Report of Changes in Organizational Structure - FR Y-10

Cover Page

Reporter’s Name, Street and Mailing Address

Legal Name

Street Address

City and County

State/Province, Country Zip/Postal Code

Contact’s Name and Mailing Address for this Report

Name and Title

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

Fax Number (include area code)

E-mail Address

Authorized Official

I, ________________________ ,

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.

Signature of Authorized Official ________________________ Date of Signature ________________

Submission Date ________________________ (MM/DD/YYYY)

Report’s Mailing Address (if different from street address)

Mailing City

Mailing State/Province, Country Zip/Postal Code

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:

☐ In accordance with the instructions on page GEN-2, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately and labeled “Confidential.”

☐ No

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 valid OMB control number.

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. §§ 248(a)(1), 321, 601, 611a and 615); Section 211.13(c) of Regulation K (12 CFR 211.13(c)); and Sections 225.5(b) and 225.87 of Regulation Y (12 CFR 225.5(b) and 225.87).
Banking Schedule

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.

Check box if correction: □

### Characteristics Section

<table>
<thead>
<tr>
<th>1.a Event Type (check one or more):</th>
<th>1.b Date of Event: (MM/DD/YYYY)</th>
</tr>
</thead>
<tbody>
<tr>
<td>□ Acquisition of a Going Concern</td>
<td></td>
</tr>
<tr>
<td>□ De Novo Formation</td>
<td></td>
</tr>
<tr>
<td>□ External Transfer</td>
<td></td>
</tr>
<tr>
<td>□ Internal Transfer</td>
<td></td>
</tr>
<tr>
<td>□ Other, please describe:</td>
<td></td>
</tr>
<tr>
<td>□ Change in Ownership</td>
<td></td>
</tr>
<tr>
<td>□ Liquidation</td>
<td></td>
</tr>
<tr>
<td>□ Change in Characteristics</td>
<td></td>
</tr>
<tr>
<td>□ Change in Activity or Legal Authority</td>
<td></td>
</tr>
</tbody>
</table>

### Ownership Section

11. Direct Holder’s Name and Location:

<table>
<thead>
<tr>
<th>Legal Name</th>
<th>City, State/Province, Country</th>
</tr>
</thead>
</table>

12.a Percentage of a Class of Voting Shares: % or 12.b Percentage of Nonvoting Equity: %

12.c Other Interest: □ Yes □ No

13. Control by Direct Holder: □ Yes □ No

14. Control by Reporter: □ Yes □ No

15. Former Direct Holder’s Name and Location (if applicable):

<table>
<thead>
<tr>
<th>Legal Name of Former Direct Holder</th>
<th>City, State/Province, Country</th>
</tr>
</thead>
</table>

### Activity and Legal Authority Section

<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>
</table>

16.a Primary Activity

16.b Secondary Activity (FBOs and BHCs only)

16.c Termination of Activity
Nonbanking Schedule

Use this schedule to report information about a reporter that is a Nonbanking Company and 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
- If other, please describe: 

1.b Date of Event: ___________________________(MM/DD/YYYY)

2.a Legal Name of Nonbanking Company

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

3.a City and County

3.b 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

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

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

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. Nonbanking Company Type (see instructions for list):

If other, please describe:

9. Business Organization Type:
- Corporation
- Business Trust
- Cooperative
- General Partnership
- Sole Proprietorship
- Limited Partnership
- Limited Liability Partnership
- Mutual
- Limited Liability Co./Corp.
- If other, please describe:

10. Is the Nonbanking Company consolidated in the reporter’s financial statements?  ☐ Yes  ☐ No

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

Ownership Section (report at direct holder level) unless otherwise noted

11. Direct Holder’s Name and Location:

Legal Name

City, State/Province, Country

12.a Percentage of a Class of Voting Shares:
- 100%
- 80% to <100
- >50% to <80%
- 25% to 50%
- <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization

12.b Other Interest:  ☐ Yes  ☐ No

13. Control by Direct Holder:  ☐ Yes  ☐ No

14. Regulation K, Subpart A Investments:
- Portfolio Investment
- Joint Venture
- Subsidiary

15. Former Direct Holder’s Name and Location (if applicable):

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>16.a Primary Activity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16.b Secondary Activity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16.c Termination of Activity</td>
<td></td>
<td></td>
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</table>

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

FRB Use Only
ID_RSSD_E1 (direct holder)
ID_RSSD_E2 (reportable company)
If applicable, former d/h

FRB Use Only
ID_RSSD_E1 (direct holder)
ID_RSSD_E2 (reportable company)
If applicable, former d/h

DRAFT
Effective June 30, 2007

January 30, 2007
Merger Schedule

Use this schedule to report certain types of mergers involving a reporter or company within the reporter’s organizational structure.

1. First Full Calendar Date the Nonsurvivor No Longer Exists: __________________________ (MM/DD/YYYY)

2. Survivor:
   
   __________________________________________________________________________

   City, State/Province, Country

3. Nonsurvivor:
   
   __________________________________________________________________________

   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
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 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.

<table>
<thead>
<tr>
<th>FRS Legal Authority Code (check one)</th>
<th>NAICS Activity Code</th>
<th>Description of Activity</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.a 311 / 312</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.b 311 / 312</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2.c 311 / 312</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Large Merchant Banking or Insurance Company Investments Section

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 Nonbanking 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. Date of Event: ________________

2. Direct Holder’s Name and Location

   Legal Name: ____________________________
   City and County: ____________________________
   State/Province: ____________________________
   Country: ____________________________

3. Nonbanking Company’s Name and Location

   Legal Name: ____________________________
   City and County: ____________________________
   State/Province: ____________________________
   Country: ____________________________

4. Direct Holder’s Investment in Nonbanking Company

Report the percentage amount in a, b, or c, as applicable.

a. ________________ % Voting Securities

b. ________________ % Total Equity

c. ________________ % Assets

5. Initial Aggregate Cost of Investment to the FHC: $______________ (in millions of U.S. dollars)
Branch, Agency, and Representative Office of FBOs Schedule

Use this schedule to report information about 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.

<table>
<thead>
<tr>
<th>Event Type (check one only):</th>
<th>Date of Event: (MM/DD/YYYY)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Opening</td>
<td></td>
</tr>
<tr>
<td>Change in Office Type</td>
<td></td>
</tr>
<tr>
<td>Commenced Activities Through Managed Non-U.S. Branch</td>
<td></td>
</tr>
<tr>
<td>If Other, please describe event type:</td>
<td></td>
</tr>
</tbody>
</table>

1. **Characteristics Section**

2. **Office Type (including Managed Non-U.S. Branches)**

   - Branch
   - Agency
   - Representative Office

3. **Popular Name**

4. **Current Address**

    - Current Street Address
    - City and County
    - State, Country, and Zip/Postal Code

4. **Previous Address (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, Country, and Zip/Postal Code

5. **Head Office Legal Name**

    - City, Province, Country and Zip/Postal Code
Foreign Branches 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, bank holding companies, 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. Event Type (check one only): Opening
   Closure
   Relocation
   If Other, please describe event type: ____________________________________________

2. Office Type:
   Full-Service Branch
   Shell Branch
   Other

3. Date of Board Consent or Prior Notification (if applicable): ________________________

4. Popular Name

5. Current Address
   Current Street Address
   City
   Province, Country, and Zip/Postal Code

5. Previous Address (if changes have occurred)
   If Relocation or Correction, Prior Street Address
   If Relocation or Correction, Prior City
   If Relocation or Correction, Prior Province, Country, and Zip/Postal Code

6. Head Office Legal Name
   City, State, Country and Zip/Postal Code