
Instructions for Preparation of FR Y-3N Notification to the Board of Governors of the Federal Reserve System

Who May Use This Form

This form should be used for notifications filed (1) under section 3(a)(5)(C) of the BHC Act for one-bank holding company formations qualifying for the procedures in section 225.17 of Regulation Y; and (2) under sections 3(a)(3) and 3(a)(5) of the BHC Act for banking acquisitions by a well-run bank holding company (a company that meets the criteria in section 225.14(c)(1), (2) and (7) of Regulation Y) that qualifies for the expedited procedures in section 225.14 of Regulation Y. Proposals that do not qualify under section 225.17 or section 225.14 of Regulation Y will be processed under the procedures for other bank acquisition proposals described in section 225.15 of Regulation Y. Refer to Form FR Y-3 for instructions for filing an application under section 225.15 of Regulation Y. Notificants should consult Subpart B of Regulation Y—Acquisition of Bank Securities or Assets, a copy of which is available through any Federal Reserve Bank (“Reserve Bank”).

Preparation of Notification

Inquiries regarding preparation and filing of notifications should be directed to the Reserve Bank of the Federal Reserve district in which the main office of Notificant’s sole or principal subsidiary either will be or is currently located (“appropriate Reserve Bank”). Refer to Form FR Y-4 for instructions for filing any companion section 4 notice. Notificants are encouraged to consult the appropriate Reserve Bank for assistance in identifying the specific type of information that should be provided in the notification, particularly information related to convenience and needs or competitive considerations, including Regulation L.

Financial Holding Companies

If Notificant seeks to become a financial holding com-

pany in connection with the proposed transaction, it must submit the necessary written declaration as part of the FR Y-3N filing. The declaration must conform to Regulation Y (sections 225.81 and 225.82, or sections 225.90, 225.91, and 225.92), as appropriate. However, the streamlined procedures contemplated by this form are generally not expected to be appropriate for a foreign banking organization seeking to become a financial holding company or an existing financial holding company seeking to acquire a depository institution that is not well capitalized or well managed. Notificant should contact the appropriate Reserve Bank for further information.

Filing Categories

- (1) *Notice Procedure for One-Bank Holding Company Formations*—Proposals to form a bank holding company to control a single bank that meet all the criteria in section 225.17(a) of Regulation Y may be consummated within 30 calendar days after providing a notice to the appropriate Reserve Bank that contains all the information described in section 225.17(b) of Regulation Y, unless the appropriate Reserve Bank or the Board has objected to the proposal during the notice period. In such cases, the bank holding company may file an application for prior approval of the proposal under section 225.15 of Regulation Y.
- (2) *Expedited Action for Certain Bank Acquisitions by Well-Run Bank Holding Companies*—Proposals by well-run bank holding companies that meet all the requirements in section 225.14(c) of Regulation Y may acquire additional banks or bank holding companies under section 3 of the BHC Act by filing a notice to the appropriate Reserve Bank that contains all the information described in section 225.14(a)(1) of Regulation Y, unless the appropriate Reserve Bank or the Board has notified the acquiring bank holding company that an application under another provision

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of Regulation Y is required. The appropriate Reserve Bank or the Board shall act on a proposal under section 225.14 of Regulation Y or notify the bank holding company that an application is required under section 225.15 of Regulation Y within 5 business days after the close of the public comment period. This notice procedure may not be used in certain circumstances, including if the total risk-weighted assets to be acquired are more than \$7.5 billion. See section 225.14(c) of Regulation Y.

In some cases, a bank holding company acquisition may result in a person or group of persons acquiring control of the bank holding company for purposes of the Change in Bank Control Act (“CIBC Act”). In such case, the requirements of the CIBC Act may be fulfilled by providing, as part of the notice under section 225.14 of Regulation Y, information required under paragraph (6)(A) of the CIBC Act (12 USC § 1817(j)(6)(A)) as well as any financial or other information required by the Reserve Bank under section 225.43 of Regulation Y. A person or groups of persons that chooses not to provide this information as part of the notice procedure under section 225.14 of Regulation Y must separately comply with the prior notice requirements of the CIBC Act. In these cases, separate compliance could affect the expedited processing time frame provided under section 225.14 of Regulation Y.

