
Instructions for the Supplement to the Report of Changes in Organizational Structure FR Y-10S

General Instructions

Purpose and Overview

The Federal Reserve needs information from banking companies that are subject to filing reports with the Securities and Exchange Commission (SEC), that must comply with section 404 of Sarbanes–Oxley (SOX 404), or that have securities issued that have been assigned Committee on Uniform Security Identification Procedures (CUSIP) numbers.

Schedule A collects information regarding the requirements to file annual and other periodic reports with the SEC pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934 and whether or not an entity must comply with SOX 404. Schedule B collects CUSIP information.

While the cover page is used for both Schedule A and Schedule B, each schedule is separate and distinct. Schedule A pertains to the reporter and all subsidiaries, while Schedule B pertains to the reporter and certain subsidiaries. Note: A subsidiary is defined as a company or bank in which another company owns, controls,¹ or holds with power to vote 25 percent or more of the outstanding shares of a class of voting securities. However, only those companies that are defined as reportable on the FR Y-10 and FR Y-10F should be considered for purposes of the FR Y-10S report.

When to Submit the Report

Schedule A is required annually, as of December 31. These data are due on March 1 of the following year.

1. For a definition of control see section 2(a) of the Bank Holding Company Act (12 U.S.C. 1841(a) and section 225.2(e) of Regulation Y (12 U.S.C. 225.2(e)).

Schedule B is required as of December 31, 2005, initially, and then on an event-generated basis. The initial data for Schedule B are due on March 31, 2006, and the event-generated data have different deadlines.

Please refer to the general instructions for each schedule for a detailed description of these differences. Detailed instructions are also provided for each schedule.

Where to Submit the Report

Reporters must submit the FR Y-10S data to the appropriate Federal Reserve Bank. For purposes of the FR Y-10S report, the appropriate Federal Reserve Bank is defined as the same Federal Reserve Bank to which the reporter submitted its most recent FR Y-10 or FR Y-10F report.

Confidentiality

Once submitted, a reporter's FR Y-10S data become a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act, 5 U.S.C. § 552 (FOIA). FOIA provides that Board records generally must be disclosed in response to a FOIA request, though records containing certain categories of information are exempt from disclosure in whole or in part. The exempt categories include trade secrets, privileged or confidential commercial or financial information, and information that if disclosed would constitute a clearly unwarranted invasion of personal privacy.

A reporter may request confidential treatment of information submitted on the FR Y-10S that the reporter believes is exempt from disclosure on any of the bases described above. To request confidential treatment, a letter must be submitted concurrent with submission of the FR Y-10S data. The letter must discuss the justification for which confidentiality is requested by describing the specific

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nature of the harm that would result from disclosure of the information. Unsupported statements that disclosure will cause competitive harm or is an invasion of privacy are insufficient to justify confidential treatment. In addition, the reporter should label as “Confidential” each item for which confidential treatment is sought and submit that information under a separate cover page marked “Confidential.”

The Federal Reserve Bank will review the request and notify the reporter of a decision. Information for which

confidential treatment is requested may subsequently be released by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is in the public interest. For further information, consult the Board’s Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Line Item Instructions

FR Y-10S

Detailed Instructions for the Cover Page

Date of Report

Provide the as-of date for which the FR Y-10S data are submitted.

Reporter's Name and Address

Legal Name: Provide the reporter's full legal name.

Street Address, City, County, State/Province, Country, and Zip/Postal Code: Provide the street address 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.

Contact's Name, Title, Phone Number, Fax Number and E-mail Address

Name and Title: Print the name and title of the person in the United States to whom questions about this information should be directed.

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 area code) of the contact person.

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

Authorized Official's Name, Title, Phone Number, Signature and Date

Printed Name and Title: Print the name and title of the person who has the authority to bind the reporter.

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

Signature of Official and Date of Signature: An authorized official of the reporter must sign and date the cover page of the FR Y-10S to indicate that the data have been reviewed for accuracy. The signer may or may not be the same person as the contact person for the reporter.

General Instructions—Schedule A

Reporting Criteria

Schedule A of the FR Y-10S is an annual supplemental schedule used to report (1) whether the reporter or any of its subsidiaries are required to file annual and other periodic reports with the SEC pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934 and (2) whether the reporter or any of its subsidiaries are subject to the management reporting, attestation and auditing requirements of SOX 404.

Who Must Report

The following banking companies (termed "reporters" for purposes of this schedule) must file Schedule A of this supplemental report on behalf of themselves and any of their subsidiaries meeting the SEC annual and other periodic reporting requirements stated above.

- (1) Top-tier bank holding companies (BHCs) organized under U.S. law, regardless of financial holding company (FHC) status.
- (2) Top-tier BHCs organized under foreign law, regardless of FHC status and whether or not such BHC is a foreign banking organization (FBO).
- (3) FBOs, regardless of FHC status and whether or not such FBO is a BHC, is a qualifying FBO, is treated

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as a qualifying FBO, or has limited exemption under section 211.23(c) of Regulation K.

- (4) State member banks not controlled by a BHC.

