

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

Financial Disclosure Information Packet for President William C. Dudley

The Federal Reserve Bank of New York (“New York Fed” or “Bank”) has decided to release the annual financial disclosure forms and related materials for the Bank’s president, William C. Dudley. The attached information packet contains Mr. Dudley’s annual disclosure forms that were completed and filed after he was appointed president, for the years 2008, 2009, and 2010, as well as records related to all waivers granted to him during this period of time. Also attached are the Bank’s Code of Conduct, which applies to all staff, and a Voluntary Guide to Conduct, which applies to senior staff including Mr. Dudley. Set forth below is an executive summary of these materials.

Mr. Dudley’s Disclosure Forms. The New York Fed has a robust financial disclosure reporting regime which obligates most Bank employees to file on an annual basis one of four disclosure forms. These forms require the employee to disclose information about assets, liabilities, outside activities, gifts received, and other circumstances that might constitute an actual or potential conflict of interest or a violation of applicable law or Bank policy.

An employee’s position and access to sensitive information determine the particular report that must be filed. For example, employees with access to information of the Federal Open Market Committee complete Report B, which requires filers to report personal financial transactions. Employees with access to confidential supervisory information generally complete Report D, which focuses on an employee’s liabilities because of borrowing restrictions related to working on financial institution examinations and supervisory matters. Most other employees with a reporting obligation file Report C because they are senior or official staff or have managerial or procurement related responsibilities.

The New York Fed’s president completes Report A, which requires the most extensive level of personal financial disclosure of any Federal Reserve Bank disclosure report. The president is required to disclose all assets and financial transactions over \$1,000, and give their approximate value by denoting the dollar range for each. Report A also requires disclosure of gifts received, liabilities, any agreements or arrangements for future employment or payment, outside activities, and other situations that might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Mr. Dudley’s Report A disclosure forms are contained in pages 1 to 85 in this information packet. Note that these reports also include assets held by the spouse of the president, which are labeled accordingly. The president’s reports are extensively reviewed for potential or actual conflicts of interest and compliance with applicable laws and policies. Reviews are conducted by the Chief Compliance and Ethics Officer of the Bank, the Chairman of the Bank’s Board of Directors, and staff of the Board of Governors of the Federal Reserve System on behalf of the Chairman of the Board of Governors. If legal issues are raised, the Bank’s General Counsel may also be asked to opine. Of course, when a lawyer communicates confidentially for the purpose of giving legal advice to a client, as was the case here, such communication is protected by the attorney-client privilege. The production of privileged communications in this instance is intended to be a limited waiver, and is not intended to establish any precedent with respect to privileged communications concerning other matters.

The New York Fed's Board of Directors has decided to authorize the disclosure of privileged information in this instance so that the waivers for Mr. Dudley can be evaluated fully and fairly.

Waivers Granted to Mr. Dudley. New York Fed employees are subject to a number of ethics rules and policies, including the conflict of interest statute set forth at 18 U.S.C. Section 208. As a general matter, Section 208 prohibits Bank employees from participating in any Federal Reserve matter in which they knowingly have a financial interest that would likely be affected by that matter.

Section 208 also, however, allows employees to receive waivers of this prohibition, contingent on a showing that the financial interest is not so substantial as to affect the services that are being provided to the Bank by the employee. Any proposed waiver is subject to careful review and consideration before it is granted. The Bank's president is responsible for deciding whether to grant a Section 208 waiver to all other Bank employees. Before making a final determination as to whether to grant a waiver, the Bank's president will review a briefing memo prepared by the Bank's Ethics Office, or in some cases, the Bank's General Counsel, which sets forth an initial recommendation as to whether the waiver should be granted, based on a determination as to whether the employee's services are necessary and whether or not the employee's judgment would be compromised by the financial interest. Where the Section 208 waiver concerns the Bank's president, the Bank's Board of Directors, acting in consultation with the Bank's General Counsel, Corporate Secretary and Chief Compliance and Ethics Officer, reviews the briefing materials, and votes to grant or deny the waiver. In addition, all Section 208 waivers are reported to the Audit and Risk Committee, a subcommittee of the Bank's Board of Directors.

