#### 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), 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.  $\S$  248(a)(1), 321, 601, 611a and 615); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); Sections 225.5(b) and 225.87 of Regulation Y (12 C.F.R.  $\S$  225.5(b) and 225.87); and Section 10 (c)(2)(H) of the Home Owners' Loan Act (12 U.S.C. 1461 et seq.).

Reporter's Name, Street, and Mailing Address	Date of Report: (Month / Day / Year)
Legal Name	
Physical Street Address	Reporter's Mailing Address (if different from physical street address)
City and County	Mailing City
State / Province, Country         Zip / Postal Code	Mailing State / Province, Country         Zip / Postal Code
Contact's Name and Mailing Address for this Report	
Name Title	
Area Code / Phone Number / Extension	Contact's Mailing Address (if different from reporter's)
Area Code / FAX Number	Mailing City
E-mail Address	Mailing State / Province, Country         Zip / Postal Code
Authorized Official	Reporter's Legal Entity Identifier (LEI)
I,,, Title	20-Character LEI Code
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.	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:
Signature of Authorized Official Date of Signature	In accordance with the instructions on page GEN-5, a letter justifying the request is being provided.
For Federal Reserve Bank Use Only RSSD ID	The information for which confidential treatment is sought is being submitted separately and labeled "Confidential."

Public reporting burden for the information collection is estimated to average 2.25 hours 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. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

# **Banking Schedule**

17.c. Termination of Activity

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.

For Federal Reserve Bank Use Onl	У
ID_RSSD_E1 (direct holder)	
ID_RSSD_E2 (reportable company)	
lf applicable, former d/h	

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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  $\square$ **Became Inactive** External Transfer Change in Characteristics  $\square$ **Debts Previously Contracted** Change in Activity or Legal Authority Internal Transfer **Became Reportable** Other, describe: **Characteristics Section** 2.a. 2.b. Legal Name of Banking Company If Name Change or Correction, Prior Legal Name of Banking Company 3.a. 3.b. 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 / 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. 5. Fiscal Year End (FBOs and BHCs Only): Date Opened: (MM / DD / YYYY) (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: 8.a. Tax ID Number: not required for FBOs leading six digits only Legal Entity Identifier (LEI): 8.b. 9. Banking Company Type: DBHC FBO U.S. Commercial Bank U.S. State Chartered Savings Bank Other, describe: General Partnership 10. Business Organization Type: 
Corporation Limited Partnership Business Trust Sole Proprietorship Mutual Cooperative Limited Liability Partnership Limited Liability Co./Corp. Limited Liability Limited Partnership Other, describe: 11. Is the banking company consolidated in the reporter's financial statements? No No Yes (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 Yes □ No 13.a. Percentage of a Class of Voting Shares: 14. Control by Direct Holder: % 13.b. Percentage of Nonvoting Equity: Yes No 15. Control by Reporter: % 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 Legal Name of Former Direct Holder liability company as indicated in Item 10 above, please indicate the appropriate ownership interest of the direct holder: City, State / Province, Country General Partner/Managing Member Limited Partner/Non-Managing Member Activity and Legal Authority Section (for list of FRS legal authority codes, see the Appendix of these instructions.) FRS Legal NAICS Activity Type Authority Code Activity Code Description of Activity 17.a. Primary Activity 17.b. Secondary Activity (FBOs and BHCs only)

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.

For Federal Reserve Bank Use Only	FR Y-10 Page 3 of 9
ID_RSSD_E1 (direct holder) ID_RSSD_E2 (reportable company) If applicable, former d/h	 i ago o oi o

