

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 December 31, 2015.

Please note that a response is required for every item on the FR Y-6 Report unless noted otherwise.

Cover Page

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OMB Number 7100-0297
Approval expires December 31, 2015
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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)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

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

1234 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

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

1. Name and Title of Individual who is the Chairman of the Board OR both a Senior Official & Director.

2. Signature and Date of Signature.

3. Status of Annual Report - This item only applies to Holding companies NOT registered with the SEC.

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

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

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

7. URL/Website of the Holding Company - If the Holding Company does not have one, fill in "N/A."

8. Confidentiality Status - Check Yes or No. If Yes, please refer to the FR Y-6 Instructions for step-by-step procedures.

1

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.

2

Signature of Holding Company Director and Official

03/27/2014

Date of Signature

3

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.

Tier Page

This page should be completed by **all** holding companies. If your Holding Company does NOT have a mid-tier holding company, mark this page "**N/A.**"

SAMPLE

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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
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
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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)

Non-Tiered Holding Companies:
Mark this page "N/A."

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. If the HC doesn't file an annual report, respond with "none" or "N/A".

Report Item 2(a): Organizational Chart. Return and verify the accuracy of the organization chart that was sent with the FR Y-6 mailing or include your own version. List all entities reportable per the FR Y-6 instructions and the holding company's and its subsidiaries' interests in all entities.

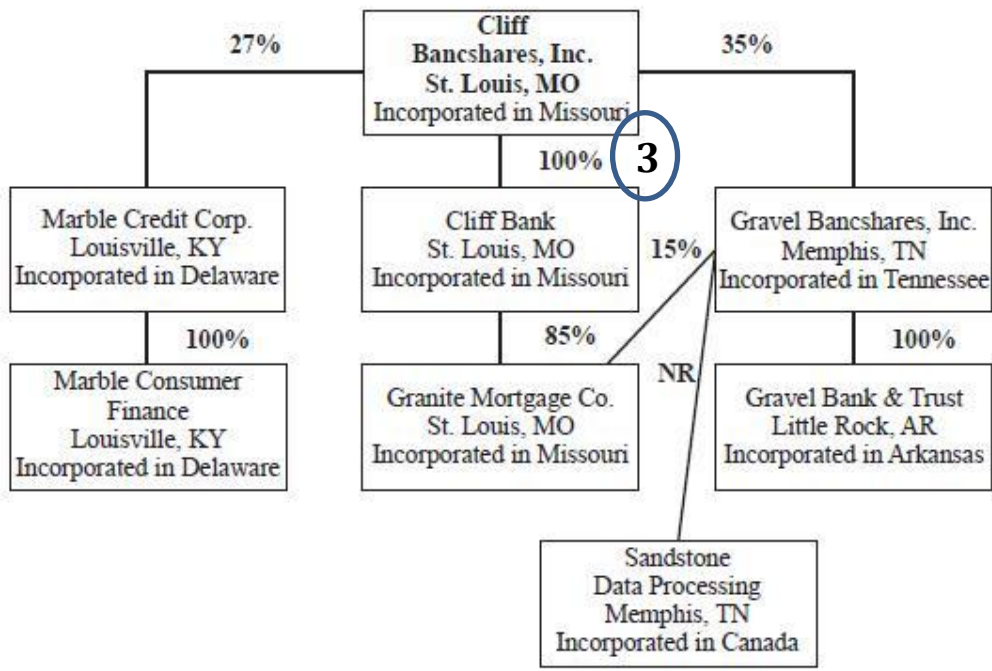
Report Item 2(b): Branch Verification. Go to the FR Y-6 2013 Depository Institution Branch Data Verification Website: <http://structurelists.federalreserve.gov>. Download and verify the branch information from the website. Note any changes or mark "ok" for each record. Each bank's main office is reflected as a branch. Then, submit the spreadsheet via e-mail or include a printout 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 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, and the state of incorporation.

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. Indicate whether the Branch Verification was submitted via e-mail or included with the FR Y-6.

- 4** 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.

Report Item 2(b): Branch Verification

This is a sample printout of the spreadsheet downloaded from the FR Y-6 2013 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.
- After verifying and reconciling the branch information, you may include a printout with the FR Y-6 or e-mail the spreadsheet in Excel format to STLS.NIC1@stls.frb.org (LA, IN, MS), STLS.NIC2@stls.frb.org (AR, KY), STLS.NIC3@stls.frb.org (MO, TN), STLS.NIC4@stls.frb.org (IL).
- A branch list should be submitted for all depository institutions and Edge Act and agreement corporations held directly or indirectly by your Holding Company.

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 **12/31/2013**.

