#### **Board of Governors of the Federal Reserve System**



#### Report of Changes in Organizational Structure—FR Y-10

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)); section 618 of the Dodd-Frank Wall Street Reform and Consumer Protection

Act (12 U.S.C. § 1850a(c)(1)); sections 9(6), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 324, 602, and 625); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)).

Reporter's Name, Stree	t, and Mailing Address	Date of Report: (Month / Day / Year)	_
Legal Name			
Physical Street Address		Reporter's Mailing Address (if different from physical s	street address)
City and County		Mailing City	
State / Province, Country	Zip / Postal Code	Mailing State / Province, Country	Zip / Postal Code
Contact's Name and Ma	ailing Address for this Report		
Name	Title		
Area Code / Phone Number / Exten	sion	Contact's Mailing Address (if different from reporter's)	
Area Code / FAX Number		Mailing City	
E-mail Address		Mailing State / Province, Country	Zip / Postal Code
Authorized Official		Reporter's Legal Entity Identifier (L	EI)
	Title of this company named above, and cort is true and complete to the best of	20-Character LEI Code	
Signature of Authorized Official	Date of Signature	Is confidential treatment requested for any pothis report submission?	1=Yes
		(check only one),  1. a letter justifying this request is being prowith the report	
For Federal Reserve Bar	nk Use Only	a letter justifying this request has been p	
RSSD ID		NOTE: Information for which confidential treatments be provided separately and labele	

Public reporting burden for the information collection is estimated to average 2.50 hours per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to any information collection unless it displays a currently valid OMB control number. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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ID_RSSD_E1 (direct holder)		1 age 2 01 12
ID_RSSD_E2 (reportable company) If applicable, former d/h		

#### **Banking Schedule**

Use this schedule to report information about a reporter that is a Banking Company, and about a reporter's directly or indirectly held interests in a Banking Company.

	5 , ,			Check box if correction $\ \Box$
1.a.	Event Type (check all that apply):	1.b.	Date of Event:	
	☐ Acquisition of a Going Concern       ☐ Change in Good         ☐ De Novo Formation       ☐ Liquidation         ☐ External Transfer       ☐ Change in Good         ☐ Internal Transfer       ☐ Change in Good         ☐ Other, describe:       ☐ Change in Good	Characte	iip	(MM / DD / YYYY)  No Longer Reportable Became Inactive Debts Previously Contracted Became Reportable
Cha	racteristics Section			
2.a.	Legal Name of Banking Company	2.b.	If Name Change or C	orrection, Prior Legal Name of Banking Company
3.a.		3.b.		
	Current Street Address (Physical Location)		If Relocation or Corre	ection, Prior Street Address (Physical Location)
	City and County		If Relocation or Corre	ection, Prior City and County
	State / Province, Country, and Zip / Postal Code		If Relocation or Correct	tion, Prior State / Province, Country, and Zip / Postal Code
	State or Country (if foreign) of Incorporation		If Relocation or Corre	ction, Prior State or Country (if foreign) of Incorporation
4.	Date Opened:	5.	Fiscal Year End	(BHCs, IHCs, FBOs Only):
6.	☐ Subject to 13(a) or 15(d) of SE	C Act of	1934, but not Sec	ct of 1934 and Section 404 of SOX Act
7.	CUSIP Number: 8.a. Tax ID Number leading six digits only	oer:		
8.b.	Legal Entity Identifier (LEI):			
9.	Banking Company Type:  BHC IHC FBO U Other, describe:	.S. Comi	mercial Bank 🗌	U.S. State Chartered Savings Bank
10.	Business Organization Type:  Corporation  Business Trust  Cooperative  Limited Liability Limited P  Other, describe:	Sole	ral Partnership Proprietorship ed Liability Partne ip	☐ Limited Partnership ☐ Mutual rship ☐ Limited Liability Co./Corp.
11.	Is the banking company consolidated in the reporter's financ (only reportable for <i>foreign</i> investments)	ial stater	nents?	Yes 🗆 No
Own	ership Section (report at direct holder level unless otherw	vise note	ed <b>)</b>	
12.	Direct Holder's Name and Location:			
13 a	Legal Name Percentage of a Class of Voting Shares: %	14.	Control by Direc	; State/Province, Country t Holder:
	Percentage of Nonvoting Equity: %	15.	Control by Repo	
13.c.	Other Interest: Yes No	16.	-	older's Name and Location (if applicable):
13.d.	If the reportable company is a type of partnership or limited liability company as indicated in Item 10 above, please indicate the appropriate ownership interest of the direct holder:		Legal Name of Form	
	☐ General Partner/Managing Member ☐ Limited Partner/Non-Managing Member		City, State / Province	Country

