Board of Governors of the Federal Reserve System

Instructions for the Preparation of

Report of Changes in Organizational Structure

Reporting Form FR Y-10

Effective March 2023

INSTRUCTIONS FOR PREPARATION OF

Report of Changes in Organizational Structure
FR Y–10

General Instructions

Introduction

Use the FR Y-10 to report changes to the worldwide organizational structure of bank holding companies (BHCs), savings and loan holding companies (SLHCs),[1] U.S. intermediate holding companies (IHCs), member banks, Edge and agreement corporations, and to the U.S. operations of foreign banking organizations (FBOs).[2] Such changes include:

- information about the Reporter itself;
- acquisition of interests in BHCs, IHCs, SLHCs, FBOs, banks organized under U.S. law and savings associations;
- acquisition of interests in nonbanking companies that are owned by BHCs, IHCs, SLHCs, and nonqualifying FBOs, and nonbanking companies conducting business in the United States that are owned by qualifying FBOs;
- transfer, sale, or liquidation of such interests;
- merger of companies;
- internal reorganization;
- commencement of new activities;
- certain merchant banking or insurance company investments;
- establishment in the United States of branches, agencies, and representative offices of FBOs and activities through managed non-U.S. branches;
- opening, closing, or relocation of foreign branches of member banks, BHCs, IHCs, or Edge or agreement corporations and of their foreign subsidiaries;
- opening, acquisition, sale, closing or relocation of domestic branches of U.S. subsidiary depository institutions of top-tier BHCs, IHCs, or SLHCs, of unaffiliated state member banks, and of Edge and agreement corporations; and
- changes to previously reported information.

Depending on the nature of reported changes in structure and activity information, it will not always be necessary to file all schedules. Blank schedules should be omitted.

The instructions are divided into the following sections:

- General Instructions describing overall reporting requirements
- Specific Instructions for completing Page 1
- Banking Schedule
- Savings and Loan Schedule
- Nonbanking Schedule
- Merger Schedule
- 4(k) Schedule
- Domestic Branch Schedule
- Foreign Branch of U.S. Banking Organizations Schedule

1. Legacy unitary savings and loan holding companies are included in SLHCs and are required to file the FR Y-10 with the appropriate Federal Reserve Bank.

2. A FBO with U.S. operations that is not or ceases to be a "qualifying foreign banking organization" (QFBO) within the meaning of Regulation K, and is not otherwise treated as a QFBO under Regulation K, should consult with Federal Reserve staff regarding the scope of its FR Y-10 reporting obligations. In general, a FBO that is not or is not treated as a QFBO is subject to the nonbanking restrictions of the BHC Act with respect to its worldwide operations and, thus, would have to report on the FR Y-10 changes to its worldwide organizational structure.

- Branch, Agency, and Representative Office of FBOs Schedule (BARO Schedule)
- Glossary of terms used in these instructions
- Appendix A - Federal Reserve Board Legal Authority Codes

If more than one transaction is reportable for a particular submission, multiple schedules should be submitted. Several supporting schedules may be included under one completed page 1 of the FR Y-10 report form.

Who Must Report

The following companies (termed Reporters for purposes of the FR Y-10) are required to file this report:

- Top-tier BHCs (including Employee Stock Ownership Plans (ESOPs) or Employee Stock Ownership Trust (ESOTs) that are BHCs) organized under U.S. or foreign law that are not FBOs, regardless of financial holding company (FHC) status.
- Top-tier SLHCs, ESOPs, ESOTs, or trusts that are SLHCs pursuant to Regulation LL (12 CFR 238.2(m)(2)).
- Security holding companies as authorized under Section 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act), 12 U.S.C. 1850a(c)(1).
- FBOs (both qualifying and nonqualifying) (see the Glossary), whether or not a BHC.
- State member banks (SMBs) not controlled by a BHC or a FBO.
- Edge and agreement corporations not controlled by a BHC, FBO, or member bank.
- National banks not controlled by a BHC or FBO, but only with respect to their foreign branches, their investments made under Subpart A of Regulation K, and foreign branches of their foreign subsidiaries that are investments made under Subpart A of Regulation K.

Tiered Organizations

In the case of a tiered BHC or SLHC organization where one BHC or SLHC that is not a FBO controls another BHC or SLHC that is not a FBO, the top-tier BHC or SLHC should file reports on behalf of all lower-tier BHCs or SLHCs.

The same procedure should be followed by tiered organizations consisting of nonqualifying FBOs.

In the case of a tiered FBO organization, where one qualifying FBO[3] controls another qualifying FBO, the top-tier FBO may file on behalf of all lower-tier FBOs or the lower-tier FBOs may choose to file separately.

In the case where a FBO owns lower-tier FBOs and BHCs, the top-tier FBO may file on behalf of itself and any lower-tier FBOs. The top-tier U.S. BHC or SLHC is responsible for filing for itself and all lower-tier BHCs or SLHCs.

In the case where an FBO establishes an IHC or designates an existing BHC as an IHC, the top-tier FBO must file on behalf of itself and the IHC. The IHC does not file the FR Y-10 report.

What Events Must Be Reported

The following categories of events (termed Reportable Events for purposes of the FR Y-10 and these instructions) generally trigger the requirement to file a FR Y-10. Note that a single transaction by a Reporter may involve more than one reportable event.

- *New Reporters*: Any event that causes a company to become a Reporter. See the Changes in Reporter Status part of these instructions for further explanation and reporting directions.
- *Interests in Banking Companies*: Acquisition, sale, or transfer of a controlling interest in, or more than 5 percent of a class of voting securities of, an existing or new BHC, bank organized under U.S. law, FBO (Banking Company for purposes of the FR Y-10), or IHC that holds directly or indirectly a bank organized under U.S. law; changes in the level or type of ownership interest in a Banking Company; cessation of business or liquidation of a Banking Company; changes in the principal activities of a Banking Company; and changes to information previously

3. This reference to qualifying FBOs also pertains to FBOs that are treated as qualifying FBOs as well as FBOs that have limited exemption

reported on Federal Reserve structure reports[4] about a Banking Company. See the Banking Schedule part of these instructions for further explanation and reporting directions.

- *Interests in Savings and Loan Companies*: Acquisition, sale, or transfer of a controlling interest in, or more than 5 percent of a class of voting securities of, an existing or new SLHC, or savings association (Savings and Loan Company for the purposes of the FR Y-10); changes in the level or type of ownership interest in a Savings and Loan Company; cessation of business or liquidation of a Savings and Loan Company; changes in the principal activities of a Savings and Loan Company; and changes to information previously reported on Federal Reserve structure reports or the former Office of Thrift Supervision reports about a Savings and Loan Company. See the Savings and Loan Schedule part of these instructions for further explanation and reporting directions.
- *Interests in Nonbanking Companies*: For BHCs or SLHCs, interests in Nonbanking Companies includes the acquisition, sale, or transfer of a controlling interest in an existing or new company other than a BHC or SLHC, bank organized under U.S. law, FBO (Nonbanking Company for purposes of the FR Y-10), or IHC that holds directly or indirectly a bank organized under U.S. law; changes in the level or type of ownership interest in a Nonbanking Company; cessation of business or liquidation of a Nonbanking Company; changes in the principal activities of a Nonbanking Company; and changes to information previously reported on Federal Reserve structure reports about a Nonbanking Company. See the Nonbanking Schedule part of these instructions for further explanation and reporting directions.
- *Mergers*: A merger involving a Banking, Savings and Loan, or a Nonbanking Company in which the Reporter previously had reported an ownership interest on Federal Reserve structure reports. See the Merger Schedule part of these instructions for further explanation and reporting directions.
- *4(k) Activities*: Commencement by a Reporter that is a FHC of an activity it has not previously conducted, whether the result of acquisition of an existing Nonbanking Company, formation of a new Nonbanking Company, or commencement of a new activity by an existing company. See the 4(k) Schedule of these instructions for further explanation and reporting directions.
- *Merchant Banking or Insurance Company Investments*: Certain large merchant banking investments, insurance company investments, or the event of a name change. See the 4(k) Schedule part of these instructions for further explanation and reporting directions.
- *Domestic Branches*: The opening, purchase, acquisition, sale, closure, relocation, name change, change in service type, or deletion of erroneously reported information of domestic branches of domestic depository institutions of top-tier BHCs or SLHCs, of unaffiliated state member banks and of Edge and agreement corporations; and any changes to information previously reported on Federal Reserve structure reports about such branches. See the Domestic Branch Schedule part of these instructions for further explanation and reporting directions. A top-tier BHC or SLHC is responsible for filing branch information for its domestic subsidiary depository institutions' U.S. offices. Also, unaffiliated state member banks and unaffiliated Edge and agreement corporations are responsible for filing for their offices.
- *Foreign Branches of U.S. Banking Organizations*: The opening, closing, or relocation of foreign branches of unaffiliated member banks, BHCs, or Edge or agreement corporations, or of foreign subsidiaries of such organizations; and any changes to information previously reported on Federal Reserve structure reports about such offices. See the Foreign Branches of U.S. Banking Organizations Schedule part of these instructions for further explanation and reporting directions.
- *Branches, Agencies, and Representative Offices*: The opening, closing (with or without license surrender),

4. Prior to the issuance of this report form on June 30, 2007, changes to organizational structure of banking and nonbanking companies were reported on four forms, i.e., FR Y-10, FR Y-10F, FR Y-10S, and FR 2058. The respondent panels for those forms and the information required to be reported have been incorporated into this form. References to "information previously reported on Federal Reserve structure reports" pertain to information reported on those four report forms.

or liquidation of a branch, agency, or representative office located in the United States and the commencement or termination of the management by a U.S. branch or agency of a non-U.S. branch of a FBO; and any changes to information previously reported on Federal Reserve structure reports about such offices. See the Branch, Agency, and Representative Office of FBOs Schedule part of these instructions for further explanation and reporting directions.

- *Cessation of Status as a Reporter*: Any event that terminates a company's status as a Reporter. See the Changes in Reporter Status part of these instructions for further explanation and reporting directions.

Legal Entity Identifier (LEI)

The Reporter must provide the LEI for all banking, nonbanking, and savings and loan legal entities reportable on the Banking, Non-Banking, SLHC, and 4K schedules (not the Branch schedules) of the FR Y-10 if one has already been assigned. If the Reporter or any of its reportable entities does not have a LEI, it is not required to obtain one for the sole purpose of reporting the LEI on the FR Y-10.

LEIs issued or lapsed are reportable within 30 calendar days of the event on the appropriate FR Y-10 schedules.

Changes in Reporter Status

The following are Reportable Events:

- *Becoming a Reporter*: Any event that causes a company to become a Reporter. To report, a new Reporter (BHC, SLHC, FBO, unaffiliated SMB or Edge or agreement corporation, or National Bank) must complete a Banking, Savings and Loan, or Nonbanking Schedule for itself, and a Banking, Savings and Loan, or Nonbanking Schedule for its subsidiary. If the Reporter was a going concern prior to becoming a Reporter, follow instructions for "Acquisition of a Going Concern." If the Reporter is a new company, follow instructions for "De Novo Formation."

In addition, a new Reporter must report interests in any companies that are going concerns at the time the Reporter becomes a Reporter and must report any activity engaged in by the Reporter under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of the Home Owners' Loan Act ("HOLA"). Report an interest in a going concern as if the Reporter acquired the interest simultaneously with becoming a Reporter by completing a Banking Schedule or Nonbanking Schedule, as appropriate, following directions for "Acquisition of a Going Concern." Report activities engaged in under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA as if commenced simultaneously with becoming a Reporter by completing a 4(k) Schedule, following directions for "Acquisition of a Going Concern Resulting in a New Activity."

A foreign bank that becomes a FBO (and thereby becomes a Reporter) due to the establishment of an initial U.S. branch or agency must also complete a Branch, Agency, and Representative Office of FBOs Schedule with respect to the branch or agency. Such a foreign bank becomes a Reporter when the initial branch or agency opens for business, not when the branch or agency is licensed.

If deemed warranted for supervisory purposes, the Federal Reserve may request an organization chart. Because FR Y-10 reporting requirements differ from the Annual Report of Holding Companies - FR Y-6 and the Annual Report of Foreign Banking Organizations - FR Y-7 reporting requirements, the organization chart submitted with the FR Y-10 may be different from the organization chart submitted with the Reporter's FR Y-6 or FR Y-7 report.

- *Cessation of Status as a Reporter*: Any event that terminates a company's status as a Reporter. If termination of Reporter status results from sale or liquidation of a Reporter or from the Reporter becoming inactive, complete a Banking Schedule, Savings and Loan Schedule, or Nonbanking Schedule, as appropriate, with respect to the Reporter. Follow the instructions for reporting the event type "External Transfer," "Liquidation," or "Became Inactive," as appropriate, and also check the event type box next to "No Longer Reportable."

If termination of Reporter status results from sale or liquidation of a Reporter's U.S. subsidiary bank, commercial lending company, or Edge or agreement corporation or savings association, complete a Banking Schedule, Savings and Loan Schedule, or Nonbanking

Schedule, as appropriate, following the instructions for "External Transfer" or "Liquidation," as appropriate. In addition, submit a Banking Schedule, Savings and Loan Schedule, or Nonbanking Schedule, as appropriate, with respect to the Reporter, but only check the event type box next to "No Longer Reportable," provide the date of the event, and provide the Reporter's legal name and location in Items 2 and 3 of the Characteristics Section.

If termination of Reporter status results from sale or closure of a Reporter's U.S. branch(es) or agency(s), complete a Branch, Agency, and Representative Office of FBOs Schedule. In addition, submit a Banking Schedule or Nonbanking Schedule, as appropriate, with respect to the Reporter, but only check the event type box next to "No Longer Reportable," and provide the date of the event and the Reporter's legal name and location in the Characteristics Section.

Where and When to File this Report

The appropriate Federal Reserve Bank (see the Glossary) must receive an original and one copy of this report within 30 calendar days after a reportable event. Earlier submission would aid the Federal Reserve in reviewing and processing the report.

FR Y-10 Online Submission Option

The Reporter may file the FR Y-10 electronically. Respondents interested in filing electronically must contact the appropriate Federal Reserve Bank in order to obtain a User ID and password. To access the FR Y-10 Online website, use the following URL: https://y10online.federalreserve.gov

Note: Reports that contain a request for confidential treatment should not be submitted electronically.

Alternative Submission Options

As an alternative, the reporter may file the FR Y-10 by mail, e-mail, or fax. The filing of a completed report will be considered timely, regardless of when the report is received by the appropriate Federal Reserve Bank, if the report is postmarked for mail or date/timestamped for e-mail and fax within 30 calendar days after a reportable event.

Information on the CUSIP number of the Reporter (BHC, SLHC, or unaffiliated state member bank); a BHC's lower-tier U.S. BHCs subsidiary U.S. banks; a SLHC's lower-tier U.S. SLHCs subsidiary, U.S. savings association; a FBO's IHC; or a Reporter's largest subsidiary U.S. nonbanking company that has a currently active CUSIP number must be assessed only once a year as of December 31. Changes to this data must be reported on an event-generated basis within 30 calendar days of such changes.

Signatures

The FR Y-10 shall be signed by a duly authorized official (see the FR Y-10 Glossary) of the Reporter. By signing page 1 of the FR Y-10 report form, the duly authorized official acknowledges that any knowing and willful misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject the official to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Holding companies must maintain in their files a physical copy of the manually signed FR Y-10 cover page for a period of three years following submission.

Confidential Treatment

Once submitted, a FR Y-10 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6)[5]. In certain limited circumstances, the Federal Reserve may grant confidential treatment for some or all of the items for which such treatment has been requested if the institution clearly has provided a compelling justification for the

5. FOIA exemptions 4 and 6 may be applicable for requests for confidentiality. For a complete list see the Board's public web site http://www.federalreserve.gov/foia/exemptions.htm

request. A Reporter may request confidential treatment for any information submitted on the FR Y-10 that the Reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Page 1 of the FR Y-10 that these steps have been followed.

Reporters that seek confidential treatment for specific responses to the FR Y-10 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume.

The Reporter also must submit a letter prior to or concurrent with submission of the two-part FR Y-10. The written request must identify the specific items for which confidential treatment is requested, provide justification for the confidential treatment requested for the identified items, 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 is not sufficient.

Reporters must submit a request for confidential treatment prior to or at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as previously provided to the Board.

Check Box

The Reporter must select on page 1 of the form whether any confidential treatment is requested for any portion of the report. If the answer to the first question is "Yes," the Reporter must indicate whether a letter justifying the request for confidential treatment is included with the submission or has been provided separately. **If an institution does not fulfill both requirements, or does not check the appropriate boxes, confidential treatment will not be considered.**

Note: Responses to the questions regarding confidential treatment on page 1 of the form will be considered public information.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System, in accordance with the terms of 12 CFR 261.16, if the Board of Governors determines that the disclosure of such information is required by law or in the public interest. If the Federal Reserve deems it necessary to release confidential data, the reporting institution will be notified before it is released. For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Additional Information Requests

In some instances, the appropriate Federal Reserve Bank may request a Reporter to submit organization charts, narrative descriptions, or other information to supplement information provided on the FR Y-10. Provision of such information is not a substitute for a requirement to file a FR Y-10, but can aid in the understanding of significant acquisitions, mergers, reorganizations, or other transactions involving multiple reportable events. The Reporter must follow the steps outlined immediately above with respect to any additional information for which it seeks confidential treatment.

SPECIFIC INSTRUCTIONS FOR

Page 1
FR Y-10

Submission Date

Provide the date on which the FR Y-10 is submitted.

Reporter's Name, Street and Mailing Addresses

Legal Name: Provide the Reporter's full legal name. If the Reporter's legal name has changed since the Reporter's last FR Y-10 filing, provide the Reporter's new name on this line. In addition, report the name change in the Characteristics Section of the Banking, Savings and Loan, or Nonbanking Schedule, as appropriate.

Physical Street Address (Physical Location), City, County, State/Province, Country, and Zip/Postal Code:: Use the U.S. Postal Service address to provide the street address of the physical location of the Reporter's main office. Do not use a post office box number as the street address. Provide the nine-digit zip code, if available. Changes to the Reporter's address should be reported on the Banking, Savings and Loan, or Nonbanking Schedule.

