

Report of Changes in Organizational Structure FR Y-10 Seminar

Federal Reserve Bank of New York
Statistics Function
Banking Structure Division
April 24, 2007



Introduction

Violet Cumberbatch
Banking Structure Division



Agenda

- Package Contents
- Purpose
- Monitoring of Reports
- Brief History of Structure Reporting.....Violet Cumberbatch
- Report of Changes in Organizational Structure (FR Y-10).....
Corona Johnson Brissett and Stephanie Osborne

Agenda

- FR Y-10 Sample Reports...Courtney Feehan
- Q & A Session.....Panel

Package Contents

- Presentation Notes
- FR Y-10
 - Form, Instructions, Glossary, and Appendices
- FR Y-10 Sample Reports
- Evaluation Form
 - Fax number: (212) 720-5028
 - E-mail address: violet.cumberbatch@ny.frb.org
- Question Cards

Purpose

- To familiarize respondents with the new structure reporting requirements for the FR Y10

Monitoring of Reports

- To ensure that reports are filed in a timely manner and are accurate and not misleading

Brief History of Structure Reporting

- November 1999:
 - Gramm-Leach-Bliley Act (GLBA) was passed
- March 2000:
 - GLBA effective

Brief History of Structure Reporting

- September 1, 2001:
 - FR Y-10 and FR Y-10F were introduced
 - Reduced reporting burden by simplifying reporting for nonbanking companies
 - Generally, only controlled nonbanking investments are reportable
 - Percent range is reported for nonbanking investments rather than exact percentage
 - Most merchant banking and insurance company investments are not reportable
 - Streamlined activity and legal authority codes
 - Aligned reporting for U.S. and foreign banking organizations

Brief History of Structure Reporting

■ June 1, 2004:

– FR Y-10 and 10F were revised

- Reorganized schedules to include entity specific items
- Reorganized and clarified instructions
- Replaced FRS activity codes with North American Industry Classification System (NAICS) activity codes

■ December 31, 2005:

– FR Y-10S introduced

- Collects information on SEC reporting status from foreign banking organizations and U.S. bank holding companies and unaffiliated state member banks
- Collects CUSIP numbers from U.S. bank holding companies and unaffiliated state member banks

Brief History of Structure Reporting

■ June 30, 2007:

– New FR Y-10

- FR Y-10, FR Y-10F, FR Y-10S and the Foreign Branch Status Report (FR 2058) reports combined
- A box added to the Nonbanking Schedule to collect information on wholly-owned nonbanking entities
- Two event types removed from the 4(k) Schedule
- Foreign Branches of U.S. Banking Organizations Schedule added

– FR Y-10E – Free Form Supplement

- Used to collect additional structural information deemed to be critical and needed in an expedited manner.

Report of Changes in Organizational Structure FR Y-10

Corona Johnson Brissett
Banking Structure Division



Overview

■ General Instructions

- Introduction
- Who Must Report
- Tiered Organizations
- What Events Must be Reported
- Changes in Reporter Status
- Where and When to File the Report
- Transactions Occurring Between January 2007 and June 30, 2007 (with respect to SEC status)
- Confidential Treatment
- Additional Information Requests

Overview

- Specific Instructions
 - Cover Page and Six Schedules
- Glossary
- Appendix A
 - Federal Reserve Board Legal Authority Codes
- Appendix B
 - North American Industry Classification System (NAICS) Activity Codes for Commonly Reported Activities

General Instructions

General Instructions

Introduction:

- What to report on the FR Y-10
 - Report changes to the worldwide organizational structure of bank holding companies, member banks, Edge and agreement corporations, and the U.S. operations of foreign banking organizations.
 - information about the Reporter, itself
 - acquisitions of banking and nonbanking interests
 - transfer, sale or liquidation of banking and nonbanking interests
 - mergers and internal reorganizations

General Instructions

Introduction:

- What to report on the FR Y-10
 - commencement of new activities
 - merchant banking or insurance company investments
 - establishment of U.S. branches, agencies, and representative offices of FBOs and activities conducted through managed non-U.S. branches
 - opening, closing, or relocation of foreign branches of unaffiliated member banks, BHCs, or Edge or agreement corporations and of their foreign subsidiaries; and
 - changes to previously reported information

General Instructions

Introduction:

- Instructions are divided into the following sections:
 - General Instructions
 - Specific Instructions
 - Cover Page
 - Banking Schedule
 - Nonbanking Schedule
 - Merger Schedule
 - 4(k) Schedule
 - Branch, Agency, and Representative Office of FBOs Schedule
 - Foreign Branches of U.S. Banking Organizations Schedule

General Instructions

Introduction:

- Instructions are divided into the following sections:
 - Glossary
 - Appendix A
 - FRB Legal Authority Codes and definitions
 - Appendix B
 - North American Industry Classification System (NAICS) activity codes

General Instructions

Who Must Report:

- Top-tier BHCs (including Employee Stock Option Plans (ESOPs) that are BHCs) organized under U.S. or foreign law that are not FBOs, regardless of Financial Holding Company (FHC) status
- FBOs (both qualifying and nonqualifying), whether or not a BHC

General Instructions

Who Must Report:

- State member banks (SMBs) not controlled by a BHC or an FBO
- Edge and agreement corporations not controlled by a BHC, FBO, or member bank
- National banks not controlled by a BHC or FBO with respect to their foreign branches and their investments made under Subpart A of Regulation K

General Instructions

Who Must Report:

A Bank Holding Company (BHC) is defined as:

- Any company that:
 - controls a bank organized under U.S. law, or
 - controls any company that is or becomes a bank holding company by virtue of the BHC Act, unless exempt from the BHC Act definition of bank holding company 12 U.S.C. §1841(a)(5)

General Instructions

Who Must Report:

A Foreign Banking Organization (FBO) is defined as:

- A foreign bank that:
 - operates a branch, agency, or commercial lending company subsidiary in the United States,
 - controls a bank organized under U.S. law, or
 - controls an Edge or agreement corporation acquired after March 5, 1987, and
- Any company of which such a foreign bank is a subsidiary

General Instructions

Who Must Report:

- Requirements of Section 211.23 of Regulation K to be a QFBO:

An FBO shall qualify for the exemptions afforded by section 211.23 of Regulation K **only** if,

- disregarding its United States banking, more than half of its worldwide business is banking; and
- more than half of its banking business is outside the United States

unless the FBO specifically is made eligible for the exemptions by the Board

General Instructions

Who Must Report:

A Financial Holding Company (FHC) is defined as:

- A BHC or FBO that:
 - has elected to be or is deemed to be treated as a financial holding company and therefore can conduct activities as outlined in Section 4(k) of the BHC Act
 - merchant banking investments
 - insurance related activities
 - impermissible nonfinancial companies

General Instructions

Tiered Organizations:

- When one BHC that is not an FBO controls another BHC that is not an FBO, the top-tier BHC must file reports on behalf of all lower-tier BHCs.
 - The same procedure should be applied to nonqualifying FBOs.
- When one QFBO controls another QFBO, the top-tier may or may not file for its lower-tiered QFBO subsidiaries.

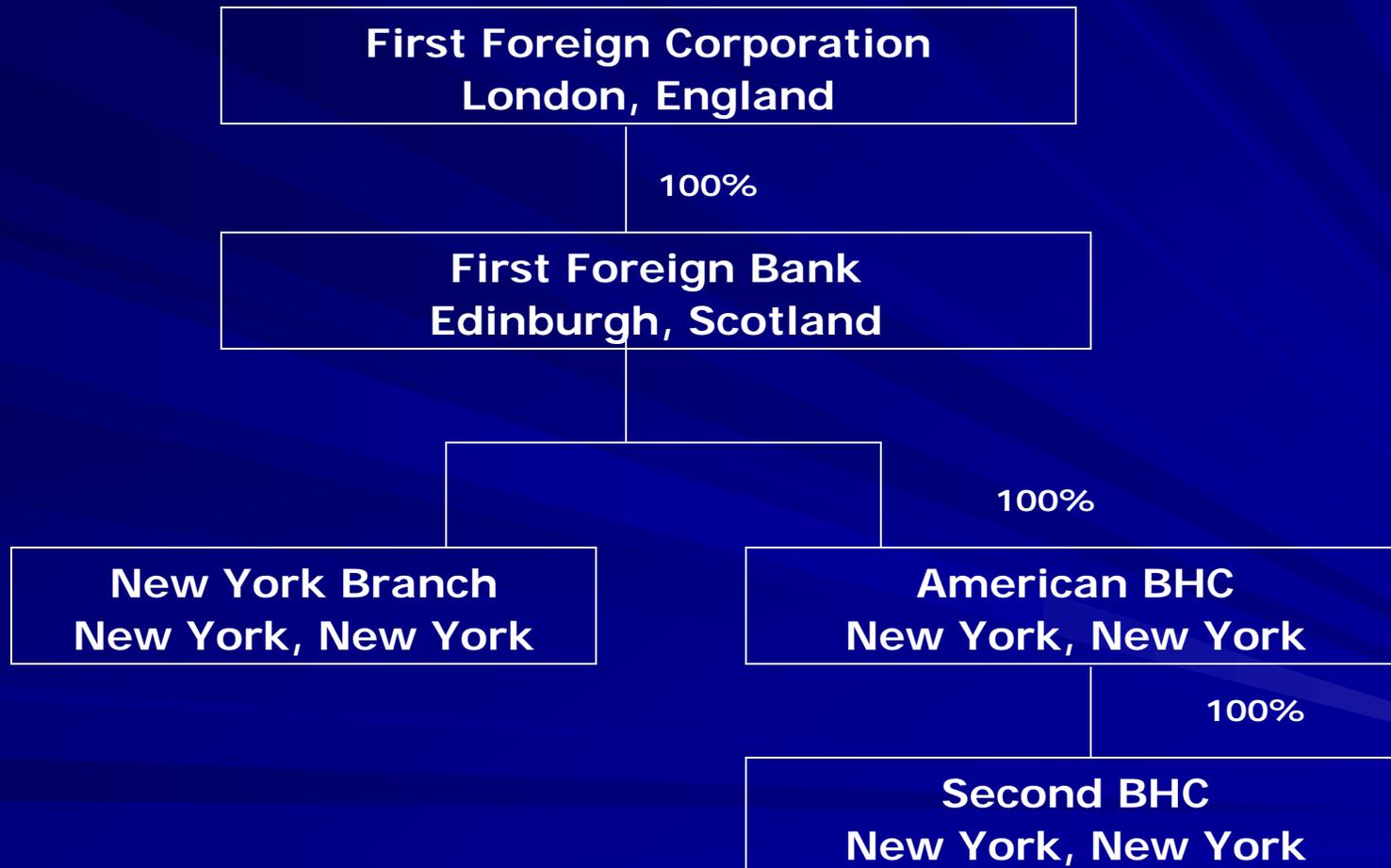
General Instructions

Tiered Reporting for BHCs



General Instructions

Tiered Reporting for QFBOs



General Instructions

What Events Must be Reported:

■ New Reporters

- Any event that causes an entity to become a Reporter

■ Interests in Banking Companies

- BHCs, U.S. banks, and FBOs that are controlled or owned greater than 5 percent
 - acquisition, sale, or transfer of more than 5 percent of a class of voting securities
 - changes in ownership, activities or liquidation

General Instructions

What Events Must be Reported:

- Interests in Nonbanking Companies
 - Controlling interests in all U.S. companies not defined as banking entities
 - acquisition, sale, or transfer of a controlling interest in an existing or new company
 - changes in ownership, activities or liquidation
- Mergers
 - Involving a previously reported company

General Instructions

What Events Must be Reported:

- 4(k) Activities (New activities)
 - A Reporter that is an FHC
 - Newly commenced
 - Acquisition of a going concern
 - De novo formation

General Instructions

What Events Must be Reported:

- Merchant Banking or Insurance Company Investments
 - More than 5 percent of a company's voting shares, total equity, or assets are acquired, and the cost to the FHC exceeds \$200 million or 5 percent of the FHC's tier 1 capital, whichever is less

General Instructions

What Events Must be Reported:

- Branches, Agencies, and Representative Offices of an FBO
 - Licensing, opening, or closing of U.S. offices or managed non-U.S. branches of the FBO
 - Any changes to previously reported information about such offices

General Instructions

What Events Must be Reported:

- Foreign Branches of U.S. Banking Organizations
 - Opening, closing or relocation of foreign branches of U.S. banking organizations, including member banks, Edge or agreement corporations, BHCs, or foreign subsidiaries of such organizations; and
 - Any changes to previously reported information about such offices

General Instructions

What Events Must be Reported:

- Cessation of Status as a Reporter
 - The Reporter must report any transaction that causes it to cease being a reporter

General Instructions

Changes in Reporter Status:

■ Becoming a Reporter

For the event that causes a company to become a Reporter, provide as appropriate:

- Banking Schedule for the Reporter itself
- Banking and/or Nonbanking Schedules for interests in companies that are going concerns at the time an entity becomes a Reporter
- Schedules to report information on Section 4(k) activities
- Schedules to report information on U.S. offices of a QFBO
- An organization chart

General Instructions

Changes in Reporter Status:

■ Cessation of Status as a Reporter

For the event that terminates the company's status as a Reporter, provide as appropriate:

- Banking Schedule for the Reporter itself
- Banking and/or Nonbanking Schedules for the liquidation or sale of subsidiary U.S. banks, commercial lending companies, Edge or agreement corporations, or BHCs/FBOs
- Branch, Agency, and Representative Office of FBOs Schedule for the sale or closing of U.S. branches and agencies

General Instructions

Where and When to File the Report:

- The original and one copy should be submitted, or the report may be filed electronically
 - within 30 days after the occurrence of a reportable event
 - to the appropriate Federal Reserve Bank (defined in the Glossary)
 - Note: Reports that contain a request for confidential treatment cannot be submitted electronically.

General Instructions

Transactions Occurring Between 1/1/2007 and 6/30/2007: (with respect to SEC status)

- Provide changes in information previously reported on the FR Y-10S on SEC reporting status in item 6 of the Banking and Nonbanking Schedules by 7/30/2007
- Thereafter, report events within 30 calendar days

General Instructions

Confidential Treatment:

- Report becomes a Federal Reserve Board record and is available to the public under the Freedom of Information Act (FOIA), 5 U.S.C. § 522
- A Reporter may request confidential treatment for the information reported on the FR Y-10 if it is in one of the following categories:
 - Trade secrets
 - Commercial or financial information that is privileged or confidential
 - Information that if disclosed would constitute a clearly unwarranted invasion of personal privacy

General Instructions

Confidential Treatment:

- To request confidential treatment:
 - Submit a letter along with the FR Y-10 report
 - The letter must discuss legal justification for the request and must describe the specific nature of the harm that would result from disclosure of the information

General Instructions

Confidential Treatment:

- To request confidential treatment:

Note: Unsupported statements that disclosure will cause competitive harm or is an invasion of privacy are insufficient to justify confidential treatment.

General Instructions

Confidential Treatment:

■ To request confidential treatment:

- In addition to the letter, each item for which confidentiality is requested should be labeled as “Confidential” and submitted under a separate cover page marked “Confidential”
- Responses must be divided in two parts, filed simultaneously:
 - confidential section
 - non-confidential section

Reminder: Confidential information cannot be filed electronically.

General Instructions

Additional Information Requests:

- For transactions that involve numerous or complex structure changes, the Federal Reserve Bank may request additional information to aid in understanding the event, e.g.:
 - before and after organization charts
 - narrative descriptions
 - other supplemental information

General Instructions

Additional Information Requests:

- This information may not be used as a substitute for the FR Y-10 reports
- Note that if your organization is involved in a merger, you may request information from the appropriate Federal Reserve Bank to assist you in preparing FR Y-10 reports (e.g., nonconfidential portions of the nonsurvivor's organizational structure)

General Instructions

Information may be obtained from:

- National Information Center (NIC) public website
 - <http://www.ffiec.gov/nicpubweb/nicweb/nichome.aspx>

- FRBNY Public Information Department
 - (212) 720-6130

- FR Y-10 Online System
 - <https://y10online.federalreserve.gov>

- FR Board's public website (report forms and instructions)
 - <http://www.federalreserve.gov>

Specific Instructions

Cover Page

Specific Instructions

Cover Page:

■ Submission Date

- Indicate the date of submission of the FR Y-10 report, which is different from the date of the transaction
- Use MM/DD/YYYY format

Specific Instructions

Cover Page:

- Reporter's Name, Street and Mailing Addresses
 - Legal Name
 - Street Address (physical location)
 - Mailing Address (if different from Street Address)
 - Note: All information reported here should be current – provide a Banking Schedule to report any change to legal name or address.

