

INSTRUCTIONS FOR PREPARATION OF

Annual Report of ~~Bank~~ Holding Company FR Y-6

or savings and loan holding companies as defined under Section 10(a)(1)(D) of the Home Owners' Loan Act and Section 238.2(m) of Regulation LL

, savings and loan holding companies, employee stock ownership plans, employee share ownership trusts, or trusts that are savings and loan holding companies pursuant to Regulation LL (12 CFR 238.2(m)(2)),

including nonbank financial companies supervised by the Federal Reserve, securities holding companies, and designated financial market utilities as authorized under Sections 113, 618, and 809 of the Dodd-Frank Act, 12 U.S.C. 5361, 1850a(c)(1), and 55468(b)(1), respectively (collectively, "holding companies").

GENERAL INSTRUCTIONS

Who Must Report

The FR Y-6 is to be filed by all top-tier bank holding companies organized under U.S. law. In addition, the FR Y-6 must be filed by: any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 CFR 211.23); and by any top-tier bank holding company that is organized under foreign law but is not a foreign banking organization.¹ Employee stock ownership plans (ESOP) that are also bank holding companies as defined under section 2(a)(1) of the Bank Holding Company Act and section 225.2(c) of Regulation Y must file the FR Y-6 if the ESOP is the top-tier ~~bank~~ holding company. The entities listed above will hence forth be referred to as the "Reporter."

In the case of multi-tiered ~~bank~~ holding companies that are direct or indirect subsidiaries of another ~~bank~~ holding company, the top-tier ~~bank~~ holding company must file the FR Y-6 on behalf of all lower tier ~~bank~~ holding companies. The top-tier ~~bank~~ holding company must submit individual responses to Report Items 3 and 4 for itself and for each subsidiary ~~bank~~ holding company. Individual responses to Report Items 1, 2a, and 2b for each subsidiary ~~bank~~ holding company would duplicate the information submitted by the top-tier ~~bank~~ holding company and therefore not required.

Additional copies of this instruction book from the Federal Reserve Bank in the district where the reporting ~~bank~~ holding company submits its FR Y-6

1. In general, a FBO that is or is treated as a 'qualifying foreign banking organization' under section 211.23 of Regulation K (12 CFR 211.23) is not required to file the FR Y-6. See Glossary for definition of a 'qualifying foreign banking organization.' In addition, a FBO that qualifies for a limited exemption under Regulation K is not required to file the FR Y-6. Such entities instead must comply with the reporting requirements of the FR Y-7, Annual Reporting of Foreign Banking Organizations.

report or may be found on the Federal Reserve Board's public web site (www.federalreserve.gov).

submit the Report

or top-tier savings and loan holding company

Submit to the appropriate Federal Reserve Bank (see FR Y-10 Glossary) the original report and the number of copies specified by that Reserve Bank. The original and all copies must include the required attachments.

All reports shall be made out clearly and legibly, submitted in typewritten form or in ink. Reports completed in pencil will not be accepted.

When to Submit

or employee share ownership trusts

The FR Y-6 is required to be submitted as of the end of the top-tier ~~bank~~ holding company's fiscal year end.

The FR Y-6 must be filed with and received by the appropriate Federal Reserve Bank **no later than 90 calendar days** after the top-tier ~~bank~~ holding company's fiscal year end. ~~Bank~~ holding companies filing a tiered report should file as of the fiscal year end of the top-tier ~~bank~~ holding company. The report is due at the appropriate Federal Reserve Bank by 5:00 P.M. on the submission date. The filing of a completed report will be considered timely, regardless of when the report is received, provided it is received by the appropriate Federal Reserve Bank by the end of the calendar day preceding the submission date.

A company whose completed FR Y-6 is received late may be called upon to provide proof of timely mailing. A "Certificate of Mailing" (U.S. Postal Service Form 3817) may be used to provide such proof. If an overnight delivery service is used, entry of the completed original report into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original report on or before the submission deadline to the location to which the report would otherwise

the Report of Changes in Organizational Structure (FR Y-10)

employee stock ownership plan or employee share ownership trust

(FR Y-7).

General and Report Item Instructions

be mailed is an acceptable alternative to mailing such report. Companies that are unable to obtain the required officers' signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline should contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report data and the subsequent filing of their signed reports.

If the submission deadline falls on a weekend (Saturday or Sunday) or holiday, the report must be received by 5:00 P.M. on the first business day after the weekend or holiday. Any report received after 5:00 P.M. on the first business day after the weekend or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original weekend or holiday submission deadline (original deadline), or the institution has a record of sending the report by overnight service one day prior to the original deadline.

How to Prepare the Report

A. Confidentiality

Once submitted, a FR Y-6 report becomes a Federal Reserve Board (Board) record and may be requested by any member of the public pursuant to the Freedom of Information Act (FOIA), 5 U.S.C. § 552. Under the FOIA, Board records generally must be disclosed unless they are determined to fall, in whole or in part, within the scope of one or more of the FOIA exemptions from disclosure. See 5 U.S.C. § 552(b)(1)-(9).

