

INTRODUCTION

The holding company examination process is much more than the on-site review of records and interaction with holding company representatives. The process begins well before that point and continues after on-site work is completed. The preexamination work is extremely important in categorizing risk and efficiently allocating resources. The actual on-site examination work, which is conducted concurrently with the thrift examination, must be attentive to ongoing findings and reactive so that the scope can be adjusted accordingly. The examination culminates in presenting findings to holding company management and the directorate, completing a professionally prepared report of examination, integrating the findings with the examination of the thrift, and assigning a rating.

Each of these examination phases is integral to the overall process. The combination of off-site monitoring and on-site examinations allows OTS staff to accurately assess the condition of the holding company enterprise and its effect on the insured thrift.

EXAMINATION AUTHORITY

OTS has the authority to conduct examinations of holding companies and their noninsured subsidiaries. This authority is provided by statute (12 USC 1467a(b)(4)) and by regulation (12 CFR 584.1). The authority allows the examination of each registered holding company and each subsidiary as the Director may prescribe. However, as noted in the Supervisory Approach Section 100, the holding company examination is a combined review of the entire enterprise.

There are two exceptions to this broad grant of holding company examination authority. First, if a holding company is a bank holding company that owns both a bank and a thrift, then the Federal Reserve Board regulates the holding company. Secondly, if the holding company has a functionally regulated subsidiary, then we will coordinate our information requests and examina-

tions with the entity's primary regulator. The functional regulation provisions are discussed in greater detail later in this Section. These provisions were enacted to avoid regulatory duplication. In so doing, they specify certain procedural requirements in requesting information and conducting an examination of certain types of entities. Because of this, our examination process must follow certain prescribed steps.

REGULATORY COORDINATION AND COMMUNICATION

Regional Responsibility

The holding company examination is designed to identify the effect, if any, that the holding company enterprise has on the subsidiary thrift. Consequently, regional examination responsibility is normally determined by the geographic location of the thrift rather than the location of the holding company or other affiliates. However, there are some cases where the regions have negotiated alternate arrangements, and regional responsibility will be determined by those negotiations.

There is no question of responsibility for unitary holding companies or for multiple holding companies whose thrifts are located within the same region. Administrative uncertainties arise, however, when a multiple holding company owns thrifts in several regions. A multiple holding company typically owns a "lead" institution. In those few cases where a holding company does not own one thrift that is easily identified as the lead thrift, the affected regions must discuss and cooperatively determine examination responsibility. Further, in the event that it would be more efficient for one region to perform some of the on-site field work on behalf of another region, such an arrangement should be negotiated between the various regions. Communication between regional offices is essential to ensure that there are no conflicts, duplications of effort, or omissions.

Functional Regulation

Communication with other regulators is also essential. You should make every effort to coordinate examination and supervisory efforts with all other interested regulators. This includes banking regulatory agencies (for example, the Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve, and state banking supervisors), as well as functional regulators of other financial activities.

What Entities Are Functionally Regulated?

With the passage of the Gramm-Leach-Bliley Act, our holding company examination authority was modified to recognize that more than one regulator may be involved in supervising an enterprise that offers a variety of financial products. As part of the examination scoping process, you need to determine whether any entity within the holding company enterprise is “functionally regulated.” Functionally regulated entities are:

- Registered broker-dealers. Broker-dealers are regulated by the Securities and Exchange Commission (SEC) and the National Association of Securities Dealers.
- Registered investment advisers with respect to investment advisory and incidental activities. Investment advisers are regulated by the SEC or the state.
- Registered investment companies. Registered investment companies are regulated by the SEC.
- Insurance companies (including agencies) with respect to their insurance and incidental activities. Insurance companies are regulated by the states.
- Entities regulated by the Commodity Futures Trading Commission, with respect to their commodities and incidental activities.

If you identify a subsidiary of the holding company (or the thrift), that is a functionally regulated entity, then you must follow the procedures out-

lined below. However, it is important to remember that there are no restrictions on examining the holding company itself within the legislation. Therefore, even if a holding company is one of the defined functionally regulated entities, you do not need to follow the exact procedures outlined below. You can examine it since OTS is the primary regulator.

Nonetheless, you should be sensitive to the role of other regulators and strive to coordinate regulatory efforts where practicable.

Keep in mind that even where you are required to follow certain procedural steps, OTS is ultimately responsible for assessing the risks to the insured thrift.

Step 1 – Using Available Information

You can gain information about the affiliate by obtaining and reviewing:

- Reports that are submitted to the primary regulator;
- Information that is otherwise required to be reported publicly; and
- Externally audited financial statements.

