

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, **Joseph Campanelli**

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

02/08/2022

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID

C.I.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and 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 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2021

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

NB Financial MHC

Legal Title of Holding Company

1063 Great Plain Avenue

(Mailing Address of the Holding Company) Street / P.O. Box

Needham

MA

02492

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Craig Connolly

FVP - Controller

Name

Title

781-474-5854

Area Code / Phone Number / Extension

781-474-5855

Area Code / FAX Number

cconnolly@needhambank.com

E-mail Address

www.needhambank.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of
this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report
(check only one),

1. a letter justifying this request is being provided along
with the report

☐

2. a letter justifying this request has been provided separately ...

☐

NOTE: Information for which confidential treatment is being requested
must be provided separately and labeled
as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NB Financial Inc

Legal Title of Subsidiary Holding Company

1063 Great Plain Avenue

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Needham

MA

02492

City

State

Zip Code

Physical Location (if different from mailing address)

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City

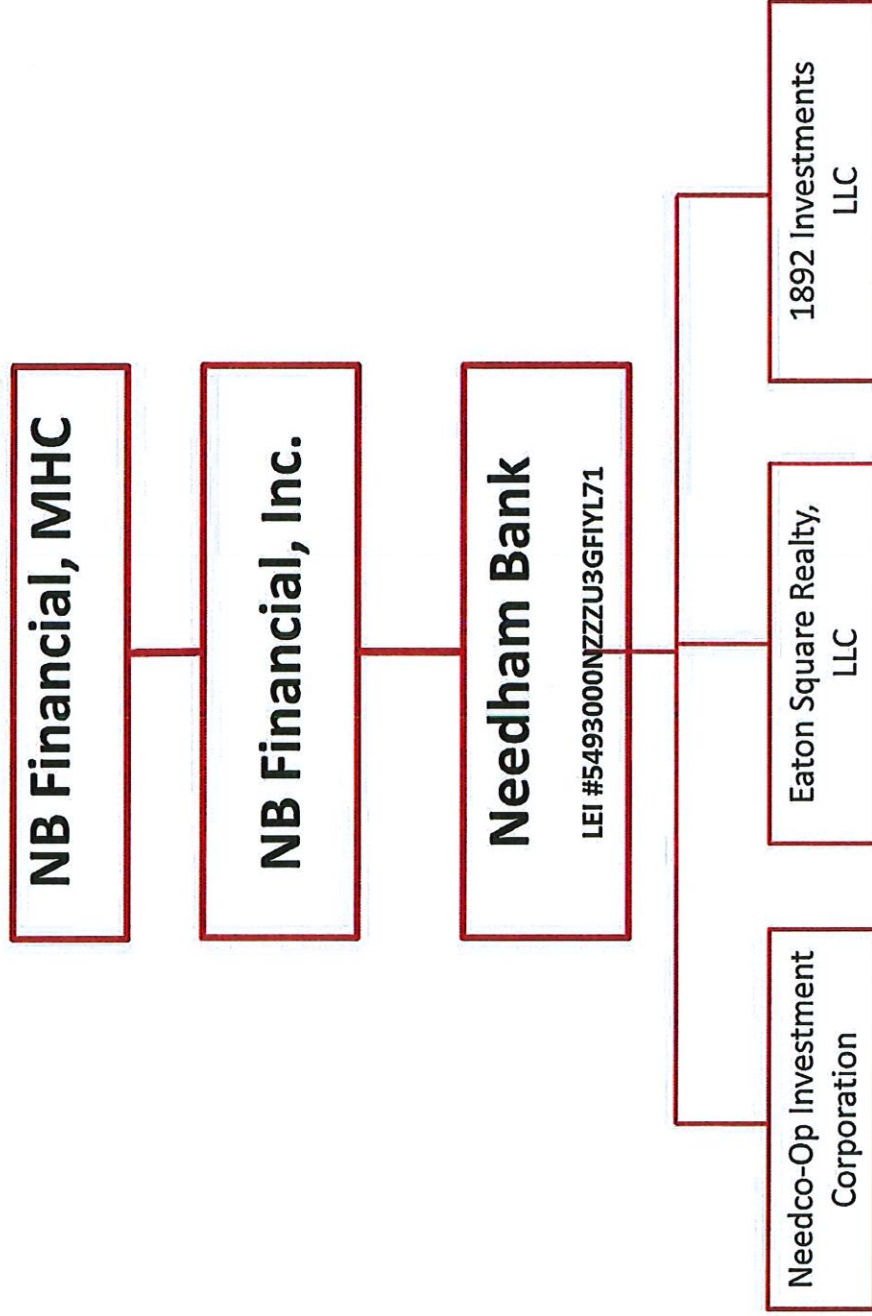
State

Zip Code

Physical Location (if different from mailing address)

2a. NB Financial MHC – Organization Chart

All entities are located in Needham, MA, 02492
Entities do not have LEI numbers unless otherwise noted
All Entities are incorporated in Massachusetts



NB Financial MHC owns 100% of NB Financial Inc
NB Financial Inc own 100% of Needham Bank
Needham Bank owns 100% of Needco-Op Investment Corporation, Eaton Square Realty LLC, and 1892 Investments LLC
Eaton Square Realty LLC and 1892 Investment LLC are wholly owned and managed by Needham Bank

Board of Governors of the Federal Reserve System

FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

[Back to Search Results](#)

A list of branches for your depository institution: **NEEDHAM BANK (ID_RSSD: 339773)**.
 This depository institution is held by **NB FINANCIAL MHC (5425653)** of **NEEDHAM, MA**.
 The data are as of **12/31/2021**.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

[Download List to Excel](#)

Institutions: 1 to 10 of 10

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