The exempt categories include (but are not limited to) "trade secrets and commercial or financial information obtained from a person and privileged or confidential" (exemption 4), and information that, if disclosed, "would constitute a clearly unwarranted invasion of personal privacy" (exemption 6). A Reporter may request confidential treatment for any information submitted on the FR Y-6 that the Reporter believes is exempt from disclosure under FOIA. The Reporter must follow the steps outlined immediately below, and certify on the completed and signed Cover Page to the FR Y-6 that these steps have been followed.

This report requires the submission of information regarding individuals. The submission of information on individuals can raise privacy concerns, especially when reporters provide more details on individuals than is

[missing period]

required to be submitted. The report items regarding individuals are narrowly tailored to minimize these concerns. The Reporter is responsible for ensuring that the information provided on individuals is limited to that which is requested in the relevant report items.

The Reporter must take appropriate measures to safeguard the confidentiality of information provided to the Federal Reserve, including details regarding individuals. The Reporter must confirm (on the cover sheet to this report) that the Reporter has the authority (a) to provide information regarding individuals to the Federal Reserve, and (b) on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve will assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 CFR Part 261, **that the Reporter and individual consent to public release of all details in the report concerning that individual.**

Reporters requesting confidential treatment are hereby advised that Board policy states that disclosure of the names and the number of voting securities provided in response to Report Item 3 that pertain to securities holders who control 10 percent or more of any class of voting securities of a ~~bank holding company or bank~~, unless there is shown to be a well-defined present threat to the liberty or personal security of individuals. This policy shall not preclude a Reporter from raising any ground for confidential treatment of such information that may be available under the FOIA. Therefore, it is incumbent on Reporters to make a formal, substantiated request for confidential treatment of any portion of the report that they believe should be kept confidential, and that includes (but is not limited to) information on holders of voting securities.

holding company, bank, or savings association

Reporters that seek confidential treatment for specific report item responses to the FR Y-6 must divide their report submission into two parts, filed simultaneously. The separately bound confidential volume should be accompanied by a cover page marked "confidential" and include only those report item responses for which confidential treatment is requested. The public volume should include responses to all of the report items. The responses to those items for which confidential treatment is requested should indicate that the responsive data may be found in the confidential volume. They also should clearly describe

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Insurance savings and loan holding companies that do not prepare GAAP financial statements pursuant to Section 13 or 15(d) of the Security Exchange Act of 1934 may satisfy the audit requirement with financial statements completed in accordance with Statutory Accounting Principles (SAP).

or visually indicate the amount of information for which confidential treatment is sought.

The Reporter also must submit a letter concurrent with submission of the two-part FR Y-6, identifying the specific information for which confidential treatment is sought, providing legal justification for the request, and describing the specific harm that would result from disclosure of the information. Unsupported or conclusory statements that disclosure will cause competitive harm or result in an invasion of privacy will be considered insufficient to support the request for confidential treatment.

Reporters must submit a request for confidential treatment at the time of filing this report even if they previously requested (and were or were not accorded) confidential treatment for the same information as filed on a previous FR Y-6 report or as otherwise provided to the Board.

Information for which confidential treatment is requested may be released subsequently by the Federal Reserve System if the Board determines that the disclosure of such information is required by law or in the public interest. In general, Federal Reserve staff will notify the Reporter before releasing information for which confidential treatment has been requested. For further information on the procedures for requesting confidential treatment and the Board's procedures for addressing such requests, consult the Board's Rules Regarding Availability of Information, 12 CFR part 261, including 12 CFR 261.15, which governs requests for confidential treatment.

B. Additional Information

The Federal Reserve System reserves the right to require the filing of additional statements and information if the information submitted in the FR Y-6 report is not sufficient to appraise the financial soundness of the bank holding company or to determine its compliance with applicable laws and regulations. The Reporter must follow the steps outlined in the section immediately above with respect to any additional information for which it seeks confidential treatment.

C. Audit Requirements

Top-tier bank holding companies do not have to submit audited financial statements as part of the requirements of the FR Y-6. However, the Federal Reserve requires

that top-tier bank holding companies with total consolidated assets of \$500 million or more must have an annual audit of its consolidated financial statements by an independent public accountant. If a top-tier bank holding company reaches the threshold of \$500 million or more in total consolidated assets during its fiscal year, the annual audit requirement by an independent public accountant would not be required until its following fiscal year end. In other words, for the annual audit requirement, an institution's total assets are measured as of the beginning of its fiscal year.

If the audit of the top-tier bank holding company's financial statements is also being performed to satisfy the audited requirements of an insured depository institution as allowed in Part 363 of the FDIC's regulations (12 CFR part 363), then the completion of the audit of the top-tier bank holding company's financial statements must be accomplished in the time frame allowed in Part 363 of the FDIC's regulations. Generally, this means that a public bank holding company must have its audited financial statements on file and readily available for its appropriate Federal Reserve Bank by 90 days after its fiscal year end (i.e., the FR Y-6 deadline), and a non-public top-tier bank holding company must have its audited financial statements on file by 120 days after its fiscal year end.

