

Annual Report of Holding Companies

FR Y-6

U.S. intermediate holding companies,

GENERAL INSTRUCTIONS

Who Must Report

The FR Y-6 is to be filed by all top-tier bank holding companies, savings and loan holding companies, employee stock ownership plans, employee share ownership trusts, or trusts that are savings and loan holding companies pursuant to Regulation LL (12 CFR 238.2 (m)(2)), and securities holding companies as authorized under Section 618 of the Dodd-Frank Act, 12 U.S.C. 1850a(c)(1), (collectively, “holding companies”). In addition, the FR Y-6 must be filed by: any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 CFR 211.23); and by any top-tier bank holding company or top-tier savings and loan holding company that is organized under foreign law but is not a foreign banking organization.¹ Employee stock ownership plans or employee share ownership trusts that are also bank holding companies as defined under Section 2(a)(1) of the Bank Holding Company Act and Section 225.2(c) of Regulation Y or savings and loan holding companies as defined under Section 10(a)(1)(D) of the Home Owners’ Loan Act and Section 238.2(m) of Regulation LL must file the FR Y-6 if the employee stock ownership plan or employee share ownership trust is the top-tier holding company. The entities listed above will hence forth be referred to as the “Reporter.”

In the case of multi-tiered holding companies that are direct or indirect subsidiaries of another holding company,

1. In general, a FBO that is or is treated as a ‘qualifying foreign banking organization’ under section 211.23 of Regulation K (12 CFR 211.23) is not required to file the FR Y-6. See the *Report of Changes in Organizational Structure* (FR Y-10) Glossary for definition of a ‘qualifying foreign banking organization.’ In addition, a FBO that qualifies for a limited exemption under Regulation K is not required to file the FR Y-6. Such entities instead must comply with the reporting requirements of the *Annual Reporting of Foreign Banking Organizations* (FR Y-7).

the top-tier holding company must file the FR Y-6 on behalf of all lower tier holding companies. The top-tier holding company must submit individual responses to Report Items 3 and 4 for itself and for each subsidiary holding company. Individual responses to Report Items 1, 2a, and 2b for each subsidiary holding company would duplicate the information submitted by the top-tier holding company and are therefore not required.

Additional copies of this instruction book may be obtained from the Federal Reserve Bank in the district where the reporting holding company submits its FR Y-6 report or may be found on the Federal Reserve Board’s public web site (www.federalreserve.gov).

Where to Submit the Reports

Submit to the *appropriate Federal Reserve Bank* (see the FR Y-10 Glossary) the original report and the number of copies specified by that Reserve Bank. The original and all copies must include the required attachments.

All reports shall be made out clearly and legibly, submitted in typewritten form or in ink. Reports completed in pencil will not be accepted.

When to Submit the Report

The FR Y-6 is required to be submitted as of the end of the top-tier holding company’s fiscal year end.

The FR Y-6 must be filed with and received by the appropriate Federal Reserve Bank **no later than 90 calendar days** after the top-tier holding company’s fiscal year end. Holding companies filing a tiered report should file as of the fiscal year end of the top-tier holding company. The report is due at the appropriate Federal Reserve Bank by 5:00 P.M. on the submission date. The filing of a completed report will be considered timely, regardless of when the report is received by the appropriate Federal Reserve Bank, if the report is mailed first

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In certain limited circumstances, the Federal Reserve may grant confidential treatment for some or all of the items for which such treatment has been requested if the institution clearly has provided a compelling justification for the request.

class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, a company whose completed FR Y-6 is received late may be called upon to provide proof of timely mailing. A “Certificate of Mailing” (U.S. Postal Service Form 3817) may be used to provide such proof. If an overnight delivery service is used, entry of the completed original report into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original report on or before the submission deadline to the location to which the report would otherwise be mailed is an acceptable alternative to mailing such report. Companies that are unable to obtain the required officers’ signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline should contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report data and the subsequent filing of their signed reports.

If the submission deadline falls on a weekend (Saturday or Sunday) or holiday, the report must be received by 5:00 P.M. on the first business day after the weekend or holiday. Any report received after 5:00 P.M. on the first business day after the weekend or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original weekend or holiday submission deadline (original deadline), or the institution has a record of sending the report by overnight service one day prior to the original deadline.

How to Prepare the Report

A. Confidentiality

Once submitted, a FR Y-6 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) “trade secrets and commercial or financial information obtained from a person and privileged or confidential” (exemption 4), and information that, if disclosed, “would constitute a clearly unwarranted invasion of personal

privacy” (exemption 6). A Reporter may request confidential treatment for any information submitted on the FR Y-6 that the Reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Cover Page to the FR Y-6 that these steps have been followed.

