

Board of Governors of the Federal Reserve System



Report of Ch

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)).

This report is required by law: Sections 4(k) and 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1843(k) and 1844(c)(1)(A)); section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); sections 11(a)(1), 25(7), and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 321, 601, 602,

611a, 615, and 625); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)); and section 10(c)(2)(H) of the Home Owners' Loan Act (12 U.S.C. § 1467a(c)(2)(H)).

Reporter's Name, Street, and Mailing Address

Legal Name

Physical Street Address

City and County

State / Province, Country

Zip / Postal Code

Date of Report:

(Month / Day / Year)

Reporter's Mailing Address (if different from physical street address)

Mailing City

Mailing State / Province, Country

Zip / Postal Code

Contact's Name and Mailing Address for this Report

Name _____ Title _____

Area Code / Phone Number / Extension

Area Code / FAX Number

E-mail Address

Contact's Mailing Address (if different from reporter's)

Mailing City

Mailing State / Province, Country

Zip / Postal Code

Authorized Official

I, _____,
Printed Name _____ Title _____
am an authorized official of this company named above, and
hereby declare that this report is true and complete to the best of
my knowledge and belief.

Signature of Authorized Official

Date of Signature

Reporter's Legal Entity Identifier (LEI)

20-Character LEI Code

Is confidential treatment requested for any portion of
this report submission? _____

0=No
 1=Yes

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

1. a letter justifying this request is being provided along
with the report _____
2. a letter justifying this request has been provided separately _____

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

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.

Check box if correction

For Federal Reserve Bank Use Only

ID_RSSD_E1 (direct holder) _____
ID_RSSD_E2 (reportable company) _____
If applicable, former d/b _____

- 1.a. Event Type (check all that apply):

- Acquisition of a Going Concern
 - De Novo Formation
 - External Transfer
 - Internal Transfer
 - Other, describe:

- Change in Ownership
 - Liquidation
 - Change in Characteristics
 - Change in Activity or Legal Authority

- No Longer Reportable
 - Became Inactive
 - Debts Previously Contracted
 - Became Reportable

Characteristics Section

Ownership Section (*report at direct holder level unless otherwise noted*)

- | | | | |
|---|--|---|--|
| 12. Direct Holder's Name and Location: | | Legal Name | City, State/Province, Country |
| 13.a. Percentage of a Class of Voting Shares: _____ % | | 14. Control by Direct Holder: | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 13.b. Percentage of Nonvoting Equity: _____ % | | 15. Control by Reporter: | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 13.c. Other Interest: <input type="checkbox"/> Yes <input type="checkbox"/> No | | 16. Former Direct Holder'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 Former Direct Holder | |
| <input type="checkbox"/> General Partner/Managing Member
<input type="checkbox"/> Limited Partner/Non-Managing Member | | City, State / Province, Country | |

Banking 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 (FBOs and BHCs only)	_____	_____	_____
17.c. Termination of Activity	_____	_____	_____

For Federal Reserve Bank Use Only

ID_RSSD_E1 (direct holder) _____

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):

- Acquisition of a Going Concern
- De Novo Formation
- External Transfer
- Internal Transfer
- Other, describe: _____

- Change in Ownership
- Liquidation
- Change in Characteristics
- Change in Activity or Legal Authority

- No Longer Reportable
- Became Inactive
- Debts Previously Contracted
- Became Reportable

Characteristics Section

2.a.

Legal Name of Savings and Loan Company

3.a.

Current Street Address (Physical Location)

City and County

State / Province, Country, and Zip / Postal Code

State or Country (if foreign) of Incorporation

4.

Date Opened: _____

(MM / DD / YYYY)

2.b.

If Name Change or Correction, Prior Legal Name of Savings and Loan Company

3.b.

If Relocation or Correction, Prior Street Address (Physical Location)

If Relocation or Correction, Prior City and County

If Relocation or Correction, Prior State / Province, Country, and Zip / Postal Code

If Relocation or Correction, Prior State or Country (if foreign) of Incorporation

5. Fiscal Year End (SLHCs Only): _____

(MM/DD)

6. SEC Reporting Status: Not Applicable Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act
 Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act
 Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934

7. CUSIP Number:

See instructions for when applicable

Leading six digits only

8.a. Tax ID Number: _____

- 8.b. Legal Entity Identifier (LEI): _____
9. Savings and Loan Type: Stock SLHC Federal Savings Association
 HOLA 10(I) Stock SLHC State Savings Association Federal Savings Association/
Covered Savings Association
 Trust (non-testamentary) SLHC Federal Savings Bank
 Mutual SLHC State Savings Bank HOLA 10(I) Election
 HOLA 10(I) Mutual SLHC Cooperative Bank HOLA 10(I) Election
 Other, describe: _____

10. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 Limited Liability Limited Partnership
 Other, describe: _____

11. Is the savings and loan company consolidated in the reporter's financial statements? Yes No
 (only reportable for *foreign* investments)

Ownership Section (report at direct holder level unless otherwise noted)

12. Direct Holder's Name and Location: _____
 Legal Name _____ City, State/Province, Country _____
- 13.a. Percentage of a Class of Voting Shares: _____ %
- 13.b. Percentage of Nonvoting Equity: _____ %
- 13.c. Other Interest: Yes No
- 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:
 General Partner/Managing Member
 Limited Partner/Non-Managing Member
14. Control by Direct Holder: Yes No
15. Control by Reporter: Yes No
16. Former Direct Holder's Name and Location (if applicable):
 Legal Name of Former Direct Holder _____
 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 (SLHCs only)	_____	_____	_____
17.c. Termination of Activity	_____	_____	_____

Nonbanking 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. Termination of Activity	_____	_____	_____

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 Calendar 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 applies to mergers involving an insured depository institution organized under U.S. law.

