
General Instructions

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). The notificant may request confidential treatment for any information submitted in (or in connection with) its notification that the notificant believes is exempt from disclosure under FOIA. For example, if the notificant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested.

The request for confidential treatment must be submitted in writing concurrently with the filing of the notification (or subsequent related submission), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the notification (or related submissions) for which confidential treatment is requested. The notificant’s reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. The notificant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) The notificant must follow the steps outlined immediately below, and certify in the notification (or related submissions) that these steps have been followed.

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled “CONFIDENTIAL.”

With respect to notifications that include information regarding an individual or individuals associated with the proposed transaction, the Board expects the notificant to certify that the notificant has obtained the consent of the individual(s) to public release of such information prior to its submission to the Board or, in the absence of such consent, to submit (or ensure that the individual(s) submit(s)) a timely request for confidential treatment of the information in accordance with these instructions. Information submitted directly by an individual or individuals will become part of the relevant notification record, and, accordingly, will be a Board record subject to being requested by any member of the public under FOIA.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise the notificant of any decision to make available to the public information labeled “CONFIDENTIAL.” However, it should be understood that, without prior notice to the notificant, the Board may disclose or comment on any of the contents of the notification in the Order of Statement issued by the Board in connection with its decision on the notification. The Board’s staff normally will apprise the notificant in the course of the review process that such information may need to be disclosed in connection with the Board’s action on the notification.

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 261.17, which governs requests for confidential treatment.

Compliance

The notificant is expected to comply with all representations and commitments made in this notification. The notificant should immediately contact the appropriate Reserve Bank if there is any change in the proposal prior to consummation.