

The Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates (FR Y-8)

Who Must Report

The Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates (FR Y-8) must be filed by all top-tier bank holding companies (BHCs), including financial holding companies (FHCs), as of the last calendar day of the quarter. The reporting holding company must provide the requested information on this report for each insured depository institution that it controls. **A separate FR Y-8 report form should be filed for each insured depository institution regardless of whether the insured depository institution has section 23A transactions with affiliates.** All transactions that insured depository institutions have with affiliates (see glossary) are reported at the insured depository institution level.

For purposes of this report, an insured depository institution includes any state bank, national bank, trust company, or banking association and any institution that takes deposits that are insured by the Federal Deposit Insurance Corporation, including savings associations. An insured depository institution does not include the insured branches and agencies of a foreign bank. For purposes of this report, transactions between a subsidiary of an insured depository institution and an affiliate are included as part of the insured depository institution's FR Y-8 report. The only subsidiaries excluded from this treatment are financial subsidiaries, insured depository institution subsidiaries, and certain ESOPs and joint venture subsidiaries (as defined in the attached glossary)—companies that are deemed affiliates of the insured depository institution. A holding company should only include information for insured depository institutions and their subsidiaries that are part of the holding company's organizational structure as of the last calendar day of the quarter for which the report is being filed.

All qualified foreign banking organizations that own a U.S. subsidiary bank also must file this report. However,

in the case of a multi-tiered foreign banking organization, if there is a domestic BHC that is a subsidiary of the foreign banking organization, the domestic BHC must file the FR Y-8 for each insured depository institution that is owned directly or indirectly by the domestic BHC. The foreign banking organization must file this report only for a U.S. subsidiary bank that it owns directly.

Where to Submit the Reports

The reports are to be submitted for each report date on the report forms provided by the Federal Reserve Bank where the holding company's Consolidated Financial Statements (FR Y-9C) or Parent Company Only Financial Statements (FR Y-9SP) or Annual Report of Foreign Banking Organizations (FR Y-7) is submitted, regardless of the location of the insured depository institution.

Electronic Submission Option

Any holding company interested in submitting the FR Y-8 electronically should contact the appropriate Federal Reserve Bank or go to www.reportingandreserves.org.

When to Submit the Reports

The Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates (FR Y-8) is required to be submitted as of March 31, June 30, September 30 and December 31.

A holding company must file this report for each insured depository institution by the 30th calendar day after the report date. Any holding company that controls an insured depository institution that has more than one foreign office, other than a "shell" branch or an International Banking Facility, may take an additional fifteen days to submit the report. The filing of a completed report will be considered timely, regardless of when the reports are received by the appropriate Federal Reserve

General Instructions

Bank, if these reports are mailed first class and post-marked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, a company whose completed FR Y-8 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 reports into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original reports on or before the submission deadline to the location to which the reports would otherwise be mailed is an acceptable alternative to mailing such reports.

If the submission deadline falls on a weekend or holiday, the report must be received on the first business day after the Saturday, Sunday, or holiday. Earlier submission aids the Federal Reserve in reviewing and processing the reports and is encouraged. No extensions of time for submitting reports are granted.

How to Prepare the Reports

A. Applicability of GAAP

Holding companies are required to prepare the FR Y-8 in accordance with generally accepted accounting principles (GAAP) and with these instructions. All reports shall be reported in a consistent manner.

Holding companies should refer to the glossary of this report, Regulation W, 12 CFR Part 223 and section 23A of the Federal Reserve Act for additional information on the items requested on this report. A copy of the FR Y-8 form and instructions may be found on the Federal Reserve Board's public website (www.federalreserve.gov/boarddocs/reportforms). Also, a copy of Regulation W may be found on the Federal Reserve Board's public website (www.federalreserve.gov/regulations).

B. Instructional Detail

Legal Name of the Insured Depository Institution

When specifying the name of the insured depository institution for which the FR Y-8 is being filed, use the legal name as it appears on the papers of incorporation

or formation documents. The legal name must be the same name that is specified on the Report of Changes in Organizational Structure (FR Y-10), or the Report of Changes in FBO Organizational Structure (FR Y-10F).

Cover Page

The cover page of the report must include the legal name of the holding company filing the FR Y-8 and the mailing address. The name and telephone number of a contact at the holding company to whom questions about the report(s) may be directed must be indicated.

Report Form Captions

No caption on the report form shall be changed in any way. An insured depository institution that did not engage in any covered or derivative transactions with affiliates and does not control any financial subsidiaries as attested to on page 1, the declaration page, does not need to report any data on this report. For all other respondents, an entry (i.e., an amount or a zero) must be made for items 1 and 2 unless the reporting institution has checked the first box on page 2 indicating that the insured depository institution has covered transactions with financial subsidiaries only. An entry (i.e., an amount or a zero) must be made for items 3 through 7 unless the reporting institution has checked the second box on page 2 indicating that the insured depository institution does not control financial subsidiaries. For all respondents, except those meeting the requirements to submit the declaration page only, an entry (i.e. an amount or a zero) must be made for Memorandum item 1.