The annual audit must be in accordance with generally accepted auditing standards (balance sheets, statements of income, changes in equity capital, and cash flows, with accompanying footnote disclosure). The scope of the audit engagement shall be sufficient to permit such accountant to determine and report whether the financial statements are presented fairly and in accordance with generally accepted accounting principles.

In addition, the Federal Reserve may request audited consolidated financial statements from any bank holding company with total consolidated assets of less than \$500 million if deemed warranted for supervisory purposes.

D. Signatures

The *Annual Report of Bank Holding Companies* (FR Y-6) is required to be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a

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director, the chairman of the board must sign the report. By signing the cover page of this report the director (or chairman of the board) acknowledges that any knowing and willful misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject the director (or chairman of the board) to legal sanctions provided by 18 USC 1001 and 1007.

E. Amended Reports

The Federal Reserve may require the filing of an amended *Annual Report of Bank Holding Companies* if the report as previously submitted contains significant errors. In addition, a Reporter should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve. The Reporter must follow the steps outlined in Section A above, with respect to any additional information for which it seeks confidential treatment.

F. Monitoring of Regulatory Reports

Federal Reserve Banks will monitor the filing of all regulatory reports to ensure that they are filed in a timely manner and are accurate and not misleading. Reporting deadlines are detailed in the *When to Submit the Reports* section of these General Instructions. Additional information on the monitoring procedures is available from the Federal Reserve Banks.

G. What Must Be Submitted

Top-tier bank holding companies must submit responses to each of the following report items. If certain report items are not applicable to the reporting bank holding company, a response of "No", "None" or "Not Applicable", as appropriate, must be reported for those report items. Otherwise, Reserve Bank staff will contact the Reporter to ensure the response is complete. See Appendix A for a sample of a completed FR Y-6.

Cover Page:

The completed cover page of the FR Y-6 must be signed by an authorized person that is *both a director and officer* (or chairman of the board) of the top-tier bank holding company. The signed cover page should be submitted with the FR Y-6 report as it is considered part of the FR Y-6 report.

For Use By Tiered Bank Holding Companies:

The top-tier bank holding company of a tiered bank holding company must complete the information required for each of its subsidiary bank holding companies. This information should only be submitted by top-tier bank holding companies with subsidiary bank holding companies. Do not submit COV-2 if your organization does not have a subsidiary bank holding company.

Report Item 1: Annual Report to Shareholders

A bank holding company that prepares an annual report for its shareholders and is **not registered** with the Securities and Exchange Commission (SEC) must submit the number of copies of the annual report specified by the appropriate Reserve Bank with its FR Y-6. If the annual report is not available by the submission date, the bank holding company must inform the appropriate Federal Reserve Bank that it will forward its annual report to the appropriate Federal Reserve Bank as soon as practicable.

A top-tier bank holding company that is not registered with the SEC must indicate on the cover page (per checkbox at lower left-hand corner) that an annual report to shareholders: (a) is included with the FR Y-6 report, (b) will be sent under separate cover, or (c) is not prepared. An annual report is to be submitted to the Federal Reserve only if such a report is created for shareholders. ~~Bank holding companies do not need to create an annual report if such report is not normally created for shareholders.~~

Bank holding companies may be required to submit, at the discretion of their appropriate Federal Reserve Bank, free-form comparative financial statements, footnotes and any other information that is deemed necessary by their appropriate Federal Reserve Bank to fulfill its supervisory responsibilities. The Federal Reserve may request that such financial statements and footnotes be audited by an independent public accountant.

Report Item 2a: Organization Chart

Submit an organization chart indicating the Reporter and its interest in all entities as defined below. This includes: (a) companies reportable on the *Report of Changes in Organizational Structure* (FR Y-10) and (b) additional companies reportable on the FR Y-6. The organization

General

3. State or country (if foreign) of incorporation of each entity. Companies that are incorporated or organized in the U.S. should only report the state of incorporation. Companies that are incorporated or organized outside the U.S. should only report the country of incorporation. The state or country (if foreign) of incorporation is required for all business organization types. For instance, limited liability companies should report the state or country (if foreign) in which they filed their articles of organization.;

chart may be in a diagram or list format. It should disclose the:

- 1. full legal names (use abbreviations **only** if part of the legal name);
- 2. physical address (i.e., city and state/country) of the entity;
- 4. 3. intercompany ownership and control relationships (including any interest held by a Reporter in an entity through more than one direct holder); and
- 5. 4. percentage ownership (of voting and nonvoting equity or other interests) by each direct holder. For partnerships and limited liability companies, the specific partner or member interest should be provided (i.e., general or limited partner, managing or non-managing member. ← **add parenthesis**)

and savings associations

or which the Reporter otherwise directly or indirectly controls;

