



FEDERAL RESERVE SYSTEM

Proposed Agency Information Collection Activities; Comment Request

AGENCY: Board of Governors of the Federal Reserve System.

ACTION: Notice, request for comment.

SUMMARY: The Board of Governors of the Federal Reserve System (Board) invites comment on a proposal to extend for three years, with revision, the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12; OMB No. 7100-0300) and the Annual Report of Merchant Banking Investments Held for an Extended Period (FR Y-12A; OMB No. 7100-0300).

DATES: Comments must be submitted on or before [insert date 60 days after date of publication in the Federal Register].

ADDRESSES: You may submit comments, identified by *FR Y-12* or *FR Y-12A*, by any of the following methods:

- Agency Website: <https://www.federalreserve.gov/>. Follow the instructions for submitting comments at <https://www.federalreserve.gov/apps/foia/proposedregs.aspx>.
- E-mail: regs.comments@federalreserve.gov. Include the OMB number in the subject line of the message.
- FAX: (202) 452-3819 or (202) 452-3102.
- Mail: Ann E. Misback, Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Avenue, NW, Washington, DC 20551.

All public comments are available from the Board's website at

<https://www.federalreserve.gov/apps/foia/proposedregs.aspx> as submitted, unless modified for technical reasons or to remove personally identifiable information at the commenter's request.

Accordingly, comments will not be edited to remove any identifying or contact information. Public comments may also be viewed electronically or in paper in Room 146, 1709 New York Avenue, NW, Washington, DC 20006, between 9:00 a.m. and 5:00 p.m. on weekdays. For security reasons, the Board requires that visitors make an appointment to inspect comments. You may do so by calling (202) 452-3684. Upon arrival, visitors will be required to present valid government-issued photo identification and to submit to security screening in order to inspect and photocopy comments.

Additionally, commenters may send a copy of their comments to the Office of Management and Budget (OMB) Desk Officer – Shagufta Ahmed – Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Room 10235, 725 17th Street, NW, Washington, DC 20503, or by fax to (202) 395-6974.

FOR FURTHER INFORMATION CONTACT: A copy of the Paperwork Reduction Act (PRA) OMB submission, including the reporting form and instructions, supporting statement, and other documentation will be placed into OMB’s public docket files, if approved. These documents will also be made available on the Board’s public website at <https://www.federalreserve.gov/apps/reportforms/review.aspx> or may be requested from the agency clearance officer, whose name appears below.

Federal Reserve Board Clearance Officer – Nuha Elmaghrabi – Office of the Chief Data Officer, Board of Governors of the Federal Reserve System, Washington, DC 20551, (202) 452-3829.

SUPPLEMENTARY INFORMATION: On June 15, 1984, OMB delegated to the Board authority under the PRA to approve and assign OMB control numbers to collections of information conducted or sponsored by the Board. In exercising this delegated authority, the Board is directed to take every reasonable step to solicit comment. In determining whether to

approve a collection of information, the Board will consider all comments received from the public and other agencies.

Request for Comment on Information Collection Proposal

The Board invites public comment on the following information collection, which is being reviewed under authority delegated by the OMB under the PRA. Comments are invited on the following:

- a. Whether the proposed collection of information is necessary for the proper performance of the Board's functions, including whether the information has practical utility;
- b. The accuracy of the Board's estimate of the burden of the proposed information collection, including the validity of the methodology and assumptions used;
- c. Ways to enhance the quality, utility, and clarity of the information to be collected;
- d. Ways to minimize the burden of information collection on respondents, including through the use of automated collection techniques or other forms of information technology; and
- e. Estimates of capital or startup costs and costs of operation, maintenance, and purchase of services to provide information.

At the end of the comment period, the comments and recommendations received will be analyzed to determine the extent to which the Board should modify the proposal.