Format

All reports shall be completed clearly and legibly by typewriter or in ink. Reports completed in pencil will not be accepted. Holding companies may submit computer printouts in a format identical to that of the report form, including all item and column captions and other identifying numbers.

C. Rounding

All dollar amounts must be reported in thousands of dollars, with the figures rounded to the nearest thousand. Items less than \$500 should be reported as zero.

General Instructions

D. Confidentiality

The Federal Reserve System regards the individual insured depository institution information provided by each respondent as confidential. If it should be determined subsequently that any information collected on this form must be released, respondents will be notified.

E. Verifications and Signatures

Signatures

The FR Y-8 must be signed at the places and in the manner indicated on the cover sheet by an authorized officer of the holding company. The declaration page **must** be signed by an officer and submitted each quarter for the insured depository institution meeting the criteria to be exempt from reporting any data on the report form.

Bank holding 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 may 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.

Declaration Page

If the individual reporting depository institution did not have any covered transactions (including derivative

transactions) with affiliates and does not control any financial subsidiaries, it need not enter any data on the report. The insured depository institution must sign the declaration attesting to these facts and submit the page to the appropriate Reserve Bank.

Electronic submission signatures. Holding companies choosing to submit these reports electronically must maintain in their files a manually signed and attested printout of the data submitted. Holding companies that meet the exemption criteria on page 1 of the report form, the declaration page, **must** maintain in their files a manually signed copy of the declaration page. All holding companies should use the cover page of the report form to fulfill the signature and attestation requirement and attach it to the data printout or declaration page.

F. Additional Information

The Federal Reserve System reserves the right to require additional information from the insured depository institution through the holding company if the FR Y-8 is not sufficient to determine compliance with applicable laws and regulations.

G. Amended Reports

The Federal Reserve may require the filing of amended Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates if reports as previously submitted contain significant errors.

The Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates

General Instructions

This report collects information on covered transactions between an insured depository institution and its affiliates that are subject to section 23A of the Federal Reserve Act, 12 U.S.C. 371c, including derivative transactions between an insured depository institution and its affiliates. Affiliates and covered transactions are briefly described below. **Please refer to the glossary of this report, Regulation W, 12 CFR Part 223 and section 23A of the Federal Reserve Act for additional information.**

Affiliate

An affiliate of an insured depository institution includes a company that controls the insured depository institution, a company under common control with the insured depository institution, a company with a majority interlocking directorate with the insured depository institution, a company that is sponsored and advised by the insured depository institution, certain other investment companies advised by the insured depository institution, an insured depository institution subsidiary, a financial subsidiary, and certain ESOP and joint venture subsidiaries. An operating subsidiary of an insured depository institution is treated as part of the insured depository institution itself and is not an affiliate. See the glossary for a complete description of entities that are and are **not** considered affiliates.

Covered Transactions

Only covered transactions between an insured depository institution and its affiliates are subject to section 23A. Covered transactions include the following transactions:

- (1) a loan or extension of credit to an affiliate;
- (2) a purchase of, or investment in, securities issued by an affiliate;

- (3) a purchase of assets from an affiliate, including an asset subject to repurchase;
- (4) the acceptance of securities issued by an affiliate as collateral for an extension of credit to any person or company; and
- (5) the issuance of a guarantee, acceptance, or letter of credit on behalf of an affiliate.

An insured depository institution's purchase of debt securities issued by an affiliate is an extension of credit and, unless purchased from a nonaffiliate in a bona fide secondary market transaction, must be collateralized.

In general, a credit exposure arising from a derivative transaction between an insured depository institution and its affiliates is not subject to the quantitative limits and collateral requirements of section 23A. However, a credit derivative between an insured depository institution and a nonaffiliate in which the insured depository institution protects the nonaffiliate from a default on, or decline in value of, an obligation of an affiliate of the insured depository institution is a guarantee by the insured depository institution on behalf of an affiliate and is covered under section 23A.

In addition, intraday extensions of credit that meet the requirements of 12 CFR 223.42(1) are not subject to the quantitative limits and collateral requirements of section 23A and should not be reported.

Additional information on covered transactions that are exempt from the quantitative limits or collateral requirements of section 23A can be found in the glossary of this report, Regulation W, and section 23A of the Federal Reserve Act. Covered transactions that are exempt should not be included in this report.

Limits on Covered Transactions

Section 23A limits the aggregate amount of covered

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transactions between an insured depository institution and any single affiliate (other than a financial subsidiary) to no more than 10 percent of the insured depository institution's capital stock and surplus (as defined in the glossary), and the aggregate amount of covered transactions with all affiliates (including financial subsidiaries) to no more than 20 percent of the insured depository institution's capital stock and surplus. An insured depository institution may engage in covered transactions with a single financial subsidiary up to 20 percent of the insured depository institution's capital stock and surplus (as defined in the glossary).

