



Annual Report of Foreign Banking Organizations—FR Y-7

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

Date of Report (foreign banking organization's fiscal year end):

Month / Day / Year

Legal Name of Foreign Banking Organization (Top-tier if multi-tiered organization)

Mailing Address of the Foreign Banking Organization (Street / P.O. Box)

City / Country

Street Address of Principal Office (If different from mailing address)

City / Country

Name, title, address and phone number of person in the United States to whom questions about this report should be directed:

Name / Title

Street

City / State / Zip Code

Area Code / Phone Number

Area Code / Fax Number

E-mail Address

I, _____
Name and Title of Authorized Official

an authorized official of the company named above, hereby declare that this report has been examined by me and is true and complete to the best of my knowledge and belief.

Signature of Authorized Official

Date of Signature

Does the foreign banking organization request confidential treatment for any portion of the report? Yes ___ No ___

If the response is yes, a letter justifying the request must be provided in accordance with page 2 of the instructions.

Does this Annual Report represent the official filing of other members of a tiered foreign banking organization?

Yes ___ No ___

If the response is yes, complete page COV-2 listing the names of the other members of the tiered foreign banking organization.

See Glossary for definitions of terms used herein.

This report form is authorized by law: Section 5(c) of the BHC Act (12 U.S.C. 1844(c)); Section 7 and 13(a) of the International Banking Act of 1978 (12 U.S.C. 3106 and 3108 (a)); Section 25 of the FRA (12 U.S.C. 601-604a); Section 25A of the FRA (12 U.S.C. 611-631); and, Regulation Y (12 CFR part 225). Return to the Appropriate Federal Reserve Bank the original and number of copies of the completed report required by the Federal Reserve Bank.

Public reporting burden for the information collection in the FR Y-7 is estimated to average 3.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, DC 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

For Use by Tiered Foreign Banking Organizations

Tiered foreign banking organizations must list the legal name, mailing address, and physical location of subsidiary foreign banking organizations below. Refer to instructions for filing by Tiered Foreign Banking Organizations on Page 1.

A. For the fiscal year ending on _____, _____, _____
Month Day Year

Legal name of subsidiary foreign banking organization: _____

Mailing address of head office: _____
Street

City Country

Physical location of principal office: _____
(not mailing address) Street

City Country

Name and address of authorized official in the United States: _____

Street

City State ZIP Code

Area Code / Phone Number Area Code / Fax Number

E-mail Address

I, _____
Name Title

an authorized official of the company named above, hereby declare that this report has been examined by me and is true and complete to the best of my knowledge and belief.

Signature of Authorized Official Date

For Use by Tiered Foreign Banking Organizations—continued

(If the Foreign Banking Organization has more than two tiers, use additional pages as needed.)

B. For the fiscal year ending on _____, _____
Month Day Year

Legal name of subsidiary foreign banking organization: _____

Mailing address of head office: _____
Street

City Country

Physical location of principal office:
(not mailing address) _____
Street

City Country

Name and address of authorized official in the United States: _____

Street

City State ZIP Code

Area Code / Phone Number Area Code / Fax Number

E-mail Address

I, _____
Name Title

an authorized official of the company named above, hereby declare that this report has been examined by me and is true and complete to the best of my knowledge and belief.

Signature of Authorized Official Date

Checklist

The checklist below is provided to assist the reporting foreign banking organization in filing all the necessary responses to the various report items. Each report item should be checked and the appropriate blanks filled in. The checklist should then be signed by the same authorized official that has signed the cover page of the report and returned with the report.

Report Item 1: Financial Information of the Foreign Banking Organization

- 1.A. Response provided in Attachment(s) # _____
- 1.B. Response provided in Attachment(s) # _____

Report Item 2: Organization Chart

- 2.A. Response provided in Attachment # _____
- 2.B. Response provided in Attachment # _____

Report Item 3: Shares and Shareholders

- 3.A. Response provided on report page or in Attachment # _____
- 3.B. Response provided on report page or in Attachment # _____
- 3.C. Response provided on report page or in Attachment # _____

Report Item 4: Eligibility as a Qualified Foreign Banking Organization

- Items E and F have been completed and provided in Attachment # _____
- Items J and K have been completed and provided in Attachment # _____
- Items L and M have been completed and provided in Attachment # _____

CHECK IF APPLICABLE:

- The foreign banking organization has submitted a letter requesting confidential treatment for all or any portion of Report Item(s) _____. The letter discusses the reasons for the request, and the information has been reported in a separate submission and labeled "Confidential."