## **Banking Schedule—Continued**

Activ	Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)					
	Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity		
17.a.	Primary Activity					
17.b.	Secondary Activity					
17.c.	(FBOs and BHCs only)  Termination of Activity					

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ID_RSSD_E1 (direct holder)	1 agc + 01 12
ID_RSSD_E2 (reportable company)	
If applicable, former d/h	

# Savings and Loan Schedule

Use this schedule to report information about a reporter that is a savings and loan holding company (SLHC), and about any reporter's (including a BHC's) directly or indirectly held interest in all SLHCs and savings associations.

			Check box if correction
1.a.	Event Type (check all that apply):	1.b.	Date of Event:
	□ Acquisition of a Going Concern       □ Change in         □ De Novo Formation       □ Liquidation         □ External Transfer       □ Change in	n Characte	☐ Became Inactive
Char	racteristics Section		
2.a.		2.b.	
•	Legal Name of Savings and Loan Company	0.1	If Name Change or Correction, Prior Legal Name of Savings and Loan Company
3.a.	Current Street Address (Physical Location)	3.b.	If Relocation or Correction, Prior Street Address (Physical Location)
	City and County		If Relocation or Correction, Prior City and County
	State / Province, Country, and Zip / Postal Code		If Relocation or Correction, Prior State / Province, Country, and Zip / Postal Code
4.	State or Country (if foreign) of Incorporation  Date Opened:	5.	If Relocation or Correction, Prior State or Country (if foreign) of Incorporation Fiscal Year End (SLHCs Only):
_	(MM / DD / YYYY)		(MM/DD)
6.	☐ Subject to 13(a) or 15(d) of SI	EC Act of	or 15(d) of SEC Act of 1934 and Section 404 of SOX Act 1934, but not Section 404 of SOX Act uirements under 13(a) or 15(d) of the SEC Act of 1934
7.		x ID Numl	
0.5	See instructions for when applicable Leading six digits only		
8.b. 9.	Legal Entity Identifier (LEI):Stock SLHC		Federal Savings Association
	☐ HOLA 10(I) Stock SLHC ☐ Trust (non-testamentary) SLH ☐ Mutual SLHC ☐ HOLA 10(I) Mutual SLHC ☐ Other, describe:	C	Federal Savings Association/Covered Savings Association State Savings Association Federal Savings Bank State Savings Bank HOLA 10(I) Election Cooperative Bank HOLA 10(I) Election
10.	Business Organization Type:  Corporation  Business Trust  Cooperative  Limited Liability Limited  Other, describe:	Sole	ral Partnership  Proprietorship  d Limited Partnership  Mutual  Limited Liability Co./Corp.
11.	Is the savings and loan company consolidated in the report (only reportable for <i>foreign</i> investments)	er's finand	cial statements?   Yes   No
Own	nership Section (report at direct holder level unless other	rwise note	ad)
12.	Direct Holder's Name and Location:		
12 0	Legal Name  Percentage of a Class of Voting Shares: 9/4	1.1	City, State/Province, Country  Control by Direct Holder: Yes No
13.a. 13.b.	<u> </u>	14. 15.	Control by Direct Holder:  Yes  No  Control by Reporter:  Yes  No
13.b. 13.c.		16.	Former Direct Holder's Name and Location (if applicable):
13.d.		10.	Torrier Direct Florider's Name and Location (if applicable).
10.u.	liability company as indicated in Item 10 above, please indicate the appropriate ownership interest of the direct holder:		Legal Name of Former Direct Holder
	<ul><li>☐ General Partner/Managing Member</li><li>☐ Limited Partner/Non-Managing Member</li></ul>		City, State / Province, Country