Mr. Dudley received several Section 208 waivers from 2008-2010, during the period leading up to and after his appointment as president of the Bank. Copies of these waivers and related materials establishing the legal basis for them are set forth in this information packet at pages 86 to 138. In brief, as previously disclosed and reported by the Government Accountability Office, two Section 208 waivers were granted to Mr. Dudley in late 2008 during the midst of the financial crisis, related to his holdings in AIG and General Electric. Prior to the crisis, the Bank had no material involvement with these firms and they were not subject to any investment restrictions under Section 208. During the financial crisis, the New York Fed took actions in response to the crisis that had implications for these firms and for others. At that time, Mr. Dudley was in charge of the Bank's Markets Group, which played a critical role in the implementation of several emergency liquidity facilities. Consequently, an additional review of Mr. Dudley's financial holdings was conducted to ensure compliance with Section 208 in light of the expanded reach of the Bank's activities. Divestiture of these holdings, which might have been an appropriate option in other circumstances, was determined to be inappropriate here because Mr. Dudley possessed material non-public information about the Bank's activities and how they might affect AIG and General Electric (pp. 95, 97). Therefore, he was granted a Section 208 waiver permitting him to continue to retain his existing investments. Subsequent to Mr. Dudley's appointment as president, the Bank's Chief Compliance and Ethics Officer authorized Mr. Dudley to divest these holdings on a fixed date in the future so as to mitigate any risk that these holdings would give rise to the appearance of a conflict of interest or the appearance that Mr. Dudley was somehow relying on inside information.

FEDERAL RESERVE BANK *of* NEW YORK

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After he was appointed president of the Bank, Mr. Dudley also received two Section 208 waivers related to his investments in Treasury Inflation Protected Securities (“TIPS”). These low risk securities are commonly held as part of diversified investment portfolios, and were acquired by Mr. Dudley prior to his employment at the Bank. Pursuant to a rule issued by the Office of Government Ethics, Federal Reserve officials who participate in interest rate decisions must receive a Section 208 waiver in order to hold investments in interest rate sensitive government securities. When he was appointed president, Mr. Dudley was also appointed as Vice Chair of the Federal Open Market Committee and consequently he participates in interest rate decisions. In January 2009, the Bank’s Board of Directors approved a temporary waiver to Mr. Dudley permitting him to retain his TIPS investments for a short period of time so that he could effect an orderly divestiture of these holdings (pp. 101, 106-107). In light of changes to the Federal Reserve’s investment policies for its employee retirement plans and after further consideration and analysis, the Board of Directors issued a second, permanent, waiver in April 2009, conditioned upon Mr. Dudley’s commitment to retain these TIPS securities until their maturity (p. 115-124).

Finally, Mr. Dudley received a Section 208 waiver permitting him to serve on the Executive Committee of the Board of Trustees of the Economic Club of New York (“ECNY”). ECNY is a tax-exempt, nonpartisan organization whose mission is to promote study and discussion of social, economic and political questions (p. 125-138).

The materials in the attached information packet also refer to interests in certain pension and similar defined benefit plans of both Mr. Dudley and his spouse, related to their prior employment at Goldman Sachs and JP Morgan Chase, respectively. Mr. Dudley is due to receive a monthly pension benefit from his former employer in the amount of \$124.38 upon turning age 65. In a 1999 opinion, the Office of Government Ethics concluded that an interest in a defined benefit plan ordinarily will not be deemed to be disqualifying financial interest under Section 208, unless the matter would have a direct and predictable effect on the sponsor's ability or willingness to pay the employee's defined benefit. In the event that such a matter were to arise, appropriate measures would be taken to ensure that Mr. Dudley remains in compliance with Section 208. No such matter currently exists.

The Bank’s Rules related to Conflicts of Interests. Mr. Dudley is subject to a number of policies related to his financial holdings and conflicts of interests. These policies are set forth in the Bank’s Code of Conduct and the Voluntary Guide for Senior Officers of the Federal Reserve System. Copies of these materials are attached.

