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# **Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks**

Reporting Form FR Y-6A

Effective date April 11, 2000

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# Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies, and State Member Banks (FR Y-6A)

## GENERAL INSTRUCTIONS

### Organization of the Instructions

The instruction book is divided into six sections:

- (1) The General Instructions describing overall reporting requirements,
- (2) The Specific Instructions for completing the Cover Page,
- (3) The Specific Instructions for completing the Characteristics Schedule of the report,
- (4) The Specific Instructions for completing the Investments/Activities Schedule of the report,
- (5) Appendices consisting of definitions of regulatory provisions and of Board of Governors' activity codes,
- (6) Detailed examples of how to complete the report.

### Who Must Report

This report is intended to capture investments held and activities conducted by domestic financial holding companies, bank holding companies, and unaffiliated state member banks. The FR Y-6A report is required to be filed by the following entities ("Reporters"):

- (1) Domestic top-tier bank holding companies (BHCs),
- (2) Domestic top-tier financial holding companies (FHCs), and
- (3) State member banks not controlled by an FHC or a BHC (Unaffiliated SMBs)

*Note: Unless otherwise noted in these instructions the term "BHC" includes a domestic "FHC."*

### What Changes Must Be Reported

Changes include acquisitions, mergers, divestitures, transfers, name or location changes, FHC elections, identification of "functionally regulated" subsidiaries and their primary functional regulator commencement of activities and corrections to incorrectly reported information. The Reporter must provide this information to the appropriate Reserve Bank within 30 calendar days of a change.

### Reportable Investments

For purposes of structure reporting the terms "subsidiary" and "control" have the same meanings as defined in Section 225.2(o) and (e) of Regulation Y.

Companies reportable on the FR Y-6A include:

- The top-tier BHC,
- Unaffiliated SMBs,
  - All companies that an unaffiliated SMB, directly or indirectly through a subsidiary, owns or controls in excess of 5 percent of any class of voting securities,
- All banking and nonbanking subsidiaries of the Reporter held directly or indirectly through its subsidiaries.
- All companies that the Reporter, directly or indirectly through a subsidiary, owns or controls in excess of 5 percent of any class of voting securities as defined in Section 225.2(q) of Regulation Y.<sup>1</sup> Information on the following should be reported:
  - entities engaged in any activity deemed "financial in nature" under section 4(k) of the BHC Act;

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1. A company that owns, controls, or holds securities that are immediately convertible into voting securities is presumed to control the voting securities. See 12 C.F.R. 225.31(d)(1).

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# General Instructions

- insurance underwriting and sales,
- securities underwriting and dealing,
- merchant banking and insurance company investments
  - made by qualified affiliates of FHCs if such investments exceed the lesser of 5% of the parent FHC's tier 1 capital or \$200 million,
- other activities that are financial in nature or incidental to a financial activity,
- Companies held directly by a subsidiary that is a Small Business Investment Company registered with the Small Business Administration,
- Banks, BHCs, and other companies acquired in the regular course of securing or collecting a debt contracted in good faith,
- Companies established by the Reporter or its subsidiaries to hold assets acquired through the regular course of securing or collecting a debt contracted in good faith,
- Companies that the Reporter otherwise controls or manages
- Companies that are subject to the divestiture provisions of the Gramm–Leach–Bliley Act of 1999,
- Financial subsidiaries,<sup>2</sup>
- General or limited partnerships in which the interests are considered the equivalent of voting securities pursuant to Section 225.2(q)(1) of Regulation Y because the investor:
  - is a general partner,
  - is entitled to vote for or select partners, directors, or trustees (or other persons exercising a similar function of the issuing partnership),
  - is entitled to vote on or direct the conduct of the operations or other significant policies of the partnership.
- Companies held in a fiduciary capacity when ownership, control, or beneficial interest of the acquired

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2. For purposes of this report, a "Financial Subsidiary" is a subsidiary as defined in Section 121 of the GLBA of 1999 or Section 208.77(d) of Regulation H (12 C.F.R. 208.77(d)), or a subsidiary of a state member bank that is described in Section 46 of the Federal Deposit Insurance Act.

company exceeds 5 percent of a class of voting shares and the shares are held for the benefit of the Reporter, its shareholders, or its employees,

- Banks and BHCs held by a subsidiary bank or other subsidiary company in a fiduciary capacity and the subsidiary bank or other subsidiary company has the sole discretionary power to vote the shares.
- Banks and BHCs that the BHC, directly or indirectly through a subsidiary, owns or controls 25 percent or more of any class of nonvoting equity.
- Qualified savings banks as defined in Section 2(m) of the Bank Holding Company Act,
- Companies that the BHC, directly or indirectly, holds through a controlled qualified savings bank,
- Companies that the Reporter, directly or indirectly through a subsidiary, owns or controls 25 percent or more of the total equity.
- Edge and Agreement corporations, which the Reporter, directly or indirectly through a subsidiary, owns in excess of 5 percent of any class of voting shares.

### *Do not report the following:*

- Assets other than shares of a company,
- Companies in which the ownership interest or control is 5 percent or less of any class of voting securities and are not otherwise reportable,
- Banks or BHCs in which the sole ownership interest or control is less than 25 percent of any class of non-voting securities, and the banks or BHCs are not otherwise reportable.
- Passive investments and financing devices that do not provide the Reporter with any control over the issuing company,
- Companies (other than banks or BHCs) in which the ownership interest is through non-voting equity, and the companies are not otherwise reportable,
- Companies set up as shell organizations or name-saving organizations that have not yet engaged in business activities,
- Additional activities that have been approved but not commenced,

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# General Instructions

- Companies that have been formed or incorporated but do not yet conduct any business activity. These companies become reportable upon the commencement of an activity,
- Companies reportable on the Report of Changes in Foreign Investments (FR 2064).

## Filing by Tiered Bank Holding Companies

A single report should be filed by the top tier of a multi-tiered BHC organization. A tiered BHC occurs when a BHC indirectly controls a bank through another controlled BHC which owns, controls, or holds with power to vote 25 percent or more of the outstanding shares of any class of voting securities or otherwise controls the bank.

## Initial Reporting

A BHC or unaffiliated state member bank submitting this report for the first time must report for itself and all reportable investments. To determine which companies are reportable, see pages 1–2 of the General Instructions. It is recommended that Reporters filing for the first time provide an organization chart containing all reportable companies as a supplement to the FR Y-6A report.

## Report Preparation and Submission

Reporters are required to prepare and file the FR Y-6A report in accordance with these instructions to reflect an accurate presentation of their organizational structure.

The original report and one copy should be submitted within 30 calendar days of a reportable transaction. Reports should be submitted to the Federal Reserve Bank of the District in which the majority of the top tier BHC's banking operations are principally conducted as measured by total domestic deposits in its subsidiary banks on the day it became a BHC. An unaffiliated SMB should file with the District in which it is physically located. The term "submission date" is defined as the date by which a Reporter's completed original FR Y-6A must be received by the appropriate Federal Reserve Bank. Earlier submissions would aid the Federal Reserve in reviewing and processing the reports.

Section 8 of the Bank Holding Company Act provides for civil monetary penalties that could be levied for the

submission of false or misleading reports, failure to submit a report or the late filing of a report.

Reporters that are unable to obtain the required officers' signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline may contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report data and the subsequent filing of their signed reports.

## Amended Reports

The Federal Reserve may require the filing of an amended report if previously submitted filings contain significant errors.

## Confidentiality

The completed version of this report generally is available to the public upon request on an individual basis. However, a Reporter may request confidential treatment for portions of the FR Y-6A if the Reporter is of the opinion that disclosure of specific information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing concurrently with the submission of the report. The request must discuss in writing the justification for the confidentiality request and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is *not* sufficient.

WHEN CONFIDENTIAL TREATMENT IS REQUESTED, THE FR Y-6A COVER PAGE SHOULD BE LABELED "CONFIDENTIAL." THIS INFORMATION SHOULD BE SPECIFICALLY IDENTIFIED AS BEING CONFIDENTIAL.

WHEN REQUESTING CONFIDENTIAL TREATMENT, SUBMIT CONFIDENTIAL MATERIAL UNDER SEPARATE COVER MARKED "CONFIDENTIAL".

Information regarding requests for confidential treatment including standards for granting such requests can be

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# General Instructions

found in the Board's Rules Regarding Availability of Information (12 CFR 261)

Information for which confidential treatment is requested may subsequently be released by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is in the public interest.

## Additional Reporting Materials

In instances such as large mergers or corporate reorganizations where numerous structure changes occur, a Reporter may submit additional material such as before and after organization charts to aid in reporting these complex transactions. Additionally, a narrative description of complex transactions may be submitted for purposes of clarity. The inclusion of these additional materials is encouraged when reporting complex changes. Furthermore, it is recommended that Reporters filing for the first time file an organization chart. These additional materials will not be accepted as a substitute for the FR Y-6A.

## Information Requests

In instances involving the merger of organizations, the Reporter may request information from the appropriate Federal Reserve Bank(s) to assist them in preparing a comprehensive report of the transaction by accounting for all entities in both organizations. For example, a report indicating the organizational structure of the nonsurviving Reporter prior to the merger may be of assistance to the surviving Reporting organization.

## Report Format

The FR Y-6A is comprised of three parts:

- 1) Cover Page
- 2) Characteristics Schedule
- 3) Investments and Activities Schedule

Due to the nature of reporting changes in structure and activities information, it will not always be necessary to file both schedules.

*The Cover Page* must be completed and filed with all

reportable changes. Changes to the mailing address of the Reporter should be indicated on this page by marking the appropriate box. See the specific instructions for this page for more detailed information.

Submission of the FR Y-6A should be accompanied by a completed cover page containing the signature of an officer of the reporting organization. One submission is defined as all schedules included as of one report date. One submission may contain transactions occurring on the same day, or may contain transactions occurring on different days as long as each transaction is reported within the 30 calendar day deadline. The content of each submission will vary depending on the type of transaction being reported. Several supporting schedules may be included with one cover page.

*The Characteristics Schedule* must be used to report all changes to legal names and physical location information for any reportable entity. Additionally, this schedule should be filed to provide characteristics information for an entity that has established its initial relationship with the Reporter. See the specific instructions for this schedule for more detailed information.

The schedule provides space for one name or address change to be reported. If more than one name or address change has occurred, multiple copies of the schedule should be submitted as necessary. Likewise, the schedule provides space for reporting the characteristics information for only one new company, or for changes to the characteristics information of one company held by the Reporter that is an existing part of the Reporter's organizational structure. If more entries are needed, multiple copies of the schedule should be submitted.

*The Investments and Activities Schedule* should be used to report all acquisitions, divestitures, transfers, mergers, and liquidations of all reportable companies. Additionally, the commencement or cessation of a business activity by any entity held by the Reporter should be reported on this schedule. Also list the cessation of reportability of companies whose direct parents are no longer controlled. All changes in investments and activities should be reported on this schedule. If more entries are needed, multiple copies of the schedule should be submitted. See the specific instructions for this schedule for more detailed information.

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## SPECIFIC INSTRUCTIONS FOR THE

# Cover Page—(FR Y-6A)

### **Report Date**

Indicate the date on which the FR Y-6A was submitted. This date should be no earlier than the date on which the reportable transaction(s) occurred and no later than thirty calendar days after the date of the first reportable transaction. This is not necessarily the date on which any specific reportable transaction occurred.

### **Legal Name**

Provide the legal name of the Reporter for which the report is being filed. This is the name as it appears on the papers of incorporation or formation documents.

If the name of the Reporter has changed since the last report was filed, provide the new name of the Reporter on this line. In the event the Reporter has experienced a name change since the last FR Y-6A was filed, additional information on the name change should also be reported on the Characteristics Schedule.

### **Physical Street Address**

Provide the street address of the Reporter's main office. Do not use a Post Office Box number as the physical street address. If a Reporter is headquartered at the location of a subsidiary bank, use that address as the physical location.

### **Physical City, County, State/(Country), Zip Code**

Provide the city in which the headquarters of the Reporter is physically located. Additionally, the name of the county, state and the zip code should be reported on this line. Country should only be reported if it is not the United States.