Reporter's Mailing Address (if different from physical street address): For mailing purposes, provide the Reporter's mailing address to which mailings for the Reporter should be sent. A street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Contact's Name and Mailing Address for this Report

Name and Title: Provide the name and title of the person responsible for preparing the report on the Reporter's behalf as the contact person.

Phone Number: Provide the telephone number (including area code and if applicable, the extension) of the contact person.

Fax Number: Provide the fax number (including the area code) of the contact person.

E-mail Address: Provide the electronic mailing address of the contact person.

Contact's Mailing Address (if different from the Reporter's mailing address): For mailing purposes, provide the contact's mailing address to which mailing for the Reporter's contact person should be sent. The street address or post office box is acceptable. Provide the nine-digit zip code, if available.

Authorized Official

Printed Name & Title: Print the name and title of the Authorized Official (see Glossary for definition).

Signature of Authorized Official, Date of Signature: An authorized officer of the Reporter must sign and date page 1 of the FR Y-10 report to indicate that the report has been reviewed for accuracy. The signer may or may not be the same person as the contact person for the report.

Legal Entity Identifier (LEI)

The top-tier holding company (Reporter) must provide its LEI on page 1 of this report if it already has one. If the Reporter does not have a LEI, it is not required to obtain one. Refer to the General Instructions and the Glossary entry for "Legal Entity Identifier" for further information.

Confidential Treatment

Indicate, by entering 0 for "No" or 1 for "Yes," as appropriate, whether the Reporter seeks confidential treatment for any portion of the submission. If the Reporter has entered 1 for "Yes," the Reporter must provide a written request identifying the specific item(s) and justification for which the confidential treatment is requested. The Reporter also should indicate (by checking the appropriate boxes on page 1 of the form) that a letter justifying the request is being submitted with the form or that one has been provided separately.

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled "confidential." Refer to the General Instructions for further information on confidentiality.

SPECIFIC INSTRUCTIONS FOR THE

Banking Schedule
FR Y-10

What to Report

Use this schedule to report the acquisition of interests in Banking Companies, and other transactions involving interests in Banking Companies.[1] For purposes of the FR Y-10, a Banking Company is a Bank Holding Company (BHC), bank organized under U.S. law,[2] Foreign Banking Organization (FBO) or U.S. Intermediate Holding Company (IHC) that holds directly or indirectly a bank organized under U.S. law. To complete the Banking Schedule, check the appropriate event type box(es), provide the date of the reportable event(s), and complete other items on the schedule as directed in the following instructions.

Interests in Banking Companies

Reporters are required to file the FR Y-10 reports for the following list of general reporting categories.

Initial Acquisition / Formation: A Reporter's initial acquisition of an interest in a Banking Company, including the formation of a top-tier BHC, is a reportable event if as a result of the acquisition, the Reporter directly or indirectly acquires control of the Banking Company, or directly or indirectly acquires control of more than 5 percent of a class of the Banking Company's voting shares. The acquisition of such an interest is reported either as an "Acquisition of a Going Concern" or as a "De Novo Formation." To determine whether a Reporter controls a Banking Company, apply the definition of "control" applicable to Banking Companies found in the Glossary.

Subsequent Events: Once a Reporter has acquired such an interest in a Banking Company, the following events become reportable:

- Any subsequent sale or transfer of the interest in whole or in part, and most changes to the Reporter's level of ownership in a Banking Company;
- The transfer of all or part of the interest to another subsidiary within the Reporter's organization;
- Liquidation of a Banking Company;
- Any changes rendering the Reporter's interest in a Banking Company no longer reportable; and
- Any change to information previously reported on this schedule.

Multiple Direct Holders: In the case of a reportable event in which a Reporter acquires an interest in a Banking Company through more than one direct holder, the Reporter must file a separate Banking Schedule for each direct holder.[3] As long as the Reporter's interest in the Banking Company remains reportable, the Reporter must report any subsequent acquisition of any additional interest in the Banking Company by any additional direct holders.

1. A Reporter that is a Banking Company should use the Banking Schedule to report information about itself.

2. For purposes of the FR Y-10, "Banking Company" refers to BHCs and banks as those terms are defined in the Bank Holding Company Act (BHC Act), as well as to FBOs. Because savings associations, trust companies not accepting demand deposits, certain industrial loan companies, and similar institutions are not included in the BHC Act definition of a bank, acquisition of an interest in such an institution should be reported on the Savings and Loan Schedule, Nonbanking Schedule, or 4(k) Schedule, as appropriate.

3. As noted in the instructions for Item 13.a of this schedule, a Reporter that in the aggregate controls more than 5 percent of more than one class of the Banking Company's voting shares need only report the class of which the Reporter controls the highest percentage (the "highest class"). If two or more classes could each be considered the highest class, a Reporter must report each such class, if held by different direct holders. A Reporter must file a separate Banking Schedule for each direct holder through which the Reporter controls shares of the highest class, but need not file any schedule for a direct holder through which the Reporter controls only shares of classes other than the highest class.

Banking Schedule

Reporting Mergers: When a Banking Company is merged into a Reporter or a Reporter's subsidiary as part of the same transaction in which the Reporter acquires the Banking Company (i.e., the Banking Company no longer exists as a legal entity), the acquisition of that Banking Company should be reported on the Merger Schedule instead of the Banking Schedule.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a Event Type

Check all the event type box(es) that apply. Do not report events that occur on separate dates on the same schedule.

Acquisition of a Going Concern: Initial acquisition by a direct holder of an interest in a Banking Company that is a going concern. To report, check the event type box next to "Acquisition of a Going Concern," report the date of the event in Item 1.b, and complete all sections of the schedule. Subsequent acquisition by the same direct holder of additional shares or other additional interest in the Banking Company should be reported as a "Change in Ownership."

Note: If the acquired going concern has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary.

De Novo Formation: Opening for business of a new Banking Company in which a direct holder has an interest. To report, check the event type box next to "De Novo Formation," report the date of the event in Item 1.b, and complete all sections of the schedule. An interest in a Banking Company is not reportable until the Banking Company opens for business.

External Transfer: Sale, divestiture, or other transfer of a direct holder's entire previously reported interest in a Banking Company to a company other than the Reporter or its subsidiaries. To report, check the event type box next to "External Transfer," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, the Reporter should list the name and location of the former direct holder of the divested company in Item 16. Item 12 should be left blank.

Note: If the externally transferred subsidiary has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary. Also, report any partial external transfer of a previously reported interest in a Banking Company as a "Change in Ownership."

Internal Transfer: Sale or other transfer of a direct holder's entire previously reported interest in a Banking Company to the Reporter or to a different subsidiary of the Reporter. To report, check the event type box next to "Internal Transfer," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, report the new direct holder's (the acquirer's) name and location in Item 12, and report the former direct holder's (the seller's) name and location in Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Note: Report any partial internal transfer of a previously reported interest in a Banking Company by filing two Banking Schedules: one as a "Change in Ownership" by the transferring direct holder and one as an "Acquisition of a Going Concern" by the acquiring direct holder. The transferring direct holder should report by following the directions for reporting a "Change in Ownership." The acquiring direct holder need only report the date of the event in Item 1.b and the Banking Company's legal name in Item 2.a, and complete the Ownership Section as appropriate, excluding Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Change in Ownership: Report any of the following: an increase or decrease in a direct holder's ownership percentage of a class of voting shares of a Banking Company if the percentage changes by one point or more, after rounding; a change in the direct holder's status with respect to control of nonvoting shares of the Banking Company, control of any other ownership interest in the Banking Company, or control of the Banking Company; or a change in the Reporter's status with respect to control of the Banking Company. A direct holder's ownership percentage of a class of voting securities may change due to acquisition of additional shares, sale or transfer of some of the direct

holder's shares, stock redemption, nonparticipation in a share issuance by the reportable bank, or other causes. To report, check the event type box next to "Change in Ownership," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, complete Items 12, 13, 14, 15, and 16 as appropriate, to reflect the Change in Ownership.

Liquidation: Liquidation of a Banking Company in which a direct holder previously had reported an interest. For purposes of the FR Y-10, liquidation refers to final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company, as opposed to sale or transfer of the company. Liquidation may result from voluntary dissolution or bankruptcy, and the liquidation process typically ends with termination of the company's legal existence. To report, check the event type boxes next to "No Longer Reportable" and "Liquidation," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

Note: A Reporter need not file a FR Y-10 if liquidating a company previously reported as "Became Inactive."

Change in Characteristics: Change of a Banking Company's legal name or address, or any other change to information previously reported. To report, check the event type box next to "Change in Characteristics" and report the date of the event in Item l.b. In addition, to report a name change, complete Items 2.a and 2.b, and for relocation, complete Items 3.a and 3.b. For any other change to this section, report the Banking Company's legal name in Item 2.a and location in Item 3.a of the Characteristics Section, and report updated information for the appropriate items in the section.

Change in Activity or Legal Authority: Change in a Banking Company's previously reported primary or secondary activity, commencement of a secondary activity, termination of a previously reported activity, or change in the legal authority under which a previously reported activity is conducted. To report, check the event type box next to "Change in Activity or Legal Authority," report the date of the event in Item l.b, the Banking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Activity and Legal Authority Section, report only the updated information.

No Longer Reportable: Any transaction that renders a Reporter's interest in a Banking Company no longer reportable. In general, once a Reporter acquires an interest in a Banking Company, the interest remains reportable so long as the Banking Company is actively engaged in business and: (1) the Reporter in the aggregate directly or indirectly controls more than 5 percent of any class of voting shares of the Banking Company or (2) the Reporter controls the Banking Company. To determine if the Reporter controls the Banking Company, apply definition of "control" applicable to Banking Companies found in the Glossary. To report, check the event type box next to "No Longer Reportable." In addition, check the event type box corresponding to the event type that rendered the interest no longer reportable and follow the instructions for reporting that event type. Event types that render an interest no longer reportable include "External Transfer," "Liquidation," and "Became Inactive." Event types that may render an interest no longer reportable include "Change in Ownership" and "Change in Activity or Legal Authority."

Note: If reporting a company, which has subsidiaries, as "Liquidation" or "No Longer Reportable," please report the disposition of each subsidiary. Typically, the disposition of a company's interest in a subsidiary may be reported as an "External Transfer," "Internal Transfer," "Liquidation," or "Became Inactive," as appropriate.

Became Inactive: Cessation of business by a company in which a direct holder previously had reported an interest. To report, check the event type boxes next to "No Longer Reportable" and "Became Inactive," report the date of the event in Item 1.b, the Banking Company's legal name in Item 2.a, and the location in Item 3.a of the Characteristics Section. If a Banking Company that is inactive subsequently becomes active and was not previously reported by the Reporter, report as a "De Novo Formation." However, if the Reporter had previously reported an interest in the Banking Company and it subsequently became inactive and then it was re-activated, report as a "Change in Activity or Legal Authority."

Debts Previously Contracted: For purposes of the FR Y-10, acquisition of shares in a BHC or U.S. bank to secure or collect a debt previously contracted is a

reportable event, even if the Federal Reserve System's prior approval is not required. To report such an acquisition, check the event type box next to "Debts Previously Contracted" and also report as "Acquisition of a Going Concern" or "Change in Ownership," as appropriate.

Became Reportable: Any transaction that renders reportable a Reporter's interest in a Banking Company that is already a going concern, but does not involve the Reporter's initial acquisition of an interest in, or formation of, that Banking Company. To report, check the event type box next to "Became Reportable," report the date of the event in Item 1.b, and complete all sections of the schedule.

Other: If none of the listed event types adequately describes the reportable event, check the box next to "If Other, please describe," and provide a text description in the space provided.

Item 1.b Date of Event

Provide the calendar date on which the reportable event took legal effect:

- Acquisition of a Going Concern or full or partial sale or transfer: the first day the Banking Company was acquired by the direct holder;
- De Novo Formation: the first day the new Banking Company opened for business;
- External Transfer: the last day the Banking Company was held by the direct holder;
- Internal Transfer: the first day the Banking Company was held by the direct holder;
- Change in Ownership: the first day the reportable direct holder's ownership level changed;
- Liquidation: the last day the Banking Company was held by the direct holder;
- Became Inactive: the last day a Banking Company engaged in business;
- Change in Characteristics: the first day the Banking Company's characteristics changes;
- Change in Activity or Legal Authority: the first day the activity or legal authority changed;
- Became Reportable: the first day on which the Banking Company became reportable.

Examples:

- BHC A is reporting the inactivity of Bank 1. The last day Bank 1 was active and open for business was on Friday, January 5. The date of event should be the last day the reportable company was open Friday, January 5.
- BHC B is reporting the liquidation of Bank 2. The last day Bank 2 was active and open for business was Wednesday, March 22. The date of event should be the last day the reportable company was open - Wednesday, March 22.
- BHC C is reporting the internal transfer of Bank 3 from Bank E, to Bank F. The last day Bank E held Bank 3 was Monday, June 10. The date of event should be the first day the reportable company was held by the direct holder. Bank F - Tuesday, June 11.
- BHC D is reporting the acquisition of Bank 6. The date Bank 6 was acquired by BHC D is Tuesday, September 15. The date of event should be the date the reportable company was acquired by the direct holder - Tuesday, September 15.
- FBO E has designated an existing U.S. BHC subsidiary, BHC G, an IHC, on Friday, July 1, 2016. The date of the event is Friday, July 1. For purposes of the FR Y-10, the parent FBO is considered the Reporter for the IHC, BHC G.

Characteristics Section

Item 2.a Legal Name of Banking Company

Provide the Banking Company's current full legal name.

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

In the event of a name change or correction, provide the Banking Company's previously reported legal name.

Item 3.a Current Street Address (Physical Location), City and County, State/Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

Use the U.S. Postal Service address to provide the current street address, city and county, state/province, country, and zip/postal code, of the Banking Compa-

ny's main office. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

To determine the appropriate address to report, please see the definition of physical location found in the Glossary.

For de novo formations, acquisitions, and changes in characteristics, companies that are incorporated/ organized in the U.S. should report the state of incorporation and companies that are incorporated/organized outside of the U.S. should report the country of incorporation. Reporters may also report the state or country of incorporation for other event types. The state or country (if foreign) of incorporation is required for all business organization types. For instance, limited liability companies should report the state or country in which they filed their articles of organization. Nationally chartered entities, such as national banks, should state that they are "Federally Chartered" in lieu of stating the state or country (if foreign) of incorporation.

Item 3.b If Relocation or Correction, Prior Street Address (Physical Location), City and County, State/ Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

In the event of a relocation or correction, provide the prior street address, city and county, state/province, country, and zip/postal code of the Banking Company's main office. Do not use a post office box as the street address. Report the nine-digit zip code, if available. Also report the state or country (if foreign) of incorporation. If U.S., report the state of incorporation and if foreign, report the country of incorporation. Nationally chartered entities, such as national banks, should state that they are "Federally Chartered" in lieu of stating the state or country (if foreign) of incorporation.

Item 4 Date Opened

Provide the date on which the Banking Company opened for business, only if reporting one of the following: Acquisition of a Going Concern, De Novo Formation, or a correction to the Date Opened that was previously reported in error.

Item 5 Fiscal Year End (FBOs, BHCs, and IHCs Only)

Provide the month and day of the FBO's, BHC's, or IHC's fiscal year end. Leave blank if the Banking Company is neither a BHC, IHC, nor a FBO.

Item 6 SEC Reporting Status

Check the box corresponding to the Banking Company's current SEC reporting status:

- **Not Applicable**

  This box should be checked if the Banking Company is not subject to any of the other check box selections described for this item. For example: A De Novo bank that is not subject to sections 13(a) or 15(d) of the Securities Exchange Act of 1934.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act**

  This box should be checked if the Banking Company meets the requirements to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and is also subject to Section 404 of the Sarbanes-Oxley Act of 2002, regardless if the Banking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

  Note: Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the Securities and Exchange Commission to collect reports from unaffiliated state member banks. Therefore, unaffiliated state member banks should apply the same SEC reporting requirements pursuant to section 13(a) and 15(d) of the Securities Exchange Act of 1934 and should check this box if such periodic SEC reports are filed to the Board of Governors instead of the Securities and Exchange Commission.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act**

  This box should be checked if the Banking Company is required to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and not subject to the Sarbanes-Oxley Act of 2002. Do not check this box

if the Banking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

- **Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934**

  This box should be checked if the Banking Company has terminated or suspended duties to file periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

Item 7 CUSIP Number

The Reporter must report the most recently assigned and currently active six-digit CUSIP number for itself, its lower-tier U.S. BHCs, its IHCs, and its subsidiary U.S. banks. State member banks not controlled by a BHC should report the CUSIP number for themselves.

A CUSIP number identifies most securities, including (1) stocks and debt (including subordinated issues) of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer. The first six digits (leading six digits) should be reported in the boxes on Item 7.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number are not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned; or
- Changes occur to the corporate name, whether or not associated with a merger or reorganization; or
- Reverse stock splits of corporate shares occur.

Note: A change in a CUSIP number is a reportable event on the FR Y-10 as a "Change in Characteristics."

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments[4] such as certificates of deposit, medium-term notes,[5] and commercial paper.
- Do not report historical information on CUSIP numbers that existed prior to December 31, 2005.

Item 8.a Tax ID Number

Report a 9-digit Tax ID number for the Reporter and its reportable Banking Companies. A federal tax identification number (also known as an employer identification number or EIN) is a nine-digit number assigned solely to a business by the Internal Revenue Service. The Tax ID Number is required only for entities located in the United States.

Item 8.b Legal Entity Identifier (LEI)

Report the LEI for the Reporter's Banking Companies if one already exists. If the Banking Company does not have a LEI, it is not required to obtain one. Refer to the Glossary entry for "Legal Entity Identifier" for further information.

Item 9 Banking Company Type

Check the box corresponding to the type that most accurately describes the Banking Company:

- U.S. Bank Holding Company (BHC),
- Foreign Banking Organization (FBO),
- U.S. Intermediate Holding Company (IHC) that holds directly or indirectly a bank organized under U.S. law,
- U.S. Commercial Bank, or
- U.S. State Chartered Savings Bank.

4. However, subordinated issues should be included.

5. Medium term notes are a type of money market instrument with an average maturity of 4 to 6 years.

If none of the listed types adequately describes the Banking Company, check the box next to "Other, please describe," and provide a text description.