This report requires the submission of information regarding individuals. The submission of information on individuals can raise privacy concerns, especially when reporters provide more details on individuals than is required to be submitted. The report items regarding individuals are narrowly tailored to minimize these concerns. The Reporter is responsible for ensuring that the information provided on individuals is limited to that which is requested in the relevant report items.

The Reporter must take appropriate measures to safeguard the confidentiality of information provided to the Federal Reserve, including details regarding individuals. The Reporter must confirm (on the cover sheet to this report) that the Reporter has the authority (a) to provide information regarding individuals to the Federal Reserve, and (b) on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve will assume, in the absence of a request for confidential treatment submitted in accordance with the Board’s “Rules Regarding Availability of Information,” 12 CFR Part 261, **that the Reporter and individual consent to public release of all details in the report concerning that individual.**

Reporters requesting confidential treatment of information are hereby advised that Board policy strongly favors disclosure of the names and the number and percentage of voting securities provided in response to Report Item 3 that pertain to securities holders who control 10 percent or more of any class of voting securities of a holding company, bank, or savings association unless there is shown to be a well-defined present threat to the liberty or personal security of individuals. This policy shall not preclude a Reporter from raising any ground for confidential treatment of such information that may be available under the FOIA. Therefore, it is incumbent on Reporters to make a formal, substantiated request for confidential treatment of any portion of the report that they believe should be kept confidential, and that includes (but is not limited to) information on holders of voting securities.

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. The written request must identify the specific items for which confidential treatment is requested, provide justification for the confidential treatment requested for the identified items, and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result is not sufficient.¹

Reporters that seek confidential treatment for specific report item responses to the FR Y-6 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume. ~~They also should clearly describe or visually indicate the amount of information for which confidential treatment is sought.~~

The Reporter also must submit a letter concurrent with submission of the two-part FR Y-6, ~~identifying the specific information for which confidential treatment is sought, providing legal justification for the request, and describing the specific harm that would result from disclosure of the information. Unsupported or conclusory statements that disclosure will cause competitive harm or result in an invasion of privacy will be considered insufficient to support the request for confidential treatment.~~

Reporters must submit a request for confidential treatment at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as filed on a previous FR Y-6 report or as otherwise provided to the Board.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System if the Board determines that the disclosure of such information is required by law or in the public interest. ~~In general, Federal Reserve staff will notify the Reporter before releasing information for which confidential treatment has been requested.~~ For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

B. Additional Information

The Federal Reserve System reserves the right to require the filing of additional statements and information if the information submitted in the FR Y-6 report is not sufficient to appraise the financial soundness of the

holding company or to determine its compliance with applicable laws and regulations. The Reporter must follow the steps outlined in the section immediately above with respect to any additional information for which it seeks confidential treatment.

C. Audit Requirements

Top-tier holding companies do not have to submit *audited* financial statements as part of the requirements of the FR Y-6. However, the Federal Reserve requires that top-tier holding companies with total consolidated assets of \$500 million or more must have an annual audit of its consolidated financial statements by an independent public accountant. If a top-tier holding company reaches the threshold of \$500 million or more in total consolidated assets during its fiscal year, the annual audit requirement by an independent public accountant would not be required until its following fiscal year end. In other words, for the annual audit requirement, an institution's total assets are measured as of the beginning of its fiscal

Check Box

The Reporter must select on page 1 of the form whether any confidential treatment is requested for any portion of the report. If the answer to the first question is "Yes," the Reporter must indicate whether a letter justifying the request for confidential treatment is included with the submission or has been provided separately. **If an institution does not fulfill both requirements, or does not check the appropriate boxes, confidential treatment will not be considered.**

Note: Responses to the questions regarding confidential treatment on page 1 of the form will be considered public information.

Federal Reserve Bank by 90 days after its fiscal year end (i.e., the FR Y-6 deadline), and a non-public top-tier holding company must have its audited financial statements on file by 120 days after its fiscal year end.

The annual audit must be in accordance with generally in accordance with the terms of 12 CFR 261.16 statements of income, changes in equity capital, and cash flows, with accompanying footnote disclosure). The scope of the audit engagement shall be sufficient to permit such accounting. If the Federal Reserve deems it necessary to release confidential data, the reporting institution will be notified before it is released. GAAP). Insured institutions that do not prepare GAAP financial statements pursuant to Section 13 or 15(d) of the Security Exchange Act of 1934

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may satisfy the audit requirement with financial statements containing Principal Officer Signature.

In addition, consolidated holding company with a subsidiary holding company if de

If the holding company is an ESOP/ESOT formed as a corporation and has officers, an officer must sign the report. If officer positions do not exist, the ESOP/ESOT trustee must sign the report. If the holding company is an LLC and has officers, an officer must sign the report. If officer positions do not exist, a managing member of the LLC must sign the report.

