

Board of Governors of the Federal Reserve System



Report of Changes in Organizational Structure—FR Y-10

This report is required by law: Section 5(c)(1) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); section 618 of the Dodd-Frank Wall Street Reform and Consumer Protection

Act (12 U.S.C. § 1850a(c)(1)); sections 9(6), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 324, 602, and 625); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)).

Reporter's Name, Street, and Mailing Address

Legal Name _____

Physical Street Address _____

City and County _____

State / Province, Country _____ Zip / Postal Code _____

Date of Report: _____
 (Month / Day / Year)

Reporter's Mailing Address (if different from physical street address) _____

Mailing City _____

Mailing State / Province, Country _____ Zip / Postal Code _____

Contact's Name and Mailing Address for this Report

Name _____ Title _____

Area Code / Phone Number / Extension _____

Area Code / FAX Number _____

E-mail Address _____

Contact's Mailing Address (if different from reporter's) _____

Mailing City _____

Mailing State / Province, Country _____ Zip / Postal Code _____

Authorized Official

I, _____, _____,
 Printed Name Title
 am an authorized official of this company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Signature of Authorized Official _____ Date of Signature _____

Reporter's Legal Entity Identifier (LEI)

20-Character LEI Code _____

For Federal Reserve Bank Use Only

RSSD ID _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Banking Schedule—Continued

Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
17.a. Primary Activity	_____	_____	_____
17.b. Secondary Activity (FBOs and BHCs only)	_____	_____	_____
17.c. Termination of Activity	_____	_____	_____

Savings and Loan Schedule

Use this schedule to report information about a reporter that is a savings and loan holding company (SLHC), and about any reporter's (including a BHC's) directly or indirectly held interest in all SLHCs and savings associations.

Check box if correction

1.a. Event Type (check all that apply):

- Acquisition of a Going Concern
- De Novo Formation
- External Transfer
- Internal Transfer
- Other, describe: _____

1.b. Date of Event: _____

(MM / DD / YYYY)

- Change in Ownership
- Liquidation
- Change in Characteristics
- Change in Activity or Legal Authority
- No Longer Reportable
- Became Inactive
- Debts Previously Contracted
- Became Reportable

Characteristics Section

2.a. _____
Legal Name of Savings and Loan Company

2.b. _____
If Name Change or Correction, Prior Legal Name of Savings and Loan Company

3.a. _____
Current Street Address (Physical Location)

3.b. _____
If Relocation or Correction, Prior Street Address (Physical Location)

City and County

If Relocation or Correction, Prior City and County

State / Province, Country, and Zip / Postal Code

If Relocation or Correction, Prior State / Province, Country, and Zip / Postal Code

State or Country (if foreign) of Incorporation

If Relocation or Correction, Prior State or Country (if foreign) of Incorporation

4. Date Opened: _____
(MM / DD / YYYY)

5. Fiscal Year End (SLHCs Only): _____
(MM/DD)

6. SEC Reporting Status: Not Applicable Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act
 Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act
 Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934

7. CUSIP Number: _____
See instructions for when applicable Leading six digits only

8.a. Tax ID Number: _____

8.b. Legal Entity Identifier (LEI): _____

9. Savings and Loan Type: Stock SLHC Federal Savings Association
 HOLA 10(l) Stock SLHC Federal Savings Association/Covered Savings Association
 Trust (non-testamentary) SLHC State Savings Association
 Mutual SLHC Federal Savings Bank
 HOLA 10(l) Mutual SLHC State Savings Bank HOLA 10(l) Election
 Cooperative Bank HOLA 10(l) Election
 Other, describe: _____

10. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 Limited Liability Limited Partnership
 Other, describe: _____

11. Is the savings and loan company consolidated in the reporter's financial statements? Yes No
(only reportable for *foreign* investments)

Ownership Section (report at direct holder level unless otherwise noted)

