
GENERAL INSTRUCTIONS FOR PREPARATION OF

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

Who Must Report

The 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), financial holding companies (FHCs), intermediate holding companies (IHCs) and savings and loan holding companies (SLHCs) that own or control insured depository institutions that have any section 23A transactions with their affiliates. The FR Y-8 report must be filed 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 that 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. Holding companies that own or control insured depository institutions that do not have any section 23A transactions with their affiliates do not have to file the FR Y-8 report.

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 HC that is a subsidiary of the foreign banking organization, the domestic HC must file the FR Y-8 for each insured depository institution that is owned directly or indirectly by the domestic HC. 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 for Holding Companies (FR Y-9C) or Parent Company Only Financial Statements for Small Holding Companies (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

All holding companies must submit their completed FR Y-8 reports electronically. Holding companies should contact their district Reserve Bank or go to www.frb services.org/centralbank/reportingcentral/index.html for procedures for electronic submission.

1. Savings and loan holding companies do not include any trust (other than a pension, profit-sharing, stockholders' voting or business trust) which controls a savings association if such trust by its terms must terminate within 25 years or not later than 21 years and 10 months after the death of individuals living on the effective date of the trust, and (a) was in existence and in control of a savings association on June 26, 1967, or (b) is a testamentary trust. See Section 238.2 of Regulation LL for more information.

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When to Submit the Reports

The 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.

The submission date for a holding company to file this report for each insured depository institution is 30 calendar days 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 term "submission date" is defined as the date by which the Federal Reserve must receive the holding company's FR Y-8 report.

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.

The report is due by the end of the reporting day on the submission date (5:00 p.m. at each district Reserve Bank).

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/apps/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).

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Page 1 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. For all 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, an entry (i.e., an amount or a zero) must be made for Memorandum item 1.

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.

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.

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E. Signatures

The FR Y-8 must be signed at the places and in the manner indicated on page 1 by an authorized officer of the holding company. By signing page 1 of this report, the authorized officer acknowledges that any knowing and willful misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject the officer to legal sanctions provided by 18 USC 1001 and 1007.

Holding companies must maintain in their files a manually signed and attested printout of the data submitted. Page 1 of the Reserve Bank supplied report form should be used to fulfill the signature and attestation requirement and this page should be attached to the data printout placed in the holding company's files.

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 Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates if reports as previously submitted contain significant errors.

LINE ITEM INSTRUCTIONS FOR

The 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 transactions between an insured depository institution

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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) (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.

Line Item Instructions for Part I

Part I must be completed by all HCs 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 HCs 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 HCs with an insured depository institution that controls a financial subsidiary.

All HCs 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 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.

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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 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.

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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 HCs 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 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 ASC Subtopic 210-20, Balance Sheet—Offsetting (formerly FASB Interpretation No. 39, *Offsetting of Amounts Related to Certain Contracts*) (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

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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.

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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:
 - (i) one or more affiliates (other than depository institution affiliates) of the insured depository institution; or
 - (ii) 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;
- (1) a company engaged *solely* in holding the premises of the insured depository institution;
- (2) a company engaged *solely* in conducting a safe deposit business;
- (3) 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
- (4) 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.
 - (8) *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*
 - (9) 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 on an intraday basis, to an affiliate. An extension of credit to an affiliate includes, without limitation:

Glossary

- (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
- (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.

Validity (V) Edits for the FR Y-8
(Effective as of June 30, 2018)

Each edit in the checklist must balance, rounding errors are not allowed.