### **Physical Address Change Box**

Mark the box below the physical address in the event the Reporter has relocated since the last FR Y-6A was filed; provide additional information on the Characteristics Schedule.

### **Mailing Street Address**

Provide the street address to which mailings for the Reporter should be sent. The physical location or post office box is acceptable.

### **Mailing City, State/(Country), Zip Code**

Provide the city name, state and zip code for the Reporter. For non-U.S. companies, indicate the country instead of the state. Please provide the nine digit zip code if available.

### **Mailing Address Change Box**

Mark the box below the mailing address to indicate that the mailing address reported is different from that previously reported.

### **Printed Name of Officer**

Provide the printed name of the reviewing officer.

### **Signature of Officer/Date**

An authorized officer of the reporting entity must sign and date the cover page of the FR Y-6A to indicate that the report has been reviewed and provides an accurate representation of changes to the Reporter's investments and activities.

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# Cover Page

## **Printed Name of Person to Contact**

Provide the printed name of the person to contact in reference to this report. This should be the name of the individual that prepared the report.

## **Phone Number of Contact**

Provide the phone number of the person to contact in reference to this report.

## **Fax Number of Contact**

Provide the fax number of the person to contact in reference to this report.

## **E-mail Address of Contact**

Provide the e-mail address of the person to contact in reference to this report (if available).

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## SPECIFIC INSTRUCTIONS FOR THE

# Characteristics Schedule—(FRY-6A)

This schedule should be used to report the following:

- 1) Characteristics information on a Reporter filing for the first time.
- 2) The initial characteristics information for a newly acquired or newly organized reportable company held within the Reporter's organization. (This should be accompanied by a detailed report of the acquisition on the Investments/Activities Schedule),
- 3) Changes to the Legal Name of any reportable company,
- 4) Changes to the physical location of any reportable company,
- 5) Changes to the characteristics information of any reportable company.

### **Reporting Characteristics of a Reportable Company**

Characteristics information for each newly acquired reportable company must be reported at the time the company commences a business activity. Sections A and B of the Characteristics Schedule should be used to report attributes information for a newly reportable company. Additionally, the Investments and Activities Schedule must be completed to accurately represent the organizational structure of the Reporter's organization. Use Section A to report initial information or changes to legal name and/or address. Use Section B to report changes other than name and/or location changes. For each characteristic that has changed, provide the new information and the effective date of the change.

### **SECTION A) NAME/ADDRESS CHANGES**

It is critical to the Federal Reserve that all name and

address changes be reported in a timely manner. Reporting such changes enables the Federal Reserve to effectively track and monitor Reporters and their investments. Failure to report name and location changes may cause inaccuracies in a company's records, resulting in additional or amended reporting.

### **Legal Name**

Complete Section A of the Characteristics Schedule to report a change to the legal name of any reportable company.

This schedule provides space for reporting one name change on each page. If more than one name change is being reported, the blank schedule should be duplicated, and the appropriate number of Characteristics Schedules filed.

For each name change, three items of information must be reported: current name, previous name, and effective date. These items should be reported on line A(1) of the Name/Address Changes section of the schedule.

### **Current Information**

Provide the new legal name of the organization. This is the name as it is now legally registered.

### **Previous Information**

Provide the legal name of the company as previously reported to the Federal Reserve. This is the old name of the company.

### **Effective Date**

Report the date on which the change to the legal name of the company became effective.

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# Characteristics Schedule

## Address

Section A of the Characteristics Schedule should be used for reporting changes to the location of the reportable company.

Changes to the physical street address should be reported only for the Reporter, any subsidiary BHC, or any depository institution.

Changes to the physical city, county, state/country, and zip code should be reported for any reportable company.

Provide the legal name of the company for which an address change is being reported on line 1. Complete lines 2 and 3 to indicate the previous and current physical address information of the Reporter, any subsidiary BHC, or any depository institution. Provide the effective date of the change. Complete line 3 to indicate the previous and current physical city, county, state/country, and zip code information for other reportable companies. Provide the effective date of the change.

## Item Descriptions

### Item A1 Legal Name.

Provide the legal name of the reportable company as it appears on the papers of incorporation, formation documents, or other legal documents. This item is required for all reportable companies.

### Item A2 Physical Street Address.

Provide the physical street address for the headquarters of the subject company. This item is required for BHCs and depository institutions only. Do not use a post office box number.

### Item A3 Physical City, County, State/(Country), Zip Code.

Provide the name of the city, county, state, country (if non-U.S.), and the zip code of the subject company. Information should describe where the headquarters of the company is physically located, not necessarily its legal location. These physical location characteristics are required for the Reporter and all reportable companies that are held by the Reporter.

## SECTION B) OTHER CHARACTERISTICS

Specific characteristics information is required for the Reporter and all reportable companies held by the Reporter. These characteristics define the type of companies held by the Reporter and are instrumental to the Federal Reserve in its monitoring activities.

### Reporting Changes to Characteristics of Previously Reported Companies

To report a change other than name and/or location changes, use Section B of the Characteristic Schedule. For the characteristic that has changed, provide the new information and the effective date of the change.

Provide the legal name of the reportable company as it appears on the papers of incorporation, formation documents, or other legal documents. This item is required for all reportable companies.

### Item B1 Formation Date.

Provide the date on the company's papers of incorporation or formation documents, or the date on which it was granted a license. This item is only required for newly reportable companies.

### Item B2 Charter Type.

Indicate the kind of charter that the company has by selecting from the following list. The charter type selected should be based on the legal documents issued by the chartering or licensing authority or other documents of formation. If no formal charter or license is granted, choose the charter type which most closely describes the business activities of the entity. Note that a reportable change in charter type is likely to be associated with a change in activity.

If none of the descriptions listed below accurately describe the type of organization being reported, provide a text description which accurately describes the type of charter. This description should be reported as item B2 of the Characteristics Schedule under the heading 'If Other Specify:.'

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# Characteristics Schedule

## Depository

*Depository Trust*  
*Commercial Bank*  
*Private Bank*  
*Development Bank*  
*Savings Bank*  
*Savings & Loan Association*  
*Cooperative Bank*  
*Credit Union*  
*Industrial Bank*  
*Other Depository Institution*  
*Banking Edge Corporation*  
*Banking Agreement Corporation*

## Nondepository

*Holding Company (Including Bank Holding Company)*  
*Mortgage Banking Company*  
*Discount House*  
*Real Estate Investment Trust*  
*Insurance Premium Finance Company*  
*Insurance Underwriting & Reinsurance Company*  
*Commercial Finance Company*  
*Consumer Finance Company*  
*Sales Finance Company*  
*Multi-purpose Finance Company*  
*Nondeposit Trust Company*  
*Small Business Investment Company*  
*Employee Stock Ownership Plan/Trust*  
*Securities Broker/Dealer*  
*Article XII New York Investment Company*  
*Other Nondepository Institution*  
*Investment Bank*  
*Merchant Bank*  
*Investment Edge Corporation*  
*Investment Agreement Corporation*

## Item B3 Organization Type.

Indicate the legal organization type of the subject company. Choose a description from the following list.

*1 = Corporation*  
*2 = General Partnership*  
*3 = Limited Partnership*  
*4 = Business Trust*  
*5 = Sole Proprietorship*  
*6 = Mutual*  
*9 = Cooperative*  
*10 = Limited Liability Partnership*

*11 = Limited Liability Corporation*

*99 = Other*

## Item B4 Functionally Regulated Subsidiary.<sup>1</sup>

Identify the primary regulator that supervises each functionally regulated subsidiary (excluding depository institutions) of the Reporter. If the subsidiary is primarily regulated by a federal banking agency, use zero.

*0 = Not Applicable*

*1 = Securities and Exchange Commission (SEC) and  
Commodity Futures Trading Commission (CFTC)*

*2 = SEC*

*3 = State Securities Department*

*4 = State Insurance Commissioner*

*5 = CFTC*

*6 = Other*

## Item B5 Financial Subsidiary.<sup>2</sup>

Indicate whether the subject company is a financial subsidiary.<sup>2</sup> Enter 'Y' to indicate that it is a financial subsidiary or enter 'N' to indicate that it is not a financial subsidiary.

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1. For purposes of this report, "functionally regulated subsidiary" means any subsidiary —

(A) that is not a BHC or a depository institution; and

(B) that is —

- (i) a broker or dealer that is registered under the Securities and Exchange Act of 1934;
- (ii) a registered investment adviser, properly registered by or on behalf of either the Securities and Exchange Commission or any State, with respect to the investment advisory activities of such investment adviser and activities incidental to such investment advisory activities;
- (iii) an investment company that is registered under the Investment Company Act of 1940;
- (iv) an insurance company, with respect to insurance activities of the insurance company and activities incidental to such insurance activities, that is subject to supervision by a State insurance regulator; or
- (v) an entity that is subject to regulation by the Commodity Futures Trading Commission, with respect to the commodities activities of such entity and activities incidental to such commodities activities.

2. For purposes of this report, a "Financial Subsidiary" is a subsidiary as defined in Section 121 of the GLBA of 1999 or Section 208.77(d) of Regulation H (12 C.F.R. 208.77(d)) or a sub SMB described in Sec.46 FDI Act.

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# Characteristics Schedule

## Bank Holding Companies and Financial Holding Companies:

### **Item B6 Fiscal Year End.**

This item is reportable for BHCs only. Indicate the month and day of its fiscal year-end.

### **Item B7 SEC Reporting Status.**

This item is reportable for BHCs only.

Indicate whether the subject BHC is required to file reports with the Securities and Exchange Commission (SEC). Enter “Y” to indicate that it is required to report to the SEC, or “N” to indicate that it is not.

### **Item B8 Elected to Become and Deemed To Be a Financial Holding Company.**

This item is reportable for BHCs only.

Indicate whether the subject company has elected to become a financial holding company and its declaration has been deemed to be effective. Enter “Y” to indicate that it is an FHC, or “N” to indicate that it is not. Enter the effective date of FHC status.

## Reporters (Including Unaffiliated) State Member Banks:

### **Item B9 Financial Subsidiary Holder.**

This item is only reportable for unaffiliated SMBs and banks owned by BHCs.

Indicate whether the subject bank has an investment in one or more Financial Subsidiaries. Enter “Y” to indicate that it has a financial subsidiary, or “N” to indicate that it does not have a financial subsidiary. Enter the effective date of financial subsidiary holder status.

# Investments and Activities Schedule—(FR Y-6A)

## What To Report

The Investments and Activities Schedule should be used to report all changes in the regulated investments and activities of a reportable company within the Reporter's organization as defined in the General Instructions.

The schedule is designed so that each business event may be reported as a separate transaction. Although several events may have occurred on the same day or simultaneously, each should be reported as a separate transaction. For example, if a new subsidiary was established and it acquired a reportable company on the same day, a separate schedule should be filed for each company. The establishment of the new subsidiary should be reported as one transaction on one schedule and the acquisition of the reportable company by the new subsidiary should be reported on a separate schedule.

The following are examples of business transactions that should be reported on this schedule:

## Investments

- *Formation of a new BHC,*
- *Formation of a new state member bank that is not part of a BHC organization,*
- *The initial acquisition or reacquisition of an existing active company by the Reporter or by a direct or indirect subsidiary of the Reporter,*
- *The formation of a new company as part of the Reporter's organization (NOTE: these companies become reportable once they commence an activity),*
- *The transfer of all or part of a company to another subsidiary within the Reporter's organization,*
- *The sale of all or part of a reportable company to an unaffiliated company,*

- *The liquidation of a reportable company,*
- *Any merger involving at least one company within the Reporter's organization,*
- *An increase or decrease in the percentage of voting or nonvoting equity of a reportable company,*
- *The establishment of a non-equity based relationship with any company in the Reporter's organization in which a controlling relationship exists. This includes management contracts and control of directors,*
- *The establishment of reportable fiduciary relationships,*
- *The establishment of an additional basis for a relationship between two companies that have a pre-existing relationship.*

## Activities

- *The commencement of a new business activity by the Reporter or any reportable company within the Reporter's organization,*
- *The cessation of a business activity by the Reporter or any reportable company within the Reporter's organization,*
- *A change in the primary business activity of any reportable company within the Reporter's organization,*
- *A change in the regulatory provision as a result of a transfer to another subsidiary, commencement of a new activity, or a change in the DPC status.*

*Note: Activities that are approved but not yet commenced are not reportable on this form. New activities are reportable upon their commencement.*

## Reportable Items

Information reported on the Investments and Activities

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# Investments and Activities Schedule

schedule should provide an accurate representation of transactions affecting the organizational structure and activities of the Reporter's organization. Information on each transaction should be complete and should indicate the type of transaction, when the transaction occurred, the companies involved in the transaction, and which regulatory provision applies to the transaction.