Note: U.S. State Chartered Savings Banks and Cooperative Banks that comply with the Qualified Thrift Lender (QTL) test and have elected under Section 10(l) of the HOLA to be treated as a Savings Association should be reported on the Savings and Loan Schedule.

Item 10 Business Organization Type

Check the appropriate box to indicate the legal organization type of the Banking Company. If none of the listed descriptions adequately describes the organization type, check the box next to "Other, please describe," and provide a text description.

Item 11 Is the Banking Company Consolidated in the Reporter's Financial Statements? (only reportable for foreign investments)

Check "Yes" if the Banking Company is consolidated in any subsidiary domestic commercial bank's Consolidated Reports of Condition and Income (FFIEC 031) within the Reporter's organization. Otherwise, check "No."

Note: If reporting for a foreign investment, but the subsidiary domestic commercial bank does not file the Consolidated Reports of Condition and Income (FFIEC 031), leave this item blank.

Ownership Section

Item 12 Direct Holder's Name and Location

Provide the legal name, city, state/province, and country of the direct holder. If the Reporter holds the interest through more than one direct holder, complete a separate Banking Schedule for each direct holder. Leave this item blank if filed by a Reporter about itself or for event type "External Transfer."

Item 13.a Percentage of a Class of Voting Shares

If the Reporter in the aggregate controls more than 5 percent of a class of the Banking Company's voting shares, report the percentage of such class controlled by the direct holder. If the Reporter in the aggregate controls more than 5 percent of more than one class of the Banking Company's voting shares, report the direct holder's percentage for the class in which the Reporter controls the highest percentage. If needed, see the instructions on page BKG-1 (and accompanying footnote) of these instructions for further information on multiple classes of voting shares and multiple direct holders.

To determine the appropriate percentage to report, round the actual number down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

In general, a direct holder is considered to control all shares that it has the power to vote, but not shares held in a fiduciary capacity. However, shares held by the direct holder as fiduciary are deemed controlled by the direct holder if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any subsidiary of the Reporter, or if the shares are of a BHC or bank organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the shares for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be a share of the class into which it is convertible.

Interests in Partnerships or Limited Liability Companies: Report these interests as described in Items 13.c and 13.d.

Item 13.b Percentage of Nonvoting Equity

Only if the Reporter has left Item 13.a blank because it does not control more than 5 percent of any class of the Banking Company's voting shares, report the percentage that, of the total nonvoting equity of the Banking Company, is controlled by the direct holder. Leave blank if the direct holder does not control any nonvoting shares. Report the percentage rounded down to the nearest whole percentage. For example, a percentage of 61.75 should be reported as 61.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

Item 13.c Other Interest

Only if the Reporter has left Items 13.a and 13.b blank, check the "Yes" box to indicate whether the direct holder has an ownership interest, other than voting or nonvoting shares, in the Banking Company. Such an interest may include partnerships and limited liability companies, exercise of control over the management of the Banking Company through a management agreement, or the direct holder's election of one or more directors of the Banking Company. Otherwise, check the "No" box.

Item 13.d Interests in Partnerships or Limited Liability Companies

If the reportable company is a partnership or limited liability company (LLC) as indicated in Item 10, check the appropriate box to indicate the ownership interest the direct holder has in the reportable company: General Partner/Managing Member or Limited Partner/ Non- Managing Member.

In general, partner interests should be reported as they are designated in the partnership agreement and member interests should be reported as they are designated in the LLC agreement. **However, if a partner is the sole partner of a partnership or a member is the sole member of an LLC, this partner or member should be reported as the general partner or managing member, respectively.**

Item 14 Control by Direct Holder

Check the appropriate box to indicate whether the direct holder controls the Banking Company. To determine if the direct holder controls the Banking Company, apply the definition of "control" applicable to Banking Companies found in the Glossary.

Item 15 Control by Reporter

Check the appropriate box to indicate whether the Reporter controls the Banking Company. To determine if the Reporter controls the Banking Company, apply the definition of "control" applicable to Banking Companies in the Glossary.

Item 16 Former Direct Holder's Name and Location

Provide the name and location of the former direct holder, if the Event Type reported in Item l.a is an "External Transfer" or "Internal Transfer."

Activity and Legal Authority Section

Item 17.a Primary Activity

Report the activity that generated the largest percentage of the Banking Company's gross revenue during the Banking Company's most recently completed fiscal year. For a Banking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the largest percentage of the Banking Company's gross revenue during the Banking Company's first fiscal year.

Item 17.b Secondary Activity

For Banking Companies other than a bank, report the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year. For a Banking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the second largest percentage of the Banking Company's gross revenue during the Banking Company's first fiscal year. Do not report more than one secondary activity. If the Banking Company does not engage in any activity other than its primary activity or is a bank, leave this item blank.

Item 17.c Termination of Activity

Report the termination of any previously reported primary or secondary activity.

FRS Legal Authority Code

Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted. If you are still unsure, consult your organization's legal counsel.

NAICS Activity Code

(North American Industry Classification System (NAICS) Activity Codes) Select a five- or six-digit NAICS code from the U.S. Census Bureau's website: https://www.census.gov/naics/.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

SPECIFIC INSTRUCTIONS FOR THE

Savings and Loan Schedule
FR Y–10

What to Report

Use this schedule to report the acquisition of interests in Savings and Loan Companies, and other transactions involving interests in Savings and Loan Companies.[1] For purposes of the FR Y-10, a Savings and Loan Company is a Savings and Loan Holding Company (SLHC) or a savings association organized under U.S. law.[2] To complete the Savings and Loan Schedule, check the appropriate event type box(es), provide the date of the reportable event(s), and complete other items on the schedule as directed in the following instructions.

Interests in Savings and Loan Companies

Reporters are required to file the FR Y-10 reports for the following list of general reporting categories.

Initial Acquisition/Formation: A Reporter's initial acquisition of an interest in a Savings and Loan Company, including the formation of a top-tier SLHC, is a reportable event if as a result of the acquisition, the Reporter directly or indirectly acquires control of the Savings and Loan Company, or directly or indirectly acquires control of more than 5 percent of a class of the Savings and Loan Company's voting shares. The acquisition of such an interest is reported either as an "Acquisition of a Going Concern" or as a "De Novo Formation." To determine whether a Reporter controls a Savings and Loan Company, apply the definition of "control" applicable to Savings and Loan Companies found in the Glossary.

Subsequent Events: Once a Reporter has acquired such an interest in a Savings and Loan Company, the following events become reportable:

- Any subsequent sale or transfer of the interest in whole or in part, and most changes to the Reporter's level of ownership in a Savings and Loan Company;
- The transfer of all or part of the interest to another subsidiary within the Reporter's organization;
- Liquidation of a Savings and Loan Company;
- Any changes rendering the Reporter's interest in a Savings and Loan Company no longer reportable; and
- Any change to information previously reported on this schedule.

Multiple Direct Holders: In the case of a reportable event in which a Reporter acquires an interest in a Savings and Loan Company through more than one direct holder, the Reporter must file a separate Savings and Loan Schedule for each direct holder.[3] As long as the Reporter's interest in the Savings and Loan Company remains reportable, the Reporter must report any subsequent acquisition of any additional interest in the Savings and Loan Company by any additional direct holders.

1. A Reporter that is a Savings and Loan Company should use the Savings and Loan Schedule to report information about itself.

2. For purposes of the FR Y-10, "Savings and Loan Company" refers to SLHCs and savings associations as those terms are defined in the Glossary. If a Savings and Loan Company also meets the definition of a Banking Company, such entity should be reported on the Banking Schedule.

3. As noted in the instructions for Item 13.a of this schedule, a Reporter that in the aggregate controls more than 5 percent of more than one class of the Savings and Loan Company's voting shares need only report the class of which the Reporter controls the highest percentage (the "highest class"). If two or more classes could each be considered the highest class, a Reporter must report each such class, if held by different direct holders. A Reporter must file a separate Savings and Loan Schedule for each direct holder through which the Reporter controls shares of the highest class, but need not file any schedule for a direct holder through which the Reporter controls only shares of classes other than the highest class.

Savings and Loan Schedule

Reporting Mergers: When a Savings and Loan Company is merged into a Reporter or a Reporter's subsidiary as part of the same transaction in which the Reporter acquires the Savings and Loan Company (i.e., the Savings and Loan Company no longer exists as a legal entity), the acquisition of that Savings and Loan Company should be reported on the Merger Schedule instead of the Savings and Loan Schedule.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a Event Type

Check the event type box(es) that best describes the event type being reported. Do not report events that occur on separate dates on the same schedule.

Acquisition of a Going Concern: Initial acquisition by a direct holder of an interest in a Savings and Loan Company that is a going concern. To report, check the event type box next to "Acquisition of a Going Concern," report the date of the event in Item 1.b, and complete all sections of the schedule. Subsequent acquisition by the same direct holder of additional shares or other additional interest in the Savings and Loan Company should be reported as a "Change in Ownership."

Note: If the acquired going concern has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary.

De Novo Formation: Opening for business of a new Savings and Loan Company in which a direct holder has an interest. To report, check the event type box next to "De Novo Formation," report the date of the event in Item 1.b, and complete all sections of the schedule. An interest in a Savings and Loan Company is not reportable until the Savings and Loan Company opens for business.

External Transfer: Sale, divestiture, or other transfer of a direct holder's entire previously reported interest in a Savings and Loan Company to a company other than the Reporter or its subsidiaries. To report, check the event type box next to "External Transfer," report the date of the event in Item 1.b, the Savings and Loan Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, the Reporter should list the name and location of the former direct holder of the divested company in Item 16. Item 12 should be left blank.

Note: If the externally transferred subsidiary has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary. Also, report any partial external transfer of a previously reported interest in a Savings and Loan Company as a "Change in Ownership."

Internal Transfer: Sale or other transfer of a direct holder's entire previously reported interest in a Savings and Loan Company to the Reporter or to a different subsidiary of the Reporter. To report, check the event type box next to "Internal Transfer," report the date of the event in Item 1.b, the Savings and Loan Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, report the new direct holder's (the acquirer's) name and location in Item 12, and report the former direct holder's (the seller's) name and location in Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Note: Report any partial internal transfer of a previously reported interest in a Savings and Loan Company by filing two Savings and Loan Schedules: one as a "Change in Ownership" by the transferring direct holder and one as an "Acquisition of a Going Concern" by the acquiring direct holder. The transferring direct holder should report by following the directions for reporting a "Change in Ownership." The acquiring direct holder need only report the date of the event in Item 1.b and the Savings and Loan Company's legal name in Item 2.a, and complete the Ownership Section as appropriate, excluding Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Change in Ownership: Report any of the following: an increase or decrease in a direct holder's ownership percentage of a class of voting shares of a Savings and Loan Company if the percentage changes by one point or more, after rounding; a change in the direct holder's status with respect to control of nonvoting shares of the Savings and Loan Company, control of any other ownership interest in the Savings and Loan Company, or control of the Savings and Loan Company; or a

change in the Reporter's status with respect to control of the Savings and Loan Company. A direct holder's ownership percentage of a class of voting securities may change due to acquisition of additional shares, sale or transfer of some of the direct holder's shares, stock redemption, nonparticipation in a share issuance by the reportable savings association, or other causes. To report, check the event type box next to "Change in Ownership," report the date of the event in Item 1.b, the Savings and Loan Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Savings and Loan Schedule December 2012 Ownership Section, complete Items 12, 13, 14, and 15 as appropriate, to reflect the Change in Ownership.

Liquidation: Liquidation of a Savings and Loan Company in which a direct holder previously had reported an interest. For purposes of the FR Y-10, liquidation refers to final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company, as opposed to sale or transfer of the company. Liquidation may result from voluntary dissolution or bankruptcy, and the liquidation process typically ends with termination of the company's legal existence. To report, check the event type boxes next to "No Longer Reportable" and "Liquidation," report the date of the event in Item 1.b, the Savings and Loan Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

Note: A Reporter need not file a FR Y-10 if liquidating a company previously reported as "Became Inactive."

Change in Characteristics: Change of a Savings and Loan Company's legal name or address, or any other change to information previously reported. To report, check the event type box next to "Change in Characteristics" and report the date of the event in Item l.b. In addition, to report a name change, complete Items 2.a and 2.b, and for relocation, complete Items 3.a and 3.b. For any other change to this section, report the Savings and Loan Company's legal name in Item 2.a and location in Item 3.a of the Characteristics Section, and report updated information for the appropriate items in the section.

Change in Activity or Legal Authority: Change in a Savings and Loan Company's previously reported primary or secondary activity, commencement of a secondary activity, termination of a previously reported activity, or change in the legal authority under which a previously reported activity is conducted. To report, check the event type box next to "Change in Activity or Legal Authority," report the date of the event in Item l.b, the Savings and Loan Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Activity and Legal Authority Section, report only the updated information.

No Longer Reportable: Any transaction that renders a Reporter's interest in a Savings and Loan Company no longer reportable. In general, once a Reporter acquires an interest in a Savings and Loan Company, the interest remains reportable so long as the Savings and Loan Company is actively engaged in business and: (1) the Reporter in the aggregate directly or indirectly controls more than 5 percent of any class of voting shares of the Savings and Loan Company or (2) the Reporter controls the Savings and Loan Company. To determine if the Reporter controls the Savings and Loan Company, apply the definition of "control" found in the Glossary applicable to Savings and Loan Companies. To report, check the event type box next to "No Longer Reportable." In addition, check the event type box corresponding to the event type that rendered the interest no longer reportable and follow the instructions for reporting that event type. Event types that render an interest no longer reportable include "External Transfer," "Liquidation," and "Became Inactive." Event types that may render an interest no longer reportable include "Change in Ownership" and "Change in Activity or Legal Authority."

Note: If reporting a company, which has subsidiaries, as "Liquidation" or "No Longer Reportable," please report the disposition of each subsidiary. Typically the disposition of a company's interest in a subsidiary may be reported as an "External Transfer," "Internal Transfer," "Liquidation," or "Became Inactive," as appropriate.

Became Inactive: Cessation of business by a company in which a direct holder previously had reported an interest. To report, check the event type boxes next to "No Longer Reportable" and "Became Inactive," report the date of the event in Item 1.b, the Savings and Loan Company's legal name in Item 2.a, and the location in Item 3.a of the Characteristics Section. If a Savings and Loan Company that is inactive subsequently becomes active and was not previously reported by the Reporter, report as a "De Novo Formation." However,

if the Reporter had previously reported an interest in the Savings and Loan Company and it subsequently became inactive and then it was re-activated, report as a "Change in Activity or Legal Authority."

Debts Previously Contracted: For purposes of the FR Y- 10, acquisition of shares in a SLHC or savings association to secure or collect a debt previously contracted is a reportable event, even if the Federal Reserve System's prior approval is not required. To report such an acquisition, check the event type box next to "Debts Previously Contracted" and also report as "Acquisition of a Going Concern" or "Change in Ownership," as appropriate.

Became Reportable: Any transaction that renders reportable a Reporter's interest in a Savings and Loan Company that is already a going concern, but does not involve the Reporter's initial acquisition of an interest in, or formation of, that Savings and Loan Company. To report, check the event type box next to "Became Reportable," report the date of the event in Item 1.b, and complete all sections of the schedule.

Other: If none of the listed event types adequately describes the reportable event, check the box next to "Other, please describe" and provide a text description in the space provided.

Item 1.b Date of Event

Provide the calendar date on which the reportable event took legal effect:

- Acquisition of a Going Concern: the first day the Savings and Loan Company was acquired by the direct holder;
- De Novo Formation: the first day the new Savings and Loan Company opened for business;
- External Transfer: the last day the Savings and Loan Company was held by the direct holder;
- Internal Transfer: the first day the Savings and Loan Company was held by the direct holder;
- Change in Ownership: the first day the reportable direct holder's ownership level changed;
- Liquidation: the last day on which a Savings and Loan Company ceased engaging in business;
- Became Inactive: the last day a Savings and Loan Company engaged in business;
- Change in Characteristics: the first day on which the name change, relocation, or other change became legally effective;
- Change in Activity or Legal Authority: the first day the activity or legal authority changed;
- Became Reportable: the first day on which a Savings and Loan Company became reportable.

Examples:

- SLHC A is reporting the inactivity of Savings Association 1. The last day Savings Association 1 was active and open for business was on Friday, January 5. The date of event should be the last day the reportable company was open - Friday, January 5.
- SLHC B is reporting the liquidation of Savings Association 2. The last day Savings Association 2 was active and open for business was Wednesday, March 22. The date of event should be the last day the reportable company was open - Wednesday, March 22.
- SLHC C is reporting the internal transfer of Savings Association 3 from Savings Association 4 to Savings Association 5. The last day Savings Association 4 held Savings Association 3 was Monday, June 10. The date of event should be the first day the reportable company was held by the direct holder Savings Association 5 - Tuesday, June 11.
- SLHC D is reporting the acquisition of Savings Association 6. The date Savings Association 6 was acquired by SLHC D is Tuesday, September 15. The date of event should be the date the reportable company was acquired by the direct holder - Tuesday, September 15
- SLHC E is reporting that its subsidiary, Savings Association 7, has elected to operate as a Covered Savings Association (CSA). Savings Association 7's election to operate as a CSA becomes effective on Monday, July 1. The date of the event should be the date the change in characteristics of the reportable company became effective—Monday, July 1.

Characteristics Section

Item 2.a Legal Name of Savings and Loan Company

Provide the Savings and Loan Company's current full legal name.

Item 2.b If Name Change or Correction, Prior Legal Name of Savings and Loan Company

In the event of a name change or correction, provide the Savings and Loan Company's previously reported legal name.

Item 3.a - Current Street Address (Physical Location), City and County, State/Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

Use the U.S. Postal Service address to provide the current street address, city and county, state/province, country, and zip/postal code of the Savings and Loan Company's main office. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

To determine the appropriate address to report, please see the definition of physical location found in the Glossary.

For de novo formations, acquisitions, and changes in characteristics, companies that are incorporated/ organized in the U.S. should report the state of incorporation and companies that are incorporated/organized outside of the U.S. should report the country of incorporation. Reporters may also report the state or country of incorporation for other event types. The state or country (if foreign) of incorporation is required for all business organization types. For instance, limited liability companies should report the state or country in which they filed their articles of organization. Nationally chartered entities, such as national banks, should state that they are "Federally Chartered" in lieu of stating the state or country (if foreign) of incorporation.