The maximum aggregate amount for **all** covered transactions on any single day that are subject to 23A limits is reported in Memorandum item 1.

Covered Transactions Subject to Section 23A Collateral Requirements

Section 23A also requires that certain covered transactions between an insured depository institution and its affiliates meet statutorily defined collateral requirements. The types of covered transactions subject to the collateral requirements are the following:

- (1) a loan or extension of credit to an affiliate; and
- (2) a guarantee, acceptance, or letter of credit (including an endorsement or standby letter of credit) issued on behalf of an affiliate (including a credit derivative).

Covered Transactions Not Subject to Section 23A Collateral Requirements

Covered transactions *not* subject to section 23A collateral requirements include the following transactions:

- (1) the purchase of, or investment in, securities issued by an affiliate;
- (2) the purchase of assets, including assets subject to an agreement to repurchase, from an affiliate; and
- (3) the acceptance of securities issued by an affiliate as collateral security for a loan or extension of credit to any person or company.

Note: In general, covered transactions must be reported for as long as the transactions remain on the insured depository institution's books. See Regulation W for

additional information on the valuation of different transactions 12 CFR 223.21–223.24.

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An insured depository institution that does not have any covered transactions, did not engage in any derivative transactions with affiliates and does not control any financial subsidiaries (see glossary), should sign the declaration page (page 1 of the report form) attesting to these facts and submit the report each quarter with the cover page. If the insured depository institution meets all of the criteria on the declaration page, it need not enter any data on page 2 or page 3 of the report form.

Line Item Instructions for Part I

Part I must be completed by all BHCs (including FHCs) for each insured depository institution that has covered transactions with affiliates or that controls a financial subsidiary.

An insured depository institution that has covered transactions with financial subsidiaries only should check the first box on page 2 of the report form and not complete items 1 and 2.

Line items 1 and 2 below are to be reported by all BHCs for each insured depository institution that has covered transactions with affiliates other than financial subsidiaries.

An insured depository institution that does not control any financial subsidiaries should check the second box on page 2 of the report form and not complete items 3 through 7.

Line items 3 through 7 below are to be reported by all BHCs with an insured depository institution that controls a financial subsidiary.

All BHCs must complete Memorandum item 1.

Respondents should report in column A the outstanding aggregate amount of covered transactions as of the report date. Respondents should report in column B the maximum aggregate amount during the calendar quarter ending with the report date. Respondents should determine an end of day total (each day) for the category of covered transactions specified in each line item and report in column B only the largest end of day total (i.e., a single day amount) during the quarter.

Line Item Instructions

Line Item 1 Covered transactions subject to section 23A collateral requirements. (Exclude transactions between the insured depository institution and financial subsidiaries.)

Report in column A the outstanding aggregate amount of covered transactions that *are* subject to section 23A collateral requirements that the insured depository institution (as defined in the glossary) had with its affiliates as of the report date. Report in column B the maximum aggregate amount of such transactions *during* the calendar quarter ending with the report date. Exclude transactions between the insured depository institution and its financial subsidiaries or financial subsidiaries of an affiliated insured depository institution.

A line of credit that is extended to an affiliate is an extension of credit. Any portion of the line of credit that is used (drawn down) must be secured and reported in this item. Any portion of a line of credit that is unused (undrawn) is not subject to section 23A collateral requirements if the insured depository institution does not have a legal obligation to advance additional funds until the collateral is provided and is reported in item 2 as a covered transaction.

Line Item 2 Covered transactions not subject to section 23A collateral requirements. (Exclude transactions between the insured depository institution and financial subsidiaries.)

Report in column A the outstanding aggregate amount of covered transactions that *are not* subject to section 23A collateral requirements that the insured depository institution (as defined in the glossary) had with its affiliates as of the report date. Report in column B the maximum aggregate amount of such transactions *during* the calendar quarter ending with the report date. Include in this item the unused (undrawn) portion of an extension of credit that is not subject to section 23A collateral requirements. Exclude transactions between the insured depository institution and its financial subsidiaries or financial subsidiaries of an affiliated insured depository institution.

Line Item 3 Covered transactions between the insured depository institution and financial subsidiaries subject to section 23A collateral requirements.

Report in column A the outstanding aggregate amount

of covered transactions that *are* subject to section 23A collateral requirements that the insured depository institution had with its financial subsidiaries or financial subsidiaries of an affiliated insured depository institution as of the report date. Report in column B the maximum aggregate amount of such transactions *during* the calendar quarter ending with the report date. An extension of credit to a financial subsidiary of an insured depository institution by an affiliate of the insured depository institution is treated as an extension of credit by the insured depository institution if the extension of credit is treated as regulatory capital of the financial subsidiary. Include in this item the used (drawn down) portion of an extension of credit that is subject to section 23A collateral limits. Do not include in this item the unused (undrawn) portion of an extension of credit that is not subject to section 23A collateral requirements. Unused (undrawn) portions should be reported in item 4. Exclude transactions reported in item 1 above and in items 5 and 6 below.