Specific Instructions

Cover Page:

- Contact's Name and Mailing Address
 - Name and Title
 - Phone Number
 - Fax Number
 - E-mail Address
 - Mailing Address (if different from Reporter's Mailing Address)

Specific Instructions

Cover Page:

■ Authorized Official

- Printed Name and Title
- Signature of Authorized Official
 - Provided in advance for electronically filed reports
- Date of Signature

Specific Instructions

Cover Page:

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

Yes - Provide a justification letter, and indicate that submission is marked “confidential”

No

Banking Schedule

Specific Instructions

Banking Schedule:

■ What to Report

Use this schedule to report information about:

- A Reporter that is a banking company, and
- Transactions involving interests in:
 - Bank Holding Companies
 - Banks organized under U.S. law
 - Foreign Banking Organizations

Specific Instructions

Banking Schedule:

■ Interests in Banking Companies

- **Initial** acquisition of interest in a banking company, if the Reporter directly or indirectly acquired more than 5 percent of a class of voting securities or control of the company
 - Acquisition of a Going Concern
 - De Novo Formation

Note: Also to be reported on this schedule is the formation of a top-tier banking company.

Specific Instructions

Banking Schedule:

■ Interests in Banking Companies

– **Subsequent** events that result in a change to information previously reported, e.g.:

- Sale
- Transfer
- Liquidation
- Change in ownership
- Change in characteristics
- Any change that renders the Reporter's interest no longer reportable
- Other changes to previously reported information

Specific Instructions

Banking Schedule:

■ Interests in Banking Companies

– Multiple Direct Holders

- If a Reporter acquires an interest in a banking company through **more than one direct holder**, a separate Banking Schedule should be filed for **each direct holder**. As long as the banking company remains reportable, the Reporter must report any subsequent acquisition of any additional interests by any additional direct holders.

Specific Instructions

Banking Schedule:

■ Interests in Banking Companies

– Reporting Mergers

- When a banking company is merged into a Reporter or a Reporter's subsidiary as **part of the same transaction** in which the Reporter acquires the banking company (i.e., the banking company no longer exists as a legal entity), the acquisition should be reported on the **Merger Schedule** instead of the Banking Schedule.

Specific Instructions

Banking Schedule:

■ Control

The definition of Control is found in the Glossary

– For purposes of the FR Y-10, a Reporter controls a banking company if any of the following are true:

- The Reporter controls 25 percent or more of any class of voting securities of the banking company,

Note: For this definition of control, limited partnership interests are generally considered to be a class of voting securities, unless they are determined to be nonvoting.

Specific Instructions

Banking Schedule:

■ Control

- The Reporter elects a majority of the banking company's board of directors, trustees, general partners, or others with similar management responsibilities under the company's documents of organization,

Specific Instructions

Banking Schedule:

■ Control

- The Reporter is a general partner, managing member, or trustee of the banking company, or
- In certain situations, where the Reporter acquires all or substantially all of the banking company's assets

Specific Instructions

Banking Schedule:

■ Control

- The Reporter is also deemed to control a banking company if **any** of the following conditions exist, unless the Reporter presents evidence of noncontrol to the appropriate Federal Reserve Bank and that Federal Reserve Bank accepts such evidence:

Specific Instructions

Banking Schedule:

■ Control

- The Reporter has entered into a management agreement with the banking company under which the Reporter exercises significant influence over the banking company's general management or overall operations,

Specific Instructions

Banking Schedule:

■ Control

- The Reporter controls more than 5 percent of a class of voting securities of the banking company and one or more individuals serve as director or officer of both the banking company and the Reporter, and no person unaffiliated with the Reporter controls 5 percent or more of the banking company,

Specific Instructions

Banking Schedule:

■ Control

- The Reporter controls more than 5 percent of a class of voting securities of the banking company and together with directors or officers of the Reporter controls 25 percent or more of a class of voting securities of the banking company,

Specific Instructions

Banking Schedule:

■ Control

- The Reporter controls 10 percent or more of a class of voting securities of the banking company and an individual serves as both a director or officer of the banking company and a director or officer of the Reporter, or

Specific Instructions

Banking Schedule:

■ Control

- Staff of the Board or the appropriate Federal Reserve Bank has informed the Reporter that, for purposes of the FR Y-10, the Reporter is deemed to control the banking company

Specific Instructions

Banking Schedule:

Items on the Schedule

- Check box if correction

Check this box to indicate that previously reported information was filed incorrectly and has been corrected with the information provided

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

Check the event type box(es) that best describes the event being reported

Note: Do not report on the same schedule events that occurred on different dates.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Acquisition of a Going Concern:

- Initial acquisition by a direct holder of an interest in a banking company that is a going concern

Note: If the acquired going concern has one or more subsidiaries, a separate schedule must be filed for each entity.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ De Novo Formation:

- Opening for business of a new banking company in which a direct holder has an interest

Note: A banking company is not reportable until it opens for business.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ External Transfer:

- Sale, divestiture, or other transfer of a **direct holder's entire** previously reported interest in a banking company to a company other than the Reporter or its subsidiaries

Note: In the Ownership Section, report the seller's name and location.

Also: A partial external transfer should be reported as a Change in Ownership.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Internal Transfer:

- Sale or other transfer of a direct holder's entire previously reported interest in a banking company to the Reporter or to a different subsidiary of the Reporter, as part of an internal reorganization

Note: In the Ownership Section report:

- the new direct holder's name and location and
- the former direct holder's name and location

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Internal Transfer:

Note: Report any partial internal transfer of a previously reported interest in a banking company by filing two Banking Schedules:

- a Change in Ownership and
- an Acquisition of a Going Concern

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Change in Ownership:

- An increase or decrease in a direct holder's ownership percentage of a class of voting shares of a banking company if the percentage changes by one point or more, after rounding

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Change in Ownership:

- Change in the direct holder's status with respect to:
 - control of nonvoting shares of the banking company,
 - control of any other ownership interest in the banking company,
 - control of the banking company, or
- Change in the Reporter's status with respect to control of the banking company

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Change in Ownership:

- A direct holder's ownership percentage of a class of voting securities may change due to:
 - acquisition of additional shares
 - sale or transfer of some of its shares
 - stock redemption
 - nonparticipation in a share issuance by the reportable bank

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Liquidation:

- Liquidation of a banking company in which a direct holder had previously reported an interest is denoted by the following:
 - Final distribution of assets, satisfaction of liabilities, and closing of capital accounts of a company
 - Voluntary dissolution or bankruptcy
 - Termination of the company's legal existence

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Liquidation:

- Event Type of No Longer Reportable must also be checked

Note: If the company has been reported as Became Inactive, a report of its liquidation is not required.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Change in Characteristics:

- Change of a banking company's legal name or address or any other change to characteristics information previously reported

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Change in Activity or Legal Authority:

- Change in a banking company's previously reported primary or secondary activity
- Commencement of a secondary activity
- Termination of a previously reported activity
- Reactivation of a previously reported inactive company
- Change in the legal authority under which a previously reported activity is conducted

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ No Longer Reportable:

- Any transaction that renders a Reporter's interest in a banking company no longer reportable

Note: When this event type is selected, the Reporter must also identify the type of event that rendered its interest no longer reportable.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ No Longer Reportable:

Event types that can render a Reporter's interest no longer reportable include:

- Liquidation
- Change in Legal Authority
- Became Inactive
- Change in Ownership
- External Transfer
- Other (provide description)

Note: In general, the Reporter's interest in the company remains reportable so long as it is active and the Reporter in the aggregate directly or indirectly controls more than 5 percent of any class of voting shares, or controls the company.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Became Inactive:

- Cessation of business by a banking company in which an interest had previously been reported

Note: Event Type of No Longer Reportable must also be checked.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Debts Previously Contracted:

- Acquisition of shares in a BHC or U.S. bank to secure or collect a debt previously contracted is a reportable event, even if the Federal Reserve System's prior approval is not required

Note: Check this Event Type box along with Acquisition of a Going Concern or Change in Ownership, as appropriate.

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Became Reportable:

- Any transaction that renders reportable a banking company that is already a going concern, but does not involve the initial acquisition of the banking company

Specific Instructions

Banking Schedule:

■ Item 1.a - Event Type

■ Other:

- If none of the listed Event Types adequately describes the reportable event, check the box next to “Other” and provide a text description in the space provided.

Specific Instructions

Banking Schedule:

■ Item 1.b – Date of Event

– Date on which the reportable event took legal effect

- Acquisition of a Going Concern - Date of consummation
- Internal Transfer - Date of consummation
- External Transfer - Date of consummation
- Change in Ownership - Date change is effective
- Change in Characteristics - Date change is effective
- De Novo Formation - Date opened for business
- Liquidation - Date ceased engaging in business
- Change in Activity - Date of commencement of new activity or termination of previously reported activity

Specific Instructions

Banking Schedule:

■ Item 1.b – Date of Event

– Date on which the reportable event took legal effect

■ Change in Legal Authority

- Date activity is conducted under new legal authority

■ Became Inactive

- Date ceased engaging in business

■ Other

- Date change is effective

■ Became Reportable

- Date the banking company becomes reportable

Specific Instructions

Banking Schedule

■ Item 1.b -- Date of Event

- Date on which the reportable event took legal effect

Debts Previously Contracted:

- Acquisition of a Going Concern - Date of consummation
- Change in Ownership - Date change is effective

No Longer Reportable:

- External Transfer - Date of consummation
- Change in Ownership - Date change is effective
- Liquidation - Date ceased engaging in business
- Change in Legal Authority - Date activity is conducted under new legal authority
- Became Inactive - Date ceased engaging in business
- Other - Date change is effective

Specific Instructions

Banking Schedule

- Consists of three sections:
 - Characteristics Section
 - Ownership Section
 - Activity and Legal Authority Section

Specific Instructions

Banking Schedule:

Characteristics Section

- Item 2.a - Legal Name of Banking Company
 - Current full legal name

- Item 2.b - Prior Legal Name
 - If name change or correction, provide prior legal name of banking company

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 3.a - Current Location

- Current street address, city and county, state/province, country and zip/postal code of the banking company's main office

(Do not report a post office box as a street address)

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 3.b - Prior Location

- If relocation or correction, provide prior address of the banking company

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 4 – Date Opened

- Date on which the banking company opened for business

Complete only if reporting:

- Acquisition of a Going Concern
- De Novo Formation
- Correction to the Date Opened

Specific Instructions

Banking Schedule:

Characteristics Section

- Item 5 – Fiscal Year End (MM/DD)
 - Reported for FBOs or BHCs only

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 6 – SEC Reporting Status

– Check the box that corresponds to the banking company's SEC reporting status:

- Not Applicable
- Subject to 13(a) or 15(d) of Securities Exchange Act of 1934 and Section 404 of SOX Act
- Subject to 13(a) or 15(d) of Securities Exchange Act of 1934, but not Section 404 of SOX Act, or
- Terminated or Suspended reporting requirements under 13(a) or 15(d) of the Securities Exchange Act of 1934

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

- Information on the active CUSIP number of the Reporter (BHC or unaffiliated state member bank); a BHC's lower-tier U.S. BHCs and subsidiary U.S. banks
- Changes to these data must be reported on an event-generated basis within 30 calendar days of such changes

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

- The Reporter must provide the most recently assigned and active six-digit CUSIP number for
 - itself
 - its lower-tier U.S. BHCs
 - and its subsidiary U.S. Banks

Note: Unaffiliated state member banks should report the CUSIP number for themselves.

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

- The CUSIP number identifies most securities, including:
 - stocks and debt (including subordinated issues) of all SEC-registered U.S. companies, and
 - U.S. government and municipal bonds
- Only the leading six digits (those defining an issuer) should be reported.

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

- The six-digit CUSIP may change when:
 - the last three digits are not sufficient to accommodate all outstanding issues and an additional issuer CUSIP number is assigned
 - changes occur to the corporate name or
 - in the event of reverse stock splits of corporate shares

Note: A change in the CUSIP number is a reportable event on the FR Y-10 as a Change in Characteristics.

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

Exclusions:

- Do not report CUSIP numbers associated with entities that are nonsurvivors of mergers
- Do not report 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, and commercial paper
- Do not report historical information on CUSIP numbers that existed prior to, but not on, December 31, 2005

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 8 – Banking Company Type

– Check the box corresponding to the entity type that most accurately describes the banking company:

- U.S. Bank Holding Company
- Foreign Banking Organization
- U.S. Commercial Bank
- U.S. State Chartered Savings Bank
- Other (description required)

Specific Instructions

Banking Schedule:

Characteristics Section

■ Item 9 – Business Organization Type

- Check the appropriate box to indicate the legal organization type of the banking company:

Corporation

Business Trust

Cooperative

General
Partnership

Sole Proprietorship

Limited Liability
Partnership

Limited Partnership

Mutual

Limited Liability
Co./Corp.

Other (description
required)

Specific Instructions

Banking Schedule:

Characteristics Section

- Item 10 – Is the Banking Company Consolidated in the Reporter’s Financial Statements?
 - Applicable to foreign investments only
 - Check Yes if the banking company is consolidated in any subsidiary domestic commercial bank’s Consolidated Reports of Condition and Income (FFIEC 031)
 - Otherwise, check No

Specific Instructions

Banking Schedule:

Ownership Section

- Item 11 - Direct Holder's Name and Location
 - Legal Name
 - City, State/Province, Country

Note: A separate schedule must be completed for each direct holder being reported.

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 12.a - Percentage of a Class of Voting Shares

- If the Reporter, in the aggregate, controls more than 5 percent of a class of voting shares, report the percentage of such class controlled by the direct holder
- If the Reporter, in the aggregate, controls more than 5 percent of more than one class of voting shares, report the direct holder's percentage for the class in which the Reporter controls the highest percentage

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.a - Percentage of a Class of Voting Shares
 - Round down to the nearest whole percentage

Exceptions:

- If greater than 50 but less than 51, report percentage as 51
- If greater than 0 but less than 1, report percentage as 1

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.a - Percentage of a Class of Voting Shares
 - Interests in partnerships and limited liability companies
 - General partner interests in Limited Partnerships;
 - Managing member interests in Limited Liability Companies or Corporations; and
 - Partner interests in General Partnerships and Limited Liability Partnerships
 - **Item 12.a “0%” and check “Yes” in item 12.c.**

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.a - Percentage of a Class of Voting Shares
 - Shares held in a fiduciary capacity are reportable if:
 - Held for the benefit of employees, shareholders, members, or affiliates of the Reporter or
 - The shares are of a BHC or U.S. bank and the Reporter has had sole power to vote the shares for more than 2 years

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.a - Percentage of a Class of Voting Shares
 - A security that is convertible into a voting security at a holder's option is deemed to be a share of the class into which it is convertible.

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.b - Percentage of Nonvoting Equity
 - Report the percentage of the total nonvoting equity that is controlled by the direct holder.
 - **Reported only if Item 12.a is blank**

Specific Instructions

Banking Schedule:

Ownership Section

- Item 12.b - Percentage of Nonvoting Equity
 - Round down to the nearest whole percentage

Exceptions:

- If greater than 50 but less than 51, report percentage as 51
- If greater than 0 but less than 1, report percentage as 1

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 12.c - Other Interest

- Check the appropriate box to indicate whether the direct holder has an ownership interest other than voting or nonvoting shares.