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)	123456	CLIFF BANK	1234 EAST MAIN STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	1111	0	CLIFF BANK	1234567
CHANGE	10/10/2013	Full Service	55555	MAIN STREET BRANCH	2000 MAIN STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	22222	2	CLIFF BANK	1234567
DELETE		Full Service	333333	ST. LOUIS BRANCH	1111 A STREET	ST. LOUIS	MO	99999	CARTER	UNITED STATES	55555	4	CLIFF BANK	1234567
CLOSE	11/15/2013	Full Service	222222	BROADWAY BRANCH	999 SOUTH BROADWAY, SUITE 100	ST. LOUIS	MO	99999	CARTER	UNITED STATES	33333	1	CLIFF BANK	1234567

A branch list should be submitted for all depository institutions and Edge Age and agreement corporations held directly or indirectly by your Holding Company.

Results: A list of branches for your depository institution: **GRAVEL BANK & TRUST (888888) of LITTLE ROCK, AR.**
 This depository institution is held by **CLIFF BANCSHARES, INC. (1000000) of ST. LOUIS, MO.**
 The data is as of **12/31/2013.**

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.

SAMPLE

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)	888888	GRAVEL BANK & TRUST	2007 JEFFERSONROAD, STUIE 111	LITTLE ROCK	AR	72201	PULASKI	UNITED STATES	8899	0	GRAVEL BANK & TRUST	888888
OK		Full Service	760162	MAIN STREET BRANCH	444 MAIN STREET	LITTLE ROCK	AR	72201	PULASKI	UNITED STATES	222999	2	GRAVEL BANK & TRUST	888888
OK		Full Service	790767	EAST MAIN BRANCH	99999 EAST MAIN STEET	LITTLE ROCK	AR	AR	PULASKI	UNITED STATES	222777	1	GRAVEL BANK & TRUST	888888
DELETE		Full Service	739962	DOOLITTLE BRANCH	HIGHWAY 900 & DOOLITTLE STREET	FAYETTEVILLE	AR	72702	WASHINGTON	UNITED STATES	222222	3	GRAVEL BANK & TRUST	888888
OK		Limited Service	861461	MORGAN BRANCH	111 MORGAN WAY	FAYETTEVILLE	AR	72701	WASHINGTON	UNITED STATES	555555	4	GRAVEL BANK & TRUST	888888
OK		Full Service	3215234	JACKSON BRANCH	1111 BROADWAY, SUITE 1510	PINE BLUFF	AR	71602	JEFFERSON	UNITED STATES	111111	11	GRAVEL BANK & TRUST	888888
CHANGE	8/15/2013	Full Service	2203917	HARTNELL BRANCH	555 HARTNELL AVENUE	PINE BLUFF	AR	71612	JEFFERSON	UNITED STATES	222333	5	GRAVEL BANK & TRUST	888888
OK		Trust	2484453	BRISTOL BRANCH	33333 HIGHWAY 400, SUITE H	RUSSELLVILLE	AR	72801	POPE	UNITED STATES	222555	7	GRAVEL BANK & TRUST	888888
CHANGE	5/31/2013	Full Service	2463001	BRISTOL CEMENT BRANCH	1500 NORTH CEMENT BOULDVARD	RUSSELLVILLE	AR	72802	POPE	UNITED STATES	222111	6	GRAVEL BANK & TRUST	888888
CHANGE	6/30/2013	Full Service	414960	BRISTOL MAIN BRANCH	123 MAIN STREET	RUSSELLVILLE	AR	72812	POPE	UNITED STATES	111777	10	GRAVEL BANK & TRUST	888888
ADD	7/17/2013	Full Service		COMMERCIAL BRANCH	111 COMMERCIAL STREET	LITTLE ROCK	AR	72210	PULASKI	UNITED STATES			GRAVEL BANK & TRUST	888888
OK		Electronic Banking	2494144	SOUTH PAVE BRANCH	375 SOUTH PAVE BOULEVARD	LITTLE ROCK	AR	72227	PULASKI	81,7(' 67\$7(6	111999	9	GRAVEL BANK & TRUST	888888

Report Item 3: Securities Holders

List the name and address (only the city and state/country) of securities holders and include the number 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 street addresses, SSN's, or dates of birth. See Attachment 2 for more examples of PII (Personally Identifiable Information) that should not be included. If there are no securities holders for Report Item 3(1) or 3(2), mark the appropriate section "N/A."

<div style="display: flex; justify-content: space-between; align-items: center;"> <div style="font-size: 48px; opacity: 0.3; font-weight: normal;">SAMPLE</div> <div style="text-align: center;"> <p>Form FR Y-6 Cliff Bancshares, Inc. St. Louis, MO Fiscal Year Ending December 31, 2013</p> </div> </div>					
<p>Report Item 3: Securities Holders (1)(a)(b)(c) and (2)(a)(b)(c)</p>					
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			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 12-31-2013		
(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	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	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	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

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 Attachment 2 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."

<div style="display: flex; justify-content: space-between; align-items: center;"> SAMPLE <div style="text-align: center;"> 1 Form FR Y-6 Cliff Bancshares, Inc. St. Louis, MO Fiscal Year Ending December 31, 2013 </div> </div>							
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%.