This information may be obtained from the affiliate or from other sources. Remember that, since the subsidiary is an investment of the holding company, there is significant information at the parent itself that you may review. The parent should have information to monitor its investment. Thus, the parent should be able to provide you with items such as financial statements, budgets and operating plans, risk management reports, and internal audit reports. Additionally, the parent may have copies of board minutes and even reports prepared for the affiliate’s board of directors.

Step 2 – Requesting Information Through the Primary Regulator

If you need further information, then OTS must first request it from the functional regulator. These requests should be coordinated through,

and in consultation with, your regional functional regulation contact. Many of the functional regulators have designated points of contact to facilitate these requests. In addition, OTS has entered into regulatory cooperation and information sharing agreements with many of the functional regulators. These agreements should facilitate communication and the exchange of information between regulators, including the exchange of each agency's respective examination reports. Your functional regulation contact can also help expedite information requests and coordinate examinations.

Step 3 – Requesting Information From the Functionally Regulated Entity

If the functional regulator either does not have the information or fails to provide it, OTS may then request the information directly from the functionally regulated affiliate. However, you may only request information that is necessary to assess:

- A material risk to a thrift or holding company;
- Compliance with a federal law that we have specific authority to enforce against the functionally regulated entity; or
- The systems for monitoring and controlling the financial and operational risks that may threaten the safety and soundness of a thrift.

Again, you should coordinate and consult with your functional regulation contact before making any such request. Your functional regulation contact would have the most day-to-day experience in determining whether the above conditions apply.

You must rely, to the fullest extent possible, on the examination reports and other data supplied by the entity's other regulator. Only by sharing information and working closely with the other state and federal regulators will the legislative goal of reducing duplication be achieved.

Step 4 – When to Pursue an Examination

If you cannot address your concerns with the information made available in the above detailed

steps, and you have relied on the examination reports of the primary regulator to the fullest extent possible, then you can examine the entity.¹ After all, if you have concerns after reviewing all the information acquired up to this point, it should be relatively easy to meet one or more of the following criteria required by statute to examine a functionally regulated affiliate:

- You have reasonable cause to believe that the company is engaged in activities that pose a material risk to the insured thrift; or
- After reviewing relevant reports, you reasonably determine that an examination is necessary to inform OTS of the company's systems to monitor and control financial and operational risks that may pose a risk to the safety and soundness of the thrift; or
- Based on reports and other available information, you reasonably believe both of the following circumstances exist:
 1. The affiliate is not in compliance with a federal law that we have specific jurisdiction to enforce, including laws that cover transactions with affiliates; and
 2. We cannot make the determination by examining the thrift or its holding company.

Step 5 – Examination

You should only conduct an on-site examination of a functionally regulated entity for the following purposes:

- To obtain information about the:
 1. Nature of operations and financial condition of the holding company and the functionally regulated entity;
 2. Financial and operational risks within the structure that may threaten the safety and soundness of a thrift (for example, an activity that could impair the thrift due to its materiality); or

¹ OTS may not, however, examine a registered investment company.

3. Systems for monitoring and controlling financial and operational risk.

OR

- To monitor compliance with any Federal law that:
 1. We have specific jurisdiction to enforce against the functionally regulated entity; or
 2. Governs transactions and relationships between a thrift and its functionally regulated subsidiaries.

Whenever possible, you should:

- Coordinate the examination schedule with other agencies;
- Invite interested regulators to examination closing meetings or meetings with the board of directors; and
- Actively participate in meetings with functionally regulated affiliates conducted by other regulatory agencies.

The exchange of information and overall inter-agency cooperation will facilitate our role of ensuring the safe and sound operation of the thrift.

Foreign-Based Holding Companies

Foreign-based holding companies present the OTS with additional challenges. The geographic location of foreign-based holding companies makes it more difficult to communicate with holding company management. Language and time differences may also exist, thereby complicating communications. In addition, it is often more difficult to accurately assess the financial statements of these companies because they may use different accounting practices. For these reasons, you must pay special attention to foreign-based companies. You may perform the following procedures in addition to those used in examining a domestic based holding company:

- Contact foreign regulators;
- Obtain and review a copy of the foreign rules and regulations applicable to the holding company;
- Obtain and review a copy of the foreign regulator's examination report, if it is a holding company subject to regulation and it is possible to obtain the report;
- Translate foreign currency-based financial reports to U.S. dollars. Use the foreign exchange rate applicable as of the date of the financial reports and the current examination, if possible; and
- Obtain and review a summary of accounting practices and audit standards that apply to the country of the foreign based holding company and determine the effect, if any, on the financial analysis.

