

Board of Governors of the Federal Reserve System



Report of Changes in Organizational Structure - FR Y-10

Cover Page

Submission Date _____
(MM/DD/YYYY)

Reporter's Name, Street and Mailing Address

April 13, 2007
DRAFT
Effective April 30, 2008

Legal Name

Street Address

City and County

State/Province, Country

Zip/Postal Code

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

Mailing City

Mailing State/Province, Country

Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number (include area code and if applicable, the extension)

Fax Number (include area code)

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

Does the reporter request confidential treatment for any portion of this submission?

Yes

Please identify the report schedule(s) and item(s) to which this request applies: _____

- In accordance with the instructions on page GEN-2, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately and labeled "Confidential."

No

Public reporting burden for the information collection is estimated to average 1 hour 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.

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), 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, 611a and 615); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Sections 225.5(b) and 225.87 of Regulation Y (12 CFR 225.5(b) and 225.87).

FRB Use Only
ID_RSSD _____

Banking Schedule

FRB Use Only	
ID_RSSD_E1 (direct holder)	_____
ID_RSSD_E2 (reportable company)	_____
If applicable, former d/h	_____

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:

1.a Event Type (check one or more):

1.b Date of Event : _____

(MM/DD/YYYY)

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

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

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

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Characteristics Section

2.a _____
Legal Name of Banking Company

2.b _____
If Name Change or Correction, Prior Legal Name of Banking Company

3.a _____
Current Street Address

3.b _____
If Relocation or Correction, Prior Street Address

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. Date Opened: _____
(MM/DD/YYYY)

5. Fiscal Year End (FBOs and BHCs 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:
not required for FBOs leading six digits only

8. Banking Company Type: BHC FBO U.S. Commercial Bank U.S. State Chartered Savings Bank
 If other, please describe: _____

9. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 If other, please describe: _____

10. Is the Banking 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)

11. Direct Holder's Name and Location: _____
Legal Name City, State/Province, Country

12.a Percentage of a Class of Voting Shares: _____% or 12.b Percentage of Nonvoting Equity: _____%

12.c Other Interest: Yes No

13. Control by Direct Holder: Yes No 14. Control by Reporter: Yes No

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

Legal Name of Former Direct Holder City, State/Province, Country

Activity and Legal Authority Section (for List of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Au- thority Code	NAICS Ac- tivity Code	Description of Activity
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16.a Primary Activity _____

16.b Secondary Activity (FBOs and BHCs only) _____

16.c Termination of Activity _____

Nonbanking Schedule

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

Check box if correction:

1.a Event Type (check one or more):

1.b Date of Event : _____

(MM/DD/YYYY)

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

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

- No Longer Reportable
 Became Inactive
 Became Reportable

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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

3.b _____
 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. 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

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution? Yes No

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. Nonbanking Company Type (see instructions for list): _____
 If other, please describe: _____

9. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 If other, please describe: _____

10. 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)

11. Direct Holder's Name and Location: _____
 Legal Name City, State/Province, Country

12.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

12.b Other Interest: Yes No

13. Control by Direct Holder: Yes No

14. Regulation K, Subpart A Investments: Portfolio Investment Joint Venture Subsidiary

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

 Legal Name of Former Direct Holder

 City, State/Province, Country

Activity and Legal Authority Section (for List of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
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16.a Primary Activity _____

16.b Secondary Activity _____

16.c Termination of Activity _____

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

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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

FRB 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.

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	_____	_____
2.b	<input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____
2.c	<input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____

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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 Nonbanking 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. Date of Event _____
MM/DD/YYYY
2. Direct Holder's Name and Location _____
Legal Name

City and County State/Province Country
3. Nonbanking Company's Name and Location _____
Legal Name

City and County State/Province Country
4. Direct Holder's Investment in Nonbanking 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)

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

Branch, Agency, and Representative Office of FBOs Schedule

Use this schedule to report information about U.S. branches, agencies, representative offices, and managed non-U.S. branches of top-tier and subsidiary Foreign Banking Organizations.

Report all offices, including inactive offices that continue to retain their license.

Check box if correction:

1.a Event Type (check one only):

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

- | | | |
|---|--|--|
| <input type="checkbox"/> Opening | <input type="checkbox"/> License Issued | <input type="checkbox"/> Relocation |
| <input type="checkbox"/> Change in Office Type | <input type="checkbox"/> Became Inactive | <input type="checkbox"/> License Surrendered |
| <input type="checkbox"/> Commenced Activities Through Managed Non-U.S. Branch | <input type="checkbox"/> Ceased Activities Through Managed Non-U.S. Branch | |
| <input type="checkbox"/> If Other, please describe event type: _____ | | |

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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

If Relocation or Correction, Prior Street Address

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

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

Foreign Branches 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, bank holding companies, 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 one only):

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

Opening Closure Relocation

If Other, please describe event type: _____

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2. Office Type:

Full-Service Branch Shell Branch Other

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

4. _____
Popular Name

5.a Current Address

5.b Previous Address (if changes have occurred)

Current Street Address

If Relocation or Correction, Prior Street Address

City

If Relocation or Correction, Prior City

Province, Country, and Zip/Postal Code

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

6. _____
Head Office Legal Name

City, State, Country and Zip/Postal Code

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

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 top-tier BHCs 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:

- | | | |
|--|---|--|
| <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"/> If Other, please describe event type: _____ | | |

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

4.b Previous Address (if changes have occurred)

Current Street Address

If Relocation or Correction, Prior Street Address

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 Sale 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

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