

FEDERAL RESERVE BANK OF NEW YORK

NEW YORK, N.Y. 10045-0001

AREA CODE 212-720-5000

January 15, 2008

To: The FR Y-6 Contact at the Addressed Bank Holding Company

Earlier in 2007, the Federal Reserve approved changes to the Annual Report of Bank Holding Companies (FR Y-6). These reporting changes were announced in the Federal Register on March 22, 2007, and institutions were notified of the upcoming changes in previous correspondence. The following two changes to the FR Y-6 were effective December 31, 2007:

- Report Item 2b., Domestic Branch Listing - verification of a list of domestic branches for each depository institution and Edge and agreement corporation held directly or indirectly by the reporter
- The cover page questions regarding SEC registration and confidential treatment have been separated to provide clarity.

To facilitate your reporting of branch information, the Federal Reserve has provided a website, <http://y6branchlist.federalreserve.gov>, from which reporters can download branch information in spreadsheet format for review, verification and, if necessary, correction. Please refer to the instructions on the website to assist you in accessing your organization's branch structure information. Changes should be made on the spreadsheet. The spreadsheet can then be emailed to ny.frb.branchinformation@ny.frb.org or sent in hardcopy to Violet Cumberbatch at the address below. If you are unable to use the website and therefore require a hardcopy listing of your branches for verification, or if you have difficulty with the email submission option, please contact Denoras Reid, Reports Analyst, Banking Structure Division at (212) 720-8843 or denoras.reid@ny.frb.org.

The revised reporting form and instructions may be accessed by selecting the FR Y-6 reporting form from the "Forms by number" pull-down menu at:

<http://www.federalreserve.gov/boarddocs/reportforms>.

An RSSD Tiering Report for your organization is included to assist you with preparing the FR Y-6 report, along with detailed instructions on how to address any discrepancies between your organization's information and the tiering report. The RSSD Tiering Report is generated from our database and depicts your company's organizational structure as of November 30, 2007. If the information in your records differs from that in the tiering report, please file a Report of Changes in Organizational Structure (FR Y-10) to reflect a change that has not been reported or

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has been reported incorrectly. Alternatively, please contact us if we have recorded a previously reported event incorrectly. If your institution has reported organizational changes during December and you would like a tiering report as of December 31, 2007, please contact Marion Lauriello, Reports Analyst, at (212) 720-6526 by January 31, 2008.

The FR Y-6, including the submission of your branch listing, must be filed with the Federal Reserve Bank of New York no later than 90 calendar days after your bank holding company's fiscal year end. An original report and three copies of the completed FR Y-6 report must be submitted to:

Ms. Violet Cumberbatch, Staff Director
Banking Structure Division, 4th Floor
Statistics Function
Federal Reserve Bank of New York
33 Liberty Street
New York, NY 10045

Questions regarding the submission of the FR Y-6 should be directed to one of the following Banking Structure Division Staff:

- Jessy Etienne, Reports Analyst, at (212) 720-6761 or jessy.etienne@ny.frb.org
- Marion Lauriello, Reports Analyst, at (212) 720-6526 or marion.lauriello@ny.frb.org

Please acknowledge receipt of this letter using one of the following methods:

- scan and then e-mail the enclosed acknowledgement letter to Shirley Whitmore at shirley.whitmore@ny.frb.org
- fax the acknowledgement letter to the attention of Shirley Whitmore at (212) 720-5028
- sign and return the acknowledgment letter in the envelope provided

Sincerely yours,

Paula Beth Schwartzberg
Statistics Officer
Banking Structure and Support Department

Enclosures: Acknowledgment letter and return envelope
RSSD Tiering Report and instructions

cc: Authorized officials of Bank Holding Companies (BHCs) (no enclosures)

Tier Report Review Instructions for Bank Holding Companies

An annual review of the Tier Report is advised in conjunction with the preparation of the Annual Report of Bank Holding Companies (FR Y-6). The Tier Report contains structure information as of November 30, 2007. It is important to note that this report should reflect only those entities that meet the reporting criteria of the Report of Changes in BHC Organizational Structure (FR Y-10), with the exception of reportable merchant banking investments.