Item 3.b If Relocation or Correction, Prior Street Address (Physical Location), City and County, State/Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

In the event of a relocation or correction, provide the prior street address, city and county, state/province, country, and zip/postal code of the Savings and Loan Company's main office. Do not use a post office box as the street address. Report the nine-digit zip code, if available. Also report the state or country (if foreign) of incorporation. If U.S., report the state of incorporation and if foreign, report the country of incorporation. Nationally chartered entities, such as national banks, should state that they are "Federally Chartered" in lieu of stating the state or country (if foreign) of incorporation.

Item 4 Date Opened

Provide the date on which the Savings and Loan Company opened for business, only if reporting one of the following: Acquisition of a Going Concern, De Novo Formation, or a correction to the Date Opened that was previously reported in error.

Item 5 Fiscal Year End (SLHCs Only)

Provide the month and day of the SLHC's fiscal year end. Leave blank if the Savings and Loan Company is not a SLHC.

Item 6 SEC Reporting Status

Check the box corresponding to the Savings and Loan Company's current SEC reporting status:

- **Not Applicable-**

  This box should be checked if the Savings and Loan Company is not subject to any of the other check box selections described for this item. For example: A De Novo savings association that is not subject to sections 13(a) or 15(d) of the Securities Exchange Act of 1934.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act-**

  This box should be checked if the Savings and Loan Company meets the requirements to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and is also subject to Section 404 of the Sarbanes-Oxley Act of 2002, regardless if the Savings and Loan Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

  Note: Pursuant to section 12(I) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the Securities and Exchange Commission to collect reports from unaffiliated state member banks. Therefore, unaffiliated state member banks should apply the same SEC reporting requirements pursuant to section 13(a) and 15(d) of the Securities Exchange Act of 1934 and should check this box if such periodic SEC reports are filed to the Board of Governors instead of the Securities and Exchange Commission.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act-**

  This box should be checked if the Savings and Loan Company is required to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and not subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Savings and Loan Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

- **Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934 -**

  This box should be checked if the Savings and Loan Company has terminated or suspended duties to file periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

Item 7 CUSIP Number

The Reporter must report the most recently assigned and currently active six-digit CUSIP number for itself, any lower-tier SLHCs and its subsidiary U.S. Savings Association.

A CUSIP number identifies most securities, including (1) stocks and debt (including subordinated issues) of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer. The first six digits (leading six digits) should be reported in the boxes on Item 7. The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number are not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned; or
- Changes occur to the corporate name, whether or not associated with a merger or reorganization; or
- Reverse stock splits of corporate shares occur.

Note: A change in a CUSIP number is a reportable event on the FR Y-10 as a "Change in Characteristics."

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments[4] such as certificates of deposit, medium-term notes,[5] and commercial paper.
- Do not report historical information on CUSIP numbers that existed prior to December 31, 2005.

Item 8.a Tax ID Number

Report a 9-digit Tax ID number for the Reporter and its reportable Savings and Loan Companies. A federal tax identification number (also known as an employer identification number or EIN) is a nine-digit number assigned solely to a business by the Internal Revenue Service. The Tax ID Number is required only for entities located in the United States.

Item 8.b Legal Entity Identifier (LEI)

Report the LEI for the Reporter's Savings and Loan Companies if one already exists. If the Savings and Loan Company does not have a LEI, it is not required to obtain one. Refer to the Glossary entry for "Legal Entity Identifier" for further information.

Item 9 Savings and Loan Company Type

Check the box corresponding to the type that most accurately describes the Savings and Loan Company:

- Stock SLHC
- HOLA 10(l) Stock SLHC

4. However, subordinated issues should be included.

5. Medium term notes are a type of money market instrument with an average maturity of 4 to 6 years.

- Trust (non-testamentary) SLHC
- Mutual SLHC
- HOLA 10(l) Mutual SLHC
- Federal Savings Association
- Federal Savings Association/Covered Savings Association[6]
- State Savings Association
- Federal Savings Bank
- State Savings Bank HOLA 10(l) Election,
- Cooperative Bank HOLA 10(l) Election, or
- Other, please describe.

Item 10 Business Organization Type

Check the appropriate box to indicate the legal organization type of the Savings and Loan Company. If none of the listed descriptions adequately describes the organization type, check the box next to "Other, please describe," and provide a text description.

Item 11 Is the Savings and Loan Company Consolidated in the Reporter's Financial Statements? (only reportable for foreign investments)

Check "Yes" if the Savings and Loan Company is consolidated in any subsidiary domestic insured depository institution's Consolidated Reports of Condition and Income (FFIEC 031) within the Reporter's organization. Otherwise, check "No."

Note: If reporting for a foreign investment, but the subsidiary domestic insured depository institution does ***not*** *file the Consolidated Reports of Condition and Income (FFIEC 031), leave this item blank.*

Ownership Section

Item 12 Direct Holder's Name and Location

Provide the legal name, city, state/province, and country of the direct holder. If the Reporter holds the interest through more than one direct holder, complete a separate Savings and Loan Schedule for each direct holder. Leave this item blank if filed by a Reporter about itself or for event type "External Transfer."

Item 13.a Percentage of a Class of Voting Shares

If the Reporter in the aggregate controls more than 5 percent of a class of the Savings and Loan Company's voting shares, report the percentage of such class controlled by the direct holder. If the Reporter in the aggregate controls more than 5 percent of more than one class of the Savings and Loan Company's voting shares, report the direct holder's percentage for the class in which the Reporter controls the highest percentage. If needed, see the instructions on page SL-1 (and accompanying footnote) of these instructions for further information on multiple classes of voting shares and multiple direct holders.

To determine the appropriate percentage, round the actual number down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

In general, a direct holder is considered to control all shares that it has the power to vote, but not shares held in a fiduciary capacity. However, shares held by the direct holder as fiduciary are deemed controlled by the direct holder if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any subsidiary of the Reporter, or if the shares are of a SLHC or savings association organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the shares for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be a share of the class into which it is convertible.

Interests in Partnerships or Limited Liability Companies: Report these interests as described in Items 13.c and 13.d.

Item 13.b Percentage of Nonvoting Equity

Only if the Reporter has left Item 13.a blank because it does not control more than 5 percent of any class of the Savings and Loan Company's voting shares, report the percentage that, of the total nonvoting equity of

6. The Federal Savings Association/Covered Savings Association check box should only be selected if the reportable company has submitted an election to operate as a Covered Savings Association (CSA) pursuant to 12 U.S.C § 1464a(b) and 12 CFR 101.3. For additional information, review the Glossary entry for "Covered Savings Association."

the Savings and Loan Company, is controlled by the direct holder. Leave blank if the direct holder does not control any nonvoting shares. Report the percentage rounded down to the nearest whole percentage. For example, a percentage of 61.75 should be reported as 61.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

Item 13.c Other Interest

If the Reporter has left Items 13.a and 13.b blank, check the "Yes" box to indicate whether the direct holder has an ownership interest, other than voting or nonvoting shares, in the Savings and Loan Company. Such an interest may include partnerships and limited liability companies, exercise of control over the management of the Savings and Loan Company through a management agreement, or the direct holder's election of one or more directors of the Savings and Loan Company. Otherwise, check the "No" box.

Item 13.d Interests in Partnerships or Limited Liability Companies

If the reportable company is a partnership or limited liability company (LLC) indicated in Item 10, check the appropriate box to indicate the ownership interest the direct holder has in the reportable company: General Partner/Managing Member or Limited Partner/ Non- Managing Member.

In general, partner interests should be reported as they are designated in the partnership agreement and member interests should be reported as they are designated in the LLC agreement. **However, if a partner is the sole partner of a partnership or a member is the sole member of an LLC, this partner or member should be reported as the general partner or managing member, respectively.**

Item 14 Control by Direct Holder

Check the appropriate box to indicate whether the direct holder controls the Savings and Loan Company. To determine if the direct holder controls the Savings and Loan Company, apply the definition of "control" applicable to Savings and Loan Companies found in the Glossary.

Item 15 Control by Reporter

Check the appropriate box to indicate whether the Reporter controls the Savings and Loan Company. To determine if the Reporter controls the Savings and Loan Company, apply the definition of "control" in the Glossary applicable to Savings and Loan Companies found in the Glossary.

Item 16 Former Direct Holder's Name and Location

Provide the name and location of the former direct holder, if the Event Type reported in Item l.a is an "External Transfer" or "Internal Transfer."

Activity and Legal Authority Section

Item 17.a Primary Activity

Report the activity that generated the largest percentage of the Savings and Loan Company's gross revenue during the Savings and Loan Company's most recently completed fiscal year. For a Savings and Loan Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the largest percentage of the Savings and Loan Company's gross revenue during the Saving and Loan Company's first fiscal year.

Item 17.b Secondary Activity

For SLHCs, report the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year. For a Savings and Loan Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the second largest percentage of the Savings and Loan Company's gross revenue during the Savings and Loan Company's first fiscal year. Do not report more than one secondary activity. If the Savings and Loan Company does not engage in any activity other than its primary activity or is a savings association, leave this item blank.

Item 17.c Termination of Activity

Report the termination of any previously reported primary or secondary activity.

FRS Legal Authority Code

Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which

this activity is being conducted. If you are still unsure, consult your organization's legal counsel.

NAICS Activity Code

(North American Industry Classification System (NAICS) Activity Codes) Select a five or six-digit NAICS code from the U.S. Census Bureau's website: https://www.census.gov/naics/.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

SPECIFIC INSTRUCTIONS FOR THE

Nonbanking Schedule
FR Y–10

What to Report

Use this schedule to report the acquisition of interests in Nonbanking Companies, and other transactions involving interests in Nonbanking Companies, with certain exclusions.[1] For purposes of the FR Y-10, a Nonbanking Company is any company that is not a BHC, SLHC, bank or savings association organized under U.S. law, Foreign Banking Organization (FBO), or IHC that holds directly or indirectly a bank organized under U.S. law. Nonbanking Companies include IHCs that do not directly or indirectly hold a bank organized under U.S. law, Edge and agreement corporations and foreign banks that are not FBOs and any foreign bank subsidiary of a FBO whose only U.S. presence is through a representative office.[2] In addition to completing a Nonbanking Schedule, a FHC must complete a 4(k) Schedule with respect to the acquisition of an interest in a nonbanking company that results in the FHC engaging in a nonbanking activity it has not previously conducted. To complete the Nonbanking Schedule, check the appropriate event type box(es), provide the date of the reportable event(s), and complete other items on the schedule as directed in the following instructions.

Note: Transactions involving SLHCs and savings associations should be reported on the Savings and Loan Schedule.

1. For purposes of the FR Y-10, "Banking Company" refers to BHCs and banks as those terms are defined in the Bank Holding Company Act (BHC Act), as well as to FBOs. Because savings associations, trust companies not accepting demand deposits, certain industrial loan companies, and similar institutions are not included in the BHC Act definition of bank, acquisition of an interest in such an institution should be reported on the Savings and Loan Schedule, Nonbanking Schedule, or 4(k) Schedule, as appropriate.

2. A Reporter that is a Nonbanking Company should use the Nonbanking Schedule to report information about itself.

Interests in Nonbanking Companies

In general, a Reporter's acquisition of an interest in a Nonbanking Company is a reportable event if, as a result of the acquisition, the Reporter directly or indirectly acquires control of the Nonbanking Company. The acquisition of such an interest is reported either as an "Acquisition of a Going Concern" or as a "De Novo Formation." In all cases, a Reporter that is required to file a regulatory financial report with the Federal Reserve System about a Nonbanking Company is also required to file FR Y-10 report(s) regarding the subject Nonbanking Company. In addition, a Reporter is required to file FR Y-10 reports for any company (even if it does not otherwise meet the reporting criteria) that is both a subsidiary of the Reporter and a parent of the subject Nonbanking Company.[3]

Control: To determine whether a Reporter controls a Nonbanking Company for purposes of the FR Y-10, apply the definition of "control" found in the Glossary. If the Reporter is a Banking Company, apply the definition of "control" for purposes of Banking Companies. If the Reporter is a Savings and Loan Company, apply the definition of "control" for purposes of Savings and Loan Companies. In addition, with respect to control of interests held under authority of Subpart A of Regulation K, please see the instructions for reporting such interests under Item 1[4].

Note: In general, an interest in a Nonbanking Company is not reportable unless the Reporter directly or indirectly

3. However, a Reporter need only report information in response to Items 2.a, 3.a, 12, 13, and 14 with respect to a company that does not otherwise meet the reporting criteria but is both a subsidiary of the Reporter and a parent of a Nonbanking Company.

4. Some merchant banking or insurance company investments made under authority of section 4(k) of the Bank Holding Company Act may be reportable on the FR Y-10 even if the Reporter making the investment

controls the Nonbanking Company. Accordingly, note the following:

- *If the externally transferred subsidiary has*Variable Interest Entities (as defined in ASC Subtopic 810-10, Consolidation - Overall (formerly FASB Interpretation No. 46 (Revised), *Consolidation of Variable Interest Entities,* as amended by FASB Statement No. 167, *Amendments to FASB Interpretation No. 46(R)*) generally are not reportable on the FR Y-10, so long as the Reporter does not control the entity.
- Advising and administering a mutual fund by itself does not constitute a reportable interest of a Reporter in that fund.

Exclusions: The following interests are not reportable on the FR Y-10 even if they meet the definition of control found in the Glossary:

- *Inactive Companies*: An interest in a company that exists as a matter of law, but does not engage in any business activity. The interest becomes reportable once the company begins to engage in business, as follows: report as either a "De Novo Formation" if the Reporter has not previously reported an interest in the Nonbanking Company or report as a "Change in Activity or Legal Authority" if the Reporter has previously reported an interest in the Nonbanking Company. Note that the term "inactive companies" includes companies that have been setup as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. These types of companies become reportable only when they commence an activity.
- *U.S. Investments of Unaffiliated National Banks*: Any interest held under any authority other than Subpart A of Regulation K, by a national bank not controlled by a BHC or FBO.
- *Companies Held by a Small Business Investment Company*: Companies held directly or indirectly by Small Business Investment Companies (SBICs) are not required to be reported on the FR Y-10. However, if a BHC or a FBO that is a FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a merchant banking subsidiary as well as through a SBIC, the entire investment is treated as the merchant banking investment, subject to the reporting criteria.
- *Debts Previously Contracted*: An interest in a Nonbanking Company acquired to secure or collect a debt previously contracted or in a Nonbanking Company that solely holds assets acquired in satisfaction of a debt previously contracted. A company that holds only foreclosed properties should not be reported. Contrarily, a company that holds a mixture of foreclosed properties and non-performing loans that are not yet in default should be reported.
- *Interests Held as Collateral*: An interest held solely as collateral securing an extension of credit.
- *Companies Controlled Through an Insurance Underwriter*: An interest in a Nonbanking Company organized under U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to either of the following: an interest in a Nonbanking Company that is the underwriter's highest-tier provider in the United States of any primary line of insurance, or any interest that is a reportable merchant banking or insurance company investment as described in the 4(k) Schedule instructions.
- *Special Purpose Vehicles (SPV)*: An interest in a special purpose vehicle formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction.
- *Companies Required to be Conformed or Divested*: An interest in any company which must be divested, or the activities of which must be conformed, pursuant to Sections 4(a) (2) or 4(n)(7) of the BHC Act, Section 10(c) of HOLA, or pursuant to a commitment made to the Board or the Federal Reserve Bank. (See also 12 CFR 225.85.)
- *Certain Interests Held Under Regulation K*: With respect to any company that is held under authority of Subpart A of Regulation K, but is not a subsidiary of the Reporter as defined in Section 211.2(w) of Regulation K,[5] do not report any interest held directly or indirectly by such company under authority of Subpart A of Regulation K.

5. Note that the definition of "Subsidiary" in Section 211.2(w) of Regulation K differs from the definition of subsidiary found in the Glossary appended to these instructions. For example, in general under Section 211.2(w) of Regulation K, Company B is a subsidiary of Company A if: Company A directly or indirectly controls more than 50 percent of Company B's voting securities; Company A is a general partner of Company B; Company A directly or indirectly controls more than

- *Investments Held by FBOs Under Section 211.23(f)(5) of Regulation K*: A FBO that is, or is treated as, a QFBO, need not report an interest in any Nonbanking Company (1) that does not engage in any activities in the U.S.; or (2) the U.S. activities of which, pursuant to Section 211.23(f)(5) of Regulation K, are the same kind of activities or related to the activities the company primarily conducts outside the U.S. This exception does not apply, however, to interests held by a FBO through a BHC or bank organized under U.S. law, or through an Edge or agreement corporation.
- *Public Welfare Investments*: Public welfare investments subject to prior-notice or post-notice filing requirements with federal banking agencies (such as CD-1 or H-6), if held through a company that has been reported on the FR Y-10 and that is principally engaged in community development or public welfare investment activities.

Subsequent Events: Once a Reporter has reported the acquisition of a reportable interest in a Nonbanking Company, the following events become reportable:

- Any subsequent sale, transfer or change in ownership affecting the voting interest in whole or in part which causes a direct holder's interest to fall within a different range than that previously reported;
- The transfer of all or part of a reportable company to another subsidiary within the Reporter's organization;
- A Reporter's liquidation of a Nonbanking Company;
- Any changes rendering the Reporter's interest in the Nonbanking Company no longer reportable; or
- Any change to information previously reported on this schedule.

Multiple Direct Holders: In the case of a reportable event in which a Reporter acquires an interest in a Nonbanking Company through more than one direct holder, the Reporter must file a separate Nonbanking Schedule for each direct holder.[6] As long as the Reporter's interest in the Nonbanking Company remains reportable, the Reporter must report any subsequent acquisition of any additional interest in the Nonbanking Company by any additional direct holders.

Reporting Mergers: When a Nonbanking Company is merged into a Reporter or a Reporter's subsidiary as part of the same transaction in which the Reporter acquires the Nonbanking Company (i.e., the Nonbanking Company no longer exists as a legal entity), the acquisition of that Nonbanking Company should be reported on the Merger Schedule instead of the Nonbanking Schedule.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item l.a Event Type

Check all the event type box(es) that apply. Do not report events that occur on separate dates on the same schedule.

