
Instructions for the Supplement to the Report of Changes in Organizational Structure FR Y-10S

General Instructions

Purpose and Overview

The Federal Reserve needs information from banking companies (termed “Reporters” for the purpose of the FR Y-10S) that are subject to filing reports with the U.S. Securities and Exchange Commission (SEC), that must comply with section 404 of Sarbanes–Oxley (SOX 404), or that have securities issued that have been assigned Committee on Uniform Security Identification Procedures (CUSIP) numbers.

Schedule A collects information regarding the requirements to file annual and other periodic reports with the SEC pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and whether or not an entity must comply with SOX 404. Schedule B collects CUSIP information.

While the cover page is used for both Schedule A and Schedule B, each schedule is separate and distinct. Schedule A pertains to the Reporter and all subsidiaries, while Schedule B pertains to the Reporter and certain subsidiaries. Note: A subsidiary is defined as a company or bank in which another company owns, controls,¹ or holds with power to vote 25 percent or more of the outstanding shares of a class of voting securities. However, only those companies that are defined as reportable on the FR Y-10 and FR Y-10F should be considered for purposes of the FR Y-10S report.

When to Submit the Report

Schedule A is required as of December 31, if there has been a change in either the Reporter’s or any of its

1. For a definition of control see section 2(a) of the Bank Holding Company Act (12 U.S.C. 1841(a) and section 225.2(e) of Regulation Y (12 U.S.C. 225.2(e)).

subsidiaries’ SEC reporting status during calendar year 2006. This schedule would also be required for de novo institutions opened during 2006 that are subject to reporting requirements. These data are due no later than March 1, 2007. Schedule B is required on an event-generated basis within thirty days after an event.

Please refer to the general instructions for each schedule for a detailed description of these differences. Detailed instructions are also provided for each schedule.

A graphic representation of the reporting deadlines for the FR Y-10S appears at the end of these General Instructions (page GEN-2).

Where to Submit the Report

Reporters must submit the FR Y-10S data to the appropriate Federal Reserve Bank. For purposes of the FR Y-10S report, the appropriate Federal Reserve Bank is defined as the same Federal Reserve Bank to which the reporter submitted its most recent FR Y-10 or FR Y-10F report.

Confidentiality

Once submitted, the FR Y-10S data become a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act, 5 U.S.C. § 552 (FOIA). FOIA provides that Board records generally must be disclosed in response to a FOIA request, though records containing certain categories of information are exempt from disclosure in whole or in part. The exempt categories include trade secrets, privileged or confidential commercial or financial information, and information that if disclosed would constitute a clearly unwarranted invasion of personal privacy.

General Instructions

A Reporter may request confidential treatment of information submitted on the FR Y-10S that the Reporter believes is exempt from disclosure on any of the bases described above. To request confidential treatment, a letter must be submitted concurrent with submission of the FR Y-10S data. The letter must discuss the justification for which confidentiality is requested by describing the specific nature of the harm that would result from disclosure of the information. Unsupported statements that disclosure will cause competitive harm or is an invasion of privacy are insufficient to justify confidential treatment. In addition, the Reporter should label as "Confidential" each item for which confidential treatment is sought and submit that information under a separate cover page marked "Confidential."

The Federal Reserve Bank will review the request and notify the Reporter of a decision. Information for which confidential treatment is requested may subsequently be released by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is in the public interest. For further information, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

Report Deadline Chart for the FR Y-10S

Schedule A		Schedule B	
Report Date	Due to the Federal Reserve	Report Date	Due to the Federal Reserve
December 31, 2006	March 1, 2007	Event-generated	30 calendar days after the event

Line Item Instructions

FR Y-10S

Detailed Instructions for the Cover Page

Date of Report

Provide the as-of date for the FR Y-10S.

Reporter's Name and Address

Legal Name: Provide the reporter's full legal name.

Street Address, City, County, State/Province, Country, and Zip/Postal Code: Provide the street address of the reporter's main office. Do not use a post office box number as the street address. Provide the nine-digit zip code, if available.

Contact's Name, Title, Phone Number, Fax Number and E-mail Address

Name and Title: Print the name and title of the person in the United States to whom questions about this information should be directed.

Phone Number: Provide the telephone number (including area code and, if applicable, the extension) of the contact person.

Fax Number: Provide the fax number (including area code) of the contact person.

E-mail Address: Provide the electronic mailing address of the contact person.