12. Direct Holder's Name and Location: _____
Legal Name City, State/Province, Country

13.a. Percentage of a Class of Voting Shares: _____%

14. Control by Direct Holder: Yes No

13.b. Percentage of Nonvoting Equity: _____%

15. Control by Reporter: Yes No

13.c. Other Interest: Yes No

16. Former Direct Holder's Name and Location (if applicable): _____

13.d. If the reportable company is a type of partnership or limited liability company as indicated in Item 10 above, please indicate the appropriate ownership interest of the direct holder:

Legal Name of Former Direct Holder

- General Partner/Managing Member
- Limited Partner/Non-Managing Member

City, State / Province, Country

Savings and Loan Schedule—Continued

Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
17.a. Primary Activity	_____	_____	_____
17.b. Secondary Activity (SLHCs only)	_____	_____	_____
17.c. Termination of Activity	_____	_____	_____

For Federal Reserve Bank Use Only
ID_RSSD_E1 (direct holder) _____
ID_RSSD_E2 (reportable company) _____
If applicable, former d/h _____

Nonbanking Schedule

Use this schedule to report information about a reporter that is a Nonbanking Company, and about a reporter's directly or indirectly held interests in a Nonbanking Company. Note: Savings associations acquired by a BHC and transactions involving SLHCs and savings associations should be reported on the Savings and Loan Schedule.

Check box if correction

1.a. Event Type (check all that apply):

1.b. Date of Event: _____
(MM / DD / YYYY)

- Acquisition of a Going Concern
- Change in Ownership
- No Longer Reportable
- De Novo Formation
- Liquidation
- Became Inactive
- External Transfer
- Change in Characteristics
- Became Reportable
- Internal Transfer
- Change in Activity or Legal Authority

Other, describe: _____

Characteristics Section

2.a. _____
Legal Name of Nonbanking Company

2.b. _____
If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a. _____
City and County (Physical Location)

3.b. _____
If Relocation or Correction, Prior City and County (Physical Location)

_____ State / Province, Country, and Zip / Postal Code

_____ If Relocation or Correction, Prior State / Province, Country, and Zip / Postal Code

_____ State or Country (if foreign) of Incorporation

_____ If Relocation or Correction, Prior State or Country (if foreign) of Incorporation

4.a. If the Nonbanking Company is a functionally regulated subsidiary, indicate its functional regulator:

- Not Applicable
- SEC and CFTC
- SEC Only
- CFTC only
- State Securities Department
- State Insurance Regulator

4.b. Is the Nonbanking Company a Financial Subsidiary of an insured depository institution? Yes No

5. Fiscal Year End (IHCs Only): _____
(MM/DD)

6. SEC Reporting Status: Not Applicable Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act
 Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act
 Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934

7. CUSIP Number:
see instructions for leading six digits only when applicable

8.a. Tax ID Number: -

8.b. Legal Entity Identifier (LEI):

9. Nonbanking Company Type (see instructions for list): _____
 Other, describe: _____

10. Business Organization Type: Corporation General Partnership Limited Partnership
 Business Trust Sole Proprietorship Mutual
 Cooperative Limited Liability Partnership Limited Liability Co./Corp.
 Limited Liability Limited Partnership
 Other, describe: _____

11. Is the Nonbanking Company consolidated in the reporter's financial statements? Yes No
Answer the above question only if the Nonbanking Company is one of the following "foreign" offices:
(a) Consolidated subsidiary in a foreign country; (b) a majority-owned Edge or agreement subsidiary

Ownership Section (report at direct holder level unless otherwise noted)

12. Direct Holder's Name and Location: _____
Legal Name City, State/Province, Country

13.a. Percentage of a Class of Voting Shares: 100%
 80% to <100% >50% to <80% 25% to 50%
 <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

14. Control by Direct Holder: Yes No

15. Regulation K, Subpart A Investments:

- Portfolio Investment
- Joint Venture
- Subsidiary

13.b. Other Interest: Yes No

16. Former Direct Holder's Name and Location (if applicable):

Legal Name of Former Direct Holder

13.c. If the reportable company is a type of partnership or limited liability company as indicated in Item 10 above, please indicate the appropriate ownership interest of the direct holder:
 General Partner/Managing Member
 Limited Partner/Non-Managing Member

Nonbanking Schedule—Continued

Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
17.a. Primary Activity	_____	_____	_____
17.b. Secondary Activity	_____	_____	_____
17.c. Termination of Activity	_____	_____	_____

ID_RSSD_E1 (ns) _____

ID_RSSD_E2 (s) _____

Merger Schedule

Use this schedule to report certain types of mergers involving a reporter or company within the reporter's organizational structure.