The Investments and Activities Schedule provides space for reporting one investment transaction and one activity transaction. If more transactions are being reported, duplicate the Investments and Activities Schedule and submit the appropriate number of schedules.

Certain items are required for all transactions while others pertain only to specific types of reportable transactions. See the item descriptions (Appendices A & B) and sample business transactions (Appendix C) for more information.

In certain instances, such as the acquisition or formation of a new company, detailed information on the Investments and Activities Schedule must be accompanied by characteristics information. This characteristics information must be filed on the Characteristics Schedule and included in the report submission.

## Item Descriptions

**Legal Name of the Direct Holder/Survivor:** This item indicates the direct holder of the subject company and is required when reporting a change in an investment. When reporting a merger, the name of the surviving company should be reported here.

**Physical Location of the Direct Holder/Survivor (City, State/Country):**

Provide the city, state/country (if non-U.S.) of the direct holder/survivor.

**Legal Name of the Subject Entity:** Enter the legal name of the entity that is the subject of the transaction. For investment transactions such as acquisitions, divestitures, or transfers, use the name of the company that was acquired, divested, or transferred. When reporting the commencement or cessation of a business activity, the subject entity is the company which is conducting or has ceased to conduct the specified business activity. When reporting a merger, the name of the non-surviving entity should be reported here.

*Note: When reporting the acquisition of a company whose name was subsequently changed, report the acquisition under the previous name of the company and file a separate name change on the Characteristics Schedule.*

**Physical Location of the Subject Entity (City, State/Country):** Provide the city, state/country (if non-U.S.) of the subject company.

## Investment Transactions

**Transaction Type:** Indicate the type of transaction being reported. This item must be reported for all investment transactions. Select a code from the following list.

**ADL** (Additional Basis of Relationship): This transaction type should be used to report that an additional basis for a relationship between two entities exists. For example, if a relationship between two entities exists based on the ownership of 40% of the voting equity in a company, and the direct holder of the voting equity makes an additional investment by purchasing 4% of the issuer's nonvoting equity, the transaction type reported would be ADL. (See Basis of Relationship.)

**CMNC** (Commencement of Relationship): This transaction type should be used to report the commencement of a new relationship with the subject entity as well as the recommencement of a relationship.

**DEC** (Decrease in Percentage Owned): This transaction type should be used to report a partial decrease in voting or nonvoting equity in the subject company when the subject company is still reportable. For liquidations, mergers, and sales of companies resulting in a complete elimination of the investment, or if the investment is no longer reportable, use the specific codes provided below. Note that DEC should not be used for transfers within the Reporter's organization; instead TRT and TRF should be used.

**INC** (Increase in Percentage Owned): This transaction type should be used to report an increase in voting or nonvoting equity in a reportable investment.

**LIQ** (Liquidation): This transaction type should be used to report the liquidation of a company that is part of the Reporter's organization. This type should not be used to indicate the sale of the entire interest in an entity. Use the transaction code SALE for that event.

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# Investments and Activities Schedule

**MGR** (Merger): This transaction type should be used to report a merger of the subject company and the survivor. When reporting a bank or depository institution merger, indicate whether the head office of the entity that is merged out of existence (subject company) continues as a branch of the surviving entity (survivor).

**NLR** (No Longer Reportable): Use this transaction type to indicate that the previously reported investment in the subject entity no longer meets the reportability criteria.

**OTH** (Other): This transaction type should be used to report transactions that cannot be classified by the available transaction type codes. In instances where this code is used, a narrative description of the transaction must be submitted describing the details of the transaction.

**SALE** (Sale of an Entity): This transaction type should be used to report the sale of the Reporter's entire interest in an entity to an unaffiliated entity. If the entity was sold to another Reporter, indicate the name of the Reporter in the space provided.

**TRF** (Transferred From): This transaction type should be used to report the transfer of an entity within the Reporter's organization. This type should be used when an entity is transferred from one controlled direct holder to another controlled direct holder in the same Reporter's organization. Additionally, this type should be used for partial transfers within the Reporter's organization.

Information on this transaction must include the name of the subject entity and the previous direct holder. This must be accompanied by another transaction labeled TRT (Transferred To) to indicate the new direct holder.

**TRT** (Transferred To): This transaction type should be used to report the transfer of an entity within the Reporter's organization. This should be used when an entity is transferred from one controlled direct holder to another controlled direct holder in the same Reporter's organization. This type should also be used for partial transfers within the Reporter's organization.

Information on this transaction must include the name of the subject entity and the new direct holder. This must be preceded by another transaction labeled TRF (Transferred From) to indicate the previous direct holder.

**Transaction Date:** Indicate the date on which the transaction occurred. This date is always assumed to be the close of business for LIQ, NLR, SALE, and TRF

transactions. The date for all other transactions is assumed to be the opening of business.

**Basis of Relationship:** This item indicates the basis for a relationship when reporting a new investment or a change to an existing investment. Multiple bases for a relationship may exist between two entities and should be reported separately. *Once a company meets the reportability criteria, all bases, regardless of percent, should be reported.* Choose from the following list:

**EQT** (Equity): Ownership of voting equity (shares of stock) not in a partnership nor in a fiduciary capacity (i.e., not FB, FNBV, GP, GPLP, LPNV, LPV).

**NVT** (Nonvoting Equity): Ownership of nonvoting equity not in a partnership nor in a fiduciary capacity (i.e., not FB, FNBV, GP, GPLP, LPNV, LPV).

**GP** (General Partnership): Ownership of an equity interest in a general partnership. A basis of relationship of GP constitutes control.

**GPLP** (General Partner in a Limited Partnership): Ownership of a general partner interest in a limited partnership. A general partner may or may not have an equity interest. A basis of relationship of GPLP constitutes control.

**LPV** (Limited Partner Voting): Ownership of a limited partner interest in a limited partnership that meets the definition of voting securities as defined in section 225.2(q)(1) of Regulation Y.

**LPNV** (Limited Partner Nonvoting): Ownership of a limited partner interest in a limited partnership that meets the definition of nonvoting shares as defined in section 225.2(q)(2) of Regulation Y.

**MGT** (Management Contract): Management contract or similar instrument which provides that the company is managed or controlled by or operated on behalf of the Reporter's organization.

**DIR** (Election of Majority of Directors): Control in any manner over the election of the majority of the directors or trustees of the subject company.

**FB** (Fiduciary/Beneficiary): Subject company is held for the benefit of the Reporter, its shareholders, or its employees.

**FNBV** (Fiduciary/Not Beneficiary): Subject company (bank or BHC) is held by a subsidiary bank or other

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# Investments and Activities Schedule

subsidiary company in good faith in a fiduciary capacity. Additionally, the shares of the bank or other subsidiary company are held with sole discretionary power to vote.

**OTH (Other):** A basis for the relationship that is not classifiable using the codes provided. A description of the basis for the relationship must be provided when this code is used.

**Percent Equity:** The percent of total voting control, nonvoting equity, proportionate interest or other form of control as indicated in the item labeled “Basis of Relationship.” Provide the percentage owned of the security reported in “Basis of Relationship.” This item is not applicable for relationships based on management contract (MGT), or control over the election of the majority of directors (DIR). It may or may not be applicable for general partner interests in a limited partnership (GPLP). The percent equity must be provided for all other reportable investments transactions.

If a Reporter has multiple investment transactions in the same entity and one or more of the investments is reportable, the Reporter should prepare a separate Investments and Activities Schedule for each investment transaction and separately describe each investment’s basis of relationship, percentage equity, and control characteristics on the appropriate schedule. When the transaction type INC (Increase in Percentage Owned) or DEC (Decrease in Percentage Owned) is used, the resulting percent should be used.

For partnership interests (GP, GPLP, LPNV, and LPV) report the percentage of the equivalent of total voting and/or total nonvoting equity.

**Control Indicator:** This item indicates whether the subject entity is controlled by the direct holder. To report that the subject company is controlled by the direct holder, respond with ‘Y’. To report that the subject company is not controlled by the direct holder, respond with ‘N’.

A company has control over a bank or company if:

- a) the company directly or indirectly or acting through one or more other persons owns, controls, or has power to vote 25 percent or more of any class of voting securities of the bank or company;
- b) the company has a general partner interest in a general or limited partnership;

- c) the company controls in any manner the election of the majority of the directors or trustees of the bank or company; or
- d) the Board determines, after notice and opportunity for hearing, that the company directly or indirectly exercises a controlling influence over the management or policies of the bank or company.

In addition, Section 2(a)(3) of the BHC Act establishes a presumption of noncontrol for investments that represent less than 5 percent of any class of voting shares, when satisfied, are not reportable. The Board has, however, issued guidance regarding the circumstances under which control may arise from nonvoting equity investments, for example, the Board’s Policy Statement on Nonvoting Equity Investments, 12 CFR 225.143.

It should be noted that all subsidiaries of the Reporter are considered controlled either directly or indirectly by the Reporter. Subsidiary means any bank or other company that is controlled by a company.

**DPC (Debts Previously Contracted):** This item indicates whether shares held in the subject company were acquired in lieu of debts previously contracted, or in the case of a newly reportable company, whether it was established or acquired for purposes of holding, managing, or liquidating assets acquired in lieu of debts previously contracted. Use one of the following codes:

N/A—To indicate the subject company was not acquired in lieu of debts previously contracted nor established to acquire DPC assets.

1—To indicate that shares of the subject company were acquired in lieu of debts previously contracted.

2—To indicate that the subject company is holding and/or liquidating assets acquired in lieu of debts previously contracted.

If the value of “1” is selected, report only the activity code and description associated with the activity conducted by the subject company. The regulatory code is not required.

If the value of “2” is selected, it is not necessary to report an Activities transaction.

**Correction (Y/N):** Enter ‘Y’ to indicate that this transaction is a correction to a previously submitted transaction. Please provide a brief narrative concerning

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# Investments and Activities Schedule

both this transaction and the erroneous transaction. If this is not a correction, enter 'N'.

## Did subject continue as a branch of survivor? (Y/N)

This item is required when reporting a merger (MGR) of depository institutions. If the former head office of the entity which ceases to exist (non-survivor) continues as a branch of the entity which continues to exist after the merger (survivor), the response to this item should be 'Y'. If the former head office did not continue as a branch of the surviving entity, the response should be 'N'.

## Accounting Method (Pooling of Interest or Purchase)

This item is required when the survivor is a bank. Circle either "Pooling of Interest" or "Purchase."

In a transaction accounted for under the pooling of interests method, the assets, liabilities, and capital of the bank and the business being acquired are added together on a line-by-line basis without any adjustments for fair market value. In a transaction accounted for under the purchase method, the assets and liabilities of the acquired business must be recorded on the books of the combined bank at their fair value. A business combination involving the exchange of voting common stock between stock institutions meeting *all* 12 of the conditions specified in APB Opinion No. 16, "Business Combinations," generally qualifies for the pooling of interests method while all other unrelated party business combinations should be identified by selecting the purchase method.

## If Subject Entity was Purchased From or Sold to Another Reporter, Indicate the Name and Location of the Buyer or Seller

This information indicates whether the shares acquired or sold were purchased from or sold to an unaffiliated Reporter. This enables the Federal Reserve to monitor transfers of ownership.

## Activities Transactions

**Transaction Type:** Indicate the type of transaction being reported. This item must be reported for all activity and regulatory provision transactions.

**CMNC** (Commencement of New Activity and/or Regulatory Provision): This transaction type should be used to report the commencement of a new business activity and/or regulatory provision by the subject entity. This code should also be used when reporting the recommencement of an activity.