D. Signatures

The *Annual Report of Holding Companies* (FR Y-6) is required to be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. By signing the cover page of this report the director (or chairman of the board) acknowledges that any knowing and willful misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject the director (or chairman of the board) to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

E. Amended Reports

The Federal Reserve may require the filing of an amended *Annual Report of Holding Companies* if the report as previously submitted contains significant errors. In addition, a Reporter should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve. The Reporter must follow the steps outlined in Section A above, with respect to any additional information for which it seeks confidential treatment.

F. Monitoring of Regulatory Reports

Federal Reserve Banks will monitor the filing of all regulatory reports to ensure that they are filed in a timely manner and are accurate and not misleading. Reporting deadlines are detailed in the When to Submit the Reports section of these General Instructions. Additional information on the monitoring procedures is available from the Federal Reserve Banks.

G. What Must Be Submitted

Top-tier holding companies must submit responses to each of the following report items. If certain report items are not applicable to the reporting holding company, a response of “No”, “None” or “Not Applicable”, as appropriate, must be reported for those report items. Otherwise, Reserve Bank staff will contact the Reporter to ensure the response is complete. See Appendix A for a sample of a completed FR Y-6.

Cover Page:

The completed cover page of the FR Y-6 must be signed by an authorized person that is *both a director and officer* (or chairman of the board) of the top-tier holding company. The signed cover page should be submitted with the FR Y-6 report as it is considered part of the FR Y-6 report.

Legal Entity Identifier (LEI):

~~Effective with fiscal year ends beginning October 31, 2014, the top-tier holding company (reporter) must provide its LEI on the cover page of this report if it already has one. If the reporter does not have a LEI, it is not required to obtain one. See the FR Y-10 Glossary for definition of a “Legal Entity Identifier (LEI).”~~

For Use By Tiered Holding Companies:

The top-tier holding company of a tiered holding company must complete the information required for each of its subsidiary holding companies. This information should only be submitted by top-tier holding companies with subsidiary holding companies. Do not submit COV-2 if your organization does not have a subsidiary holding company.

Report Item 1: Annual Report to Shareholders

A holding company that prepares an annual report for its shareholders and is **not registered** with the Securities and Exchange Commission (SEC) must submit the number of copies of the annual report specified by the appropriate Reserve Bank with its FR Y-6. If the annual report is not available by the submission date, the holding company must inform the appropriate Federal Reserve

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Bank that it will forward its annual report to the appropriate Federal Reserve Bank as soon as practicable.

A top-tier holding company that is not registered with the SEC must indicate on the cover page (per checkbox at lower left-hand corner) that an annual report to shareholders: (a) is included with the FR Y-6 report, (b) will be sent under separate cover, or (c) is not prepared. An annual report is to be submitted to the Federal Reserve only if such a report is created for shareholders. Holding companies do not need to create an annual report if such report is not normally created for shareholders.

Holding companies may be required to submit, at the discretion of their appropriate Federal Reserve Bank, free-form comparative financial statements, footnotes and any other information that is deemed necessary by their appropriate Federal Reserve Bank to fulfill its supervisory responsibilities. The Federal Reserve may request that such financial statements and footnotes be audited by an independent public accountant.

Report Item 2a: Organization Chart

Submit an organization chart indicating the Reporter and its interest in all entities as defined below. This includes: (a) companies reportable on the *Report of Changes in Organizational Structure* (FR Y-10) and (b) additional companies reportable on the FR Y-6. The organization chart may be in a diagram or list format. It should disclose the:

- (1) full legal names (use abbreviations **only** if part of the legal name);
- (2) the Legal Entity Identifier (LEI) (if the entity already has one) ²
- (3) physical address (i.e., city and state/country) of each entity;
- (4) State or country (if foreign) of incorporation of each entity. Companies that are incorporated or organized in the U.S. should only report the state of incorporation. Companies that are incorporated or organized outside the U.S. should only report the country of incorporation. The state or country (if foreign) of

2. The top-tier holding company (Reporter) must provide the LEI for itself and any subsidiary reportable on the FR Y-6 if they already have one. If the Reporter or any of its subsidiaries do not have a LEI, it is not required to obtain one. See the FR Y-10 Glossary for definition of a "Legal Entity Identifier (LEI)."

incorporation is required for all business organization types. For instance, limited liability companies should report the state or country (if foreign) in which they filed their articles of organization;

- (5) intercompany ownership and control relationships (including any interest held by a Reporter in an entity through more than one direct holder); and
- (6) percentage ownership (of voting and nonvoting equity or other interests) by each direct holder. For partnerships and limited liability companies, the specific partner or member interest should be provided (i.e., general or limited partner, managing or non-managing member).

To determine the appropriate percentage to report, round the actual number down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79.

Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

As described below the FR Y-6 Organization Chart may have companies in addition to those reportable on the FR Y-10. The top-tier holding company may choose how to report those differences using one of the following two options. One option is a single organization chart, annotated to indicate those companies reportable on the FR Y-6 Organizational Chart, but not reportable on the FR Y-10. Option two is an organization chart showing the companies that are solely reportable on the FR Y-10 and a separate listing that shows companies that are reportable on the FR Y-6 but are not reportable on the FR Y-10.