Acquisition of a Going Concern: Initial acquisition by a direct holder of an interest in a Nonbanking Company that is a going concern. To report, check the event type box next to "Acquisition of a Going Concern," report the date of the event in Item 1.b, and complete all sections of the schedule. Subsequent acquisition by the same direct holder of additional shares or other additional interests in the Nonbanking Company or disposition of such shares or interests should be reported as a "Change in Ownership."

Note: If the acquired going concern has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary.

De Novo Formation: Opening for business of a new Nonbanking Company in which a direct holder has an interest. To report, check the event type box next to

50 percent of the equity of Company B; or Company A otherwise controls Company B.

6. As noted in the instructions for Item 13.a of this schedule, a Reporter that in the aggregate controls 25 percent or more of more than one class of the Nonbanking Company's voting shares need only report the class of which the Reporter controls the highest percentage (the "highest class"). If two or more classes could each be considered the highest class, a Reporter must report each such class, if held by different direct holders. A Reporter must file a separate Nonbanking Schedule for each direct holder through which the Reporter controls shares of the highest class, but need not file any schedule for a direct holder through which the Reporter controls only shares of classes other than the highest class.

Nonbanking Schedule

"De Novo Formation," report the date of the event in Item 1.b, and complete all sections of the schedule. An interest in a Nonbanking Company is not reportable until the Nonbanking Company opens for business.

External Transfer: Sale, divestiture, or other transfer of a direct holder's entire previously reported interest in a Nonbanking Company, to a company other than the Reporter or its subsidiaries. To report, check the event type box next to "External Transfer," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the

Characteristics Section. In addition, in the Ownership Section, the Reporter should list the name and location of the former direct holder of the divested company in Item 16. Item 12 should be left blank.

Note: If the externally transferred subsidiary has one or more subsidiaries, the Reporter must file a separate Banking, Savings and Loan, or Nonbanking Schedule (as appropriate) for each subsidiary. Also, report any partial external transfer of a previously reported interest in a Nonbanking Company as a "Change in Ownership."

Internal Transfer: Sale or other transfer of a direct holder's entire previously reported interest in a Nonbanking Company to the Reporter or to a different subsidiary of the Reporter, as part of an internal reorganization. To report, check the event type box next to "Internal Transfer," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section, report the new direct holder's (the acquirer's) name and location in Item 12, and report the former direct holder's (the seller's) name and location in Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Note: Report any partial internal transfer of a previously reported interest in a Nonbanking Company by filing two Nonbanking Schedules: one as a "Change in Ownership" by the transferring direct holder and one as an "Acquisition of a Going Concern" by the acquiring direct holder. The transferring direct holder should report by following the directions for reporting a "Change in Ownership". The acquiring direct holder need only report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and complete the Ownership Section, as appropriate, excluding Item 16. If the event results in any change in legal authority, also report the new legal authority code in the Activity and Legal Authority Section.

Change in Ownership: Denote any of the following: an increase or decrease in a direct holder's ownership percentage of a class of voting shares of a Nonbanking Company if the resulting percentage would fall within a range different from the range previously reported in Item 13.a of the Ownership Section; a change in the direct holder's status with respect to control of any other ownership interest in the Nonbanking Company or control of the Nonbanking Company; or a change in the Reporter's status with respect to control of the Nonbanking Company. A direct holder's ownership percentage of a class of voting securities may change due to acquisition of additional shares, sale or transfer of some of the direct holder's shares, stock redemption, nonparticipation in a share issuance by the reportable Nonbanking Company, or other causes. To report, check the event type box next to "Change in Ownership," report the date of the event in Item l.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Ownership Section complete Items 12, 13, 14, 15, and, 16, as appropriate, to reflect the Change in Ownership.

Liquidation: Liquidation of a Nonbanking Company in which a direct holder previously had reported an interest. For purposes of the FR Y-10, liquidation refers to final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company, as opposed to sale or transfer of the company. Liquidation may result from voluntary dissolution or bankruptcy, and the liquidation process typically ends with termination of the company's legal existence. To report, check the event type boxes next to "No Longer Reportable" and "Liquidation," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section.

Note: A Reporter need not file a FR Y-10 if liquidating a company previously reported as "Became Inactive."

Change in Characteristics: Change of a Nonbanking Company's legal name or address or any other change to information previously reported on the Characteristics Section of this schedule. To report, check the event type box next to "Change in Characteristics" and

report the date of the event in Item 1.b. In addition, to report a name change, complete Items 2.a and 2.b and for relocation, complete Items 3.a and 3.b. For any other change to this section, report the Nonbanking Company's legal name in Item 2.a and location in Item 3.a of the Characteristics Section, and report updated information for the appropriate items in the section.

Change in Activity or Legal Authority: Change in a Nonbanking Company's previously reported primary or secondary activity, commencement of a secondary activity, termination of a previously reported activity, or change in the legal authority under which a previously reported activity is conducted. To report, check the event type box next to "Change in Activity or Legal Authority," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and location in Item 3.a of the Characteristics Section. In addition, in the Activity and Legal Authority Section, report only the updated information.

No Longer Reportable: Any transaction that renders a Reporter's interest in a Nonbanking Company no longer reportable. In general, once a Reporter acquires control of a Nonbanking Company, the Reporter's interests in the Nonbanking Company remain reportable so long as the Nonbanking Company is actively engaged in business and the Reporter controls the Nonbanking Company (apply the definition of control in the Glossary). To report, check the event type box next to "No Longer Reportable." In addition, check the event type box corresponding to the event type that rendered the interest no longer reportable and follow the instructions for reporting that event type. Event types that will render an interest no longer reportable include "External Transfer," "Liquidation," and "Became Inactive." Event types that may render an interest no longer reportable include "Change in Ownership," and "Change in Activity or Legal Authority."

Note: If reporting a company, which has subsidiaries, as "No Longer Reportable," please report the disposition of each subsidiary. Typically the disposition of a company's interest in a subsidiary may be reported as an "External Transfer," "Internal Transfer," "Liquidation," or "Became Inactive," as appropriate.

Became Inactive: Cessation of business activity by a company in which a direct holder previously had reported an interest. To report, check the event type boxes next to "No Longer Reportable" and "Became Inactive," report the date of the event in Item 1.b, the Nonbanking Company's legal name in Item 2.a, and the location in Item 3.a of the Characteristics Section. If a Nonbanking Company that is inactive subsequently becomes active and was not previously reported by the Reporter, report as a "De Novo Formation." However, if the Reporter had previously reported an interest in the Nonbanking Company and it subsequently became inactive and then it was re-activated, report the event as a "Change in Activity or Legal Authority."

Became Reportable: Any transaction that renders reportable a Reporter's interest in a Nonbanking Company that is already a going concern, but does not involve the Reporter's initial acquisition of an interest in, or formation of, that Nonbanking Company. To report, check the event type box next to "Became Reportable," report the date of the event in Item 1.b, and complete all sections of the schedule.

Other: If none of the listed event types adequately describes the reportable event, check the box next to "Other, please describe," and provide a text description in the space provided.

Item 1.b Date of Event

Provide the calendar date on which the reportable event took legal effect as follows:

- Acquisition of a Going Concern: the first day the reportable company was acquired by the direct holder;
- De Novo Formation: the first day the new reportable company opened for business;
- External Transfer: the last day the reportable company was held by the direct holder;
- Internal Transfer: the first day a reportable company was held by a direct holder;
- Change in Ownership: the first day the reportable direct holder's ownership level changed;
- Liquidation: the last day the Nonbanking Company was held by the direct holder;
- Became Inactive: the last day on which the Nonbanking Company engaged in business;

- Change in Characteristics: the first day the Nonbanking company's characteristics changed;
- Change in Activity or Legal Authority: the first day the activity or legal authority changed;
- Became Reportable: the first day on which the Nonbanking Company became reportable.

Examples:

- BHC A is reporting the inactivity of Nonbank 1. The last day Nonbank 1 was active and open for business was on Friday, January 5. The date of event should be the last day the reportable company was open - Friday, January 5;
- BHC B is reporting the liquidation of Nonbank 2. The last day Nonbank 2 was active and open for business was Wednesday, March 22. The date of event should be the last day the reportable company was open - Wednesday, March 22;
- BHC C is reporting the internal transfer of Nonbank 3 from Nonbank E, to Nonbank F. The last day Nonbank E held Nonbank 3 was Monday, June 10. The date of event should be the first day the reportable company was held by the direct holder. (Nonbank 5) Tuesday, June 11.
- BHC D is reporting the acquisition of Nonbank 6. The date Nonbank 6 was acquired by BHC D is Tuesday, September 15. The date of event should be the date the reportable company was acquired by the direct holder - Tuesday, September 15.
- FBO F has designated an existing nonbank subsidiary, Nonbank Company Z, an IHC on July 1. The date of the event is Friday, July 1. For purposes of the FR Y-10, the parent FBO is considered the Reporter for IHC, Nonbank Company Z.

Characteristics Section

Item 2.a Legal Name of Nonbanking Company

Provide the Nonbanking Company's current full legal name.

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

In the event of a name change or correction, provide the Nonbanking Company's previously reported legal name.

Item 3.a City and County (Physical Location), State/Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

Use the U.S. Postal Service address to provide the current city, county, state/province, country, and zip/postal code for the head office of the Nonbanking Company. Report the nine-digit zip code, if available.

To determine the appropriate address to report, please see the definition of physical location found in the Glossary.

For de novo formations, acquisitions, and changes in characteristics, companies that are incorporated/ organized in the U.S. should report the state of incorporation and companies that are incorporated/organized outside of the U.S. should report the country of incorporation. Reporters may also report the state or country of incorporation for other event types. The state or country (if foreign) of incorporation is required for all business organization types. For instance, limited liability companies should report the state or country in which they filed their articles of organization.

Item 3.b If Relocation or Correction, Prior City and County (Physical Location), State/Province, Country, Zip/Postal Code; and State or Country (if foreign) of Incorporation

In the event of a relocation or correction, provide the prior city, county, state/province, country, and zip/postal code for the head office of the Nonbanking Company. Report the nine-digit zip code if available. Also report the state or country (if foreign) of incorporation. If U.S. report the state of incorporation and if foreign report the country of incorporation.

Item 4.a If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator

Check the box to indicate the regulator(s) of the Nonbanking Company, if the Nonbanking Company is not an insured depository institution but is regulated by one of the functional regulators listed below. If the Nonbanking Company is not regulated by one of the functional regulators listed below, check the box next to "Not Applicable."

- Not applicable;

- The Securities and Exchange Commission (SEC) and the Commodity Futures Trading Commission (CFTC); or
- The Securities and Exchange Commission (SEC) only; or
- The Commodity Futures Trading Commission (CFTC) only; or
- A state securities department; or
- A state insurance regulator.

Item 4.b Is the Nonbanking Company a Financial Subsidiary of an Insured Depository Institution?

Check the applicable box to indicate whether or not the Nonbanking Company is a financial subsidiary. A financial subsidiary is a subsidiary of an insured depository institution that, as authorized under 12 U.S.C. 24a, 335, or 1831w, engages in activities not permissible for the insured depository institution itself.

Note: Nonbank subsidiaries under a savings association do not meet the definition of a Financial Subsidiary, 12 CFR 223.72(b)(8).

Item 5 Fiscal Year End (IHCs Only)

Provide the month and day of the IHC's fiscal year end. Leave blank if the Nonbanking Company is not an IHC.

Item 6 SEC Reporting Status

Check the box corresponding to the Nonbanking Company's current SEC reporting status:

- **Not Applicable –**

  This box should be checked if the Nonbanking Company is not subject to any of the other check box selections described for this item. For example: A De Novo nonbank that is not subject to sections 13(a) or 15(d) of the Securities Exchange Act of 1934.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act-**

  This box should be checked if the Nonbanking Company meets the requirements to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and is also subject to Section 404 of the Sarbanes-Oxley Act of 2002, regardless if the Nonbanking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

  Note: Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the Securities and Exchange Commission to collect reports from nonbank subsidiaries of state member banks. Therefore, non- bank subsidiaries of state member banks should apply the same SEC reporting requirements pursuant to section 13(a) and 15(d) of the Securities Exchange Act of 1934 and should check this box if such periodic SEC reports are filed to the Board of Governors instead of the Securities and Exchange Commission.

- **Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act-**

  This box should be checked if the Nonbanking Company is required to file annual and other periodic reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and not subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Nonbanking Company has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

- **Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934 -**

  This box should be checked if the Nonbanking Company has terminated or suspended duties to file periodic reports under section 13(a) or 15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

Item 7 CUSIP Number:

The Reporter must report the most recently assigned and currently active six-digit CUSIP number for the Reporter's largest subsidiary Nonbanking Company in the U.S with an active CUSIP number. A CUSIP number identifies most securities, including (1) stocks and debt (including subordinated issues) of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer. The first six digits (leading six digits) should be reported in the boxes on Item 7.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number are not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned; or
- Changes occur to the corporate name, whether or not associated with a merger or reorganization; or
- Reverse stock splits of corporate shares occur.

Note: A change in the CUSIP number is a reportable event on the FR Y-10 as a "Change in Characteristics."

The largest subsidiary Nonbanking Company in the U.S. with an active CUSIP number is determined by dividing the total assets of each U.S. subsidiary Nonbanking Company with an active CUSIP number by the consolidated assets of the Reporter as of the most recent December 31 and ranking the percentages from the highest to lowest (with the resulting entity with the highest percentage value). If available, please use total assets reported on Federal Reserve or FFIEC regulatory reports.

The largest U.S. subsidiary Nonbanking Company with an active CUSIP number must be assessed only once a year as of December 31. Thus any changes to the CUSIP numbers for this subsidiary that occur during the year should be reported within thirty days. If there is a change as to which company is the largest U.S. subsidiary

Nonbanking Company with an active CUSIP number (when reviewing the most recent December 31 financial data), begin reporting information on the new subsidiary starting January 30 the following year.

Exclusions:

- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments[7] such as certificates of deposit, medium-term notes[8], and commercial paper.
- Do not report historical information on CUSIP numbers that existed prior to December 31, 2005.

Item 8.a Tax ID Number

Report a 9-digit Tax ID number for the Reporter and its reportable Nonbanking Companies. A federal tax identification number (also known as an employer identification number or EIN) is a nine-digit number assigned solely to a business by the Internal Revenue Service. The Tax ID Number is required only for entities located in the United States.

Item 8.b Legal Entity Identifier (LEI)

Report the LEI for the Reporter's Nonbanking Companies if one already exists. If the Nonbanking Company does not have a LEI, it is not required to obtain one. Refer to the Glossary entry for "Legal Entity Identifier" for further information.

Item 9 Nonbanking Company Type

Provide the Nonbanking Company type from the list below. The type selected should be based upon the legal documents issued by the chartering or licensing authority or other documents of formation. Note that a reportable change in nonbank company entity type is likely to be associated with a change in activity.

Nonbanking Company Types

Industrial bank, industrial loan company or Morris Plan bank
Limited charter bank
Banking Edge or agreement corporation Depository trust company
Investment Edge or agreement corporation Foreign bank other than a FBO
Securities underwriter or Securities broker or dealer Insurance underwriter Insurance broker or agent

7. However, subordinated issues should be included.

8. Medium term notes are a type of money market instrument with an average maturity of 4 to 6 years

Nondepository trust company
U.S. Intermediate Holding Company that does not directly or indirectly hold a bank organized under U.S. law Other holding company
Other company - If "Other, please describe"[9]

Item 10 Business Organization Type

Check the appropriate box to indicate the legal business organization type of the Nonbanking Company. If none of the listed descriptions adequately describes the organization type, check the box for "Other, please describe" and provide a text description.

Item 11 Is the Nonbanking Company Consolidated in the Reporter's Financial Statements? (for certain types of foreign offices)

Answer this question only if the Nonbanking Company is one of the following "foreign" offices: (a) Consolidated subsidiary in a foreign country; or (b) Majority-owned Edge or agreement subsidiary. Check "Yes" only if the Nonbanking Company is consolidated in any subsidiary domestic commercial bank's Consolidated Reports of Condition and Income (FFIEC 031) within the Reporter's organization. Otherwise, check "No."

Note: A consolidated subsidiary in Puerto Rico or a U.S. Territory or possession is a "foreign" office.

Ownership Section

Item 12 Direct Holder's Name and Location

Provide the legal name, city, state/province, and country of the direct holder. If the Reporter holds the interest through more than one direct holder, complete a separate Nonbanking Schedule for each direct holder. Leave this item blank on any Nonbanking Schedule filed by a Reporter about itself or for event type "External Transfer."

Item 13.a Percentage of a Class of Voting Shares

If the Reporter in the aggregate controls 25 percent or more of a class of the Nonbanking Company's voting shares, check the appropriate box for the percentage of such class controlled by the direct holder. If the Reporter in the aggregate controls 25 percent or more of more than one class of the Nonbanking Company's voting shares, check the box corresponding to the direct holder's percentage for the class in which the Reporter controls the highest percentage. If needed, see the instructions on NBK-3 (and accompanying footnote) of these instructions for further information on multiple classes of voting shares and multiple direct holders.

To determine the appropriate box to check, round the actual percentage down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79 and reported by checking the box next to ">50% to <80%".

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51 by checking the box next to ">50% to <80%"; and if the percentage is greater than 0 but less than 1, report the percentage by checking the box next to "<25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization."

In general, a direct holder is considered to control all shares that it has the power to vote, but not shares held in a fiduciary capacity. However, shares held by the direct holder as fiduciary are deemed controlled by the direct holder if the shares are held for the benefit of employees, shareholders, members, or affiliates of the Reporter or any subsidiary of the Reporter. In addition, a security that is convertible into a voting security at a holder's option is deemed to be shares of the class into which the security is convertible.

Interests in Partnerships or Limited Liability Companies: Report these interests in Items 13.b and 13.c.

Item 13.b Other Interest

Only if the Reporter has left Item 13.a blank check the box next to "Yes" to indicate whether the direct holder has an ownership interest, other than voting shares, in the Nonbanking Company. Such an interest may include partnerships and limited liability companies, nonvoting shares, exercise of control over the management of the Nonbanking Company through a management agreement, or the direct holder's election of one or more directors of the Nonbanking Company. Otherwise, check the box next to "No."