Publication Requirement

Proposals filed under the procedures for one-bank holding company formations (section 225.17 of Regulation Y) described in Filing Category (1) do not require public notice. All proposals filed under section 225.14 of Regulation Y described in Filing Category (2) must be published in a newspaper of general circulation in the communities in which (i) the head offices of the notificant bank holding company or its largest subsidiary bank, if any, are located; and (ii) each bank to be directly or indirectly acquired is located (12 CFR 262.3(b)(1)(ii)(E)). The newspaper notice must provide an opportunity for the public to submit written comments on the proposal for at least 30 calendar days after the date of publication, and must be published no more than 15 calendar days before and no later than 7 calendar days after the date that the notice is filed with the appropriate Reserve Bank. On written request by the notificant, the Reserve Bank may publish notice of proposals in the

Federal Register no more than 15 calendar days before the notice is filed.

Applicant should consult with the appropriate Reserve Bank for the specific publication format used at that Reserve Bank. A copy of the newspaper notice publication must be provided to the appropriate Reserve Bank, as required by Section 262.3(b) of the Board’s Rules Regarding Delegation of Authority.

The following is a sample notice that contains all of the required information:

Notice of
Bank or Bank Holding Company Acquisition
(Name and Address of Notificant)

intends to apply to the Federal Reserve System for permission to acquire _____ percent of (name and address of Bank or name and address of Bank Holding Company and each subsidiary bank). The Federal Reserve System considers a number of factors in deciding whether to approve the notification, including the record of performance of banks owned by (name of notificant) in helping to meet local credit needs.

You are invited to submit comments on this notification, in writing, to the Federal Reserve Bank of (name and address of appropriate Reserve Bank). The comment period will not end before (date—must be no less than 30 days from the date of publication of the notice), and may be somewhat longer. The Federal Reserve Board’s Policy Statement regarding notice of notifications may be found at 12 C.F.R. 262.25. To obtain a copy of the Federal Reserve Board’s procedures, or if you need more information about how to submit your comments on the notification, contact the Federal Reserve Bank of (name of appropriate Reserve Bank, name of contact, and telephone number). The Federal Reserve System will consider your comments and any request for a hearing on the notification if they are received by the Federal Reserve Bank of (name of appropriate Reserve Bank) on or before the last date of the comment period.

Supporting Information

Please note that the Federal Reserve System specifically reserves the right to require the filing of additional statements and information. If any information initially furnished in the notification changes significantly during

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processing or prior to consummation, these changes are to be communicated promptly to the appropriate Reserve Bank.

Confidentiality

Under the provisions of the Freedom of Information Act (5 U.S.C. § 552) (“FOIA”), the notification is a public document and available to the public upon request. A notificant may request confidential treatment for information that would be exempt from public disclosure under the FOIA. For example, if the requesting notificant believes that disclosure of commercial or financial information would likely result in substantial harm to its competitive position or that of its affiliates, or that disclosure of information of a personal nature would result in a clearly unwarranted invasion of personal privacy, confidential treatment of such information may be requested. This request for confidential treatment must be submitted in writing concurrently with the filing of the notice and must discuss in detail the justification for confidential treatment. Justification must be provided for each item

or category of information for which confidential treatment is requested. The notificant’s request for confidentiality should explain the harm that would result from public release of the information. Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notification (by reference to the confidential section); (2) separately bound; and (3) labeled “CONFIDENTIAL.” Notificant should follow the same procedure regarding a request for confidential treatment with regard to the subsequent filing of supplemental information to the notice.

The Federal Reserve System will determine whether the information submitted as confidential will be so regarded and will advise Notificant of any decision to make available to the public information labeled as “CONFIDENTIAL.”

Compliance

Notificant is expected to comply with all representations and commitments made in this notice.