Check box if correction

1. **First Full Calendar Date the Nonsurvivor No Longer Exists:** _____
(MM / DD / YYYY)

2. Survivor: _____
Legal Name

City, State / Province, Country

3. Nonsurvivor: _____
Legal Name

City, State / Province, Country

Item 4 only applies to mergers involving an insured depository institution organized under U.S. law.

4. Did the head office of the nonsurvivor become a branch of the survivor? Yes No

4(k) Schedule

Use this schedule to provide required post-transaction notice for activities, formations and acquisitions of companies, and large merchant banking and insurance company investments authorized under Section 4(k) of the Bank Holding Company Act or Section 10(c)(2)(H) of the Home Owners' Loan Act.

Check box if correction

Post-Transaction Notice Section

1.a. Event Type (check one only):

1.b. Date of Event: _____

(MM / DD / YYYY)

- New Activity Commenced Directly by an FHC or through an Existing Subsidiary
- New Activity Commenced through Acquisition of a Going Concern
- New Activity Commenced through a De Novo Formation

2. New Activities Commenced

For the event type checked in item 1.a, report the FRS Legal Authority code and the five or six-digit NAICS activity code for each new activity. Provide a text description of the activity if unable to identify a five or six-digit NAICS activity corresponding to the activity.

FRS Legal Authority Code (check one)	NAICS Activity Code	Description of Activity
2.a. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____
2.b. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____
2.c. <input type="checkbox"/> 311 / <input type="checkbox"/> 312 / <input type="checkbox"/> 413	_____	_____

Large Merchant Banking or Insurance Company Investments Section

Use this section to report certain merchant banking or insurance company investments when the FHC directly or indirectly acquires more than 5 percent of a Nonfinancial Company's voting shares or total equity or assets and the cost of the investment exceeds:

- (1) \$200 million; or
- (2) 5 percent of tier 1 capital, whichever is less.

1.a. Event Type (check one only):

1.b. Date of Event: _____

(MM / DD / YYYY)

- Initial Investment
- Divestiture
- No Longer Reportable
- Name Change

2. Direct Holder's Name and Location

Legal Name _____

City and County _____ State / Province _____ Country _____

3.a. _____
Legal Name of Nonfinancial Company

_____ City and County (Physical Location)

_____ State / Province, Country, and Zip / Postal Code

3.b. _____
If Name Change or Correction, Prior Legal Name

3.c. Legal Entity Identifier (LEI):

4. Direct Holder's Investment in Nonfinancial Company
Report the percentage amount in a, b, or c, as applicable.

4.a. _____ % Voting Securities

4.b. _____ % Total Equity

4.c. _____ % Assets

5. Initial Aggregate Cost of Investment to the FHC: \$ _____ (in millions of U.S. dollars)

ID_RSSD	_____
County, State and Country Code	_____
ID_RSSD_HD_OFF	_____
City and Country Code	_____

Domestic Branch Schedule

Use this schedule to report information on:

- Branches and offices of domestic depository institutions (including territorial depository institutions) controlled directly or indirectly by a top-tier bank holding company (BHC) or a top-tier savings and loan holding company (SLHC) and state member banks that are not affiliated with a BHC; and,
- Branches of Edge and agreement corporations.