# Savings and Loan Schedule—Continued

Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)					
	Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity	
17.a.	Primary Activity				
17.b.	Secondary Activity				
17.c.	(SLHCs only)  Termination of Activity				

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ID_RSSD_E2 (reportable company) If applicable, former d/h		

#### **Nonbanking Schedule**

Use this schedule to report information about a reporter that is a Nonbanking Company, and about a reporter's directly or indirectly held interests in a Nonbanking Company. Note: Savings associations acquired by a BHC and transactions involving SLHCs and savings associations should be reported on the Savings and Loan Schedule.

2550016	ations should be reported on the Savings and Loan Schedule.		Check box if correction L
1.a.	Event Type (check all that apply):	1.b.	Date of Event:
	□ Acquisition of a Going Concern       □ Change in         □ De Novo Formation       □ Liquidation         □ External Transfer       □ Change in         □ Internal Transfer       □ Change in         □ Other, describe:	n Characte	☐ Became Inactive
Char	acteristics Section		
2.a.	Legal Name of Nonbanking Company	2.b.	If Name Change or Correction, Prior Legal Name of Nonbanking Company
3.a.	Legal Name of Noribanking Company	3.b.	
0.0.	City and County (Physical Location)	0.2.	If Relocation or Correction, Prior City and County (Physical Location)
	State / Province, Country, and Zip / Postal Code		If Relocation or Correction, Prior State / Province, Country, and Zip / Postal Coc
	State or Country (if foreign) of Incorporation		If Relocation or Correction, Prior State or Country (if foreign) of Incorporation
4.a.	If the Nonbanking Company is a functionally regulated subs		<del>-</del>
	<ul><li>□ Not Applicable</li><li>□ SEC and CFTC</li><li>□ CFTC only</li><li>□ State Securities Department</li></ul>		C Only ate Insurance Regulator
4.b.	Is the Nonbanking Company a Financial Subsidiary of an in		
5.	Fiscal Year End (IHCs Only):		
6.	(MM/DD) SEC Reporting Status: ☐ Not Applicable ☐ Subject t	o 13(a) o	r 15(d) of SEC Act of 1934 and Section 404 of SOX Act
0.			934, but not Section 404 of SOX Act
			irements under 13(a) or 15(d) of the SEC Act of 1934
7.	CUSIP Number: leading six digits only when applicable leading six digits only	Tax ID No	umber:
8.b.	Legal Entity Identifier (LEI):		
9.	Nonbanking Company Type (see instructions for list):		
	Other, describe:		
10.	Business Organization Type:  Corporation Business Trust Cooperative Limited Liability Limited I Other, describe:	☐ Sole I	eral Partnership
11.	Is the Nonbanking Company consolidated in the reporter's Answer the above question only if the Nonbanking Compar (a) Consolidated subsidiary in a foreign country; (b) a major	ny is one	of the following "foreign" offices:
Own	ership Section (report at direct holder level unless other	wise note	ed)
12.	Direct Holder's Name and Location:		City, Chate Description - Country
13.a.	Legal Name  Percentage of a Class of Voting Shares: ☐ 100%	14.	City, State/Province, Country  Control by Direct Holder:  Yes No
ı J.a.	□ 80% to <100% □ >50% to <80% □ 25% to 50%	15.	Regulation K, Subpart A Investments:
	<25% but 25% or more in the aggregate or otherwise	10.	☐ Portfolio Investment
	controlled elsewhere within the organization		☐ Joint Venture
13.b.			☐ Subsidiary
13.c.	If the reportable company is a type of partnership or limited liability company as indicated in Item 10 above, please indi-	16.	Former Direct Holder's Name and Location (if applicable):
	cate the appropriate ownership interest of the direct holder:		Legal Name of Former Direct Holder
	☐ General Partner/Managing Member ☐ Limited Partner/Non-Managing Member		City State / Descripce Country
			City, State / Province, Country 10/201

## Nonbanking Schedule—Continued

Activ	Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)					
	Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity		
17.a.	Primary Activity					
17.b.	Secondary Activity					
17.c.	Termination of Activity					

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ID_RSSD_E1 (ns)	
ID_RSSD_E2 (s)	

## **Merger Schedule**

Use this schedule to report certain types of mergers involving a reporter or company within the reporter's organizational structure.