Proposal under OMB Delegated Authority to Extend for Three Years, With Revision, the Following Information Collection:

Report Title: Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies, and the Annual Report of Merchant Banking Investments Held for an Extended Period.

Agency form number: FR Y-12 and FR Y-12A, respectively.

OMB control number: 7100-0300.

Frequency: FR Y-12, quarterly and semiannually; and FR Y-12A, annually.

Respondents: Bank holding companies (BHCs), savings and loan holding companies (SLHCs), U.S. intermediate holding companies (IHCs), and financial holding companies (FHCs) that hold merchant banking investments that are approaching the end of the holding periods permissible under Regulation Y.¹

Number of respondents: FR Y-12 quarterly, 22; FR Y-12 semiannual, 7; and FR Y-12A, 91.

Estimated average hours per response: FR Y-12, 16.5 hours; and FR Y-12A, 7.5 hours.

Estimated annual reporting hours: FR Y-12 quarterly, 1,452 hours; FR Y-12 semiannual, 231 hours; and FR Y-12A, 683 hours.

General description of report: The mandatory FR Y-12 report collects information from certain domestic bank holding companies (BHCs), savings and loan holding companies (SLHCs), and U.S. intermediate holding companies (IHCs) on their equity investments in nonfinancial companies. Respondents report the FR Y-12 either quarterly or semi-annually based on criteria in the report. The mandatory FR Y-12A report is filed annually by financial holding companies (FHCs) that hold merchant banking investments that are approaching the end of the holding periods permissible under the Board's Regulation Y.

¹ In 2012, the Board indicated that it would require supervised securities holding companies ("SHCs") to file the FR Y-12 and FR Y-12A reports. 77 Fed. Reg. 32881, 32883 (June 4, 2012). However, no such revisions were ever made to include SHCs as respondents on either report. Upon reflection, the Board has determined that it would not be appropriate at this time to add supervised SHCs to the respondent panel for the FR Y-12 or FR Y-12A reports. A supervised SHCs would not be subject to the restrictions on nonbanking activities that limit the investments of other holding companies. Therefore, any information gathered about SHCs' investments on the FR Y-12 would be of limited use, and would not be comparable to data gathered from other holding companies. Moreover, adding supervised SHCs to the FR Y-12 reporting panel would require significant revisions to the FR Y-12 instructions in order to account for the differences in legal treatment between supervised SHCs and the other respondents. Such revisions could lead to confusion among current FR Y-12 reporters. With respect to the FR Y-12A, the Board is not proposing to add supervised SHCs to the respondent panel because supervised SHCs are not restricted in their ability to make investments in nonfinancial companies, and their investments are not subject to the merchant bank holding periods that apply to FHC investments.

Proposed revisions: The Board proposes to revise the FR Y-12 by (1) adding a new column to Schedules A and C to capture unrealized holding gains (losses) on equity securities not held for trading recognized as income in accordance with Accounting Standards Update (ASU 2016-01, “Recognition and Measurement of Financial Assets and Financial Liabilities”); (2) adding guidance to the instructions for the reporting of equity securities in accordance with ASU 2016-01; and (3) making other minor clarifications and conforming edits to the form and instructions. The revisions to the FR Y-12 will be applicable as of the December 31, 2020, reporting date.

Legal authorization and confidentiality: The Board is authorized to collect information on the FR Y-12 and FR Y-12A reports from BHCs (including BHCs that are FHCs) pursuant to section 5(c) of the Bank Holding Company Act (BHC Act), 12 U.S.C. 1844(c)(1)(A); from SLHCs pursuant to section 10(b)(2) of the Home Owners’ Loan Act, 12 U.S.C. 1467a(b)(2), as amended by sections 369(8) and 604(h)(2) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act); and from IHCs pursuant to section 5(c) of the BHC Act, 12 U.S.C. 1844(c)(1)(A), as well as pursuant to sections 102(a)(1) and 165 of the Dodd-Frank Act, 12 U.S.C. 5311(a)(1) and 5365² and Regulation YY, 12 CFR 252.153(b)(2).