I, _____
Name Title

an authorized official of the reporting institution have reviewed this checklist and verify that all the required information has been provided.

Signature of Authorized Official Date

Financial and Managerial Information

Report Item 1: Financial Information of the Foreign Banking Organization

1.A. Financial Statements

Submit financial statements and notes covering the foreign banking organization's two most recent fiscal years that include or are equivalent to balance sheets and income statements. If the foreign banking organization prepares consolidated financial statements for any purpose (including without limitation, for published financial statements or submission to any other banking supervisor), the financial statements provided in the FR Y-7 must also be reported on a consolidated basis, unless otherwise instructed in this report.

The financial statements should be stated in the local currency of the country in which the head office of the foreign banking organization is located. They should be prepared in accordance with local accounting practices.

If the financial statements have not been finalized by the due date of this report, preliminary figures must be provided.

Also, respond to the following questions: (circle one)

Have the financial statements been certified by an independent public accountant? Yes No

Do the financial statements consolidate all material subsidiaries that are majority-owned financial companies? Yes No

Do the financial statements reflect any significant changes in accounting standards or policies used in preparing such statements since the last filing of the FRY-7? Yes No

If yes, describe the changes in a note or attachment to the financial statements.

1.B. Annual Report to Shareholders

Submit one copy of the most recent annual report prepared for shareholders of the foreign banking organization, accompanied by one copy of an abbreviated English translation.

Financial and Managerial Information

Report Item 2: Organization Chart

2.A. Organization Chart

Submit an organization chart indicating the top-tier FBO and its holdings of all entities as defined below. The organization chart (which may be in a diagram form) should disclose the full legal names, locations (i.e., city, state or country), intercompany ownership and control relationships, and the percentage of ownership (of voting and nonvoting equity or other interests) by the FBO.

Include all entities reportable on the Report of Changes in FBO Organizational Structure (FR Y-10F) as listed below.

Entities reportable on the FR Y-10F and thus reportable on the FR Y-7 Organization Chart:

1. Top-tier FBO itself and intermediate tier FBOs;
2. U.S. branches, agencies, representative offices and managed non-U.S. branches of each FBO that is itself a foreign bank;
3. Direct U.S. offices of an FBO (other than a foreign bank) that conduct nonbanking activities in the United States;
4. BHCs, U.S. banks and FBOs that are not held through a U.S. BHC:
 - a. In which the reporter directly and/or indirectly owns, controls, or holds with power to vote more than 5 percent of the outstanding shares of any class of voting securities; or
 - b. That the reporter controls because of its interest in voting securities or otherwise. When a reporter is determining whether it should include a BHC or U.S. bank in the organization chart, it should account for *all* shares it is deemed to control (including, but not limited to: shares held in a fiduciary capacity for the benefit of the reporter or its employees, members, shareholders, or subsidiaries; shares held in a fiduciary capacity for which the reporter has sole discretionary power to exercise voting rights; and securities that are immediately convertible at the option of the holder to voting shares). The reporter should report all basis for control that exists (such as a management agreement or the power to control the election of a

majority of directors). See FR Y-10F Glossary for definition of “control”;

5. Except as described below and for merchant banking investments and insurance company subsidiaries, other U.S. companies and non-U.S. companies directly or indirectly engaged in business in the United States that are not held through a U.S. BHC (including savings associations, Edge corporations, and agreement corporations):
 - a. In which the reporter, directly and/or indirectly owns, controls, or holds with power to vote 25 percent or more of the outstanding shares of any class of voting securities; or
 - b. That the reporter controls through means other than ownership of securities (see FR Y-10F Glossary for definition of control);
- When a reporter is determining whether it should include a nonbank company in the organization chart, it should account for *all* shares it is deemed to control (including, but not limited to: shares held in a fiduciary capacity for the benefit of the reporter or its employees, members, shareholders, or subsidiaries; and securities that are immediately convertible at the option of the holder to voting shares) and the reporter should check to see if any other basis for control exists (such as a management agreement or the power to control the election of a majority of directors).
6. Specific merchant banking or insurance company investments made by an affiliate of a Financial Holding Company (FHC) is reportable if the FHC and its affiliates on a combined basis acquire more than 5 percent of the voting shares, assets, or ownership interests of a company engaged in a nonfinancial activity at a cost that exceeds the lesser of 5 percent of the parent FHC’s Tier 1 capital or \$200 million;
 7. Financial or other subsidiaries controlled by a reportable U.S. bank subsidiary;
 8. Any entity not mentioned above that is required to file a financial report with the Federal Reserve System; and
 9. Subsidiaries that are direct or indirect holders of any of the above companies within the organization.