- (4) Companies other than ~~bank~~ holding companies, U.S. banks or foreign banking organizations (“Nonbanking Companies” for purposes of the FR Y-6) that the Reporter controls directly or indirectly.³ This includes financial and other nonbank subsidiaries of ~~national or state~~ banks controlled by a ~~bank~~ holding company;
- (5) Large banking and insurance company investments made by an affiliate of a financial holding company and its affiliates on a combined basis acquired more than 5 percent of the voting securities, assets, or ownership interest **to report,** engaged in a nonfinancial activity at a cost that exceeds the lesser of 5 percent of the parent financial holding company’s Tier 1 capital (or total capital for FR Y-9SP filers) or \$200 million;

As described below the FR Y-6 Organization Chart may have companies in addition to those reportable on the FR Y-10. The top-tier ~~bank~~ holding company may choose how to report those differences using one of the following two options. One option is a single organization chart, annotated to indicate those companies reportable on the FR Y-6 Organizational Chart, but not reportable on the FR Y-10. Option two is an organization chart showing the companies that are solely reportable on the FR Y-10 and a separate listing that shows companies that are reportable on the FR Y-6 but are not reportable on the FR Y-10.

To determine the appropriate percentage by rounding the actual number down to the nearest whole percentage. For example, a percentage of 79.85 should be rounded down to 79.
Note: There are two exceptions to this rounding rule: when the percentage is greater than 50 but less than 51, report the percentage as 51, or if the percentage is greater than 0 but less than 1, report the percentage as 1.

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6:

- (1) Top-tier ~~bank~~ holding companies organized under U.S. law, regardless of financial holding company status;
- (2) Foreign banking organizations that do not meet the requirements of and are not treated as qualifying foreign banking organizations under section 211.23 of Regulation K;
- (3) ~~Bank~~ holding companies, U.S. banks or foreign banking organizations in which a Reporter directly or indirectly in the aggregate controls, owns, or holds, more than 5 percent of any class of voting securities,²

- (6) Any entity not mentioned above that is required to file a regulatory financial report with the Federal Reserve System; and
- (7) Any company (even if it does not otherwise meet the reporting criteria) that is both a subsidiary of the Reporter and a parent of a reportable company.

This list of companies reportable on the FR Y-10 includes

, bank or savings association

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ary) as fiduciary are d if the securities are held for the benefit of employees, securities holders, members, affiliates of the Reporter or any Reporter subsidiary, or if the securities are of a ~~bank~~ holding company or ~~bank~~ organized under U.S. law and the Reporter has directly or indirectly had the sole power to vote the securities for more than 2 years. In addition, a security that is convertible into a voting security at a holder’s option is deemed to be a securities of the class into which the security is convertible. The ~~bank~~ holding company should check to see if any other basis for control exists (such as a management agreement or the power to control the election of a majority of directors).

, savings associations

2. In general, a Reporter is considered to control all securities which it or its subsidiaries have the power to vote, but not securities held in a fiduciary capacity. However, securities held by a Reporter (or its subsidi-

3. To determine whether one company controls another company, apply the standard for control as defined in the Glossary of the FR Y-10.

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for bank holding companies and 25 percent or less for savings and loan holding companies

a Reporter's directly or indirectly held subsidiaries that are direct or indirect holders of any of the above companies.

Additional companies reportable on the FR Y-6:

Include Nonbanking Companies in which the Reporter directly or indirectly in the aggregate controls more than 5 percent, but less than 25 percent, of the outstanding shares of any class of voting securities. With respect to such companies, a Reporter need not report on its organizational chart the exact percentage of the voting securities that it controls, and need only indicate that the company is not reportable on the FR Y-10.

Companies not reportable on the FR Y-6 Organization Chart:

- (1) *Inactive Companies*: Any company that exists as a matter of law, but does not engage in any business activity. The company becomes reportable once it begins to engage in business. Note that inactive companies include companies that have been set-up as name-saving organizations or have been formed or incorporated but do not yet conduct any business activity. Any company that is inactive as of the end of the reporting period does not need to be reported on the FR Y-6;
- (2) *Companies Held by a Small Business Investment Company*: Any company controlled directly or indirectly by a Small Business Investment Company that is registered with the Small Business Administration, unless the interest in the company is a reportable merchant banking or insurance company investment on the FR Y-10;
- (3) ~~*Debts Previously Contracted*: Any nonbanking company acquired in full or in part to satisfy a debt previously contracted or that solely holds assets acquired in satisfaction of a debt previously contracted;~~
- (4) *Interests Held as Collateral*: Interest held solely as collateral securing an extension of credit.
- (5) *Companies Controlled Through an Insurance Underwriter*: Any nonbanking company organized under

An interest in a nonbanking company acquired to secure or collect a debt previously contracted or in a nonbanking company that solely holds assets acquired in satisfaction of a debt previously contracted. A company that holds only foreclosed properties should not be reported. Contrarily, a company that holds a mixture of foreclosed properties and non performing loans that are not yet in default should be reported.