Line Item 4 Covered transactions between the insured depository institution and financial subsidiaries not subject to section 23A collateral requirements.

Report in column A the outstanding aggregate amount of covered transactions that *are not* subject to section 23A collateral requirements that the insured depository institution had with its financial subsidiaries or financial subsidiaries of an affiliated insured depository institution as of the report date. Report in column B the maximum aggregate amount of such transactions *during* the calendar quarter ending with the report date. Include in this item the unused (undrawn) portion of an extension of credit that is not subject to section 23A collateral requirements. Exclude transactions reported in item 2 above and in items 5 and 6 below.

Line Item 5 Purchase of, or investment in, the securities issued by financial subsidiaries of the insured depository institution by the insured depository institution.

Line Item 5(a) Equity securities.

Report in column A the outstanding amount of the purchase of, or investment in, equity securities issued by financial subsidiaries of the insured depository institution

Line Item Instructions

or financial subsidiaries of affiliated insured depository institutions by the insured depository institution as of the report date. Certain retained earnings of the financial subsidiaries should be excluded when calculating the insured depository institution's investment in or purchase of equity securities issued by financial subsidiaries (Please refer to 12 CFR 223.32(b) for additional information.) Exclude transactions reported in items 1, 2, 3, and 4 above.

Line Item 5(b) Debt securities.

Report in column A the outstanding amount of the purchase of, or investment in, debt securities issued by financial subsidiaries of the insured depository institution or financial subsidiaries of affiliated insured depository institutions by the insured depository institution as of the report date. Exclude transactions reported in items 1, 2, 3, 4, and 5(a) above.

Line Item 6 Purchase of, or investment in, the securities issued by financial subsidiaries of the insured depository institution by the affiliates of the insured depository institution.

Line Item 6(a) Equity securities.

Report in column A the outstanding amount of the purchase of, or investment in, equity securities issued by the financial subsidiaries of the insured depository institution or financial subsidiaries of affiliated insured depository institutions by the affiliates of the insured depository institution, including affiliated insured depository institutions, as of the report date. Certain retained earnings of the financial subsidiaries should be excluded when calculating the affiliates' investment in or purchase of equity securities issued by the financial subsidiaries. (Please refer to 12 CFR 223.32(b) for additional information.) Exclude transactions reported in items 1, 2, 3, and 4 above.

Line Item 6(b) Debt securities.

Report in column A the outstanding amount of the purchase of, or investment in, debt securities issued by the financial subsidiaries of the insured depository institution or financial subsidiaries of affiliated insured depository institutions by the affiliates of the insured depository institution, including affiliated insured depository institutions, as of the report date. Exclude transactions reported in items 1, 2, 3, 4, and 6(a) above.

Line Item 7 Loans or other extensions of credit by affiliates of the insured depository institution to financial subsidiaries of the insured depository institution (not subject to section 23A).

Report in column A the outstanding amount of loans or other extensions of credit by affiliates of the insured depository institution to financial subsidiaries of the insured depository institution that are not subject to section 23A. Report in column B the maximum aggregate amount of such transactions *during* the calendar quarter ending with the report date. These extensions of credit are not included in the insured depository institution's quantitative and collateral limits under section 23A but should be reported. Exclude from this item any extension of credit to a financial subsidiary of an insured depository institution by an affiliate of the insured depository institution that is treated as regulatory capital of the financial subsidiary. Such a transaction is treated as an extension of credit by the insured depository institution to the financial subsidiary and should be reported in item 3 above.

Memorandum

Line Item M1 Maximum aggregate amount of all covered transactions included in items 1 through 6 for any single day during the calendar quarter.

Report the maximum aggregate (largest total end of the day) amount of **all** covered transactions included in items 1 through 6 for any single day during the quarter. Do not include transactions reported in item 7 above. Respondents should determine an end of day total for **all** covered transactions and report only the largest end of day total (i.e., a single day amount) during the quarter.

Line Item Instructions for Part II

Part II must be completed by all BHCs, including FHCs, for each insured depository institution that has engaged in derivative transactions with affiliates, including financial subsidiaries. Amounts reported in Part II are as of the report date. Note: A credit derivative between an insured depository institution and a nonaffiliate in which the insured depository institution protects the nonaffiliate from default on, or decline in value of, an obligation of an affiliate of the insured depository institution is not

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reported in this part of the report. Such credit derivatives are covered transactions under section 23A and should be reported in Part I.

Line Item 1 Positive fair value of derivative contracts between the insured depository institution and its affiliates.