January 31, 2012

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MARTIN C. GRANT

CHIEF COMPLIANCE AND ETHICS OFFICER
AND SENIOR VICE PRESIDENT

March 25, 2010

VIA FEDEX

The Honorable Ben S. Bernanke
Chairman
Board of Governors of the
Federal Reserve System
Washington, DC 20551

Dear Chairman Bernanke:

Subject: 2008 Confidential Financial Disclosure Reports (Mr. Dudley & FRBNY employee

Enclosed are the confidential 2008 Financial Disclosure Reports filed by the President and FRBNY employee of the Federal Reserve Bank of New York (the "Bank"). These forms are provided to you for your review, with the understanding that they will be reviewed only by you and the Board of Governor's (the "Board") Ethics Officer, and that they remain the property of this Reserve Bank. It is this Bank's position that the reports and any information contained in the reports are exempt from public disclosure under the Freedom of Information Act [5 U.S.C. §552(b)(6)].

As has been the past practice, these reports are being provided to you on a temporary basis and for the limited purpose of review for compliance with applicable rules. In order to avoid any question as to whether the enclosed reports are records or information of the Board, I request that copies not be made, and I would appreciate your signing and dating as noted for Chairman of the Board, and returning the enclosed original reports to me, the Bank's Chief Compliance and Ethics Officer, at the conclusion of the review process.

Respectfully yours,

signature

Enclosures 2

c: Cary Williams (w/out enclosures)
Assistant General Counsel

T 212.720.5032 | F 212.720.5860 | E martin.grant@ny.frb.org | W www.newyorkfed.org

INTERNAL F.R.

FORM A
Federal Reserve Bank Of New York
CONFIDENTIAL FINANCIAL DISCLOSURE REPORT

Reporting Status (Check Appropriate Box) <input type="checkbox"/> Incumbent <input checked="" type="checkbox"/> New Filer <input type="checkbox"/> Termination Filer	Calendar Year Covered By Report 2008	Date of Employment 1/2/07	Termination Date (If applicable)
Last Name Dudley		First Name and Middle Initial William C.	
Position President	Telephone No. (Include Area Code) 817-720-1751		
Certification I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge and belief.	Signature of Reporting Individual signature	Date January 19, 2009	
Ethics Officer's Review I certify that I have reviewed the information contained in this report.	Signature of Ethics Officer signature	Date 12/3/2009	
Comments of Ethics Officer (If additional space is required, use the reverse side of this sheet)			
Chairman / Board of Directors signature		Date: 3-18-2010	
Chairman / Board of Governors		Date:	

(Check box if comments are continued on the reverse side)

(3-10-97)

Assets and Income

Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.

BLOCK A	BLOCK B		BLOCK C														
	Value of Assets at close of reporting period	Type	Amount														
			None (or less than \$1,001)	\$1,001 - \$50,000	\$50,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$25,000	\$25,001 - \$150,000	\$150,001 - \$500,000	Over \$500,000	Date (Mo., Day, Yr.) Only if Honorary		
<p>Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>See the instructions for special rule for reporting an interest in a depository institution and other entities regardless of value.</p> <p>Identify each asset or source of income which generated over \$200 in income during the reporting period.</p>																	
<p>None <input type="checkbox"/></p> <p>Examples: Central Airlines Common Doe Jones & Smith, Hometown, USA Kempstone Equity Fund</p>																	
1	OWNER																
2	Treasury Inflation-Protected Securities	E															
3	I-Bond Savings Bonds	E															
4	Federal Reserve Retirement Thrift Plan	E															
5	Pfizer Common Stock	E															
6	General Electric Common Stock	E															
7	Fidelity Japan Smaller Company Mutual Fund	E															
8	Fidelity U.S. Treasury Money Market Fund (IRA)	E															
9	Vanguard International Growth Fund (IRA)	S															
10	Vanguard Small Cap Index Fund (IRA)	S															
11	Vanguard Admiral Treasury MMIF	E															
	Vanguard New Jersey L-Tax Exempt Fund	E															