Full Service (Head Office)	339773	NEEDHAM BANK	1063 GREAT PLAIN AVE	NEEDHAM	MA	02492	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	4868600	ASHLAND BRANCH	41 FRONT STREET	ASHLAND	MA	01721	MIDDLESEX	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	162878	DEHAM MAIN OFFICE BRANCH	402 WASHINGTON STR	DEDHAM	MA	02026	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	4745680	DOVER BRANCH	60 CENTRE STREET	DOVER	MA	02030	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	891002	MEDFIELD BRANCH	520 MAIN ST	MEDFIELD	MA	02052	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	4908412	MILLIS BRANCH	857 MAIN STREET	MILLIS	MA	02054	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	5514687	TREMONT STREET BRANCH	1457 TREMONT STREET	MISSION HILL	MA	02120	SUFFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	4979506	NATICK BRANCH	17 WEST CENTRAL STREET	NATICK	MA	01760	MIDDLESEX	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	890500	WELLESLEY BRANCH	458 WASHINGTON ST	WELLESLEY	MA	02482	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773
Full Service	703703	WESTWOOD BRANCH	341 WASHINGTON ST	WESTWOOD	MA	02090	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK	339773

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Domestic Branch Listing has been verified as accurate

Results: A list of branches for your depository institution: **NEEDHAM BANK (ID: RSSD: 339773)**.
This depository institution is held by **NB FINANCIAL MMC (5425653) of NEEDHAM, MA**.
The data are as of **12/31/2021**. Data reflects information that was received and processed through **01/12/2022**.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

Actions

OK: If the branch information is correct, enter **OK** in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter **Change** in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter **Close** in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter **Delete** in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter **Add** in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments
OK		Full Service (Head Office)		339773	NEEDHAM BANK	1063 GREAT PLAIN AVE	NEEDHAM	MA	02492	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
OK		Full Service	4868600		ASHLAND BRANCH	41 FRONT STREET	ASHLAND	MA	01721	MIDDLESEX	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
OK		Full Service	162878		DEHAM MAIN OFFICE BRANCH	402 WASHINGTON STR	DEHAM	MA	02036	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
OK		Full Service	4745680		DOVER BRANCH	60 CENTRE STREET	DOVER	MA	02030	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
OK		Full Service	891002		MEDFIELD BRANCH	520 MAIN ST	MEDFIELD	MA	02052	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
OK		Full Service	4908412		MILLIS BRANCH	857 MAIN STREET	MILLIS	MA	02054	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	
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OK		Full Service	703703		WESTWOOD BRANCH	341 WASHINGTON ST	WESTWOOD	MA	02090	NORFOLK	UNITED STATES	Not Required	Not Required	NEEDHAM BANK		339773	