and Section 10(c) of the Home Owners' Loan Act,

of insurance, (b) a Nonbanking Company required to file a financial report with the Federal Reserve System, or (c) any interest that is a reportable merchant banking or insurance company investment;

- (6) *Advising and Administering a Mutual Fund*: Note that advising and administering a mutual fund does not by itself constitute a reportable interest of a Reporter in a fund;
- (7) *Special Purpose Vehicles (SPV)*: Any company formed for specific leasing transactions, such as a special purpose vehicle engaged in a single leasing transaction;⁴
- (8) *Companies Required to be Conformed or Divested*: Any company which must be divested, or the activities of which must be conformed, pursuant to Sections 4(a)(2) or 4(n)(7) of the Bank Holding Company Act or pursuant to a commitment made to the Board or the Federal Reserve Bank (see also 12 C.F.R. 225.85); and
- (9) *Other Merchant Banking or Insurance Company Investments*. Unless such an investment is reportable on the FR Y-10 (see above), it is not reportable on the FR Y-6; and
- (10) *Public Welfare Investments*. Public welfare investments subject to prior-notice or post-notice filing requirements with federal banking agencies (such as a 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.

See Appendix A for a sample organization chart.

Report Item 2b: Domestic Branch Listing

A few weeks after a Reporter's fiscal year-end, a list of domestic branches (henceforth referred to as a branch report) of each domestic depository institution (including thrifts) and Edge and agreement corporations within the Reporter's organization will be available for download at

able Interest Entity (as defined in ASC Overall (formerly FASB Interpretation Variable Interest Entities, as amended endments to FASB Interpretation No. ple on either the FR Y-6 or FR Y-10 so bl the entity.

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<http://structurelists.federalreserve.gov/> If a Reporter has questions on accessing its branch report, the Reporter should contact its local Federal Reserve Bank. The Reporter is required to verify and reconcile the branch report(s) against the actual domestic branches of each depository institution, including Edge and agreement corporations that were in operation as of its fiscal year-end. Any corrections, including closures, openings, and additions to the branch report(s) shall be submitted with the FR Y-6 report by the deadline date. Additionally, the verification of all branch structure data, including any corrections, shall be reported to the appropriate Federal Reserve Bank using the same format provided by the Federal Reserve Bank.

Information is required for all reportable domestic branches and offices (henceforth referred to as branches). Domestic branches are defined as: 1) branches located in the fifty states of the United States, which are branches of U.S. depository institutions; and 2) branches located in the U.S. territories, which are located in the same territory as their head office depository institution. A FR Y-10 report is also necessary to report branch changes.

For purposes of this report item, a branch is any location or facility of a domestic depository institution, including the main office, where any of the following occur: accounts are opened, deposits are accepted, checks are paid or loans are granted. Reportable branches include, but are not limited to: brick and mortar locations, drive-in facilities, mobile/seasonal offices, offices on domestic or foreign military bases of government installations, paying or receiving stations or units (not stand-alone Automated Teller Machines (ATMs)), and Internet and Phone Banking locations where a customer can open accounts, make deposits or borrow money.

The following information should be verified for each branch:

- Popular name of the branch (please include the word mobile in the popular name of a mobile office),
- Date the branch opened, closed, or experienced a change,
- Street address (post office boxes are not appropriate),
- City,
- County,
- State or province,

- Country,
- Zip or postal code, and
- Applicable branch service type.

Branch Service Type

The following branch service types should be verified for each branch.

Full Service - A branch that accepts deposits, makes loans, opens/closes accounts, has a loan officer and full-time staff on site, maintains normal hours, and may have safe deposit facilities on site. The site may be owned or leased by the institution or located in a retail facility such as a supermarket.

Limited Service - A branch that accepts deposits and payments; however, it may not offer other services. Examples include a Military Facility that operates on a military base for the sole purpose of cashing military and government payroll checks, a drive-through facility that can accept deposits and make payments but may not offer other services, a mobile/seasonal or otherwise temporary branch that may not have a fixed location or is only open for a limited period, or a limited service facility located in a retail establishment. When reporting the current address for a mobile branch, use the address of the main office.

Trust - An office that only conducts trust activities and does not accept deposits.

Electronic Banking - A facility with phone, PC, and/or website services through which customers can open accounts, apply for loans, make fund transfers into accounts and other types of electronic transactions from a remote location.

NOTE: For Electronic Banking branches, the current address should be the same as that of the operations center that performs the back room operations associated with this activity.

Note: A branch does not include Administrative offices, Loan Production offices, Consumer Credit offices, stand-alone ATMs, Contractual offices, Customer Bank Communications Terminals (CBCT) and Electronic Fund Transfer Units (EFTU).

Report Item 3: Securities Holders

The top-tier ~~bank~~ holding company must file Report Item 3. In a multi-tiered ~~bank~~ holding company organization

Small Business Lending Fund (SBLF) investments of 5% or more are reportable in Report Item 3 and should be treated similar to TARP. The SBLF program and TARP CPP have similar funding mechanisms and regulatory reporting requirements.