PREEXAMINATION ANALYSIS

Because of the need to categorize risk and efficiently allocate resources prior to initiating the on-site examination, the preexamination work is very important. The preexamination analysis is when information should be requested from other regulators to ensure that it is available when the formal examination begins.

Before the examination begins, you must have a sound understanding of the holding company enterprise and the industry(ies) in which it operates in order to accurately complete the scoping process. In many situations, the individual who is responsible for ongoing monitoring may not be the same person who conducts the actual examination. Similarly, the person who conducts the examination may not be familiar with the history and operations of the holding company enterprise.

The Administrative Program, Section 710, identifies several procedures that you should perform during the preexamination work to gain this requisite knowledge. These procedures include reviewing various sources of information that provide insight into the holding company enterprise such as:

- Reports generated by OTS databases;
- Reports submitted to the OTS;
- Reports submitted to other regulators such as the Securities and Exchange Commission (SEC); and
- Prior examination reports, workpapers, and supervisory correspondence.

Once you achieve the requisite understanding of the holding company enterprise, then the process calls for preparing and sending the preexamination response kit (PERK). (A sample PERK is attached as Appendix 200A.) As noted above, you need to determine if any entity in the holding company enterprise is functionally regulated.

Probably one of the most important steps in the preexamination analysis is determining the appropriate risk category for the holding company enterprise. Although most holding company enterprises will already have an assigned category, you need to reassess it based on current information. In the case of a new holding company enterprise, your assessment is important to confirm that the assessment made at the conclusion of the application process is still valid. Your assessment will help you to create a risk-focused scope and allocate examination resources efficiently.

Holding Company Risk Classifications

The Administrative Program contains a Risk Classification Checklist to facilitate this process. It begins by presenting several questions to determine if the enterprise is a low risk shell holding company. If the result is that the holding company is low risk shell (Category I), then there is no need to continue with the checklist. Such a noncomplex entity only requires a minimal examination and you will use the Abbreviated Holding Company Examination Program contained in Section 720 of this Handbook.

If this initial review indicates that the enterprise is more than a shell, there is at least moderate risk. You should then continue with the checklist to assess the nature and degree of these risks. The questions in the program are structured to assist you in assessing the level of risk. The checklist also directs you to specific sections of the CORE Holding Company Examination Program, Section 730, to further evaluate the potential risks that you identify. Once the checklist is completed, you can preliminarily designate the appropriate risk category. Your preliminary assignment may be modified over the course of the examination as you learn more about the holding company enterprise. At the close of the examination, you should update the appropriate risk category classification in the Holding Company Examination Data System.

If the holding company enterprise is a Category I, then the structure is noncomplex and relatively low risk. An examination of this type of entity requires limited resources. You may start with the Abbreviated Program contained in Section 720, but may find that you need to reference more detailed procedures in the full CORE Holding Company Examination Program contained in Section 730. At a minimum, you should conduct those procedures referenced for any item on the Risk Classification Checklist that you answered “yes.”

If, however, the holding company enterprise is a Category II, then it is complex or exhibits elements that are higher risk. The examination may require greater resources in order to review the current risks that the entity may pose to the thrift, as well as the prospective risk. You should at least review all procedures of the full CORE Holding Company Examination Program. Use judgment in determining which procedures you actually need to perform.

The following chart summarizes the appropriate program to use:

HC Category	Appropriate Program	Use Judgment
Category I – Low Risk or Noncomplex Holding Company Enterprise	Abbreviated HC Exam Program, Section 720	To determine relevant procedures from full CORE Program, Section 730
Category II – Complex or High Risk Holding Company Enterprise	Full CORE HC Exam Program, Section 730	To determine if all CORE procedures are required.

ON-SITE EXAMINATION

In most cases, the on-site holding company examination will coincide with the examination of the insured thrift subsidiary. And in many cases, management will overlap with various executives holding the same or similar positions at both entities. In such instances, you can coordinate items such as entry and closing meetings with the thrift examination. However, you must ensure that the investigative work for the holding company examination is done interacting with these managers in their capacities as holding company representatives.

In those instances in which management is distinct or there is no concurrent thrift examination, the holding company examination will proceed independently. For the most part, the various protocols and techniques of a thrift examination will be used for the holding company as well. These include protocols of professional behavior and communication techniques such as introductory and closing meetings. Requirements in terms of complete documentation of and support for findings in examination workpapers are also unchanged from the standards for thrift examination reports.

However, holding company examinations may require the exercise of additional procedures that would not be applicable to a thrift examination. For example, a complex holding company structure may have one or more tiers of companies

between the thrift and the top tier holding company. Further, there may be large noninsured subsidiaries of the holding company that are significant businesses in their own right.

