

# 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

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 \_\_\_\_\_

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**DRAFT**  
Effective June 30, 2007

### 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

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):

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

1.b Date of Event : \_\_\_\_\_

(MM/DD/YYYY)

- 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

## 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 Authority Code	NAICS Activity Code	Description of Activity
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)

- |   |  |   |
|---|--|---|
| <input type="checkbox"/> Acquisition of a Going Concern   | <input type="checkbox"/> Change in Ownership                   | <input type="checkbox"/> No Longer Reportable |
| <input type="checkbox"/> De Novo Formation                | <input type="checkbox"/> Liquidation                           | <input type="checkbox"/> Became Inactive      |
| <input type="checkbox"/> External Transfer                | <input type="checkbox"/> Change in Characteristics             | <input type="checkbox"/> Became Reportable    |
| <input type="checkbox"/> Internal Transfer                | <input type="checkbox"/> Change in Activity or Legal Authority |   |
| <input type="checkbox"/> If other, please describe: _____ |  |   |

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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

\_\_\_\_\_  
State/Province, Country, and Zip/Postal Code

3.b \_\_\_\_\_  
If Relocation or Correction, Prior City and County

\_\_\_\_\_  
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:

- |   |  |  |
|---|--|--|
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> SEC and CFTC                | <input type="checkbox"/> SEC Only                  |
| <input type="checkbox"/> CFTC Only      | <input type="checkbox"/> State Securities Department | <input type="checkbox"/> 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

## 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
---------------	--------------------------	---------------------	-------------------------

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

## 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

Item 2 is only reportable for new activities. 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<br>Managed Non-U.S. Branch | <input type="checkbox"/> Ceased Activities Through<br>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

## 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: \_\_\_\_\_

### Characteristics Section

2. Office Type:

Full-Service Branch  Shell Branch  Other

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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