Yes

No

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 12.c - Other Interest

– Includes:

- Limited partner interest in a limited partnership,
- Non-managing member interests in Limited Liability Companies or Corporations
- Exercise of control over the management through a management agreement
- Direct holder's election of one or more directors

– **Reported only if Items 12.a and 12.b are blank**

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 12.c - Other Interest

– Includes:

- General partner interests in Limited Partnerships;
- Managing member interests in Limited Liability Companies or Corporations; and
- Partner interests in General Partnerships and Limited Liability Partnerships

– **Report in Item 12.a. “0%”**

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 13 - Control by Direct Holder

- Check the appropriate box to indicate whether the direct holder controls the banking company

Yes

No

- To determine control, apply the definition of control stated earlier

Specific Instructions

Banking Schedule:

Ownership Section

■ Item 14 - Control by Reporter

- Check the appropriate box to indicate whether the Reporter controls the company

Yes

No

- To determine control, apply the definition of control stated earlier

Specific Instructions

Banking Schedule:

Ownership Section

- Item 15 - Former Direct Holder's Name and Location
 - Provide the former direct holder's name and location (city, state/province, country)
 - For Internal and External Transfers

Specific Instructions

Banking Schedule:

Activity and Legal Authority Section

■ Item 16.a - Primary Activity

- The activity that generated the largest percentage of gross revenue during the company's fiscal year; or, for a new company, the activity that the Reporter expects will generate the largest percentage of the gross revenue during the company's first fiscal year

Specific Instructions

Banking Schedule:

Activity and Legal Authority Section

■ Item 16.a - Primary Activity

– Report the following:

■ FRS Legal Authority Code

- For codes and definitions, consult Appendix A of the Instructions

■ NAICS Activity Code

- For codes and definitions, consult Appendix B of the Instructions, or
- <http://www.census.gov/epcd/www/naics.html>

■ Description of Activity

- Provide a text description only if unable to identify a NAICS code corresponding to the activity

Specific Instructions

Banking Schedule:

Activity and Legal Authority Section

■ Item 16.b - Secondary Activity

- The activity that generated the second largest percentage of gross revenue during the company's fiscal year; or, for a new company, the activity that the Reporter expects will generate the second largest percentage of the gross revenue during the company's first fiscal year
- Leave blank if the company is a U.S. bank or if the banking company engages in only a primary activity

Specific Instructions

Banking Schedule:

Activity and Legal Authority Section

- Item 16.b - Secondary Activity
 - Report the following:
 - FRS Legal Authority Code
 - NAICS Activity Code
 - Description of Activity (only if unable to identify a NAICS code corresponding to the activity)

Specific Instructions

Banking Schedule:

Activity and Legal Authority Section

- Item 16.c - Termination of Activity
 - Any previously reported primary or secondary activity in which the company ceased to engage
 - Report the following:
 - FRS Legal Authority Code
 - NAICS Activity Code

BREAK

Nonbanking Schedule

Specific Instructions

Nonbanking Schedule:

■ What to Report

Use this schedule to report:

- The acquisition of interests in nonbanking companies,
- Transactions involving a controlling interest in any nonbanking company

Note: The same definition of control that applies to the Banking Schedule also applies to the Nonbanking Schedule

Specific Instructions

Nonbanking Schedule:

■ What to Report

For purposes of the FR Y-10 a nonbanking company includes:

- any company that is not a BHC, banks organized under U.S. law, or Foreign Banking Organizations (FBO);
- Edge and agreement corporations;
- Foreign banks that are not FBOs; and
- Savings associations, trust companies not accepting demand deposits, certain industrial loan companies, and similar institutions

Specific Instructions

Nonbanking Schedule:

- Interests in Nonbanking Companies
 - **Initial** acquisition, directly or indirectly, of a controlling interest in a nonbanking company
 - Acquisition of a going concern
 - De Novo formation

Specific Instructions

Nonbanking Schedule:

- Interests in Nonbanking Companies
 - **Subsequent** events that result in a change to information previously reported
 - Sale
 - Transfer
 - Liquidation
 - Change in ownership
 - Change in characteristics
 - Any changes rendering the company to be No Longer Reportable
 - Other changes to previously reported information

Specific Instructions

Nonbanking Schedule:

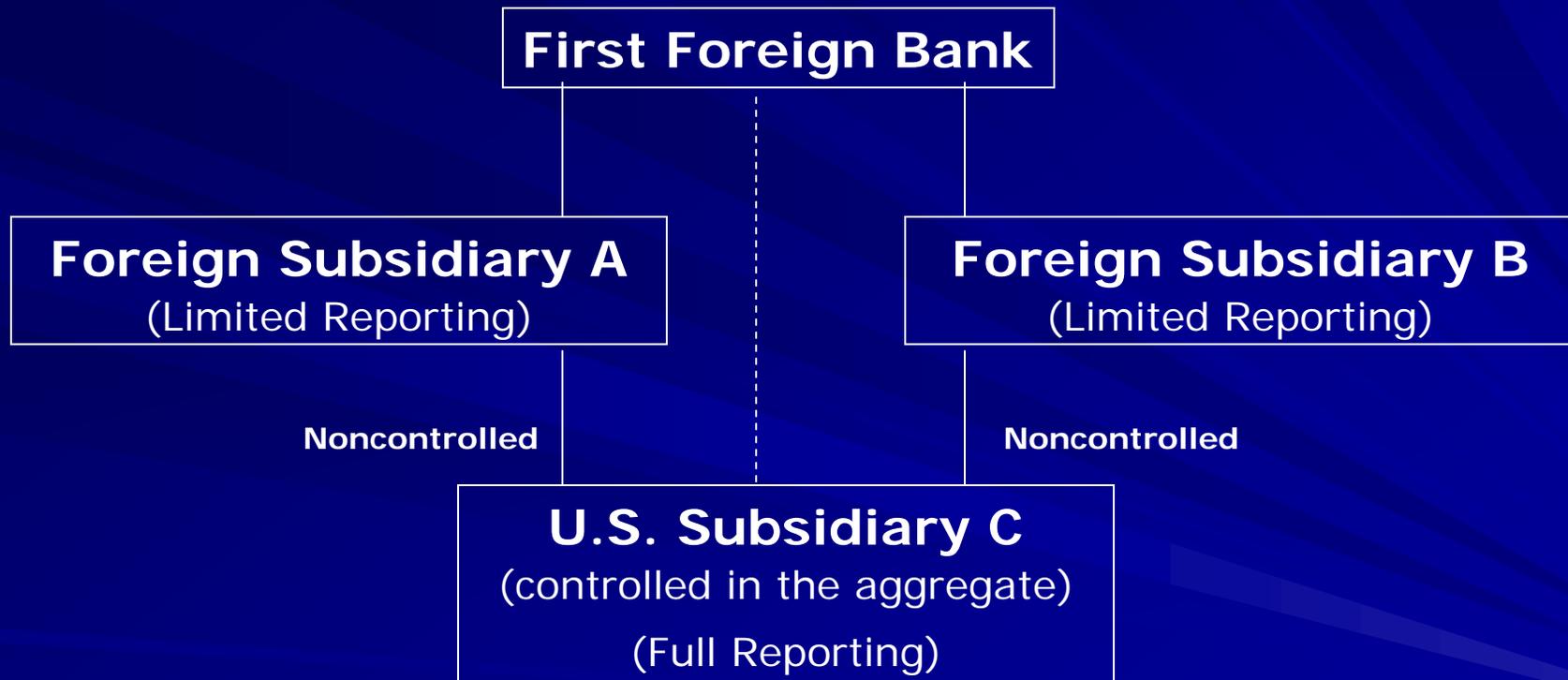
■ Interests in Nonbanking Companies

Also included are:

- Any nonbanking company for which the Reporter is required to file financial data
- Any nonbanking company that is both a subsidiary of the Reporter and a parent of a reportable company (even if it does not otherwise meet the reporting criteria - True Structure)

Specific Instructions

True Structure



_____ Solid line represents direct relationships

- - - - - Dotted line represents indirect control

Specific Instructions

Nonbanking Schedule:

Limited Reporting of True Structure

For a company that does not otherwise meet the reporting criteria, but is both a subsidiary of the Reporter and a parent of a reportable company, the Reporter needs to report information in response to only the following items:

- 2.a Legal Name
- 3.a City, County, State/Province, Country, Zip/Postal Code
- 11. Direct Holder's Name and Location
- 12.a Direct Holder's Percentage of a Class of Voting Shares or
- 12.b Direct Holder's Other Interest and
- 12.c Control by Direct Holder

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

- Variable Interest Entities
- Advising and administering a mutual fund

Note: An interest in a nonbanking company is not reportable unless the Reporter controls the company, directly or indirectly.

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

■ Inactive companies:

- a company that exists as a matter of law, but does not engage in any business activity
- companies set up as name-saving organizations
- companies formed or incorporated, but have not yet conducted activity

Note: A company becomes reportable once it engages in business.

Specific Instructions

Nonbanking Schedule:

- Interests in Nonbanking Companies
 - Exceptions to reporting:
 - U.S. Investments of Unaffiliated National Banks
 - any interest held under any authority, other than Subpart A of Regulation K, by a national bank not controlled by a BHC or an FBO

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

- Companies held by a Small Business Investment Company (SBIC), except reportable merchant banking investments

Note: If a Reporter that is an FHC engaged in merchant banking activities holds shares in the same merchant banking investment through a merchant banking vehicle, as well as through an SBIC, the entire investment is treated as the merchant banking investment.

Specific Instructions

Nonbanking Schedule:

- Interests in Nonbanking Companies
 - Exceptions to reporting:
 - Companies acquired to secure or collect a debt previously contracted or that solely hold assets acquired in satisfaction of a debt previously contracted
 - Interests held solely as collateral securing an extension of credit

Specific Instructions

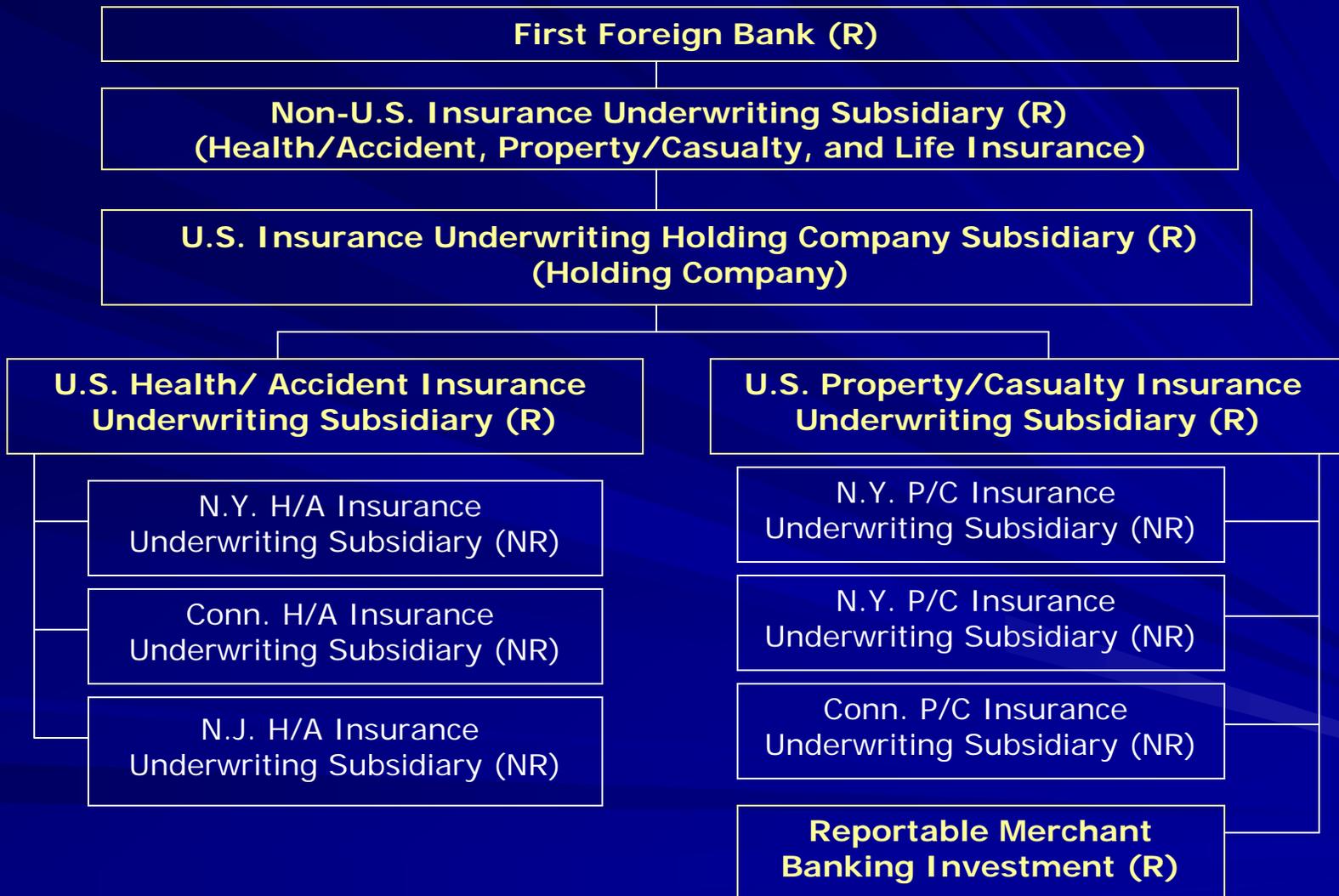
Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

- U.S. nonbanking companies controlled through an insurance underwriter, except
 - a company that is the underwriter's highest-tier provider in the United States of any primary line of insurance
 - any interest that is a reportable merchant banking or insurance company investment as described in the 4(k) Schedule instructions

Examples of Reportability of Insurance Underwriting Subsidiaries



Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

- Special purpose vehicles formed for specific leasing transactions, such as a vehicle engaged in a single leasing transaction
- Companies required to be divested or whose activities must be conformed pursuant to Sections 4(a)(2) or 4(n)(7) of the BHC Act or pursuant to a commitment made to the Board or the Federal Reserve Bank

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

■ Certain Interests Held Under Regulation K.

– do not report any interest held directly or indirectly by any company that is held under authority of Subpart A of Regulation K, but is not a subsidiary of the Reporter as defined in Section 211.2(w) of Regulation K

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

- Exceptions to reporting:
 - Investments held by FBOs under Section 211.23(f)(5) of Regulation K
 - a QFBO need not report an interest in any nonbanking company
 - that does not engage in any activities in the U.S.; or
 - the U.S. activities of which, pursuant to Section 211.23(f)(5) of Regulation K, are the same kind of activities or related to the activities the company conducts outside of the U.S.

Note: This does not apply to interests held by an FBO through a BHC or bank organized under U.S. law, or through an Edge or agreement corporation.

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Exceptions to reporting:

■ Public Welfare Investments:

– Public welfare investments subject to prior-notice or post-notice filing requirements with federal banking agencies (such as CD-1 or H-6), if held through a company that has been reported on the FR Y-10 and that is principally engaged in community development or public welfare investment activities

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Multiple Direct Holders

- If a Reporter acquires an interest in a nonbanking company through **more than one direct holder**, a separate Nonbanking Schedule should be filed for **each direct holder**. As long as the nonbanking company remains reportable, the Reporter must report any subsequent acquisition of any additional interests by any additional direct holders

Specific Instructions

Nonbanking Schedule:

■ Interests in Nonbanking Companies

– Reporting Mergers

- When a nonbanking company is merged into a Reporter or a Reporter's subsidiary as **part of the same transaction** in which the Reporter acquires the nonbanking company (i.e., the nonbanking company no longer exists as a legal entity and the Reporter or Reporter's subsidiary is the survivor), the acquisition should be reported on the **Merger Schedule**, instead of the Nonbanking Schedule

Specific Instructions

For purposes of this seminar:

- All items will be presented in the order in which they appear on the form
- From this point forward:
 - Items that are common across schedules will be identified by an asterisk (*), but not discussed again
 - Items that differ will be discussed

Specific Instructions

Nonbanking Schedule:

Items on the Schedule

- Check box if correction*

- Item 1.a – Event Type
 - (**Debts Previously Contracted** is not applicable to nonbanking companies.)

- Item 1.b – Date of Event*

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 2.a - Legal Name*
- Item 2.b - Prior Legal Name*
- Item 3.a - Current Location
Note: Street address is not required.
- Item 3.b – Prior Location
Note: Street address is not required.

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 4 – If the nonbanking company is a Functionally Regulated Subsidiary, indicate its functional regulator:
 - Not applicable - no functional regulator
 - Securities and Exchange Commission and Commodities Futures Trading Commission
 - Securities and Exchange Commission, only
 - Commodities Futures Trading Commission, only
 - State Securities Department
 - State Insurance Regulator

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 5 - Indicate if the Nonbanking Company is a Financial Subsidiary of an insured Depository Institution

Yes

No

A financial subsidiary may engage in activities above and beyond those in which a bank may engage directly

Specific Instructions

Nonbanking Schedule:

Characteristics Section

■ Item 6 – SEC Reporting Status*

Check the box corresponding to the nonbanking company's current SEC reporting status.