Holding companies and their noninsured subsidiaries may not be as familiar with regulatory examination practices as their thrift counterparts. Because of this, a cooperative attitude, prompt response to information requests, or accessibility to managers may not be as forthcoming as you are used to seeing in the examination of the thrift. Many such companies, particularly significant subsidiaries with independent managements, may not be aware or fully understand the scope of our authority in regulating the holding company. In the face of such an environment, you must maintain professional conduct and attempt to achieve an understanding on the part of managers of their regulatory responsibilities. You will need to establish working relationships and interact with a variety of personnel.

If difficulties persist, you may need to request that regional supervision become involved in order to influence a more cooperative working relationship.

POSTEXAMINATION PROCEDURES

Once the on-site examination is complete and all outstanding factual issues have been resolved, the communication of these findings must then take place. The principal vehicles for this communication are the closing meeting(s) with holding company representatives and the report of examination.

The Closing Meeting

The closing meeting with holding company representatives is a critical element in the examination process. The meeting may involve directors of the holding company, but will probably be with executive managers. The meeting serves several purposes. It summarizes the examination and advises senior officials what will be included in the report of examination. It also serves to ensure that all issues are clearly understood by all parties and that the issues were either satisfactorily re-

solved during the review or there is unresolved disagreement. If thrift and holding company management overlap, then the presentations for both the holding company and thrift examination may be combined. However, if the findings of either or both examinations are significant, separate presentations may be warranted.

Meetings with the Board of Directors

In certain situations, such as when the holding company presents a recurring material adverse effect on the subsidiary thrift, there is an ongoing significant violation of law or regulation, or the holding company will be rated unsatisfactory, it may be important to conduct a meeting with the holding company's board of directors. The scope of the meeting would include holding company examination findings and conclusions, necessary corrective actions, and, in certain circumstances, discussions concerning possible enforcement remedies. This meeting would generally be conducted after the report of examination is finalized.

The Report of Examination

A final report of examination is then prepared which fully discusses the significant issues found. The report format essentially corresponds to the major examination areas as presented in this Handbook. It also includes background information on the holding company complex as well as information regarding the directorate and executive officers. Various schedules providing financial information may also be presented. A copy of the Holding Company Report of Examination shell is included as Appendix 200B.

Rating the Holding Company Enterprise

An integral component of the examination report is the holding company rating. Once the examination is completed, a composite rating is assigned to the holding company enterprise. The rating becomes part of a valuable management information system from which supervisory personnel can quickly and easily understand the effect that the holding company has on the thrift. Ratings are included in the examination report and disclosed to the holding company.

The composite rating is a consolidation of the various components within the holding company review. These components include the four CORE areas of review that are discussed in detail in separate sections of this Handbook. Rating criteria for each component is included within each section.

For Category II holding company enterprises,² these four components are each rated on a scale of one to three in descending order of performance quality. The component ratings encompass the full nature of the enterprise by:

- Evaluating the consolidated **capital** level and composition – “**C**”;
- Observing the **organizational structure** and evaluating the risks of the activities conducted by each entity within the enterprise – “**O**”;
- Assessing how management and the board of directors monitors and oversees the **relationship** with the thrift – “**R**”; and
- Assessing the **earnings** performance and liquidity of the enterprise as a consolidated entity – “**E**”.

This system allows for all aspects of the organization's performance to be considered. Not only are the separate units and businesses assessed for their contribution to the financial strength of the holding company enterprise, but also the condition of the entire organization as one entity is analyzed for its financial soundness. Problems will be noted whether they are isolated or in the whole organization. For example, individual entities may exhibit satisfactory condition but, on a consolidated basis, it becomes evident that inherent risks are not supported by consolidated capital. Conversely, the consolidated whole may appear financially strong with good performance, yet there may be nonbank subsidiaries or even the thrift that exhibit risk, possibly prospective risk, that needs to be reflected in the rating. The result-

² Component ratings may be assigned to Category I holding company enterprises at the examiner's discretion. Only the overall composite rating is mandated for Category I holding company enterprises.

tant composite rating will be a product of this subjective determination process.

