

A Securities Holding Company Registration FR 2082

Purpose

This registration collects data that are used to inform the Federal Reserve of the ownership structure and financial condition of the Registrant and its subsidiary(ies) and the home country supervisory regime for any of the Registrant's foreign subsidiaries that is subject to comprehensive consolidated supervision.

Who Must File This Registration

Any company that seeks to be subject to supervision by the Federal Reserve as a supervised securities holding company pursuant to section 618 of the Dodd-Frank Act (12 U.S.C. 1850a) and the Board's Regulation OO (12 CFR Part 241).

Preparation of Registration

For relevant filing information, Registrants should consult the Board's Regulation OO, a copy of which is available on the Board's public website at www.federalreserve.gov/regulations/ or through any Reserve Bank. Additional filing information is available on the Board's public website at www.federalreserve.gov/generalinfo/applications/afi/.

Inquiries regarding the preparation and filing of registrations should be directed to the responsible Reserve Bank as defined in Regulation OO. Registrants are encouraged to contact Federal Reserve staff as soon as possible for assistance in identifying the specific type of information that should be provided in the registration.

The required registration is to be filed by submitting the information requested in this form to the responsible Reserve Bank. The registration must be substantially complete and responsive to each item of information requested, and any additional information the Board believes is necessary to complete the registration, (including an indication that the answer is "not applicable" or

"none" where such is the case) in order to be considered properly filed in accordance with the requirements of Regulation OO.

The submitted registration will be reviewed to determine if it is substantially complete. As necessary to complete the record of the registration, a request for additional information will be sent to the contact person named in the registration. A registration by a securities holding company is considered to be filed on the date that all information required on the appropriate form and any additional information requested are received, and a letter will be sent indicating the date the registration is deemed to be filed.

Where Interagency Biographical and Financial Reports (FR 2081c; OMB No. 7100-0134) are required, such information may be submitted in advance of the registration. Contact the responsible Reserve Bank for further information. The Federal Reserve System reserves the right to require the filing of additional statements and information. If any information initially furnished in the registration changes significantly prior to the effective date of the registration, these changes should be communicated promptly to the responsible Reserve Bank.

Confidentiality

Under the provisions of the Freedom of Information Act (the "FOIA"), 5 U.S.C. § 552, the registration is a public document and available to the public upon request. Once submitted, a registration becomes a record of the Board and may be requested by any member of the public. 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"

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(exemption 4), and information that, if disclosed, “would constitute a clearly unwarranted invasion of personal privacy” (exemption 6). A Registrant may request confidential treatment for any information submitted in or in connection with its registration that Registrant believes is exempt from disclosure under the FOIA. For example, if Registrant is of the opinion that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its subsidiaries, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. Any request for confidential treatment must comply with the requirements of the Board’s “Rules Regarding Availability of Information” (the “Board’s Rules”), 12 CFR Part 261.

The request for confidential treatment must be submitted in writing concurrently with the filing of the registration (or subsequent related submission), and must discuss in detail the justification for confidential treatment. Such justification must be provided for each portion of the registration or submission for which confidential treatment is requested. Registrant’s reasons for requesting confidentiality must specifically describe the harm that would result from public release of the information. A statement simply indicating that the information would result in competitive harm or that it is personal in nature is not sufficient. (A claim that disclosure would violate the law or policy of a foreign country is not, in and of itself, sufficient to exempt information from disclosure. Registrant must demonstrate that disclosure would fall within the scope of one or more of the FOIA exemptions from disclosure.) Registrant must follow the steps outlined immediately below, and certify in the registration that these steps have been followed. These same steps must be followed with respect to any subsequent submission related to this registration for which confidential treatment is sought.

Information for which confidential treatment is requested should be: (1) specifically identified in the public portion of the registration (by reference to the confidential section); (2) separately bound; and (3) labeled “CONFIDENTIAL.” This registration requires the submission of information to the Federal Reserve regarding individuals. The submission of information on individuals can raise privacy concerns as some of the details provided may be highly sensitive. Under limited circumstances, the infor-

mation may be subject to withholding from public disclosure under the FOIA.

Registrant ultimately is responsible for taking appropriate measures to safeguard the confidentiality of information it provides to the Federal Reserve, including details regarding individuals. The Federal Reserve expects Registrant to ensure that it has the legal authority to provide information regarding individuals to the Federal Reserve Board and, on behalf of each individual, to consent or object to public release of the information. Accordingly, Registrant must confirm (on the cover sheet to this filing) that Registrant 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 that the Registrant and individual consent to public release of all details in the registration and in any related submissions containing information concerning that individual.

The Federal Reserve will determine whether information submitted as confidential will be so regarded, and will advise Registrant of any decision to make available to the public information labeled “CONFIDENTIAL.” However, it shall be understood that, without prior notice to Registrant, the Board may disclose or comment on any of the contents of the registration in the Order or Statement issued by the Board in connection the registration. The Board’s staff normally will apprise Registrant that such information may need to be disclosed in connection the Board’s action on the registration. 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 specifically addresses requests for confidential treatment.

Compliance

The Board expects Registrant to comply with all the requirement for being a supervised securities holding company pursuant to the Board’s Regulation OO, including qualifying as a securities holding company. Registrant should immediately contact the Federal Reserve if there is any material change in the information contained

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in the registration that would cause the Registrant not to qualify to be a securities holding company.

Requested Information

Provide the following with respect to the securities holding company registering to become a supervised securities holding company:

1. An organization chart for the securities holding company showing all subsidiaries.
2. The name, asset size, general activities, place of incorporation, and ownership share held by the securities holding company for each of the securities holding company's direct and indirect subsidiaries that comprise 1 percent or more of the securities holding company's worldwide consolidated assets.
3. A list of all persons (natural as well as legal) in the upstream chain of ownership of the securities holding company who, directly or indirectly, own 5 percent or more of the voting shares of the securities holding company. In addition, the Board would request information concerning any voting agreements or other mechanisms that exist among shareholders for the exercise of control over the securities holding company.
4. For the senior officers and directors with decision-making authority for the securities holding company, the biographical information requested in the Interagency Biographical and Financial Report FR 2081c (the Financial Report need not be provided).
5. Copies of the most recent quarterly and annual reports prepared for shareholders, if any, for the securities holding company and certain subsidiaries.
6. Income statements, balance sheets, and audited GAAP statements, as well as any other financial statements submitted to the securities holding company's current consolidated supervisor, if any, each on a parent-only and consolidated basis, showing separately each principal source of revenue and expense, through the end of the most recent fiscal quarter and for the past two (2) fiscal years.
7. A description of the methods used by the securities holding company to monitor and control its operations, including those of its domestic and foreign subsidiaries and offices (e.g., through internal reports and internal audits).
8. A description of the regulatory system that exists in the home country of any of the securities holding company's foreign subsidiaries that are subject to comprehensive consolidated supervision. The description also should include a discussion of each of the following:
 - a. The scope and frequency of on-site examinations by the home country supervisor;
 - b. Off-site monitoring by the home country supervisor;
 - c. The role of external auditors;
 - d. Transactions with affiliates;
 - e. Other applicable prudential requirements;
 - f. Remedial authority of the home country supervisor;
 - g. Prior approval requirements; and,
 - h. Any applicable regulatory capital framework.
9. A description of any other regulatory capital framework to which the securities holding company is subject.