**PRIM:** This transaction type should be used to indicate that the primary business activity of any reportable company in the Reporter's organization has changed. This transaction code should be reported with the activity code that represents the new primary activity of a company. Report a separate transaction if the previous primary activity has been terminated. Failure to do so indicates that the activity continues to be conducted, but is no longer the primary activity.

**TERM** (Termination of an Activity): This transaction type should be used to report that the subject company has ceased conducting a specific activity. If a company ceases its only or last activity, the company continues to be reportable until it is divested.

**Transaction Date:** Indicate the date on which the transaction occurred. This date is always assumed to be the close of business for a **TERM** transaction. The date for all other transactions is assumed to be the opening of business.

**Regulatory Code:** Provide information on the regulatory code or Board Order under which each business activity is conducted or each investment is made. When citing a Board Order, enter 25 as the regulatory code followed by the date of the Board Order (e.g. 25, 19980427).

Appendix A provides a cross reference for the regulatory code and associated regulatory provision. Refer to both the BHC Act and Regulation Y to determine the appropriate code for a given activity. Enter the numeric code associated with the regulatory provision in the Regulatory Code field. All nonbanking activities conducted under Section 4(c)(8) should be denoted with a code value of 26. In addition, the following codes have been added:

- 311 BHC Act, Sec. 4(k)(4)/Reg. Y, Sec. 225.85(a)(1), (2), (3) Financial in nature activities or incidental thereto.
- 312 BHC Act, Sec. 4(k)(4)/Reg. Y, Sec. 225.89 FHCs that engage in activities that are complementary to a financial in nature activity.

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# Investments and Activities Schedule

313 BHC Act, Sec. 4(n)(7)  
Divestiture of commercial activities.

This item is required in conjunction with investment information for all reportable transactions except transfers (TRF), sales (SALE), liquidations (LIQ), decreases in percent equity (DEC), certain increases in percent equity (INC), the termination of a business activity (TERM), and cessations of reportability (NLR).

## Activity Code

Provide the activity code that best corresponds to each business activity conducted by the subject company. All business activities of the Reporter and its regulated investments must be reported.

This item is required for all activity transactions. Activities of newly organized companies should be reported when the entity actually begins to conduct the activity. Activities that are approved but not yet commenced (for either an existing company or a newly organized company) are not reportable on this form. New business activities become reportable upon their commencement. Board of Governors' Activity Codes can be found in Appendix B. Use codes from the Standard Industrial Classification Manual (1987) when the codes in Appendix B do not sufficiently describe the business activity. Do not provide both the SIC code and the Activity code.<sup>1</sup> In addition, eight activity codes have been added to Appendix B.

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1. It is anticipated that the Board of Governors will adopt the North American Industrial Classification System (NAICS) in the future. Continue to report the SIC codes until further notice.

When reporting on companies that became totally inactive, "ALL" should be reported for Activity Code to indicate all activities have ceased. Report "TERM" as a transaction type when a specific activity is no longer conducted.

If a newly organized or newly acquired company conducts more than one business activity, include the primary business activity of the subject company with the information on the formation or acquisition. Mark the primary business activity of the subject company with a "(P)" (i.e., 21AA (P)). Provide information on other business activities of the company as separate transactions (i.e., Commencement of New Activity—CMNC).

The commencement of a new business activity by a previously reported company can be submitted as one transaction—Commencement of a New Activity (CMNC).

All activity codes reported in this item should be accompanied by a text description of the business activity under "Description of the Activity."

## Description of the Activity

A text description of the activity code that is conducted.

**Correction (Y/N):** Enter 'Y' to indicate that this transaction is a correction to a previously submitted transaction. Please provide a brief narrative concerning both this transaction and the erroneous transaction. If this is not a correction, enter 'N'.

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# Appendix A

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FR Y-6A Regulatory Codes and Provisions

This appendix provides a cross reference between the regulatory code and regulatory provision. The regulatory provision is followed by a brief description of the provision. This description is to provide assistance in referring to the appropriate sections of the BHC Act and Regula-

tion Y. The description of the regulatory provision is not a substitute for consulting the BHC Act, Regulation Y and other Board precedent in the determination of the correct regulatory provision and regulatory code.

*Code Provision*

- 5 **BHC Act, Sec. 3(a)(5)(i)/Reg. Y, Sec. 225.12(a)**  
*Acquisition of Securities of a Bank or Bank Holding Company in a Fiduciary Capacity.* The acquisition by a bank or other company of control of voting securities of a bank or bank holding company in good faith in a fiduciary capacity under certain circumstances.
- 6 **BHC Act, Sec. 3(a)(5)(A)(ii)/Reg. Y, Sec. 225.12(b)**  
*Acquisition of Securities of a Bank or Bank Holding Company—Debts Previously Contracted.* The acquisition by a bank or other company of control of voting securities of a bank or bank holding company in the regular course of securing or collecting a debt contracted in good faith if the securities are divested within two years of the acquisition.
- 7 **BHC Act, Sec. 3(a)(1)/Reg. Y, Sec. 225.11(a)**  
*Acquisition of Initial Bank(s).* Formation of a bank holding company. Any action that causes a bank (or other company) to become a bank holding company.
- 8 **BHC Act, Sec. 3(a)(3)/Reg. Y, Sec. 225.11(c)**  
*Acquisition of Control of Additional Banks or Bank Holding Company.* The acquisition by an existing bank holding company of securities of a bank or a bank holding company. The acquisition by a bank holding company of direct or indirect ownership or control of more than 5% of any class of the voting securities of a bank or bank holding company.
- 9 **BHC Act, Sec. 3(a)(5)/Reg. Y, Sec. 225.11(e)**  
*Merger of Bank Holding Companies.* The merger or consolidation of bank holding companies.

*Code Provision*

- 12 **BHC Act, Sec. 4(a)(2) proviso**  
Permanently grandfathered activities if acquired prior to June 30, 1968. Not valid after December 31, 1970.
- 13 **BHC Act, Sec. 4(c)(i), Proviso/Reg. Y, Sec. 225.21(b)(2)**  
*Labor, Agricultural, and Horticultural Organizations—Exempt.* A bank holding company meets the labor, agricultural and horticultural exemption is exempt from Subpart C of Regulation Y.
- 14 **BHC Act, Sec. 4(c)(ii), Proviso/Reg. Y, Sec. 225.21(b)(1)**  
*Family Owned Bank Holding Company—Exempt.* A bank holding company that meets the family owned exemption is exempt from Subpart C of Regulation Y.
- 15 **BHC Act, Sec. 4(c)(1)(A)/Reg. Y, Sec. 225.22(b)(2)(vi)**  
*Servicing Exemption—Holding Property.* Servicing activities for the internal operations of the bank holding company or its subsidiaries--holding or operating property used wholly or substantially by a subsidiary in its operations or for its future use.
- 16 **BHC Act, Sec. 4(c)(1)(B)/Reg. Y, Sec. 225.22(c)**  
*Safe Deposit Business.* Bank holding company or a nonbank subsidiary that conducts or acquires shares of a company that conducts a safe deposit business.
- 17 **BHC Act, Sec. 4(c)(1)(C), 4(a)(2)(a)/Reg. Y, Sec. 225.22(b)**  
*Servicing Activities.* A bank holding company or a company established or acquired by a bank holding company provides services to or performs services for the bank holding company or its subsidiaries in connection with their activities or internal operations subject to certain limitations.

## Code Provision

- 18 **BHC Act, Sec. 4(c)(1)(D), 4(a)(2)(a)/Reg. Y, Sec. 225.22(b)(2)(vii) and (viii)**  
*Servicing Exemption—Liquidating Property.* Liquidating property acquired from a subsidiary; or liquidating property acquired from any source either prior to May 9, 1956 or the date on which the bank holding company was established, whichever date is later.
- 19 **BHC Act, Sec. 4(c)(2)/Reg. Y, Sec. 225.22(d)(1)**  
*Nonbank Acquisitions—Debts Previously Contracted.* Voting securities or assets of nonbanks acquired in the course of collecting a debt previously contracted in good faith if such property is divested within 2 years of acquisition.
- 20 **BHC Act, Sec. 4(c)(3)/Reg. Y, Sec. 225.22(d)(2)**  
*Securities or Assets Required to be Divested.* Voting securities or assets which are required to be divested at the request of a state or federal authority other than the Board within 2 years of acquisition.
- 21 **BHC Act, Sec. 4(c)(4)/Reg. Y, Sec. 225.22(d)(3)**  
*Fiduciary Nonbank Investments.* The acquisition by a bank or other company of voting securities or assets in good faith in a fiduciary capacity if held in the ordinary course of doing business and not acquired for the benefit of the company, its shareholders, employees or subsidiaries.
- 22 **BHC Act, Sec. 4(c)(5)/Reg. Y, Sec. 225.22(d)(4)**  
*Securities Eligible For Investment by National Banks.* The acquisition of voting securities eligible under federal statutes for investment by national banks.
- 24 **BHC Act, Sec. 4(c)(7)/Reg. Y, Sec. 225.22(d)(6)**  
*Securities of an Investment Company.* The acquisition of an investment company solely engaged in investing in securities and that does not own or control more than 5 percent of the outstanding shares of any class of voting securities of any company.
- 25 **BHC Act, Sec. 4(c)(8)/and Board Order Board Order.**

## Code Provision

- 26 **BHC Act, Sec. 4(c)(8)/Reg. Y Sec. 225.28(b)**  
*Permissible Nonbanking Activities.* Nonbank conducts one of the activities listed in Section 225.28(b) of Regulation Y which are so closely related to banking or managing or controlling banks as to be a proper incident thereto.
- 87 **BHC Act, Sec. 3(a)(2)/Reg. Y, Sec. 225.11(b)**  
*Acquisition of Subsidiary Bank.* Any action that causes a bank to become a subsidiary of a bank holding company.
- 88 **BHC Act, Sec. 3(a)(4)/Reg. Y, Sec. 225.11(d)**  
*Acquisition of Bank Assets.* The acquisition by a bank holding company or by a subsidiary thereof (other than a bank) of all or substantially all of the assets of a bank.
- 89 **BHC Act, Sec. 3(f)**  
*Qualified Savings Bank Subsidiaries of Bank Holding Companies.* Activities engaged in directly or indirectly by a qualified savings bank which is a subsidiary of a bank holding company.
- 95 **BHC Act, Sec. 4(c)(8)/Reg. Y, Sec. 225.22(d)(8)**  
*Asset Acquisitions by Lending Company or Industrial Bank.* Acquiring assets of an office of a company, all or substantially all of which relate to making, acquiring, or servicing loans if certain requirements are met.
- 103 **BHC Act/Reg. Y, Sec. 225.22(d)(7)**  
*Acquiring Assets in the Ordinary Course of Business.* Acquiring assets in the ordinary course of business if the assets are related to the activities in which the acquiring company previously received Board approval.
- 104 **BHC Act, Sec. 4(c)(5)/Reg. Y, Sec. 225.22(e)(1)**  
*Acquisition of Securities by Subsidiary National Banks.* Acquisition or retention of securities by a national bank that is a subsidiary of a bank holding company or its subsidiaries on the basis of 4(c)(5) of the BHC Act in accordance with OCC regulations.

Code Provision

- 105 **BHC Act, Sec. 4(c)(5)/Reg. Y, Sec. 225.22(e)(2)**  
*Acquisition of Securities by Subsidiary State Banks.* Acquisitions or retention by a state bank that is a subsidiary of a bank holding company on the basis of 4(c)(5) of the BHC Act; or the acquisition or retention of all securities of a company that engages solely in activities in which the parent bank may engage, at locations that the parent may engage in the activity, and subject to the same limitations as if the parent bank were engaged in the activity directly.
- 106 **BHC Act/Reg. Y, Sec. 225.22(f)**  
*Activities and Securities of New Bank Holding Companies.* A company that becomes a holding company may, for a period of two years, engage in nonbanking activities if it engaged in such activities on the date it became a bank holding company.
- 311 **BHC Act Sec. 4(k)(4)/Reg. Y, Sec. 225.85(a)(1), (2), (3)** *Financial in Nature Activities or Incidental Thereto.* A Financial Holding Company that engages in activities that are financial in nature or incidental thereto.
- 312 **BHC Act, Sec. 4(k)(4)/Reg. Y, Sec. 225.89**  
Financial Holding Company that engages in activities that are complementary to a financial in nature activity as of March 13, 2000 requires Board Order approval.
- 313 **BHC Act, Sec. 4(n)(7)**  
*Divestiture of Commercial Activities by an FHC*

**Management Interlocks Under Provisions of the Depository Institutions Interlocks Acts**

- 108 **DIMIA, Sec. 206/Section 212.5, Regulation L**  
Interlock which has been grandfathered because it existed prior to November 10, 1978.