Because rating the enterprise is a subjective process, the composite rating is not simply an average of the ratings of the individual components. Your judgment is essential to give the appropriate weighting to the components. The composite rating is based on the following rating definitions:

- **Above Average (A):** Holding company enterprises in this group have a wealth of financial strength. The enterprise could be called upon to provide financial or managerial resources to the thrift if circumstances dictate. Above Average holding company enterprises may exhibit minor weaknesses, but they are deemed to be correctable in the normal course of business. For this rating, all component ratings will generally be rated 1 or 2.
- **Satisfactory (S):** Holding company enterprises in this group are those whose effect on the thrift is considered neutral. Overall, these holding companies exhibit financial conditions and operating performance that pose only a remote threat to the viability of the thrift. Satisfactory holding company enterprises generally do not possess the financial strength to be considered a substantial resource to the thrift. These companies may be reliant on the thrift for dividends or other sources of funds to service debt; however, their debt level and expected need for funds from the thrift are not considered overwhelming. For this rating, the components should generally be rated 2, but may include components rated 1 or 3.
- **Unsatisfactory (U):** This rating is reserved for holding company enterprises that impose a detrimental or burdensome effect on the thrift. Such companies exhibit high levels of various operating weaknesses that at best are considered less than satisfactory. There exists an inordinate reliance involving the thrift. Either the holding company is inordinately reliant on the thrift for cash flow, or the thrift is inordinately reliant on the holding company for critical operating systems. Without immediate corrective action, the thrift's viability may be

impaired. Enterprises deserving of this rating will predominantly have components that are rated 3, although even one component with a 3 rating may suffice to justify an overall U rating if the problems are severe enough.

An Unsatisfactory rating should only be given in the most severe circumstances. Such a rating would be comparable to a 4 or 5 composite thrift rating, and would carry the presumption that formal enforcement action is required, pursuant to RB 18-1b.

Keep in mind that the purpose of rating the holding company, consistent with our risk-focused supervisory approach, is to reflect how the risks and condition of the holding company enterprise affect the thrift. As discussed further below, it is essential to coordinate your findings with the examiners conducting the thrift examination. Since the rating is your assessment of the impact on the thrift, the risks and positive or negative effect of the holding company relationship must be considered in reaching conclusions about the thrift. A holding company that is a drain on thrift resources may negatively impact the thrift's capital rating. Similarly, a holding company that has a wealth of financial or managerial strength may positively impact the thrift's rating. You must also keep in mind that your assessment reflects not only the current financial and operating situation of the holding company enterprise, but also the prospective performance. For example, although a holding company may currently have a neutral effect on the thrift, there may be new businesses or transactions that have the potential of becoming a substantial burden on the thrift.

Integration with Thrift Report of Examination

Since concurrent examinations of the thrift and the holding company will usually be conducted, integration of findings should take place. The examiners-in-charge for both entities should discuss the issues and conclusions. The one responsible for the thrift report should then incorporate the issues into the thrift comments from the perspective of current and potential risks to the thrift from its parent. For example, if the holding company review discloses planned transactions that will require significant cash flow, it may be that these

activities will cause a greater funding need from the thrift. The capital comment in the thrift report should reflect this potential dividend requirement.

Likewise, other thrift examination report areas may be affected. If there is evidence that holding company management is overly influential and subordinating the interests of the thrift to those of the holding company, the thrift report should include a comment. Also a comment may be warranted if the thrift is dependent on the holding company and its affiliates for operational support.

The holding company examination report is the primary medium in which to convey the detailed discussions of issues affecting the holding company enterprise. However, the thrift examination report should capture those issues from the perspective of the effect that the holding company operations may have on the thrift.

SUMMARY

Comprehensive supervision of thrift holding companies is a combination of off-site monitoring and on-site examinations. Off-site monitoring and the preexamination analysis aid in identifying trends, defining the risk classification of the holding company enterprise, and establishing preliminary scope of the examination.

When conducting an examination, you must maintain a professional and cooperative relationship with holding company management and directors, as well as other interested functional regulators.

You must document your findings in a report of examination. The report may recommend appropriate actions to be taken by the holding company or supervisory measures needed in light of the problems identified.

You must assign a composite rating that evaluates the overall effect of the holding company enterprise on the thrift. Component ratings should be assigned for all high risk or complex holding companies (Category II), but are not required for low risk holding companies (Category I). Ratings are included in the examination report and disclosed to the holding company.

You should communicate the examination findings to the directors of the holding company, as well as to other interested regulators. You should recommend follow-up action, as necessary, to address outstanding issues before the next routinely scheduled examination.

