

**Board of Governors of the Federal Reserve System**



**Report of Changes in Organizational Structure—FR Y-10**

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) and 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, 602,

611a, 615, and 625); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)); and section 10(c)(2)(H) of the Home Owners' Loan Act (12 U.S.C. § 1467a(c)(2)(H)).

**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

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

**Reporter's Legal Entity Identifier (LEI)**

\_\_\_\_\_  
 20-Character LEI Code

<p><b>Is confidential treatment requested for any portion of this report submission? .....</b></p> <p><b>In accordance with the General Instructions for this report (check only one),</b></p> <p>1. a letter justifying this request is being provided along with the report ..... <input type="checkbox"/></p> <p>2. a letter justifying this request has been provided separately ..... <input type="checkbox"/></p> <p><b>NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."</b></p>	<p>0=No</p> <p>1=Yes</p>
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# 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
- HOLA 10(I) Stock SLHC
- Trust (non-testamentary) SLHC
- Mutual SLHC
- HOLA 10(I) Mutual SLHC
- Other, describe: \_\_\_\_\_
- Federal Savings Association
- State Savings Association
- Federal Savings Bank
- State Savings Bank HOLA 10(I) Election
- Cooperative Bank HOLA 10(I) Election

10. Business Organization Type:

- Corporation
- Business Trust
- Cooperative
- Limited Liability Limited Partnership
- Other, describe: \_\_\_\_\_
- General Partnership
- Sole Proprietorship
- Limited Liability Partnership
- Limited Partnership
- Mutual
- Limited Liability Co./Corp.

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:

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

Legal Name of Former Direct Holder

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	_____	_____	_____



# 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.

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

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

# Domestic Branch Schedule

Use this schedule to report information on:

1. 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,
2. 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

# 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

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