Insider List for NB Financial MHC

Name	City	State	Principal Occupation	Position w/ holding company	Percentage of voting shares in Holding Company
John W. McGeorge	Medfield	MA	N/A	Chairman of the Board	None
Joseph P. Campanelli	Wellesley	MA	N/A	President & CEO	None
Lennox Chase	Norwood	MA	Founder and Owner - Chase Legal Services	Director	None
Robert D. Cicerone	Dedham	MA	Associate Professor	Director	None
William M. Dorcey	Wellesley	MA	CEO - Provider Insurance Group	Director	None
William R. Day	Medway	MA	N/A	Director	None
Susan Elliott	Natick	MA	N/A	Director	None
Arthur Howe	Pocasset	MA	President - Howe Associates/Marketing Design	Director	None
Christopher Lynch	Needham	MA	President - Marshall Resources	Director	None
Tom D. McInerney	Needham	MA	Owner - Relaxin Custom Embroidery	Director	None
Paula McLaughlin	Westwood	MA	Director of Advancement - Hale Reservation	Director	None
Francis X. Orfanello	East Taunton	MA	Operating Partner - One Rock Capital Partners	Director	None
Richard P. Quincy	Westwood	MA	President - Quincy & Co.	Director	None
Mark R. Whalen	Dedham	MA	N/A	Director	None
James White	Jamaica Plain	MA	N/A	EVP - Chief Administrative Officer	None
Kevin Henkin	Norwood	MA	N/A	EVP - Chief Credit Officer	None
Danielle Walsh	Mansfield	MA	N/A	EVP - Chief Financial Officer	None
Salvatore Rinaldi	Woodbridge	CT	N/A	EVP - Chief Operating Officer	None
Peter Bakkala	Northborough	MA	N/A	EVP - Chief Risk Officer	None
Michael Sinclair	Plymouth	MA	N/A	EVP - Residential & Consumer Lending	None
Stephanie Maiona	Medfield	MA	N/A	EVP - Senior Commercial Lender	None

***NB Financial MHC owns 100% of the shares of the NB Financial Inc

*****NB Financial Inc owns 100% of the shares of Needham Bank

Voting is done by the Board of Directors where a quorum is set up and each Director has one vote.

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John W. McGeorge	Medfield	MA	N/A	Chairman of the Board	None
Joseph P. Campanelli	Wellesley	MA	N/A	President & CEO	None
Lennox Chase	Norwood	MA	Founder and Owner - Chase Legal Services	Director	None
Robert D. Cicerone	Dedham	MA	Associate Professor	Director	None
William M. Dorcey	Wellesley	MA	CEO - Provider Insurance Group	Director	None
William R. Day	Medway	MA	N/A	Director	None
Susan Elliott	Natick	MA	N/A	Director	None
Arthur Howe	Pocasset	MA	President - Howe Associates/Marketing Design	Director	None
Christopher Lynch	Needham	MA	President - Marshall Resources	Director	None
Tom D. McInerney	Needham	MA	Owner - Relaxin Custom Embroidery	Director	None
Paula McLaughlin	Westwood	MA	Director of Advancement - Hale Reservation	Director	None
Francis X. Orfanello	East Taunton	MA	Operating Partner - One Rock Capital Partners	Director	None
Richard P. Quincy	Westwood	MA	President - Quincy & Co.	Director	None
Mark R. Whalen	Dedham	MA	N/A	Director	None
James White	Jamaica Plain	MA	N/A	EVP - Chief Administrative Officer	None
Kevin Henkin	Norwood	MA	N/A	EVP - Chief Credit Officer	None
Danielle Walsh	Mansfield	MA	N/A	EVP - Chief Financial Officer	None
Salvatore Rinaldi	Woodbridge	CT	N/A	EVP - Chief Operating Officer	None
Peter Bakkala	Northborough	MA	N/A	EVP - Chief Risk Officer	None
Michael Sinclair	Plymouth	MA	N/A	EVP - Residential & Consumer Lending	None
Stephanie Malona	Medfield	MA	N/A	EVP - Senior Commercial Lender	None