Financial and Managerial Information

NOTE: When a bank or other company is reportable because of the reporter's ownership, control, or power to vote shares of a class of securities, the reporter should report information for the class of voting securities in which its ownership interest is greatest on a percentage basis.

Additional entities reportable on the FR Y-7:

1. In addition, include all nonbank companies (engaged in business in the United States) in which the combined ownership interest held by the reporter, directly and through its subsidiaries, is greater than 5 percent but less than 25 percent of the outstanding shares of any class of voting securities. When a reporter is determining whether it should include a nonbank company in the organization chart, it should account for *all* shares it is deemed to control (including, but not limited to: shares held in a fiduciary capacity for the benefit of the reporter or its employees, members, shareholders, or subsidiaries; and securities that are immediately convertible at the option of the holder to voting shares) and the reporter should check to see if any other basis for control exists (such as a management agreement or the power to control the election of a majority of directors). For nonbank companies in which the combined ownership interest is greater than 5 percent but less than 25 percent, it is not necessary to note the exact percentage ownership, but only that they are not reportable on the FR Y-10F. However, merchant banking and insurance company investments should only be reported if reportable on the FR Y-10F.

Entities not reportable on the FR Y-7 Organization Chart:

1. Assets other than shares of a company, unless the reporter's interest in the company is a reportable merchant banking investment as described above;
2. Companies held pursuant to Section 211.23(f)(5) of Regulation K. These companies should be reported separately in Report Item 2(b);
3. Non-U.S. companies that are not engaged in business in the United States and are not a direct or an indirect holder of a reportable company;
4. Companies that are owned or controlled by U.S. BHCs, state member banks, and Edge or agree-

ment corporations, which are reported on the form FR Y-6;

5. FBOs that are BHCs, but not QFBOs, which should be reported on the form FR Y-6;
6. Companies held directly or indirectly (other than reportable merchant banking investments described above) by a Small Business Investment Company registered with the Small Business Administration;
7. Companies that are held solely as collateral securing an extension of credit;
8. Companies that are controlled by an insurance underwriter unless such companies are (a) the highest-tier provider of a primary line of business (e.g., property/casualty, life/health), (b) required to file a financial report with the Federal Reserve System, or (c) a reportable merchant banking investment described above);
9. Companies, other than U.S. banks and BHCs, held by the FBO in a fiduciary capacity with joint or sole discretionary power to vote the securities not for the benefit of the FBO, its employees, members, shareholders, or subsidiaries (or individuals serving in similar capacities), regardless of the percentage of voting securities held;
10. Investment companies whose only activity is to own assets for the benefit of someone other than the reporter or its affiliates (e.g., a mutual fund or closed end investment company advised by the reporter) and that are not otherwise controlled;
11. Companies set up as name-saving organizations or that have been formed or incorporated but do not yet conduct any business activity. These companies become reportable only when they commence an activity. In addition, any company that is inactive as of the end of the reporting period should not be reported on the FR Y-7;
12. Special purpose vehicles formed as vehicles for specific leasing transactions;
13. Companies acquired in satisfaction of debts previously contracted or that were formed solely to hold shares or other assets acquired in satisfaction of debts previously contracted; and

Financial and Managerial Information

14. Companies or other assets that must be divested or conformed in accordance with the BHC Act (Sections 4(a)(2) or 4(n)(7)) or the Board's Regulation Y (Section 225.85(a)(3)) (other than reportable merchant banking investments described above).

The information may be provided in a format that is convenient for the reporter. One option is a single organization chart, annotated, to indicate those companies reportable on the FR Y-7 Organization Chart, but not reportable on the FR Y-10F. Another option is an organization chart showing the companies that are reportable on the FR Y-10F and a separate list of all additional companies that are not reportable on the FR Y-10F but are reportable on the FR Y-7.

In addition, list separately as a supplement to the organization chart the following companies.

2.B. All companies held pursuant to Section 2(h)(2) or Section 4(c)(9) of the BHC Act and Section 211.23(f)(5) of Regulation K.

For a non-U.S. company, indicate the amount and percent of the worldwide consolidated assets and gross revenues that are located in or derived from the United States. For a U.S. company that claims Section 211.23(f)(5)(iii), indicate its activities, and whether its non-U.S. parent engages directly or indirectly in the same or related activities abroad.

