

Confidential treatment is not routinely given to the financial data in this report. However, confidential treatment for the reporting information, in whole or in part, can be requested in accordance with the instructions to the form, pursuant to sections (b)(4), (b)(6), or (b)(8) of the Freedom of Information Act (5 U.S.C. 552(b)(4), (b)(6), and (b)(8)).

Abstract: The FR Y-9SP is a parent company only financial statement filed by HCs with total consolidated assets of less than \$500 million. This form is a simplified or abbreviated version of the more extensive parent company only financial statement for large HCs (FR Y-9LP). This report is designed to obtain basic balance sheet and income information for the parent company, information on intangible assets, and information on intercompany transactions. The Federal Reserve proposed several revisions to the FR Y-9SP consistent with the regulatory capital rules approved by the Board on July 2, 2013 (revised regulatory capital rules).⁶

Current Actions: On August 12, 2013, the Federal Reserve published a notice in the **Federal Register** (78 FR 48871) requesting public comment for 60 days on the revision to the FR Y-9SP. The comment period for this notice expired on October 11, 2013.

The Federal Reserve did not receive any comments specific to the proposed Schedule SC-R on the FR Y-9SP. The Federal Reserve is making corresponding changes to the Schedule SC-R reporting form and instructions consistent with the Schedule HC-R changes described above.

In addition, the Federal Reserve is modifying the name of the proposed "Schedule SC-R, Regulatory Capital Components and Ratios" to "Schedule SC-R, Regulatory Capital, Part I. Regulatory Capital Components and Ratios." This modification will be consistent with the Federal Reserve's intent to propose additions to the proposed Schedule SC-R, which will collect information on risk-weighted assets for the regulatory capital ratios and be designated as Part II.

⁶ On July 2, 2013, the Board approved the revised regulatory capital rules that were proposed on August 30, 2012. On July 9, 2013 the OCC approved the revised regulatory capital rules and the FDIC issued an interim final rule to approve the revised regulatory capital rules. See 78 FR 62018 (October 11, 2013) (Board and OCC); 78 FR 55340 (September 10, 2013) (FDIC). See also 77 FR 52888, 52909, 52958 (August 30, 2012).

Board of Governors of the Federal Reserve System, January 7, 2014.

Robert deV. Frierson,

Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of a Bank or Bank Holding Company

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire shares of a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than January 24, 2014.

A. Federal Reserve Bank of Atlanta (Chapelle Davis, Assistant Vice President) 1000 Peachtree Street NE., Atlanta, Georgia 30309:

1. *John McLanahan, Jr., Athens, Georgia; The McLanahan Children's Irrevocable Trust, Athens, Georgia; Margaret Staton, Atlanta, Georgia; Clarence McLanahan, II, Athens, Georgia; Dorothy Farley, Atlanta, Georgia; John McLanahan, III, Athens, Georgia; and Barrett McLanahan, Athens, Georgia;* to acquire voting shares of First American Bancorp, and thereby indirectly acquire voting shares of First American Bank and Trust Company, both in Athens, Georgia.

B. Federal Reserve Bank of Minneapolis (Jacqueline G. King, Community Affairs Officer) 90 Hennepin Avenue, Minneapolis, Minnesota 55480-0291:

1. *Mary Kathryn Fleming, Shorewood, Wisconsin;* to acquire voting shares of Headwaters Bancorp, Inc., and thereby indirectly acquire voting shares of Headwaters State Bank, both in Land O' Lakes, Wisconsin.

In addition, Jerry L. Olk, individually and as trustee, Jerry L. Olk Revocable Trust, both of Land O'Lakes, Wisconsin; Thomas L. Olk, and Elise E. Olk, both individually and as trustees, Thomas L. & Elise E. Olk Revocable Trust, all of Stevens Point, Wisconsin; Susan Joanne

Olk, individually and as trustee, Susan Joanne Olk Revocable Trust, both of San Francisco, California; R. Joseph Olk Irrevocable Trust, James Fogle, trustee; Hillary Olk Dutcher, all of St. Louis, Missouri; Nathaniel Wood Olk, Chesterfield, Missouri; and Molly Wellborn Olk, Boulder, Colorado; to acquire or retain shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin, and thereby become or remain members of the Olk Family Control Group, which controls 25 percent or more of the shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin.

Board of Governors of the Federal Reserve System, January 6, 2014.

Michael J. Lewandowski,

Associate Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The applications will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than February 3, 2014.

A. Federal Reserve Bank of New York (Ivan Hurwitz, Vice President) 33