

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.

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OMB Number 7100-0297
Approval expires November 30, 2025
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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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

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.

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

December 31, 2023

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Cliff Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 99999

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

St. Louis MO 99999

City State Zip Code

124 East Main Street, Suite 101, St. Louis, MO 99999

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jane Doe Controller

Name Title

999-123-4567

Area Code / Phone Number / Extension

999-123-7654

Area Code / FAX Number

ja_doe@cliffbank.com

E-mail Address

www.cliffbancshares.com

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

Is confidential treatment requested for any portion of this report submission? No Yes

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."

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."

7. Confidentiality Status - Mark Yes or No and follow report instructions for step-by-step procedures.

1

I, **Cindy Doe**

Name of the Holding Company Director and Official

President and Director

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.

Cindy Doe

Signature of Holding Company Director and Official

01/10/2024

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID

C.I.

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.

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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 Checklist sample assumes there are changes in all report items 2-4.

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.

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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.

Gravel Bancshares, Inc.
 Legal Title of Subsidiary Holding Company

2007 Memphis Road, Suite 111
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Memphis TN 33333
 City State Zip Code

N/A
 Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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.

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 **only** 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. **Only if there are changes from the prior year, submit the branch listing via e-mail or include with the FR Y-6.**

SAMPLE

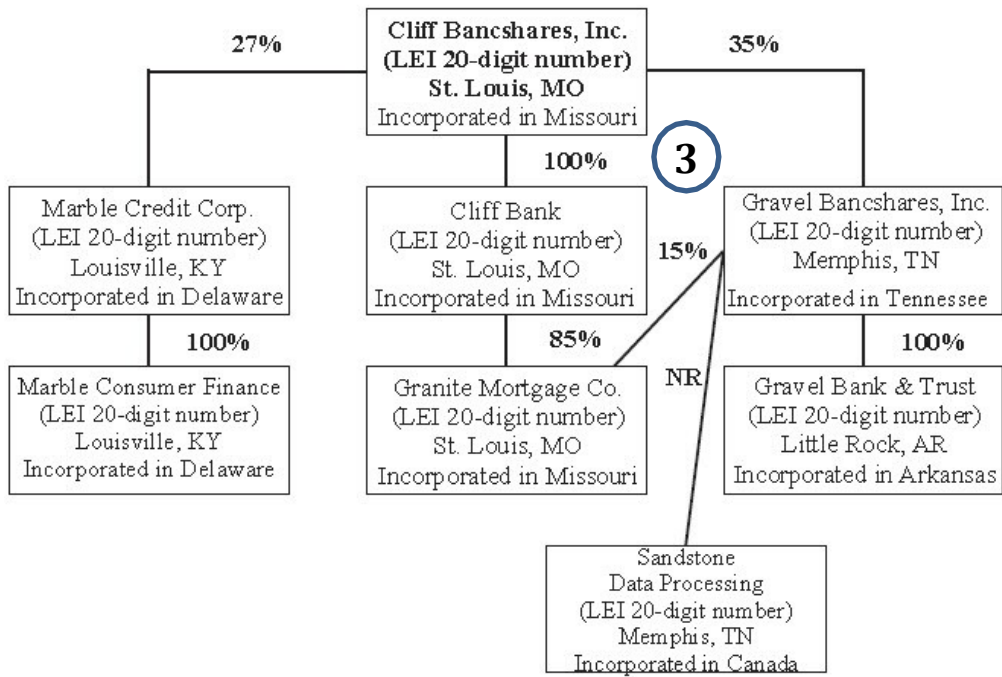
Form FR Y-6

Cliff Bancshares, Inc.
St. Louis, Missouri
Fiscal Year Ending December 31, 20XX

Report Item

1 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.

2 2a: Organizational Chart



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.

Include member interest rather than percentage of ownership for LLC's and LP's.

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

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.

4 2b: Domestic branch listing provided to the Federal Reserve Bank.