Specific Instructions

Nonbanking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number

The largest subsidiary nonbanking company in the United States is determined by dividing the total assets of each U.S. subsidiary with an active CUSIP number by the consolidated assets of the Reporter as of the most recent December 31 and ranking the percentages from the highest to the lowest

- Please use total assets reported on Federal Reserve or FFIEC regulatory reports

Specific Instructions

Nonbanking Schedule:

Characteristics Section

■ Item 7 – CUSIP Number*

The largest U.S. subsidiary nonbanking company with an active CUSIP number must be assessed once a year as of December 31

- Any changes that occur to the CUSIP should be reported within 30 days
- If there is a change as to which company is the largest U.S. subsidiary with an active CUSIP number, begin reporting information on the new subsidiary starting January 30 of the following year

Specific Instructions

Nonbanking Schedule:

Characteristics Section

■ Item 8 – Nonbanking Company Type

- Select the nonbanking company type based upon legal documents issued by the chartering or licensing authority or other documents of formation:

Industrial bank, industrial loan company,
or Morris Plan bank

Limited charter bank

Savings and Loan Association

Federal savings bank

Cooperative bank

Depository trust company

Foreign bank other than an FBO

Securities underwriter

Securities broker or dealer

Insurance underwriter

Insurance broker or agent

Nondepository trust company

Other holding company

Other company (provide a
description)

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 9 – Business Organization Type*

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 10 – Is the Nonbanking Company Consolidated in the Reporter’s Financial Statements?

Answer this question only if the entity is one of the following “foreign” offices:

- consolidated subsidiary in a foreign country
- majority owned Edge or agreement subsidiary

Note: A consolidated subsidiary in Puerto Rico or a U.S. territory or possession is a “foreign” office.

Specific Instructions

Nonbanking Schedule:

Characteristics Section

- Item 10 – Is the Nonbanking Company Consolidated in the Reporter’s Financial Statements? (for certain types of foreign offices)
 - Check “YES” only, if the nonbanking company is consolidated in any subsidiary domestic commercial bank’s Consolidated Reports of Condition and Income (FFIEC 031) within the Reporter’s organization.
 - Otherwise, check “NO”

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 11 – Direct Holder's Name and Location*

Specific Instructions

Nonbanking Schedule:

Ownership Section

■ Item 12.a –Percentage of a Class of Voting Shares

- If the Reporter in the aggregate controls 25 percent or more of a **class** of voting shares, check the box that identifies the range corresponding to the direct holder's percentage interest of voting shares.

- | | | | |
|--------------------------|---|--------------------------|---------------|
| <input type="checkbox"/> | 100% | <input type="checkbox"/> | >80% to <100% |
| <input type="checkbox"/> | >50% to <80% | <input type="checkbox"/> | 25% to 50% |
| <input type="checkbox"/> | <25% but 25% or more in the aggregate or otherwise controlled elsewhere within the organization | | |

Specific Instructions

Nonbanking Schedule:

Ownership Section

■ Item 12.a –Percentage of a Class of Voting Shares

- If the Reporter in the aggregate controls 25 percent or more of **more than one class** of voting shares, check the box that identifies the range corresponding to the direct holder's percentage for the class in which the Reporter controls the highest percentage.
- Round down to the nearest whole percentage

Exception:

- If greater than 50 but less than 51, round up to 51 and report range of greater than 50% to less than 80%
- If greater than 0 but less than 1, round up to 1 and report range of <25% but 25% or more in the aggregate or otherwise controlled elsewhere in the organization

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 12.a –Percentage of a Class of Voting Shares
 - Interests in Partnerships or Limited Liability Companies
 - General Partner interests in Limited Partnerships
 - Managing Member interests in Limited Liability Corporations
 - Partner interests in General Partnerships and Limited Liability Partnerships
 - **Item 12. a. “<25% but 25% or more in the aggregate or otherwise controlled elsewhere in the organization” and check “Yes” in Item 12.b.**

Specific Instructions

Nonbanking Schedule:

Ownership Section

■ Item 12.b - Other Interest

- Check the appropriate box to indicate whether the direct holder controls an ownership interest **other than voting shares.**

Yes

No

Specific Instructions

Nonbanking Schedule:

Ownership Section

■ Item 12.b - Other Interest

– Includes:

- Nonvoting shares
- Limited partner interests in LPs and LLLPs
- Non-Managing Member interests in Limited Liability Corporations
- Exercise of control over the management through a management agreement
- Direct holder's election of one or more directors

– **Reported only if Item 12.a is blank**

Specific Instructions

Nonbanking Schedule:

Ownership Section

■ Item 12.b - Other Interest

– Includes:

- General partner interests in Limited Partnerships
- Managing member interests in Limited Liability Corporation/companies
- Partner interests in General Partnerships and Limited Liability Partnerships

– Report in Item 12.a. “<25% but 25% or more in the aggregate or otherwise controlled”

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 13 - Control by Direct Holder *

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 14 – Regulation K, Subpart A Investment
 - Complete this item if the interest in the nonbanking company is held under authority of Subpart A of Regulation K
 - Check the box that best describes the Reporter's aggregate investment

Note: Not applicable to FBOs

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 14 – Regulation K, Subpart A Investment
 - Subsidiary of a Reporter
 - ownership of >50% voting shares, or
 - controlled
 - Joint venture of a Reporter
 - not a subsidiary, and
 - ownership of 20% to 50% of the voting shares

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 14 – Regulation K, Subpart A Investment
 - Portfolio investment
 - ownership does not exceed 40% of total equity,
or
 - 19.9% of the voting shares

Specific Instructions

Nonbanking Schedule:

Ownership Section

- Item 15 – Former Direct Holder's Name and Location*

Specific Instructions

Nonbanking Schedule:

Activity and Legal Authority Section

- Item 16.a – Primary Activity*
- Item 16.b – Secondary Activity*
- Item 16.c – Termination of Activity*

Merger Schedule

Specific Instructions

Merger Schedule

Use this schedule to report

- Merger of a banking or nonbanking company with a Reporter or a company in which the Reporter has a previously reported interest, if after the merger the Reporter has a reportable interest in the survivor

Specific Instructions

Merger Schedule:

Reportable Events

- Internal merger, i.e., involving two or more previously reported companies
- Merger involving a newly acquired company into a previously reported company with the previously reported company as the survivor
- Merger involving a previously reported company into a newly acquired company with the newly acquired company as survivor (Also requires completion of a Banking or Nonbanking Schedule for the new company, i.e., the survivor)

Note: Mergers involving an **external** transfer should be reported on the Banking or Nonbanking Schedule as an External Transfer. They should not be reported on the Merger Schedule.

Specific Instructions

Merger Schedule:

Items on the Schedule

- Check box if reporting a correction*
- Item 1 – First Full Calendar Date the Nonsurvivor No Longer Exists
 - Effective date should reflect the structure of the organization on the first full calendar date the nonsurvivor no longer exists

Specific Instructions

Merger Schedule:

■ Item 2 - Survivor

- The surviving company's current legal name
- The location of the surviving company's head office (city, state/province, country)

■ Item 3 - Nonsurvivor

- The nonsurviving company's legal name
- The location of the nonsurviving company's head office (city, state/province, country)

Specific Instructions

Merger Schedule:

- Item 4 - Did the head office of the nonsurvivor become a branch of the survivor?

Yes

No

Note: Only applies to mergers involving an insured Depository Institution organized under U.S. law.

4(k) Schedule

Specific Instructions

4(k) Schedule:

Applies to

Financial Holding Companies only

Use this schedule to fulfill legal obligations to report a post-transaction notice within 30 days of the following transactions made pursuant to Section 4(k) of the BHC Act:

- commencing a new activity
- acquiring a controlling interest in a going concern or a de novo company
- making certain large merchant banking or insurance company investments

Specific Instructions

4(k) Schedule:

■ Consists of two sections

- Post Transaction Notice Section
- Large Merchant Banking or Insurance Company Investments Section

Note: Submission of a Banking or Nonbanking Schedule may also be required

4(k) Schedule Post Transaction Notice Section

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

Reportable Events:

■ New Activity Commenced Directly by an FHC or Through an Existing Subsidiary

- An activity not previously engaged in directly or indirectly by the FHC
- Commencement of the new activity by more than one subsidiary on the same date requires only one 4(k) Schedule
- Commencement of more than three new activities on the same date should be reported on additional schedules

Note: Also, complete the Activity and Legal Authority Section of the Banking or Nonbanking Schedule if the commencement results in a change to the entity's previously reported primary or secondary activity.

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

Reportable Events:

■ New Activity Commenced Through Acquisition of a Going Concern

- The acquisition of control of a company that results in the FHC conducting an activity in which it was not previously engaged, directly or indirectly

Note: Complete the appropriate schedule for “Acquisition of a Going Concern.”

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

Reportable Events:

■ New Activity Commenced Through De Novo Formation

- The formation of a new company conducting an activity in which the FHC has not previously engaged, directly or indirectly

Note: Also, complete the appropriate schedule for “De Novo Formation.”

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

Reportable Events:

- Commencement of Large Merchant Banking Investments or Insurance Company Investments **as a new activity**
 - Directly or indirectly by an FHC that has not previously engaged in these activities

Note: Complete schedules according to the instructions for event types of New Activity Commenced Directly by an FHC or through an Existing Subsidiary, New Activity Commenced through Acquisition of a Going Concern, or New Activity Commenced through De Novo Formation.

Specific Instructions

4(k) Schedule:

Nonreportable Events:

- Previously reported activities commenced through existing subsidiaries

Note: If commencement of the previously reported activity results in a change to the primary or secondary activity of the FHC or any of its subsidiaries, report as a “Change in Activity or Legal Authority” on a Banking or Nonbanking Schedule, as appropriate.

Specific Instructions

4(k) Schedule:

Items on the Schedule

- Check box if correction*

(Applies to both the Post Transaction Notice Section and the Large Merchant Banking or Insurance Company Investments Section)

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

■ Item 1.a - Event Type

- Check the box that best describes the event type being reported (check only one):
 - 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

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

■ Item 1.b – Date of Event

– Provide the date on which the event took legal effect

- | | |
|---|---|
| ■ New Activity Commenced
Directly by an FHC or Through
an Existing Subsidiary | - Date of commencement
of the activity |
| ■ New Activity Commenced
Through Acquisition of a Going
Concern | - Date of consummation
of the acquisition |
| ■ New Activity Commenced
Through a De Novo Formation | - Date the new company
opened for business |

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

■ Item 2 – New Activities Commenced

- For the event type checked in Item 1.a, report in items 2.a, 2.b, and 2.c:

■ FRS Legal Authority Code

- Check the box that appropriately identifies the legal authority code under Section 4(k) of the BHC Act for **newly commenced** activities

311

312

For definitions, consult Appendix A

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

■ Item 2 – New Activities Commenced

- For the event type checked in Item 1.a, report in items 2.a, 2.b, and 2.c:

■ NAICS Activity Code

For codes and definitions consult:

- Appendix B
- <http://www.census.gov/epcd/www/naics.html>

Specific Instructions

4(k) Schedule:

Post Transaction Notice Section

- Item 2 – New Activities Commenced
 - For the event type checked in Item 1.a, report in items 2.a, 2.b, and 2.c:
 - Description of Activity
 - Provide a text description only if unable to identify a NAICS code corresponding to the activity

4(k) Schedule
Large Merchant Banking
or Insurance Company
Investments Section

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

Reportable Event:

- Acquisition of Large Merchant Banking Investments or Insurance Company Investments by an FHC, if the FHC directly or indirectly acquires:
 - more than 5 percent of the voting shares, assets, or total equity of a nonbanking company
- AND**
- the cost to the FHC exceeds \$200 million or 5 percent of the FHC's tier 1 capital, whichever is less

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

Nonreportable Event:

- Changes to or divestiture of a large merchant banking or insurance company investment are not reportable
 - Only the initial transaction should be reported on the 4k Schedule when the company meets the reporting criteria for the first time

Note: Large Merchant Banking or Insurance Company Investments by an FHC are exempt from reportability on the Banking and Nonbanking Schedules.

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

■ Item 1 - Date of Event

- Provide the consummation date of the investment transaction

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

- Item 2 - Direct Holder's Name and Location
 - Provide the Legal Name, City and County, State/Province, and Country of the direct holder

Note: If the Reporter holds the investment through more than one direct holder, complete a separate 4(k) Schedule for each direct holder.

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

- Item 3 - Nonbanking Company's Name and Location
 - Provide the Legal Name, City and County, State/Province, and Country of the company in which the merchant banking or insurance company investment was made

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

■ Item 4 - Direct Holder's Investment in Nonbanking Company

– Report one:

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

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

- Item 4 - Direct Holder's Investment in Nonbanking Company
 - Round down to nearest whole percentage.

Exceptions:

- If greater than 50 but less than 51, report the percentage as 51
- If greater than 0 but less than 1, report the percentage as 1

Specific Instructions

4(k) Schedule:

Large Merchant Banking or Insurance Company Investments Section

- Item 5 - Initial Aggregate Cost of Investment to the FHC
 - Report the initial aggregate cost to the FHC's investment in millions of U.S. dollars rounded down to the nearest million

Branch, Agency, and Representative Office of FBO Schedule

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

■ What to Report

Use this schedule to report:

- The initial opening of U.S. branches, agencies, and representative offices, and managed non-U.S. branches of FBOs
 - The actual opening date occurs when the first accounting entry is made
 - If a merger or acquisition, report the opening date as the date the office was acquired

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

■ What to Report

Use this schedule to report:

- Changes to the name, location, or other characteristics of reportable entities
- Closing and surrender of licenses of reportable entities
- The initial licensing of a U.S. branch or agency that is required to file the FFIEC 002 report and has not opened for business

Note: Include any entity that, although inactive, continues to retain its license.

Specific Instructions

Branch, Agency, and Representative
Office of FBO Schedule:

Items on the Schedule

- Check box if reporting a correction*

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

■ Item 1.a – Event Type

– Check the box that best describes the event type being reported (check only one):

- Opening
- License Issued
- Relocation
- Change in Office Type
- Became Inactive
- License Surrendered
- Commenced Activities Through Managed Non-U.S. Branch
- Ceased Activities Through Managed Non-U.S. Branch
- If Other (provide a description)

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

- Item 1.b – Date of Event
 - Provide the date on which the reportable event took legal effect
- Item 2 – Office Type (including Managed Non-U.S. Branches)
 - Check the box defining the type of office:
 - Branch
 - Agency
 - Representative Office

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

■ Item 3 – Popular Name

- Provide the popular name of the office being reported

■ Item 4.a – Current Address

- Provide the current street address, city, county, state/province, country, and zip/postal code of the office

Note: Do not use post office box as the street address.

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

- Item 4.b – Previous Address Information (if changes have occurred)
 - For a relocation or correction, provide the prior street address, city and county, state/province, country, and zip/postal code of the office

Note: Do not use a post office box as the street address.

Specific Instructions

Branch, Agency, and Representative Office of FBO Schedule:

- Item 5 – Head Office Legal Name and Location
 - Provide the legal name of the head office, and current location: city, province, country, and zip/postal code

Foreign Branches of U.S. Banking Organizations Schedule

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

■ What to Report

Use this schedule to report:

- The initial opening of foreign branches of U.S. banking organizations and banks located in the U.S. territories, including branches of:
 - Member banks
 - Edge or agreement corporations
 - Bank holding companies

Note: The actual opening date occurs when the first accounting entry is made. If a merger or acquisition, report the opening date as the date the office was acquired.

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

■ What to Report

Use this schedule to report:

- Branches of foreign subsidiaries of member banks, edge and agreement corporations and bank holding companies if located in a different foreign country than the foreign subsidiary
- Changes to the location or other characteristics of reportable entities
- Closing and surrender of licenses of reportable entities

Note: Include any entity that, although inactive, continues to retain its license. For the purpose of this schedule, an inactive foreign branch is reportable until it surrenders its banking license.

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

- Items on the Schedule
 - Check box if a correction*

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

- Item 1.a – Event Type
 - Check the box that best describes the event type being reported (check only one):
 - Opening
 - Closure
 - Relocation
 - If Other (provide a description)

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

- Item 1.b – Date of Event
 - Provide the date on which the reportable event took legal effect

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

■ Item 2 – Office Type

– Check the box that best describes the office type being reported:

- Full-Service Branch
- Shell Branch
- Other (i.e., foreign office of a U.S. nonbank entity or a foreign subsidiary)

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

- Item 3 – Date of Board consent or Prior Notification (if applicable)
 - Provide the date of the Board consent or prior notification to establish this branch

Note: This item is only applicable when reporting the opening of a foreign branch.

Specific Instructions

Foreign Branches of U.S. Banking Organizations Schedule:

■ Item 4 – Popular Name

- Provide the popular name of the office being reported

■ Item 5.a – Current Address

- Provide the current street address, city, province, country, and zip/postal code of the office

Note: Do not use post office box as the street address.