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	TargetItem	MDRM Number	Edit Test	Alg Edit Test
FR Y-8	20180630	99991231	Added	Page 1	Validity	0130	Printed Name of Officer	BIDIC490	Printed Name of Officer must not be null.	BIDIC490 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0140	Title	BIDIC491	Title must not be null.	BIDIC491 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0150	Date of Signature	BIDIJ196	Date of Signature must not be null.	BIDIJ196 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0160	Name/Title	BIDI8901	Name/Title must not be null.	BIDI8901 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0170	Area Code/Phone Number	BIDI8902	Area Code/Phone Number must not be null.	BIDI8902 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0180	Area Code/FAX number	BIDI9116	Area Code/FAX Number must not be null.	BIDI9116 ne null
FR Y-8	20180630	99991231	Added	Page 1	Validity	0190	Email Address of Contact	BIDI4086	Email Address of Contact must not be null.	BIDI4086 ne null
FR Y-8	20180630	99991231	Revised	Page 2	Validity	0033	Memo 1	BIDIC450	Part I, Memo 1 must be greater than or equal to 0.	bidic450 ge 0
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0040	Checkbox 2	BIDIB967	For Banks only, check box 1 must not be checked "0" or check box 2 must not be checked "0".	for banks only, bidib966 eq 0 or bidib967 eq 0
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0041	Check Box 2	BIDIB967	For Thrifts only, check box 1 must not be checked "0" and check box 2 must be checked "1".	for thrifts bidib966 eq 0 and bidib967 eq 1
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0045	Check Box 1	BIDIB966	Check box 1 must be checked "1" or not checked "0"	bidib966 eq 1 or bidib966 eq 0
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0050	Check Box 1	BIDIB966	If check box 1 is checked "1", then Part I, items 1A, 1B, 2A, and 2B must be null.	If bidib966 eq 1 then (bidib968 eq null and bidib969 eq null and bidib970 eq null and bidib971 eq null)
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0052	Check Box 1	BIDIB966	If check box 1 is not checked "0", then Part I, items 1A, 1B, 2A, and 2B must be greater than or equal to zero	If bidib966 eq 0 then (bidib968 ge 0 and bidib969 ge 0 and bidib970 ge 0 and bidib971 ge 0)
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0055	Check Box 2	BIDIB967	For Banks only, check box 2 must be checked "1" or not checked "0"	for banks only bidib967 eq 1 or bidib967 eq 0
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0056	Check Box 2	BIDIB967	For Thrifts only, check box 2 must be checked "1"	for thrifts only bidib967 eq 1
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0060	Check Box 2	BIDIB967	If check box 2 is checked "1", then Part I, items 3A, 3B, 4A, 4B, 5aA, 5bA, 6aA, 6bA, 7A, and 7B must be null.	If bidib967 eq 1 then (bidib972 eq null and bidib973 eq null and bidib974 eq null and bidib975 eq null and bidib976 eq null and bidib977 eq null and bidib978 eq null and bidib979 eq null and bidib980 eq null and bidib981 eq null)
FR Y-8	20180630	99991231	Revised	Part 1	Validity	0062	Check Box 2	BIDIB967	For Banks only, if check box 2 is not checked "0", then Part I, items 3A, 3B, 4A, 4B, 5aA, 5bA, 6aA, 6bA, 7A, and 7B must be greater than or equal to zero.	for banks only if bidib967 eq 0 then (bidib972 ge 0 and bidib973 ge 0 and bidib974 ge 0 and bidib975 ge 0 and bidib976 ge 0 and bidib977 ge 0 and bidib978 ge 0 and bidib979 ge 0 and bidib980 ge 0 and bidib981 ge 0)

Validity (V) Edits for the FR Y-8
(Effective as of June 30, 2018)

Each edit in the checklist must balance, rounding errors are not allowed.

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	TargetItem	MDRM Number	Edit Test	Alg Edit Test
FR Y-8	20040630	99991231	No Change	Part 1	Validity	0065	1B	BIDIB969	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.	if bidib968 ge 0 then bidib968 le bidib969
FR Y-8	20040630	99991231	No Change	Part 1	Validity	0075	2B	BIDIB971	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.	if bidib970 ge 0 then bidib970 le bidib971
FR Y-8	20130331	99991231	No Change	Part 1	Validity	0085	3B	BIDIB973	For Banks only, 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.	for banks only if bidib972 ge 0 then bidib972 le bidib973
FR Y-8	20130331	99991231	No Change	Part 1	Validity	0095	4B	BIDIB975	For Banks only, 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 I, item 4B.	for banks only if bidib974 ge 0 then bidib974 le bidib975
FR Y-8	20130331	99991231	No Change	Part 1	Validity	0105	7B	BIDIB981	For Banks only, 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.	for banks only if bidib980 ge 0 then bidib980 le bidib981
FR Y-8	20040630	99991231	No Change	Part 2	Validity	0115	1	BIDIC451	If Part II, item 1 is greater than zero, then Part II, item 3 must be greater than zero.	if bidic451 gt 0 then bidic453 gt 0