4. Did the head office of the nonsurvivor become a branch of the survivor? Yes No

For Federal Reserve Bank Use Only

ID_RSSD_TOP (top-tier BHC)

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.

Check box if correction **Post-Transaction Notice Section**

1.a. Event Type (check one only):

1.b. Date of Event:

(MM / DD / YYYY)

- New Activity Commenced Directly by an FHC or through an Existing Subsidiary
- New Activity Commenced through Acquisition of a Going Concern
- New Activity Commenced through a De Novo Formation

2. New Activities Commenced

For the event type checked in item 1.a, report the FRS Legal Authority code and the five or six-digit NAICS activity code for each new activity. Provide a text description of the activity if unable to identify a five or six-digit NAICS activity corresponding to the activity.

FRS Legal Authority Code (check one)	NAICS Activity Code	Description of Activity
2.a. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____
2.b. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____
2.c. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____

Large Merchant Banking or Insurance Company Investments Section

Use this section to report certain merchant banking or insurance company investments when the FHC directly or indirectly acquires more than 5 percent of a Nonfinancial Company's voting shares or total equity or assets and the cost of the investment exceeds:

- (1) \$200 million; or
- (2) 5 percent of tier 1 capital, whichever is less.

1.a. Event Type (check one only):

1.b. Date of Event:

(MM / DD / YYYY)

- Initial Investment
- Divestiture
- No Longer Reportable
- Name Change

2. Direct Holder's Name and Location

Legal Name

City and County

State / Province

Country

3.a. _____

Legal Name of Nonfinancial Company

3.b. _____

If Name Change or Correction, Prior Legal Name

City and County (Physical Location)

State / Province, Country, and Zip / Postal Code

3.c. Legal Entity Identifier (LEI):

4. Direct Holder's Investment in Nonfinancial Company

Report the percentage amount in a, b, or c, as applicable.

a. _____ % Voting Securities

b. _____ % Total Equity

c. _____ % Assets

5. Initial Aggregate Cost of Investment to the FHC: \$ _____ (in millions of U.S. dollars)

Domestic Branch Schedule

Use this schedule to report information on:

1. Branches and offices of domestic depository institutions (including territorial depository institutions) controlled directly or indirectly by a top-tier bank holding company (BHC) or a top-tier savings and loan holding company (SLHC) and state member banks that are not affiliated with a BHC; and,
2. Branches of Edge and agreement corporations.

Check box if correction

1.a. Event Type (check all that apply):

- Opening (De Novo) Purchase of Branches Acquisition of Branches through Merger/Absorption
 Sale of Branches Closure Relocation
 Name Change Change in Service Type Deletion of Erroneously Reported Branch/Office
 Other, describe: _____

1.b. Date of Event: _____ (MM / DD / YYYY)

Characteristics Section

2. Check applicable service type:

- Full Service Limited Service Trust Electronic Banking

3.a. _____
Popular Name

3.b. _____
If Name Change, Prior Popular Name

4.a. Current Address

Current Street Address (Physical Location)

City and County

State, Country, and Zip / Postal Code

4.b. Previous Address (if changes have occurred)

If Relocation or Correction, Prior Street Address (Physical Location)

If Relocation or Correction, Prior City and County

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 branches, provide the name and address of the other domestic depository institution involved in the transaction and the number of branches sold or purchased:

Name of Other Depository Institution that Sold or Purchased Branches

Number of Branches Sold or Purchased

City, State, Country, and Zip / Postal Code

Foreign Branch of U.S. Banking Organizations Schedule

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)

Characteristics Section

2. Office Type:

Full-Service Branch Shell Branch Other

3. Date of Board Consent or Prior Notification (if applicable): _____

(MM / DD / YYYY)

4.

Popular Name _____

5.a. Current Address

Current Street Address (Physical Location) _____

City _____

Province, Country, and Zip / Postal Code _____

5.b. Previous Address (if changes have occurred)

If Relocation or Correction, Prior Street Address (Physical Location) _____

If Relocation or Correction, Prior City _____

If Relocation or Correction, Prior Province, Country, and Zip / Postal Code _____

6.

Head Office Legal Name _____

City, State, Country, and Zip / Postal Code _____

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

Use this schedule to report information about U.S. branches, agencies, representative offices, and managed non-U.S. branches of FBOs, and U.S. representative offices of foreign bank subsidiaries of FBOs.

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
- Change in Office Type
- Commenced Activities through Managed Non-U.S. Branch
- Other, describe: _____

- License Issued
- Became Inactive
- Ceased Activities through Managed Non-U.S. Branch

1.b. Date of Event: _____ (MM / DD / YYYY)

- Relocation
- License Surrendered

Characteristics Section

2. Office Type (including managed non-U.S. branches)

- Branch
- Agency
- Representative Office

3.

Popular Name

4.a. Current Address

Current Street Address (Physical Location)

City and County

State, Country, and Zip / Postal Code

4.b. Previous Address (if changes have occurred)

If Relocation or Correction, Prior Street Address (Physical Location)

If Relocation or Correction, Prior City and County

If Relocation or Correction, Prior State, Country, and Zip / Postal Code

5.

Head Office Legal Name

City, Province, Country, and Zip / Postal Code