Authorized Official's Name, Title, Phone Number, Signature and Date

Printed Name and Title: Print the name and title of the authorized official. (See the FR Y-10 Glossary for the definition of authorized official.)

Phone Number: Provide the telephone number (including area code and, if applicable, the extension) of the authorized official.

Signature of Official and Date of Signature: An authorized official of the reporter must sign and date the cover page of the FR Y-10S to indicate that the data have been reviewed for accuracy. The signer may or may not be the same person as the contact person for the reporter.

General Instructions—Schedule A

Reporting Criteria

Schedule A of the FR Y-10S is an annual supplemental schedule used to report (1) whether the Reporter or any of its subsidiaries are required to file annual and other periodic SEC reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 and (2) whether the Reporter or any of its subsidiaries are subject to the management reporting, attestation and auditing requirements of SOX 404.

Who Must Report

The following Reporters must file Schedule A of this supplemental report on behalf of themselves and any of their subsidiaries that become subject to the SEC annual and other periodic reporting requirements stated above. The Cover Page and Schedule A must be completed if there has been a change in either the Reporter's or any of its subsidiaries' SEC reporting status during calendar year 2006. This schedule is also required for de novo institutions opened during 2006 that are subject to reporting requirements.

- (1) FBOs, regardless of FHC status and whether or not such FBO is a BHC, is a qualifying FBO, is treated as a qualifying FBO, or qualifies for a limited exemption under section 211.23(c) of Regulation K.

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- (2) Top-tier bank holding companies (BHCs) organized under U.S. law, regardless of financial holding company (FHC) status.
- (3) Top-tier BHCs organized under foreign law, regardless of FHC status and whether or not such BHC is a foreign banking organization (FBO).
- (4) State member banks not controlled by a BHC. (Pursuant to section 12(i) of the Securities Exchange Act of 1934, the Federal Reserve has delegated authority to act on behalf of the SEC to collect reports from unaffiliated state member banks.)

When to Submit the Report

The as-of date for the collection of Schedule A is December 31. Schedule A data must be received by the appropriate Federal Reserve Bank no later than March 1 of the following year. Commencing June 30, 2007, the FR Y-10S data will be added to the FR Y-10 report and will be submitted on an event-generated basis. If the Reporter experiences a change in the data between January 1, 2007 and June 30, 2007, the data reflecting the change should be reported on the FR Y-10 by July 30, 2007.

A graphic representation of the reporting deadlines appears at the end of the General Instructions (page GEN-2).

Detailed Instructions—Schedule A

What Must Be Submitted

The Reporter must complete the Cover Page and Schedule A for itself and each subsidiary that experienced a change in their SEC reporting requirements pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934 (including initial registration, suspension of reporting, or termination), or a change in the applicability of section 404 of the Sarbanes-Oxley Act of 2002 (i.e., a change in the SEC rules implementing section 404) since the December 31, 2005 FR Y-10S report.

In the case where an entity that previously reported on the FR Y-10S has been dissolved or sold and a FR Y-10 report has been filed to reflect it, a separate FR Y-10S (Cover Page and Schedule A) does not have to be submitted. If there has been no change in the Reporter's or

any of its subsidiaries' SEC reporting requirements as stated above, the Reporter does not have to submit the Cover Page or Schedule A.

The Cover Page and Schedule A must also be completed for Reporters or subsidiaries established or acquired in 2006 that are subject to section 13(a) or 15(d) of the Securities Exchange Act of 1934.

Section 404 specifically requires all companies subject to the reporting requirements of the Securities Exchange Act of 1934, other than registered investment companies, to include in their annual reports a report of management on the company's internal control over financial reporting. In addition, the SEC's implementing rule for section 404 exempts asset-backed issuers from the internal control reporting requirement.¹

The SEC has developed a three year phase-in approach for compliance with section 404 based on whether the company is an accelerated or non-accelerated filer.²

Subject to 13(a) or 15(d) of the Securities Exchange Act of 1934 and Section 404 of Sarbanes-Oxley Act of 2002: This box should be checked for the Reporter and each of its subsidiaries that meet the requirements regardless if the Reporter or any of its subsidiaries has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Subject to 13(a) or 15(d) of the Securities Exchange Act of 1934 and not Section 404 of Sarbanes-Oxley Act of 2002: This box should be checked if the Reporter or any of its subsidiaries is required to file annual or other periodic reports pursuant section 13(a) or 15(d) of the Securities Exchange Act of 1934 and not subject to the Sarbanes-Oxley Act of 2002. Do not check this box if the Reporter or any of its subsidiaries has a delay in reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

Terminated or suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934. This box should be checked if the Reporter or any of its subsidiaries has terminated or suspended duties to file periodic reports with the SEC under section 13(a) or

1. For further information see 68 FR 36636.

2. For the current compliance dates see 69 FR 9722 and 70 FR 56825 and 76626.

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15(d) of the Securities Exchange Act of 1934 for reasons specified by the SEC regulations.