Reporting Individual's Name		SCHEDULE A		Calendar Year Covered	Page Number																				
William C. Dudley				2008	4																				
Assets and Income		Value of Assets at close of reporting period		Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																					
BLOCK A		BLOCK B		BLOCK C																					
None <input type="checkbox"/>	Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period. See the instructions for special rule for reporting an interest in a depository institution and other entities regardless of value. Identify each asset or source of income which generated over \$200 in income during the reporting period.	Type						Amount				Date (Mo., Day, Yr.) Only if Honoraria													
		None (or less than \$1,001)	\$1,001 - \$50,000	\$50,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000	Dividends	Rent and Royalties	Interest	Capital Gains		Excepted Investment Fund	Excepted Trust	Qualified Trust	Other (Specify Type)	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$25,000	\$25,001 - \$150,000	\$150,001 - \$500,000	Over \$500,000			
<input type="checkbox"/>	OWNERS																								
<input type="checkbox"/>	Examples: Central Airlines Common																								
<input type="checkbox"/>	Doe Jones & Smith, Hometown, USA																								
<input type="checkbox"/>	Kempstone Equity Fund																								
<input type="checkbox"/>	Northwestern Mutual Life Insurance Policy																								
<input type="checkbox"/>	Wachovia Bank Deposits																								
<input type="checkbox"/>	Spencer Saving Bank Deposits																								
<input type="checkbox"/>	Citibank Deposits																								
<input type="checkbox"/>	Prudential Financial Common Stock																								
<input type="checkbox"/>	JPM Chase Deferred Income Benefit Award																								
<input type="checkbox"/>	JPM Chase Deferred Compensation																								
<input type="checkbox"/>	JPM Chase Profit Sharing (401k)																								
<input type="checkbox"/>	Goldman Sachs Capital Growth Fund																								
<input type="checkbox"/>	Goldman Sachs Structured U.S. Equity Fund																								

signature

SCHEDULE D

Page Number

5

Calendar Year Covered

2008

Part I: Positions Held Outside the Federal Reserve Bank

None

Report any position held by you during the reporting period, whether compensated or not. A position includes but is not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.

1	Organization (Name and Address)		Holder	Type of Organization	Position	From (Mo., Yr.)		To (Mo., Yr.)			
	Mo. Bar Assoc., Jefferson City, MO	ABC Bank, Hometown, USA				E	Professional Bank	Director	Loan Officer	9/93	7/85
2											
3											
4											
5											
6											
7											
8											
9											
10											

Part II: Other Situations

Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.

Ann E. Darby, my spouse is on the Douglass College Investment Committee that oversees management of the college's endowment.

FEDERAL RESERVE BANK OF NEW YORK

NEW YORK, N.Y. 10045-0001

TELEPHONE 212 720-5032

FACSIMILE 212 720-5860

MARTIN.GRANT@NY.FRB.ORG

MARTIN C. GRANT
CHIEF COMPLIANCE AND
ETHICS OFFICER

December 3, 2009

VIA FEDEX

Mr. Denis M. Hughes
FRBNY Board Chairman
President
New York State AFL-CIO
50 Broadway
35th Floor
New York, NY 10004

Re: Confidential Financial Disclosure Reports (Mr. Dudley & FRBNY employee)

Dear Mr. Hughes:

In my capacity as the Chief Compliance and Ethics Officer of the Federal Reserve Bank of New York (the "Bank"), I have reviewed the enclosed confidential Financial Disclosure Reports filed by William Dudley and FRBNY employee. My review revealed no circumstances that represent conflicts of interest, appearances of conflicts of interest, or any other concerns regarding compliance with the Bank's Code of Conduct.

Pursuant to the Federal Reserve System's "Voluntary Guide for Senior Officials", I am submitting these forms for your review as Chairman of the Bank's Board of Directors. If you concur with my view, please sign and date where noted for Chairman, Board of Directors and return the forms to me in the enclosed envelope, sealed and marked for personal attention only. I will then forward it to Chairman Bernanke, as required by the Voluntary Guide, for review by him and the Board of Governors' Ethics Officer. I enclose for your information a draft letter to Chairman Bernanke forwarding copies of the filings.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

signature

COPY

INTERNAL F.R.

FORM A
Federal Reserve Bank Of New York
CONFIDENTIAL FINANCIAL DISCLOSURE REPORT

Reporting Status <input type="checkbox"/> Incumbent <input checked="" type="checkbox"/> New Filer <input type="checkbox"/> Termination Filer	Calendar Year Covered By Report 2008	Date of Employment 1/2/07	Termination Date (if applicable)
Last Name Dudley		First Name and Middle Initial William C.	
Position President		Telephone No. (include Area Code) 812-720-1751	
Certification I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge and belief.	Signature of Reporting Individual [Redacted Signature] Signature		
Ethics Officer's Review I certify that I have reviewed the information contained in this report.	Signature of Ethics Officer [Redacted Signature] Signature		
Comments of Ethics Officer (if additional space is required, use the reverse side of this sheet)			

Reporting Periods
Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Schedule D where you must also include the filing year up to the date you file.
Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination.