***NB Financial MHC owns 100% of the shares of the NB Financial Inc

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Voting is done by the Board of Directors where a quorum is set up and each Director has one vote.

Monthly Insider Listing as of 12/27/21

RELATED INTERESTS

Campanelli, Joseph	President & CEO	
Rinaldi, Sal	EVP Chief Operating Officer	
Maiona, Stephanie	EVP Commercial Lending	JAM Parkside LLC, Kayport LLC
Bakkala, Peter	EVP Risk Management	JKB Genealogy
Henkin, Kevin	EVP Chief Credit Officer	
Sinclair, Michael	EVP Residential Lending	
Walsh, Danielle	EVP Treasurer	
White, James	EVP Director Retail Banking	White Barnes LLC
Chase, Lennox	Director	Chase Legal Services The Barn Stop My Bar Prep
Cicerone, Robert	Director	
Darcey, William	Director	
Day, William R.	Director	Darby Realty Trust
Elliott, Susan	Director	Aka M. Susan Elliott or Mary S. Elliott
Howe, Arthur	Director	
Lynch, Christopher	Director	Great Plain Ventures LLC 20 Oak St., LLC Wine Investors LLC MFL Marketing Corp., dba Marshall Resources Inc.
McGeorge, Jack	Director/Chairman of the Board	
McInerney, Thomas	Director	TTJ Properties Relaxin Custom Embroidery
McLaughlin, Paula	Director	
Orfanello, Francis	Director	
Quincy, Richard	Director	Forty Four Beacon Street Bromley Realty Trust Quincy & Company Q Squared, Inc. Gansett Management Company Centre Street Holdings LLC
Whalen, Mark	Director	

INSTRUCTIONS FOR PREPARATION OF

Annual Report of Holding Companies FR Y-6

GENERAL INSTRUCTIONS

Who Must Report

The FR Y-6 is to be filed by all top-tier bank holding companies, 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)), and securities holding companies as authorized under Section 618 of the Dodd-Frank Act, 12 U.S.C. 1850a(c)(1), (collectively, “holding companies”). 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 or top-tier savings and loan holding company that is organized under foreign law but is not a foreign banking organization.¹ Employee stock ownership plans or employee share ownership trusts 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 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 must file the FR Y-6 if the employee stock ownership plan or employee share ownership trust is the top-tier holding company. The entities listed above will hence forth be referred to as the “Reporter.”

In the case of multi-tiered holding companies that are direct or indirect subsidiaries of another holding company,

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 the *Report of Changes in Organizational Structure* (FR Y-10) 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 *Annual Reporting of Foreign Banking Organizations* (FR Y-7).

the top-tier holding company must file the FR Y-6 on behalf of all lower tier holding companies. The top-tier holding company must submit individual responses to Report Items 3 and 4 for itself and for each subsidiary holding company. Individual responses to Report Items 1, 2a, and 2b for each subsidiary holding company would duplicate the information submitted by the top-tier holding company and are therefore not required.

Additional copies of this instruction book may be obtained from the Federal Reserve Bank in the district where the reporting holding company submits its FR Y-6 report or may be found on the Federal Reserve Board’s public web site (www.federalreserve.gov).

Where to Submit the Reports

Submit to the *appropriate Federal Reserve Bank* (see the 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 the Report

The FR Y-6 is required to be submitted as of the end of the top-tier 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 holding company’s fiscal year end. Holding companies filing a tiered report should file as of the fiscal year end of the top-tier 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 by the appropriate Federal Reserve Bank, if the report is mailed first

General and Report Item Instructions

class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, 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 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 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 of information are hereby advised that Board policy strongly favors disclosure of the names and the number and percentage 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 holding company, bank, or savings association 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.

