

Board of Governors of the Federal Reserve System



Report of Changes in FBO Organizational Structure—FR Y-10F

Cover Page

Submission Date _____
(MM/DD/YYYY)

Reporter's Name, Street, and Mailing Address

Legal Name _____
Street Address _____
City _____
State/Province, Country _____ Zip/Postal Code _____

Reporter's Mailing Address (if different from street address) _____
Mailing City _____
Mailing State/Province, Country _____ Zip/Postal Code _____

Contact's Name and Mailing Address for this Report

Name and Title _____
Phone Number (Include area code and if applicable, the extension) _____
Fax Number (Include area code) _____
E-mail Address _____

Contact's Mailing Address (if different from above) _____
Mailing City _____
Mailing State/Province, Country _____ Zip/Postal Code _____

Authorized Officer

I, _____,
Printed Name & Title

am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Officer _____ Date of Signature _____

Public reporting burden for the information collection is estimated to average 1 hour per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to any information collection unless it displays a currently valid OMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law: Sections 4(k) and 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1843(k), 1844(c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25(7) and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Sections 225.5(b) and 225.87 of Regulation Y (12 CFR 225.5(b) and 225.87).

Does the reporter request confidential treatment for any portion of this submission of the FRY-10F?

Yes **If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.**

No

FRB Use Only
ID_RSSD _____

Banking Schedule

Use this schedule to report information about a reporter that is a Banking Company and about a reporter's directly or indirectly held interests in a BHC or bank organized under U.S. law.

Check box if correction:

1.a. Event Type (check one or more):

- Acquisition of a Going Concern
- De Novo Formation
- External Transfer
- Internal Transfer

1.b. Date of Event: _____

(MM/DD/YYYY)

- Change in Ownership
- Liquidation
- Change in Characteristics
- Change in Activity or Legal Authority

- No Longer Reportable
- Became Inactive
- Debts Previously Contracted

Other, please describe: _____

Characteristics Section

2.a. _____
Legal Name of Banking Company

2.b. _____
If Name Change or Correction, Prior Legal Name of Banking Company

3.a. _____
Current Street Address

3.b. _____
If Relocation or Correction, Prior Street Address

City and County

If Relocation or Correction, Prior City and County

State/Province, Country, and ZIP/Postal Code

If Relocation or Correction, Prior State/Province, Country, and ZIP/Postal Code

4. Date Opened: _____
(MM/DD/YYYY)

5. Fiscal Year End (FBOs Only): _____
(MM/DD)

6. Banking Company Type: FBO BHC U.S. Commercial Bank U.S. State Chartered Savings Bank
 If other, please describe: _____

7. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 If other, please describe: _____

Ownership Section

8. Direct Holder's Name and Location: _____
Legal Name City, State/Province, Country

9.a. Direct Holder's Percentage of a Class of Voting Shares: _____%

9.b. Direct Holder's Percentage of Nonvoting Equity: _____%

9.c. Direct Holder's Other Interest: Yes No

9.d. Control by Direct Holder: Yes No

9.e. Control by Reporter: Yes No

10. Former Direct Holder's Name and Location: _____
Legal Name of Former Direct Holder City, State/Province, Country

Activity and Legal Authority Section (for list of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
11.a. Primary Activity	_____	_____	_____
11.b. Secondary Activity (BHCs and FBOs only)	_____	_____	_____
11.c. Termination of Activity	_____	_____	_____

FRB Use Only

ID_RSSD_E1 (direct holder) _____
ID_RSSD_E2 (reportable company) _____
If applicable, former d/h _____

Nonbanking Schedule

Use this schedule to report information about a reporter's directly or indirectly held interests in a Nonbanking Company.

Check box if correction:

1.a. Event Type (check one or more):

Acquisition of a Going Concern
 De Novo Formation
 External Transfer
 Internal Transfer

Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

No Longer Reportable
 Became Inactive

Other, please describe: _____

1.b. Date of Event: _____
(MM/DD/YYYY)

Characteristics Section

2.a. _____
Legal Name of Nonbanking Company

2.b. _____
If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a. _____
City and County

3.b. _____
If Relocation or Correction, Prior City and County

_____ State/Province, Country, and ZIP/Postal Code

_____ If Relocation or Correction, Prior State/Province, Country, and ZIP/Postal Code

4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:
 Not applicable SEC and CFTC SEC Only
 CFTC only State Securities Department State Insurance Regulator

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution?
 Yes No

6. Nonbanking Company Type (see instructions for list): _____
 If other, please describe business activity: _____

7. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 If other, please describe: _____