New Filers:
Schedule A—The reporting period is the preceding calendar year and the current calendar year up to the date of filing.
Schedule B—Not applicable.
Schedule C, Part I (Liabilities)—The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date filing.
Schedule C, Part II (Agreement or Arrangement)—Show any agreement or arrangement as of the date of filing.
Schedule D—The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.

Chairman / Board of Directors
Date: _____

Chairman / Board of Governors
Date: _____

(Check box if comments are continued on the reverse side)

Assets and Income

Value of Assets at close of reporting period

Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.

BLOCK A	BLOCK B	BLOCK C																		
		Type	Amount	Date																
Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period. See the instructions for special rule for reporting an interest in a depository institution and other entities regardless of value. Identify each asset or source of income which generated over \$200 in income during the reporting period.	None (or less than \$1,001)	\$1,001 - \$50,000	\$50,001 - \$250,000	\$250,001 - \$500,000	Over \$500,000	Dividends	Rent and Royalties	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Trust	Other (Specify Type)	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$25,000	\$25,001 - \$150,000	\$150,001 - \$500,000	Over \$500,000	Date (Mo., Day, Yr.) Only if Honoraria
	<p>None <input type="checkbox"/></p> <p>Central Airlines Common</p> <p>Examples: Doe Jones & Smith, Hometown, USA</p> <p>Kempstone Equity Fund</p>	<input checked="" type="checkbox"/>					<input checked="" type="checkbox"/>													
1 Unum Group Common Stock	<input checked="" type="checkbox"/>																			
2 Windstream Corp Common Stock	<input checked="" type="checkbox"/>																			
3 Discovery Communications Common Stock	<input checked="" type="checkbox"/>																			
4 Discovery Communications Common Series A	<input checked="" type="checkbox"/>																			
5 Liberty Media Corporation Common Stock	<input checked="" type="checkbox"/>																			
6 Medco Health Solutions Common Stock	<input checked="" type="checkbox"/>																			
7 Sunrise Senior Living Common Stock	<input checked="" type="checkbox"/>																			
8 Liberty Global Common Stock	<input checked="" type="checkbox"/>																			
9 Liberty Media Holding Corp Common Stock	<input checked="" type="checkbox"/>																			
10 Liberty Global Common CLASS A	<input checked="" type="checkbox"/>																			
11 Walt Disney Common Stock	<input checked="" type="checkbox"/>																			

Assets and Income | **Value of Assets at close of reporting period** | **Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.**

BLOCK A	BLOCK B						BLOCK C									
	None (or less than \$1,001)	\$1,001 - \$50,000	\$50,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000	Dividends	Rent and Royalties	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Trust	Other (Specify Type)	Amount	Date (Mo., Day, Yr.) Only if Honoraria
1		X					X								X	
2		X					X								X	
3		X					X								X	
4		X					X								X	
5		X					X								X	
6						X	X								X	
7								X							X	
8		X					X								X	
9			X				X								X	
10		X					X								X	
11			X				X								X	

Assets and Income

Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.

	BLOCK A	BLOCK B					BLOCK C							Date (Mo., Day, Yr.) Only if Honoraria								
		Value of Assets at close of reporting period	Dividends	Rent and Royalties	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Trust	Other (Specify Type)	Amount											
		None (or less than \$1,001)	\$1,001 - \$50,000	\$50,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000	Dividends	Rent and Royalties	Interest	Capital Gains	Excepted Investment Fund	Excepted Trust	Qualified Trust	Other (Specify Type)	\$201 - \$1,000	\$1,001 - \$25,000	\$25,001 - \$150,000	\$150,001 - \$500,000	Over \$500,000		
1	OWNER							X								X						
2	Central Airlines Common																					
3	Doa Jones & Smith, Hometown, USA																					
4	Kempstone Equity Fund																					
5	Northwestern Mutual Life Insurance Policy			X				X								X						
6	Wachovia Bank Deposits			X						X						X						
7	Spencer Saving Bank Deposits			X						X						X						
8	Citibank Deposits			X						X						X						
9	Prudential/Financial Common Stock		X							X						X						
10	JPM Chase Deferred Income Benefit Award						X								Distribution							
11	JPM Chase Deferred Compensation														Distribution							
12	JPM Chase Profit Sharing (401k)			X																		
13	Goldman Sachs Capital Growth Fund		X																			
14	Goldman Sachs Structured U.S. Equity Fund		X																			