When to Submit the Report

The as-of date for the collection of Schedule A is December 31 of each year. Schedule A data must be received by the appropriate Federal Reserve Bank no later than March 1 of the following year.

Detailed Instructions—Schedule A

What Must Be Submitted

Part I: The question in Part I pertains to whether the reporter or any of its subsidiaries are required to file reports with the SEC pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934. If the response to this question is “yes,” complete Part II for all such companies. Report “yes” even if the reporter or its subsidiaries have suspended their reporting requirements. See instructions for Part II below for a definition of suspension of reporting requirements.

If the response to this question is “no,” do not complete Part II. Return the cover page and Schedule A to the appropriate Federal Reserve Bank. A reporter should report “no” when neither it nor any of its subsidiaries is subject to the annual and other periodic reporting requirements pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934, or when such requirements have been terminated. A reporter should also report “no” if it and all of its subsidiaries are privately held.

Part II: If the reporter answered “yes” to the question in Part I, the reporter must complete Part II for itself and each subsidiary that meets these requirements. For example, if a non-publicly traded BHC controls 100 percent of a bank, which in turn controls a mortgage company that has publicly-traded debt, then Part II should be completed for the mortgage company. Do not report data for subsidiaries that are not required to file annual and other periodic reports with the SEC pursuant to section 13(a) or 15(d) of the Securities and Exchange Act of 1934.

Indicate the appropriate SEC reporting status (including the applicability of section 404 of the Sarbanes–Oxley Act of 2002) as of December 31.

Note: The phrase “suspended its reporting requirements” refers to the suspension of duties to file reports with the SEC under section 13(a) or 15(d) of the Securities and Exchange Act of 1934 for reasons specified by the SEC regulations. For example, under SEC regulations a suspension of reporting requirements may occur when an issuer is merged into, or consolidated with, another issuer or issuers.

General Instructions—Schedule B

Reporting Criteria

Schedule B of the FR Y-10S is a supplemental schedule used to report six-digit CUSIP numbers for the reporter and certain of its subsidiaries. A CUSIP number identifies most securities, including (1) stocks and debt of all SEC-registered U.S. and Canadian 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.

Who Must Report

The following banking companies (termed “reporters” for purposes of this schedule) must file Schedule B of this supplemental report on behalf of themselves and certain subsidiaries:

- (1) Top-tier BHCs organized under U.S. law, regardless of FHC status.
- (2) State member banks not controlled by a BHC.

When to Submit the Report

The as-of date for the initial collection of Schedule B is December 31, 2005. The initial data for Schedule B must be received by the appropriate Federal Reserve Bank by March 31, 2006. Changes to the six-digit CUSIP number that occur between January 1 and March 31, 2006, should be reported by April 30, 2006. Changes to six-digit CUSIP numbers that occur after March 31, 2006, should be reported within thirty days after the event. De novo institutions established between January 1, 2006, and March 31, 2006, should report all applicable CUSIP data by April 30, 2006. De novo institutions

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established after March 31, 2006, should report all applicable CUSIP data within thirty days after they are established and changes going forward within thirty days after the change.

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

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

Detailed Instructions—Schedule B

What Must Be Submitted

Part I: The question in Part I pertains to whether the reporter, its lower-tier U.S. BHCs, its subsidiary U.S. banks,¹ or its largest subsidiary U.S. nonbanking company have currently active six-digit CUSIP numbers for debt or equity issuances. If the response to this question is “yes,” complete Part II. If the response to this question is “no,” do not complete Part II. Return the cover page and Schedule B to the appropriate Federal Reserve Bank.

Part II: If the reporter answered “yes” to the question in Part I, report currently active six-digit CUSIP numbers for the reporter, its lower-tier U.S. BHCs, its subsidiary U.S. banks, and its largest subsidiary U.S. nonbanking company (including functionally regulated subsidiaries). Use additional pages as necessary.

The largest subsidiary U.S. nonbanking company is determined by dividing the total assets of each subsidiary

1. The definition of a bank for these purposes is defined in the FR Y-10 Glossary.

U.S. nonbanking company by the consolidated assets of the reporter as of the most recent December 31 and ranking the percentages from highest to lowest (with the resultant entity with the highest percentage value determining the largest subsidiary U.S. nonbanking company). If available, please use total assets reported on Federal Reserve or FFIEC regulatory reports.

The largest subsidiary U.S. nonbanking company 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 (after March 31, 2006). If there is a change as to which company is the largest subsidiary U.S. nonbanking company (when reviewing the most recent December 31 financial data), begin reporting information on the new subsidiary starting January 30 of the following year.

Exclusions:

- Do not report any CUSIP numbers associated with acquired entities. In the event of an acquisition, the acquired entity’s debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the acquired entity will still service the debt. However, no new issues will be made under the acquired entity’s CUSIP number. New debt instruments will be issued under the acquirer’s CUSIP number. The acquired entity’s equity-related CUSIP numbers will be retired.
- Do not report any CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments such as certificates of deposit, medium-term notes,² and commercial paper.
- Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005.

2. However, subordinated issues should be included.