Sample of a Complete FR Y-6

This is a sample of a complete Annual Report of Holding Companies (FR Y-6) and should be used as a guide for completing the FR Y-6. Each page includes a list of tips to help you fill out the report.

Before you begin, please make sure you have the current form. You can print the form by selecting the FR Y-6 option from the “Forms by number” pull-down menu on the following website:

http://www.federalreserve.gov/reportforms/

The most current form expires November 30, 2025.

Please note that a signed cover page, checklist, tiering page (if applicable), and a copy of the annual report to shareholders (if it meets the reporting criteria for submission) are required to be submitted. Report items 2-4 should only be submitted if there are changes.

1. Name and Title of Individual who is the Chairman of the Board OR both a Senior Official & Director. For top-tier ESOP/ESOT, see instructions.

2. Signature and Date of Signature.

3. Date of the Report (the Holding Company's fiscal year-end).

4. Legal Title of the Holding Company, Mailing Address and Physical Location.

5. FR Y-6 Contact Information - Complete all lines in this section.

6. URL/Website of the Holding Company - If the Holding Company does not have one, fill in “N/A.”

Report Item 1: Annual Report to Shareholders only applies to Holding Companies NOT registered with the SEC. Checklist must be completed to answer the question(s) of changes to reportable FR Y-6 items 2-4 from the prior year.

Report Item 1: Annual Report to Shareholders
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

Checklist
The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes
All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 Items (2a, 2b, 3, or 4) from the prior year?
- ☑ Yes  ☐ No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart
- ☑ Yes  ☐ No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing
- ☑ Yes  ☐ No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders
- ☑ Yes  ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders
- ☑ Yes  ☐ No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.
This page should only be submitted by top-tier holding companies with subsidiary holding companies. Do not submit this page if your organization does not have a subsidiary holding company.

For Use By Tiered Holding Companies

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

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
<th>Legal Title of Subsidiary Holding Company</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Gravel Bancshares, Inc.</strong></td>
<td></td>
</tr>
<tr>
<td><strong>2007 Memphis Road, Suite 111</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Memphis, TN 33333</strong></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

**Non-Tiered Holding Companies:**
Do not complete this page.

**Tiered Holding Companies:**
Fill this page out with the legal name and address of each mid-tier holding company.

12/20/12
Report Items 1 and 2

Report Item 1: Annual Report. This item is only for holding companies that are NOT registered with the SEC and that prepare an annual report. Inform whether or not an annual report is prepared and enclosed.

Report Item 2(a): Organizational Chart. Submit report item if there are changes from the prior year. List all entities reportable per the FR Y-6 instructions and the holding company’s and its subsidiaries’ interests in all entities.

Report Item 2(b): Branch Verification. Go to the FR Y-6 Depository Institution Branch Data Verification Website: http://structurelists.federalreserve.gov. Download and verify the branch information from the website. Each bank’s main office is reflected as a branch. If there are changes from the prior year, submit the spreadsheet via e-mail or include with the FR Y-6.

SAMPLE

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

Cliff Bancshares, Inc. (LEI 20-digit number) St. Louis, MO 100%
Marble Credit Corp. (LEI 20-digit number) Louisville, KY 100%
Gravel Bancshares, Inc. (LEI 20-digit number) Memphis, TN 100%
Granite Mortgage Co. (LEI 20-digit number) St. Louis, MO 85%
Cliff Bank (LEI 20-digit number) St. Louis, MO 100%
Sandstone Data Processing (LEI 20-digit number) Memphis, TN 100%

27% 35%

Marble Consumer Finance (LEI 20-digit number) Louisville, KY
Incorporated in Delaware

55% 15%

Granite Bank & Trust (LEI 20-digit number) Little Rock, AR
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.

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

1. For holding companies that are NOT registered with the SEC and that prepare an Annual Report:
   - Indicate if Annual Report is included, en route, or not prepared.

2. For all entities in the Organizational Chart, include only the legal name, city, state, the state of incorporation, and LEI.

3. Include the exact percentages of ownership.

   An exception is made for those nonbanking companies in which the holding company directly or indirectly in the aggregate controls more than 5%, but less than 25%, of the outstanding shares of any class of voting securities. For those ownership percentages, ‘NR’ should be used.

4. If there are changes from the prior year, submit a branch listing.

Include member interest rather than percentage of ownership for LLC’s and LP’s.
Report Item 2(b): Branch Verification

This is a sample printout of the spreadsheet downloaded from the FR Y-6 Depository Institution Branch Data Verification Website: http://structurelists.federalreserve.gov. Please refer to the detailed instructions on the website for specific guidelines on how to search and download the spreadsheet for your Holding Company.