Reporting Individual's Name

signature

SCHEDULE D

Calendar Year Covered

2008

Page Number

5

Part I: Positions Held Outside the Federal Reserve Bank

None

Report any position held by you during the reporting period, whether compensated or not. A position includes but is not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those foregone, and any entity which, to your knowledge, does or seeks to do business with the Bank.

solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.

Examples:	Organization (Name and Address)	Holder	Type of Organization	Position	From (Mo., Yr.)	To (Mo., Yr.)
	Mo. Bar Assoc., Jefferson City, MO ABC Bank, Hometown, USA	E Brother	Professional Bank	Director Loan Officer	9/93 7/85	Present Present
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II: Other Situations

Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.

Ann E. Darby, my spouse is on the Douglass College Investment Committee that oversees management of the college's endowment.

FEDERAL RESERVE BANK OF NEW YORK

NEW YORK, N.Y. 10045-0001

TELEPHONE 212 720-5032

FACSIMILE 212 720-5860

MARTIN.GRANT@NY.FRB.ORG

MARTIN C. GRANT
CHIEF COMPLIANCE AND
ETHICS OFFICER

December __, 2009

The Honorable Ben S. Bernanke
Chairman
Board of Governors of the
Federal Reserve System
20th & C Streets, N.W.
Washington, DC 20551

FRBNY
employee

Re: Confidential Financial Disclosure Reports (Mr. Dudley &

Dear Chairman Bernanke:

Enclosed are the confidential Financial Disclosure Reports filed by the President and FRBNY employee of the Federal Reserve Bank of New York (the "Bank"). These forms are provided to you for your review, with the understanding that they will be reviewed only by you and the Board of Governor's (the "Board") Ethics Officer, and that they remain the property of this Reserve Bank. It is this Bank's position that the reports and any information contained in the reports are exempt from public disclosure under the Freedom of Information Act [5 U.S.C. § 552 (b) (6)].

As has been the past practice, these reports are being provided to you on a temporary basis and for the limited purpose of review for compliance with applicable rules. In order to avoid any question as to whether the enclosed reports are records or information of the Board, I request that copies not be made, and I would appreciate your signing and dating as noted for Chairman of the Board, and returning the enclosed original reports to me, the Bank's Chief Compliance and Ethics Officer, at the conclusion of the review process.

Sincerely,

Enclosures

D
R
A
F
T



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

March 18, 2011

Martin C. Grant
Chief Compliance and Ethics Officer
And Senior Vice President
Federal Reserve Bank of New York
33 Liberty Street
New York, NY 10045-0001

PERSONAL AND CONFIDENTIAL

Dear Martin:

I am returning to you both CY 2009 Confidential Financial Disclosure forms (Form A) filed by William Dudley and [REDACTED] FRBNY employee of the Federal Reserve Bank of New York. I have reviewed the forms and have found that they disclose nothing that would present a conflict of interest under applicable laws and regulations or that would violate applicable rules.

We have made no copies of the forms and understand that you will retain the originals for five years.

Sincerely,

[REDACTED]
signature

Cary K. Williams
Assistant General Counsel

Enclosures

Confidential Financial Disclosure Report A - INTERNAL F.R.