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6:

- (1) Top-tier holding companies organized under U.S. law, regardless of financial holding company status;
- (2) Foreign banking organizations that do not meet the requirements of and are not treated as qualifying foreign banking organizations under Section 211.23 of Regulation K;
- (3) Holding companies, U.S. banks, savings associations or foreign banking organizations in which a Reporter directly or indirectly in the aggregate controls, owns, or holds, more than 5 percent of any class of voting

For bank holding companies and U.S. intermediate holding companies, include Nonbanking Companies in which the Reporter directly or indirectly in the aggregate controls 5 percent or more, but less than 25 percent of the outstanding shares of any class of voting securities ($\geq 5\%$ to $< 25\%$).

For savings and loan holding companies, include Nonbanking Companies in which the Reporter directly or indirectly in the aggregate controls 5 percent or more, but less than or equal to 25 percent of the outstanding shares of any class of voting securities ($\geq 5\%$ to $\leq 25\%$).

With respect to such companies, a Reporter should not report the exact percentage of voting securities that it controls on the organizational chart. The Reporter only needs to indicate that the company is not reportable on the FR Y-10.

controlled by a holding company;

- (5) Large banking and insurance company investments made by an affiliate of a financial holding company are reportable if the financial holding company and its affiliates on a combined basis acquired more than 5 percent of the voting securities, assets, or ownership interest of a company engaged in a nonfinancial activity at a cost that exceeds the lesser of 5 percent of the parent financial holding company's Tier 1 capital (or total capital for FR Y-9SP filers) or \$200 million;
- (6) Any entity not mentioned above that is required to file a regulatory financial report with the Federal Reserve System; and
- (7) Any company (even if it does not otherwise meet the reporting criteria) that is both a subsidiary of the Reporter and a parent of a reportable company.

This list of companies reportable on the FR Y-10 includes a Reporter's directly or indirectly held subsidiaries that are direct or indirect holders of any of the above companies.

Additional companies reportable on the FR Y-6:

~~Include Nonbanking Companies in which the Reporter~~

3. In general, a Reporter is considered to control all securities which it or its subsidiaries have the power to vote, but not securities held in a fiduciary capacity. However, securities held by a Reporter (or its subsidiary) as fiduciary are deemed controlled by the Reporter if the securities are held for the benefit of employees, securities holders, members, affiliates of the Reporter or any Reporter subsidiary, or if the securities are of a holding company, bank or savings association organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the securities for more than 2 years. In addition, a security that is convertible into a voting security at a holder's option is deemed to be a securities of the class into which the security is convertible. The holding company 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).

4. To determine whether one company controls another company, apply the standard for control as defined in the Glossary of the FR Y-10.

~~or indirectly in the aggregate controls more than 5 percent, but less than 25 percent for bank holding companies and 25 percent or less for savings and loan companies, of the outstanding shares of any class of voting securities. With respect to such companies, a Reporter need not report on its organizational chart the percentage of the voting securities that it controls, but only indicate that the company is not reportable on the FR Y-10.~~

Companies not reportable on the FR Y-6 Organization Chart:

- (1) *Inactive Companies:* Any company that exists as a matter of law, but does not engage in any business activity. The company becomes reportable once it begins to engage in business. Note that inactive companies include companies that have been set-up as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. Any company that is inactive as of the end of the reporting period does not need to be reported on the FR Y-6;
- (2) *Companies Held by a Small Business Investment Company:* Any company controlled directly or indirectly by a Small Business Investment Company that is registered with the Small Business Administration, unless the interest in the company is a reportable merchant banking or insurance company investment on the FR Y-10;
- (3) *Debts Previously Contracted:* An interest in a nonbanking company acquired to secure or collect a debt previously contracted or in a nonbanking company that solely holds assets acquired in satisfaction of a debt previously contracted. A company that holds only foreclosed properties should not be reported. Contrarily, a company that holds a mixture of foreclosed properties and nonperforming loans that are not yet in default should be reported.
- (4) *Interests Held as Collateral:* Interest held solely as collateral securing an extension of credit.
- (5) *Companies Controlled Through an Insurance Underwriter:* Any nonbanking company organized under U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to any of the following: (a) a Nonbanking Company that is the underwriter's highest-tier provider in the U.S. of any primary line

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of insurance, (b) a Nonbanking Company required to file a financial report with the Federal Reserve System, or (c) any interest that is a reportable merchant banking or insurance company investment;