General and Report Item Instructions

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 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

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 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 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 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 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 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 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 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 (GAAP). 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

General and Report Item Instructions

may satisfy the audit requirement with financial statements completed in accordance with Statutory Accounting Principles (SAP).

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

D. Signatures

The *Annual Report of Holding Companies* (FR Y-6) is required to be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a 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 U.S.C. §§ 1001 and 1007.

E. Amended Reports

The Federal Reserve may require the filing of an amended *Annual Report of 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 holding companies must submit responses to each of the following report items. If certain report items are not applicable to the reporting 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 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 Holding Companies:

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

Report Item 1: Annual Report to Shareholders

A 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 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 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. Holding companies do not need to create an annual report if such report is not normally created for shareholders.

General and Report Item Instructions

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 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 each entity;
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;
4. intercompany ownership and control relationships (including any interest held by a Reporter in an entity through more than one direct holder); and
5. 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).

To determine the appropriate percentage to report, round 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.

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 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.

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

- (1) Top-tier 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) Holding companies, U.S. banks, savings associations 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 or which the Reporter otherwise directly or indirectly controls;
- (4) Companies other than holding companies, U.S. banks and savings associations or foreign banking organizations ("Nonbanking Companies" for purposes of the FR Y-6) that the Reporter controls directly or

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 subsidiary) as fiduciary are deemed controlled by the Reporter 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 holding company, bank or savings association 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 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).

General and Report Item Instructions

indirectly.³ This includes financial and other nonbank subsidiaries of banks and savings associations controlled by a holding company;

- (5) Large banking and insurance company investments made by an affiliate of a financial holding company are reportable if the financial holding company and its affiliates on a combined basis acquired more than 5 percent of the voting securities, assets, or ownership interest of a company 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;
- (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 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 for bank holding companies and 25 percent or less for savings and loan holding companies, 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:* 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 nonperforming loans that are not yet in default should be reported.
- (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 U.S. federal or state law, if controlled directly or indirectly by an insurance underwriter. This exception does not apply to any of the following: (a) a Nonbanking Company that is the underwriter's highest-tier provider in the U.S. of any primary line 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

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

4. Note that an interest in a Variable Interest Entity (as defined in ASC Subtopic 810-10, Consolidation – Overall (formerly FASB Interpretation No. 46 (Revised), *Consolidation of Variable Interest Entities*, as amended by FASB Statement No. 167, *Amendments to FASB Interpretation No.*

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(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 and Section 10(c) of the Home Owners' Loan Act, or pursuant to a commitment made to the Board or the Federal Reserve Bank (see also 12 CFR 225.85);

(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 and Edge and agreement corporations within the Reporter's organization will be available for download at <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).

46(R) typically will not be reportable on either the FR Y-6 or FR Y-10 so long as the Reporter does not control the entity.

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.

General and Report Item Instructions

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 holding company must file Report Item 3. In a multi-tiered holding company organization the top-tier holding company must also submit as part of its FR Y-6 a separate Report Item 3 for each lower tier 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 holding company as of the fiscal year end of the holding company. In addition, list each person, entity, or person acting in concert (including families⁵), that

5. 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, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person's spouse.

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 holding company are held by a nominee or in street names, list beneficial owners to the extent information is available. For 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 holding company. Also, include warrants issued through the Trouble Asset Relief Program Capital Purchase Program (TARP CPP) by the U.S. Treasury to purchase shares of common stock of public holding companies. Small Business Lending Fund (SBLF) investments of 5% or more are reportable in Report Item 3 and should be treated similar to TARP CPP. The SBLF program and TARP CPP have similar funding mechanisms and regulatory reporting requirements. (See the TARP CPP and SBLF programs 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 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 families⁵) that held

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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 voting securities.

For each securities holder, including any entity referenced 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.

