Sample 1 - De Novo Formation

Board of Governors of the Federal Reserve System

Report of Changes in FBO Organizational Structure—FR Y-10F

Cover Page

Reporter's Name, Street, and Mailing Address

New Kingsland Banking Company

Legal name

123 Prince Street

Street Address

London

City

England

State/Province, Country

EC2Y 5AJ

Zip/Postal Code

Submission Date 04/20/2006

Contact's Name and Mailing Address for this Report

John Smith, Vice President

Name and Title

(212) 987-6543

Phone Number (include area code and if applicable, the extension)

(212) 987-1234

Fax Number (include area code)

jsmith@nkbc.com

E-mail Address

Authorized Officer

I, am an authorized officer of the company named above, and hereby declare that this report is true and complete to the best of my knowledge and belief.

Filed Electronically

Signature of Officer

Date of Signature

Does the reporter request confidential treatment for any portion of this submission of the FR Y-10F?

☐ Yes If the response is yes, a letter justifying the request must be provided in accordance with the instructions on page GEN-3.

☐ No

FRB Use Only

ID RSSD

FRY-10F

OMB Number 7100-0297

Expires March 31, 2007

1 Wall Street

Contact's Mailing Address (if different from above)

New York

Mailing City

NY, United States

Mailing State/Province, Country

10005

Zip/Postal Code

Public reporting burden for the information collection is estimated to average 1 hour 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 validOMB control number. Comments regarding this estimate or any other aspects of this information burden may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

This report is required by law Sections 401 and 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. §§ 1841(b), 1844(c)(1)(A)); Section 6(b)(1) of the International Banking Act (12 U.S.C. § 310(b)(1)); Sections 11(a)(1), 25(f), and 25A of the Federal Reserve Act (12 U.S.C. §§ 245(a)(1), 602, and 611(a)); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Sections 225.6(b) and 225.87 of Regulation Y (12 CFR 225.6(b) and 225.87).
Sample 1 - De Novo Formation

Nonbanking Schedule

Use this schedule to report information about a reporter's directly or indirectly held interests in a Nonbanking Company.

Check box if correction: ☐

1.a. Event Type (check one or more):
☐ Acquisition of a Going Concern
☐ De Novo Formation
☐ Liquidation
☐ Internal Transfer
☐ Other, please describe: ________________________________

☐ Change in Ownership
☐ Change in Characteristics
☐ No Longer Reportable
☐ Became Inactive

1.b. Date of Event: 03/21/2006

Characteristics Section

2.a. New Kingsland Corporation
Legal Name of Nonbanking Company

2.b. If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a. Jersey City, Hudson
City and County
NJ, United States 07102
State/Province, Country, and ZIP/Postal Code

3.b. If Relocation or Correction, Prior City and County
If Relocation or Correction, Prior State/Province, Country, and ZIP/Postal Code

4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:
☐ Not applicable
☐ SEC and CFTC
☐ CFTC only
☐ State Securities Department
☐ SEC Only
☐ State Insurance Regulator

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution?
☐ Yes ☐ No

6. Nonbanking Company Type (see instructions for list): Other Company

If other, please describe business activity: Provides Investment Advice

7. Business Organization Type:
☐ Corporation
☐ General Partnership
☐ Limited Partnership
☐ Business Trust
☐ Sole Proprietorship
☐ Mutual
☐ Cooperative
☐ Limited Liability Partnership
☐ Limited Liability Co./Corp.

If other, please describe: ________________________________

Ownership Section


9.a. Direct Holder's Percentage of a Class of Voting Shares:
☐ 80% or more
☐ >50% to <80%
☐ <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization
☐ 25% to 50%

9.b. Direct Holder's Other Interest: ☐ Yes ☐ No

9.c. Control by Direct Holder:
☐ Yes ☐ No

10. Former Direct Holder's Name and Location:

Activity and Legal Authority Section

(Activity Type | FRS Legal Authority Code | NAICS Activity Code | Description of Activity)

11.a. Primary Activity 26 52393

11.b. Secondary Activity

11.c. Termination of Activity

FRB Use Only

ID_RSS2_E1 (direct holder)
ID_RSS2_E2 (reportable company)
If applicable, former dh
Sample 2 - Internal Transfer

Nonbanking Schedule

Use this schedule to report information about a reporter's directly or indirectly held interests in a Nonbanking Company.

Check box if correction: □

1.a. Event Type (check one or more):

☐ Acquisition of a Going Concern
☐ De Novo Formation
☐ External Transfer
☐ Internal Transfer
☐ Change in Ownership
☐ Liquidation
☐ Change in Characteristics
☐ Change in Activity or Legal Authority

☐ Other, please describe:

Check box if correction: □

1.b. Date of Event: 04/01/2006

Characteristics Section

2.a. New Kingsland Corporation
Legal Name of Nonbanking Company

2.b. If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a. Jersey City, Hudson
City and County

3.b. If Relocation or Correction, Prior City and County

NJ, United States, 07102
State/Province, Country, and ZIP/Postal Code

4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:

☐ Not applicable
☐ SEC and CFTC
☐ CFTC only
☐ State Securities Department
☐ SEC Only
☐ State Insurance Regulator

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution?