- (6) *Advising and Administering a Mutual Fund:* Note that advising and administering a mutual fund does not by itself constitute a reportable interest of a Reporter in a fund;
- (7) *Special Purpose Vehicles (SPV):* Any company formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction;⁵
- (8) *Companies Required to be Conformed or Divested:* Any company which must be divested, or the activities of which must be conformed, pursuant to Sections 4(a)(2) or 4(n)(7) of the Bank Holding Company Act and Section 10(c) of the Home Owners' Loan Act, or pursuant to a commitment made to the Board or the Federal Reserve Bank (see also 12 CFR 225.85);
- (9) *Other Merchant Banking or Insurance Company Investments.* Unless such an investment is reportable on the FR Y-10 (see above), it is not reportable on the FR Y-6; and
- (10) *Public Welfare Investments.* Public welfare investments subject to prior-notice or post-notice filing requirements with federal banking agencies (such as a CD-1 or H-6), if held through a company that has been reported on the FR Y-10 and that is principally engaged in community development or public welfare investment activities.

See Appendix A for a sample organization chart.

Report Item 2b: Domestic Branch Listing

A few weeks after a Reporter's fiscal year-end, a list of domestic branches (henceforth referred to as a branch report) of each domestic depository institution and Edge and agreement corporations within the Reporter's organi-

zation will be available for download at <http://structurelists.federalreserve.gov/>. If a Reporter has questions on accessing its branch report, the Reporter should contact its local Federal Reserve Bank. The Reporter is required to verify and reconcile the branch report(s) against the actual domestic branches of each depository institution, including Edge and agreement corporations that were in operation as of its fiscal year-end. Any corrections, including closures, openings, and additions to the branch report(s) shall be submitted with the FR Y-6 report by the deadline date. Additionally, the verification of all branch structure data, including any corrections, shall be reported to the appropriate Federal Reserve Bank using the same format provided by the Federal Reserve Bank.

Information is required for all reportable domestic branches and offices (henceforth referred to as branches). Domestic branches are defined as: 1) branches located in the fifty states of the United States, which are branches of U.S. depository institutions; and 2) branches located in the U.S. territories, which are located in the same territory as their head office depository institution. A FR Y-10 report is also necessary to report branch changes.

For purposes of this report item, a branch is any location or facility of a domestic depository institution, including the main office, where any of the following occur: accounts are opened, deposits are accepted, checks are paid or loans are granted. Reportable branches include, but are not limited to: brick and mortar locations, drive-in facilities, mobile/seasonal offices, offices on domestic or foreign military bases of government installations, paying or receiving stations or units (not stand-alone Automated Teller Machines (ATMs)), and Internet and Phone Banking locations where a customer can open accounts, make deposits or borrow money.

The following information should be verified for each branch:

- Popular name of the branch (please include the word mobile in the popular name of a mobile office),
- Date the branch opened, closed, or experienced a change,
- Street address (post office boxes are not appropriate),
- City,
- County,

5. Note that an interest in a Variable Interest Entity (as defined in ASC Subtopic 810-10, Consolidation – Overall (formerly FASB Interpretation No. 46 (Revised), *Consolidation of Variable Interest Entities*, as amended by FASB Statement No. 167, *Amendments to FASB Interpretation No. 46(R)*) typically will not be reportable on either the FR Y-6 or FR Y-10 so long as the Reporter does not control the entity.

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- State or province,
- Country,
- Zip or postal code, and
- Applicable branch service type.

Branch Service Type

The following branch service types should be verified for each branch.

Full Service - A branch that accepts deposits, makes loans, opens/closes accounts, has a loan officer and full-time staff on site, maintains normal hours, and may have safe deposit facilities on site. The site may be owned or leased by the institution or located in a retail facility such as a supermarket.

Limited Service - A branch that accepts deposits and payments; however, it may not offer other services. Examples include a Military Facility that operates on a military base for the sole purpose of cashing military and government payroll checks, a drive-through facility that can accept deposits and make payments but may not offer other services, a mobile/seasonal or otherwise temporary branch that may not have a fixed location or is only open for a limited period, or a limited service facility located in a retail establishment. When reporting the current address for a mobile branch, use the address of

Trust - An office that only conducts trust services and does not accept deposits.

Electronic Banking - A facility with a website through which customers can open, manage, and close accounts, apply for loans, make fund transfers, and other types of electronic transactions from a remote location.

NOTE: For Electronic Banking branch service type, the address should be the same as that of the center that performs the back room operations associated with this activity.

Note: A branch does not include Administrative offices, Loan Production offices, Consumer Credit offices, stand-alone ATMs, Contractual offices, Customer Bank Communications Terminals (CBCT) and Electronic Fund Transfer Units (EFTU).

Report Item 3: Securities Holders

The top-tier holding company must file Report Item 3. In a multi-tiered holding company organization the top-tier

holding company must also submit as part of its FR Y-6 a separate Report Item 3 for each lower tier holding company.