Specific Instructions

Foreign Branches of U.S. Banking Organizations

Schedule:

- Item 5.b – Previous Address Information (if changes have occurred)
 - For a relocation or correction, provide the prior street address, city, province, country, and zip/postal code of the office

Note: Do not use a post office box as the street address.

Specific Instructions

Foreign Branches of U.S. Banking Organization Schedule:

- Item 6 – Head Office Legal Name and Location
 - Provide the legal name of the head office, and current location: city, state, country, and zip/postal code of the office

FR Y-10 Sample Reports

Courtney Feehan
Banking Structure Division



Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

In this example, New Kingsland Banking Company becomes an FBO with the opening of a branch in Stamford, Connecticut and a representative office in New York on July 7, 2007.

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office



Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

FR Y-10
OMB Number 7100-0297
Expires December 31, 2009

Board of Governors of the Federal Reserve System

Sample 1



Report of Changes in Organizational Structure - FR Y-10

Cover Page Submission Date **07/23/2007**
(MM/DD/YYYY)

Reporter's Name, Street and Mailing Address

New Kingsland Banking Company

Local Name
123 Prince Street

Street Address
London

City and County
England **EC2Y 5AJ**

State/Province, Country Zip/Postal Code

Reporter's Mailing Address (if different from street address)

Mailing City

Mailing State/Province, Country Zip/Postal Code

December 27, 2006
DRAFT
Effective June 30, 2007

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

Contact's Name and Mailing Address for this Report

John Smith, Vice President

Name and Title

(212) 487-6543

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

(212) 487-1247

Fax Number (include area code)

JSMITH@NKBC.Com

E-mail Address

1 Wall Street

Contact's Mailing Address (if different from reporter's)

New York

Mailing City

NY, USA

Mailing State/Province, Country

10005

Zip/Postal Code

Authorized Official

I, _____,

Printed Name & Title

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.

Filed Electronically

Signature of Authorized Official

Date of Signature

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).

FRB Use Only

ID_RSSD _____

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

Banking Schedule

FRB Use Only

ID_RSSD_E1 (direct holder) _____

ID_RSSD_E2 (reportable company) _____

If applicable, former d/h _____

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:

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

1.b Date of Event : _____

07/01/2007

(MM/DD/YYYY)

- Acquisition of a Going Concern
 De Novo Formation
 External Transfer
 Internal Transfer
 If other, please describe: _____

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Debts Previously Contracted
 Became Reportable

January 30, 2007
DRAFT
 Effective June 30, 2007

Characteristics Section

2.a **New Kingsland Banking Company**

Legal Name of Banking Company

2.b _____

If Name Change or Correction, Prior Legal Name of Banking Company

3.a **123 Prince Street**

Current Street Address

3.b _____

If Relocation or Correction, Prior Street Address

London

City and County

 If Relocation or Correction, Prior City and County

England EC2Y 5AJ

State/Province, Country, and Zip/Postal Code

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

4. Date Opened: **01/05/2004**
 (MM/DD/YYYY)

5. Fiscal Year End (FBOs and BHCs Only): **12/31**
 (MM/DD)

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:
 not required for FBOs
 leading six digits only

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

8. Banking Company Type: BHC FBO U.S. Commercial Bank U.S. State Chartered Savings Bank
 If other, please describe: _____
9. 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: _____
10. Is the Banking Company consolidated in the reporter's financial statements?
only reportable for foreign investments Yes No

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: _____ % 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):
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
16.a Primary Activity		52211	
16.b Secondary Activity (FBOs and BHCs only)			
16.c Termination of Activity			

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

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.

Check box if correction:

1.a Event Type (check one only):

1.b Date of Event :

07/01/2007

(MM/DD/YYYY)

- Opening
 Change in Office Type
 Commenced Activities Through
Managed Non-U.S. Branch
 If Other, please describe event type: _____

- License Issued
 Became Inactive
 Ceased Activities Through
Managed Non-U.S. Branch

- Relocation
 License Surrendered

December 27, 2006
DRAFT
Effective June 30, 2007

Characteristics Section

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

- Branch Agency Representative Office

3. **Stamford Branch**
Popular Name

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

4.a Current Address

100 Main Street

Current Street Address

Stamford, Fairfield

City and County

CT, USA 06901

State, Country, and Zip/Postal Code

4.b 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.

New Kingsland Banking Company

Head Office Legal Name

London, England EC2Y 5AJ

City, Province, Country and Zip/Postal Code

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country Code	_____

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.

Check box if correction:

1.a Event Type (check one only):

1.b Date of Event :

07/01/2007

(MM/DD/YYYY)

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Opening | <input type="checkbox"/> License Issued | <input type="checkbox"/> Relocation |
| <input type="checkbox"/> Change in Office Type | <input type="checkbox"/> Became Inactive | <input type="checkbox"/> License Surrendered |
| <input type="checkbox"/> Commenced Activities Through
Managed Non-U.S. Branch | <input type="checkbox"/> Ceased Activities Through
Managed Non-U.S. Branch | |
| <input type="checkbox"/> If Other, please describe event type: _____ | | |

December 27, 2006
DRAFT
Effective June 30, 2007

Characteristics Section

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

- Branch Agency Representative Office

3. **New York Rep Office**

Popular Name

Sample 1: FBO Becomes a Reporter with the Opening of a Branch and Representative Office

4.a Current Address

400 Maiden Lane

Current Street Address

New York, New York

City and County

NY, USA 10045

State, Country, and Zip/Postal Code

4.b 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.

New Kingsland Banking Company

Head Office Legal Name

London, England EC2Y 5AJ

City, Province, Country and Zip/Postal Code

Sample 2: Formation & Acquisition of Nonbanking Companies

In this example, New Kingsland Banking Company is reporting the de novo formation on July 15, 2007 of two non-banking companies:

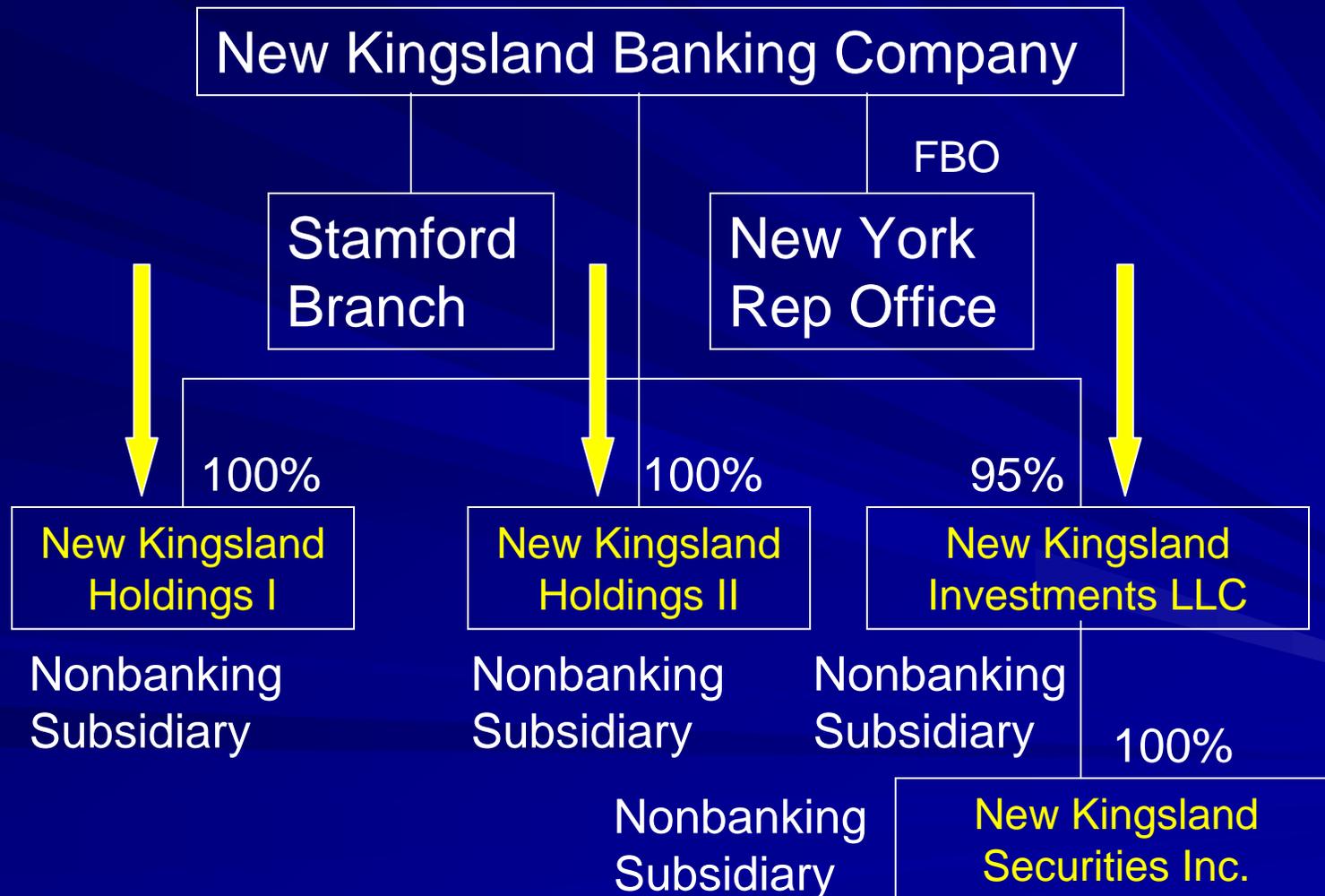
- New Kingsland Holdings I
- New Kingsland Holdings II,

and the acquisition of New Kingsland Investments LLC, a going concern with an existing subsidiary, New Kingsland Securities Inc.

Sample 2: Before the Formation & Acquisition of Nonbanking Companies



Sample 2: After the Formation & Acquisition of Nonbanking Companies



Sample 2: Formation & Acquisition of Nonbanking Companies

Nonbanking Schedule		FRB Use Only ID_RSSD_E1 (direct holder) _____ ID_RSSD_E2 (reportable company) _____ If applicable, former d/h _____
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: <input type="checkbox"/>
1.a Event Type (check one or more):	1.b Date of Event : 07/15/2007 <small>(MM/DD/YYYY)</small>	
<input type="checkbox"/> Acquisition of a Going Concern <input checked="" type="checkbox"/> De Novo Formation <input type="checkbox"/> External Transfer <input type="checkbox"/> Internal Transfer <input type="checkbox"/> If other, please describe: _____	<input type="checkbox"/> Change in Ownership <input type="checkbox"/> Liquidation <input type="checkbox"/> Change in Characteristics <input type="checkbox"/> Change in Activity or Legal Authority	<input type="checkbox"/> No Longer Reportable <input type="checkbox"/> Became Inactive <input type="checkbox"/> Became Reportable
Characteristics Section		
2.a New Kingsland Holdings I <small>Legal Name of Nonbanking Company</small>	2.b _____ <small>If Name Change or Correction, Prior Legal Name of Nonbanking Company</small>	
3.a New York, New York <small>City and County</small> NY, USA 10045 <small>State/Province, Country, and Zip/Postal Code</small>	3.b _____ <small>If Relocation or Correction, Prior City and County</small> _____ <small>If Relocation or Correction, Prior State/Province, Country, and Zip/Postal Code</small>	
4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator: <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> SEC and CFTC <input type="checkbox"/> SEC Only <input type="checkbox"/> CFTC Only <input type="checkbox"/> State Securities Department <input type="checkbox"/> State Insurance Regulator		
5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6. SEC Reporting Status: <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act <input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act <input type="checkbox"/> Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934		
7. CUSIP Number: _____ <small>see instructions for when applicable leading six digits only</small>		
8. Nonbanking Company Type (see instructions for list): Other Holding Company <input type="checkbox"/> If other, please describe: _____		

DRAFT
 January 30, 2007
 Effective June 30, 2007

Sample 2: Formation & Acquisition of Nonbanking Companies

9. 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: _____

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: New Kingsland Banking Company London, England
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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	17	551112	
16.b Secondary Activity			
16.c Termination of Activity			

Sample 2: Formation & Acquisition of Nonbanking Companies

Nonbanking Schedule		FRB Use Only ID_RSSD_E1 (direct holder) _____ ID_RSSD_E2 (reportable company) _____ If applicable, former d/h _____
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.		
1.a Event Type (check one or more):		1.b Date of Event : 07/15/2007 <small>(MM/DD/YYYY)</small>
<input type="checkbox"/> Acquisition of a Going Concern <input checked="" type="checkbox"/> De Novo Formation <input type="checkbox"/> External Transfer <input type="checkbox"/> Internal Transfer <input type="checkbox"/> If other, please describe: _____	<input type="checkbox"/> Change in Ownership <input type="checkbox"/> Liquidation <input type="checkbox"/> Change in Characteristics <input type="checkbox"/> Change in Activity or Legal Authority	<input type="checkbox"/> No Longer Reportable <input type="checkbox"/> Became Inactive <input type="checkbox"/> Became Reportable
Check box if correction: <input type="checkbox"/>		
Characteristics Section		
2.a New Kingsland Holdings II <small>Legal Name of Nonbanking Company</small>	2.b _____ <small>If Name Change or Correction, Prior Legal Name of Nonbanking Company</small>	
3.a New York, New York <small>City and County</small>	3.b _____ <small>If Relocation or Correction, Prior City and County</small>	
NY, USA 10045 <small>State/Province, Country, and Zip/Postal Code</small>	_____ <small>If Relocation or Correction, Prior State/Province, Country, and Zip/Postal Code</small>	
4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:		
<input checked="" type="checkbox"/> Not Applicable	<input type="checkbox"/> SEC and CFTC	<input type="checkbox"/> SEC Only
<input type="checkbox"/> CFTC Only	<input type="checkbox"/> State Securities Department	<input type="checkbox"/> State Insurance Regulator
5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6. SEC Reporting Status: <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act		
<input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act		
<input type="checkbox"/> Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934		
7. CUSIP Number: <small>see instructions for when applicable</small>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <small>leading six digits only</small>	
8. Nonbanking Company Type (see instructions for list): Other Holding Company		
<input type="checkbox"/> If other, please describe: _____		

DRAFT
 January 30, 2007
 Effective June 30, 2007

Sample 2: Formation & Acquisition of Nonbanking Companies

9. 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: _____

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: **New Kingsland Banking Company** **London, England**
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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	17	551112	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 2: Formation & Acquisition of Nonbanking Companies

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:

FRB Use Only

ID_RSSD_E1 (direct holder) _____

ID_RSSD_E2 (reportable company) _____

If applicable, former d/h _____

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 : _____

07/15/2007

(MM/DD/YYYY)

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Became Reportable

DRAFT
 January 30, 2007
 Effective June 30, 2007

Characteristics Section

2.a **New Kingsland Investments LLC**

Legal Name of Nonbanking Company

2.b _____

If Name Change or Correction, Prior Legal Name of Nonbanking Company

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

City and County

3.b _____

If Relocation or Correction, Prior City and County

NY, USA 10045

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
 CFTC Only
 SEC and CFTC
 State Securities Department
 SEC Only
 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: _____

see instructions for when applicable

leading six digits only

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

If other, please describe: **Provides Investment Advice**

Sample 2: Formation & Acquisition of Nonbanking Companies

9. 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: _____

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: New Kingsland Banking Company London, England
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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	26	52393	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 2: Formation & Acquisition of Nonbanking Companies

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.