Trouble Asset Relief Program Capital Purchase Program (TARP CPP)

the top-tier bank holding company must also submit as part of its FR Y-6 a separate Report Item 3 for each lower tier bank holding company.

(1) List each securities holder of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company as of the fiscal year end of the bank holding company. In addition, list each person, entity, or person acting in concert (including families), that holds options, warrants or other securities or rights that can be converted into or exercised for voting securities, which, in their aggregate, and including voting securities currently held, would equal or exceed 5 percent of any such class of voting securities. For example, an individual or entity that currently holds 2 percent of a class of voting securities and options that would represent an additional 3 percent of such class of voting securities if exercised should be included in this report item. When the shares of the bank holding company are held by a nominee or in street names, list beneficial owners to the extent information is available. For bank holding companies that are partnerships, list each partner who has a 5 percent or more ownership interest. Include all general partner interests in each reportable bank holding company. Also, include warrants issued through the TARP CPP program by the U.S. Treasury to purchase shares of common stock of public bank holding companies. (See the TARP CPP program at the U.S. Treasury website: <http://www.treasury.gov/Pages/default.aspx> for details on the warrants.)

For each securities holder, include any entity listed above, provide the following:

- (a) Name, city and state/country (do not include the street address or social security number);
- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of securities and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants or other securities or rights) or, in the case of a partnership, the proportionate interest.

(2) List any securities holder not listed in section 3(1) above that owned or controlled 5 percent or more of

any class of voting securities in the bank holding company during the fiscal year for which the report is being filed. In addition, list each person or entity, or person acting in concert (including families) that held options, warrants or other securities or rights that could have been converted into or exercised for voting securities, which, in their aggregate, and including voting securities held, would have equaled or exceeded 5 percent of any such class of securities.

For each securities holder, including any entity enclosed above, list the following:

- (a) Name, city and state/country (do not include street address or social security number);
- (b) Country of citizenship (if an individual) or country of incorporation (if a company); and
- (c) Number of securities and percentage of each class of voting securities owned, controlled, or held with power to vote (listing separately the number of options, warrants or other securities or rights) or, in the case of a partnership, the proportionate interest. e.g.

For trusts that meet the definition of a company contained in Regulation Y (12 CFR 225.2(d)), including employee benefit plans (i.e., ESOPs, profit sharing trusts, etc.) that are bank holding companies, report each trustee or designated individual that has the power to vote those securities held in the employee benefit plan. In addition, describe the proportionate interest in the securities controlled by the trustee or designated individual.

The estate of [redacted] recorded as the [redacted] has been settled [redacted]

See Appendix A [redacted]

, and for trusts that meet the definition of savings and loan holding company contained in Regulation LL (12 CFR 238.2(m)(2)),

Report Item 4: Insiders

The top-tier bank holding company must file Report Item 4. In a multi-tiered bank holding company organization the top-tier bank holding company must also submit as part of its FR Y-6 a separate Report Item 4 for each lower tier bank holding company.

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the bank holding company, regardless of title

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and SBLF

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or compensation, as of the fiscal year end, showing the following:

- (1) Name, city and state/country ~~(do not include street address or social security number);~~
- (2) Principal occupation, if other than with the ~~bank~~ holding company;
- (3) Title or position with:
 - (a) the ~~banking~~ holding company;
 - (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the ~~bank~~ holding company; and
 - (c) any other company in which the person is a director, trustee, partner, or executive officer; and
- (4) Percentage of each class of voting securities owned, controlled, or held with power to vote (including options, warrants or other securities or rights that can be converted into or ~~exercised~~ for voting securities) in:
 - (a) the ~~bank~~ holding company;
 - (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the ~~bank~~ holding company; and
 - (c) any other company, if 25 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.

For purposes of Report Item 4, the following definitions apply:

An "executive officer" of a ~~company or bank~~ generally means a person who participates or has authority to participate (other than in the capacity of a director) in major policy-making functions of the ~~company or bank~~, whether or not:

- (1) the officer has an official title,
- (2) the title designates the officer an assistant, or
- (3) the officer is serving without salary or other compensation.

company, bank, or savings association

Trustees and administrative committee members are considered executive officers of an employee benefit plan.

An "insider" means an executive officer, director, or principal securities holder, and includes any related interest of such a person.

A "principal securities holder" generally means an individual or a company ~~(other than an insured bank)~~ that directly or indirectly, or acting through or in concert⁵ with one or more persons (including families⁶), owns, controls, or has the power to vote 10 percent or more of any class of voting securities of a member bank or company. In addition, list each person or entity that holds options, warrants or other securities or rights that can be converted into or, which, in their aggregate, and including voting securities currently held, would exceed 10 percent of any such class of voting securities. For example, an individual or entity that currently holds 7 percent of a class of voting securities and options that would represent an additional 3 percent of such class of voting securities if exercised should be included in this report item.

