

Board of Governors of the Federal Reserve System

2014



Report of Changes in Organizational Structure—FR Y-10

Cover Page

Physical

Submission Date

(MM/DD/YYYY)

Reporter's Name, Street, and Mailing Address

physical

Legal Name

Street Address

City and County

State/Province, Country

Zip/Postal Code

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

Mailing City

Mailing State/Province, Country

Zip/Postal Code

Contact's Name and Mailing Address for this Report

Name and Title

Phone Number (Include area code and, if applicable, the extension)

Fax Number (Include area code)

E-mail Address

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

Mailing City

Mailing State/Province, Country

Zip/Postal Code

Authorized Official

I, \_\_\_\_\_, Printed Name & Title

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

Signature of Authorized Official

Date of Signature

Does the reporter request confidential treatment for any portion of this submission?

Yes

Please identify the report schedule(s) and item(s) to which this request applies: \_\_\_\_\_

In accordance with the instructions on page GEN-4, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately and labeled "Confidential."

No

Public reporting burden for the information collection is estimated to average 1.25 hour per response, including time to gather and maintain the data and complete the information collection. The Federal Reserve may not conduct or sponsor, and a person is not required to respond to any information collection unless it displays a currently valid OMB control number.

This report is required by law: Sections 4(k) and 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1843(k), 1844(c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25(7) and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 321, 601, 611a and 615); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Sections 225.5(b) and 225.87 of Regulation Y (12 CFR 225.5(b) and 225.87).

FRB Use Only

ID\_RSSD \_\_\_\_\_

# Banking Schedule

DRAFT

FRB Use Only

ID\_RSSD\_E1 (direct holder)

ID\_RSSD\_E2 (reportable company)

If applicable, former d/h

Use this schedule to report information about a reporter that is a Banking Company, and about a reporter's directly or indirectly held interests in a banking company.

all that apply

Bold

Check box if correction:

1.a. Event Type (check one or more):

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

(MM/DD/YYYY)

- Acquisition of a Going Concern
- De Novo Formation
- External Transfer
- Internal Transfer

- Change in Ownership
- Liquidation
- Change in Characteristics
- Change in Activity or Legal Authority

- No Longer Reportable
- Became Inactive
- Debts Previously Contracted
- Became Reportable

If other, please describe: \_\_\_\_\_

State and Country of Incorporation

## Characteristics Section

If Relocation or Correction, Prior State and Country of Incorporation

2.a. \_\_\_\_\_  
Legal Name of Banking Company

2.b. \_\_\_\_\_  
If Name Change or Correction, Prior Legal Name of Banking Company

3.a. \_\_\_\_\_  
Current Street Address

(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

4. Date Opened: \_\_\_\_\_  
(MM/DD/YYYY)

5. Fiscal Year End (FBOs and BHCs Only): \_\_\_\_\_  
(MM/DD)

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

7. CUSIP Number:   
not required for FBOs leading six digits only

8. Tax ID Number: -

9. Banking Company Type:  BHC  FBO  U.S. Commercial Bank  U.S. State Chartered Savings Bank  
 If other, please describe: \_\_\_\_\_

10. Business Organization Type:  Corporation  General Partnership  Limited Partnership  
 Business Trust  Sole Proprietorship  Mutual  
 Cooperative  Limited Liability Partnership  Limited Liability Co./Corp.  
 If other, please describe: \_\_\_\_\_

Limited Liability Limited Partnership

11. Is the Banking Company consolidated in the reporter's financial statements?  Yes  No  
(only reportable for foreign investments)

bold

## 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: \_\_\_\_\_ % or 13.b. Percentage of Nonvoting Equity: \_\_\_\_\_ %

13.c. Other Interest:  Yes  No

14. Control by Direct Holder:  Yes  No 15. Control by Reporter:  Yes  No

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

Legal Name of Former Direct Holder

City, State/Province, Country

list

the Appendix of these instructions.

## Activity and Legal Authority Section (for List of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type

FRS Legal Authority Code

NAICS Activity Code

Description of Activity

17.a. Primary Activity

17.b. Secondary Activity  
(FBOs and BHCs only)

17.c. Termination of Activity

13d. If the reportable company is a type of limited 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

DRAFT

FRB Use Only	
ID_RSSD_E1 (direct holder)	_____
ID_RSSD_E2 (reportable company)	_____
If applicable, former d/h	_____

Use this schedule to report information about a reporter that is a Nonbanking Company and a reporter's directly or indirectly held interests in a Nonbanking Company.

all that apply

Bold

Check box if correction:

1.a. Event Type (check ~~one or more~~):

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

(MM/DD/YYYY)

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

- Change in Ownership
- Liquidation
- Change in Char
- Change in Activ

- No Longer Reportable
- Became Inactive

If Relocation or Correction, Prior State and Country of Incorporation

## Characteristics Section

2.a. \_\_\_\_\_  
Legal Name of Nonbanking Company

State and Country of Incorporation

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

4. 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

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution?  Yes     No

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

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

8. Tax ID Number: -

9. Nonbanking Company Type (see instructions for list): \_\_\_\_\_

If other, please 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

If other, please 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% < 100     >50% to <80%     25% to 50%  
 <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

13.b. Other Interest:  Yes     No

14. Control by Direct Holder:  Yes     No

15. Regulation K, Subpart A Investments:  Portfolio Investment     Joint Venture     Subsidiary

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

the Appendix of these instructions.