Code Provision

- 110 **DIMIA, Sec. 205/Section 212.4(a)(5), Regulation L**  
Interlock involving a state-chartered savings and loan guaranty corporation.
- 111 **DIMIA, Sec. 205/Section 212.4(a)(3), Regulation L**  
Interlock involving a depository institution that has been placed in liquidation under receivership or conservatorship.
- 112 **DIMIA, Sec. 205/Section 212.4(a)(6), Regulation L**  
Interlock involving a Federal Home Loan Bank or any other bank organized solely for the purpose of serving depository institutions (“banker’s bank”) or solely for the purpose of providing securities clearing services.
- 113 **DIMIA, Sec. 205/Section 212.4(b), Regulation L**  
Interlock that is specifically approved by the appropriate federal supervisory agency.
- 114 **DIMIA, Sec. 206(b)/MIRA/Sec. 212.4(c), Regulation L**  
Interlock between a depository institution and a nondepository institution that subsequently becomes a diversified savings and loan holding company after approval by the appropriate federal supervisory agency.

**Other Regulatory Provision—Not Listed**

- OTH **Regulatory Provision not Listed (Provide Text Description)**

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# Appendix B

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Federal Reserve Board of Governors' Activity Codes

## INTRODUCTION

The following activity codes are used for Federal Reserve reporting purposes. If a code cannot be found to describe an activity, refer to the *Standard Industrial*

*Classification Manual*, 1987, issued by the Office of Management and Budget.

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## FEDERAL RESERVE BOARD OF GOVERNORS' ACTIVITY CODES

*Activity*

*Code Definition*

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### HOLDING COMPANY

- 00AA Companies owning and/or controlling one or more U S. banks (including Puerto Rican banks). Company.
- 00AB Other holding companies.

### INTERNATIONAL BANKING

- 00BA *Foreign banks.* Banks organized in countries other than the U.S. and its possessions. Recognized as a bank by the banking authority of the country of organization or principal banking operations and has the power to accept demand deposits.
- 00BD *Investment Edge/agreement corporation.* A corporation chartered in the U.S. for purposes of engaging in international banking. An investment Edge or agreement corporation may make investments in foreign entities engaged in banking and nonbanking activities as defined by Regulation K. Investment Edge and agreement corporations may not accept demand deposits in the U.S.
- 00BE *Banking Edge/agreement corporation.* A corporation chartered in the U.S. which is engaged in the financing of international trade. Banking Edge and agreement corporations can accept deposits, however, deposits from U.S. residents or businesses are limited to those that are directly linked to international trade. These corporations are subject to capital requirements and lending limits established by the Federal Reserve.

*Activity*

*Code Definition*

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### COMMERCIAL FINANCE

- 01AA Making, acquiring, or servicing loans or other extensions of credit for the account of others such as would be made by a commercial finance company. Examples are commercial finance and business finance activities.

### CONSUMER FINANCE

- 01LA Making, acquiring, or servicing loans or other extensions of credit for the account of others such as would be made by a consumer finance company. Examples are consumer finance, personal finance, small loan, direct cash loan activities, and automobile and mobile home finance activities.

### MORTGAGE BANKING

- 01LB Making, acquiring, or servicing loans or other extensions of credit for the account of others such as would be made by a mortgage banking company. Examples include bond and mortgage activities, mortgage brokerage activities, and financing secured by real estate for construction projects.

### FACTORING

- 01LC Making, acquiring, or servicing loans or other extensions of credit for the account of others such as would be made by a factoring company. Examples include factoring and rediscounting of accounts receivable, and factoring commercial paper and other installment notes.

### CREDIT CARD

- 01EA Making, acquiring, or servicing loans or other

<i>Activity Code</i>	<i>Definition</i>
	extensions of credit for the account of others such as would be made by a credit card company.

### **INDUSTRIAL BANKING**

02AA	Operating as an industrial bank, Morris Plan bank, or industrial loan company, as authorized under state law, so long as the institution is not a bank, as defined in the Bank Holding Company Act.
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### **TRUST COMPANY FUNCTIONS**

04AA	Companies organized in the U.S. performing trust company functions (may or may not have a commercial bank or trust company charter).
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### **INVESTMENT OR FINANCIAL ADVICE**

05AA	Providing investment advice to mortgage or real estate investment trusts.
05AB	Providing investment advice to an investment company registered under the Investment Company Act of 1940, including sponsoring, organizing, and managing a closed-end investment company.
05AE	Providing portfolio investment advice to any other person.
05BA	Providing general economic information and advice, general economic statistical forecasting services and industry studies.
05BB	Providing financial and investment advice to state and local governments, such as with respect to the issuance of their securities.
05CA	Providing advice, including rendering fairness opinions and providing valuation services, in conjunction with mergers, acquisitions, divestitures, joint ventures, leveraged buyouts, recapitalizations, capital restructuring, financial transactions, and conducting financial feasibility studies.
05CB	Providing financial and transaction advice regarding the structuring and arranging of swaps, caps, and similar transactions relating to interest rates, currency exchange rates or

<i>Activity Code</i>	<i>Definition</i>
	prices, and economic and financial indices, and similar transactions.
7392	Investment, financial or economic advisory services, or management consulting company.

### **LEASING PERSONAL OR REAL PROPERTY**

06AF	Leasing personal or real property or acting as agent, broker, or adviser in leasing such property. Examples include leasing of property such as land, buildings, motor vehicles, and equipment.
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### **COMMUNITY DEVELOPMENT**

07AA	Making equity and debt investments in corporations or projects designed primarily to promote community welfare, such as the economic rehabilitation and development of low-income areas by providing housing, services, or jobs for residents.
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### **DATA PROCESSING**

08AA	Providing data processing and data transmission service, facilities (including data processing and data transmission hardware, software, documentation or operating personnel), data bases, or access to such services, facilities, or data bases by any technological means.
08AB	Multi-regional data processor that provides to other institutions data processing and data transmission service facilities (including data processing and data transmission hardware, software, documentation or operating personnel), data bases, or access to such services, facilities, or data bases by any technological means.

### **INSURANCE AGENCY OR BROKERAGE SERVICES RELATED TO CREDIT INSURANCE**

09AA	Acting as principal, agent or broker for insurance (including home mortgage redemption insurance) that is directly related to an exten-
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*Activity*

*Code    Definition*

sion of credit by the bank holding company or any of its subsidiaries and is limited to ensuring the repayment of the outstanding balance due on the extension of credit in the event of the death, disability, or involuntary unemployment of the debtor.

**INSURANCE AGENCY OR BROKERAGE SERVICES NOT RELATED TO CREDIT INSURANCE**

09BB    Providing insurance that is not related to the extension of credit or to the provision of other financial services but is solely for the convenience of the purchaser.

**INSURANCE AGENCY OR BROKERAGE SERVICES RELATED TO FINANCE COMPANY SUBSIDIARIES**

09BD    Providing property and casualty insurance to protect collateral that is directly related to the extension of credit by a finance company that is a subsidiary of the bank holding company organization.

**INSURANCE IN SMALL TOWNS**

09CA    Providing insurance agent or brokerage services for general insurance in a community that has a population not exceeding 5,000 or has inadequate insurance facilities.

**INSURANCE AGENCY ACTIVITIES CONDUCTED ON MAY 1, 1982**

09DA    Engaging in any specific insurance agency activity if the bank holding company or subsidiary conducting the specific activity, conducted such activity on May 1, 1982, or received Board approval to conduct such activity on or before May 1, 1982.

**SUPERVISION OF RETAIL INSURANCE AGENTS**

09EA    Supervising on behalf of insurance underwriters the activities of retail insurance agents who sell fidelity insurance and property casualty insurance on the real and personal property

*Activity*

*Code    Definition*

used in the operations of the bank holding company or its subsidiaries and group insurance that protects the employees of the bank holding company or its subsidiaries.

**INSURANCE AGENCY ACTIVITIES/SMALL BANK HOLDING COMPANIES**

09FA    Engaging in any insurance agency activity if the bank holding company has total consolidated assets of \$50 million or less.

**INSURANCE AGENCY ACTIVITIES CONDUCTED BEFORE 1971**

09GA    Engaging in any insurance agency activity performed at any location in the U.S. directly or indirectly by a bank holding company that was engaged in insurance agency activities prior to January 1, 1971, as a consequence of approval by the Board prior to January 1, 1971.

**INSURANCE UNDERWRITING**

10AA    Underwriting (directly or as reinsurer) life insurance or mortgage redemption insurance that is directly related to an extension of credit by the bank holding company organization.

10AB    Underwriting (directly or as reinsurer) accident and health insurance that is directly related to an extension of credit by the bank holding company organization.

**COURIER SERVICES**

11BA    Providing courier services for checks, commercial papers, documents, or other written instruments (excluding currency or bearer-type negotiable instruments) that are exchanged among banks and financial institutions.

11BB    Providing courier services for audit and accounting media of a banking or financial nature and for other business records and documents used in processing such media.

**MANAGEMENT CONSULTING**

12AA    Providing management consulting advice to nonaffiliated bank and nonbank depository

<i>Activity Code</i>	<i>Definition</i>
	institutions, including commercial banks, savings and loan associations, mutual savings banks, credit unions, industrial banks, morris plan banks, cooperative banks, and industrial loan companies.

### **MONEY ORDERS, SAVINGS BONDS, AND TRAVELER'S CHECKS**

13AA	The issuance and sale at retail of money orders and similar consumer-type payment instruments having a face value of not more than \$1,000; the sale of U.S. savings bonds; and the issuance and sale of traveler's checks.
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### **REAL ESTATE AND PERSONAL PROPERTY APPRAISING**

14AA	Performing appraisals of real estate and tangible and intangible personal property, including securities.
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### **COMMERCIAL REAL ESTATE EQUITY FINANCING**

14AB	Acting as an intermediary for the financing of commercial or industrial income-producing real estate by arranging for the transfer of the title, control and risk of such a real estate project to one or more investors.
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### **SECURITIES BROKERAGE**

15AA	Providing securities brokerage services independently or in combination with investment advisory services, as well as related securities credit and other incidental activities as a broker registered with the Securities and Exchange Commission.
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### **SECURITIES/INVESTMENT BANKING**

96CA	Underwriter, distributor, or dealer of debt securities.
96CB	Underwriter, distributor, or dealer of equity securities, commenced prior to March 27, 1991.

<i>Activity Code</i>	<i>Definition</i>
96CD	Underwriter of equity securities, commenced on or subsequent to March 27, 1991.
96CE	Dealer of equity securities, commenced on or subsequent to March 27, 1991.
96CF	Principal or agent in swap transactions.
97AA	Issuers of "trust preferred securities" that are eligible for inclusion in Tier I capital.
97AB	Issuers of hybrid securities that are not eligible for inclusion in Tier I capital.

### **UNDERWRITING AND DEALING IN GOVERNMENT OBLIGATIONS AND MONEY MARKET INSTRUMENTS**

90AB	Underwriting and dealing in U.S. government securities, municipal bonds, and money market instruments in which state member banks are authorized to underwrite and deal.
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### **FOREIGN EXCHANGE SERVICES ADVISORY AND TRANSACTIONAL SERVICES**

17AA	Providing by any means, general information and statistical forecasting with respect to foreign exchange markets; advisory services designed to assist customers in monitoring, evaluating, and managing their foreign exchange exposures; and transactional services with respect to foreign exchange by arranging for "swaps" among customers with complementary foreign exchange exposures and for the execution of foreign exchange transactions.
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### **FUTURES COMMISSION MERCHANT**

90BD	Acting as a futures commission merchant for nonaffiliated persons in the execution and clearance on major commodity exchanges of futures contracts for bullion, foreign exchange, government securities, certificates of deposit and other money market instruments that a bank may buy or sell in the cash market for its own account.
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Activity  
Code    Definition

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### **INVESTMENT ADVICE ON FINANCIAL FUTURES AND OPTIONS ON FUTURES**

90BE    Providing investment advice, including counsel, publications, written analyses and reports, as futures commission merchant authorized pursuant to paragraph 18 or as a commodity trading advisor registered with the commodity futures trading commission, with respect to the purchase and sale of futures contracts and options on futures contracts for the commodities listed above.