General Information

- ❖ The name of the top-tier BHC/FHC is displayed as part of the header on page 1 of the report, along with the as-of-date of the data on the report.
- ❖ The date on which the report was produced appears in the header on the top right side of each page.
- ❖ There are two types of entities that are displayed on the report:
 - 1) the top-tier BHC, which is displayed first,
 - 2) U.S. banks, other BHCs, and nonbanking subsidiaries, which are displayed immediately below each direct holder in alphabetical order.
- ❖ The report contains unique line identifiers (e.g., 00001, 00002, 00003, etc.) which indicate the placement of the entity on the report. If an entity has more than one direct holder, the additional line(s) at which it is displayed are noted after its name. In the instance where a subsidiary has multiple noncontrolling direct holders, an additional line identifying an indirect aggregate controlled relationship with the BHC will also be displayed on the tier report.
- ❖ The report also contains tier level identifiers. The entities that are held directly by the top-tier BHC are identified by "2>", which means that they are second-level entities. In turn, the entities that are held directly by second-level entities are identified by "3>", which means that they are third-level entities. This pattern continues throughout the report.
- ❖ The data items that are displayed on the report vary based on the type of entity reported and are noted on the following pages. Not all data items that are displayed are required to be reviewed.

Instructions

- ❖ On the following pages are the data items that are displayed on the report, based on the type of entity reported. Only those that are identified under the heading **Data Items to be Verified** should be confirmed against the internal records of the BHC and should contain the latest information as of the date reflected in the heading on page 1 of the report. Those that are identified under the heading Other Data Items need not be reviewed.
- ❖ If the report does not contain the latest information as of the date reflected in the heading on page 1, an update or correction should be reported on an FR Y-10 form immediately. Annotated Tier Reports may **not** be submitted.
- ❖ With regard to activities, the accuracy and order of the primary and secondary activities should be verified. The order should be based on the definitions of "primary" and "secondary" as contained in the FR Y-10 instructions. Activities are currently displayed on the report as "Primary" and "Other." All financial activities of companies that were reported as Post-transaction notices and conducted under section 4(k) of the BHC Act should be displayed as an activity of the top-tier BHC as well.
- ❖ Confidentiality of information should be verified. The following statement identifies entities for which confidentiality has been requested or granted for some or all structure information as of the date of this report:

WARNING: CONFIDENTIALITY IS PENDING OR GRANTED FOR THE ABOVE ENTITY.

Data Items Reflected on the Tier Report for the Top-tier BHC

(A value of "0" means the item is not applicable)

00001 Legal Name: FIRST HOLDING CORP.
City: NEW YORK State: NEW YORK
ID RSSD: 12345678 Physical Dist: 2 Reg. Dist: 2 AFU: 2
ID_CUSIP: 0 BHC_IND: 1 FBO_4C9_IND: 0
CHTR_TYPE_CD: 500 FNCL_SUB_HOLDER: 0 FNCL_SUB_IND: 0
FHC_IND: 1
Primary Activity: 551111 OFFICES OF BANK HOLDING COMPANIES

Data Items to be Verified:

Legal Name: contains the name of the BHC as it appears on papers of incorporation or other legal formation documents
City: identifies the current location of the headquarters
State: identifies the current location of the headquarters
CHTR_TYPE_CD: similar to the business entity type reported on the FR Y-10 and is based on the legal documents issued by the chartering or licensing authority or other documents of formation, or the type that most closely describes the business activities of the entity that are currently conducted (see Attachment A)
BHC_IND: 1 = a bank holding company (BHC)
2 = not a BHC, but controls a grandfathered nonbank bank
(Company Type = Bank holding company that is not also an FBO)
FBO_4C9_IND: 1 = an FBO that qualifies for exemption from the nonbank prohibitions of the BHC Act
2 and 3 = an FBO that does not qualify for exemption from the nonbank prohibitions of the BHC Act
(Company Type = Foreign banking organization)
FHC_IND: 1 = a financial holding company
Primary Activity: identifies the activity code and text description of the current primary activity
Other Activity: identifies the activity code and text description of a current activity, which is other than the primary activity

Other Data Items:

ID_RSSD Physical Dist Reg. Dist AFU
FNCL_SUB_HOLDER FNCL_SUB_IND FUNC_REG

Data Items Reflected on the Tier Report for U.S. Banks, BHCs, FBOs, and Nonbanking Subsidiaries of the Top-tier BHC

(A value of "0" means the item is not applicable)

00002

2> Legal Name: FFB FINANCE COMPANY
City: NEW YORK State: NEW YORK
ID RSSD: 45678910 Physical Dist: 2, Reg. Dist: 0, AFU: 2
ID_CUSIP: 0 BHC_IND: 0 FBO_4C9_IND: 0
CHTR_TYPE_CD: 720 FNCL_SUB_HOLDER: 0 FNCL_SUB_IND: 0
FHC_IND: 0
FUNC_REG: 0
Primary Activity: 52222 SALES FINANCING
Other Activity: 52393 INVESTMENT ADVICE
Relationship: Direct, Controlled, Regulated DT_RELN_EST: 20000101
Basis of Relationship: Voting Equity (80-100%)