Ownership Section

8. Direct Holder's Name and Location: _____
Legal Name City, State/Province, Country

9.a. Direct Holder's Percentage of a Class of Voting Shares:
 80% or more >50% to <80% 25% to 50%
 <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

9.b. Direct Holder's Other Interest: Yes No

9.c. Control by Direct Holder: Yes No

10. Former Direct Holder's Name and Location:

Legal Name of Former Direct Holder City, State/Province, Country

Activity and Legal Authority Section (for list of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
11.a. Primary Activity	_____	_____	_____
11.b. Secondary Activity	_____	_____	_____
11.c. Termination of Activity	_____	_____	_____

FRB Use Only	
ID_RSSD_E1 (direct holder)	_____
ID_RSSD_E2 (reportable company)	_____
If applicable, former d/h	_____

Merger Schedule

Use this schedule to report certain types of mergers involving a reporter or company within the reporter's organizational structure.

Check box if correction:

1. Date of Event: _____
(MM/DD/YYYY)

2. Survivor: _____
Legal Name

City, State/Province, Country

3. Nonsurvivor: _____
Legal Name

City, State/Province, Country

Item 4 only applies to mergers involving an insured Depository Institution organized under U.S. law.

4. Did the head office of the nonsurvivor become a branch of the survivor? Yes No

FRB Use Only
ID_RSSD_E1 (ns) _____
ID_RSSD_E2 (s) _____

4(k) Schedule

Use this schedule to provide required post-transaction notice for activities, formations and acquisitions of companies, and large merchant banking and insurance company investments authorized under Section 4(k) of the Bank Holding Company Act.

Check box if correction:

Post-Transaction Notice Section

1.a. Event Type (check one only):

1.b. Date of Event: _____
(MM/DD/YYYY)

- New Activity Commenced Through an Existing Subsidiary
- New Activity Commenced Through Acquisition of a Going Concern
- New Activity Commenced Through a De Novo Formation
- Acquisition of a Going Concern **without** a New Activity
- De Novo Formation **without** a New Activity

2. New Activities Commenced

Item 2 is only reportable for new activities. For the event type checked in item 1.a, report the FRS legal authority code and the NAICS activity code for each new activity. If applicable, provide the description of the activity.

FRS Legal Authority Code (check one)	NAICS Activity Code	Description of Activity
2.a. <input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____
2.b. <input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____
2.c. <input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____

Large Merchant Banking or Insurance Company Investments Section

Use this section to report merchant banking or insurance company investments when the FHC acquires more than 5 percent of a Nonbanking Company's voting shares or total equity or assets and the initial aggregate cost of the investment exceeds 1) \$200 million; or 2) 5 percent of tier 1 capital, whichever is less.

1. Date of Event _____
(MM/DD/YYYY)

2. Direct Holder's Name and Location

Legal Name _____

City and County _____ State/Province _____ Country _____

3. Nonbanking Company's Name and Location

Legal Name _____

City and County _____ State/Province _____ Country _____

4. Direct Holder's Investment in Nonbanking Company
Report the percentage interest in A, B, or C, as applicable.

- a. _____ % Voting Securities
- b. _____ % Total Equity
- c. _____ % Assets

5. Initial Aggregate Cost of Investment: \$ _____ (in millions of U.S. dollars)

FRB Use Only	
ID_RSSD_TOP (top tier FBO)	_____
ID_RSSD_E1 (direct holder)	_____
ID_RSSD_E2 (reportable company)	_____

Branch, Agency, and Representative Office Schedule

Use this schedule to report any change in the organizational structure of U.S. branches, agencies, representative offices, and managed non-U.S. branches of top-tier and subsidiary foreign banking organizations. Report all offices, including inactive offices that continue to retain their license.

Check box if correction:

1.a. Event Type (check one only):

- Opening
 Inactive
 License Issued
 License Surrendered
 If Other, please describe event type: _____

1.b. Date of Event: _____
(MM/DD/YYYY)

- Change in Establishment Type
 Relocation
 Ceased Activities through Managed non-U.S. branch

2. Establishment Type

- U.S. Branch U.S. Agency U.S. Representative Office Managed non-U.S. Branch

3.a. Current Information

Legal Name

Street Address

City and County

State/Province, Country, Zip/Postal Code

3.b. Previous Address Information (if changes have occurred)

If Relocation or Correction, Prior Street Address

If Relocation or Correction, Prior City and County

If Relocation or Correction, Prior State/Province, Country, and ZIP/Postal Code

4. _____
Head Office Legal Name

FRB Use Only	
ID_RSSD	_____
County, State and Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____