A "Company" means any corporation, partnership, trust (business or otherwise), association, joint venture, pool-syndicate, sole proprietorship, unincorporated organization, or any other form of business entity not specifically listed herein. However, for purposes of this report, the term does not include:

- (1) An insured depository institution (as defined in 12 U.S.C. 1813); or
- (2) A corporation the majority of the shares of which are owned by the United States or by any State.

See Appendix A for a sample of an Insider list.

5. Acting in concert includes knowing participation in a joint activity or parallel action towards a common goal of acquiring control of a state member bank or ~~bank~~ holding company whether or not pursuant to an express agreement.

6. Family includes a person's father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, son, daughter, stepson, stepdaughter, grandparent, grandson, granddaughter, father-in-law, mother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.

brother-in-law

Appendix A

FR Y-6 Example Format and Guidance*

* Under the Federal Reserve Board's Regulatory Reports Monitoring Program, required items for non-automated reports should be appropriately completed and contain all of the specified information. If a required item is not appropriately completed, containing all the specified information, the report will be considered to be false. The reporting ~~bank~~ holding company has discretion regarding the format of this report as long as each reporting item is included in the report. This example does not include every situation or relationship that is reportable in the FR Y-6 report. It is solely intended to provide ~~bank~~ holding companies assistance in completing the FR Y-6.

and is not registered with the SEC. As specified by the appropriate Reserve Bank, XX copies are enclosed.

SAMP-1

FR Y-6

Example Format and Guidance

SAMPLE

1. Annual Report to Shareholders [Bold]
Inform whether or not an annual report is prepared and enclosed

for Bank Holding Company

Form FR Y-6

Cliff Bancshares, Inc.
St. Louis, Missouri

Fiscal Year Ending December 31, 20XX

Report Item

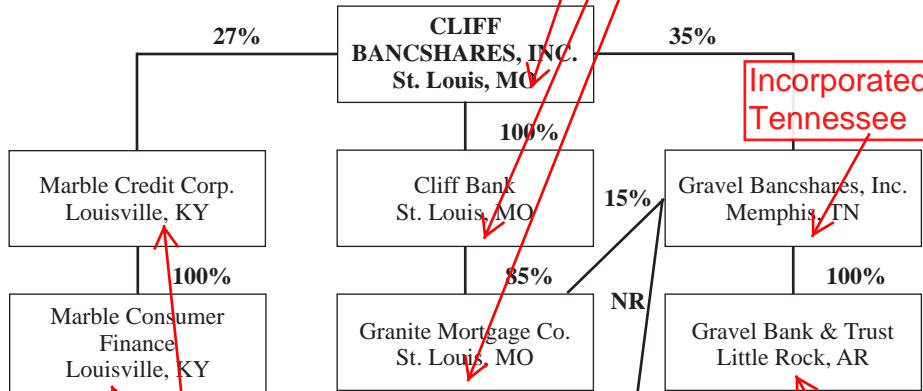
1: The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

2: Organizational Chart

a.

Incorporated in Missouri

Incorporated in Tennessee



Incorporated in Delaware

Incorporated in Canada

Incorporated in Arkansas

NR= Ownership percentage not reportable on the FR Y-10. Percentage of ownership is less than 25% and the companies are not controlled by any other means.

Include the state or country (if foreign) of incorporation for all entities.

2a. Organization Chart

1. Include the full legal name and the city and state (U.S. entities) or the city and country (non-U.S. entities) or the physical location of the principal office.

2a. Include all entities of which more than 5 percent of any class of voting shares is owned or controlled and all entities, regardless of the amount of voting shares owned, that are otherwise controlled by the top-tier bank holding company, directly or indirectly through subsidiaries.

2b: Include all changes and corrections to the branch listing downloaded at <http://structurelists.federalreserve.gov/>.

[Underline]

[Title] Domestic Branch Listing [Bold]

2b. Domestic branch listing provided to the Federal Reserve Bank.

FR Y-6
Example Format and Guidance

1. Annual Report to Shareholders [Bold]
Inform whether or not an annual report is prepared and enclosed

and is not registered with the SEC. As specified by the responsible Reserve Bank, XX copies are enclosed.

-2
SAMP-1

SAMPLE

for Savings and Loan Holding Company

Form FR Y-6

Pioneer Holdings,

~~Cliff Bancshares, Inc.~~
St. Louis, Missouri

Fiscal Year Ending December 31, 20XX

Pioneer Savings and Loan

Report Item

savings and loan

1: The ~~bank~~ holding company prepares an annual report for its securities holders. Two copies are enclosed.

Pioneer Savings and Loan

2: Organizational Chart

a.