00003

2> Legal Name: FIRST HOLDINGS SAVINGS BANK
City: NEW YORK State: NEW YORK
ID RSSD: 45678910 Physical Dist: 2, Reg. Dist: 0, AFU: 2
ID_CUSIP: 0 BHC_IND: 0 FBO_4C9_IND: 0
CHTR_TYPE_CD: 300 FNCL_SUB_HOLDER: 0 FNCL_SUB_IND: 0
FHC_IND: 0 FUNC_REG: 0
Primary Activity: 52211 COMMERCIAL BANKING
Other Activity: 52393 INVESTMENT ADVICE
Relationship: Direct, Controlled, Regulated DT_RELN_EST: 20000101
Basis of Relationship: Voting Equity (100%)

Data Items to be Verified:

Legal Name: contains the name of the entity as it appears on papers of incorporation or other legal formation documents
City: identifies the current location of the headquarters
State or Country: identifies the current location of the headquarters
CHTR_TYPE_CD: similar to the Company Type reported on the FR Y-10 and is based on the legal documents issued by the chartering or licensing authority or other documents of formation, or the type that most closely describes the business activities of the entity that are currently conducted (see Attachment A)
BHC_IND: 1 = a bank holding company (BHC)
2 = not a BHC, but controls a grandfathered nonbank bank
(Company Type = Bank holding company that is not also an FBO)
FBO_4C9_IND: 1 = an FBO that qualifies for exemption from the nonbank prohibitions of the BHC Act
2 and 3 = an FBO that does not qualify for exemption from the nonbank prohibitions of the BHC Act
(Company Type = Foreign banking organization)
FHC_IND: 1 = a financial holding company
FNCL_SUB_IND: 1 = a financial subsidiary of a U.S. commercial bank, i.e., conducting expanded activities that are financial in nature
FUNC_REG: identifies that an entity is functionally regulated by:
1 = both Securities and Exchange Commission (SEC) and Commodity Futures Trading Commission (CFTC)
2 = SEC
3 = State securities department
4 = State Insurance Regulator
5 = CFTC
Primary Activity: identifies the activity code and text description of the current primary activity
Other Activity: identifies the activity code and text description of a current activity, which is other than the primary activity
Relationship: Direct or Indirect -- identifies that a direct relationship exists with the direct holder, or that an indirect aggregate controlled relationship exists with the BHC (along with multiple noncontrolling direct relationships)
Controlled or Noncontrolled -- identifies whether the direct holder has a controlling or noncontrolling interest in this entity, or that the top-tier BHC indirectly controls this entity in the aggregate
Basis of Relationship: identifies the basis of the relationship with the direct holder consisting of the exact percentage of a class of voting or nonvoting securities for FBOs, BHCs, and U.S. banks, the percent range of a class of voting securities for nonbanking companies, or Other Basis for any entity type.
This item is not applicable for indirect relationships with the BHC

Data Items Not Required to be Verified:

ID_RSSD	Reg. Dist	FNCL_SUB_HOLDER	DT_RELN_EST
Physical Dist	AFU	ID_FUNC_REG	
Consolidated with Reporter's Financial Statements		Regulated or Nonregulated Status of a Relationship	

Attachment A
Company Types

<u>CHTR_TYPE_CD</u>	<u>Company Types</u>
200	U.S. commercial bank/Depository trust company Foreign banking organization (with Primary Activity Code = 52211 and FBO_4C9_IND = 1, 2, or 3; also see 500 below) Foreign bank (with Primary Activity Code = 52211 and FBO_4C9_IND = 0) Limited charter bank
250	Nondepository trust company
300	Savings bank
310	Savings and loan association
320	Cooperative bank
340	Industrial bank, industrial loan company, Morris Plan bank
400	Edge or agreement corporation (with Primary Activity = 522293)
500	Bank holding company (with BHC_IND = 1 and FBO_4C9_IND = 0) Other holding company Foreign banking organization (with FBO_4C9_IND = 1, 2, or 3 and Primary Activity Code not = 52211; also see 200 above)
550	Insurance underwriter, broker, or agent
700	Securities underwriter, broker or dealer
720	Other company (not included in list above)

Ms. Violet Cumberbatch, Staff Director
Banking Structure Division, 4th Floor
Federal Reserve Bank of New York
33 Liberty Street
New York, NY 10045

Dear Ms. Cumberbatch,

Receipt is hereby acknowledged of Ms. Schwartzberg's letter, dated
January 15, 2008, which was enclosed in the FR Y-6 report package.

Signed: _____

Print Name: _____

Title: _____

Date of Receipt: _____

Bank Holding Company _____

Note: Please acknowledge receipt of this letter using one of the following methods:

- scan and then e-mail the letter to Ms Whitmore at shirley.whitmore@ny.frb.org
- fax the letter to the attention of Shirley Whitmore at (212) 720-5028
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