9. Companies formed to issue trust preferred securities typically are reported as "Other company."

Item 13.c Interests in Partnerships or Limited Liability Companies

If the reportable company is a partnership or limited liability company (LLC) as indicated in Item 10, check the appropriate box to indicate the ownership interest the direct holder has in the reportable company: "General Partner/Managing Member" or "Limited Partner/ Non Managing Member."

In general, partner interests should be reported as they are designated in the partnership agreement and member interests should be reported as they are designated in the LLC agreement. **However, if a partner is the sole partner of a partnership or a member is the sole member of an LLC, this partner or member should be reported as the general partner or managing member, respectively.**

Item 14 Control by Direct Holder

Check the appropriate box to indicate whether the direct holder controls the Nonbanking Company. To determine if the direct holder controls the Nonbanking Company, apply the standard found in the definition of "control" in the Glossary.

Item 15 Regulation K, Subpart A Investments

Complete this item only if the interest in the Nonbanking Company is held under authority of Subpart A of Regulation K (12 CFR section 211.1 et seq.). This item is intended to indicate the character of the investment under subpart A of Regulation K. For interests held under Subpart A of Regulation K, check the box that best describes the Reporter's aggregate investment in the Nonbanking Company.

The FR Y-10 relies on the Regulation Y standard of control, found in the definition of control found in the Glossary, for determining the **reportability** of investments in Nonbanking Companies, regardless of the authority[10] (e.g., Regulation K or Y) under which those

investments were made. The control standard applicable under Subpart A of Regulation K differs in some respects from the Regulation Y control standard. The Reporter should follow the "control" standard set forth in the Glossary in determining the **reportability**of investments made under subpart A of Regulation K. The Reporter should refer to the Regulation K definitions of "subsidiary" (12 CFR section 211.2(w)), "joint venture" (12 CFR section 211.2(p)), and "portfolio investment" (see 12 CFR sections 211.2(u) and 211.8(c)(3)(i)) for purposes of characterizing the nature of the investment under Regulation K and responding to this report item.

Under Regulation K:

- A Nonbanking Company is a *subsidiary* of a Reporter for purposes of Item 15 if the Reporter directly or indirectly holds more than 50 percent of the Nonbanking Company's voting shares, or the Nonbanking Company is otherwise controlled or capable of being controlled by the Reporter or an affiliate under any authority. Among other circumstances, an investor is considered to control an organization if: the Reporter or an affiliate is a general partner of the Nonbanking Company; or the Reporter and its affiliates directly or indirectly own or control more than 50 percent of the equity of the Nonbanking Company. See 12 CFR 211.2(w).
- An investment in a Nonbanking Company is a *joint venture* of a Reporter for purposes of Item 15 if the Nonbanking Company is not a subsidiary of the Reporter (as defined immediately above), but the Reporter or an affiliate directly or indirectly holds 20 percent or more of the Nonbanking Company's voting shares under any authority. See 12 CFR 211.2(p).
- An investment in a Nonbanking Company is a *portfolio investment* of a Reporter for purposes of Item 15 if the total direct and indirect investments by the Reporter and its affiliates in the Nonbanking Company, when combined with all other shares in the Nonbanking Company held under any authority, do not exceed: 40 percent of the total equity of the organization; or 19.9 percent of the Nonbanking Company's voting shares. See 12 CFR 211.8(c)(3)(i), and also 12 CFR 211.2(u).

Item 16 Former Direct Holder's Name and Location

Provide the name and location of the former direct holder if Event Type reported in Item l.a is an "External Transfer" or "Internal Transfer."

10. Those investments that are made under authority of Subpart A of Regulation K that are not reportable on the FR Y-10 are subject to the internal record-keeping requirements described in SR 02-2, and may be reportable on the FR Y-6 or Y-7 in accordance with the specific instructions to that reporting form.

Nonbanking Schedule

Activity and Legal Authority Section

Item 17.a Primary Activity

Report the activity that generated the largest percentage of the Nonbanking Company's gross revenue during the Nonbanking Company's most recently completed fiscal year. For a Nonbanking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the largest percentage of the Nonbanking Company's gross revenue during the company's first fiscal year.

Item 17.b Secondary Activity

Report the activity that generated the second largest percentage of the company's gross revenue as of the company's most recent fiscal year. For a Nonbanking Company that has been in operation for less than one year, report the activity that the Reporter expects will generate the second largest percentage of the Nonbanking Company's gross revenue during the Company's first fiscal year. Do not report more than one secondary activity. If the Nonbanking Company does not engage in any activity other than its primary activity, leave this item blank.

Item 17.c Termination of Activity

Report the termination of any previously reported primary or secondary activity.

FRS Legal Authority Code

Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted. If still unsure, consult your organization's legal counsel.

NAICS Activity Code

(North American Industry Classification System (NAICS) Activity Codes) Select a five or six-digit NAICS code from the U.S. Census Bureau's website https://www.census.gov/naics/.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

SPECIFIC INSTRUCTIONS FOR THE

Merger Schedule
FR Y–10

What to Report

Use this schedule to report a merger of a Banking, Savings and Loan, or Nonbanking Company, with a Reporter or with a company in which the Reporter has a previously reported interest, if after the merger the Reporter has a reportable interest in the surviving company. If correcting information previously reported on this schedule, check the box provided for that purpose at the top of the schedule.

Determine the surviving company based upon considerations such as the source of the management of the merged company and the relative asset size of each company involved in the merger, irrespective of the source of the surviving charter. If the merger involves more than one nonsurviving company, file a separate schedule for each nonsurvivor.

Note: The following event types are not reportable on a Merger Schedule:

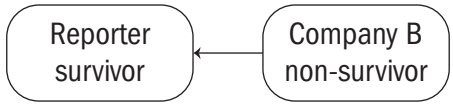
- *The disposition of banking, savings and loan, or nonbanking, subsidiaries of merged (nonsurviving) entities. Complete other FR Y-10 schedules, as appropriate, for these reportable business events.*
- *Banking, savings and loan, or nonbanking, companies that, as a result of a merger, become non-reportable. Changes to the status of these entities should be reported on the appropriate Banking, Savings and Loan, or Nonbanking, Schedule*

Reportable Events

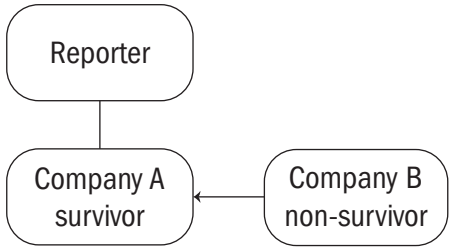
The following are event types reported on this schedule.

Merger Involving the Acquisition of a Company, with Reporter or Reporter Subsidiary as Survivor: In the following examples, Company B is not affiliated with the Reporter before the merger.

Company B merges with and into the Reporter, with the Reporter as the surviving company:



Company B merges with and into Company A, with Company A as the surviving company:

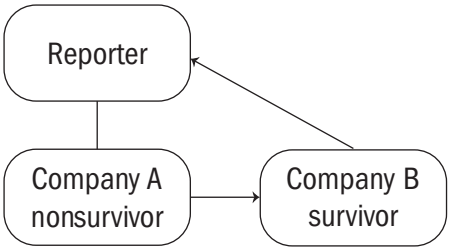


To report these types of events, complete the Merger Schedule.

Note: When reporting a merger, the Reporter (survivor) must report all reportable companies and branches/offices acquired as a result of the merger.

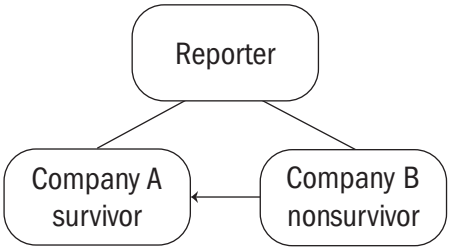
Merger Involving the Acquisition of a Company, with the Company as Survivor: In the following example, Company B is not affiliated with the Reporter prior to the

merger. Company A merges into Company B, with Company B as the survivor, and the Reporter acquires a reportable interest in Company B as a result of the merger.



To report this type of event, complete the Merger Schedule. In addition, complete a Banking, Savings and Loan, or Nonbanking, Schedule, as appropriate, for the surviving company, according to instructions for "Acquisition of a Going Concern."

Internal Merger: In the following example, the Reporter has previously reported interests in both Company A and Company B. Company B merges into Company A, with Company A as the surviving company.

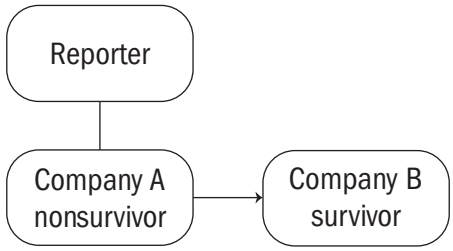


To report this type of event, complete the Merger Schedule.

Non-reportable Events

Mergers Involving an External Transfer:

In the following example, Company B is unaffiliated with the Reporter both before and after the merger. Company A merges with Company B, with Company B as the surviving company.



Do not report this type of merger on this schedule. Instead, report on the Banking, Savings and Loan, or Nonbanking, Schedule as appropriate for the company being transferred (Company A in this case), following the instructions for "External Transfer."

Note: If a bank is the only subsidiary held by a BHC, and the subsidiary bank merges, one of the following events should be reported on the Banking or Merger Schedule, as appropriate: No longer reportable, the BHC liquidated, the BHC was merged, or the BHC was acquired as a lower-tier BHC. Similarly, if a savings association is the only subsidiary held by a SLHC, and the subsidiary savings association merges, one of the following events should be reported on the Savings and Loan Schedule or Merger Schedule, as appropriate: No longer reportable, the SLHC liquidated, the SLHC was merged, or the SLHC was acquired as a lower-tier SLHC.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1 First Full Calendar Date the Nonsurvivor No Longer Exists

All information provided for a particular transaction date or effective date should reflect the structure of the organization on the first full calendar date the nonsurvivor no longer exists.

Item 2 Survivor

Provide the surviving company's current legal name and the location of the company's head office.

Item 3 Nonsurvivor

Provide the nonsurviving company's legal name and the location of the company's head office.

Merger Schedule

Item 4 Did the head office of the nonsurvivor become a branch of the survivor?

Only for a merger involving an insured depository institution organized under U.S. law, check the appropriate box to indicate whether the head office of the nonsurviving company became a branch of the surviving company. If the response is "Yes", submit a Domestic Branch Schedule to indicate the popular name of the branch.

SPECIFIC INSTRUCTIONS FOR THE

4(k) Schedule
FR Y–10

What to Report

Use this schedule to fulfill legal obligations of FHCs under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA to notify the Federal Reserve System within 30 days of commencing a new 4(k) activity by acquiring a controlling interest in a going concern or a de novo company, or making certain large merchant banking or insurance company investments. To determine if a FHC controls a Nonbanking Company, apply the definition of ''control'' found in the Glossary section of these instructions. If the FHC is a Banking Company, apply the definition of ''control'' for purposes of Banking Companies. If the FHC is a Savings and Loan Company, apply the definition of ''control'' for purposes of Savings and Loan Companies.

Note: In some instances a Reporter must complete a Nonbanking Schedule in addition to completing this schedule.

Reportable Events

The following event types are reportable on this schedule.

New Activity Commenced Directly by a FHC or through an Existing Subsidiary: Commencement under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA by a FHC, whether directly or indirectly through an existing subsidiary (or subsidiaries), of an activity not previously engaged in directly or indirectly by the FHC. If a new activity is commenced through more than one subsidiary on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules, as needed. In Item 1.a, check the box next to ''New Activity Commenced Directly by a FHC or through an Existing Subsidiary.'' Report the date of the event in Item 1.b. In Item 2.a, check the box next to the appropriate FRS legal authority code, provide the five or six-digit NAICS activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable.

Note: If commencement of the new activity results in a change to the primary or secondary activity of the FHC or any of its subsidiaries, also report as a ''Change in Activity or Legal Authority'' on the Banking, Savings and Loan, or Nonbanking Schedule, as appropriate, with respect to the relevant FHC or FHC subsidiary.

New Activity Commenced Through Acquisition of a Going Concern: A FHC's acquisition of control of a Nonbanking Company (or companies) pursuant to Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA that also results in the FHC conducting an activity not previously engaged in directly or indirectly by the FHC. To determine if a FHC controls a Nonbanking Company, apply the standard for ''control'' found in the Glossary section of these instructions. If a new activity is commenced through the acquisition of more than one company on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules, as needed. In Item 1.a, check the box next to ''New Activity Commenced Through Acquisition of a Going Concern.'' Report the date of the event in Item 1.b, in Item 2.a check the box next to the appropriate FRS legal authority code, provide the NAICS activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable. **In addition, complete a Nonbanking Schedule(s) for the "Acquisition of a Going Concern."**

New Activity Commenced Through a De Novo Formation: Conducting an activity under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA through a de novo company (or companies) that was not previously engaged in directly or indirectly by the FHC. To determine if a FHC controls a Nonbanking Company, apply the standard for ''control'' found in the Glossary section of these instructions. If a new activity is commenced through the formation of more than one company on the same date, only one 4(k) Schedule is required. If more than three new activities are commenced, complete additional schedules, as needed. In Item l.a check the box next to ''New Activity Commenced Through a De Novo Formation.'' Report the date of the event in Item 1.b. In Item 2.a check the box next to the appropriate FRS legal authority code, provide the NAICS five or six-digit activity code, and provide a description of the activity only if unable to identify a five or six-digit NAICS code corresponding to the new activity. Report additional new activities in Items 2.b and 2.c if applicable. **In addition, complete a Nonbanking Schedule(s) for the "De Novo Formation."**

Note: A previously Reported Activity Commenced through an Existing Company is not reportable on the 4(k) Schedule: A FHC that has filed notice on the 4(k) Schedule that it is engaging in a particular activity pursuant to Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA may subsequently engage in that activity directly, or indirectly through other existing subsidiaries, as authorized under Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA, without filing an additional post-transaction notice on this schedule. However, if commencement of the previously reported activity results in a change to the primary or secondary activity of the FHC or any of its subsidiaries, also report as a ''Change in Activity or Legal Authority'' on the Banking, Savings and Loan, or Nonbanking Schedule, as appropriate, with respect to the relevant FHC or FHC subsidiary.

Large Merchant Banking Investments or Insurance Company Investments as a New Activity: Commencement of large merchant banking activities by a FHC that has not previously engaged directly or indirectly in merchant banking activities, or commencement of insurance company investment activities by a FHC that has not previously engaged directly or indirectly in insurance company investment activities. This may be a ''New Activity Commenced directly or indirectly through an Existing Subsidiary'' or a ''New Activity Commenced Through Acquisition of a Going Concern,'' or a ''New Activity Commenced Through a De Novo Formation,'' and should be reported according to the instructions above for the appropriate event type.

Large Merchant Banking Investments or Insurance Company Investments: A large merchant banking investment or insurance company investment by a FHC is reportable if: a) the FHC directly or indirectly acquires more than 5 percent of a Nonfinancial Company's voting shares or assets or total equity and b) the cost to the FHC exceeds $200 million or 5 percent of the FHC's tier 1 capital, whichever is less. To report, complete the Items 1 through 5 of the Large Merchant Banking or Insurance Company Investments Section. Companies held directly or indirectly by Small Business Investment Companies (SBICs) are not required to be reported on the FR Y-10. However, if a BHC or a FBO that is a FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a merchant banking subsidiary as well as through a SBIC, the entire investment is treated as the large merchant banking investment, and is subject to the reporting criteria.

Note: Large merchant banking and insurance company investments are exempt from reportability on the Banking and Nonbanking Schedules. The initial transaction should be reported on this schedule when the company meets the reporting criteria for the first time

Check box if correction: Check this box at the top of the 4(k) Schedule to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Post-Transaction Notice Section

Item 1.a - Event Type (check one only)

Check the box that best describes the event type being reported:

- New Activity Commenced Directly by a FHC or Through an Existing Subsidiary;
- New Activity Commenced Through Acquisition of a Going Concern; or

- New Activity Commenced Through a De Novo Formation.

Item 1.b Date of Event
Provide the calendar date on which the reportable event legally took effect:

- For a New Activity Commenced Directly by a FHC or Through an Existing Subsidiary, report the date the activity commenced;
- For an Acquisition of a Going Concern, report the date of consummation of the acquisition; or
- For a Formation of a New Company, report the date on which the new company opened for business.

Item 2 New Activities Commenced FRS Legal Authority Code (check one)
Check the box next to the legal authority code under which the new activity is conducted. Consult Appendix A of these instructions and choose the appropriate FRS legal authority code under which this activity is being conducted.

NAICS Activity Codes

North American Industry Classification System (NAICS) Activity Codes) Select a five or six-digit NAICS code from the Census Bureau website (provided below): https://www.census.gov/naics/.

Description of Activity

Provide a text description of an activity only if unable to identify a five or six-digit NAICS code corresponding to the activity.

Large Merchant Banking or Insurance Company Investments Section

A large merchant banking investment or insurance company investment by a FHC is reportable if the FHC directly or indirectly acquires more than 5 percent of a Nonfinancial Company's voting shares or total equity or assets and the cost of the investment to the FHC exceeds 1) $200 million; or 2) 5 percent of the FHC's tier 1 capital, whichever is less.

Item 1.a Event Type (check one only)
Check the box that best describes the event type being reported:

- Initial Investment
- Divestiture (or closure)
- No Longer Reportable
- Name Change

Note: When reporting name changes, items 1 through 3 must be completed.

Item 1.b Date of Event
Provide the calendar date of consummation of the investment transaction.

Item 2 Direct Holder's Name and Location
Provide the legal name, city and county, state/province, and country of the head office of the direct holder of the Reporter's large merchant banking or insurance company investment in the Nonfinancial Company (use the U.S. Postal Service address). If the Reporter holds the investment through more than one direct holder, complete a separate 4(k) Schedule for each direct holder.

Item 3.a Legal Name, City and County, State/ Province, and Country of Nonfinancial Company
Provide the current legal name, city and county, state/ province, and country of the Nonfinancial Company in which the large merchant banking or insurance company investment has been made (use the U.S. Postal Service address).

Item 3.b If Name Change or Correction, Prior Legal Name
In the event of a name change or correction, provide the Nonfinancial Company's previously reported legal name.

Item 3.c Legal Entity Identifier (LEI)
Report the LEI for the Reporter's Large Merchant Banking or Insurance Company Investments in a Nonfinancial Company if one already exists. If the Nonfinancial Company does not have a LEI, it is not required to obtain one. Refer to the Glossary entry for "Legal Entity Identifier" for further information.