Quality (Q) and Intraseries (I) Edits for the FR Y-8
(Effective as of June 30, 2018)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	TargetItem	MDRM Number	Edit Test	Alg Edit Test
FR Y-8	20180630	99991231	Revised	Part 1	Intraseries	0050	Check Box 1	BIDIB966	check box 1 (current) should equal check box 1 (previous)	bidib966-q1 eq bidib966-q2
FR Y-8	20180630	99991231	Revised	Part 1	Intraseries	0075	Check Box 2	BIDIB967	check box 2 (current) should equal check box 2 (previous).	bidib967-q1 eq bidib967-q2
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0100	5aA	BIDIB976	For Banks only, if Part I, 5aA is greater than zero, then Part I, 3A should not equal Part I, 5aA.	for banks only if bidib976 gt 0 then (bidib972 ne bidib976)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0125	5aA	BIDIB976	For Banks only, if Part I, 5aA is greater than zero, then Part I, 4A should not equal Part I, 5aA.	for banks only if bidib976 gt 0 then (bidib974 ne bidib976)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0150	5bA	BIDIB977	For Banks only, if Part I, 5bA is greater than zero, then Part I, 3A should not equal Part I, 5bA.	for banks only if bidib977 gt 0 then (bidib972 ne bidib977)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0175	5bA	BIDIB977	For Banks only, if Part I, 5bA is greater than zero, then Part I, 4A should not equal Part I, 5bA.	for banks only if bidib977 gt 0 then (bidib974 ne bidib977)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0200	6aA	BIDIB978	For Banks only, if Part I, 6aA is greater than zero, then Part I, 3A should not equal Part I, 6aA.	for banks only if bidib978 gt 0 then (bidib972 ne bidib978)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0225	6aA	BIDIB978	For Banks only, if Part I, 6aA is greater than zero, then Part I, 4A should not equal Part I, 6aA.	for banks only if bidib978 gt 0 then (bidib974 ne bidib978)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0250	6bA	BIDIB979	For Banks only, if Part I, 6bA is greater than zero, then Part I, 3A should not equal Part I, 6bA.	for banks only if bidib979 gt 0 then (bidib972 ne bidib979)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0275	6bA	BIDIB979	For Banks only, if Part I, 6bA is greater than zero, then Part I, 4A should not equal Part I, 6bA.	for banks only if bidib979 gt 0 then (bidib974 ne bidib979)
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0300	6bA	BIDIB979	For Banks only, if the sum of Part I, 5aA through Part I, 6bA is greater than zero, then Part I, 3A should not equal the sum of Part I, 5aA through 6bA.	for banks only if (((bidib976 + bidib977 + bidib978 + bidib979) gt 0) then bidib972 ne (bidib976 + bidib977 + bidib978 + bidib979))
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0325	6bA	BIDIB979	For Banks only, if the sum of Part I, 5aA through Part I, 6bA is greater than zero, then Part I, 4A should not equal the sum of Part I, 5aA through 6bA.	for banks only if (((bidib976 + bidib977 + bidib978 + bidib979) gt 0) then bidib974 ne (bidib976 + bidib977 + bidib978 + bidib979))