Report the positive fair value of all derivative contracts held by the insured depository institution where an affiliate is the counterparty. Derivative contracts executed with the same counterparty that meet the criteria for a valid right of setoff contained in FASB Interpretation No. 39 (e.g., those contracts subject to a qualifying master netting arrangement) may be reported on a net basis. Fair value is the amount at which an asset (liability) could be bought (incurred) or sold (settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale. This value represents the marked-to-market value at the end of each trading day and serves as the reference point for counterparties maintaining the collateral margin held by the party with a positive fair value.

Line Item 2 Amount of collateral pledged to the insured depository institution to secure derivative contracts between the insured depository institution and its affiliates.

Report the market value of collateral pledged to the insured depository institution to secure derivative contracts between the insured depository institution and its affiliates. The collateral, which is typically in the form of liquid assets (e.g., cash or U.S. Treasuries), is typically maintained against the marked-to-market value of the transaction and adjusted, based on other than minor changes in value.

Line Item 3 Notional amount of derivative contracts between the insured depository institution and its affiliates.

Report the total gross notional amount of derivative contracts between the insured depository institution and its affiliates. This should equal the total notional value of those derivative contracts with positive and negative fair values.

Glossary

Note: Additional information on the terms defined below is available in section 23A of the Federal Reserve Act, 12 U.S.C. 371c, and Regulation W, 12 CFR Part 223.

Affiliate:

Affiliate includes—

- (1) any company that controls the insured depository institution. Example: a BHC or a foreign banking organization;
- (2) an insured depository institution that is a subsidiary of the insured depository institution;
- (3) any company that is controlled by the company that controls the insured depository institution. Example: the domestic and foreign nonbanking subsidiaries of a BHC;
- (4) any company that is controlled directly or indirectly, by a trust or otherwise, by or for the benefit of shareholders who beneficially or otherwise control, directly or indirectly, by trust or otherwise, the insured depository institution or any company that controls the insured depository institution. Example: a car dealership that is controlled by a shareholder or shareholders that controls a bank holding company;
- (5) any company in which a majority of its directors, trustees, or general partners (or individuals exercising similar functions) constitute a majority of the persons holding any such office with the insured depository institution or any company that controls the insured depository institution;
- (6) any company, including a real estate investment trust (REIT), that is sponsored and advised on a contractual basis by the insured depository institution or any subsidiary or affiliate of the insured depository institution;
- (7) any investment company with respect to which the insured depository institution or any affiliate thereof is an investment advisor as defined in section 2(a)(20) of the Investment Company Act of 1940. Example: a mutual fund;
- (8) any other investment fund for which the insured depository institution or any affiliate of the insured depository institution serves as an investment advisor, if the insured depository institution and its affiliates own or control in the aggregate more than 5 percent of any class of voting securities or of the equity capital of the fund;
- (9) a financial subsidiary (and its subsidiaries) of the insured depository institution;
- (10) any company held under merchant banking or insurance company investment authority in which a bank holding company of the insured depository institution owns or controls, directly or indirectly, or acting through one or more other persons, 15 percent or more of the equity capital pursuant to section 4(k)(4)(H) or (I) of the Bank Holding Company Act, unless exempt under 12 CFR 223.2(a)(9)(ii);
- (11) any partnership for which the insured depository institution or any affiliate of the insured depository institution serves as a general partner or for which the insured depository institution or any affiliate of the insured depository institution causes any director, officer, or employee of the insured depository institution or affiliate to serve as a general partner;
- (12) any subsidiary of a company described in 1 through 11 above; and
- (13) any company that the Board or the appropriate Federal banking agency for the insured depository institution determines to be an affiliate.

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Notwithstanding the above, affiliate with respect to an insured depository institution *does not* include—

- (1) any company that is a subsidiary of the insured depository institution, unless the company is:
 - (a) an insured depository institution;
 - (b) a financial subsidiary;
 - (c) directly controlled by:
 - (1) one or more affiliates (other than depository institution affiliates) of the insured depository institution; or
 - (2) a shareholder that controls the insured depository institution or a group of shareholders that together control the insured depository institution;
 - (d) an employee stock option plan (ESOP), trust, or similar organization that exists for the benefit of the shareholders, partners, members, or employees of the insured depository institution or any of its affiliates;
- (2) a company engaged *solely* in holding the premises of the insured depository institution;
- (3) a company engaged *solely* in conducting a safe deposit business;
- (4) any company engaged *solely* in holding obligations of the United States or its agencies or obligations fully guaranteed by the United States or its agencies; and
- (5) any company where control results from the exercise of rights arising from a debt previously contracted (DPC).

Capital Stock and Surplus: For purposes of this report, capital stock and surplus is defined as the sum of

- (1) Tier 1 and Tier 2 capital included in an insured depository institution's risk-based capital under the capital guidelines of the appropriate Federal banking agency, based on the institution's most recent consolidated Report of Condition and Income filed under 12 U.S.C. 1817(a)(3);
- (2) the balance of an insured depository institution's allowance for loan and lease losses not included in its Tier 2 capital for purposes of the calculation of risk-based capital by the appropriate Federal banking

agency, based on the institution's most recent consolidated Report of Condition and Income filed under 12 U.S.C. 1817(a)(3); and

- (3) the amount of any investment by an insured depository institution in a financial subsidiary that counts as a covered transaction and is required to be deducted from the insured depository institution's capital for regulatory capital purposes.

