

Board of Governors of the Federal Reserve System



Report of Chair

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

Date of Report:

(Month / Day / Year)

Legal Name

Physical Street Address

City and County

State / Province, Country

Zip / Postal Code

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

For Federal Reserve Bank Use Only

RSSD ID _____

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),

- a letter justifying this request is being provided along with the report ☐
- 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—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	_____	_____	_____

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

1.b. Date of Event: _____

(MM / DD / YYYY)

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

Characteristics Section

2.a. _____

Legal Name of Savings and Loan Company

2.b. _____

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

State or Country (if foreign) of Incorporation

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

4. Date Opened: _____

(MM / DD / YYYY)

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
☐ 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: _____

Federal Savings Association/
Covered Savings Association

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: _____ %

14. Control by Direct Holder: ☐ Yes ☐ No

13.b. Percentage of Nonvoting Equity: _____ %

15. Control by Reporter: ☐ Yes ☐ No13.c. Other Interest: ☐ Yes ☐ 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:

- ☐ General Partner/Managing Member
☐ Limited Partner/Non-Managing Member

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

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.

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

1.b. Date of Event:

(MM / DD / YYYY)

- ☐ No Longer Reportable
☐ Became Inactive
☐ Became Reportable

Characteristics Section

2.a.

Legal Name of Nonbanking Company

2.b.

If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a.

City and County (Physical Location)

3.b.

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 Code

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 subsidiary, indicate its functional regulator:

- ☐ Not Applicable ☐ SEC and CFTC ☐ SEC Only
☐ CFTC only ☐ State Securities Department ☐ State Insurance Regulator

4.b. Is the Nonbanking Company a Financial Subsidiary of an insured depository institution? ☐ Yes ☐ No

5. Fiscal Year End (IHCs 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 leading six digits only when applicable

8.a. Tax ID Number: -

8.b. Legal Entity Identifier (LEI):

9. Nonbanking Company Type (see instructions for list):

☐ 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 Nonbanking Company consolidated in the reporter's financial statements? ☐ Yes ☐ No

Answer the above question only if the Nonbanking Company is one of the following "foreign" offices:

(a) Consolidated subsidiary in a foreign country; (b) a majority-owned Edge or agreement subsidiary

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: ☐ 100%
☐ 80% to <100% ☐ >50% to <80% ☐ 25% to 50%
☐ <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

14. Control by Direct Holder: ☐ Yes ☐ No

15. Regulation K, Subpart A Investments:

- ☐ Portfolio Investment
☐ Joint Venture
☐ Subsidiary

13.b. Other Interest: ☐ Yes ☐ No

13.c. 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

16. Former Direct Holder's Name and Location (if applicable):

Legal Name of Former Direct Holder

City, State / Province, Country

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	<hr/>	<hr/>	<hr/>
17.b. Secondary Activity	<hr/>	<hr/>	<hr/>
17.c. Termination of Activity	<hr/>	<hr/>	<hr/>

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

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):

1.b. Date of Event: _____

(MM / DD / YYYY)

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

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

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 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):

1.b. **Date of Event:** _____

(MM / DD / YYYY)

☐ Opening

☐ License Issued

☐ Relocation

☐ Change in Office Type

☐ Became Inactive

☐ License Surrendered

☐ Commenced Activities through
Managed Non-U.S. Branch

☐ Ceased Activities through
Managed Non-U.S. Branch

☐ Other, describe: _____

Characteristics Section

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

☐ Branch

☐ Agency

☐ Representative 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 Zip / Postal Code