☐ Yes  ☐ No

6. Nonbanking Company Type (see instructions for list):

☐ If other, please describe business activity:

7. Business Organization Type:

☐ Corporation
☐ General Partnership
☐ Limited Partnership
☐ Business Trust
☐ Sole Proprietorship
☐ Mutual
☐ Cooperative
☐ Limited Liability Partnership
☐ Limited Liability Co./Corp.

☐ If other, please describe:

Ownership Section

8. Direct Holder's Name and Location:

Madison Holding Co. New York, NY, United States

Legal Name
City, State/Province, Country

9.a. Direct Holder's Percentage of a Class of Voting Shares:

☐ 80% or more
☐ >50% to <80%
☐ <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization
☐ 25% to 50%

9.b. Direct Holder's Other Interest:

☐ Yes  ☐ No

9.c. Control by Direct Holder:

☐ Yes  ☐ No

10. Former Direct Holder's Name and Location:

New Kingsland Banking Company London, England

Legal Name of Former Direct Holder
City, State/Province, Country

Activity and Legal Authority Section (for list of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type  FRS Legal Authority Code  NAICS Activity Code  Description of Activity

11.a. Primary Activity

11.b. Secondary Activity

11.c. Termination of Activity

FRIB Use Only:

ID_RS_01 (entity holder)
ID_RS_02 (reportable company)
If applicable, former dfb

FRIB Use Only:

ID_RS_01 (entity holder)
ID_RS_02 (reportable company)
If applicable, former dfb
Sample 3 - Change in Characteristics and Ownership

Banking Schedule

Use this schedule to report information about a reporter that is a Banking Company and about a reporter's direct or indirectly held interests in a BHC or bank organized under U.S. law.

Check box if correction: □

1.a. Event Type (check one or more): □ Acquisition of a Going Concern  □ De Novo Formation □ External Transfer □ Internal Transfer □ Change in Ownership □ Liquidation □ Change in Characteristics □ Change in Activity or Legal Authority

1.b. Date of Event: 03/31/2006

2.a. Name of Banking Company:

3.a. Current Street Address:

London

3.b. Alternate Street Address:

999 King Street

London

4. Date Opened: (MM/DD/YYYY)

5. Fiscal Year End (FBOs Only): (MM/DD/YYYY)

6. Banking Company Type:

☐ FBO □ BHC □ U.S. Commercial Bank □ U.S. State Chartered Savings Bank

If other, please describe:

7. Business Organization Type:

☐ Corporation □ General Partnership □ Limited Partnership

☐ Business Trust □ Sole Proprietary □ Mutual

☐ Cooperative □ Limited Liability Partnership □ Limited Liability Co./Corporation

If other, please describe:

Ownership Section

8. Director Holder’s Name and Location:


Legal Name: □ City, State/Province, Country

9a. Director Holder’s Percentage of a Class of Voting Shares: 95 %

9b. Director Holder’s Percentage of Nonvoting Equity: %

9c. Director Holder’s Other Interest: □ Yes □ No

9d. Control by Director: □ Yes □ No

9e. Control by Reporter: □ Yes □ No

10. Former Director Holder’s Name and Location:

Legal Name of Former Director Holder: □ City, State/Province, Country

Activity and Legal Authority Section (for list of FRB legal authority and NACs activity codes, see Appendix A and B of the Instructions)

11a. Primary Activity

11b. Secondary Activity

(BHCs and FBOs only)

11c. Termination of Activity

FRB Use Only

□ R000, R1 (direct holder)

□ R000, R2 (indirect holder)
Sample 4 - Merger

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. Date of Event: 04/16/2006

2. Survivor: New Kingsland Corporation
   Legal Name
   Jersey City, NJ, United States
   City, State/Province, Country

3. Nonsurvivor: ABC Corporation
   Legal Name
   New York, NY, United States
   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 ☐

FRB Use Only
ID, RSSD, E1 (T1) __________________________
ID, RSSD, E2 (B) __________________________
Sample 5 - Opening of a Representative Office

Branch, Agency, and Representative Office Schedule

Use this schedule to report any change in the organizational structure of U.S. branches, agencies, representative offices, and managed non-U.S. branches of top-tier and subsidiary foreign banking organizations. Report all offices, including inactive offices that continue to retain their license.

Check box if correction: □

1.a. Event Type (check one only):
   □ Opening
   □ Inactive
   □ License Issued
   □ License Surrendered
   □ Change in Establishment Type
   □ Relocation
   □ Ceased Activities through Managed non-U.S. branch
   □ If Other, please describe event type: ______________________________

1.b. Date of Event: 04/15/2006

2. Establishment Type
   □ U.S. Branch
   □ U.S. Agency
   □ U.S. Representative Office
   □ Managed non-U.S. Branch

3.a. Current Information

Seattle Representative Office

Legal Name: 111 North 1 Street
Street Address: Seattle, King
City and County: WA, United States 98111
State/Province, Country, Zip/Postal Code

3.b. Previous Address Information (if changes have occurred)

If Relocation or Correction, Prior Street Address

If Relocation or Correction, Prior City and County

If Relocation or Correction, Prior State/Province, Country, and Zip/Postal Code

4. New Kingsland Bank

Head Office Legal Name
### Sample 6 - Merchant Banking Activity and Investment

**Nonbanking Schedule**

Use this schedule to report information about a reporter's directly or indirectly held interests in a Nonbanking Company.