Control: A company or shareholder shall be deemed to have control over another company if—

- (1) such company or shareholder, directly or indirectly, or acting through one or more other persons, owns, controls, or has power to vote 25 percent or more of any class of voting securities of the other company;
- (2) such company or shareholder controls in any manner the election of a majority of the directors, trustees, or general partners (or individuals exercising similar functions) of the other company;
- (3) the Board has determined that such company or shareholder exercises a controlling influence over the company;
- (4) such company or shareholder owns or controls 25 percent or more of the equity capital of the other company, unless the company or shareholder presents information to the Board that demonstrates, to the Board's satisfaction, that the company or shareholder does not control the other company; or
- (5) notwithstanding any other provision of this definition, no company shall be deemed to own or control another company by virtue of its ownership or control of shares in a fiduciary capacity, except as provided in paragraphs (b)(1)(C) and (b)(3)(B) of section 23A.

Covered Transaction: A covered transaction with respect to an affiliate of an insured depository institution includes—

- (1) a loan or extension of credit to the affiliate;
- (2) the purchase of, or investment in, securities issued by the affiliate;
- (3) the purchase of assets, including assets subject to an agreement to repurchase, from the affiliate, except such purchases that are exempt by Board order or regulation;

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- (4) the acceptance of securities issued by the affiliate as collateral security for a loan or extension of credit to any person or company;
- (5) the issuance of a guarantee, acceptance, or letter of credit, including an endorsement or standby letter of credit, on behalf of the affiliate, a confirmation of a letter of credit issued by the affiliate, and a cross-affiliate netting arrangement;
- (6) the purchase of, or investment in, securities issued by a financial subsidiary of the insured depository institution by an affiliate of the insured depository institution;
- (7) covered transactions with a third party if the proceeds of the transaction are used for the benefit of, or transferred to, the affiliate. Example: if an individual controls both an insured depository institution and a car dealership and a customer of the car dealership obtains a loan from the insured depository institution for the purpose of purchasing a car from the dealership, the transaction is deemed to be a covered transaction subject to section 23A because the proceeds of the loan are transferred to and directly benefit the affiliate.
- Exemptions: General purpose credit card transactions generally do not need to be reported as a covered transaction unless 25 percent or more of the total value of products and services purchased with the card are from the affiliates of the insured depository institution. Certain riskless principal and agency transactions also are exempt if the transactions meet the criteria in 12 CFR 223.16; and*
- (8) any loan or extension of credit to a financial subsidiary of the insured depository institution by an affiliate of the insured depository institution that the Board determines to be a covered transaction for purposes of section 23A.
- Note: In general, covered transactions must be reported as long as the transactions remains on the insured depository institution's books. For reporting purposes, the value of the assets or securities should reflect (1) the amortization or depreciation of the assets and (2) the repayment or retirement of the loans or other extensions of credit. See Regulation W for additional information.*
- The following covered transactions are **exempt** from the quantitative limits of section 23A and should not be included on this report:
- (1) any transaction with an insured depository institution
- (a) which controls 80 percent or more of the voting shares of the insured depository institution;
- (b) in which the insured depository institution controls 80 percent or more of the voting shares; or
- (c) in which 80 percent or more of the voting shares are controlled by the company that controls 80 percent or more of the voting shares of the insured depository institution. Example: transactions between insured depository institutions where a single BHC controls 80 percent of each institution (“sister bank transactions”);
- (2) making a deposit in an affiliated insured depository institution or affiliated foreign bank that represents an ongoing, working balance maintained in the ordinary course of correspondent business;
- (3) giving immediate credit to an affiliate for uncollected items received in the ordinary course of business;
- (4) making a loan or extension of credit to, or issuing a guarantee, acceptance, or letter of credit on behalf of, an affiliate that is and remains fully secured by—
- (a) obligations of the United States or its agencies;
- (b) obligations fully guaranteed by the United States or its agencies as to principal and interest; or
- (c) a segregated, earmarked deposit account with the insured depository institution for the sole purpose of securing covered transactions;
- (5) purchasing securities issued by any company of the kinds described in section 4(c)(1) of the Bank Holding Company Act of 1956, 12 U.S.C. 1843(c)(1);
- (6) purchasing assets having a readily identifiable and publicly available market quotation and purchased at the market quotation;
- (7) purchasing a security from a securities affiliate pursuant to 12 CFR 223.42(f);