General Instructions—Schedule B

Reporting Criteria

Schedule B of the FR Y-10S is a supplemental schedule used to report six-digit CUSIP numbers for the Reporter and certain of its subsidiaries. A CUSIP number identifies most securities, including (1) stocks and debt of all SEC-registered U.S. companies and (2) U.S. government and municipal bonds. The number consists of nine characters (a combination of letters and numbers) in which the first six digits uniquely identify an issuer.

Who Must Report

The following Reporters must file Schedule B of this supplemental report on behalf of themselves and certain subsidiaries:

- (1) Top-tier BHCs organized under U.S. law, regardless of FHC status.
- (2) State member banks not controlled by a BHC.

When to Submit the Report

The as-of date for the initial collection of Schedule B was December 31, 2005. Subsequent changes to the six-digit CUSIP number should be reported within thirty days after the event. Moreover, if an institution subsequently issues debt or equity and receives a CUSIP number, then it should be reported within 30 days. Commencing June 30, 2007, the FR Y-10S report will be incorporated in the FR Y-10 report.

The six-digit CUSIP number may change, for example when:

- The last three digits of the nine-digit CUSIP number is not sufficient to accommodate all outstanding issues (greater than 999) and an additional issuer (six-digit) CUSIP number is assigned.
- Changes occur to the corporate name, whether or not associated with a merger or reorganization.
- Reverse stock splits of corporate shares occur.

Detailed Instructions—Schedule B

What Must Be Submitted

Part I: The question in Part I pertains to whether the Reporter, its lower-tier U.S. BHCs, its subsidiary U.S. banks,³ or its largest subsidiary U.S. nonbanking company have currently active six-digit CUSIP numbers for debt or equity issuances. If the response to this question is “yes,” complete Part II. If the response to this question is “no,” do not complete Part II. Institutions that have not previously reported data (for example, de novo institutions) should return the cover page and Schedule B to the appropriate Federal Reserve Bank.

Part II: If the Reporter answered “yes” to the question in Part I, report the most recently assigned currently active six-digit CUSIP numbers for the Reporter, its lower-tier U.S. BHCs, its subsidiary U.S. banks, and its largest subsidiary U.S. nonbanking company that has an active CUSIP number (including functionally regulated subsidiaries). Use additional pages as necessary. Do not report data previously submitted if the data have not changed.

The largest subsidiary U.S. nonbanking company that has an active CUSIP number is determined by dividing the total assets of each subsidiary U.S. nonbanking company that has a CUSIP number by the consolidated assets of the reporter as of the most recent December 31 and ranking the percentages from highest to lowest (with the resultant entity with the highest percentage value determining the largest subsidiary U.S. nonbanking company). If available, please use total assets reported on Federal Reserve or FFIEC regulatory reports.

The largest subsidiary U.S. nonbanking company must be assessed only once a year as of December 31. Thus any changes to the CUSIP numbers for this subsidiary that occur during the year should be reported within thirty days (after March 31, 2006). If there is a change as to which company is the largest subsidiary U.S. nonbanking company (when reviewing the most recent December 31 financial data), begin reporting information on the new subsidiary starting January 30 of the following year.

Exclusions:

3. The definition of a bank for these purposes is defined in the FR Y-10 Glossary.

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- Do not report any CUSIP numbers associated with entities that are nonsurvivors of mergers. In the event of a merger, the nonsurvivor's debt-related CUSIP numbers will remain in use until outstanding debt is paid off since the entity will still service the debt. However, no new issues will be made under the nonsurvivor's CUSIP number. New debt instruments will be issued under the survivor's CUSIP number. The nonsurvivor's equity-related CUSIP numbers will be retired.
- Do not report any CUSIP numbers associated with securitization vehicles and issuers of trust preferred securities.
- Do not report any CUSIP numbers associated with money market instruments such as certificates of deposit, medium-term notes,⁴ and commercial paper.⁵
- Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005.

4. Medium-term notes are a type of money market instrument with an average maturity of 4 to 6 years.

5. However, subordinated issues should be included.