Financial and Managerial Information

Report Item 3: Shares and Shareholders

3.A. Number and Types of Shares

List the number and types of shares (or their equivalent) that the foreign banking organization has authorized, issued, or holds for its own account. Describe the voting rights of each type of shares and any agreements that limit the voting of such shares. When the foreign banking organization has bearer securities outstanding, describe the regulations requiring registration of the ownership of the bearer securities with the foreign banking organization or appropriate regulatory agency.

3.B. Nonbearer Securities¹

(circle one)

Does the banking organization have nonbearer securities? Yes No

If the response is “yes,” list each shareholder (or the equivalent) of record that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of nonbearer securities of the foreign banking organization (See Regulation Y, Section 225.2(q)). Also list the beneficial owner, to the extent ascertainable, when the beneficial ownership is 5 percent or more. Provide the following information for each:

1. Name and address of principal residence for individuals, or office for companies;
2. Country of citizenship or of organization; and
3. Number and percentage of each class of nonbearer securities (or their equivalent) owned, controlled, or held with power to vote.

3.C. Bearer Securities¹

(circle one)

Does the foreign banking organization have bearer securities? Yes No

If the response is “yes,” list each known shareholder that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of bearer securities (see Regulation Y, Section 225.2(q)) of the foreign banking organization. Provide the following information for each:

1. Name and address of principal residence for individuals, or office for companies;
2. Country of citizenship or of organization; and
3. Number and percentage of each class of bearer securities (or their equivalent) owned, controlled, or held with power to vote.

1. See Glossary.

Financial and Managerial Information

Report Item 4: Eligibility as a Qualified Foreign Banking Organization

A. Requirements for Eligibility

To qualify for exemption from the nonbanking prohibitions of the BHC Act, a foreign banking organization must be “principally” engaged in the banking business outside the United States.” Section 211.23(a) of Regulation K sets forth requirements to qualify for the exemption. Certain foreign banking organizations that do not meet the criteria set forth below in (G) will be eligible for limited exemptions as described in section 211.23(c) of Regulation K if they meet the requirements set forth in that section. Such organizations should contact the appropriate Federal Reserve Bank for guidance.

B. Financial Data

The top-tier foreign banking organization must provide financial data on the size of its: (1) worldwide nonbanking business activities; (2) non-U.S. banking activities; and (3) U.S. banking activities. The top-tier foreign banking organization must measure the size of its business activities by any two of the three financial items: total assets, revenues, or net income, as provided in (C) below. Refer to the Notes to Report Item 4 on page 8.

C. Consolidated or Combined Basis for Determining Total Assets, Revenues, and Net Income

For purposes of determining total assets, revenues, and net income, each foreign banking organization:

1. may use either a consolidated or a combined basis;
2. must include the total assets, revenues, and net income of all companies in which it owns 50 percent or more of the voting shares; and
3. may include the total assets, revenues, and net income of companies in which it owns 25 percent or more of the voting shares if all such companies within the foreign banking organization are included.

D. Worldwide Business Activities and Banking Business Activities

The top-tier foreign banking organization must complete both (E) regarding worldwide business activities and (F) regarding banking business activities.

E. Worldwide Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total worldwide nonbanking _____
 - b. total non-U.S. banking _____
2. Revenue derived from:
 - a. total worldwide nonbanking _____
 - b. total non-U.S. banking _____
3. Net income derived from:
 - a. total worldwide nonbanking _____
 - b. total non-U.S. banking _____

F. Banking Business Activities

Respond to any two of the following three criteria:

Amounts in
local currency
or U.S. Dollars
(circle one)

1. Assets:
 - a. total non-U.S. banking _____
 - b. total U.S. banking _____
2. Revenues derived from:
 - a. total non-U.S. banking _____
 - b. total U.S. banking _____
3. Net Income derived from:
 - a. total non-U.S. banking _____
 - b. total U.S. banking _____

Financial and Managerial Information

G. Criteria for Qualifying

A foreign banking organization will qualify for the exemption from the nonbanking prohibitions of the BHC Act only if two of the three requirements in both of the following categories are met:

Worldwide Business

1. banking assets held outside the United States exceed total worldwide nonbanking assets; or
2. revenues derived from the business of banking outside the United States exceed total revenues derived from its worldwide nonbanking business; or
3. net income derived from the business of banking outside the United States exceeds total net income derived from its worldwide nonbanking business; and

Banking Business

1. banking assets held outside the United States exceed banking assets held in the United States; or
2. revenues derived from the business of banking outside the United States exceed revenues derived from the business of banking in the United States; or
3. net income derived from the business of banking outside the United States exceeds net income derived from the business of banking in the United States.