In addition, with respect to the FR Y-12A report, section 4(k)(7)(A) of the BHC Act, 12 U.S.C. 1843(k)(7)(A), authorizes the Board and the Treasury Department to jointly develop implementing regulations governing merchant banking activities for purposes of

² Section 165(b)(2) of the Dodd-Frank Act, 12 U.S.C. 5365(b)(2), refers to “foreign-based bank holding company.” Section 102(a)(1) of the Dodd-Frank Act, 12 U.S.C. 5311(a)(1), defines “bank holding company” for purposes of Title I of the Dodd-Frank Act to include foreign banking organizations that are treated as bank holding companies under section 8(a) of the International Banking Act, 12 U.S.C. 3106(a). The Board has required, pursuant to section 165(b)(1)(B)(iv) of the Dodd-Frank Act, 12 U.S.C. 5365(b)(1)(B)(iv), certain of the foreign banking organizations that are subject to section 165 of the Dodd-Frank Act to form U.S. intermediate holding companies. Accordingly, the parent foreign-based organization of a U.S. IHC is treated as a BHC for purposes of the BHC Act and section 165 of the Dodd-Frank Act. Because section 5(c) of the BHC Act authorizes the Board to require reports from subsidiaries of BHCs, section 5(c) provides additional authority to require U.S. IHCs to report the information contained in the FR Y-12 and FR Y-12A reports.

section 4(k)(4)(H) of the BHC Act. Section 4(k)(4)(H) of the BHC Act, 12 U.S.C. 1843(k)(4)(H), and subpart J of the Board's Regulation Y, 12 CFR 225.170 et seq., authorize a BHC that has made an effective FHC election to acquire merchant banking investments that are not otherwise permissible for an FHC. Section 10(c)(2)(H) of HOLA, as amended by section 606(b) of the Dodd-Frank Act, 12 U.S.C. 1467a(c)(2)(H), and section 8(a) of the International Bank Act, 12 U.S.C. 3106(a), extend certain authorities and requirements of the BHC Act to SLHCs and to foreign banks, respectively.

The obligation to respond to the FR Y-12 and FR Y-12A reports is mandatory. The Board does not consider information collected on the FR Y-12 report to be confidential, and the completed version of this report generally is made available to the public upon request. However, in certain instances, specific information collected on an individual institution's FR Y-12 report may be exempt from disclosure pursuant to exemption 4 of the Freedom of Information Act (FOIA), which protects from public disclosure "trade secrets and commercial or financial information obtained from a person [that is] privileged or confidential" (5 U.S.C. 552(b)(4)). A reporting holding company may request confidential treatment for the specific data items the company believes should be withheld pursuant to exemption 4 of the FOIA, as provided in the Board's Rules Regarding Availability of Information (12 CFR part 261.15). A request for confidential treatment should be submitted in writing concurrently with the submission of the FR Y-12 report. This written request must identify the specific data for which confidential treatment is sought and must provide the legal justification for which confidentiality is requested. The Federal Reserve will review any such request on a case-by-case basis to determine if confidential treatment is appropriate. The Federal Reserve may subsequently release information for which confidential treatment is requested, if (1) disclosure of such information is required by law (other

than 5 U.S.C. 552); (2) the reporting holding company requested confidential treatment pursuant to 5 U.S.C. 552(b)(4) and more than 10 years have passed since the date of the submission unless the reporting company has requested and provided justification for a longer designation period; or (3) less than 10 years have passed since the request, but the Board believes that the information cannot be withheld from disclosure under 5 U.S.C. 552(b)(4), and the reporting holding company is provided with written notice of the Board's views and with an opportunity to object to the Board's disclosure.

Board of Governors of the Federal Reserve System, August 18, 2020.

Michele Taylor Fennell,

Assistant Secretary of the Board.

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