

FEDERAL RESERVE SYSTEM

Proposed Agency Information Collection Activities; Comment Request

AGENCY: Board of Governors of the Federal Reserve System

SUMMARY: The Board of Governors of the Federal Reserve System (Board or Federal Reserve) invites comment on a proposal to extend for three years, with revision the Annual Report of Holding Companies (FR Y-6), the Annual Report of Foreign Banking Organizations (FR Y-7), and the Report of Changes in Organizational Structure (FR Y-10). The Federal Reserve proposes to revise the FR Y-6, FR Y-7, and FR Y-10 by modifying confidential treatment questions on the reporting forms and instructions to align with the recently approved confidentiality check-box proposal.¹ Additionally, the Federal Reserve proposes to revise the FR Y-7 and FR Y-10 to incorporate U.S. IHCs formed under the final rule for enhanced prudential standards for FBOs (Regulation YY).² The Federal Reserve also proposes to revise the FR Y-6 and FR Y-10 to make certain clarifying changes to the instructions. The Federal Reserve is also proposing to extend for three years, without revision, the FR Y-10E. The proposed changes to the FR Y-10 reporting form and instructions would be effective August 15, 2016. The proposed changes to the FR Y-6 and FR Y-7 reporting forms and instructions would be effective with fiscal year-ends beginning December 31, 2016.

On June 15, 1984, the Office of Management and Budget (OMB) delegated to the Board authority under the Paperwork Reduction Act (PRA) to approve of and assign OMB control numbers to collection of information requests and requirements conducted or sponsored by the Board. In exercising this delegated authority, the Board is directed to take every reasonable step to solicit comment. In determining whether to approve a collection of information, the Board will consider all comments received from the public and other agencies.

DATES: Comments must be submitted on or before [insert date 60 days after publication in the Federal Register].

ADDRESSES: You may submit comments, identified by *FR Y-6*, *FR Y-7*, *FR Y-10*, or *FR Y-10E*, by any of the following methods:

- Agency Website: <http://www.federalreserve.gov>. Follow the instructions for submitting comments at <http://www.federalreserve.gov/apps/foia/proposedregs.aspx>.
- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- E-mail: regs.comments@federalreserve.gov. Include OMB number in the subject line of the message.
- FAX: (202) 452-3819 or (202) 452-3102.
- Mail: Robert deV. Frierson, Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Avenue, N.W., Washington, D.C. 20551.

All public comments are available from the Board's website at:

<http://www.federalreserve.gov/apps/foia/proposedregs.aspx> as submitted, unless modified for

¹ See 80 FR 52282 (August 28, 2015).

² The draft FR Y-6 reporting form and instructions associated with this proposal also include the language to collect information for U.S. IHCs of FBOs as proposed in the IHC proposal currently out for public comment. See 81 FR 6265 (February 5, 2016).

technical reasons. Accordingly, your comments will not be edited to remove any identifying or contact information. Public comments may also be viewed electronically or in paper form in Room 3515, 1801 K Street (between 18th and 19th Streets N.W.) Washington, D.C. 20006 between 9:00 a.m. and 5:00 p.m. on weekdays.

Additionally, commenters may send a copy of their comments to the OMB Desk Officer – Shagufta Ahmed – Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Room 10235 725 17th Street, N.W., Washington, D.C. 20503 or by fax to (202) 395-6974.

FOR FURTHER INFORMATION CONTACT: A copy of the PRA OMB submission, including the proposed reporting form and instructions, supporting statement, and other documentation will be placed into OMB’s public docket files, once approved. These documents will also be made available on the Federal Reserve Board’s public website at: <http://www.federalreserve.gov/apps/reportforms/review.aspx> or may be requested from the agency clearance officer, whose name appears below.

Federal Reserve Board Clearance Officer – Nuha Elmaghrabi – Office of the Chief Data Officer, Board of Governors of the Federal Reserve System, Washington, DC 20551 (202) 452-3829. Telecommunications Device for the Deaf (TDD) users may contact (202) 263-4869, Board of Governors of the Federal Reserve System, Washington, D.C. 20551.

SUPPLEMENTARY INFORMATION:

Request for comment on information collection proposal

The Board invites public comment on the following information collection, which is being reviewed under authority delegated by the OMB under the PRA. Comments are invited on the following:

- a. Whether the proposed collection of information is necessary for the proper performance of the Federal Reserve’s functions; including whether the information has practical utility;
- b. The accuracy of the Federal Reserve’s estimate of the burden of the proposed information collection, including the validity of the methodology and assumptions used;
- c. Ways to enhance the quality, utility, and clarity of the information to be collected;
- d. Ways to minimize the burden of information collection on respondents, including through the use of automated collection techniques or other forms of information technology; and
- e. Estimates of capital or start up costs and costs of operation, maintenance, and purchase of services to provide information.