				Check box if correction
1. First Full Ca	alendar Date the Nonsurvivor No Longer Exists:	(MM / DD / YYYY)		
2. Survivor:				
	Legal Name			
	City, State / Province, Country			
3. Nonsurvivor:				
	Legal Name			
	City, State / Province, Country			
Item 4 only app	lies to mergers involving an insured depository insti	itution organized under L	J.S. law.	
4. Did the head	office of the nonsurvivor become a branch of the s	urvivor?	□ No	

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ID_RSSD_TOP (top-tier BHC)	1 age 9 01 12
ID_RSSD_E1 (direct holder)	
ID_RSSD_E2 (reportable company)	

#### 4(k) Schedule

Use this schedule to provide required post-transaction notice for activities, formations and acquisitions of companies, and large merchant banking and insurance company investments authorized under Section 4(k) of the Bank Holding Company Act or Section 10(c)(2)(H) of the Home Owners' Loan Act

Sec	(2)(H) of the Home Ow	ners Loan Act.		Check box if correction $\square$
Ро	st-Transaction Notice S	ection		
1.a.	Event Type (check one only):		1.b. Date of Event:	
	<ul><li>□ New Activity Commenced</li><li>□ New Activity Commenced</li><li>□ New Activity Commenced</li></ul>	through Acquisition of a G	ough an Existing Subsidiary coing Concern	(MM / DD / YYYY)
2.				or six-digit NAICS activity code for each NAICS activity corresponding to the
	FRS Legal Authority Code (check one)	NAICS Activity Code	Description	of Activity
2.a.	. 🗌 311 / 🗌 312 / 🗌 413 🔠			
2.b.	. 🗌 311 / 🗌 312 / 🗌 413 🔠			
2.c.	□ 311 / □ 312 / □ 413 _			
La	rge Merchant Banking o	r Insurance Compa	ny Investments Section	
moi (1) (2)	re than 5 percent of a Nonfinand \$200 million; or 5 percent of tier 1 capital, which	cial Company's voting sha	res or total equity or assets and t	en the FHC directly or indirectly acquires he cost of the investment exceeds:
1.a.	Event Type (check one only):		1.b. Date of Event:	(MM / DD / YYYY)
	<ul><li>☐ Initial Investment</li><li>☐ Divestiture</li><li>☐ No Longer Reportable</li><li>☐ Name Change</li></ul>			(····· · · · · · )
2.	Direct Holder's Name and			
	Location	Legal Name		
		City and County	State / Province	Country
3.a.	·		3.b	
	Legal Name of Nonfinancial Company		If Name Change or C	correction, Prior Legal Name
	City and County (Physical Location)			
	State / Province, Country, and Zip / Pos	stal Code		
3.c.	Legal Entity Identifier (LEI):			
4.	Direct Holder's Investment in N Report the percentage amoun		e.	
4.a.	% Voting Securities			
4.b.	% Total Equity			
4.c.	% Assets			
5.	Initial Aggregate Cost of Inves	tment to the FHC: \$	(in millions of U.S. of	dollars)

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ID_RSSD	Tage 10 of 12
County, State and Country Code	
ID_RSSD_HD_OFF	
City and Country Code	