Incorporated in Missouri

Gravel Savings Shares, Inc.
Memphis, TN
Incorporated in Tennessee

Marble Insurance
Louisville, KY
Incorporated in Delaware

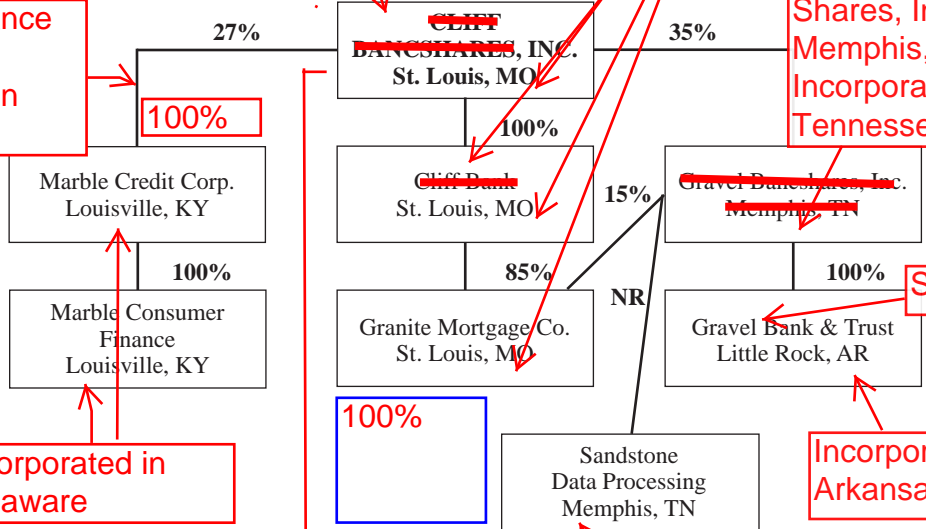
Organization Chart

- 1. Include the full legal name and the city and state (U.S. entities) or the city and country (non-U.S. entities) or the principal location of the principal office of each entity.
- 2a. Include all entities of which more than 5 percent of any class of voting shares is owned or controlled and all entities, regardless of the amount of voting shares owned, that are otherwise controlled by the top-tier ~~bank~~ holding company, directly or indirectly through subsidiaries.

2b: Include all changes and corrections to the branch listing downloaded at <http://structurelists.federalreserve.gov/>.

[Underline]

Domestic Branch Listing [Bold]



Incorporated in Delaware

Quartz Clothing Store
St. Louis, MO
Incorporated in Missouri

Incorporated in Canada

Incorporated in Arkansas

or less

NR= Ownership percentage not reportable on the FR Y-10. Percentage of ownership is less than 25% and the companies are not controlled by any other means.

2b. Domestic branch listing provided to the Federal Reserve Bank.

Example Format and Guidance

SAMPLE

Form FR Y-6
Legal Title of Bank Holding Company
Fiscal Year Ending December 31, 20XX

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-20XX

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
James Doe Anywhere, MO, USA	USA	720 - 27% Common Stock 100 - 4% Options on Common Stock	Jeannine Doe Anywhere, MO, USA	USA	160 - 6% Common Stock (repurchased) 160 - 6% Options on Common Stock (expired)
Cindy Doe Anywhere, MO, USA	USA	665 - 25% Common Stock	ABC Company St. Louis, MO, USA	USA	100 - 50% Preferred Stock (repurchased)
Gregory Doe Anywhere, MO, USA	USA	293 - 11% Common Stock	XYZ Company St. Louis, MO, USA	USA	100 - 50% Preferred Stock (repurchased)
Taylor Family Trust John Taylor - Trustee St. Louis, MO, USA	USA	160 - 6% Common Stock			
Mary Doe Anywhere, MO, USA	USA	60 - 2% Common Stock 160 - 6% Options on Common Stock			
The estate of Joe Doe St. Louis, MO, USA	USA	135 - 5% Common Stock			
U.S. Treasury Washington, DC, USA	USA	315,000 - 5% warrants on Common Stock			

667

[insert asterisk for footnote]

53

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*Taylor Family Trust provisions provided on separate attachment.

Example Format and Guidance

SAMPLE

Form FR Y-6 Legal Title of ~~Bank~~ Holding Company Fiscal Year Ending December 31, 20XX

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
James Doe Anywhere, MO, USA	N/A	Director & Chairman	Director & President (Cliff Bank)	N/A	27%	None	N/A
Cindy Doe Anywhere, MO, USA	N/A	Director & President	Director & Vice President (Cliff Bank)	N/A	25%	5% (Cliff Bank)	N/A
Gregory Doe Anywhere, MO, USA	N/A	N/A	N/A	N/A	11%**	None	N/A
Mary Doe Anywhere, MO, USA	Manufactur- ing Widget Corp.	Director	None	President - Widget Corp. Anywhere, MO	2%	None	Widget Corp. (35%)
Jeannine Doe Anywhere, MO, USA	College Administra- tor	Director & Sec./ Treasurer	None	President Anywhere College Anywhere, MO	None	2% (Cliff Bank)	N/A

**Note: Although Gregory Doe is not a director or officer of the ~~bank~~ holding company, information must be provided because he is considered a "principal securities holders" of the ~~bank~~-holding company. This definition can be found in the FR Y-6 instructions.