- (1) List each securities holder, of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families⁶), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities. ~~For example, an individual or entity that currently holds 2 percent of a class of voting securities and options that would represent an additional 3 percent of such class of voting securities if exercised should be included in this report item.~~ When the shares of the holding company are held by a nominee or in street names, list beneficial owners to the extent information is available. For holding companies that are partnerships, list each partner who has a 5 percent or more ownership interest. Include all general partner interests in each reportable holding company. Also, include warrants issued through the Trouble

When calculating the ownership percentage, please use the following formula:

$$\text{Ownership} = \frac{\text{Individual's Voting Shares} + \text{Individual's Options and Warrants}}{\text{Total Outstanding Voting Shares} + \text{Individual's Options and Warrants}}$$

Please keep the following in mind regarding options and warrants:

- i) when calculating ownership for an individual, look only to that individual's options and warrants, and
- ii) options and warrants are counted whether they are unexercised or "out of the money."

For each securities holder, include any entity listed above, provide the following:

- (a) Name, city and state/country (**do not include the street address or social security number**);

6. Family includes a person's father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.

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- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of securities and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants or other securities or rights) or, in the case of a partnership, the proportionate interest.

- (2) List any securities holder **not** listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the holding company **during** the fiscal year for which the report is being filed. In addition, list each person or entity, or person acting in concert (including families⁵) that held options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of voting securities.

For each securities holder, including any entity referenced above, list the following:

- (a) Name, city and state/country (**do not include street address or social security number**);
- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of securities and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants or other securities or rights) or, in the case of a partnership, the proportionate interest.

For trusts that meet the definition of a company contained in Regulation Y (12 CFR 225.2(d)), including employee benefit plans (e.g., ESOPs, profit sharing trusts, etc.) that are bank holding companies, and for trusts that meet the definition of savings and loan holding company contained in Regulation LL (12 CFR 238.2(m)(2)), report each trustee or designated individual that has the power to vote those securities held in the employee benefit plan. In addition, describe the provision in the trust for voting the securities controlled by the plan.

The estate of deceased securities holder should be recorded as the securities holder of record until the estate has been settled.

See Appendix A for a sample of a securities holder list.

Report Item 4: Insiders

The top-tier holding company must file Report Item 4. In a multi-tiered holding company organization the top-tier holding company must also submit as part of its FR Y-6 a separate Report Item 4 for each lower tier holding company.

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title or compensation, as of the fiscal year end, showing the following:

- (1) Name, city and state/country (**do not include street address or social security number**);
- (2) Principal occupation, if other than with the holding company;
- (3) Title or position with:
 - (a) the holding company;
 - (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company; and
 - (c) any other company in which the person is a director, trustee, partner, or executive officer; and
- (4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or exercised for voting securities) in:
 - (a) the holding company;
 - (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the holding company; and
 - (c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.

For purposes of Report Item 4, the following definitions apply:

General and Report Item Instructions

An “*executive officer*” of a company, bank, or savings association generally means a person who participates or has authority to participate (other than in the capacity of a director) in major policy-making functions of the company, bank, or savings association whether or not:

- (1) the officer has an official title,
- (2) the title designates the officer an assistant, or
- (3) the officer is serving without salary or other compensation.

Trustees and administrative committee members are considered executive officers of an employee benefit plan.

An “*insider*” means an executive officer, director, or principal securities holder, and includes any related interest of such a person.

A “*principal securities holder*” generally means an individual or a company that directly or indirectly, or acting through or in concert⁷ with one or more persons (including families⁸), owns, controls, or has the power to vote 10 percent or more of any class of voting securities

7. Acting in concert includes knowing participation in a joint activity or parallel action towards a common goal of acquiring control of a state member bank or holding company whether or not pursuant to an express agreement.

8. Family includes a person’s father, mother, stepfather, stepmother,

of a member bank or company. In addition, list each person or entity that holds options, warrants or other securities or rights that can be converted into or, which, in their aggregate, and including voting securities currently held, would exceed 10 percent of any such class of voting securities. For example, an individual or entity that currently holds 7 percent of a class of voting securities and options that would represent an additional 3 percent of such class of voting securities if exercised should be included in this report item.

A “*Company*” means any corporation, partnership, trust (business or otherwise), association, joint venture, pool-syndicate, sole proprietorship, unincorporated organization, or any other form of business entity not specifically listed herein. However, for purposes of this report, the term does not include:

- (1) An insured depository institution (as defined in 12 U.S.C. 1813); or
- (2) A corporation the majority of the shares of which are owned by the United States or by any State.

See Appendix A for a sample of an Insider list.

brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person’s spouse.

Appendix A

FR Y-6 Example Format and Guidance*

* Under the Federal Reserve Board's Regulatory Reports Monitoring Program, required items for non-automated reports should be appropriately completed and contain all of the specified information. If a required item is not appropriately completed, containing all the specified information, the report will be considered to be false. The reporting holding company has discretion regarding the format of this report as long as each reporting item is included in the report. This example does not include every situation or relationship that is reportable in the FR Y-6 report. It is solely intended to provide holding companies assistance in completing the FR Y-6.