#### **Domestic Branch Schedule**

Use this schedule to report information on:

s and office

a a		•	ling company (SLHC) and state member banks that are not
	ranones of Eage and agreement corporations.		Check box if correction
1.a.	Event Type (check all that apply):	1.b.	Date of Event: (MM / DD / YYYY)
	<ul> <li>□ Opening (De Novo)</li> <li>□ Sale of Branches</li> <li>□ Closure</li> <li>□ Change in Service Type</li> <li>□ Other, describe:</li> </ul>	☐ Relocati	on of Branches through Merger/Absorption on of Erroneously Reported Branch/Office
Ch	aracteristics Section		
2.	Check applicable service type:  ☐ Full Service ☐ Limited Service ☐ Trust ☐	☐ Electronic E	Banking
3.a.		3.b.	
	Popular Name		If Name Change, Prior Popular Name
4.a.	Current Address	4.b.	Previous Address (if changes have occurred)
	Current Street Address (Physical Location)		If Relocation or Correction, Prior Street Address (Physical Location)
	City and County		If Relocation or Correction, Prior City and County
	State, Country, and Zip / Postal Code		If Relocation or Correction, Prior State, Country, and Zip / Postal Code
5.	Head Office Legal Name		
	City, State, Country, and Zip / Postal Code		
6.	For event types sales of branches or purchase of branche tution involved in the transaction and the number of branches.		e name and address of the other domestic depository insti- urchased:
	Name of Other Depository Institution that Sold or Purchased Branches		Number of Branches Sold or Purchased
	City, State, Country, and Zip / Postal Code		

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ID_R	SSD	 1 490 11 01 12
Cour	nty, State and Country Code	
ID_R	SSD_HD_OFF	
City a	and Country Code	

# Foreign Branch of U.S. Banking Organizations Schedule

City, State, Country, and Zip / Postal Code

Use this schedule to report information about foreign branches of U.S. banking organizations, including member banks. Edge and

agreement corporations, BHCs, and foreign subsidiaries. The term "foreign" 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.				
Report all offices, including inactive offices that continue to retain their license.  Check box if correction				
1.a.	Event Type (check all that apply):  ☐ Opening ☐ Closure ☐ Relocation ☐ Other, describe:	1.b.	Date of Event:	(MM / DD / YYYY)
Ch	aracteristics Section			
2.	Office Type:  ☐ Full-Service Branch ☐ Shell Branch ☐ Other			
3.	Date of Board Consent or Prior Notification (if applicable): (MN	I / DD / YYY	Y)	
4.	Popular Name			
5.a.	Current Address	5.b.	Previous Addres	ss (if changes have occurred)
	Current Street Address (Physical Location)		If Relocation or Corr	rection, Prior Street Address (Physical Location)
	City		If Relocation or Corr	ection, Prior City
•	Province, Country, and Zip / Postal Code		If Relocation or Corr	rection, Prior Province, Country, and Zip / Postal Code
6.	Head Office Legal Name			

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ID_RSSD	1 490 12 01 12
County, State and Country Code	
ID_RSSD_HD_OFF	
City and Country Code	

# Branch, Agency, and Representative Office of Foreign Banking Organizations (FBOs) Schedule (BARO Schedule)

	FBOs, and U.S representative offices of foreign bank subsidiaries of FBOs.			
Rep	ort all offices, including inactive offices that continue to retain their	ir licens	se.	
			Check box if correction	
1.a.	Event Type (check all that apply):  Opening Change in Office Type Became Inactive Commenced Activities through Managed Non-U.S. Branch Other, describe:	ugh	Date of Event:  (MM / DD / YYYY)  Relocation License Surrendered	
Ch	aracteristics Section			
2.	Office Type (including managed non-U.S. branches)			
	☐ Branch ☐ Agency ☐ Representative 0	Office		
3.				
	Popular Name			
4.a.	Current Address	4.b.	Previous Address (if changes have occurred)	
	Current Street Address (Physical Location)		If Relocation or Correction, Prior Street Address (Physical Location)	
	City and County		If Relocation or Correction, Prior City and County	
	State, Country, and Zip / Postal Code		If Relocation or Correction, Prior State, Country, and Zip / Postal Code	
5.				
	Head Office Legal Name			
	City Province Country and 7in / Poetal Code			