For trusts that meet the definition of a company contained in Regulation Y (12 CFR 225.2(d)), including employee benefit plans (e.g., ESOPs, profit sharing trusts, etc.) that are bank holding companies, and for trusts that meet the definition of savings and loan holding company contained in Regulation LL (12 CFR 238.2(m)(2)), report each trustee or designated individual that has the power to vote those securities held in the employee benefit plan. In addition, describe the provision in the trust for voting the securities controlled by the plan.

The estate of deceased securities holder should be recorded as the securities holder of record until the estate has been settled.

See Appendix A for a sample of a securities holder list.

Report Item 4: Insiders

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

List each principal securities holder, director, trustee, partner, executive officer, or person exercising similar functions of the holding company, regardless of title 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 holding company;
- (3) Title or position with:
 - (a) the holding company;
 - (b) all direct and indirect subsidiaries (including the name of the subsidiary(s)) of the 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 holding company;
 - (b) direct and indirect subsidiaries (including the name of the subsidiary(s)) of the 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, bank, or savings association 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, bank, or savings association 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.

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

An “*insider*” means an executive officer, director, or

General and Report Item Instructions

principal securities holder, and includes any related interest of such a person.

A “*principal securities holder*” generally means an individual or a company that directly or indirectly, or acting through or in concert⁶ with one or more persons (including families⁷), 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,

6. 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 holding company whether or not pursuant to an express agreement.

7. 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, brother-in-law, sister-in-law, son-in-law, daughter-in-law, the spouse of any of the foregoing, and the person’s spouse.

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.

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 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 holding companies assistance in completing the FR Y–6.

FR Y-6

Example Format and Guidance

**SAMPLE
FOR BANK
HOLDING
COMPANY****Annual Report to Shareholders**

1. Inform whether or not an annual report is prepared and enclosed.

Organization Chart

- 2a: 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.

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

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.

Domestic Branch Listing

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

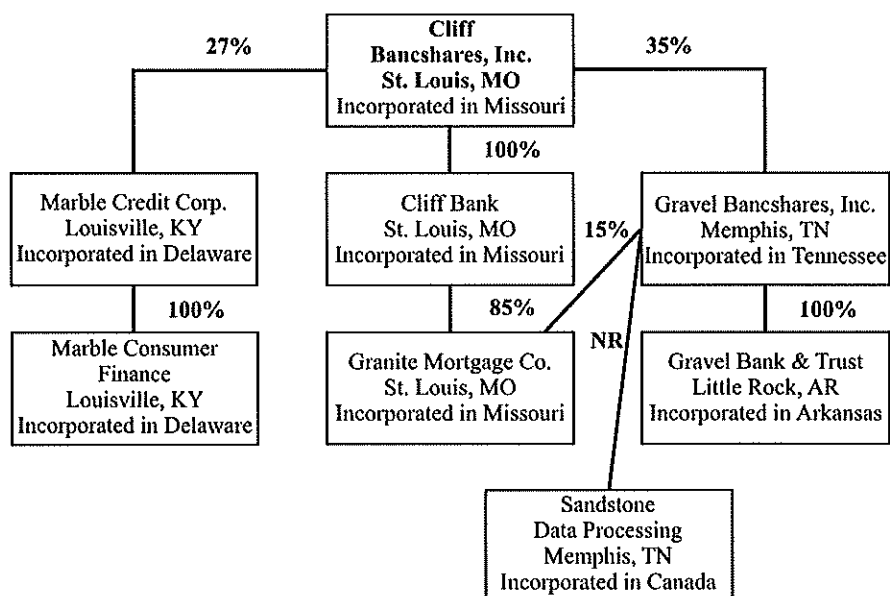
Form FR Y-6

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 and is not registered with the SEC. As specified by the appropriate Reserve Bank, XX copies are enclosed.
- 2a: Organizational Chart



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.

FR Y-6

Example Format and Guidance

SAMPLE FOR SAVING AND LOAN HOLDING COMPANY

Annual Report to Shareholders

1. Inform whether or not an annual report is prepared and enclosed.

Organization Chart

- 2a: 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.