Check box if correction  $\Box$ 

1.a.	Event Type (check all that apply):	1.b.	Date of Event:
		in Ownore	(MM / DD / YYYY)
	<ul> <li>Acquisition of a Going Concern</li> <li>De Novo Formation</li> <li>Liquidation</li> </ul>	in Owners	hip Interview In
	— — — — — — — — — — — — — — — — — — — —	in Charact	
	•		or Legal Authority
	□ Other, describe:	,	5 , <u> </u>
Chara	cteristics Section		
2.a.		2.b.	
0	Legal Name of Savings and Loan Company		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:	5.	Fiscal Year End (SLHCs Only):
6.	SEC Reporting Status: 🗌 Not Applicable 🗌 Subj		a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act
			of 1934, but not Section 404 of SOX Act
			equirements under 13(a) or 15(d) of the SEC Act of 1934
7.	CUSIP Number: 8.a. See instructions for when applicable Leading six digits only	Tax ID Nu	
8.b.			
9.	Savings and Loan Type: 🔲 Stock SLHC		Federal Savings Association
	HOLA 10(I) Stock SLHC		State Savings Association
	Trust (non-testamentary) S Mutual SLHC		] Federal Savings Bank ] State Savings Bank HOLA 10(I) Election
	HOLA 10(I) Mutual SLHC		Cooperative Bank HOLA 10(I) Election
	Other, describe:		
10.			Partnership Limited Partnership
		Sole Prop	ability Partnership 🗌 Limited Liability Co./Corp.
	•		ship Other, describe:
11.	Is the savings and loan company consolidated in the rep (only reportable for <i>foreign</i> investments)		· · · · · · · · · · · · · · · · · · ·
Owne	rship Section (report at direct holder level unless othe		
12.	Direct Holder's Name and Location:		50)
12.	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:
13.c.	Other Interest: Ves No	16.	Former Direct Holder's Name and Location (if applicable):
13.d.	If the reportable company is a type of partnership or limite		
	liability company as indicated in Item 10 above, please in cate the appropriate ownership interest of the direct holds		Legal Name of Former Direct Holder
	General Partner/Managing Member		City, State / Province, Country
	Limited Partner/Non-Managing Member		
Activit	y and Legal Authority Section (for list of FRS legal auth		s, see the Appendix of these instructions.)
		ICS y Code	Description of Activity
17.a.	Primary Activity		
17.b.	Secondary Activity		
17.c.	(SLHCs only) Termination of Activity		

<b>Nonbanking Schedule</b> 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.			For Federal Reserve Bank Use Only         ID_RSSD_E1 (direct holder)         ID_RSSD_E2 (reportable company)         If applicable, former d/h         Check box if comparison	FR Y-10 Page 4 of 9
1.a.	Event Type (check all that apply):	1.b.	Date of Event:	
	<ul> <li>Acquisition of a Going Concern</li> <li>De Novo Formation</li> <li>External Transfer</li> <li>Internal Transfer</li> <li>Other, describe:</li> </ul>	haract	Became Inactive	e
Chara	cteristics Section			
2.a.	Legal Name of Nonbanking Company	2.b.	If Name Change or Correction, Prior Legal Name of Nonbankin	
3.a.	City and County (Physical Location)	3.b.	If Relocation or Correction, Prior City and County (Physical Loc	
	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.	If the Nonbanking Company is a functionally regulated subsi         Not Applicable       SEC and CFTC         CFTC only       State Securities Department		ndicate its functional regulator: SEC Only State Insurance Regulator	
5.	Is the Nonbanking Company a Financial Subsidiary of an ins	sured o	lepository institution?	
6.	□ Subject to 13(a) or 15(d) of SEC	Act of	or 15(d) of SEC Act of 1934 and Section 404 of 3 1934, but not Section 404 of SOX Act juirements under 13(a) or 15(d) of the SEC Act of	
7.	CUSIP Number: See instructions for when applicable leading six digits only 8.a. 1	Fax ID	Number:	
	Legal Entity Identifier (LEI):			
9.	Nonbanking Company Type (see instructions for list):			
10.	□ Other, describe:         Business Organization Type:       □ Corporation         □ Ger		artnership	
10.	□ Business Trust □ Sole □ Cooperative □ Lim	e Prop ited Li	'artnership       Limited Partnership         rietorship       Mutual         ability Partnership       Limited Liability Co./Cor         ship       Other, describe:	p.
11.	Is the Nonbanking Company consolidated in the reporter's financial statements? 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			
Owne	rship Section (report at direct holder level unless otherwis	se note	ed)	
12.	Direct Holder's Name and Location:			
10 -			City, State/Province, Country	
13.a.	Percentage of a Class of Voting Shares:         □         100%           □         80% to <100%		Control by Direct Holder: U Yes U No Regulation K, Subpart A Investments:	)
	$\square$ <25% but 25% or more in the aggregate or otherwise	10.	Portfolio Investment	
	controlled elsewhere within the organization		□ Joint Venture	
13.b.			Subsidiary	
13.c.	If the reportable company is a type of partnership or limited liability company as indicated in Item 10 above, please indi- cate the appropriate ownership interest of the direct holder:		Former Direct Holder's Name and Location (if app	olicable):
	<ul> <li>General Partner/Managing Member</li> <li>Limited Partner/Non-Managing Member</li> </ul>		City, State / Province, Country	
Activit	y and Legal Authority Section (for list of FRS legal authority			
	FRS Legal NAICS Activity Type Authority Code Activity Code		Description of Activity	
17.a.	Primary Activity			
	Secondary Activity			
17.c.	Termination of Activity			