Proposal to approve under OMB delegated authority the extension for three years, with revision, of the following report:

Report titles: Annual Report of Holding Companies; Annual Report of Foreign Banking Organizations; Report of Changes in Organizational Structure; Supplement to the Report of Changes in Organizational Structure.

Agency form numbers: FR Y-6; FR Y-7; FR Y-10; FR Y-10E.

OMB control number: 7100-0297.

Frequency: FR Y-6: Annual; FR Y-7: Annual; FR Y-10: Event-generated; FR Y-10E: Event-generated.

Reporters: Bank holding companies (BHCs) and savings and loan holding companies (SLHCs) (collectively, holding companies (HCs)), securities holding companies, foreign banking organizations (FBOs), state member banks unaffiliated with a BHC, Edge Act and agreement corporations, and nationally chartered banks that are not controlled by a BHC (with regard to their foreign investments only).

Estimated annual reporting hours: FR Y-6: 26,477 hours; FR Y-7: 972 hours; FR Y-10 initial: 530 hours; FR Y-10 ongoing: 39,735 hours; FR Y-10E: 2,649 hours.

Estimated average hours per response: FR Y-6: 5.5 hours; FR Y-7: 4 hours; FR Y-10 initial: 1 hour; FR Y-10 ongoing: 2.5 hours; FR Y-10E: 0.5 hour.

Number of respondents: FR Y-6: 4,814; FR Y-7: 243; FR Y-10 initial: 530; FR Y-10 ongoing: 5,298; FR Y-10E: 5,298.

General description of report: These information collections are mandatory as follows:

FR Y-6: Section 5(c)(1)(A) of the Bank Holding Company Act (BHC Act) (12 U.S.C. 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (IBA) (12 U.S.C. 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (FRA) (12 U.S.C. 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)), respectively.

FR Y-7: Sections 8(a) and 13(a) of the IBA (12 U.S.C. 3106(a) and 3108(a)); sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)), respectively.

FR Y-10 and FR Y-10E: Sections 4(k) and 5(c)(1)(A) of the BHC Act (12 U.S.C. 1843(k), 1844(c)(1)(A)); section 8(a) of the IBA (12 U.S.C. 3106(a)); sections 11(a)(1), 25(7), and 25A of the FRA (12 U.S.C. 248(a)(1), 321, 601, 602, 611a, 615, and 625); sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)); and section 10(c)(2)(H) of the Home Owners' Loan Act (12 U.S.C. 1467a(c)(2)(H)), respectively.

The data collected in the FR Y-6, FR Y-7, FR Y-10, and FR Y-10E are not considered confidential. With regard to information that a banking organization may deem confidential, the institution may request confidential treatment of such information under one or more of the exemptions in the Freedom of Information Act (FOIA) (5 U.S.C. 552). The most likely case for confidential treatment will be based on FOIA exemption 4, which permits an agency to exempt from disclosure "trade secrets and commercial or financial information obtained from a person and privileged and confidential" (5 U.S.C. 552(b)(4)). To the extent an institution can establish the potential for substantial competitive harm, such information would be protected from disclosure under the standards set forth in National Parks & Conservation Association v. Morton, 498 F.2d 765 (D.C. Cir. 1974). Exemption 6 of FOIA might also apply with regard to the respondents' submission of non-public personal information of owners, shareholders, directors,

officers and employees of respondents. Exemption 6 covers “personnel and medical files and similar files the disclosure of which would constitute a clearly unwarranted invasion of personal privacy” (5 U.S.C. 552(b)(6)). All requests for confidential treatment would need to be reviewed on a case-by-case basis and in response to a specific request for disclosure.

The Federal Reserve proposes that the disclosure of the responses to the certification questions may interfere with home-country regulators’ administration, execution, and disclosure of their stress-test regime and its results, and may cause substantial competitive harm to the FBO providing the information, and thus this information may be protected from disclosure under FOIA exemption 4.

Abstract: The FR Y-6 is an annual information collection submitted by top-tier HCs and non-qualifying FBOs. It collects financial data, an organization chart, verification of domestic branch data, and information about shareholders. The Federal Reserve uses the data to monitor HC operations and determine HC compliance with the provisions of the BHC Act, Regulation Y (12 C.F.R. 225), the Home Owners’ Loan Act (HOLA) and Regulation LL (12 C.F.R. 238).

The FR Y-7 is an annual information collection submitted by qualifying FBOs to update their financial and organizational information with the Federal Reserve. The FR Y-7 collects financial, organizational, shareholder, and managerial information. The Federal Reserve uses the information to assess an FBO’s ability to be a continuing source of strength to its U.S. operations and to determine compliance with U.S. laws and regulations.