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

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 savings and loan holding company, directly or indirectly through subsidiaries.

Domestic Branch Listing

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

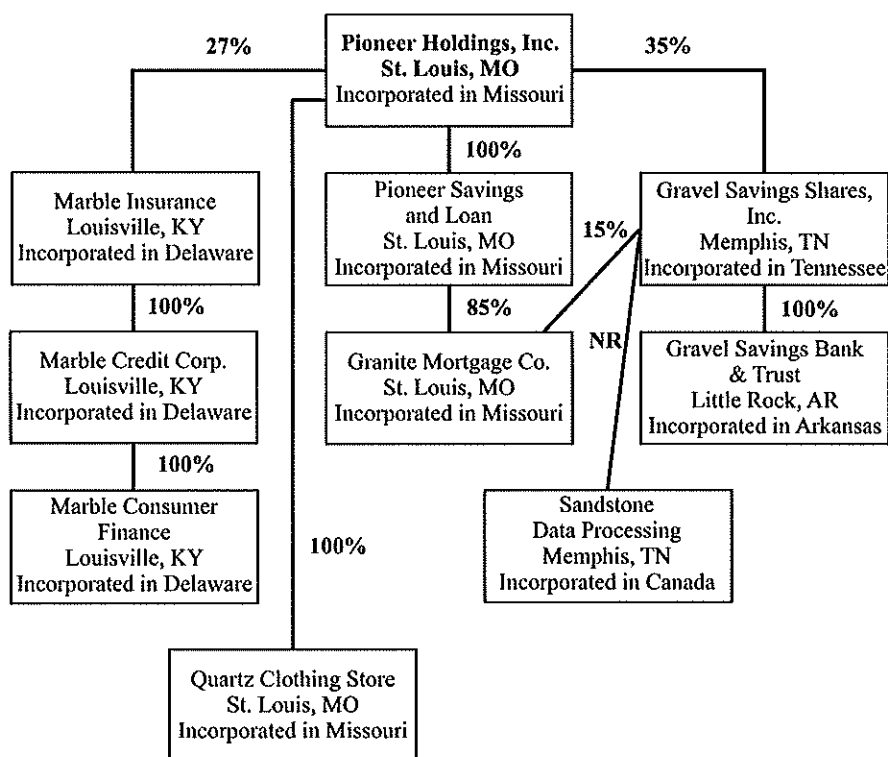
Form FR Y-6

Pioneer Holdings, Inc.
St. Louis, Missouri

Fiscal Year Ending December 31, 20XX

Report Item

- 1: The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, XX copies are enclosed.

2a: Organizational Chart

NR= Ownership percentage not reportable on the FR Y-10. Percentage of ownership is 25% or less 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 Holding Company
Fiscal Year Ending December 31, 20XX

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX				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		
(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	667 - 25% Common Stock				
Gregory Doe Anywhere, MO, USA	USA	293 - 11% Common Stock		ABC Company St. Louis, MO, USA	USA	100 - 50% Pre- ferred Stock (repurchased)
Taylor Family Trust* John Taylor - Trustee St. Louis, MO, USA	USA	160 - 6% Common Stock		XYZ Company St. Louis, MO, USA	USA	100 - 50% Pre- ferred Stock (repurchased)
Mary Doe Anywhere, MO, USA	USA	53 - 2% Common Stock 160 - 6% Options on Common Stock				
The estate of Joe Doe St. Louis, MO, USA	USA	133 - 5% Common Stock				
U.S. Treasury Washington, DC, USA	USA	315,000 - 5% warrants on Common Stock				

*Taylor Family Trust provisions provided on separate attachment.

Example Format and Guidance

SAMPLE

Form FR Y-6
Legal Title of 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 Holding Company	(3)(a) Title & Position with 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 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 holding company, information must be provided because he is considered a "principal securities holder" of the holding company. This definition can be found in the FR Y-6 instructions.