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For Federal Reserve Bank Use Only	
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  $\Box$ 

1.	First Full Cal	lendar 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
lte	em 4 only appli	ies 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?  $\Box$  Yes  $\Box$  No

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 ID\_RSSD\_TOP (top-tier BHC)

 ID\_RSSD\_E1 (direct holder)

 ID\_RSSD\_E2 (reportable company)

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# 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.

#### **Post-Transaction Notice Section**

.a. Event Type	(check one only):
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1.b. Date of Event: (MM / DD / YYYY)

 $\Box$  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. 🗌 311 / 🗌 312 / 🗌 413		
2.b. 🗌 311 / 🗌 312 / 🗌 413		
2.c. 🗌 311 / 🗌 312 / 🗌 413		

### Large Merchant Banking or Insurance Company Investments Section

Legal Name

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
Divoctituro

- Divestiture
- No Longer Reportable
- Name Change

2.	Direct Holder's Name and
	Location

c. % Assets

5. Initial Aggregate Cost of Investment to the FHC: \$

## **Domestic Branch Schedule**

For Federal Reserve Bank Use	Only
ID_RSSD	
County, State and Country Code	
ID_RSSD_HD_OFF	
City and Country Code	

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Check box if correction  $\Box$ 

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.

1.a.	Event Type (check all that apply):	1.b. Date of Event: (MM / DD / YYYY) Acquisition of Branches through Merger/Absorption Relocation					
	<ul> <li>□ Name Change</li> <li>□ Change in Service Type</li> <li>□ Other, describe:</li> </ul>	Deletion of Erroneously Reported Branch/Office					
Ch	Characteristics Section						
2.	Check applicable service type:						
	Full Service Limited Service Trust	Electronic Banking					
3.a.	Popular Name	3.b					
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

		F
For Federal Reserve Bank Use Only		
ID_RSSD		Ρ
County, State and Country Code		
ID_RSSD_HD_OFF		
City and Country Code		

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Check box if correction  $\Box$ 

# 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.

1.a. Event Type (check all that apply):	1.b. Date of Event:			
□ Opening □ Closure □ Relocation	(MM / DD / YYYY)			
Characteristics Section				
<ul> <li>2. Office Type:</li> <li>□ Full-Service Branch</li> <li>□ Shell Branch</li> </ul>	□ Other			
	Date of Board Consent or Prior Notification (if applicable):			
4. Popular Name				
5.a. Current Address	5.b. Previous Address (if changes have occurred)			
Current Street Address (Physical Location)	If Relocation or Correction, Prior Street Address (Physical Location)			
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				

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

For Federal Reserve Bank Use Only				
ID_RSSD				
County, State and Country Code				
ID_RSSD_HD_OFF				
City and Country Code				

Check box if correction  $\Box$ 

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.

1.a. Event Type (check all that apply):		1.b. Date of Event:		
	<ul> <li>Opening</li> <li>Change in Office Type</li> <li>Commenced Activities through Managed Non-U.S. Branch</li> <li>Other, describe:</li> </ul>	<ul> <li>License Issued</li> <li>Became Inactive</li> <li>Ceased Activities thro Managed Non-U.S. Br</li> </ul>	anch	<ul> <li>Relocation</li> <li>License Surrendered</li> </ul>
Ch	aracteristics 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)			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.				
0.	Head Office Legal Name			
	City, Province, Country, and Zip / Postal Code			