4k Schedule

Item 4 Direct Holder's Investment in Nonfinancial Company

Report the percentage amount of voting securities, percentage of total equity, or percentage of assets, as applicable, to represent the direct holder's investment in the Nonfinancial Company. Report the percentage rounded down to the nearest whole percentage. For example, a percentage of 61.75 should be reported as 61.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51; or if the percentage is greater than 0 but less than 1, report the percentage as 1.

Item 5 Initial Aggregate Cost of Investment to the FHC (in millions of U.S. dollars)

Report the initial aggregate cost of the FHC's investment, in millions of U.S. dollars, rounded down to the nearest million.

SPECIFIC INSTRUCTIONS FOR THE

Domestic Branch Schedule
FR Y–10

What to Report

Use this schedule to report the following information for: 1) domestic branches and offices (hereafter referred to as branches) of any domestic depository institution (including banking Edge and agreement corporations) that is a subsidiary, directly or indirectly, of a top-tier BHC[1], or a top-tier SLHC or 2) domestic branches of a state member bank or a banking Edge or agreement corporation that is not affiliated with a BHC.

The following branch events are reportable:

- Initial opening of a branch;
- Acquisition of branches through a merger or absorption, failure or through a purchase and assumption;
- Sale of branches to another depository institution;
- Changes to the popular name, service type, location, or other reportable characteristics of a branch;
- Closure of a branch;
- Deletion of erroneously reported branch/office; or
- Changes to previously reported information.

Note: Report branches acquired through a failure under "Purchase of Branches."

For purposes of this schedule, a domestic branch is defined as: 1) a branch located in the fifty states of the United States, which is a branch of a U.S. depository institution; or 2) a branch located in the U.S. territories, which is located in the same territory as their head office depository institution. For example: A Puerto Rican branch of a Puerto Rican bank is considered domestic and should be reported on this schedule.

Also, a branch located in the fifty states of the U.S., of a Puerto Rican bank should be reported on this schedule.

For purposes of this schedule, a branch is any location or facility of a domestic depository institution, including the main office, where any of the following occur: accounts are opened, deposits are accepted, checks are paid or loans are granted. The designated head office must have a branch at its location in order to be considered a branch. Reportable branches include, but are not limited to: brick and mortar locations, drive-in facilities, mobile/seasonal offices, offices on domestic or foreign military bases of government installations, paying or receiving stations or units (not stand-alone automated teller machines (ATMs)), and Internet and Phone Banking locations where a customer can open accounts, make deposits or borrow money.

Note: A branch does not include Administrative offices, Loan Production offices, Consumer Credit offices, stand- alone ATMs, Contractual offices, Customer Bank Communications Terminals (CBCT) and Electronic Fund Transfer Units (EFTU).

Exclusions:

- Address changes that result from changes in street names or zip codes, with no actual change in the physical location of the branch; and
- Relocations of less than 1,000 feet, if the move does not involve a change of county.

The date reported for the opening of a branch should reflect the actual opening date. For branches newly acquired by the reporting head office through a merger or acquisition, report the date the event occurred.

A Reporter may choose to separately provide an attachment listing each of the branches acquired in a merger or absorption. Reporters that choose to use an

1. This schedule should not be submitted for U.S. chartered depository institutions owned directly by a FBO.

attachment to report the acquisition of branches through a merger or absorption (as reported on the Merger Schedule) must contact the appropriate Federal Reserve Bank for further instructions on the format of the attachment.

When to Report

Information must be received at the appropriate Federal Reserve Bank within 30 calendar days of the occurrence of a reportable event. Reporters may choose to file all reportable events occurring in a month at one time (for example, at month-end) as long as each reportable event is received within 30 calendar days of its occurrence.

Check box if correction: Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided.

Item 1.a – Event Type

Check all the event type box(es) that apply. Do not report events that occur on separate dates on the same schedule.

- Opening (De Novo);
- Purchase of Branches;
- Acquisition of Branches Through Merger/Absorption;
- Sale of Branches;
- Closure;
- Relocation;
- Popular Name Change;
- Change in Service Type;
- Deletion of Erroneously Reported Branch/Office; or
- If Other, please describe event type. (If none of the listed event types adequately describes the reportable event, check the box next to "Other, please describe event type," and provide a text description in the space provided.)

Item 1.b – Date of Event

Provide the calendar date on which the reportable event took legal effect.

Characteristics Section

Item 2 – Check Applicable Service Type

Check the box that best describes the service type of the branch:

- **Full Service** - A branch that accepts deposits, makes loans, opens/closes accounts, has a loan officer and full-time staff on site, maintains normal hours, and may have safe deposit facilities on site. The site may be owned or leased by the institution or located in a retail facility such as a supermarket.
- **Limited Service** - A branch that accepts deposits and payments; however, it may not offer other services. Examples include a Military Facility that operates on a military base for the sole purpose of cashing military and government payroll checks, a drive-through facility that can accept deposits and make payments but may not offer other services, a mobile/seasonal or otherwise temporary branch that may not have a fixed location or is only open for a limited period, or a limited service facility located in a retail establishment.
- **Trust**- An office that only conducts trust activities and does not accept deposits.
- **Electronic Banking** - A facility with phone, PC, and/or website services through which customers can open accounts, apply for loans, make fund transfers into accounts and other types of electronic transactions from a remote location.

Item 3.a – Popular Name

Provide the popular name of the branch being reported. Please include the word mobile in the popular name of a mobile office. Each popular name in the branch structure should be unique.

Item 3.b – Prior Popular Name

Provide the prior popular name, if reporting a name change.

Item 4.a – Current Address (Physical Location)

Use the U.S. Postal Sevice address to provide the current street address, city, county, state, country, and zip/postal code for the branch. The location reported should be the physical location of the branch, which is not necessarily its mailing address. Do not use a post

office box as the street address. Report the nine-digit zip code, if available. When reporting the current address for an Electronic Banking branch, use the address of the operations center that performs the back room operations associated with this activity. When reporting the current address for a mobile branch, use the address of the main office. To determine the appropriate address to report, please see the definition of physical location found in the Glossary.

Item 4.b – Previous Address (if changes have occurred)

In the event of relocation or correction, use the U.S. Postal Service address to provide the prior street address, city, county, state, country and zip/postal code of the branch.

Item 5 – Head Office Legal Name and Location

Use the U.S. Postal Service address to provide the legal name of the head office, and its current location: city, state, country, and zip/postal code. Changes to head office information should be reported on the Banking or Savings and Loan Schedule, as appropriate.

Item 6 – Branch Sales or Purchases

Provide the name and address of the depository institution that either sold the branches to your organization or purchased the branches from your organization as reported in Item 1.a, Event Type.

Also, in the applicable space, provide the number of branches only when reporting the following types of transactions:

- Sale of branches through a partial purchase and assumption transaction; or
- Purchase of branches through a partial purchase and assumption transaction.

For purposes of reporting the Domestic Branch Schedule, a partial purchase and assumption transaction is defined as the sale or purchase of one or more branches, but not all branches, to or from another depository institution. For example, Bank A is engaging in a partial purchase and assumption transaction when it sells three of its six branches to Bank B.

A Reporter may choose to separately provide an attachment listing each of the branches sold or purchased through a partial purchase and assumption transaction. Reporters that choose to report these types of transactions using an attachment must contact the appropriate Federal Reserve Bank.

SPECIFIC INSTRUCTIONS FOR THE

Foreign Branch of U.S. Banking Organizations Schedule
FR Y-10

What to Report

Use this schedule to report the following changes in organizational structure:

- The initial opening of foreign[1] branches of U.S. banking organizations and of banks located in the U.S. territories. This includes branches of:
  - —member banks;
  - —Edge or agreement corporations; or
  - —bank holding companies
- It also includes branches of foreign subsidiaries of the above if located in a different foreign country than the foreign subsidiary;
  - —Changes to the location or other reportable characteristics of the branches listed above; or
  - —Closing and surrender of licenses of a reportable branch.

The date reported for the opening of an office should reflect the actual opening date. For purposes of this schedule, the actual opening date occurs when the first accounting entry is made. For offices newly acquired by the reporting head office through a merger or acquisition, report the opening date as the date the office was acquired.

1. Foreign or foreign country refers to one or more foreign nations, and includes the overseas territories, dependencies, and insular possessions of those nations and of the United States and the Commonwealth of Puerto Rico. (Section 211.2(i) of Regulation K.) With respect to territorial banks, report on this schedule information about branches located outside the country of the head office. For example: A Puerto Rican branch of a non Puerto Rican head office (located in the fifty states of the U.S. or another territory) should be reported on this schedule. Also, a branch of a Puerto Rican head office, that is not located in either the fifty states of the U.S. or within Puerto Rico, should be reported on this schedule.

Include any branch that, although inactive, continues to retain its license.

Note: For purposes of this schedule, an inactive foreign branch is reportable until it surrenders its banking license.

Check box if correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Item 1.a Event Type (check all that apply)

Check the box that best describes the event type being reported:

- Opening;
- Closure;
- Relocation; or
- Other, please describe event type.

Item 1.b Date of Event

Item 2 Office Type

Check the box that best describes the office type being reported:

- Full-Service Branch;
- Shell Branch; or
- Other (i.e., foreign office of a U.S. nonbank entity or a foreign subsidiary)

Item 3 Date of Board Consent or Prior Notification (if applicable)

Provide the date of the Board consent or prior notification to establish this branch.

Note: This item is only applicable when reporting the opening of a foreign branch.

Foreign Branch of U.S. Banking Organizations Schedule

Item 4 Popular Name
Provide the popular name of the office being reported.

Item 5.a Current Address (Physical Location)
Provide the current street address, city, province, country, and zip/postal code for the office. The location reported should be the physical location of the office which is not necessarily its legal location. Do not use a post office box as the street address.

Item 5.b Previous Address (if changes have occurred)
In the event of relocation or correction, provide the prior street address, city, province, country, and zip/postal code of the office.

Item 6 Head Office Legal Name and Location
Provide the legal name of the head office and its current location: city, state, country, and zip/postal code.

SPECIFIC INSTRUCTIONS FOR THE

Branch, Agency, and Representative Office of Foreign Banking Organizations (FBOs) Schedule (BARO Schedule) FR Y-10

What to Report

Use this schedule to report the following changes in organizational structure:

- The initial opening of U.S. branches, agencies, and representative offices, including managed non-U.S. branches of FBOs;
- The initial opening of U.S. representative offices of foreign bank subsidiaries of FBOs whose only U.S. presence is through the representative office;
- The initial licensing of a U.S. branch or agency that is required to file the FFIEC 002 report and has not yet opened for business;
- Changes to the location or other reportable characteristics of the offices listed above; or
- Closing and surrender of licenses of a reportable office.

The date reported for the opening of an office should reflect the actual opening date. For purposes of this schedule, the actual opening date occurs when the first accounting entry is made. For offices newly acquired by the reporting head office through a merger or acquisition, report the opening date as the date the office was acquired.

Include any entity that, although inactive, continues to retain its license.

Check box if correction: Check this box to indicate that previously reported information is incorrect and should be corrected with the information provided.

Item 1.a Event Type (check all that apply)

Check the box(es) that best describes the event type(s) being reported:

- Opening;
- License Issued;
- Relocation;
- Change in Office Type;
- Became Inactive;
- License Surrendered;
- Commenced Activities Through Managed Non-U.S. Branch
- Ceased Activities Through Managed Non-U.S. Branch; or
- Other, please describe event type.

Item 1.b Date of Event

Provide the calendar date on which the reportable event took legal effect.

Item 2 Office Type (including Managed Non-U.S. Branches)

Check the box that best describes the office type being reported:

- Branch;
- Agency; or
- Representative Office

Item 3 Popular Name

Provide the popular name of the office being reported.

Item 4.a Current Address

Use the U.S. Postal Service address to provide the current street address, city, county (if applicable), state, country, and zip/postal code for the office. The location reported should be the physical location of the office which is not necessarily its legal location. Do not use a

post office box as the street address. Report the nine-digit zip code, if available.

Item 4.b Previous Address (if changes have occurred)
In the event of relocation or correction, provide the prior street address, city and county (if applicable), state, country, and zip/postal code of the office. Do not use a post office box as the street address. Report the nine-digit zip code, if available.

Item 5 Head Office Legal Name and Location
Provide the legal name of the head office and its current location: city, province, country, and zip/postal code.

Glossary
FR Y-10

Affiliate

A company that controls, is controlled by, or is under common control with another company.

Administrative Office

An office that administers transactions but does not engage in banking activities that would be associated with branch banking such as accepting deposits and cashing checks.

Agreement Corporation

A state-chartered corporation that has entered into an agreement or understanding with the Federal Reserve Board under the provisions of Section 25 of the Federal Reserve Act to limit its banking activities to those permitted to an Edge corporation.

Appropriate Federal Reserve Bank

Unless otherwise determined by the Board:

(1) for a bank holding company (or a company applying to become a bank holding company), the Reserve Bank of the Federal Reserve District in which the company's banking operations are principally conducted, as measured by total domestic deposits in its subsidiary banks on the date it became (or will become) a bank holding company;

(2) for a savings and loan holding company (or a company applying to become a savings and loan holding company), the responsible Reserve Bank;

(3) for a foreign banking organization that has no subsidiary bank and is not a bank holding company, the Reserve Bank of the Federal Reserve District in which the total assets of the organization's United States branches, agencies, commercial lending companies, and Edge and agreement corporations are the largest as of the date it became (or will become) a foreign banking organization (12 CFR § 225.3(b)); or

(4) for an unaffiliated state member bank, a nationally chartered bank, or an Edge or agreement corporation, the Federal Reserve District in which it is physically located.

Authorized Official

An officer of the Reporter who has the authority to: make representations, present factual information, and legally bind the Reporting organization with respect to the information set forth in the Report.

Bank

Any of the following, subject to the exception noted below:

(1) Any national bank or state-chartered bank (including any former savings association), the deposits of which are insured in accordance with the provisions of the Federal Deposit Insurance Act; or

(2) Any institution organized under federal law or the laws of any U.S. state or territory that both -

a. Accepts demand deposits or deposits that the depositor may withdraw by check or similar means for payment to third parties or others; and
b. Is engaged in the business of making commercial loans.

Exception: The term "bank" does not include institutions that are exempt from the BHC Act definition of bank under 12 U.S.C. § 1841(c)(2), such as savings associations, limited purpose trust companies, credit unions, limited purpose credit card banks, and industrial loan companies. See separate Glossary entry for State Savings Bank 10(l) Election.

Bank Holding Company (BHC)

Any company that has control over any bank or over any company that is or becomes a bank holding company by virtue of the BHC Act, unless exempt from the BHC Act definition of bank holding company under 12 U.S.C. § 1841(a)(5).

Banking Company

A bank organized under U.S. law, a bank holding company, or foreign banking organization.

Banking Offices

Foreign branches of member banks, BHCs, Edge and agreement corporations and their foreign investment subsidiaries (other than in the country of incorporation), managed non-U.S. branches of FBOs, and U.S. branches, agencies, and representative offices of FBOs.

Bearer Security

Any security that is not registered to a particular party on the books of the issuing company, but may or may not be registered with the appropriate regulatory agency, and therefore, all rights associated with the security are assigned to the party that is in possession of the security.

BHC Act

The Bank Holding Company Act of 1956, as amended (12 U.S.C. § 1841 et seq.).

Commercial Lending Company

Any organization, other than a bank or an Agreement Corporation, organized under the laws of any state that maintains credit balances permissible for an agency and engages in the business of making commercial loans. This definition includes any company chartered under Article XII of the banking law of the State of New York (12 CFR § 211.21(g)).

Company

(1) For purposes of Banking Companies, Company means any corporation, partnership, business trust, association, or similar organization, or any other trust unless by its terms it must terminate within twenty-five years or not later than twenty-one years and ten months after the death of individuals living on the effective date of the trust. Exception: the definition of "Company" does not include any company the majority of shares of which are owned by the United States or by any state, nor does it include qualified family partnerships as defined in 12 U.S.C. § 1841(o)(10).

(2) For purposes of Savings and Loan Companies, Company means any corporation, partnership, trust, joint-stock company, or similar organization. Exception: the definition of "Company" does not include any company the majority of the shares of which are owned by the United States or by an instrumentality of the United States or any state.

Consolidated Financial Statements

Statements that present the results of operations and the financial position of a parent company and its subsidiaries as if the group were a single company with one or more branches or divisions, after giving effect to the elimination of inter- company balances and transactions.

Consumer Credit Office

An office that provides only consumer credit services to customers.

Contractual Office

An office that performs no banking type transactions; however, staff provide remedial services to clients.

Glossary

Control

For purposes of Banking Companies, Company A controls Company B if any of the following are true:[1]

- Company A controls 25 percent or more of any class of voting securities of Company B.[2]
- Company A elects a majority of Company B's board of directors, trustees, general partners, or others with similar management responsibilities under the company's organizing documents.
- Company A is a general partner, managing member, or trustee of Company B; or
- In certain situations, where Company A acquires all or substantially all of Company B's assets. In addition, Company A generally is deemed to control Company B. Company A would be presumed to control Company B under any of the presumptions of control in subpart D of the Board's Regulation Y (12 CFR part 225, subpart D) or if staff at the Board or the appropriate Federal Reserve Bank has informed the Reporter that, for purposes of the FR Y-6, Y-7, and Y-10, Company A is deemed to control Company B. A Reporter can contact Federal Reserve staff if there are questions about whether Company A would be considered to control Company B under this definition.

For purposes of Savings and Loan Companies, Company A controls Company B if any of the following are true:[3]

- Company A controls more than 25 percent of any class of voting securities of Company B, or has contributed more than 25 percent of the capital of Company B.[4]
- Company A elects a majority of Company B's board of directors, trustees, general partners, or others with similar management responsibilities under the company's organizing documents.
- Company A is a general partner, managing member, or trustee of Company B; or
- In certain situations, where Company A acquires all or substantially all of Company B's assets.

