 522220 Sales Financing
- 522291 Consumer Lending
- 522292 Real Estate Credit
- 522293 International Trade Financing
- 522294 Secondary Market Financing
- 522298 All Other Nondepository Credit Intermediation
- 522310 Mortgage and Nonmortgage Loan Brokers
- 522320 Financial Transactions Processing, Reserve and Clearinghouse Activities
- 522390 Other Activities Related to Credit Intermediation

**523000-523999 - Securities, Commodities and Other Financial Investments**

- 523100 Securities, Commodity Contracts, and Other Financial Investments and Related Activities
- 523110 Investment Banking and Securities Dealing
- 523120 Securities Brokerage
- 523130 Commodity Contracts Dealing
- 523140 Commodity Contracts Brokerage
- 523210 Securities and Commodity Exchanges
- 523910 Miscellaneous Intermediation
- 523920 Portfolio Management
- 523930 Investment Advice
- 523991 Trust, Fiduciary, and Custody Activities
- 523999 Miscellaneous Financial Investment Activities

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**524000-524999 - Insurance**

- 524100 Insurance Carriers
- 524113 Direct Life Insurance Carriers
- 524114 Direct Health and Medical Insurance Carriers
- 524126 Direct Property and Casualty Insurance Carriers
- 524127 Direct Title Insurance Carriers
- 524128 Other Direct Insurance
- 524130 Reinsurance Carriers
- 524210 Insurance Agencies and Brokerages
- 524291 Claims Adjusting
- 524292 Third Party Administration of Insurance and Pension Funds
- 524298 All Other Insurance Related Activities

**525000-525999 - Other Financial**

- 525100 Insurance and Employee Benefit Funds
- 525110 Pension Funds
- 525120 Health and Welfare Funds
- 525900 Other Investment Pools and Funds
- 525910 Open-End Investment Funds
- 525920 Trusts, Estates, and Agency Accounts
- 525930 Real Estate Investment Trusts
- 525990 Other Financial Vehicles

**Sector 530000-539999 — Real Estate and Rental and Leasing**

- 531100 Lessors of Real Estate
- 531200 Offices of Real Estate Agents/Brokers
- 531300 Activities Related to Real Estate
- 532000 Rental and Leasing

**Sector 540000-549999 — Professional, Scientific, and Technical Services****Sector 550000-559999 — Management of Companies and Enterprises****Sector 560000-569999 — Administrative and Support and Waste Management and Remediation Services****Sector 620000-629999 — Health Care and Social Assistance****Sector 710000-719999 — Arts, Entertainment, and Recreation****Sector 720000-729999 — Accommodation and Food Services****Sector 810000-819999 — Other Services (except Public Administration)**

- 813000 Religious, Grantmaking, Civic, Professional, and Similar Organizations