Check box if correction

1.a. Event Type (check all that apply):

1.b. **Date of Event:** _____
(MM / DD / YYYY)

- | | | |
|---|---|--|
| <input type="checkbox"/> Opening (De Novo) | <input type="checkbox"/> Purchase of Branches | <input type="checkbox"/> Acquisition of Branches through Merger/Absorption |
| <input type="checkbox"/> Sale of Branches | <input type="checkbox"/> Closure | <input type="checkbox"/> Relocation |
| <input type="checkbox"/> Name Change | <input type="checkbox"/> Change in Service Type | <input type="checkbox"/> Deletion of Erroneously Reported Branch/Office |
| <input type="checkbox"/> Other, describe: _____ | | |

Characteristics Section

2. Check applicable service type:

- Full Service Limited Service Trust Electronic Banking

3.a. _____
Popular Name

3.b. _____
If Name Change, Prior Popular Name

4.a. Current Address

4.b. Previous Address (if changes have occurred)

Current Street Address (Physical Location)

If Relocation or Correction, Prior Street Address (Physical Location)

City and County

If Relocation or Correction, Prior City and County

State, Country, and Zip / Postal Code

If Relocation or Correction, Prior State, Country, and Zip / Postal Code

5. _____
Head Office Legal Name

City, State, Country, and Zip / Postal Code

6. For event types sales of branches or purchase of branches, provide the name and address of the other domestic depository institution involved in the transaction and the number of branches sold or purchased:

Name of Other Depository Institution that Sold or Purchased Branches

Number of Branches Sold or Purchased

City, State, Country, and Zip / Postal Code

ID_RSSD	_____
County, State and Country Code	_____
ID_RSSD_HD_OFF	_____
City and Country Code	_____

Foreign Branch of U.S. Banking Organizations Schedule

Use this schedule to report information about foreign branches of U.S. banking organizations, including member banks, Edge and agreement corporations, BHCs, and foreign subsidiaries. The term "foreign" refers to one or more foreign nations, and includes the overseas territories, dependencies, and insular possessions of those nations and of the United States and the Commonwealth of Puerto Rico.

Report all offices, including inactive offices that continue to retain their license.

Check box if correction

1.a. Event Type (check all that apply):

Opening Closure Relocation

Other, describe: _____

1.b. Date of Event: _____
(MM / DD / YYYY)

Characteristics Section

2. Office Type:

Full-Service Branch Shell Branch Other

3. Date of Board Consent or Prior Notification (if applicable): _____
(MM / DD / YYYY)

4. _____
Popular Name

5.a. Current Address

Current Street Address (Physical Location)

City

Province, Country, and Zip / Postal Code

5.b. Previous Address (if changes have occurred)

If Relocation or Correction, Prior Street Address (Physical Location)

If Relocation or Correction, Prior City

If Relocation or Correction, Prior Province, Country, and Zip / Postal Code

6. _____
Head Office Legal Name

City, State, Country, and Zip / Postal Code

For Federal Reserve Bank Use Only

ID_RSSD _____
County, State and Country Code _____
ID_RSSD_HD_OFF _____
City and Country Code _____

Branch, Agency, and Representative Office of Foreign Banking Organizations (FBOs) Schedule (BARO Schedule)

Use this schedule to report information about U.S. branches, agencies, representative offices, and managed non-U.S. branches of FBOs, and U.S representative offices of foreign bank subsidiaries of FBOs.

Report all offices, including inactive offices that continue to retain their license.

Check box if correction

1.a. Event Type (check all that apply):

1.b. **Date of Event:** _____
(MM / DD / YYYY)

- | | | |
|--|---|--|
| <input type="checkbox"/> Opening | <input type="checkbox"/> License Issued | <input type="checkbox"/> Relocation |
| <input type="checkbox"/> Change in Office Type | <input type="checkbox"/> Became Inactive | <input type="checkbox"/> License Surrendered |
| <input type="checkbox"/> Commenced Activities through
Managed Non-U.S. Branch | <input type="checkbox"/> Ceased Activities through
Managed Non-U.S. Branch | |
| <input type="checkbox"/> Other, describe: _____ | | |

Characteristics Section

2. Office Type (including managed non-U.S. branches)

- Branch Agency Representative Office

3. _____
Popular Name

4.a. Current Address

4.b. Previous Address (if changes have occurred)

Current Street Address (Physical Location)

City and County

State, Country, and Zip / Postal Code

If Relocation or Correction, Prior Street Address (Physical Location)

If Relocation or Correction, Prior City and County

If Relocation or Correction, Prior State, Country, and Zip / Postal Code

5. _____
Head Office Legal Name

City, Province, Country, and Zip / Postal Code