**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: _____

HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT
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Docket #: >

Holding Company: >

Examination As Of 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):

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

3. Describe any scheduled debt or equity offerings.

Class	Amount to be Issued/ Net Cash Proceeds Expected	Anticipated Use of Proceeds
[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:

Date of Repurchase/ Class of Stock	Amount Repurchased/ Average Price per Share	Remaining Shares Outstanding/ Percentage of Capital Repurchased	Name of Seller* (if applicable)/ Terms of Repurchase (if applicable)
[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:

Class of Securities	Total Amount of Principal	Amount in Arrears	Nature of Problem
[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:

Lender/ Percent of Shares Used as Collateral	Loan Date/ Maturity/ Current Balance	Loan Amount/ Interest Rate	Description of Use of Proceeds, Conditions of Forfeiture and Current Status
[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:

Date of Guarantee/ Amount	If Secured, Describe the Type of Security	Description of Obligation and Explanation Why You Needed to Provide a Guarantee
[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:

Subsidiary Name/ Location	Primary Regulator/ Location	Minimum Required Capital	Current Capital Level
[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)
 [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.

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

Docket #: >

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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:

Name of Acquirer	Nonaffiliated Savings Association or Holding Company	Class of Stock Held	Method of Ownership or Control	Number of Shares/ Percent of Total Shares
[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:

Name of Acquirer/ Number of Shares or Proxies Acquired	Date Shares or Proxies Acquired/ Percent of Proxies Acquired	Number of Voting Rights Held by Proxy/ Percent of Voting Rights Held by Proxy	Term of Proxy
[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:

Name and Address of Contributor	Type of Partner	Percent of Total Capital Contributed
[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:

Name and Address of Beneficiary	Type of Trust/ Trustee	Percent of Beneficial Interest
[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.

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

**HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT
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Examination As Of Date: >
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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:

Subsidiary Name(s)	Cash Flow	Percentage of your total cash flow
[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:*

Payment Date/ Payment Amount	Savings Association Income Tax Liability	Proportion of Consolidated Payment Contributed by Savings Association
[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]

HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT
Office of Thrift Supervision

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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.

**HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT
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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**

HOLDING COMPANY PRELIMINARY EXAMINATION RESPONSE KIT
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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 System¹
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

¹ For a detailed listing of all codes, go to 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

See Attached Document



HOLDING COMPANY **REPORT OF EXAMINATION**

March , 2002

holding company
street address
city, state, zip code
Docket Number: Hxxxx

OTS Region:	Region
Type of Examination:	Holding Company
Examination (Start) Date:	08/18/1989
Examination Completion Date:	07/01/1997

Prohibition of Disclosure or Release

This document is the property of the Office of Thrift Supervision. OTS furnishes this document to the holding company for its confidential use. Except as provided in 12 C.F.R. Section 510.5, the holding company, its directors, officers, or employees may not disclose the report, or any portion of it, to unauthorized persons or organizations. Unauthorized persons or organizations include anyone not officially connected with the holding company as an officer, director, employee, attorney, or auditor. The holding company may provide independent auditors access to this report only after the auditors provide a written statement that they will not disclose the report, or any portion of it, to others.

If the holding company receives a subpoena or other legal process calling for production of this document, notify the Regional Director immediately. Advise the attorney and, if necessary, the court of the above prohibition and refer them to 12 C.F.R. Part 510.

Holding Company Structure

Name and Address of Holding Companies	Type of HC	H Number
Holding Company; [List all holding companies within the complex]	Type	H####

Thrift Subsidiaries (Name, City, State)	Region	Docket No.
[Name, City, State]	Identity	#####

Other Affiliates Examined
[Name Only]



Office of Thrift Supervision

Department of the Treasury

Northeast Region

Office Name • Phone Number • Fax: [Click Here](#) and Type Fax Number

Office Address, City, State and Zip

[Click Here](#) and Type P.O. Box Address

[Click here](#) and type date

holding company

street address

city, state, zip code

Members of the Board or their Representative:

Pursuant to Section 10 of the Home Owners' Loan Act, we performed a risk-focused examination of holding company. The examination began August 18, 1989.

The comments that follow summarize conditions, policies, practices, and trends that affect the subsidiary thrifts' financial condition. We also summarize other major items of concern, not necessarily related to financial condition. All matters of criticism, violations of laws and regulations, and other matters of concern identified within this Report of Examination require the Board of Directors' and management's prompt corrective action.

Information contained in this report is from information filed with the Office of Thrift Supervision and the books and records of the holding company and its subsidiaries. The examiner based the comments and conclusions in this report on an analysis of information obtained from the holding company's records and from other authoritative sources. OTS prepared this report for supervisory purposes and you should not consider it an audit report.

Please review the report in its entirety and note your review. You need not prepare or send OTS a written response to the report.

If you have any questions, please call me at phone number. If I am unavailable, please call name of alternate contact official, title of alternate contact official, at phone number of alternate.

/s/ name
title

Signatures of Directors

We, the undersigned directors of holding company or their representatives, have personally reviewed the contents of the report of examination dated August 18, 1989.