Quality (Q) and Intraseries (I) Edits for the FR Y-8
(Effective as of June 30, 2018)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	TargetItem	MDRM Number	Edit Test	Alg Edit Test
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0350	M1	BIDIC450	For Banks only, if Part I, Memo 1 is greater than zero and (Part I, 1B is not equal to Part I, Memo 1 and Part I, 2B is not equal to Part I, Memo 1 and Part I, 3B is not equal to Part I, Memo 1 and Part I, 4B is not equal to Part I, Memo 1), then the sum of Part I, 1B through 4B should not equal Part I, Memo 1. (column B only)	for banks only if ((bidic450 gt 0) and (bidib969 ne bidic450) and (bidib971 ne bidic450) and (bidib973 ne bidic450) and (bidib975 ne bidic450)) then (bidib969 + bidib971 + bidib973 + bidib975) ne bidic450
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0351	M1	BIDIC450	For Thrifts only, if Part I, Memo 1 is greater than zero and (Part I, 1B is not equal to Part I, Memo 1 and Part I, 2B is not equal to Part I, Memo 1), then the sum of Part I, 1B and Part I, 2B should not equal Part I, Memo 1.	for thrifts only if ((bidic450 gt 0) and (bidib969 ne bidic450) and (bidib971 ne bidic450)) then (bidib969 + bidib971) ne bidic450
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0400	M1	BIDIC450	For Banks only, if the sum of items Part I, 1A through 6bA (column A only) is greater than zero, then the sum of items Part I, 1A through 6bA (column A only) should be less than or equal to Part I, Memo 1.	for banks only if (bidib968 + bidib970 + bidib972 + bidib977 + bidib974 + bidib976 + bidib978 + bidib979) gt 0 then (bidib968 + bidib970 + bidib972 + bidib977 + bidib974 + bidib976 + bidib978 + bidib979) le bidic450
FR Y-8	20130331	99991231	No Change	Part 1	Quality	0401	M1	BIDIC450	For Thrifts only, if the sum of items Part I, 1A and Part I, 2A is greater than zero, then the sum of items Part I, 1A and Part I, 2A should be less than or equal to Part I, Memo 1.	for thrifts only if (bidib968 + bidib970) gt 0 then (bidib968 + bidib970) le bidic450
FR Y-8	20110930	99991231	No Change	Part 2	Quality	9000	1	BIDIC451	Part II, 1 should not be negative.	bidic451 ge 0 or bidic451 eq null
FR Y-8	20110930	99991231	No Change	Part 2	Quality	0475	2	BIDIC452	If Part II, item 3 is greater than zero, then Part II, item 2 should be greater than or equal to zero and not null.	if bidic453 gt 0 then bidic452 ge 0 and ne null

Quality (Q) and Intraserie (I) Edits for the FR Y-8
(Effective as of June 30, 2018)

Series	Effective Start Date	Effective End Date	Edit Change	Schedule	Edit Type	Edit Number	TargetItem	MDRM Number	Edit Test	Alg Edit Test
FR Y-8	20110930	99991231	No Change	Part 2	Quality	9000	2	BIDIC452	Part II, 2 should not be negative.	bidic452 ge 0 or bidic452 eq null
FR Y-8	20110930	99991231	No Change	Part 2	Quality	0500	3	BIDIC453	If Part II, 2 is greater than zero, then Part II, 2 should be less than or equal to Part II, 3.	If bidic452 gt 0 then bidic452 le bidic453
FR Y-8	20110930	99991231	No Change	Part 2	Quality	0525	3	BIDIC453	If Part II, 3 is greater than zero, then Part II, 1 should be greater than or equal to zero and less than or equal to 20% of Part II, 3.	If bidic453 gt 0 then bidic451 ge 0 and le (bidic453 * .20)
FR Y-8	20110930	99991231	No Change	Part 2	Intraserie	0550	3	BIDIC453	If Part II, 3 (previous) is greater than zero, then Part II, 3 (current) should be greater than or equal to zero and not null.	If bidic453-q2 gt 0 then bidic453-q1 ge 0 and ne null
FR Y-8	20110930	99991231	No Change	Part 2	Quality	9000	3	BIDIC453	Part II, 3 should not be negative.	bidic453 ge 0 or bidic453 eq null