Please note the following:
- By default, the branch listing is formatted to print in portrait view. You may wish to change the formatting to landscape view to make reviewing your branch data easier and more efficient.
- Verify and reconcile the branch information. If there are changes, submit the spreadsheet with the FR Y-6 or e-mail the spreadsheet in Excel format to STLS.NIC1@stls.frb.org (AR), STLS.NIC2@stls.frb.org (IN, MO), STLS.NIC3@stls.frb.org (KY, TN), or STLS.NIC4@stls.frb.org (IL, MS).

Results: A list of branches for your depository institution: CLIFF BANK (ID_RSSD: 1234567).
This depository institution is held by CLIFF BANCSHARES, INC. (1000000) of ST. LOUIS, MO. The data is as of 12/31/20XX.

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.

See the detailed instructions on this site for more information. When you are finished, send a saved copy to your FRB contact.

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

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/31/20XX</td>
<td>Full Service (Main Office)</td>
<td>1234567</td>
<td>CLIFF BANK</td>
<td>1234 EAST MAIN STREET</td>
<td>ST. LOUIS</td>
<td>MO</td>
<td>99999</td>
<td>CARTER</td>
<td>UNITED STATES</td>
<td>11111</td>
<td>0</td>
<td>CLIFF BANK</td>
<td>1234567</td>
</tr>
<tr>
<td>CHANGE</td>
<td>10/10/20XX</td>
<td>Full Service</td>
<td>55555</td>
<td>MAIN STREET</td>
<td>2000 MAIN STREET</td>
<td>ST. LOUIS</td>
<td>MO</td>
<td>99999</td>
<td>CARTER</td>
<td>UNITED STATES</td>
<td>22222</td>
<td>2</td>
<td>CLIFF BANK</td>
<td>1234567</td>
</tr>
<tr>
<td>DELETE</td>
<td>11/15/20XX</td>
<td>Full Service</td>
<td>3333333</td>
<td>ST. LOUIS BRANCH</td>
<td>1111 A STREET</td>
<td>ST. LOUIS</td>
<td>MO</td>
<td>99999</td>
<td>CARTER</td>
<td>UNITED STATES</td>
<td>55555</td>
<td>4</td>
<td>CLIFF BANK</td>
<td>1234567</td>
</tr>
<tr>
<td>CLOSE</td>
<td>11/15/20XX</td>
<td>Full Service</td>
<td>222222</td>
<td>BROADWAY BRANCH</td>
<td>999 SOUTH BROADWAY, SUITE 100</td>
<td>ST. LOUIS</td>
<td>MO</td>
<td>99999</td>
<td>CARTER</td>
<td>UNITED STATES</td>
<td>33333</td>
<td>1</td>
<td>CLIFF BANK</td>
<td>1234567</td>
</tr>
</tbody>
</table>
Report Item 3: Securities Holders

Submit report item if there are changes from the prior year. List the name and address (only the city and state/country) and country of citizenship/incorporation of securities holders and include the number and percentage of shares of each class of voting securities owned, controlled, or held with the power to vote (listing separately options, warrants, or other securities or rights), or in the case of a partnership, the proportionate interest. DO NOT include PII (Personally Identifiable Information) such as: street addresses, SSN's, or dates of birth. See the attachment to this letter for more examples of PII (Personally Identifiable Information) that should not be included.

<table>
<thead>
<tr>
<th>(1)(a) Name</th>
<th>City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>James Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>720 - 27% Common Stock</td>
</tr>
<tr>
<td>Cindy Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>665 - 25% Common Stock</td>
</tr>
<tr>
<td>Gregory Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>293 - 11% Common Stock</td>
</tr>
<tr>
<td>Taylor Family Trust</td>
<td>John Taylor – Trustee</td>
<td>USA</td>
<td>160 - 6% Common Stock</td>
</tr>
<tr>
<td>The estate of Joe Doe</td>
<td>St. Louis, MO USA</td>
<td></td>
<td>135 - 5% Common Stock</td>
</tr>
<tr>
<td>Thomas Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>60 - 2% Common Stock</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(2)(a) Name</th>
<th>City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jeannine Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>160 - 6% Common Stock (Repurchased)</td>
</tr>
<tr>
<td>ABC Company St. Louis, MO USA</td>
<td></td>
<td></td>
<td>160 - 6% Options on Common Stock (Expired)</td>
</tr>
<tr>
<td>XYZ Company St. Louis, MO USA</td>
<td></td>
<td></td>
<td>100 - 50% Preferred Stock (Repurchased)</td>
</tr>
<tr>
<td>Mary Doe</td>
<td>Anywhere, MO USA</td>
<td></td>
<td>60 - 2% Common Stock</td>
</tr>
<tr>
<td>The estate of Joe Doe</td>
<td>St. Louis, MO USA</td>
<td></td>
<td>160 - 6% Options on Common Stock</td>
</tr>
</tbody>
</table>

Note: All securities holders with more than 10% ownership in the Holding Company should also be included in Report Item 4: Insiders. They are considered principal securities holders per the FR Y-6 instructions.