FR Y-6
 Example Format and Guidance

**SAMPLE
 FOR BANK
 HOLDING
 COMPANY**

Annual Report to Shareholders

- 1. Inform whether or not an annual report is prepared and enclosed.

Organization Chart

- 2a: Include the full legal name, LEI (if already assigned), and the city and state (U.S. entities) or the city and country (non-U.S. entities) or the physical location of the principal office. Include the state or country (if foreign) of incorporation for all entities. **or more**
- Include all entities of which **more than** 5 percent of any class of voting shares is owned or controlled and all entities, regardless of the amount of voting shares owned, that are otherwise controlled by the top-tier bank holding company, directly or indirectly through subsidiaries.

Domestic Branch Listing

- 2b: Include all changes and corrections to the branch listing downloaded at <http://structurelists.federalreserve.gov/>.

Form FR Y-6

Cliff Bancshares, Inc.

St. Louis, Missouri

Fiscal Year Ending December 31, 20XX

Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, XX copies are enclosed.

2a: Organizational Chart

27%

Cliff Bancshares, Inc.

(LEI 20-digit number)

St. Louis, MO

Incorporated in Missouri

35%

Gravel Bancshares, Inc.

(LEI 20-digit number)

Memphis, TN

Incorporated in Tennessee

100%

Marble Credit Corp.

(LEI 20-digit number)

Louisville, KY

Incorporated in Delaware

100%

Cliff Bank

(LEI 20-digit number)

St. Louis, MO

Incorporated in Missouri

100%

Marble Consumer Finance

(LEI 20-digit number)

Louisville, KY

Incorporated in Delaware

85%

Gravel Bank & Trust

(LEI 20-digit number)

Little Rock, AR

Incorporated in Arkansas

15%

Gravel Bank & Trust

(LEI 20-digit number)

Little Rock, AR

Incorporated in Arkansas

NR

Sandstone Data Processing

(LEI 20-digit number)

Memphis, TN

Incorporated in Canada

Ownership percentage not reportable on the FR Y-10. Percentage of ownership is less than 25% and the companies are not controlled by any other means.

2b: Domestic branch listing provided to the Federal Reserve Bank.

Refer to Report Item 2a instructions for further information.

FR Y-6

Example Format and Guidance

SAMPLE FOR SAVING AND LOAN HOLDING COMPANY

Annual Report to Shareholders

1. Inform whether or not an annual report is prepared and enclosed.

Organization Chart

- 2a: Include the full legal name, LEI (if already assigned), and the city and state (U.S. entities) or the city and country (non-U.S. entities) or the physical location of the principal office.

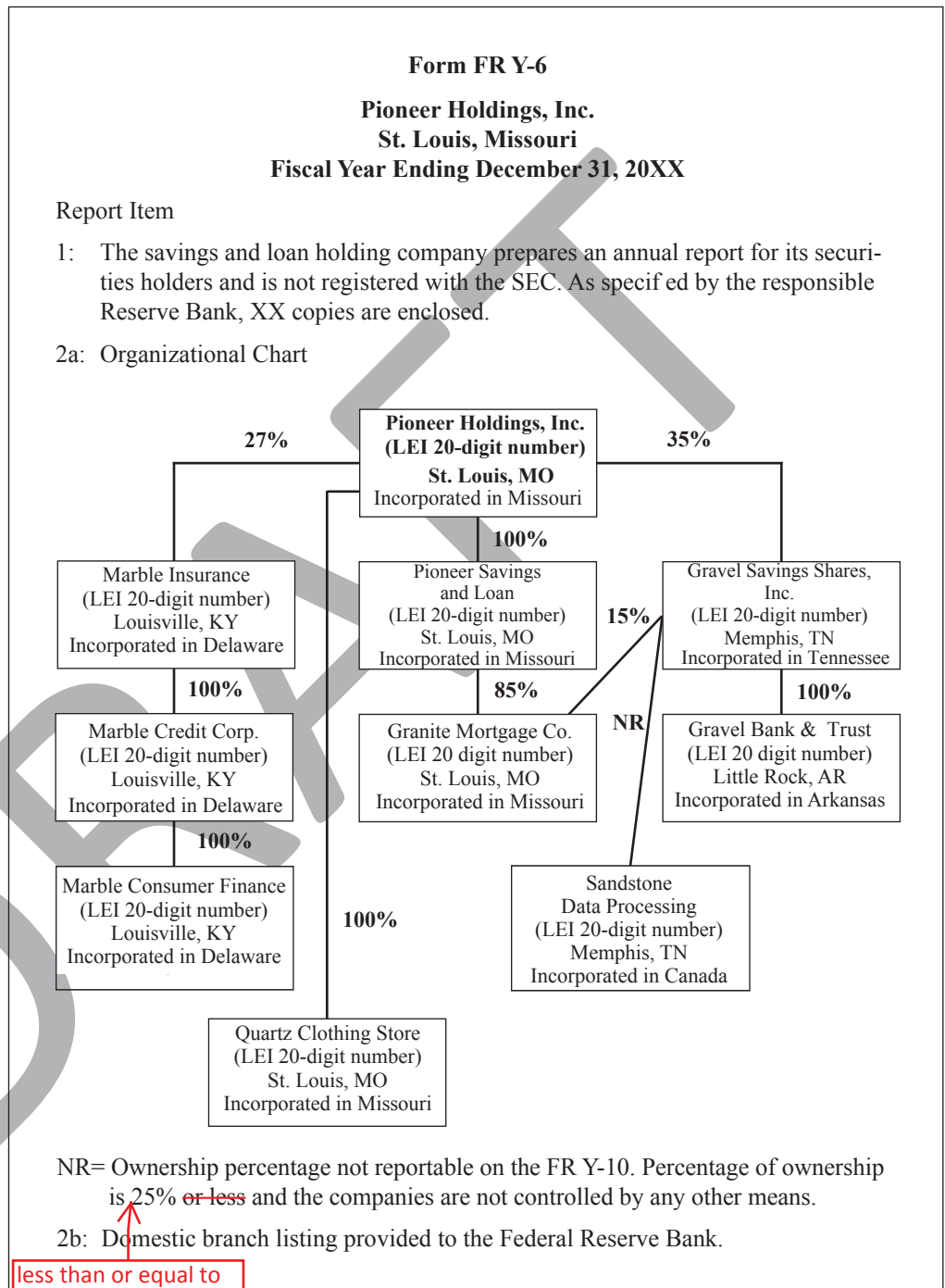
Include the state or country (if foreign) of incorporation for all entities.