Check box if correction: ☐

<table>
<thead>
<tr>
<th>1.a. Event Type (check one or more):</th>
<th>1.b. Date of Event:</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ Acquisition of a Going Concern</td>
<td>☐ Change in Ownership</td>
</tr>
<tr>
<td>☐ De Novo Formation</td>
<td>☐ Liquidation</td>
</tr>
<tr>
<td>☐ External Transfer</td>
<td>☐ Change in Characteristics</td>
</tr>
<tr>
<td>☐ Internal Transfer</td>
<td>☐ No Longer Reportable</td>
</tr>
<tr>
<td>☐ Other, please describe:</td>
<td>☐ Became Inactive</td>
</tr>
<tr>
<td>✗ Change in Activity or Legal Authority</td>
<td></td>
</tr>
</tbody>
</table>

**Characteristics Section**

2.a. **Investment Partners L.P.**

2.b. If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a. **New York, New York**

3.b. If Relocation or Correction, Prior City and County

NY, United States 10019

4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:

   - ☐ Not applicable
   - ☐ SEC and CFTC
   - ☐ CFTC only
   - ☐ SEC Only
   - ☐ State Securities Department
   - ☐ State Insurance Regulator

5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution?

   - ☐ Yes
   - ☐ No

6. Nonbanking Company Type (see instructions for list):

   - If other, please describe business activity:

7. Business Organization Type:

   - ☐ Corporation
   - ☐ Business Trust
   - ☐ General Partnership
   - ☐ Sole Proprietorship
   - ☐ Cooperative
   - ☐ Limited Liability Partnership
   - ☐ Limited Partnership
   - ☐ Mutual
   - ☐ Limited Liability Co./Corp.

   - If other, please describe:

**Ownership Section**

8. Direct Holder's Name and Location:

   - Legal Name
   - City, State/Province, County

9.a. Direct Holder's Percentage of a Class of Voting Shares:

   - ☐ 80% or more
   - ☐ >50% to <80%
   - ☐ <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

9.b. Direct Holder's Other Interest: ☐ Yes ☐ No

9.c. Control by Direct Holder: ☐ Yes ☐ No

10. Former Direct Holder's Name and Location:

   - Legal Name of Former Direct Holder
   - City, State/Province, Country

**Activity and Legal Authority Section** (for list of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

<table>
<thead>
<tr>
<th>Activity Type</th>
<th>FRS Legal Authority Code</th>
<th>NAICS Activity Code</th>
<th>Description of Activity</th>
</tr>
</thead>
<tbody>
<tr>
<td>11.a. Primary Activity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11.b. Secondary Activity</td>
<td>311</td>
<td>52391</td>
<td></td>
</tr>
<tr>
<td>11.c. Termination of Activity</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Sample 6 - Merchant Banking Activity and Investment

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.

Post-Transaction Notice Section

1.a. Event Type (check one only):

- [ ] New Activity Commenced Through an Existing Subsidiary
- [ ] New Activity Commenced Through Acquisition of a Going Concern
- [ ] New Activity Commenced Through a De Novo Formation

1.b. Date of Event: 03/25/2006

2. New Activities Commenced

Item 2 is only reportable for new activities. For the event type checked in item 1.a. report the FRS legal authority code and the NAICS activity code for each new activity. If applicable, provide the description of the activity.

<table>
<thead>
<tr>
<th>FRS Legal Authority Code</th>
<th>NAICS Activity Code</th>
<th>Description of Activity</th>
</tr>
</thead>
<tbody>
<tr>
<td>311 / 312</td>
<td>52391</td>
<td></td>
</tr>
<tr>
<td>311 / 312</td>
<td></td>
<td></td>
</tr>
<tr>
<td>311 / 312</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Large Merchant Banking or Insurance Company Investments Section

Use this section to report merchant banking or insurance company investments when the FHC acquires more than 5 percent of a Nonbanking Company’s voting shares or total equity or assets and the initial aggregate cost of the investment exceeds 1) $200 million; or 2) 5 percent of the 1 capital, whichever is less.

1. Date of Event 03/25/2006

2. Direct Holder’s Name and Location: Investment Partners L.P.

- New York, New York NY United States

3. Nonbanking Company’s Name and Location: Esquire Communications Company

- New York, New York NY United States

4. Direct Holder’s Investment in Nonbanking Company

Report the percentage interest in A, B, or C, as applicable.

a. % Voting Securities
b. 7 % Total Equity
c. % Assets

5. Initial Aggregate Cost of investment: $ 215 (in millions of U.S. dollars)