### **CONSUMER FINANCIAL COUNSELING**

90AA    Providing advice, educational courses, and instructional materials to consumers on individual financial management matters, including debt consolidation, applying for a mortgage, bankruptcy, budget management, tax planning, retirement and estate planning, insurance and general investment management.

### **CAREER COUNSELING SERVICES**

90CC    Providing career counseling to a financial organization and individuals currently employed by, or recently displaced from a financial organization; and individuals seeking employment at a financial organization; and individuals who are currently employed in or seek positions in the finance, accounting, and audit department of the company.

### **TAX PLANNING AND PREPARATION**

90BH    Providing individuals, businesses, and non-profit organizations tax-planning and tax preparation services, including advice and strategies to minimize tax liabilities, and the preparation of tax forms.

### **CHECK GUARANTY SERVICES**

90AC    Providing check verification and guarantee services.

Activity  
Code    Definition

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### **OPERATING COLLECTION AGENCY**

90BQ    Collecting overdue accounts receivable, either retail or commercial.

### **OPERATING CREDIT BUREAU**

90BR    Maintaining files on the past credit history of consumers and providing that information to a credit grantor who is considering a borrower's application for credit, provided that the credit bureau does not provide preferential treatment to a customer of an affiliated financial institution.

### **THRIFT INSTITUTIONS**

90AG    Any federal savings association or federal savings bank; any building and loan association, savings and loan association, homestead association, or cooperative bank if such association or cooperative bank is a member of the Savings Association Insurance Fund; and any savings bank or cooperative which is deemed by the director of the Office of Thrift Supervision to be a savings association under section 10(1) of the Home Owners Loan Act; and credit unions.

### **COMMERCIAL BANKING**

21AA    Companies organized in the U.S. with a commercial bank or trust company charter that both accept demand deposits and make commercial loans.

21AB    Companies organized in the U.S. which do not have a commercial bank or trust company charter that both accept demand deposits and make commercial loans (such as certain savings banks and industrial banks).

### **NONBANK BANKING**

20CB    Companies organized in the U.S. with a commercial bank charter that restrict themselves to accepting consumer deposits and making consumer but not commercial loans (formerly limited under the heading CONSUMER BANKS). (Including some credit card banks).

<i>Activity Code</i>	<i>Definition</i>	<i>Activity Code</i>	<i>Definition</i>
20CC	An institution with a commercial bank charter which engages only in credit card operations; does not accept demand deposits or deposits that the depositor may withdraw by check or similar means for payment to third parties or others; does not accept any savings or time deposits of less than \$100,000; maintains only one office that accepts deposits; and does not engage in the business of making commercial loans; or is otherwise defined by state law to be operating a credit card bank and not otherwise engaged in banking with the general public.	90BA	Export trading.
		90BF	Providing advice on the trading of permissible investment instruments.
		90BG	Employee benefit consulting.
		90BL	Student loan servicing.
		90BM	Credit card authorization and reporting services.
		90BN	Small Business Investment Company.
		90BO	Venture Capital Company.
20CD	Companies organized in the U.S. with a commercial bank charter that restrict themselves to accepting deposits other than demand deposits and make at least some commercial loans.	91AA	Issuance of sale of official checks with no limitation on the maximum face value, but subject to certain limitations.
20ND	Companies organized in the U.S. with a commercial bank charter that restrict themselves to not accepting any deposits and do not engage in performing trust functions.	91AB	Acting as a municipal securities brokers' broker.
		91AC	Printing and selling checks and related documents that require MICR-encoded information for depository institutions.
		91AD	Engaging in commercial paper placement activities to a limited extent.
		91AE	Providing advice regarding the structuring of and arranging for loan syndications, interest rate "swap," interest rate "cap" and similar transactions.
		91AF	Providing cash management services on a stand-alone basis.
		91AG	Underwriting and dealing in commercial paper to a limited extent.
		91AH	Providing community development advisory and related services.
		91AJ	Issuing and selling drafts and wire transfers that are payable in foreign currencies without limitation as to their face amount, but subject to certain limitations.
		91AK	Providing financial advice to the Canadian federal and provincial governments, such as with respect to the issuance of their securities in the U.S.
<b>PROVIDE SUPPORT TO ORGANIZATION</b>			
91CA	Accounting, Auditing & Appraising.		
91CB	Advertising and public relations.		
91CC	Personnel services.		
91CD	Managing the investment portfolio of a bank.		
91CE	Liquidating property acquired from a subsidiary; or liquidating property acquired from any source either prior to May 9, 1956, or the date on which the bank holding company was established, whichever is later.		
<b>DEBTS PREVIOUSLY CONTRACTED</b>			
91BA	Debts Previously Contracted (DPC) holding company.		
<b>OTHER APPROVED ACTIVITIES</b>			
90AE	Trading for its own account in gold and silver bullion, bars, rounds, and coins.		
90AF	The purchase and sale of silver and gold bullion and coins for the account of customers.		

<i>Activity Code</i>	<i>Definition</i>	<i>Activity Code</i>	<i>Definition</i>
91AM	Underwriting and dealing in, to a limited extent, corporate debt and equity securities.		stock to such an extent as to warrant registration with the Federal Reserve as required by Regulation G, Section 207.3(a). Excludes plan lenders, which are reported under activity code 91DB only.
91AN	Providing advice relating to the structuring of and arranging for currency swaps.		
91AP	Offering full brokerage services to institutional and retail customers for ineligible securities.	91DC	Acting as an agent in the sale of annuities as authorized under national or state banking regulations.
91AQ	Acting as a dealer and broker with respect to interest rate and currency swaps and related transactions.	91FA	Asset management for third parties including the managing and liquidation of nonperforming assets such as loans. The assets may be received from another company within the bank holding company organization, or may be obtained by contract from an unaffiliated company or regulatory agency.
91AR	Acting as agent in the private placement of all types of securities.	96DA	Services, including representative functions, sale of long-term debt, or name-saving.
91AS	Providing financial advice to the Japanese national and municipal governments and their agencies such as with respect to the issuance of their securities in the United States.	96EA	Travel agency.
91AT	Engaging in the purchase and sale of platinum coins issued by the Canadian and Australian governments as legal tender.	91FB	Providing transactional services with respect to swaps and similar transactions, any transaction permissible under Reg. Y, Sec. 225.28(8), any transaction that is permissible for state member banks, and any other transaction involving a forward contract, option, futures, option on futures or similar contract related to a commodity that is traded on an exchange.
91AU	Entering into currency swap transactions for a bank holding company's hedging its own position in foreign currency.	91FC	The sale or issuance of payment instruments or engaging in the business of receiving money for transmission or transmitting money within the United States or to locations abroad by any and all means, including but not limited to payment instrument, wire, facsimile or electronic transfer.
91AV	Providing real estate settlement activities through a permissible title insurance agency.	92AA	Internet access provider.
91DA	Acting as agent in the sale of annuities (Exemption G companies only).	98AA	Issuing commercial paper.
91DB	Extend or maintain credit secured directly or indirectly by margin stock to such an extent as to warrant registration with the Federal Reserve as required by Regulation G, Section 207.3(a).	99CG	Co-generator of electric power.
91DD	Extend or maintain any amount of purpose credit secured directly or indirectly by margin stock to such an extent as to warrant registration with the Federal Reserve as required by Regulation G, Section 207.3(a). Excludes plan lenders which are reported under activity 91BD only.		
91DE	Extend or maintain exclusively non-purpose credit secured directly or indirectly by margin		

**PRIVATE PLACEMENT AND RISKLESS PRINCIPAL ACTIVITIES**

91BC Riskless principal transactions are those in which a broker-dealer, after receiving a buy or sell order from a customer, purchases or sells

<i>Activity Code</i>	<i>Definition</i>
	the security for its own account to offset the contemporaneous sale to or purchase by the customer.

**OTHER APPROVED ACTIVITIES**

91EA	Engaging in underwriting and dealing in bank-eligible securities to a limited extent pursuant to Section 20 of the Glass–Steagall Act.
91BD	Section 20 subsidiary authorized to purchase and sell for its own account certain options and options on futures contracts with respect to certain bank-eligible securities and money market instruments for purposes other than hedging.
91BE	Acting as an FCM (futures commodity merchant) for nonaffiliated persons in the execution and clearance on major commodity exchanges of futures and options on futures contracts based on bonds or other debt instruments, certain commodities, or stock, bond, or commodity indices.
91BF	Providing investment advice regarding the above contracts.
91BG	Trading for its own account in foreign exchange spot, forward, futures, options, and options on futures transactions.
91BH	Acting as originator, principal, agent, or broker with respect to interest rate and currency swap transactions and related swap derivative products.
91BJ	Trading for its own account, for purposes other than hedging, in futures, options, and options on futures contracts based on certificates of deposit or other money market instruments eligible for investment by national banks.
91BK	Acting as originator, principal, agent, broker, or advisor with respect to swaps and swap derivative products, and over-the-counter option transactions, based on certain commodities, stock, bond, or commodity indices, or a hybrid of interest rates and such commodities or indices.

<i>Activity Code</i>	<i>Definition</i>
91BL	Trading for its own account, for purposes other than hedging, in futures and options on futures contracts based on certain commodities or on stock, bond, or commodity indices.

**ACTIVITIES APPROVED ON MARCH 11, 2000**

31BA	Insuring, guaranteeing, or indemnifying against loss, harm, damage, illness, disability, or death, or providing and issuing annuities, and acting as principal agent, or broker for purposes of foregoing, in any State.
31BB	Providing administrative and other services to mutual funds.
31BC	Owning shares of a securities exchange.
31BD	Acting as a certification authority for digital signatures.
31BE	Providing employment histories to third parties for use in making credit decisions and to depository institutions and their affiliates for use in the ordinary course of business.
31DA	Issuing or selling asset backed securities permissible for a bank to hold directly.
31EA	Check cashing and wire transmission services.
31HA	In connection with offering services, providing notary public services, selling postage stamps and postage-paid envelopes, providing vehicle registration services, and selling public transportation tickets and tokens.
31IA	Real estate title abstracting.
31KA	Providing management consulting services, including to any person with respect to non-financial matters, so long as the management consulting services are advisory and do not allow the financial holding company to control the person to which the services are provided.
31LA	Operating a travel agency in connection with financial services offered by the financial holding companies or others.
31MA	Organizing, sponsoring, and managing a mutual fund, so long as: (i) The fund does not

<i>Activity Code</i>	<i>Definition</i>
	exercise managerial control over the entities in which the fund invests; and (ii) the financial holding company reduces its ownership in the fund, if any, to less than 25 percent of the equity of the fund within one year of sponsoring the fund or such additional period as the Board permits.
31NA	Lending, exchanging, transferring, investing for others or safeguarding money or securities.
31PA	Providing financial, investment, or economic advisory services, including advising an investment company (as defined in Section 3 of the Investment Company Act of 1940).
31QA	Underwriting, dealing in, or making a market in securities.
31RA	Issuing or selling instruments representing interests in pools of assets permissible for a bank to hold directly.

**MERCHANT BANKING**

31SA	Acquisition or control of shares, assets, or ownership interests of a company (whether or not constituting control of the company) by a qualified merchant banking affiliate of a financial holding company as part of a bona fide underwriting or merchant or investment bank-
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<i>Activity Code</i>	<i>Definition</i>
	ing activity, subject to applicable requirements. Notification of individual investments made under this authority is not required unless the investment meets the size thresholds described in activity code 31UA.