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

Check box if correction:

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

1.b Date of Event :

07/15/2007

(MM/DD/YYYY)

- Acquisition of a Going Concern
 De Novo Formation
 External Transfer
 Internal Transfer
 If other, please describe: _____

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Became Reportable

Characteristics Section

2.a **New Kingsland Securities Inc.**

Legal Name of Nonbanking Company

2.b _____

If Name Change or Correction, Prior Legal Name of Nonbanking Company

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

City and County

3.b _____

If Relocation or Correction, Prior City and County

NY, USA 10045

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
 CFTC Only
 SEC and CFTC
 State Securities Department
 SEC Only
 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:
see instructions for when applicable leading six digits only

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

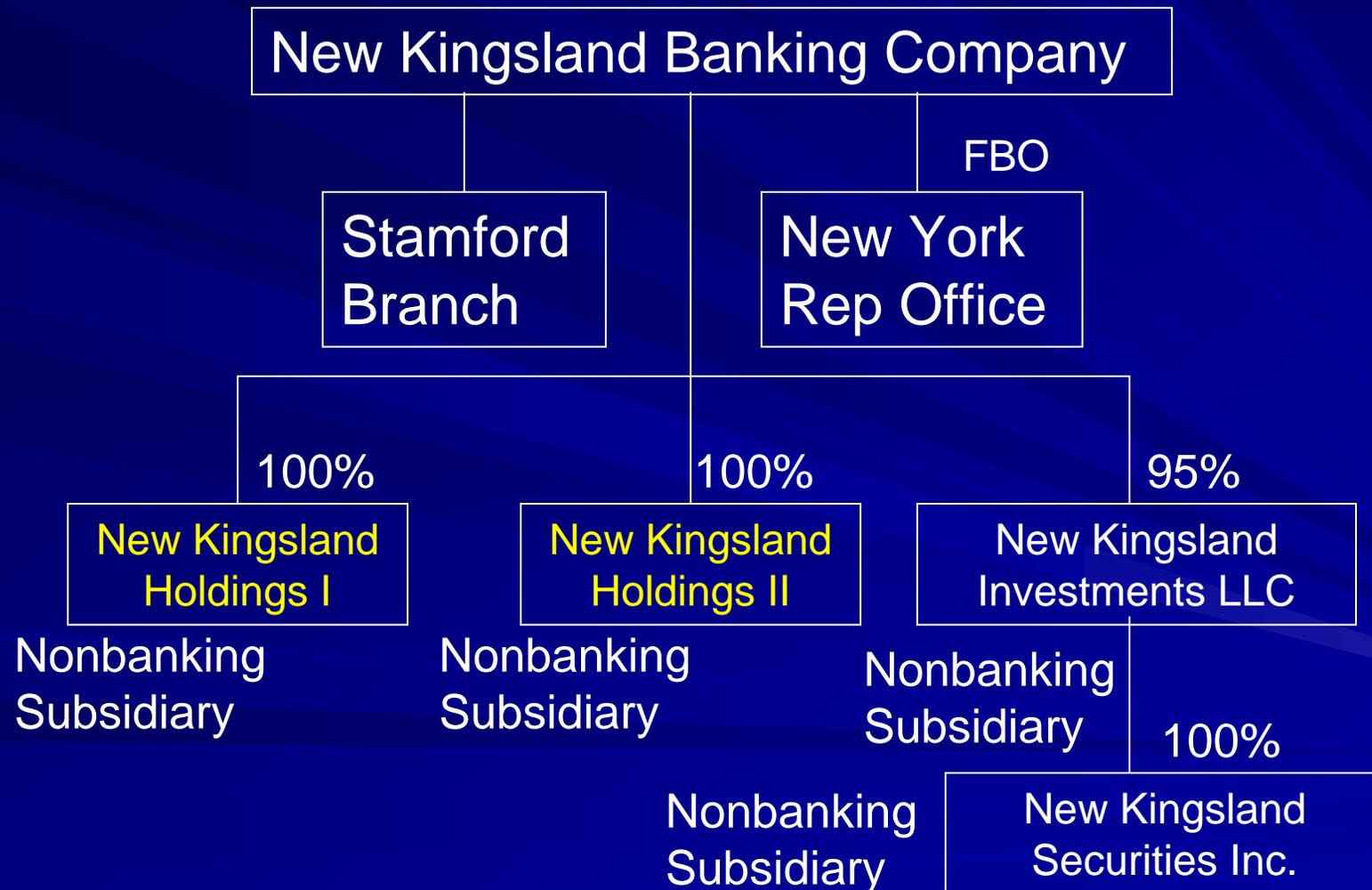
If other, please describe: **Provides Investment Advice**

DRAFT
 January 30, 2007
 Effective June 30, 2007

Sample 3: Merger of Nonbanking Companies

In this example, New Kingsland Holdings II merged into New Kingsland Holdings I on September 1, 2007.

Sample 3: Before the Merger



Sample 3: After the Merger



Sample 3: Merger of Nonbanking Companies

FRB Use Only

ID_RSSD_E1 (ns) _____

ID_RSSD_E2 (s) _____

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. First Full Calendar Date the
Nonsurvivor No Longer Exists: 09/01/2007
(MM/DD/YYYY)

2. Survivor: New Kingsland Holdings I
Legal Name

New York, NY, USA
City, State/Province, Country

3. Nonsurvivor: New Kingsland Holdings II
Legal Name

New York, NY, USA
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

December 27, 2006
DRAFT
Effective June 30, 2007

Sample 4: Representative Office Relocation

In this example, New Kingsland Banking Company's New York Representative Office relocated from 400 Maiden Lane, New York, NY 10045 to 5 Wall Street, New York, NY 10005 on September 10, 2007.

Sample 4: Representative Office Relocation



Sample 4: Representative Office Relocation

FRB Use Only

ID_RSSD _____

County, State & Country Code _____

ID_RSSD_HD_OFF _____

City, and Country Code _____

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.

Check box if correction:

1.a Event Type (check one only):

- Opening
 Change in Office Type
 Commenced Activities Through
Managed Non-U.S. Branch
 If Other, please describe event type: _____

1.b Date of Event : _____

09/10/2007

(MM/DD/YYYY)

- License Issued
 Became Inactive
 Ceased Activities Through
Managed Non-U.S. Branch
 Relocation
 License Surrendered

December 27, 2006
DRAFT
Effective June 30, 2007

Characteristics Section

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

- Branch
 Agency
 Representative Office

3. **New York Rep Office**

Popular Name

Sample 4: Representative Office Relocation

4.a Current Address

5 Wall Street

Current Street Address

New York, New York

City and County

NY, USA 10005

State, Country, and Zip/Postal Code

4.b Previous Address (if changes have occurred)

400 Maiden Lane

If Relocation or Correction, Prior Street Address

If Relocation or Correction, Prior City and County

NY, USA 10045

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

5.

New Kingsland Banking Company

Head Office Legal Name

London, England EC2Y 5AJ

City, Province, Country and Zip/Postal Code

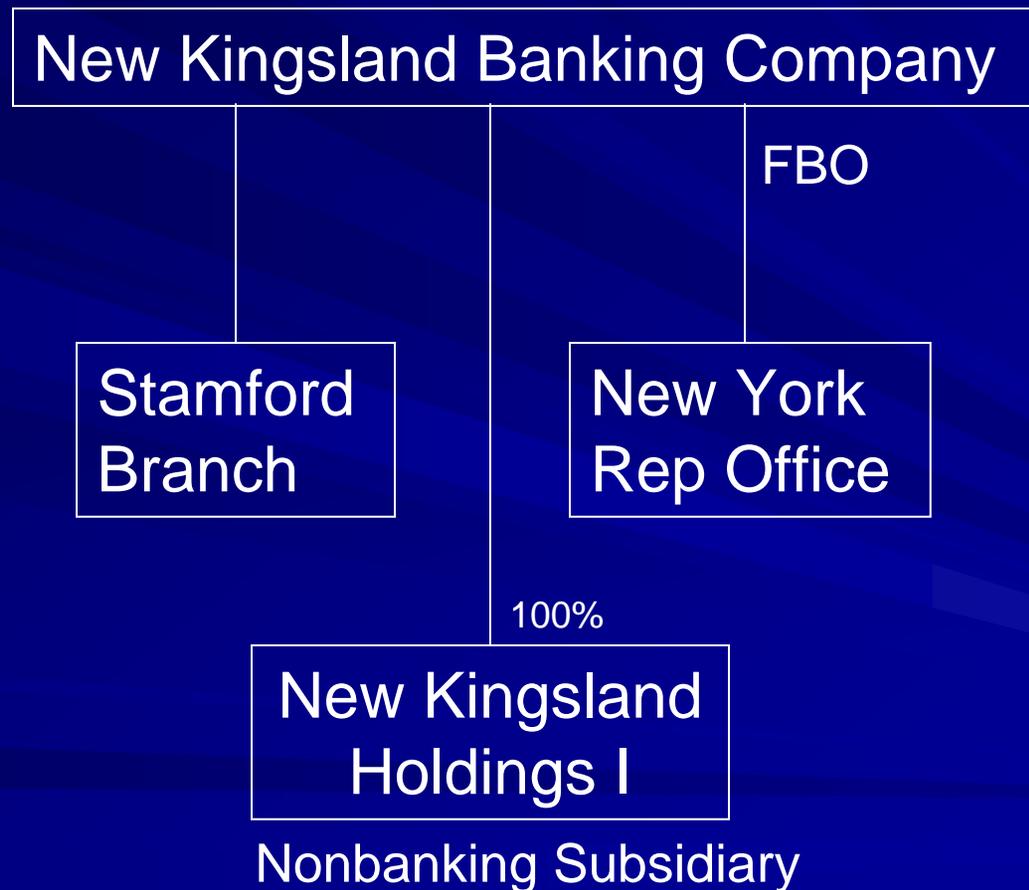
Sample 5: Sale of Nonbanking Company

In this example, New Kingsland Investments LLC and its subsidiary, New Kingsland Securities Inc., are sold to an outside party on December 15, 2007.

Sample 5: Before the Sale



Sample 5: After the Sale



Sample 5: Sale of Nonbanking Company

9. 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: _____

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):

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
16.a Primary Activity	_____	_____	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 5: Sale of Nonbanking Company

9. 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: _____

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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	_____	_____	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 6: Nonbanking Company Becomes Inactive

In this example, New Kingsland Holdings I becomes inactive on December 20, 2007 and, therefore, no longer reportable.

Sample 6: After Nonbanking Company Becomes Inactive



Sample 6: Nonbanking Company Becomes Inactive

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

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 :

12/20/2007

(MM/DD/YYYY)

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Became Reportable

DRAFT
 January 30, 2007
 Effective June 30, 2007

Characteristics Section

2.a **New Kingsland Holdings I**

Legal Name of Nonbanking Company

2.b _____

If Name Change or Correction, Prior Legal Name of Nonbanking Company

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

City and County

3.b _____

If Relocation or Correction, Prior City and County

NY, USA 10045

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 SEC Only
 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:
see instructions for when applicable leading six digits only

8. Nonbanking Company Type (see instructions for list): _____

If other, please describe: _____

Sample 6: Nonbanking Company Becomes Inactive

9. 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: _____

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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	_____	_____	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 7: Formation of a BHC Through the Acquisition of a U.S. Bank

In this example, ABC Bancorp opens with the acquisition of 60% of the voting shares of Old Banking Inc, an existing domestic commercial bank, and becomes a BHC on July 15, 2007.

Sample 7: Formation of a BHC Through the Acquisition of a U.S. Bank



Sample 7: Formation of a BHC Through the Acquisition of a U.S. Bank

Banking Schedule		FRB Use Only ID_RSSD_E1 (direct holder) _____ ID_RSSD_E2 (reportable company) _____ If applicable, former d/fh _____	
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: <input type="checkbox"/>
1.a Event Type (check one or more):	1.b Date of Event :	07/15/2007 <small>(MM/DD/YYYY)</small>	
<input type="checkbox"/> Acquisition of a Going Concern <input checked="" type="checkbox"/> De Novo Formation <input type="checkbox"/> External Transfer <input type="checkbox"/> Internal Transfer <input type="checkbox"/> If other, please describe: _____	<input type="checkbox"/> Change in Ownership <input type="checkbox"/> Liquidation <input type="checkbox"/> Change in Characteristics <input type="checkbox"/> Change in Activity or Legal Authority	<input type="checkbox"/> No Longer Reportable <input type="checkbox"/> Became Inactive <input type="checkbox"/> Debts Previously Contracted <input type="checkbox"/> Became Reportable	
Characteristics Section			
2.a ABC Bancorp <small>Legal Name of Banking Company</small>	2.b _____ <small>If Name Change or Correction, Prior Legal Name of Banking Company</small>	<i>DRAFT</i> Effective June 30, 2007	
3.a 1 Main Street <small>Current Street Address</small>	3.b _____ <small>If Relocation or Correction, Prior Street Address</small>		
Jersey City, Hudson <small>City and County</small>	_____ <small>If Relocation or Correction, Prior City and County</small>		
NJ, USA 07302 <small>State/Province, Country, and Zip/Postal Code</small>	_____ <small>If Relocation or Correction, Prior State/Province, Country, and Zip/Postal Code</small>		
4. Date Opened: 07/15/2007 <small>(MM/DD/YYYY)</small>	5. Fiscal Year End (FBOs and BHCs Only): 12/31 <small>(MM/DD)</small>		
6. SEC Reporting Status: <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act			
<input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act			
<input type="checkbox"/> Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934			
7. CUSIP Number: 788458 <small>not required for FBOs</small>			
8. Banking Company Type: <input checked="" type="checkbox"/> BHC <input type="checkbox"/> FBO <input type="checkbox"/> U.S. Commercial Bank <input type="checkbox"/> U.S. State Chartered Savings Bank			
<input type="checkbox"/> If other, please describe: _____			

Sample 7: Formation of a BHC Through the Acquisition of a U.S. Bank

Banking Schedule

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

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:

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

1.b Date of Event :

07/15/2007

(MM/DD/YYYY)

- Acquisition of a Going Concern
 De Novo Formation
 External Transfer
 Internal Transfer
 If other, please describe: _____

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Debts Previously Contracted
 Became Reportable

DRAFT
January 30, 2007
Effective June 30, 2007

Characteristics Section

2.a **Old Banking Inc**
Legal Name of Banking Company

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

3.a **400 State Street**
Current Street Address
New York, New York
City and County
NY, USA 10003
State/Province, Country, and Zip/Postal Code

3.b _____
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. Date Opened: **01/12/2000**
(MM/DD/YYYY)

5. Fiscal Year End (FBOs and BHCs Only): _____
(MM/DD)

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: **986428**
not required for FBOs leading six digits only

8. Banking Company Type: BHC FBO U.S. Commercial Bank U.S. State Chartered Savings Bank
 If other, please describe: _____

Sample 7: Formation of a BHC Through the Acquisition of a U.S. Bank

9. 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: _____

10. Is the Banking Company consolidated in the reporter's financial statements?
only reportable for foreign investments Yes No

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

11. Direct Holder's Name and Location: ABC Bancorp Jersey City, NJ USA
Legal Name City, State/Province, Country

12.a Percentage of a Class of Voting Shares: 60 % 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):

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
16.a Primary Activity	<u>7</u>	<u>52211</u>	_____
16.b Secondary Activity <small>(FBOs and BHCs only)</small>	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 8:

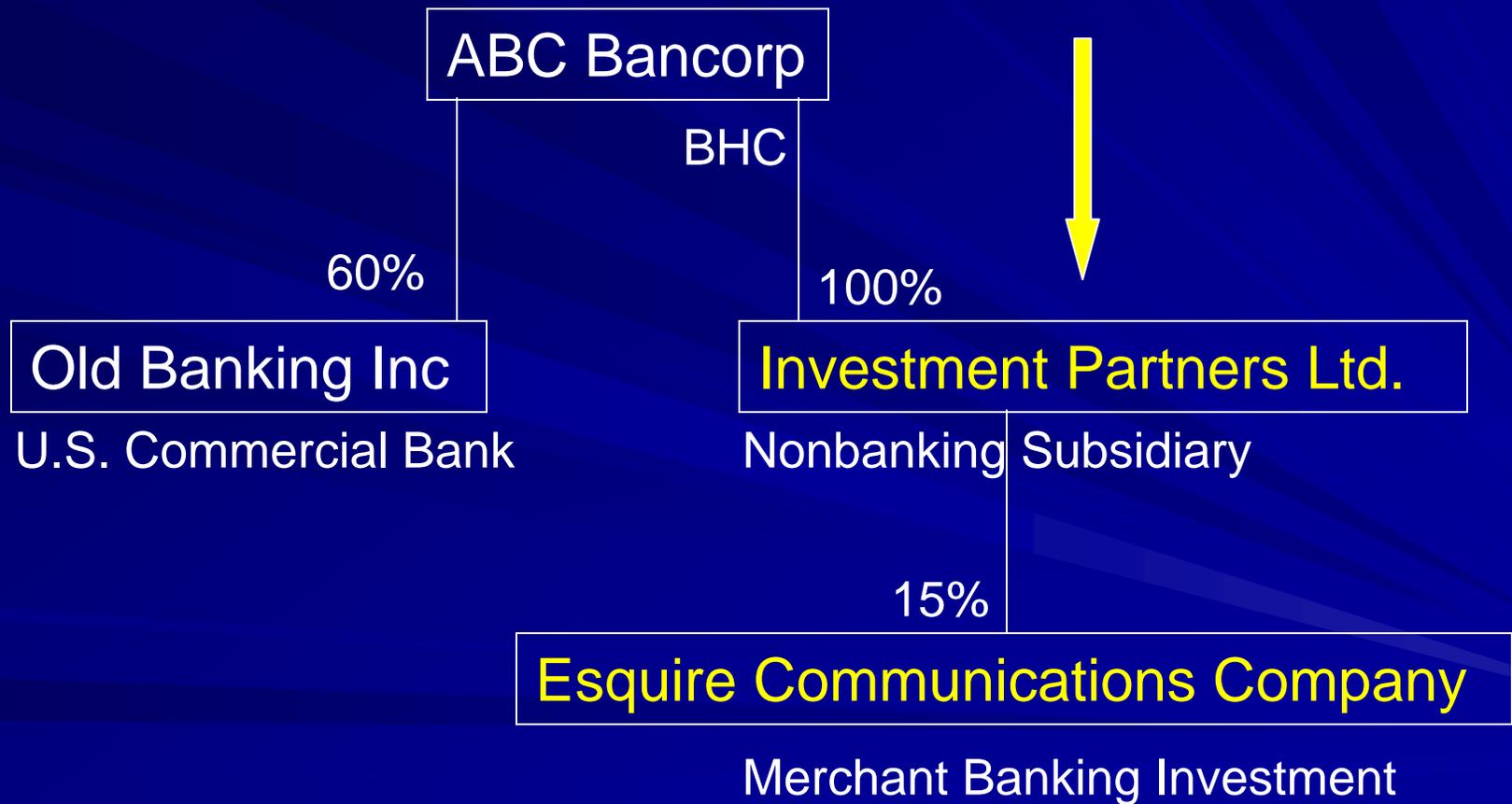
BHC Acquires a Nonbanking Company that is a Going Concern and Engages in Merchant Banking Activity

In this example, on October 1, 2007, ABC Bancorp, a BHC that was granted FHC status, directly acquires Investment Partners Ltd., a going concern, which has a reportable merchant banking investment (Esquire Communications Company).