Include all entities of which ~~more than~~ **or more** 5 percent of any class of voting shares is owned or controlled and all entities, regardless of the amount of voting shares owned, that are otherwise controlled by the top-tier savings and loan holding company, directly or indirectly through subsidiaries.

Domestic Branch Listing

- 2b: Include all changes and corrections to the branch listing downloaded at <http://structurelists.federalreserve.gov/>.

Refer to Report Item 2a instructions for further information.



Example Format and Guidance

SAMPLE

Form FR Y-6
Legal Title of Holding Company
Fiscal Year Ending December 31, 20XX

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-20XX		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
James Doe Anywhere, MO, USA	USA	720 - 27% Common Stock 100 - 4% Options on Common Stock	Jeannine Doe Anywhere, MO, USA	USA	160 - 6% Common Stock (repurchased) 160 - 6% Options on Common Stock (expired)
Cindy Doe Anywhere, MO, USA	USA	667 - 25% Common Stock			
Gregory Doe Anywhere, MO, USA	USA	293 - 11% Common Stock	ABC Company St. Louis, MO, USA	USA	100 - 50% Pre- ferred Stock (repurchased)
Taylor Family Trust* John Taylor - Trustee St. Louis, MO, USA	USA	160 - 6% Common Stock	XYZ Company St. Louis, MO, USA	USA	100 - 50% Pre- ferred Stock (repurchased)
Mary Doe Anywhere, MO, USA	USA	53 - 2% Common Stock 160 - 6% Options on Common Stock			
The estate of Joe Doe St. Louis, MO, USA	USA	133 - 5% Common Stock			
U.S. Treasury Washington, DC, USA	USA	315,000 - 5% warrants on Common Stock			

* Taylor Family Trust provisions provided on separate attachment.

Example Format and Guidance

SAMPLE

Form FR Y-6
Legal Title of Holding Company
Fiscal Year Ending December 31, 20XX

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
James Doe Anywhere, MO, USA	N/A	Director & Chairman	Director & President (Cliff Bank)	N/A	27%	None	N/A
Cindy Doe Anywhere, MO, USA	N/A	Director & President	Director & Vice President (Cliff Bank)	N/A	25%	5% (Cliff Bank)	N/A
Gregory Doe Anywhere, MO, USA	N/A	N/A	N/A	N/A	11%**	None	N/A
Mary Doe Anywhere, MO, USA	Manufactur- ing Widget Corp.	Director	None	President - Widget Corp. Anywhere, MO	2%	None	Widget Corp. (35%)
Jeannine Doe Anywhere, MO, USA	College Administra- tor	Director & Sec./ Treasurer	None	President Anywhere College Anywhere, MO	None	2% (Cliff Bank)	N/A

** Note: Although Gregory Doe is not a director or officer of the holding company, information must be provided because he is considered a "principal securities holder" of the holding company. This definition can be found in the FR Y-6 instructions.