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- (8) purchasing a municipal security from a securities affiliate pursuant to 12 CFR 223.42(g);
- (9) asset purchases by newly formed insured depository institutions pursuant to 12 CFR 223.42(i);
- (10) purchasing loans on a nonrecourse basis from an affiliated insured depository institution;
- (11) purchasing from an affiliate a loan or extension of credit that was originated by the insured depository institution and sold to the affiliate subject to a repurchase agreement or with recourse;
- (12) internal corporate reorganizations pursuant to 12 CFR 223.41(d);
- (13) any merger or consolidation between an insured depository institution and an affiliated insured depository institution or U.S. branch or agency of a foreign bank, or any acquisition of assets or assumption of deposit liabilities by an insured depository institution from an affiliated insured depository institution or U.S. branch or agency of a foreign bank, if the transaction has been approved by the responsible Federal banking agency pursuant to the Bank Merger Act (12 U.S.C. 1828(c));
- (14) purchasing from an affiliate, on a nonrecourse basis, an extension of credit, if:
 - (a) the extension of credit was originated by the affiliate;
 - (b) the insured depository institution makes an independent evaluation of the creditworthiness of the borrower before the affiliate makes or commits to make the extension of credit;
 - (c) the insured depository institution commits to purchase the extension of credit before the affiliate makes or commits to make the extension of credit;
 - (d) the insured depository institution does not make a blanket advance commitment to purchase extensions of credit from the affiliate;
 - (e) the dollar amount of the extension of credit, when aggregated with the dollar amount of all other extensions of credit purchased from the affiliate during the preceding 12 calendar months by the insured depository institution and its depository institution affiliates, does not

represent more than 50 percent (or such lower percent as is imposed by the insured depository institution's appropriate Federal banking agency) of the dollar amount of extensions of credit originated by the affiliate during the preceding 12 calendar months;

- (15) any transaction the Board has exempted by order or regulation;
- (16) intraday extensions of credit pursuant to 12 CFR 223.42(l); and
- (17) riskless principal transactions pursuant to 12 CFR 223.42(m).

Derivative Transactions: "Derivative transaction" is any derivative contract listed in sections III.E.1.a through d of Appendix A to 12 CFR Part 225 and any similar derivative contract, including a credit derivative contract. For this report, credit exposure resulting from derivative transactions is not subject to the quantitative and collateral requirements of section 23A so long as the insured depository institution establishes and maintains policies and procedures designed to manage the exposure. These derivative transactions should be reported in Part II of this report. However, a credit derivative between an insured depository institution and a nonaffiliate in which the insured depository institution provides credit protection to the nonaffiliate with respect to an obligation of an affiliate of the insured depository institution is a guarantee by an insured depository institution on behalf of an affiliate for purposes of this report and should be reported in Part I of this report.

Equity Capital: Equity capital means –

- (1) with respect to a corporation, preferred stock, common stock, capital surplus, retained earnings, and accumulated other comprehensive income, less treasury stock, plus any other account that constitutes equity of the corporation; and
- (2) with respect to a partnership, limited liability company, or other company, equity accounts similar to those described above.

Extension of credit: Extension of credit is the making or renewal of a loan, the granting of a line of credit, or the extending of credit in any manner whatsoever, including

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on an intraday basis, to an affiliate. An extension of credit to an affiliate includes, without limitation:

- (1) an advance to an affiliate by means of an overdraft, cash item, or otherwise;
- (2) a sale of Federal funds to an affiliate;
- (3) a lease that is the functional equivalent of an extension of credit to an affiliate;
- (4) an acquisition by purchase, discount, exchange, or otherwise of a note or other obligation, including commercial paper or other debt securities, of an affiliate;
- (5) any increase in the amount of, extension of the maturity of, or adjustment to the interest rate term or other material term of, an extension of credit to an affiliate; and
- (6) any other similar transaction as a result of which an affiliate becomes obligated to pay money (or its equivalent).

Financial subsidiary: A financial subsidiary is a subsidiary of a bank that:

- (1) engages, directly or indirectly, in activities that national banks are not permitted to engage in directly or that are conducted under terms and conditions that differ from those that govern the conduct of such activities by national banks; and
- (2) is not a subsidiary that a national bank is specifically authorized to own or control by the express terms of a Federal statute (other than 12 U.S.C. 24a) and not by implication or interpretation.

Financial subsidiary does not include:

- (1) a subsidiary of a bank engaged solely in the sale of insurance as agent or broker;
- (2) a subsidiary of a State bank (other than a subsidiary described in section 46(a) of the Federal Deposit Insurance Act (12 U.S.C. 1831 w(a))) that is considered a financial subsidiary solely because the subsidiary engages in one or more of the following activities:
 - (a) an activity that the State bank may engage in directly under applicable Federal and State law

and that is conducted under the same terms and conditions that govern the conduct of the activity by the State bank; or

- (b) an activity that the subsidiary was authorized by applicable Federal and State law to engage in prior to December 12, 2002, and that was lawfully engaged in by the subsidiary on that date.

