

treatment for any of these reports pursuant to sections (b)(4) and (b)(6) of the Freedom of Information Act (5 U.S.C. 522(b)(4) and (b)(6)). The applicability of these exemptions would need to be determined on a case-by-case basis.

**Abstract:** The FR Y-7Q collects consolidated regulatory capital information from all FBOs either quarterly or annually. The FR Y-7Q is filed quarterly by FBOs that have effectively elected to become financial holding companies (FHCs) and by FBOs that have total consolidated assets of \$50 billion or more, regardless of FHC status. All other FBOs file the FR Y-7Q annually.

**Current Actions:** The Federal Reserve proposes to collect one new data item to implement the enhanced prudential standards for FBOs adopted pursuant to section 165 of the Dodd-Frank Act (DFA Section 165), Enhanced Prudential Standards for Large Domestic and Foreign Banking Organizations. The new data item, Total U.S. Non-Branch Assets, would be used to determine whether an FBO meets the threshold for formation of a U.S. intermediate holding company. This item would collect the sum of the total combined assets of a top-tier FBO's top-tier U.S. domiciled affiliates.<sup>2</sup> In situations where a top-tier U.S. domiciled affiliate is a parent of one or more subsidiaries, the total consolidated assets of the affiliate would include the assets of the affiliate and its subsidiaries, in accordance with U.S. Generally Accepted Accounting Principles (GAAP), and the total consolidated assets (or total assets, as applicable) of each top-tier U.S. domiciled affiliate should be combined. In situations where a top-tier U.S. domiciled subsidiary is not consolidated with the FBO for GAAP purposes, that entity shall be accounted for under the equity method and the sum of the amount of the investments should be included in the sum of the total combined assets of top-tier U.S. domiciled affiliates. The sum of the total combined assets of top-tier U.S. domiciled affiliates reported by a top-tier FBO should exclude intercompany balances and intercompany transactions between the FBO's U.S. domiciled affiliates to the extent such items are not already eliminated in consolidation. However, the sum of the total combined assets of top-tier U.S. domiciled affiliates reported by a top-tier FBO

should include asset exposures to U.S. branches, or agencies of the FBO and to non U.S. domiciled affiliates<sup>3</sup>.

U.S. domiciled affiliate is defined as a subsidiary, an associated company, or an entity treated as an associated company (e.g., a corporate joint venture) as set forth in the instructions for the Consolidated Financial Statements for Holding Companies (FR Y-9C; OMB No. 7100-0128). The proposed revision would be effective December 31, 2014.

Board of Governors of the Federal Reserve System, June 12, 2014.

**Robert deV. Frierson,**  
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 July 14, 2014.

A. Federal Reserve Bank of Atlanta  
(Chapelle Davis, Assistant Vice

President) 1000 Peachtree Street NE., Atlanta, Georgia 30309:

1. *Community & Southern Holdings, Inc.*, Atlanta, Georgia; to merge with Alliance Bancshares, Inc., and thereby acquire Alliance National Bank, both in Dalton, Georgia.

2. *HCBF Holding Company, Inc.*, Fort Pierce, Florida; to merge with Highlands Independent Bancshares, Inc., and thereby acquire Highlands Independent Bank, both in Sebring, Florida.

Board of Governors of the Federal Reserve System, June 13, 2014.

**Margaret McCloskey Shanks,**  
Deputy Secretary of the Board.

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## FEDERAL RESERVE SYSTEM

### Notice of Proposals To Engage in or To Acquire Companies Engaged in Permissible Nonbanking Activities

The companies listed in this notice have given notice under section 4 of the Bank Holding Company Act (12 U.S.C. 1843) (BHC Act) and Regulation Y, (12 CFR part 225) to engage *de novo*, or to acquire or control voting securities or assets of a company, including the companies listed below, that engages either directly or through a subsidiary or other company, in a nonbanking activity that is listed in § 225.28 of Regulation Y (12 CFR 225.28) or that the Board has determined by Order to be closely related to banking and permissible for bank holding companies. Unless otherwise noted, these activities will be conducted throughout the United States.

Each notice is available for inspection at the Federal Reserve Bank indicated. The notice also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act.

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

A. Federal Reserve Bank of Minneapolis (Jacquelyn K. Brunmeier, Assistant Vice President) 90 Hennepin Avenue, Minneapolis, Minnesota 55480-0291:

1. *Minnwest Corporation*, Minnetonka, Minnesota; to acquire 100 percent of the voting shares of HiLine Credit Corporation, Morris, Minnesota, by merging it with and into its wholly owned nonbank subsidiary, Minnwest Finance, Inc., Minnetonka, Minnesota,

<sup>2</sup> Total combined assets of the top-tier FBO's U.S. domiciled affiliates should exclude the assets of section 2(h)(2) companies as defined in section 2(h)(2) of the Bank Holding Company Act (12 U.S.C. 1841(h)(2)) and DPC branch subsidiaries. This item excludes the assets of U.S. branches and agencies.

<sup>3</sup> In cases where the non U.S. Domiciled affiliate is already consolidated with a Top Tier U.S. Domiciled affiliate these exposures are excluded.