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 PDF 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**.

SAMPLE

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.

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
OK		Full Service (Main Office)	1234567	CLIFF BANK	1234 EAST MAIN STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	11111	0	CLIFF BANK	1234567
CHANGE	10/10/20XX	Full Service	555555	MAIN STREET BRANCH	2000 MAIN STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	222222	2	CLIFF BANK	1234567
DELETE		Full Service	3333333	ST. LOUIS BRANCH	1111 A STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	555555	4	CLIFF BANK	1234567
CLOSE	11/15/20XX	Full Service	222222	BROADWAY BRANCH	999 SOUTH BROADWAY, SUITE 100	ST. LOUIS	MO	99999	CARTER	UNITED STATES	333333	1	CLIFF BANK	1234567

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.

<div style="font-size: 2em; opacity: 0.5; position: absolute; top: -20px; left: -100px;">SAMPLE</div> <div style="position: absolute; top: -20px; left: 100px;"> 1 Form FR Y-6 Cliff Bancshares, Inc. St. Louis, MO Fiscal Year Ending December 31, 20XX </div>					
Report Item 3: Securities Holders (1)(a)(b)(c) and (2)(a)(b)(c)					
2 Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX	6 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				
2 (1)(a) Name City, State, Country	3 (1)(b) Country of Citizenship or Incorporation	3 (1)(c) Number and Percentage of Each Class of Voting Securities	7 (2)(a) Name City, State, Country	7 (2)(b) Country of Citizenship or Incorporation	7 (2)(c) Number and Percentage of Each Class of Voting Securities
James Doe Anywhere, MO	USA	720 - 27% Common Stock 100 - 4% Options on Common Stock	Jeannine Doe Anywhere, MO	USA	160 - 6% Common Stock <i>(Repurchased)</i>
Cindy Doe Anywhere, MO	USA	665 - 25% Common Stock			160 - 6% Options on Common Stock <i>(Expired)</i>
Gregory Doe Anywhere, MO	USA	4 293 - 11% Common Stock	ABC Company St. Louis, MO	USA	100 - 50% Preferred Stock <i>(Repurchased)</i>
Taylor Family Trust John Taylor – Trustee St. Louis, MO	USA	160 - 6% Common Stock	XYZ Company St. Louis, MO	USA	100 - 50% Preferred Stock <i>(Repurchased)</i>
Mary Doe Anywhere, MO	USA	60 - 2% Common Stock 160 - 6% Options on Common Stock			
The estate of Joe Doe St. Louis, MO	USA	135 - 5% Common Stock			
Thomas Doe Anywhere, MO	USA	5 60 - 2% Common Stock			

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."

SAMPLE

1 Form FR Y-6
Cliff Bancshares, Inc.
St. Louis, MO
Fiscal Year Ending December 31, 20XX

Report Item 4: Insiders

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

2 (1) Name City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	6 (3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	7 (3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Securities in Holding Company	(4)(b) Percentage of Voting Securities in Subsidiaries (Include names of subsidiaries)	8 (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)
James Doe Anywhere, MO	N/A	Director & Chairman	Director & President (Cliff Bank)	N/A	27%	N/A	N/A
3 Cindy Doe Anywhere, MO	N/A	Director & President	Director & Vice President (Cliff Bank)	N/A	25%	5% (Cliff Bank)	N/A
4 Gregory Doe Anywhere, MO	Retired	N/A	N/A	N/A	11%	N/A	N/A
Mary Doe Anywhere, MO	Manufacturing Widget Corp.	Director	N/A	President (Widget Corp Anywhere, MO)	N/A	N/A	Widget Corp. (35%)
Jeannine Doe Anywhere, MO	College Administrator	Director & Sec./CFO	N/A	President (Anywhere College, Anywhere, MO)	N/A	2% (Cliff Bank)	N/A
5 Thomas Doe Anywhere, MO	Farmer	N/A	N/A	N/A	2%	N/A	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%.