Insured Depository Institution: An insured depository institution, for purposes of this report, includes any state bank, national bank, trust company, or banking association and any institution the deposits of which are insured by the Federal Deposit Insurance Corporation ("FDIC"), including a savings association (but does not include insured branches of a foreign bank). Uninsured trust companies are not required to complete this report. For purposes of this report, an insured depository institution should include transactions that all of its subsidiaries, except financial subsidiaries and insured depository institution subsidiaries, have with affiliates. A separate FR Y-8 report must be completed for insured depository institutions that are subsidiaries of an insured depository institution.

Intraday Extension of Credit: An intraday extension of credit is an extension of credit by an insured depository institution to an affiliate that the insured depository institution expects to be repaid, sold, or terminated, or to qualify for a complete exemption under Regulation W, by the end of its business day in the United States.

Operating Subsidiary: An operating subsidiary is any company that is a subsidiary of an insured depository institution, unless the company is an affiliate (see definition of affiliate).

Purchase of Assets: The purchase of an asset by an insured depository institution from an affiliate is the acquisition by an insured depository institution of an asset from an affiliate in exchange for cash or other consideration, including an assumption of liabilities. An insured depository institution's acquisition of a security issued by a company that was an affiliate of the insured depository institution before the acquisition is treated as a purchase of assets from an affiliate, if—

- (1) as a result of the transaction, the company becomes an operating subsidiary of the insured depository institution; and

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(2) the company has liabilities, or the insured depository institution gives cash or any other consideration in exchange for the security.

Securities: Securities are stocks, bonds, debentures, notes, or other similar obligations.

FR Y-8 CHECKLIST

| | |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| FRS EDCK | DECLARATION PAGE (Box Check 1)¹ |
| 035 | 1. If the declaration page is signed, then all items in Part I (and all items in Part II) must equal null. |
| RS EDCK | PAGE 2 - (Box Check 2) Insured depository institution has covered transactions with financial subsidiaries only |
| Note: Capital letters indicate columns (i.e., 1A = Item 1, Column A) | |
| 050 | 1. If box check 2 is checked, then Part I, items 1A, 1B, 2A, and 2B must be null. |
| 052 | 2. If box check 2 is not checked, then Part I, items 1A, 1B, 2A, and 2B must be greater than or equal to zero. |
| FRS EDCK | PAGE 2 - (Box Check 3) Insured depository institution does not control financial subsidiaries |
| Note: Capital letters indicate columns (i.e., 1A = Item 1, Column A) | |
| 060 | 3. If box check 3 is checked, then Part I, items 3A, 3B, 4A, 4B, 5aA, 5bA, 6aA, 6bA, 7A, and 7B must be null. |
| 062 | 4. If box check 3 is not checked, then Part I, items 3A, 3B, 4A, 4B, 5aA, 5bA, 6aA, 6bA, 7A, and 7B must be greater than or equal to zero. |
| FRS EDCK | PAGE 2 - Line (Target) Edit Items |
| Note: Capital letters indicate columns (i.e., 1A = Item 1, Column A) | |
| 065 | 5. If Part I, item 1A is greater than or equal to zero, then Part I, item 1A must be less than or equal to Part I, item 1B. |
| 070 | 6. If Part I, item 1B is greater than or equal to zero, then Part I, 1A must be greater than or equal to zero. |
| 075 | 7. If Part I, item 2A is greater than or equal to zero, then Part I, item 2A must be less than or equal to Part I, item 2B. |
| 080 | 8. If Part I, item 2B is greater than or equal to zero, then Part I, item 2A must be greater or equal to zero. |
| 085 | 9. If Part I, item 3A is greater than or equal to zero, then Part I, item 3A must be less than or equal to Part I, item 3B. |
| 090 | 10. If Part I, item 3B is greater than or equal to zero, then Part I, item 3A must be greater than or equal to zero. |
| 095 | 11. If Part I, item 4A is greater than or equal to zero, then Part I, item 4A must be less than or equal to Part 1, item 4B. |
| 100 | 12. If Part I, item 4B is greater than or equal to zero, then Part I, item 4A must be greater than or equal to zero. |
| 105 | 13. If Part I, item 7A is greater than or equal to zero, then Part I, item 7A must be less than or equal to Part I, item 7B. |

¹ Box Check 1 is not on the form but represents the signature line on the Declaration Page of the report.

FR Y-8 CHECKLIST - (Cont.)

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|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| FRS EDCK | PAGE 2 – LINE (Target) Edit Items (Cont.) |
| Note: Capital letters indicate columns (i.e., 1A = Item 1, Column A) | |
| 110 | 14. If Part I, item 7B is greater than or equal to zero, then Part I, item 7A must be greater than or equal to zero. |
| FRS EDCK | PAGE 3 - Line (Target) Edit Items |
| 115 | 1. If Part II, item 1 is greater than zero, then Part II, item 3 must be greater than 0. |