**INSURANCE COMPANY INVESTMENTS**

31TA	Acquisition or control of shares, assets, or ownership interests of a company (whether or not constituting control of the company) by a qualified insurance affiliate of a financial holding company in the ordinary course of the affiliate's insurance business, subject to applicable requirements. Notification of individual investments made under this authority is not required unless the investment meets the size thresholds described in activity code 31UA.
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**LARGE MERCHANT BANKING AND INSURANCE COMPANY INVESTMENTS**

31UA	Acquisition by a merchant banking affiliate or an insurance affiliate of shares, assets, or ownership interests of a company if the investment exceeds the lesser of 5 percent of the parent financial holding company's Tier 1 capital or \$200 million.
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MARCH 2000

# Appendix C

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FR Y-6A Examples

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## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 1: An unaffiliated state member bank files the first report for itself and a nonbanking subsidiary.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

3/31/2000  
Month / Day / Year

Reporter

ABC Bank

Legal Name

12619 Summit Ave

Physical Street Address

Cleveland, Cuyahoga, OH 44114

Physical City, County, State / (Country), Zip Code

Check here if address changed

12619 Summit Ave

Mailing Street Address

Cleveland, OH/USA 44114

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Ella Sands

Printed Name of Person to Contact

(216) 555-1212

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>ABC Bank</u> Legal Name	_____	Effective Date
2) <u>12619 Summit Ave.</u> Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Cleveland, Cuyahoga, OH/USA 44114</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	11/6/1975	
2) Charter Type	Commercial Bank	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	N	
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Data Processing, Inc.</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Cleveland, Cuyahoga, OH/USA 44141</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	<i>July 2, 1993</i>	
2) Charter Type	<i>other nondepository</i>	
Other, specify:	<i>Data Processing</i>	
3) Organization Type	<i>1</i>	
<b>Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)</b>		
4) Functionally Regulated Subsidiary	<i>0</i>	
<b>Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other</b>		
5) Financial Subsidiary of a commercial bank (Y/N )	<i>N</i>	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
<b>Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC</b>		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>ABC Bank</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Data Processing, Inc.</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>7/2/1993</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>7/2/1993</i>	<i>105</i>	<i>08AA</i>	<i>N</i>

Description of the Activity
<i>Processing data for the bank</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 2: An existing bank holding company elects financial holding company status that is effective April 15, 2000.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

4/15/2000  
 Month / Day / Year

Reporter

First Bancorp, Inc.

Legal Name

123 Main Street

Physical Street Address

Cleveland, Cuyahoga, OH 44114

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main Street

Mailing Street Address

Cleveland, OH/USA 44114

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Mr. John Doe

Printed Name of Person to Contact

(216) 555-1212

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>First Bancorp, Inc.</u> Legal Name	_____ Legal Name	_____ Effective Date
2) <u>123 Main Street</u> Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Cleveland, Cuyahoga, OH/USA 44114</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date		
2) Charter Type		
Other, specify:		
3) Organization Type		
<b>Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)</b>		
4) Functionally Regulated Subsidiary		
<b>Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other</b>		
5) Financial Subsidiary of a commercial bank (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
<b>Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC</b>		
8) Election as Financial Holding Company (Y/N)	Y	4/15/2000

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 3: A bank subsidiary is permitted to invest in "financial subsidiaries" and acquires its first subsidiary*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

6/19/2000  
Month / Day / Year

Reporter

Target Financial Holding Company

Legal Name

1 Walnut Street

Physical Street Address

Cleveland, Cuyahoga, OH/USA 44110

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

1 Walnut Street

Mailing Street Address

Cleveland, OH/USA 44110

Mailing City, State / (Country), Zip Code

Check here if address changed

Mr. Alex Lawson

Printed Name of Person to Contact

(216) 555-1212

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Money Managers, Inc.</u> Legal Name	_____ Legal Name	_____ Effective Date
2) <u>18461 Fitzwater Ave.</u> Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Brecksville, Cuyahoga, OH/USA 44149</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	6/19/2000	
2) Charter Type	Securities Broker/Dealer	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	2	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Broadway Bank</u> Legal Name	_____	Effective Date
2) <u>64 Broadway Ave.</u> Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Cleveland, Cuyahoga, OH/USA 44121</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date		
2) Charter Type		
Other, specify:		
3) Organization Type		
<b>Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)</b>		
4) Functionally Regulated Subsidiary		
<b>Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other</b>		
5) Financial Subsidiary (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
<b>Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC</b>		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	Y	6/19/2000
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Broadway Bank</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Money Managers, Inc.</i>	<i>Brecksville, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>6/19/2000</i>	<i>EQT</i>	<i>100</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>6/19/2000</i>	<i>104</i>	<i>15AA</i>	<i>N</i>

Description of the Activity
<i>Securities Broker/Dealer</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

9/1/2000  
Month / Day / Year

Reporter

ANEW Financial Holding Company

Legal Name

123 Avondale Road

Physical Street Address

Cleveland, Cuyahoga, OH/USA 44101

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

*Example 4: ANEW Financial Holding Company (ANEW) makes a merchant banking investment in a Limited Partnership. A nonbank subsidiary of ANEW is the sole general partner. Additionally, ANEW purchases 45 limited partnership units representing one half of the limited partnership units available. Note: LP units are considered voting securities in this example.*

123 Avondale Road

Mailing Street Address

Cleveland, OH/USA 44101

Mailing City, State / (Country), Zip Code

Check here if address changed

Ms. Barbara Wilson

Printed Name of Person to Contact

(216) 555-1212

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Upstart Contractor I, L.P.</u> Legal Name	_____	Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Independence, Cuyahoga, OH/USA 44131</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	9/1/2000	
2) Charter Type	other nondepository	
Other, specify:	wholesale trade—durable goods	
3) Organization Type	3	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <i>Other Holding Company</i> Legal Name	Legal Name	Effective Date
2) <i>125 Avondale Road</i> Physical Street Address (For BHCs/Depositories Only)	Physical Street Address (For BHCs/Depositories Only)	Effective Date
3) <i>Cleveland, Cuyahoga, OH/USA 44101</i> Physical City, County, State / (Country), Zip Code	Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	9/1/2000	
2) Charter Type	other holding company	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>ANEW Financial Holding Company</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Other Holding Company</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>EQT</i>	<i>100</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>26</i>	<i>00AB</i>	<i>N</i>

Description of the Activity
<i>Other Holding Company</i>

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Other Holding Company</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Upstart Contractor I, L.P.</i>	<i>Independence, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>GPLP</i>	<i>100</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>311</i>	<i>5000</i>	<i>N</i>

Description of the Activity
<i>Wholesale Trade—Durable Goods</i>

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>ANEW Financial Holding Company</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Upstart Contractor I, L.P.</i>	<i>Independence, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>LPV</i>	<i>50.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>9/1/2000</i>	<i>311</i>	<i>5000</i>	<i>N</i>

Description of the Activity
<i>Wholesale Trade—Durable Goods</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 5: BHC A is set up to acquire its first bank, bank A. The transaction occurs on 7/27/92.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

Report Date

3/31/2000  
Month / Day / Year

### Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH/USA 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>BHCA</u> Legal Name	_____	Effective Date
2) <u>123 Main St.</u> Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	7/27/92	
2) Charter Type	Bank Holding Company	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)	12/31	
7) SEC Reporting Status (Y/N)	N	
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)	N	

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

**A) Name/Address Information**

Current Information	Previous Information	
1) <u>Bank A</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

**B) Other Characteristics Information**

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	7/16/92	
2) Charter Type	Commercial Bank	
Other, specify:		
3) Organization Type	1	
<b>Organization Types:</b> 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
<b>Primary Regulators:</b> 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

**Bank Holding Companies and Financial Holding Companies Only:**

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

**Reporters (Including Unaffiliated State Member Banks):**

9) Financial Subsidiary Holder (Y/N)	N	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCA</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Bank A</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>7/27/92</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>7/27/92</i>	<i>7</i>	<i>21AA(P)</i>	<i>N</i>

Description of the Activity
<i>Commercial Banking</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

8/30/92  
Month / Day / Year

### Top Tier Bank Holding Company

*BHCA*

Legal Name

*123 Main St.*

Physical Street Address

*Cleveland, Cuyahoga, OH 44123*

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

*(SIGNATURE)*

Signature of Officer

*(DATE OF SIGNATURE)*

Date of Signature

*Example 6: BHC A, a one-bank holding company, acquires a nonbank subsidiary that is engaged in leasing personal property. The transaction occurs on 8/2/92.*

*123 Main St.*

Mailing Street Address

*Cleveland, OH 44123*

Mailing City, State / (Country), Zip Code

Check here if address changed

*Ms. Susan Jones*

Printed Name of Person to Contact

*(216) 888-1234*

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>ABC Leasing</u> Legal Name	_____	Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	8/2/92	
2) Charter Type	Leasing Company	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCA</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>ABC Leasing</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>8/2/92</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>8/2/92</i>	<i>26</i>	<i>06AF(P)</i>	<i>N</i>

Description of the Activity
<i>Leasing Personal Property</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 7: BHC A purchases a bank from BHC Z. The transaction occurs on 9/15/92.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

9/30/92  
Month / Day / Year

### Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Bank Z</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	<i>1/19/47</i>	
2) Charter Type	<i>Commercial Bank</i>	
Other, specify:		
3) Organization Type	<i>1</i>	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary		
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	<i>N</i>	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	<i>N</i>	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCA</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Bank Z</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>9/15/92</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)
<i>BHCZ</i>	<i>Akron, OH</i>

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>9/15/92</i>	<i>8</i>	<i>21AA(P)</i>	<i>N</i>

Description of the Activity
<i>Commercial Banking</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 8: BHC A purchases an existing one-bank holding company in another state and operates it as a lower tier bank holding company. The transaction occurs on 10/2/92.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

10/22/92  
Month / Day / Year

### Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

**A) Name/Address Information**

Current Information	Previous Information	
1) <u>Penn Holdings</u> Legal Name	_____	Effective Date
2) <u>9988 Elm St</u> Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Pittsburgh, Allegheny, PA 30405</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

**B) Other Characteristics Information**

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	8/16/76	
2) Charter Type	Bank Holding Company	
Other, specify:		
3) Organization Type	1	
<b>Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)</b>		
4) Functionally Regulated Subsidiary	0	
<b>Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other</b>		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

**Bank Holding Companies and Financial Holding Companies Only:**

6) Fiscal Year End (MM/DD)	12/31	
7) SEC Reporting Status (Y/N)	N	
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)	N	

**Reporters (Including Unaffiliated State Member Banks):**

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Penn Bank</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Pittsburgh, Allegheny, PA 30405</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	4/16/48	
2) Charter Type	Commercial Bank	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	N	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCA</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Penn Holdings</i>	<i>Pittsburgh, PA</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>10/2/92</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>10/2/92</i>	<i>8</i>	<i>00AA(P)</i>	<i>N</i>

Description of the Activity
<i>Bank Holding Company</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 9: BHC A purchases 100% of the nonvoting equity of an out-of-state bank. The transaction occurs on 10/29/92*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

11/18/92  
Month / Day / Year

Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

**A) Name/Address Information**

Current Information	Previous Information	
1) <i>Indy bank</i> Legal Name	Legal Name	Effective Date
2) Physical Street Address (For BHCs/Depositories Only)	Physical Street Address (For BHCs/Depositories Only)	Effective Date
3) <i>Fort Wayne, IN 50505</i> Physical City, County, State / (Country), Zip Code	Physical City, County, State / (Country), Zip Code	

**B) Other Characteristics Information**

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	<i>6/15/76</i>	
2) Charter Type	<i>Commercial Bank</i>	
Other, specify:		
3) Organization Type	<i>1</i>	
<b>Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)</b>		
4) Functionally Regulated Subsidiary		
<b>Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other</b>		
5) Financial Subsidiary of a commercial bank (Y/N )		

**Bank Holding Companies and Financial Holding Companies Only:**

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
<b>Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC</b>		
8) Election as Financial Holding Company (Y/N)		

**Reporters (Including Unaffiliated State Member Banks):**

9) Financial Subsidiary Holder (Y/N)	<i>N</i>	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCA</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Indy Bank</i>	<i>Fort Wayne, IN</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>10/29/92</i>	<i>NVT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>10/29/92</i>	<i>87</i>	<i>21AA(P)</i>	<i>N</i>

Description of the Activity
<i>Commercial Bank</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