The FR Y-10 is an event-generated information collection submitted by FBOs; top-tier HCs; securities holding companies as authorized under Section 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act) (12 U.S.C. 1850a(c)(1)); state member banks unaffiliated with a bank holding company (BHC); Edge and agreement corporations that are not controlled by a member bank, a domestic BHC, or an FBO; and nationally chartered banks that are not controlled by a BHC (with regard to their foreign investments only), to capture changes in their regulated investments and activities. The Federal Reserve uses the data to monitor structure information on subsidiaries and regulated investments of these entities engaged in banking and nonbanking activities. The FR Y-10E is a free-form supplement that may be used to collect additional structural information deemed to be critical and needed in an expedited manner.

Current Actions:

Detailed description of proposed changes.

Proposed Revisions to the FR Y-6, FR Y-7, and FR Y-10

Confidentiality. The Federal Reserve proposes to revise these reports by modifying the confidentiality questions on the forms and amending the instructions to align with the recently approved confidentiality check-box proposal. The change would allow institutions to indicate, using a check-box on the first page of the report, whether they are requesting confidential treatment for any portion of the data provided, and whether they are submitting a formal justification with the data or separately.

Proposed Revisions to the FR Y-7 and FR Y-10

IHC Reporting. The Board's Regulation YY,³ in part, requires FBOs to designate IHCs, if certain requirements are met. The Federal Reserve proposes the following revisions to collect information specific to IHCs and their identification. Additionally, the information would assist in the supervision of the U.S. operations of FBOs.

FR Y-7 instructions. The Federal Reserve proposes to expand the organization chart instructions to include the requirement that an FBO report its interest in an IHC.

FR Y-10 form and instructions. The Federal Reserve proposes to expand the General Instructions to include changes to the organizational structure of an IHC as requiring the submission of the FR Y-10.

On the Banking and Nonbanking Schedules, the Federal Reserve proposes to add to the company type "IHCs." Banking Schedule item 5, "Fiscal Year End," would be revised to be applicable to IHCs. Additionally, on the Nonbanking Schedule, a new item "Fiscal Year End" would be added to allow for reporting IHCs that do not control a U.S. insured depository institution. The new item would be item 5 and current items 4 and 5 would be renumbered to 4.a and 4.b, respectively.

On the Banking and Nonbanking Schedules, the Federal Reserve proposes to add examples for "Date of Event" in the instructions to provide guidance to IHC reporting.

Proposed Revisions to the FR Y-6 only

Instruction updates. The Federal Reserve proposes to clarify the difference in reporting requirements related to additional reportable entities for BHCs, IHCs, and SLHCs on the FR Y-6 (i.e., $\geq 5\%$ to $< 25\%$ for BHCs and IHCs versus $\geq 5\%$ to $\leq 25\%$ for SLHCs). The slight difference in reporting criteria often results in a request for a revised schedule. Adding this clarification would reduce reporter burden.

The Federal Reserve proposes to add a formula to calculate ownership percentage control for Report Item 3. The formula is used by the Federal Reserve when calculating control. Inclusion of the formula would help to standardize information received.

Reporting form and instructions updates. The Federal Reserve proposes to clarify the signature requirements for Employee Stock Ownership Plans (ESOPs) and Limited Liability Companies (LLCs). Reporters are confused who the authorized signer should be when the HC is organized as an ESOP or LLC due to the different corporate structures.

Proposed Revisions to the FR Y-10 only

Instructions. The Federal Reserve proposes to remove the reference to the phase-in reporting of SLHCs from the General Instructions, which is no longer relevant because the phase-in is complete.

³ 12 CFR part 252.

Also in the General Instructions, the Federal Reserve proposes to remove the paragraph under “What is the Legal Authority for the FR Y-10?” This change will align the reporting instructions with other forms and instructions, which provide the legal authority on the form.

In the Banking, Savings and Loan, and Nonbanking Schedules instructions, the Federal Reserve proposes to clarify conditions under which sole partnership and sole member LLCs are reportable. Institutions often report incorrectly. The clarification would result in fewer revisions, thereby reducing overall burden.

The Federal Reserve proposes to rephrase the description of section 10(c)(6)(B) in Legal Authority Code (LAC) 412 and create a new LAC for section 10(c)(9)(C) to clearly identify which exemption SLHCs are claiming as a grandfathered unitary SLHC.

The Federal Reserve also proposes to add definitions to the FR Y-10 Glossary for the following terms: Grandfathered Unitary Savings and Loan Holding Company, Insured Depository Institution, and U.S. Intermediate Holding Company.

In the Nonbanking Schedule instructions, the Federal Reserve proposes to add a note to clarify that a nonbank subsidiary under a savings association does not meet the definition of a financial subsidiary.

The Federal Reserve proposes to update the Merger Schedule instructions to indicate that the popular name of the branch (for example, when the branch was formerly the head office of the nonsurvivor) must be reported on the Domestic Branch Schedule. Respondents often forget to report this information.

Board of Governors of the Federal Reserve System, April 19, 2016.

(signed)
Robert deV. Frierson,
Secretary of the Board.

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