Sample 8: Before the Acquisition



Sample 8: After the Acquisition



Sample 8: BHC Acquires a Nonbanking Company that is a Going Concern and Engages in Merchant Banking Activity

Nonbanking Schedule		<small>FRB Use Only</small> ID_RSSD_E1 (direct holder) _____ ID_RSSD_E2 (reportable company) _____ If applicable, former d/h _____
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: <input type="checkbox"/>
1.a Event Type (check one or more):	1.b Date of Event : <u>10/01/2007</u> <small>(MM/DD/YYYY)</small>	
<input checked="" type="checkbox"/> Acquisition of a Going Concern <input type="checkbox"/> De Novo Formation <input type="checkbox"/> External Transfer <input type="checkbox"/> Internal Transfer <input type="checkbox"/> If other, please describe: _____	<input type="checkbox"/> Change in Ownership <input type="checkbox"/> Liquidation <input type="checkbox"/> Change in Characteristics <input type="checkbox"/> Change in Activity or Legal Authority	<input type="checkbox"/> No Longer Reportable <input type="checkbox"/> Became Inactive <input type="checkbox"/> Became Reportable
Characteristics Section		
2.a <u>Investments Partners Ltd.</u> <small>Legal Name of Nonbanking Company</small>	2.b _____ <small>If Name Change or Correction, Prior Legal Name of Nonbanking Company</small>	
3.a <u>New York, New York</u> <small>City and County</small> <u>NY, USA 10019</u> <small>State/Province, Country, and Zip/Postal Code</small>	3.b _____ <small>If Relocation or Correction, Prior City and County</small> _____ <small>If Relocation or Correction, Prior State/Province, Country, and Zip/Postal Code</small>	
4. If the Nonbanking Company is a Functionally Regulated Subsidiary, indicate its functional regulator:		
<input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> SEC and CFTC <input type="checkbox"/> SEC Only <input type="checkbox"/> CFTC Only <input type="checkbox"/> State Securities Department <input type="checkbox"/> State Insurance Regulator		
5. Is the Nonbanking Company a Financial Subsidiary of an insured Depository Institution? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6. SEC Reporting Status: <input checked="" type="checkbox"/> Not Applicable <input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934 and Section 404 of SOX Act <input type="checkbox"/> Subject to 13(a) or 15(d) of SEC Act of 1934, but not Section 404 of SOX Act <input type="checkbox"/> Terminated or suspended reporting requirements under 13(a) or 15(d) of the SEC Act of 1934		
7. CUSIP Number: see instructions for when applicable <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <small>leading six digits only</small>		
8. Nonbanking Company Type (see instructions for list): <u>Other Company</u> <input checked="" type="checkbox"/> If other, please describe: <u>Merchant Banking</u>		

DRAFT
 January 30, 2007
 Effective June 30, 2007

Sample 8: BHC Acquires a Nonbanking Company that is a Going Concern and Engages in Merchant Banking Activity

9. 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: _____
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: ABC Bancorp Jersey City, NJ USA
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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	311	52391	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

Sample 8: BHC Acquires a Nonbanking Company that is a Going Concern and Engages in Merchant Banking Activity

FRB Use Only	
ID_RSSD_TOP (top tier BHC)	_____
ID_RSSD_E1 (direct holder)	_____
ID_RSSD_E2 (reportable company)	_____

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.

Check box if correction:

Post-Transaction Notice Section

1.a Event Type (check one only):

1.b Date of Event : **10/01/2007**
(MM/DD/YYYY)

- 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

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 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.

	FRS Legal Authority Code (check one)	NAICS Activity Code	Description of Activity
2.a	<input checked="" type="checkbox"/> 311 / <input type="checkbox"/> 312	52391	_____
2.b	<input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____
2.c	<input type="checkbox"/> 311 / <input type="checkbox"/> 312	_____	_____

December 27, 2006
DRAFT
Effective June 30, 2007

Sample 8: BHC Acquires a Nonbanking Company that is a Going Concern and Engages in Merchant Banking Activity

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 10/01/2007
MM/DD/YYYY

2. Direct Holder's Name and Location Investment Partners Ltd.
Legal Name
New York, New York, NY USA
City and County State/Province Country

3. Nonbanking Company's Name and Location Esquire Communications Company
Legal Name
New York, New York, NY USA
City and County State/Province Country

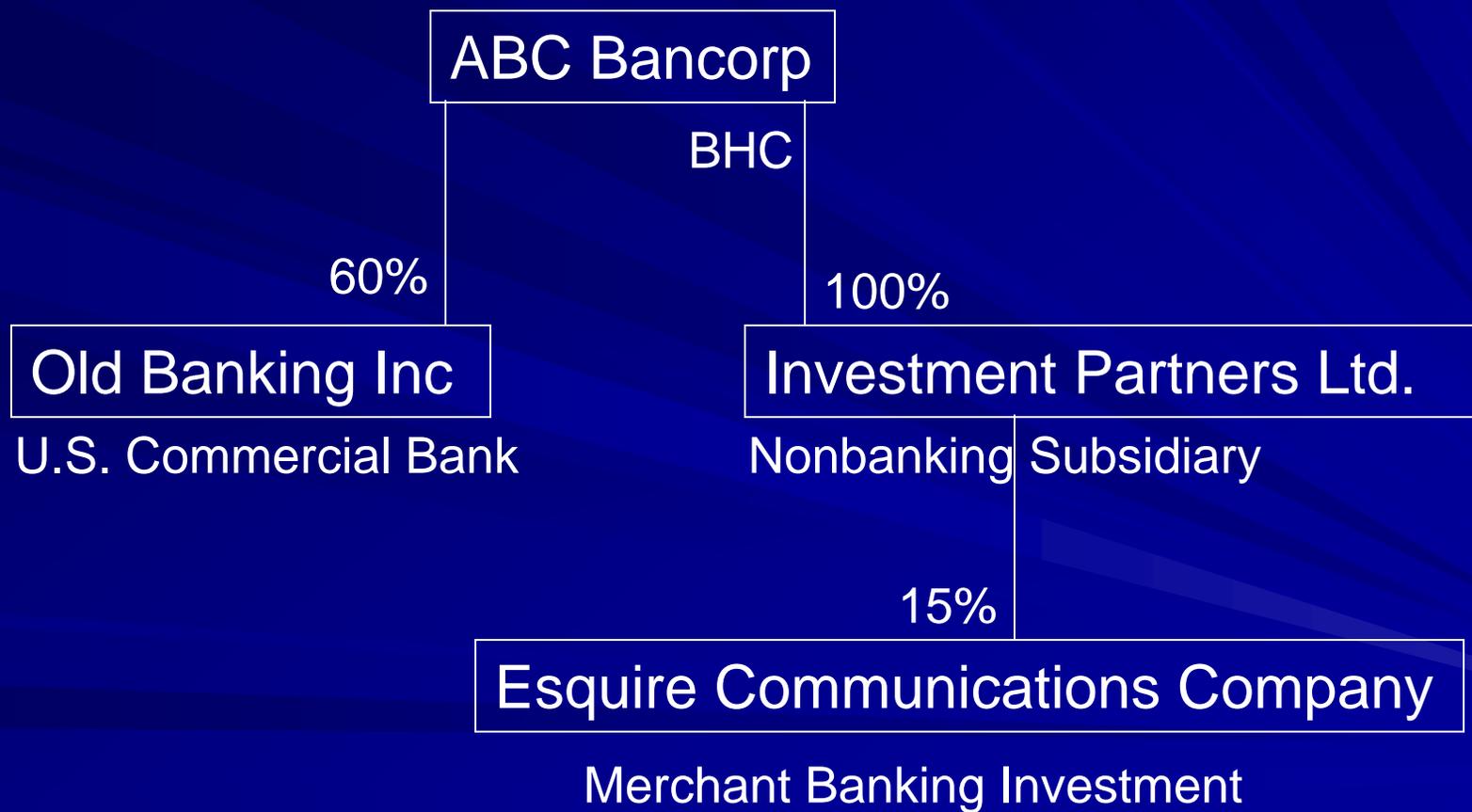
4. Direct Holder's Investment in Nonbanking Company
Report the percentage amount in a, b, or c, as applicable.
 - a. 15 % Voting Securities
 - b. _____ % Total Equity
 - c. _____ % Assets

5. Initial Aggregate Cost of Investment to the FHC: \$ 300 (in millions of U.S. dollars)

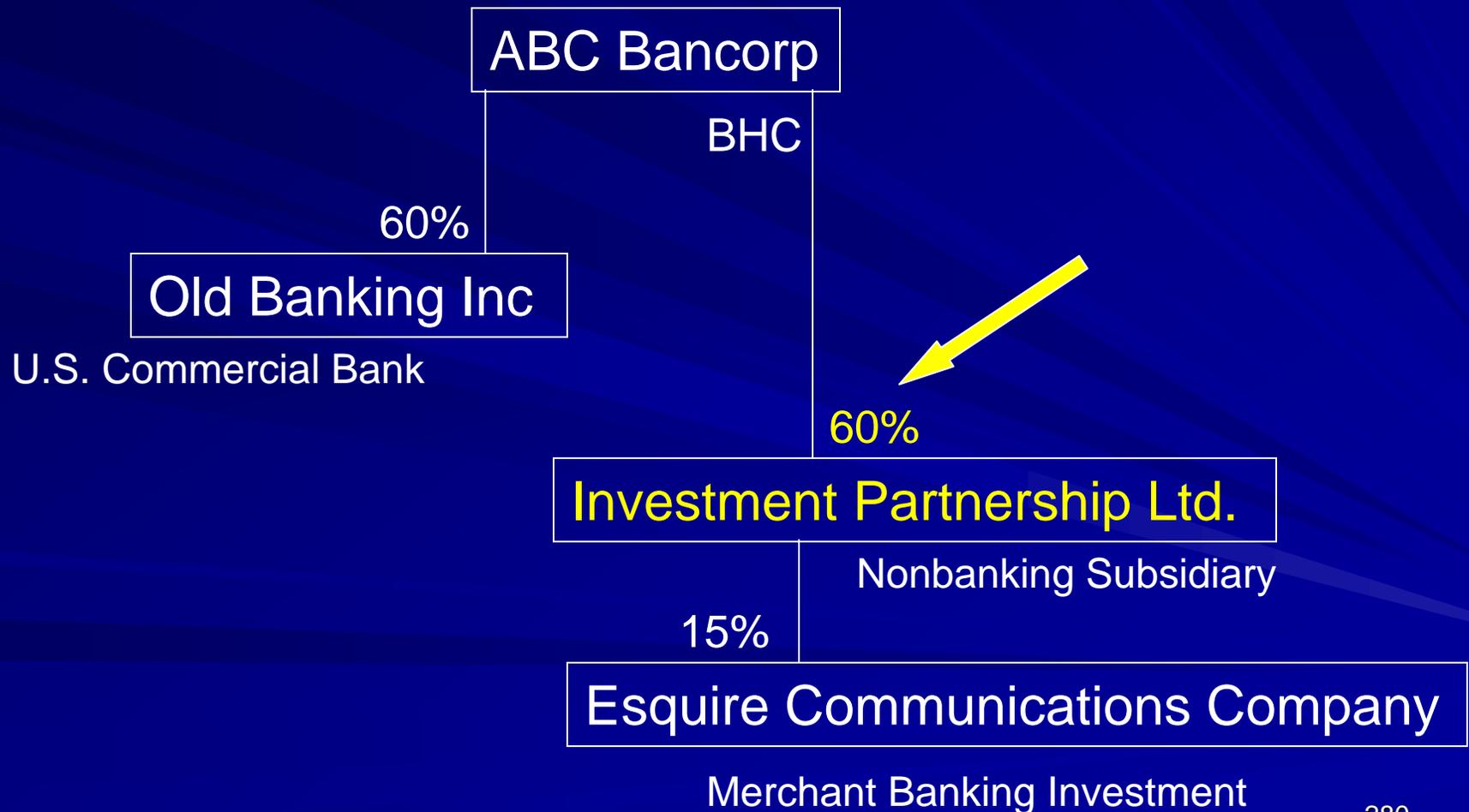
Sample 9: Partial External Transfer of Nonbanking Company & Name Change

In this example, Investment Partners Ltd. changes its name to Investment Partnership Ltd. and ABC Bancorp transfers 40% of its ownership of Investment Partnership Ltd. to an unaffiliated third party, on November 15, 2007.

