

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (ESOP/ESOT) formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, _____
Name of the Holding Company Director and Official (FDHC C490)

Title of the Holding Company Director and Official (FDHC C491)

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official (FDHC H321)

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the General Instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

Legal Title of Holding Company (FDHC 9017)

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

City (FDHC F206) State (FDHC F207) Zip Code (FDHC F208)

Physical Location (if different from mailing address) (FDHC 9028)

City (FDHC 9130) State (FDHC 9200) Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

Name (FDHC 8901) Title (FDHC C496)

Area Code / Phone Number / Extension (FDHC 8902)

Area Code / FAX Number (FDHC 9116)

E-mail Address (FDHC 4086)

Address (URL) for the Holding Company's web page (FDHC 4087)

Is confidential treatment requested for any portion of this report submission?	0=No	FDHC
	1=Yes	C447

In accordance with the General Instructions for this report (check only one),

- a letter justifying this request is being provided along with the report (FDHC KY38) ☐
- a letter justifying this request has been provided separately (FDHC KY38) ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Report Item 1: Annual Report to Shareholders

For holding companies not registered with the U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

- ☐ is included with the FR Y-6 report (FDHC PV65)
- ☐ will be sent under separate cover (FDHC PV65)
- ☐ is not prepared (FDHC PV65)

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

- ☐ Yes ☐ No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- ☐ Yes ☐ No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

Report Item 2b: Domestic Branch Listing

- ☐ Yes ☐ No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

Report Item 3: Securities Holders

- ☐ Yes ☐ No (FDHC PV69)

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- ☐ Yes ☐ No (FDHC PV70)

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Report Item 3(1): Securities Holders as of the Fiscal Year-End

Use this schedule to complete Report Item 3(1) to list each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the last day of the fiscal year-end of the holding company. Report Item 3 should be reported for the top-tier holding company and each lower-tier holding company. Use additional pages as needed.

Legal Title of Holding Company

(FDHC PV71)

Item	Name	City	State	Country	Country of Citizenship or Incorporation	Describe the provisions of the trust or plan	For individuals acting in concert, identify name of individuals or group acting in concert	For Trusts, identify each trustee or designated individual that has the power to vote	Number of Securities				Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company
									Common Stock	Warrants	Options	Other	
	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)
	FDHC PV72	FDHC PV73	FDHC PV74	FDHC PV75	FDHC PV76	FDHC PV77	FDHC PV78	FDHC PV79	FDHC PV80	FDHC PV81	FDHC PV82	FDHC PV83	FDHC PV84

Report Item 3(2): Securities Holders During the Fiscal Year

Use this schedule to complete Report Item 3(2) to list any securities holder not listed in section 3(1) that directly or indirectly owned, controlled, or held with power to vote 5 percent or more of any class of voting securities of the holding company during the fiscal year. Report Item 3 should be reported for the top-tier holding company and each lower-tier holding company. Use additional pages as needed.

Legal Title of Holding Company

(FDHC PV71)

Item	Name	City	State	Country	Country of Citizenship or Incorporation	Describe the provisions of the trust or plan	For individuals acting in concert, identify name of individuals or group acting in concert	For Trusts, identify each trustee or designated individual that has the power to vote	Number of Securities				Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company
									Common Stock	Warrants	Options	Other	
	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	(Column K)	(Column L)	(Column M)
	FDHC PV85	FDHC PV86	FDHC PV87	FDHC PV88	FDHC PV89	FDHC PV90	FDHC PV91	FDHC PV92	FDHC PV93	FDHC PV94	FDHC PV95	FDHC PV96	FDHC PV97

Report Item 4(1) – 4(3): Identify Insiders

Use this schedule to complete Report Item 4 to list each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year-end. Report Item 4 should be reported for the top-tier holding company and each lower-tier holding company. Use additional pages as needed.

Legal Title of Holding Company

(FDHC PV98)

Item	Name 4(1)	City 4(1)	State 4(1)	Country 4(1)	Principal Occupation, if other than with holding company 4(2)	Title or Position with the Holding Company 4(3)	Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) 4(3)
	(Column A)	(Column B)	(Column C)	(Column D)	(Column A)	(Column A)	(Column B)
	FDHC PV99	FDHC PW00	FDHC PW01	FDHC PW02	FDHC PW03	FDHC PW04	FDHC PW05

Report Item 4(4): Roles and Shares Subsidiaries

Use this schedule to complete Report Item 4 to list each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year-end. Report Item 4 should be reported for the top-tier holding company and each lower-tier holding company. Use additional pages as needed.

Legal Title of Holding Company

(FDHC PV98)

Item	Name 4(1)	Title or Position with direct and indirect subsidiaries 4(4)	Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in 4(4)	Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) 4(4)
	(Column A)	(Column A)	(Column B)	(Column C)
	FDHC PV99	FDHC PW06	FDHC PW07	FDHC PW08

Report Item 4(5): Roles and Shares Other

Use this schedule to complete Report Item 4 to list each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year-end. Report Item 4 should be reported for the top-tier holding company and each lower-tier holding company. Use additional pages as needed.

Legal Title of Holding Company

(FDHC PV98)

Item	Name 4(1)	Title or Position with any other company in which the person is a director, trustee, partner, or executive officer 4(5)	Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more or its outstanding voting securities or proportionate in a partnership 4(5)	Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more 4(5)
	(Column A)	(Column A)	(Column B)	(Column C)
	FDHC PV99	FDHC PW09	FDHC PW10	FDHC PW11