  In addition, Company A is generally deemed to control Company B. Company A would be presumed to control Company B under any of the presumptions of control in subpart C of the Board's Regulation LL (12 CFR part 238, subpart C) or if staff at the Board or the appropriate Federal Reserve Bank has informed the Reporter that, for purposes of the FR Y-6, Y-7, and Y-10, Company A is deemed to control Company B. A Reporter can contact Federal Reserve staff if there are questions about whether Company A would be considered to control Company B under this definition.
- Notwithstanding any other provision of this definition of "control," a bank holding company or savings and loan holding company is not required to treat a company as controlled if either (i) the relationship between the reporting company and the other company was reviewed by Federal Reserve System staff prior to September 30, 2020, and was not determined to constitute control, or (ii) the relationship between the reporting company and the other company was reasonably determined not to constitute control by the reporting company at the time the relationship was established.

Cooperative Bank HOLA 10(l) Election

A cooperative bank that has complied with the Qualified Thrift Lender (QTL) test and has elected under Section 10(l) of the HOLA to be treated as a savings association and not a bank.

1. As used in this definition of control only, control by Company A of shares or an interest refers to Company A's control in the aggregate of shares or interests held directly by Company A and indirectly by Company A through one or more subsidiaries. Other references to Company A in this definition refer to Company A acting directly or indirectly through any of its subsidiaries.

2. Definitions of "voting securities," "nonvoting shares," and "class of voting shares," are provided in the Glossary.

3. As used in this definition of control only, control by Company A of shares or an interest refers to Company A's control in the aggregate of shares or interests held directly by Company A and indirectly by Company A through one or more subsidiaries. Other references to Company A in this definition refer to Company A acting directly or indirectly through any of its subsidiaries.

4. Definitions of "voting securities," "nonvoting shares," and "class of voting shares," are provided in the Glossary.

Glossary

Covered Savings Association

A Federal savings association that has elected to operate as a covered savings association (CSA) pursuant to section 5A of the Home Owners' Loan Act, 12 U.S.C. § 1464a(b), and 12 CFR 101.3. A CSA is treated as a national bank for most purposes but is treated as a federal savings association for the purposes enumerated under section 5A of HOLA. *See* Federal Reserve Board - Frequently Asked Questions About Covered Savings Associations at https://www.federalreserve.gov/supervisionreg/legalinterpretations/covered-savings-associations-frequently-asked-questions.htm.

Customer Bank Communications Terminals

These terminals are similar to ATM machines.

De Novo

A newly chartered bank or company, a newly opened branch or office, or a newly commenced activity.

Depository Institution

An institution defined in 12 CFR § 225.2(t) or 12 CFR § 204.2(m)(1).

Directly/Indirectly

Directly - An entity that conducts activities or makes investments on its own, and not through any of its subsidiaries, is considered to conduct those activities and make those investments directly.

Indirectly - An entity that conducts activities and or makes investments through any of its subsidiaries is considered to conduct those activities and make those investments indirectly.

Director

A director shall mean a member of either the managing or supervisory board.

Edge Corporation

A corporation chartered under Section 25A of the Federal Reserve Act to engage in international banking and financial operations.

Electronic Funds Transfer Units

These are physical units that perform limited banking type transactions.

Employee Stock Ownership Plan (ESOP)

A stock ownership plan whereby employees purchase shares of their company's stock.

Financial Holding Company (FHC)

A BHC, SLHC, or FBO that effectively has elected to be or be treated as a financial holding company and therefore, may conduct activities as outlined in Section 4(k) of the BHC Act or Section 10(c)(2)(H) of HOLA.

Financial Subsidiary

A subsidiary of a commercial bank, as defined in Section 121 of the Gramm-Leach-Bliley Act of 1999, 12 CFR § 208.77(e), or Section 46 of the Federal Deposit Insurance Act.

Foreign Bank

An organization that is organized under the laws of a foreign country and that engages directly in the business of banking outside the United States. The term foreign bank does not include a central bank of a foreign country that does not engage or seek to engage in a commercial banking business in the United States through an office. (12 CFR § 211.21(n))

Foreign Banking Organization (FBO)

A foreign bank that operates a branch, agency, or commercial lending company subsidiary in the United States, controls a bank organized under U.S. law, or controls an Edge or agreement corporation, and any company of which a foreign bank is a subsidiary.

Glossary

Foreign Investment

An investment made or interest acquired in a company pursuant to Subparts A or C of Regulation K (12 CFR § 211).

Functionally Regulated Subsidiary

Any subsidiary that is not a BHC, SLHC, or a depository institution and is regulated by one of the following domestic regulators: State securities department, State insurance commissioner, SEC, or CFTC. Companies subject to functional regulation are:

(1) a broker or dealer registered under the Securities and Exchange Act of 1934;

(2) 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;

(3) an investment company that is registered under the Investment Company Act of 1940;

(4) 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

(5) a company that is subject to regulation by the Commodity Futures Trading Commission, with respect to the commodities activities of such company and activities incidental to such commodities activities.

See 12 U.S.C. § 1844(c)(2)(B).

Note: Companies may be required to be registered with the SEC due to their publicly held status without necessarily qualifying as functionally regulated by the SEC as a securities broker-dealer, investment adviser, investment company, or company that engages in commodity futures trading.

HOLA

The Home Owner's Loan Act (12 U.S.C. 1461 et seq.)

Insurance Company

A company licensed to sell insurance products or to underwrite or reinsure insurance products either for coverage of third-parties or for the self-insurance programs of a bank holding company, savings and loan holding company, and their affiliates.

Insured Depository Institution

An insured depository institution, for purposes of this report, includes any state bank, national bank, trust company, or banking association and any institution the deposits of which are insured by the Federal Deposit Insurance Corporation ("FDIC"), including savings association (but does not include insured branches of a foreign bank).

Legacy Unitary Savings and Loan Holding Company (LUSLHC)

A company that meets and continues to meet the requirements of section 10(c)(9)(C) of the Home Owners' Loan Act, 12 U.S.C. § 1467a(c)(9)(C).

Legal Authority Code

A code designated by the Federal Reserve Board (see Appendix A), used to describe the authority for which an activity is being conducted.

Legal Entity Identifier (LEI)

The LEI is a 20-character alphanumeric code that is universal and uniquely corresponds to a single legal entity (ISO 17442:2012).

Limited Charter Bank

A bank that offers only a narrow product line (such as credit cards or motor vehicle loans) for which a designation as a limited charter bank is in effect. To be considered a limited charter bank, a bank needs to request such designation and receive approval from its primary regulator in accordance with the provisions listed in the CRA regulation (12 CFR § 25.25).

Limited Partnership

A partnership that has one or more partners who are liable for the partnership's debts, liabilities, and other obligations (general partners) and one or more partners who are not liable for the partnership's debts, liabilities, and other obligations (limited partners).

Limited Liability Company

A company organized pursuant to a limited liability company provision under state law in which none of the members are liable for the company's debts, liabilities, or other obligations.

Limited Liability Partnership

A partnership in which none of the partners are liable for the partnership's debts, liabilities, and other obligations.

Limited Liability Limited Partnership

A limited partnership that is also a limited liability partnership. Such a partnership has general partners, who manage the partnership, and limited partners, who have no management role, and none of the general or limited partners are liable for the partnership's debts, liabilities, or other obligations.

Loan Production Office

A banking office that takes loan applications and arranges financing for corporations and small businesses, but does not accept deposits. Loan applications are subject to approval by the lending institution.

Managed Non-U.S. Branch

A banking branch of a FBO that is located outside the United States but is managed or controlled by a branch or agency of that FBO that is located in the United States.

Merchant Banking

The activity of acquiring or controlling any amount of shares, assets, or ownership interests of a company or other entity that is engaged in any activity not otherwise authorized for a financial holding company under Section 4 of the BHC Act. Merchant banking activities must be conducted in accordance with Subpart J of Regulation Y (12 CFR § 225.170).

Multiple Direct Holders

Companies under the common control of a Reporter that all hold direct interests in another company, and together hold a controlling interest in that company.

NAICS Activity Code

Use the North American Industry Classification System (NAICS) Activity Codes for commonly reported activities and select the code that best describes the activity being reported. Select a five- or six-digit NAICS code from the U.S. Census Bureau's website: https://www.census.gov/naics/

Nonbanking Company

Any company other than a bank, savings association, BHC, SLHC, or FBO as those terms are defined in this Glossary or in Section 2(c) of the BHC Act (12 U.S.C. § 1841(c)). Nonbanking companies include finance companies; and certain institutions that function solely in a fiduciary capacity, as described in Section 2(c)(2) of the BHC Act (12 U.S.C. § 1841(c)(2)).

Nonbearer Security

Any security that is registered to a particular party on the books of the issuing company. The issuer of the nonbearer security is required to maintain a record of ownership of the security.

Nonfinancial Company

A nonfinancial company is a company that is engaged in any activity that has not been determined to be financial in nature or incidental to a financial activity under section 4(k) of the BHC Act (12 U.S.C. 1843(k)). Examples of activities that are considered nonfinancial in nature are: Telecommunications, Health Care, Entertainment, Transportation, and Manufacturing.

Nonvoting Securities

Common shares, preferred shares, limited partnership interests, limited liability company interests, or similar interests, are nonvoting securities if:

- any voting rights associated with the shares or interests are limited solely to the type customarily provided by statute with regard to matters that would significantly and adversely affect the rights or preference of the security or other interest, such as the issuance of additional amounts or classes of senior securities, the modification of the terms of the security, the dissolution of the issuing company, or the payment of dividends by the issuing company when preferred dividends are in arrears;
- the shares or interest represent an essentially passive investment or financing device and do not otherwise provide the holder with control over the issuing company; and
- the shares or interest do not entitle the holder, by statute, charter, or in any manner, to select or to vote for the selection of directors, trustees, or partners (or persons exercising similar functions) of the issuing company; except that limited partnership interests or membership interests in limited liability companies are not voting securities due to voting rights that are limited solely to voting for the removal of a general partner or managing member (or persons exercising similar functions at the company) for cause, to replace a general partner or managing member (or persons exercising similar functions at the company) due to incapacitation or following the removal of such person, or to continue or dissolve the company after removal of the general partner or managing member (or persons exercising similar functions at the company).

Physical Location

The address at which the main office of the entity is physically located, which is not necessarily the entity's legal location or place of incorporation. It is not an e-mail address or a post-office box. If the entity does not have a main office (e.g., shell companies, mutual funds), then the location where the main activities and operations are performed and managed should be used.

Qualifying Foreign Banking Organization (QFBO):

A foreign banking organization (FBO), more than half of the worldwide business of which is banking and more than half of the banking business of which is conducted outside the United States, such that the FBO meets the requirements of Section 211.23(a) of Regulation K (12 CFR 211.23(a)). In general, a FBO that fails to meet these requirements for two consecutive years ceases to be a QFBO, under Section 211.23(d) of Regulation K (12 CFR 211.23(d)).

Representative Office

Any place of business of a foreign bank, located in any state within the United States, that is not a branch or agency of a foreign bank (12 U.S.C. § 3101(15)).

Savings Association

Any of the following:

(1) any Federal savings association;

(2) any State savings association; and

(3) any corporation (other than a bank) that the Board of Directors of the Federal Deposit Insurance Corporation and the Comptroller of the Currency jointly determine to be operating in substantially the same manner as a savings association.

Federal savings association. The term "Federal savings association" means any Federal savings association or Federal savings bank which is chartered under section 5 of the Home Owners' Loan Act, 12 U.S.C. § 1464.

State savings association. The Term "State savings association" means –

(4) any building and loan association, savings and loan association, or homestead association; or

(5) any cooperative bank (other than a cooperative bank which is a state bank (as defined in 12 U.S.C. § 1813 (a)(2))), which is organized and operating according to the laws of the state (as defined in 12 U.S.C. § 1813(a)(3)) in which is chartered or organized.

Glossary

Unless otherwise defined in this document, all terms above have the same meaning as defined in the Federal Deposit Insurance Act, 12 U.S.C. § 1811, *et seq*.

Savings and Loan Company

A savings association organized under U.S. law or a Savings and Loan Holding Company (SLHC).

Savings and Loan Holding Company (SLHC)

Any company that directly or indirectly controls a savings association or that controls any other company that is a savings and loan holding company, unless excluded from the Home Owners' Loan Act definition of savings and loan holding company under 12 U.S.C. § 1467a(a)(1)(D)(ii).

Shell Branch

A limited service branch that does not conduct transactions with residents, other than with other shell branches, in the country in which they are located. Transactions at shell branches are usually initiated and effected by their head office or by other related branches outside the country in which the shell branches are located with records and supporting documents maintained at the initiating offices. Examples of such locations are the Bahamas and the Cayman Islands.

State Member Bank (SMB)

A state-chartered bank that is a member of the Federal Reserve System.

State Savings Bank HOLA 10(l) Election

A State savings bank that has complied with the Qualified Thrift Lender (QTL) test and has elected under Section 10(l) of the HOLA to be treated as a savings association and not a bank.

Subsidiary

For purposes of this form, a subsidiary is a company or bank that is controlled by another company, as control is defined above in this Glossary.

Tiered Reporter

A BHC, SLHC, FBO, or FHC that has a controlling interest in another BHC, SLHC, FBO, or FHC.

Ultimate Parent

A top-tier company that is not a subsidiary of any other company.

Unaffiliated State Member Bank (Unaffiliated SMB)

A state member bank that is not a subsidiary of a BHC, SLHC, FHC, or FBO.

U.S. Branches and Agencies of Foreign Banks

Branches and agencies of FBOs that operate as a U.S. office of their foreign parent bank. The branch or agency may be licensed by the U.S. government, or by a state of the United States.

- A branch is "any office or any place of business of a foreign bank located in any State of the United States at which deposits are received." (12 U.S.C. § 3101(3)).
- An agency is "any office or any place of business of a foreign bank located in any state of the United States at which credit balances are maintained incidental to or arising out of the exercise of banking powers, checks are paid, or money is lent but at which deposits may not be accepted from citizens or residents of the United States." (12 U.S.C. § 3101(1)).

U.S. Intermediate Holding Company (IHC)

A company defined in 12 CFR § 252.2(y).

Voting Securities

Shares of common or preferred stock, general or limited partnership shares or interests, or similar interests if the shares or interests, by statute, charter, or in any manner, entitle the holder:

- To vote for or to select directors, trustees, or partners (or persons exercising similar functions of the issuing company); or

- To vote on or to direct the conduct of the operations or other significant policies of the issuing company.

Class of Voting Securities - Shares of stock issued by a single issuer are deemed to be the same class of voting shares, regardless of differences in dividend rights or liquidation preference, if the shares are voted together as a single class on all matters for which the shares have voting rights (other than voting rights described above in the first bullet of the definition of nonvoting shares).

Appendix A
FR Y–10

Federal Reserve Board Legal Authority Codes

Note: Appendix A contains codes that apply to both domestic and foreign organizations and codes that apply only to foreign organizations. Therefore, not all codes will be applicable to all Reporters. Unless otherwise noted, all section references are to the Bank Holding Company Act (12 U.S.C.§ 1841 et seq.).

Code	Provision
7	Section 3—Acquisitions of shares of or mergers with a bank holding company, or acquisition of shares or control of a bank.
10	Section 25 or 25A of the Federal Reserve Act (12 U.S.C.§§ 601-604(a) and 611-631) Establishment of a foreign branch; investment in a foreign bank; establishment of an Edge or agreement corporation; or an investment made or activity conducted by an Edge or agreement corporation in accordance with subpart A of the Board's Regulation K (12 CFR §§ 211.1 through 211.10).
14	Section 4(c)(i)/(ii)—Engaging in nonbanking activities in reliance on the exemptions of section 4(c)(i)/(ii) of the BHC Act. This code only may be used by the tax-exempt labor, agricultural, and horticultural organizations and the family-owned bank holding companies described in section 4(c)(i)/(ii).
17	Section 4(c)(1)—Servicing and safe deposit activities that are permissible without Board approval.
22	Section 4(c)(5)—An investment by a bank holding company or its nonbank subsidiary if the investment specifically is authorized by federal statute for a national bank. Shares held under this authority must be of the kinds and amounts explicitly described by federal statute as permissible for investment by a national bank.
24	Section 4(c)(7)—Ownership or control of the shares of an investment company whose only activity is acquiring up to 5 percent of the voting share of a company or companies.
26	Section 4(c)(8)—Nonbanking activities determined to be closely related to banking and permissible upon compliance with applicable notice procedures.
44	Section 4(c)(9)—Owning or controlling voting shares of a company that is not engaged, directly or indirectly, in any activities in the United States other than those that are incidental to the international or foreign business of such company, in accordance with section 211.23(f)(3) of the Board's Regulation K (12 CFR 211.23(f)(3)).
57	Section 4(c)(14)—Owning shares of any company that is an export trading company in accordance with subpart C of the Board's Regulation K (12 CFR §§ 211.31-211.34).
62	Section 4(c)(13)—An investment in a foreign company, other than one described in Legal Authority Code 10.
68	Section 8(c) of the International Banking Act (12 U.S.C. § 3106)—Engagement in nonbanking activities after a certain period by foreign banking organizations.
104	A subsidiary of a state or national bank, other than a financial subsidiary described in Legal Authority code 314.
311	Section 4(k)(1)(A)/4(k)(4)/4(k)(5)—Activities determined by statute or by the Board to be financial in nature or incidental to a financial activity.
312	Section 4(k)(1)(B)—Activities determined by the Board to be complementary to a financial activity.
314	Section 46 of the Federal Deposit Insurance Act and Section 5136A of the National Bank Act—A financial subsidiary that a bank establishes under one of these provisions and that may conduct certain financial activities in addition to activities the bank may conduct directly.

Appendix A

Code	Provision
411	Section 10(c)(2)(F) of the Home Owners' Loan Act—Activities in accordance with section 238.54 of the Board's Regulation LL (12 CFR 238.54) that are permissible for a bank holding company to conduct under regulations that the Board has promulgated pursuant to section 4(c) of the BHC Act; and activities in accordance with section 238.53 of the Board's Regulation LL (12 CFR 238.53).
412	Section 10(c)(9)(C) of the Home Owners' Loan Act - Engaging in activities that are otherwise impermissible in reliance on section 10(c)(9)(C) of the Home Owners' Loan Act.
413	Section 10(c)(2)(H) of the Home Owners' Loan Act—Activities permissible for a financial holding company to conduct under section 4(k) of the BHC Act.
999	Provision allowing for a legacy exemption not elsewhere classified.