H. Eligibility for Limited Exemptions

Certain foreign banking organizations that do not meet the criteria set forth above in (G) will be eligible for limited exemptions as described in section 211.23(c) of Regulation K if they meet both of the following requirements:

Qualification of Foreign Bank(s)

Each foreign bank within the foreign banking organization that maintains a branch or an agency, or controls a commercial lending company, Edge or agreement corporation, or bank in the United States must meet the criteria set forth above in (G) determined in accordance with (B) and (C) above, and the Notes to Reports Item 4 on page 8.

Qualification of Top-tier Foreign Banking Organization

The top-tier foreign banking organization, i.e., the ultimate parent, must meet the criteria set forth above in (G) determined in accordance with (B), (C), and the Notes to Report Item 4 on page 8, provided, however, that solely for purposes of meeting the "Worldwide Business" requirement in (G), the top-tier foreign banking organization may count as non-U.S. banking all activities listed in section 211.10 of Regulation K conducted by it and its direct and indirect subsidiaries; that is, the limitation set forth in the second sentence of Note 1 shall not apply.

I. Limited Exemptions: Worldwide Business Activities and Banking Business Activities

Each foreign bank must complete both (J) regarding worldwide business activities and (K) regarding banking business activities. The top-tier foreign banking organization must complete both (L) regarding worldwide business activities and (M) regarding banking business activities.

J. Worldwide Business Activities

Respond to any two of the following three criteria:

- | | Amounts in
local currency
or U.S. Dollars
(circle one) |
|------------------------------------|---|
| 1. Assets: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |
| 2. Revenue derived from: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |
| 3. Net income derived from: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |

Financial and Managerial Information

K. Banking Business Activities

Respond to any two of the following three criteria:

- | | Amounts in
local currency
or U.S. Dollars
(circle one) |
|---------------------------------|---|
| 1. Assets: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |
| 2. Revenues derived from: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |
| 3. Net Income derived from: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |

L. Worldwide Business Activities

Respond to any two of the following three criteria:

- | | Amounts in
local currency
or U.S. Dollars
(circle one) |
|------------------------------------|---|
| 1. Assets: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |
| 2. Revenue derived from: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |
| 3. Net income derived from: | |
| a. total worldwide nonbanking | _____ |
| b. total non-U.S. banking | _____ |

Notes to Report Item 4

- Total non-U.S. banking items in (E) (i.e., 1.b, 2.b, and 3.b) should equal total non-U.S. banking items in (F). Also, total non-U.S.-banking items in (J) should equal those in (K), and those in (L) should equal those in (M).
- Non-U.S. Banking: The activities considered to be banking when conducted outside of the United States are listed in section 211.10 of Regulation K (12 CFR 211.10). Note, however, that the Board has determined that for purposes of determining eligibility as a qualifying foreign banking organization, such activities must be conducted through a foreign bank or its direct or indirect subsidiaries in order to be considered banking activities. See 12 CFR 211.23(b)(2).

M. Banking Business Activities

Respond to any two of the following three criteria:

- | | Amounts in
local currency
or U.S. Dollars
(circle one) |
|---------------------------------|---|
| 1. Assets: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |
| 2. Revenues derived from: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |
| 3. Net Income derived from: | |
| a. total non-U.S. banking | _____ |
| b. total U.S. banking | _____ |

N. Loss of Eligibility

A foreign banking organization that does not meet the requirements for two consecutive years as reported herein will lose its eligibility for exemption pursuant to section 211.23(d) of Regulation K.

- U.S. Banking: All of the assets, revenues, or net income of a U.S. subsidiary bank (including its foreign branches and subsidiaries), branch, agency, subsidiary commercial lending company, or other company engaged in the business of banking in the United States will be considered held or derived from the business of banking in the United States. Managed non-U.S. branches are not considered held or derived from the business of banking in the United States.
- None of the assets, revenues, or net income of a U.S. subsidiary bank (including its foreign branches and subsidiaries), branch, agency, subsidiary commercial lending company, or other company engaged in the business of banking in the United States will be considered held or derived from the business of banking outside the United States.