Sample 9: Before the Partial External Transfer & Name Change



Sample 9: After the Partial External Transfer & Name Change



Sample 9: Partial External Transfer & Name Change

9. 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: _____

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: ABC Bancorp Jersey City, NJ USA
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

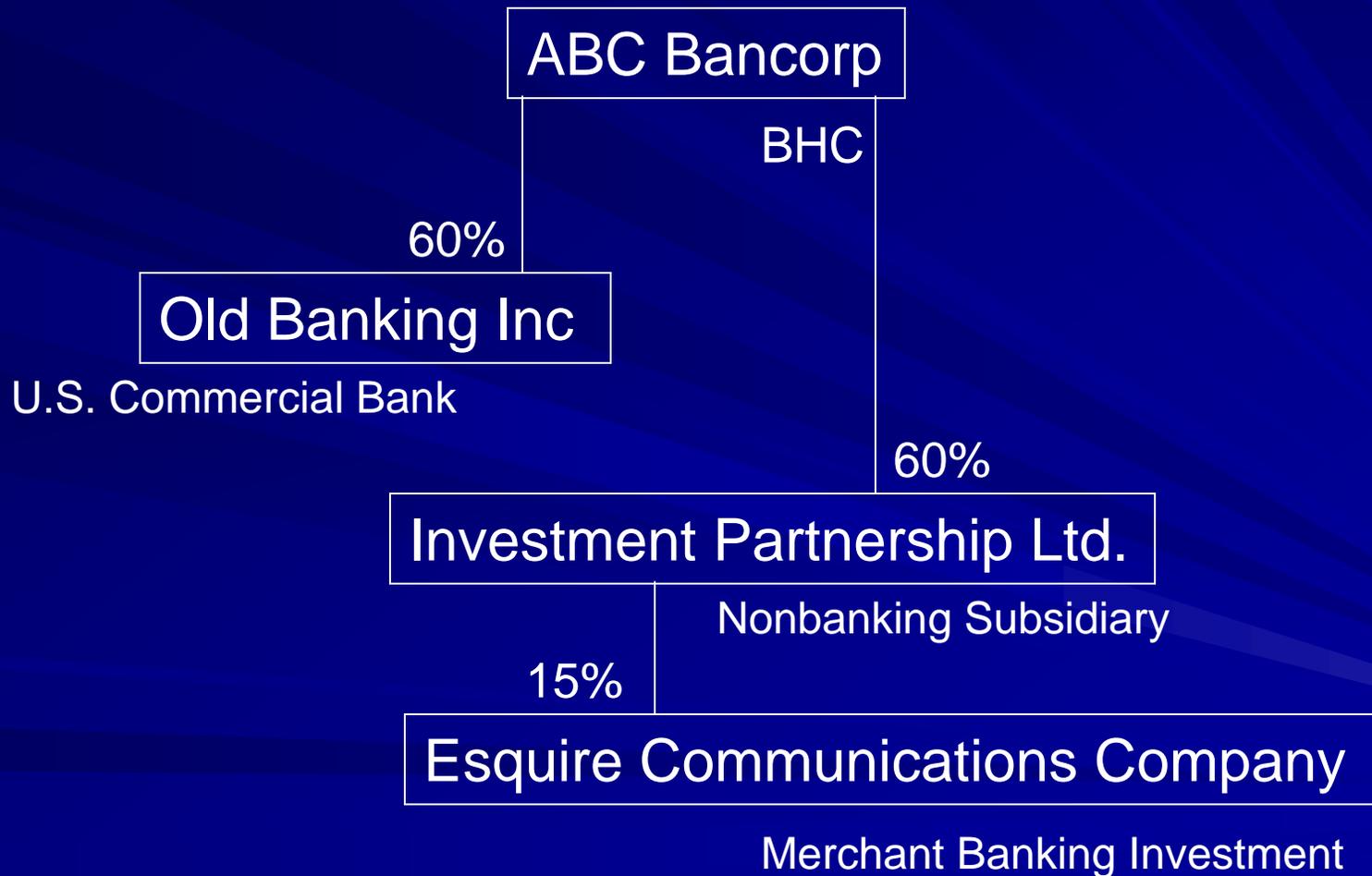
Activity and Legal Authority Section (for List of FRS legal authority and NAICS activity codes, see Appendices A and B of the Instructions)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	_____	_____	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

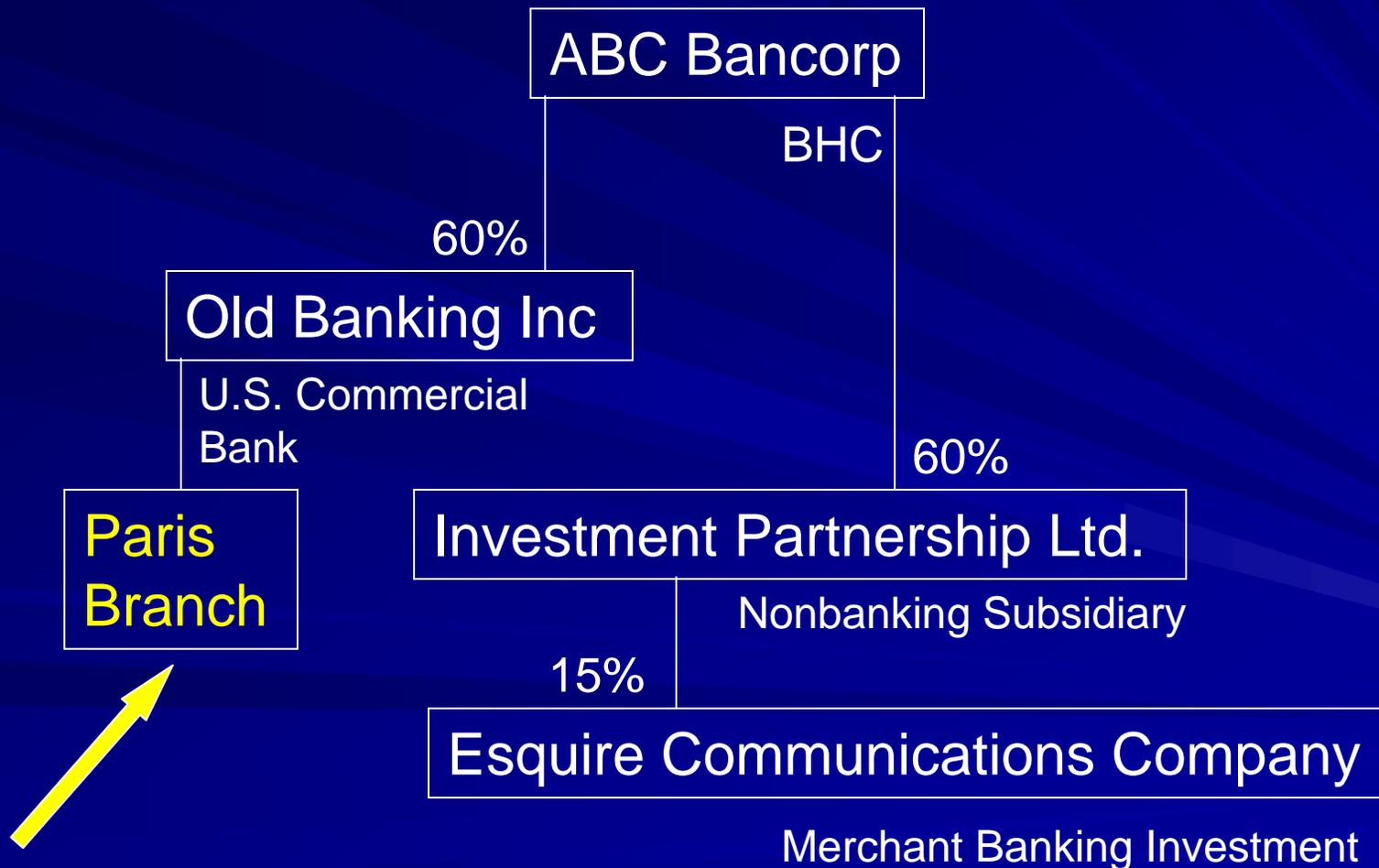
Sample 10: U.S. Bank Opens a Foreign Branch

In this example, Old Banking Inc, a U.S. commercial bank, is reporting the opening of a branch in Paris, France on November 17, 2007.

Sample 10: Before the Foreign Branch Opens



Sample 10: After the Foreign Branch Opens



Sample 10: U.S. Bank Opens a Foreign Branch

FRB Use Only	
ID_RSSD	_____
County, State & Country Code	_____
ID_RSSD_HD_OFF	_____
City, and Country 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.

Check box if correction:

1.a Event Type (check one only):

1.b Date of Event : _____

11/17/2007

(MM/DD/YYYY)

Opening

Closure

Relocation

If Other, please describe event type: _____

Characteristics Section

2. Office Type:

Full-Service Branch

Shell Branch

Other

3. Date of Board Consent or Prior Notification (if applicable): **09/01/2007**

December 27, 2006
DRAFT
Effective June 30, 2007

Sample 10: U.S. Bank Opens a Foreign Branch

4. **Paris Branch**

Popular Name

5.a Current Address

15 Place Vendome

Current Street Address

Paris

City

France F75001

Province, Country, and Zip/Postal Code

6. **Old Banking Inc**

Head Office Legal Name

New York, NY, USA 10003

City, State, Country and Zip/Postal Code

5.b Previous Address (if changes have occurred)

If Relocation or Correction, Prior Street Address

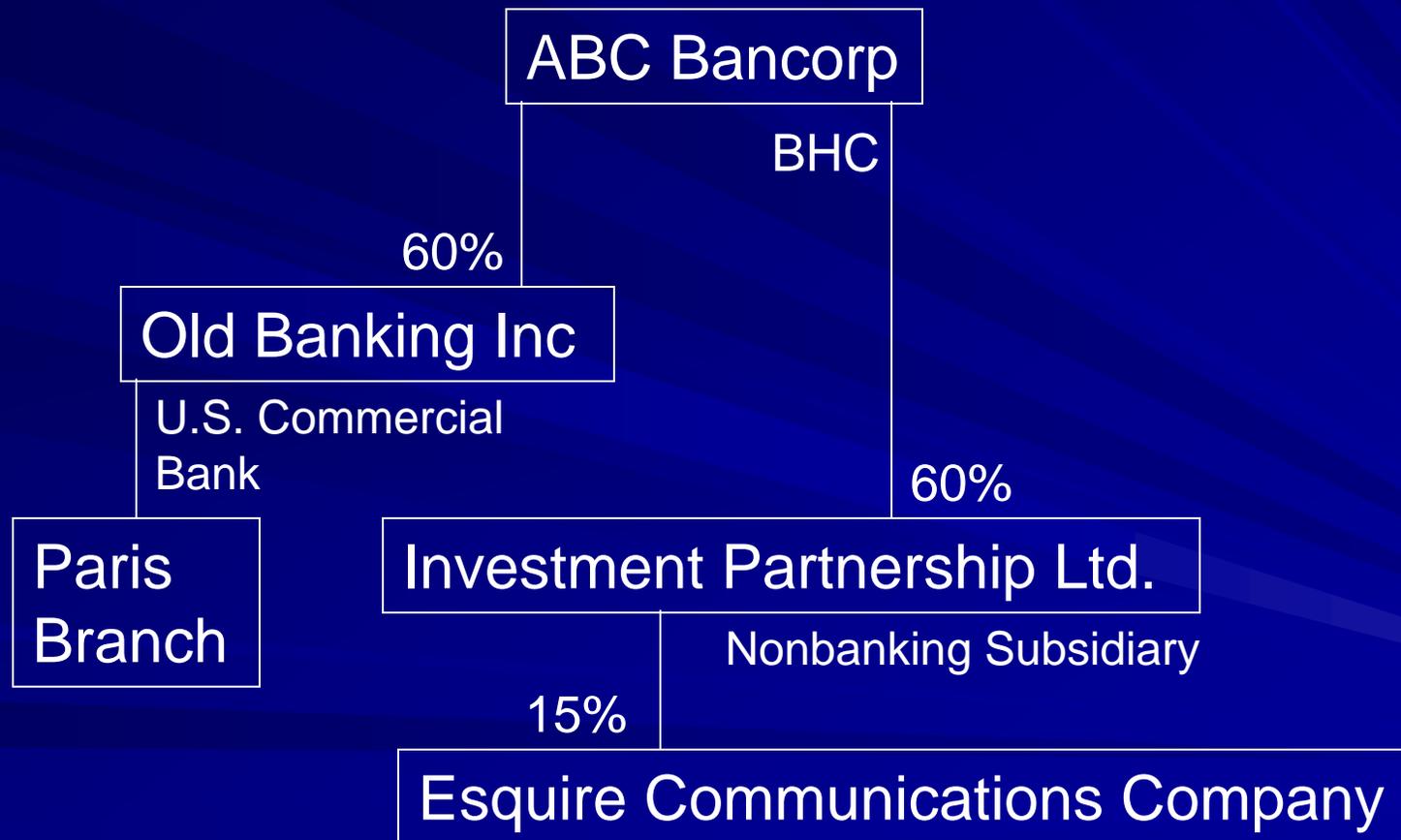
If Relocation or Correction, Prior City

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

Sample 11: BHC Acquires a Foreign Investment

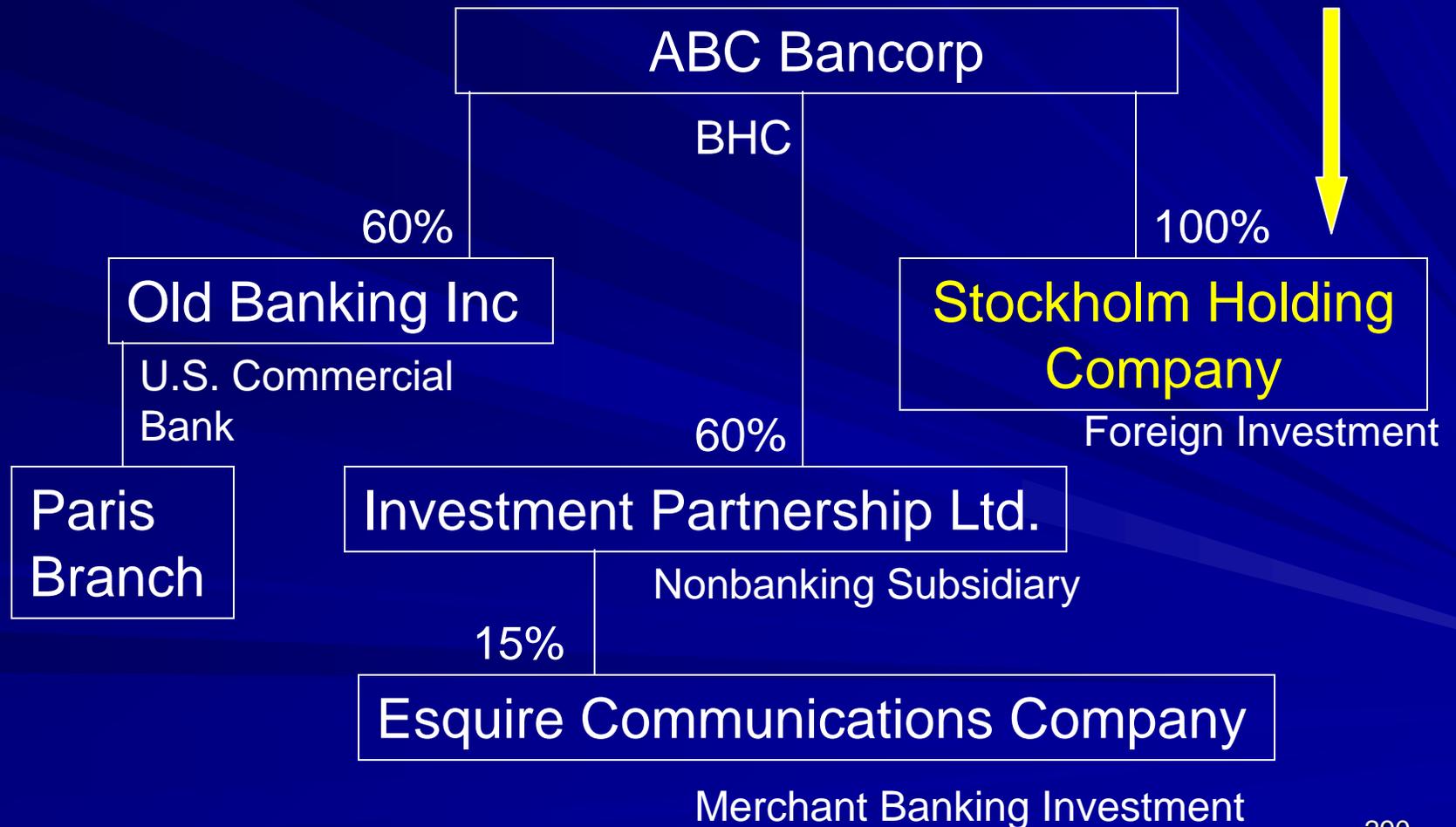
In this example, on December 1, 2007, ABC Bancorp, a BHC, acquires Stockholm Holding Company, a foreign holding company, under Regulation K, Subpart A.

Sample 11: Before the Acquisition



Merchant Banking Investment

Sample 11: After the Acquisition



Sample 11: BHC Acquires a Foreign Investment

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.

FRB Use Only

ID_RSSD_E1 (direct holder) _____

ID_RSSD_E2 (reportable company) _____

If applicable, former d/h _____

Check box if correction:

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

1.b Date of Event :

12/01/2007

(MM/DD/YYYY)

- Acquisition of a Going Concern
 De Novo Formation
 External Transfer
 Internal Transfer
 If other, please describe: _____

- Change in Ownership
 Liquidation
 Change in Characteristics
 Change in Activity or Legal Authority

- No Longer Reportable
 Became Inactive
 Became Reportable

DRAFT
 January 30, 2007
 Effective June 30, 2007

Characteristics Section

2.a **Stockholm Holding Company**

Legal Name of Nonbanking Company

2.b _____

If Name Change or Correction, Prior Legal Name of Nonbanking Company

3.a **Stockholm**

City and County

Sweden

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
 CFTC Only

- SEC and CFTC
 State Securities Department

- SEC Only
 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:
 see instructions for when applicable

leading six digits only

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

Other Holding Company

If other, please describe: _____

Sample 11: BHC Acquires a Foreign Investment

9. 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: _____

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: **ABC Bancorp** **Jersey City, NJ USA**
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)

Activity Type	FRS Legal Authority Code	NAICS Activity Code	Description of Activity
16.a Primary Activity	62	551112	_____
16.b Secondary Activity	_____	_____	_____
16.c Termination of Activity	_____	_____	_____

THE END