3/31/2000  
Month / Day / Year

### Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

*Example 10: BHC A acquires an out-of-state BHC and immediately merges it into its lower tier bank holding company, Penn Holdings. Upon merger, the bank owned by the non-surviving holding company becomes a subsidiary of Penn Holdings. The transaction occurs on 11/15/92.*

123 Main St.

Mailing Street Address

Cleveland, OH/USA 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Steeler Holding Company</u> Legal Name	_____ Legal Name	_____ Effective Date
2) <u>477 Wilson St</u> Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Pittsburgh, Allegheny, PA 30409</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	1/17/88	
2) Charter Type	Bank Holding Company	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)	12/31	
7) SEC Reporting Status (Y/N)	N	
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)	N	

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Steeler Bank</u> Legal Name	_____	Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____	Effective Date
3) <u>Pittsburgh, allegheny, PA 30409</u> Physical City, County, State / (Country), Zip Code	_____	Physical City, County, State / (Country), Zip Code

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	10/2/66	
2) Charter Type	Commercial Bank	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	N	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Penn Holdings</i>	<i>Pittsburgh, PA</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Steeler Holding Company</i>	<i>Pittsburgh, Pa</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>MGR</i>	<i>11/15/92</i>					<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)

Description of the Activity
<i>Bank Holding Company</i>

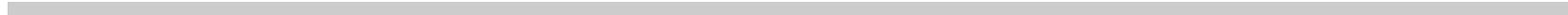
# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Penn Holdings</i>	<i>Pittsburgh, PA</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Steeler Bank</i>	<i>Pittsburgh, Pa</i>



Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>11/15/92</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)



Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>11/15/92</i>	<i>8</i>	<i>21AA(P)</i>	<i>N</i>

Description of the Activity
<i>Commercial Bank</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

3/31/2000  
Month / Day / Year

Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

*Example 11: BHC A acquires a bank and immediately merges it into an existing subsidiary bank, Bank Z. The former head office of the merged bank continues as a branch. The transaction occurs on 12/2/92.*

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Canton Bank</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Canton, Summit, OH 42494</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	11/8/41	
2) Charter Type	Commercial Bank	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)	N	
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Bank Z</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Canton Bank</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>MGR</i>	<i>12/2/92</i>					<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)

Description of the Activity



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 12: ABC Company, a nonbank subsidiary of BHC A, ceases to conduct all of its activities on 12/31/92.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

1/27/93  
Month / Day / Year

Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>ABC Company</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>TERM</i>	<i>12/31/92</i>		<i>ALL</i>	<i>N</i>

Description of the Activity
<i>No activities</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

1/10/94  
Month / Day / Year

Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

*Example 13: XYZ Financial, a nonbank subsidiary of BHC A, ceases to conduct one of its activities (consumer financial planning). The primary activity of XYZ Financial will now be tax planning and preparation. This occurred on 12/15/93.*

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>XYZ Financial</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>TERM</i>	<i>12/15/93</i>		<i>90AA</i>	<i>N</i>

Description of the Activity
<i>Consumer Financial Planning</i>

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>XYZ Financial</i>	<i>Canton, OH</i>



Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:**    Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:**    Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)



Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>PRIM</i>	<i>12/15/93</i>		<i>90BH</i>	<i>N</i>

Description of the Activity
<i>Tax Planning and Preparation</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 14: BHC A liquidates its nonbank subsidiary ABC Leasing. The transaction takes place on 4/15/93.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

5/7/93  
Month / Day / Year

### Top Tier Bank Holding Company

BHCA

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>ABC Leasing</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>LIQ</i>	<i>4/15/93</i>					

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)

Description of the Activity



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 15: BHC XYZ changes its name to Northcoast Bancorp in conjunction with the name changes of its subsidiary banks. The name changes became effective on 5/16/93.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

Report Date

6/10/93  
Month / Day / Year

Top Tier Bank Holding Company

BHCXYZ

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Northcoast Bancorp</u> Legal Name	<u>BHCXYZ</u> Legal Name	<u>5/16/93</u> Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	<u>123 Main St</u> Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) _____ Physical City, County, State / (Country), Zip Code	<u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date		
2) Charter Type		
Other, specify:		
3) Organization Type		
<b>Organization Types:</b> 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary		
<b>Primary Regulators:</b> 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Northcoast Bank, Cleveland</u> Legal Name	<u>Bank XYZ, Cleveland</u> Legal Name	<u>5/16/93</u> Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) _____ Physical City, County, State / (Country), Zip Code	<u>Cleveland, Cuyahoga, OH 44123</u> Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date		
2) Charter Type		
Other, specify:		
3) Organization Type		
<b>Organization Types:</b> 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary		
<b>Primary Regulators:</b> 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
--------------------------------------	--	--

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	
1) <u>Northcoast Bank, Akron</u> Legal Name	<u>Bank XYZ, Akron</u> Legal Name	<u>5/16/93</u> Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) _____ Physical City, County, State / (Country), Zip Code	<u>Akron, Summit, OH 44123</u> Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date		
2) Charter Type		
Other, specify:		
3) Organization Type		
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary		
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )		

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
--------------------------------------	--	--



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 16: BHC XYZ acquires Acme Leasing in lieu of debts previously contracted. The acquisition took place on 5/16/93*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

6/10/93  
Month / Day / Year

Top Tier Bank Holding Company

BHCXYZ

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Acme Leasing</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Canton, Summit, OH 42494</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	11/8/88	
2) Charter Type	Other Nondepository Institution	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>XYZ Bank</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>ACME Leasing</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>5/16/93</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>I</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>5/16/93</i>	<i>26</i>	<i>06AF(P)</i>	<i>N</i>

Description of the Activity
<i>Leasing Real or Personal Property</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 17: BHC XYZ acquires Ace Holdings to hold and liquidate DPC assets. The acquisition took place on 5/16/93.*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

6/10/93  
Month / Day / Year

Top Tier Bank Holding Company

BHCXYZ

Legal Name

123 Main St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

123 Main St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Susan Jones

Printed Name of Person to Contact

(216) 888-1234

Phone Number of Contact

FAX Number

E-mail Address

# Characteristics Schedule

This schedule should be used to report initial information on newly reportable companies, and changes to the characteristics of previously reported companies.

FRB Use Only	
ID_RSSD	
COUNTY_CD	
STATE_CD	
COUNTRY_CD	
CHTR_TYPE_CD	
ORG_TYPE_CD	

## A) Name/Address Information

Current Information	Previous Information	Effective Date
1) <u>Ace Holdings</u> Legal Name	_____ Legal Name	_____ Effective Date
2) _____ Physical Street Address (For BHCs/Depositories Only)	_____ Physical Street Address (For BHCs/Depositories Only)	_____ Effective Date
3) <u>Canton, Summit, OH 42494</u> Physical City, County, State / (Country), Zip Code	_____ Physical City, County, State / (Country), Zip Code	

## B) Other Characteristics Information

ITEM	NEW OR INITIAL VALUE	EFFECTIVE DATE (Changes Only)
1) Formation Date	11/8/88	
2) Charter Type	Other Nondepository Institution	
Other, specify:		
3) Organization Type	1	
Organization Types: 1=Corporation, 2=General Partnership, 3=Limited Partnership, 4=Business Trust, 5=Sole Proprietorship, 6=Mutual, 9=Cooperative, 10=Limited Liability Partnership, 11=Limited Liability Corporation, 99=Other (Provide Explanation)		
4) Functionally Regulated Subsidiary	0	
Primary Regulators: 0=NA, 1=SEC/CFTC (regulated by both the Securities and Exchange Commission and Commodity Futures Trading Commission), 2=SEC, 3=State Securities Department, 4=State Insurance Commissioner, 5=CFTC, 6=Other		
5) Financial Subsidiary of a commercial bank (Y/N )	N	

### Bank Holding Companies and Financial Holding Companies Only:

6) Fiscal Year End (MM/DD)		
7) SEC Reporting Status (Y/N)		
Y=Reporting/Filing with SEC, N=Not Reporting/Filing with SEC		
8) Election as Financial Holding Company (Y/N)		

### Reporters (Including Unaffiliated State Member Banks):

9) Financial Subsidiary Holder (Y/N)		
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# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCXYZ</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Ace Holdings</i>	<i>Canton, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>CMNC</i>	<i>5/16/93</i>	<i>EQT</i>	<i>100.00</i>	<i>Y</i>	<i>2</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>5/16/93</i>	<i>17</i>	<i>00AB</i>	<i>N</i>

Description of the Activity
<i>Other Holding Company</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

9/9/97  
Month / Day / Year

### Top Tier Bank Holding Company

BHCZ

Legal Name

111 Elm St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

*Example 18: BHC Z transferred its ownership of nonbank subsidiary, Sub Z, from being held directly by Bank Z to being held directly by BHC Z.*

111 Elm St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Ms. Buffy Jones

Printed Name of Person to Contact

(216) 888-8888

Phone Number of Contact

FAX Number

E-mail Address

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Bank Z</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Sub Z</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>TRF</i>	<i>8/30/97</i>					<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)

Description of the Activity

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Bank Z</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Sub Z</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>TRT</i>	<i>8/31/97</i>	<i>EQT</i>	<i>100</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>8/31/97</i>	<i>22</i>	<i>06AF</i>	<i>N</i>

Description of the Activity
<i>Leasing Personal Property</i>



## Changes in Investments and Activities of Top-Tier Financial Holding Companies, Bank Holding Companies and State Member Banks—FR Y-6A

Public reporting burden for the information collection is estimated to vary from .5 to 175 hours per response, with an average of 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 an 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 Management and Budget, Washington, D.C. 20503.

*Example 19: BHC Z transferred 50 percent of its nonbank subsidiary, Sub Z, from Bank Z to BHC Z*

### Report within 30 Days following a change in the Reporter's investments or activities

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5[b]).

FRB Use Only
ID_RSSD
COUNTY_CD
STATE_CD
STATUS_CONF

Report Date

9/9/97  
Month / Day / Year

### Top Tier Bank Holding Company

BHCZ

Legal Name

111 Elm St.

Physical Street Address

Cleveland, Cuyahoga, OH 44123

Physical City, County, State / (Country), Zip Code

Check here if address changed

111 Elm St.

Mailing Street Address

Cleveland, OH 44123

Mailing City, State / (Country), Zip Code

Check here if address changed

Printed Name of Officer

(SIGNATURE)

Signature of Officer

(DATE OF SIGNATURE)

Date of Signature

Ms. Buffy Jones

Printed Name of Person to Contact

(216) 888-8888

Phone Number of Contact

FAX Number

E-mail Address

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>Bank Z</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Sub Z</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>TRF</i>	<i>8/30/97</i>		<i>50.00</i>			<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:** Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:** Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)

Description of the Activity

# Investments/Activities Schedule

Use this schedule to report initial organizational structure and activities and changes to the organizational structure and activities.

FRB Use Only	
E1	
E2	

Legal Name of the Direct Holder/Survivor	Physical Location (City, State/Country)
<i>BHCZ</i>	<i>Cleveland, OH</i>

Legal Name of the Subject Entity	Physical Location (City, State/Country)
<i>Sub Z</i>	<i>Cleveland, OH</i>

Transaction Types to Use for Investments: ADL, CMNC, DEC, INC, LIQ, MGR, NLR, OTH, SALE, TRF, TRT						
Transaction Type	Transaction Date	Basis of Relationship	Percent Equity	Control Indicator	DPC	Correction (Y, N)
<i>TRT</i>	<i>8/31/97</i>	<i>EQT</i>	<i>50.00</i>	<i>Y</i>	<i>N/A</i>	<i>N</i>

If the transaction type is merger (MGR) involving banks, did this entity continue as a branch of the survivor? (Y, N) \_\_\_\_\_

**Accounting Method:**    Circle One (Pooling of Interest or Purchase)

**If subject entity was purchased from or sold to another Reporter, please provide the following:**    Circle One (Purchased, Sold)

Legal Name of the Reporter	Physical Location (City, State)

Transaction Types to Use for Activities: CMNC, PRIM, TERM				
Transaction Type	Transaction Date	Regulatory Code	Activity Code	Correction (Y, N)
<i>CMNC</i>	<i>8/31/97</i>	<i>22</i>	<i>06AF</i>	<i>N</i>

Description of the Activity
<i>Leasing personal or real property</i>