1. Legal Title of the Holding Company, City and State/Country, and the Current Fiscal Year-End in the Header.
2. For Report Item 3(1), list all securities holders with holdings of 5% or more as of the fiscal year-end.
3. Include the number AND percentage of each class of voting securities.
4. Note: All securities holders with more than 10% ownership in the Holding Company should also be included in Report Item 4: Insiders. They are considered principal securities holders per the FR Y-6 instructions.
5. For a family that collectively owns greater than 5%, include all members of the family with ownership in the Holding Company in Report Item 3.
6. For Report Item 3(2), list all securities holders with holdings of 5% or more during the fiscal year but not listed in 3(1). If none, respond with "none" or "n/a".
7. The number and percentage in 3(2)(c) should be reported at the maximum level held during the fiscal year.

Note: If the holding company is also an employee stock ownership plan/profit sharing trust -
a) List each trustee or designated individual who has the power to vote those shares held in the employee benefit plan.
b) Provide a description of provision in the trust for voting the shares controlled by the plan.
Report Item 4: Insiders

Submit report item if there are changes from prior year. List each principal securities holder, director, trustee, partner, and executive officer of the Holding Company and provide the relevant information under every column header. DO NOT include street addresses, SSN's, or dates of birth. See the attachment to this letter for more examples of PII (Personally Identifiable Information) that should not be included. If there is no data to report in a particular column, mark it as "N/A."

1. Legal Title of the Holding Company, City and State/Country, and the Current Fiscal Year-End in the Header

2. For all Insiders, include ONLY the City and State/Country.

3. The individual who signed the report on the Cover Page must be listed as the Chairman of the Board OR both a Senior Official & Director in this Report Item.

4. Any individual or company with 10% or more ownership in the Holding Company is considered a “principal securities holder,” per the FR Y-6 instructions, and should be included in this Report Item.

5. A family that collectively owns greater than 10% is considered a “principal securities holder.” All members of the family with ownership in the Holding Company should be included in this Report Item.

6. Include the names of subsidiaries in which the Insider holds a title & position in (3)(b).

7. Include the Insider’s title & position with any other business in which the person is a director, trustee, partner, or executive officer, regardless of the ownership in that business.

8. Do NOT report the Insider’s ownership in other companies if less than 25%.

<table>
<thead>
<tr>
<th>(1) Name</th>
<th>City, State</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position with Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (Include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (Include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Securities in Holding Company</th>
<th>(4)(b) Percentage of Voting Securities in Subsidiaries (Include names of subsidiaries)</th>
<th>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and of percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>James Doe</td>
<td>Anywhere, MO</td>
<td>N/A</td>
<td>Director &amp; Chairman</td>
<td>Director &amp; President (Cliff Bank)</td>
<td>N/A</td>
<td>27%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Cindy Doe</td>
<td>Anywhere, MO</td>
<td>N/A</td>
<td>Director &amp; President</td>
<td>Director &amp; Vice President (Cliff Bank)</td>
<td>N/A</td>
<td>25%</td>
<td>5% (Cliff Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory Doe</td>
<td>Anywhere, MO</td>
<td>Retired</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>11%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Mary Doe</td>
<td>Anywhere, MO</td>
<td>Manufacturing Widget Corp.</td>
<td>Director</td>
<td>President (Widget Corp. Anywhere, MO)</td>
<td>N/A</td>
<td>N/A</td>
<td>Widget Corp. (35%)</td>
<td>N/A</td>
</tr>
<tr>
<td>Jeannine Doe</td>
<td>Anywhere, MO</td>
<td>College Administer</td>
<td>Director &amp; Sec./CFO</td>
<td>President (Anywhere College, Anywhere, MO)</td>
<td>N/A</td>
<td>2%</td>
<td>(Cliff Bank)</td>
<td>N/A</td>
</tr>
<tr>
<td>Thomas Doe</td>
<td>Anywhere, MO</td>
<td>Farmer</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>2%</td>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>