Legal Name of Former Direct Holder

City, State/Province, Country

## Activity and Legal Authority Section (for list of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
---------------	--------------------------	---------------------	-------------------------

17.a. Primary Activity

17.b. Secondary Activity

17.c. Termination of Activity

13c. If the reportable company is a type of limited 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 \_\_\_

## 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.

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	_____	_____
2.b. <input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____
2.c. <input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____

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

- Initial Investment
- Changes to Initial Investment
- Divestitures

1.b.

#### Large Merchant Banking or Insurance Company Investments Section

Use this section to report certain merchant banking or insurance company investments when the FHC directly or indirectly acquires more than 5 percent of a Nonbanking Company's voting shares or total equity or assets and the cost of the investment exceeds 1) \$200 million; or 2) 5 percent of tier 1 capital, whichever is less.

1. **Date of Event:** \_\_\_\_\_  
(MM/DD/YYYY)

2. Direct Holder's Name and Location

Legal Name \_\_\_\_\_

City and County \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_

3. Nonbanking Company's Name and Location

Legal Name \_\_\_\_\_

City and County \_\_\_\_\_ State/Province \_\_\_\_\_ Country \_\_\_\_\_

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

- a. \_\_\_\_\_ % Voting Securities
- b. \_\_\_\_\_ % Total Equity
- c. \_\_\_\_\_ % Assets

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

FRB Use Only

ID\_RSSD \_\_\_\_\_

County, State & Country Code \_\_\_\_\_

ID\_RSSD\_HD\_OFF \_\_\_\_\_

City, and Country Code \_\_\_\_\_

(check all that apply)

# 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 top-tier BHCs and state member banks that are not affiliated with a BHC; and,
- branches of Edge and agreement corporations.

Check box if correction:

**Bold**

1.a. Event Type:

- Opening (De Novo)
- Sale of Branches
- Name Change
- Purchase of Branches
- Closure
- Change in Service Type

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

- Acquisition of Branches through Merger/Absorption
- Relocation
- Deletion of Erroneously Reported Branch/Office

If Other, please describe event type: \_\_\_\_\_

## 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

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

## Foreign Branches of U.S. Banking Organizations Schedule

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

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

**Bold**

all that apply

Check box if correction:

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

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

Opening

Closure

Relocation

If other, please describe event type: \_\_\_\_\_

### Characteristics Section

2. Office Type:

Full-Service Branch

Shell Branch

Other

3. Date of Board Consent or Prior Notification (if applicable): \_\_\_\_\_

4. \_\_\_\_\_  
Popular Name

5.a. Current Address **(Physical Location)**

5.b. Previous Address (if changes have occurred) **(Physical Location)**

Current Street Address

If Relocation or Correction, Prior Street Address

City

If Relocation or Correction, Prior City

Province, Country, and Zip/Postal Code

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

6. \_\_\_\_\_  
Head Office Legal Name

City, State, Country and Zip/Postal Code

DRAFT

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

## Branch, Agency, and Representative Office of FBOs Schedule

Use this schedule to report information about U.S. branches, agencies, representative offices, and managed non-U.S. branches of top-tier and subsidiary ~~Foreign Banking Organizations~~ foreign banking organization and representative offices

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

Check box if correction:

<p>1.a. Event Type (check <del>one</del> only): <span style="border: 1px solid red; padding: 2px; font-size: small;">all that apply</span></p> <table style="width: 100%;"><tr><td style="width: 33%;"><input type="checkbox"/> Opening</td><td style="width: 33%;"><input type="checkbox"/> License Issued</td><td style="width: 33%;"><input type="checkbox"/> Relocation</td></tr><tr><td><input type="checkbox"/> Change in Office Type</td><td><input type="checkbox"/> Became Inactive</td><td><input type="checkbox"/> License Surrendered</td></tr><tr><td><input type="checkbox"/> Commenced Activities Through Managed Non-U.S. Branch</td><td><input type="checkbox"/> Ceased Activities Through Managed Non-U.S. Branch</td><td></td></tr><tr><td colspan="3"><input type="checkbox"/> If other, please describe event type: _____</td></tr></table>	<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"/> If other, please describe event type: _____			<p>1.b. <b>Date of Event:</b> _____ <span style="border: 1px solid red; padding: 2px; font-size: small;">Bold</span> <small>(MM/DD/YYYY)</small></p>
<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"/> If other, please describe event type: _____													

### Characteristics Section

2. Office Type (including Managed Non-U.S. Branches)

- Branch                                       Agency                                       Representative Office

3. \_\_\_\_\_  
Popular Name

4.a. Current Address

\_\_\_\_\_ (Physical Location)

Current Street Address

\_\_\_\_\_

City and County

\_\_\_\_\_

State, Country, and Zip/Postal Code

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

\_\_\_\_\_

If Relocation or Correction, Prior Street Address

\_\_\_\_\_

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