Signature

Date

Click Here and Type Name

Note: This form may remain attached to the report of examination and be retained in the institution's file for review during subsequent examinations or may be sent to the OTS Regional Office. The signatures of representatives of the holding company will suffice unless directed otherwise by the OTS.

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Examination Conclusions and Comments

	Current 08/18/1989	Previous Examinations	
		Type Date	Type Date
Holding Company Rating	Type Rating	Type Rating	Type Rating

Click Here and Type

/s/ eic signature
Examiner in Charge

Examiner Findings

Major Areas of Review

Capital

Click Here and Type

Organizational Structure

Click Here and Type

Relationship

Click Here and Type

Earnings and Liquidity

Click Here and Type

Compliance with Enforcement Actions

Click Here and Type

Directors, Senior Executive Officers, and Attorneys

Number of Directors Meetings Held During Past 12 Months: Click here and type

Number of Directors Authorized: Click here and type

Number of Vacancies: Click here and type

Name	Title	No. of Meetinas	Tenure as Director	Annual
Occupation	Year of	Attended	Year Appt.	Compensation
	Birth	12 mos.	Year Exp.	

Click here and type

Summary of Holding Company Stock Ownership

Stock Ownership	No. of Shares Under Option	No. of Shares Owned	Percent of Total Outstanding
Directors, Officers, Employees, and Affiliated Entities:			
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Total	<u>0</u>	<u>0</u>	<u>0.00%</u>

Others Owning 5% or More of Outstanding Shares			
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Type Here	0	0	0.00%
Total	<u>0</u>	<u>0</u>	<u>0.00%</u>

Total Shares Authorized: 1

Total Shares Outstanding: 100

Par value: \$ 0

Market value (as of Click Here and Type Date): \$ 0

Statements of Financial Condition

Statement of Financial Condition [Consolidated] [Nonconsolidated] (000s)	Fiscal Year Ended mm/dd/yyyy	Fiscal Year Ended mm/dd/yyyy	Fiscal Year Ended mm/dd/yyyy
Assets Type Here	\$ 0	\$ 0	\$ 0
Total Assets	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Liabilities and Net Worth Type Here	\$ 0	\$ 0	\$ 0
Total Liabilities and Net Worth	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statements of Operations

Comparative Statement of Operations [Consolidated] [Nonconsolidated] (000s)	Fiscal Year Ended mm/dd/yyyy	Fiscal Year Ended mm/dd/yyyy	Fiscal Year Ended mm/dd/yyyy
Income Type Here	\$ 0	\$ 0	\$ 0
Total Income	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Expenses Type Here	\$ 0	\$ 0	\$ 0
Total Expenses	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Net Income	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Reconcilement of Consolidated Net Worth

Net Worth Reconciliation (000s)	Capital Stock	Retained Earnings	Paid-in Surplus	Total Net Worth
Balance at Beginning of Fiscal Year: Date	\$ 0	\$ 0	\$ 0	\$ 0
Additions:				
	0	0	0	0
	0	0	0	0
	0	0	0	0
Total Additions	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Deductions:				
	\$ 0	\$ 0	\$ 0	\$ 0
	0	0	0	0
	0	0	0	0
Total Deductions	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Balance at Close of Fiscal Year: Date	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Net Worth Requirement (for Diversified Status)

Net Worth Components (000s)	Fiscal Year Ended mm/dd/yyyy
Portion of Holding Company Consolidated Net Worth Represented by:	
Subsidiary Thrifts	\$ 0
Other Related Activities Specified in 12 USC 1467a(c)(2) and 12 C.F.R. 584.2(b)	\$ 0
Total Thrift and Related Activities	\$ 0
Consolidated Net Worth as of Close of Fiscal Year	\$ 0
Ratio of Total Thrift and Related Activities to Consolidated Net Worth (12 C.F.R. 583.11)	!Zero Divide

Net Earnings Requirement (for Diversified Status)

Earnings Components	mm/dd/yyyy (000s)
Net Earnings For Fiscal Year Ended	
Total Net Earnings From Subsidiary Thrifts (included in consolidated net earnings)	\$ 0
Total Net Earnings of Other Related Activities Specified in 12 USC 1467a (c)(2) and 12 C.F.R. 584.2(b) (included in consolidated net earnings)	\$ 0
Total Thrift and Related Activities Earnings	\$ 0
Total Consolidated Net Earnings for Fiscal Year	\$ 0
Ratio of Total Thrift and Related Activities Earnings to Consolidated Net Earnings (12 C.F.R. 583.11)	!Zero Divide

Financial Reporting Requirements

Description	Report Identification	Reporting Period	Dates Filed
Registration Statement	H-(b)10	N/A	Type Here
Annual/Current Report	H-(b)11	Fiscal Year/Qtr Ending	Type Here
Activities Application/Notice	N/A	Since Preceding Exam	Type Here
Capital Distribution Application/Notification	N/A	Since Preceding Exam	Type Here
Other Filings or Comments			

Outstanding Debt

Name of Lender Maturity Date Date of Borrowing Original Amount	Amount Outstanding	Type of Security	Purpose	Interest Rate
Click Here and Type				

Cash Flow Statement

Cash Flow Analysis (000s)	FY Ended mm/dd/yyyy	FY Ended mm/dd/yyyy
Internal Funding Sources		
Income		
Dividends from subsidiaries	\$ 0	\$ 0
Interest from subsidiaries	0	0
Management and service fees	0	0
Other operating cash income	0	0
Total Operating Cash Income	<u>\$ 0</u>	<u>\$ 0</u>
Expenses		
Interest Paid	\$ 0	\$ 0
Lease and rental	0	0
Salary and employee benefits	0	0
Other operating cash expenses	0	0
Total Operating Cash Expenses	<u>\$ 0</u>	<u>\$ 0</u>
Before Tax Cash Income	<u>\$ 0</u>	<u>\$ 0</u>
Taxes		
Income tax payments from:		
Thriffs	\$ 0	\$ 0
Other Affiliates	0	0
Less: Income tax payments	0	0
Net Income Tax	<u>\$ 0</u>	<u>\$ 0</u>
After-Tax Cash Income	<u>\$ 0</u>	<u>\$ 0</u>

Cash Flow Statement (continued)

Cash Flow Analysis (000s)	FY Ended mm/dd/yyyy	FY Ended mm/dd/yyyy
External Sources		
Issuance of stock	\$ 0	\$ 0
Net increase in borrowed funds	0	0
Advances to subsidiaries repaid:		
Thriffs	0	0
Other Affiliates	0	0
Sale of assets	0	0
Total External Sources	<u>\$ 0</u>	<u>\$ 0</u>
External Uses		
Net decrease in borrowed funds	\$ 0	\$ 0
Dividend payments:	0	0
Equity investment in subsidiaries		
Thriffs	0	0
Other Affiliates	0	0
Advances to subsidiaries:		
Thriffs	0	0
Other Affiliates	0	0
Purchase of assets	0	0
Total External Uses	<u>\$ 0</u>	<u>\$ 0</u>
Net External Position (External Sources less External Uses)	<u>\$ 0</u>	<u>\$ 0</u>
Net Change In Cash Position (After-tax cash income plus net external cash position)	\$ 0	\$ 0
Cash Balance Beginning	\$ 0	\$ 0
Cash Balance Ending	\$ 0	\$ 0

Violations of Laws and Regulations

Regulation	# Occurrences	Amount of Loss
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[Click Here and Insert Reg Cite](#)
[Click Here and Type Comments](#)

Miscellaneous

Click Here and Type

Other Subsidiary Consolidated or Unconsolidated Statements

Click Here and Type

Holding Company Rating Definitions

Upon completion of the examination, the holding company complex is rated by the regulator. The holding company rating reflects the overall effect of holding companies and their subsidiaries on the savings association, rather than the condition of the holding company itself.

The three holding company ratings are defined as follows:

Above Average

Holding company enterprises in this group have a wealth of financial strength. The enterprise could be called upon to provide financial or managerial resources to the thrift if circumstances dictate. Above Average holding company enterprises may exhibit minor weaknesses, but they are deemed to be correctable in the normal course of business. For this rating, all component ratings will generally be rated 1 or 2.

Satisfactory

Holding company enterprises in this group are those whose effect on the thrift is considered neutral. Overall, these holding companies exhibit financial conditions and operating performance that pose only a remote threat to the viability of the thrift. Satisfactory holding company enterprises generally do not possess the financial strength to be considered a substantial resource to the thrift. These companies may be reliant on the thrift for dividends or other sources of funds to service debt, however, their debt level and expected funds from the thrift are not considered overwhelming. For this rating, the components should generally be rated 2, but may include 1 or 3 rated components.

Unsatisfactory

This rating is reserved for holding company enterprises that impose a detrimental or burdensome effect on the thrift. Such companies exhibit high levels of various operating weaknesses that at best are considered less than satisfactory. There is an actual or probably inordinate reliance on the insured subsidiary for assistance. Without immediate corrective action, viability may be impaired. Enterprises deserving this rating will predominantly have 3 rated components.