General Information	
Name: William Dudley	Calendar Year Covered: 2009
Reporting Status: Incumbent	
Date of Employment: 01/02/2007	
Job Title: President	
Extension: 6180	
Form Status: Approved	
<input checked="" type="checkbox"/> <p>This certifies that this report was submitted by the employee whose name appears above. This individual certifies that the information provided on this report and on all attached sections is true, complete and correct to the best of his/her knowledge and belief.</p>	
<p>Comments: Waiver for ECNY Executive Committee service has been drafted. Interests of organization for which wife serves on board are not imputed to employee; memo documenting research drafted. 9/19/08 GE and AIG waivers are on file. TIPS are subject to \$50,000 cap on long-term Treasuries. (Waiver obtained 4/30/⁰⁹10 - BMS) - YH, 1/31/2011</p>	

Chief Compliance / Ethics Officer	signature	Date: <u>2/2/11</u>
Chairman / Board of Directors	signature	Date: <u>2/9/11</u>
Chairman / Board of Governors	[Signature Box]	Date: _____

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2009	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Treasury Inflation Protected Securities Owner: E - Employee	Over \$1,000,000	Interest	\$25,001-\$150K	Y
I Bond Savings Bond Owner: E - Employee	\$50,001-\$250K	Interest	\$1,001-\$25K	
Federal Reserve Retirement Thrift Plan Owner: E - Employee	Over \$1,000,000	Other Dividends & Interest	\$25,001-\$150K	
Pfizer Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Schedule A

Name: William Dudley

Calendar Year Covered: 2009

Assets and Income

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
General Electric Common Stock Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	Y
Fidelity Japan Smaller Company Mutual Fund Owner: E - Employee	\$50,001-\$250K	Dividends	\$201-\$1,000	
Fidelity US Treasury Money Market Fund Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard International Growth Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A

Name: William Dudley

Calendar Year Covered: 2009

Assets and Income

-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Vanguard Small Cap Index Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Admiral Treasury MMMF Owner: E - Employee	Over \$1,000,000	Dividends	\$1,001-\$25K	
Vanguard New Jersey L-T Tax Exempt Fund Owner: E - Employee	None(or less than \$1,001)	Dividends	\$25,001-\$150K	
Unum Group Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A

Name: William Dudley

Calendar Year Covered: 2009

Assets and Income

-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Windstream Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Discovery Communications Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Discovery Communications Common Stock Series A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Media Corporation Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>

Schedule A

Name: William Dudley

Calendar Year Covered: 2009

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Medco Heath Solutions Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Sunrise Senior Living Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Global Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Media Holding Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Global Common Class A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Walt Disney Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>

Confidential Financial Disclosure Report A - INTERNAL F.R.

Merck Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Total Stock Mkt ETF Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Vanguard Energy ETF Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Vanguard FTSE All World Ex US ETF Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Vanguard Europe Pacific ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard Pacific ETF Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Goldman Sachs Bank Deposit Owner: E - Employee	Over \$1,000,000	Interest	\$1,001-\$25K .	
Deutsche Telecom Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Ishares S&P 500 ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
AIG Common Shares Owner: E - Employee	None(or less than \$1,001)	Dividends	None(or less than \$201)	Y
JPM Chase Bank Deposits Owner: E - Employee	\$50,001-\$250K	Interest	\$201-\$1,000	
Northwestern Mutual Life Insurance Policy Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Wachovia Bank Depsoits Owner: S - Spouse	\$50,001-\$250K	Interest	\$201-\$1,000	
Spencer Saving Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Citibank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Prudential Financial Common Stock Owner: S - Spouse	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

JPM Chase Deferred Income Benefit Award	Over \$1,000,000	Other Distribution	\$25,001-\$150K	
Owner: S - Spouse JPM Chase Deferred Compensation Owner: S - Spouse	\$500,001-\$1,000K	Other Distribution	\$25,001-\$150K	
JPM Chase Profit Sharing (401K) Owner: S - Spouse	\$250,001-\$500K	Other Distribution	\$1,001-\$25K	
Goldman Sachs Capital Growth Fund Owner: E - Employee	\$50,001-\$250K	Other Dividends & Capital Gains	\$1,001-\$25K	
Goldman Sachs Structured US Equity Fund Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Federal Money Market Fund Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Direct TV common stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard Intermediate Tax Exempt Municipal Bond Fund Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Liberty Media Starz common stock Owner: E - Employee	\$1,001-\$50K	Interest	None(or less than \$201)	

Schedule B

Name: William Dudley

Calendar Year Covered: 2009

New Filer (Schedule Not Applicable): No

Part I: Transactions

Report any purchase, sale or exchange by you (E), your spouse (S), you and your spouse (J) or a dependent child (DC) during the reporting period of any real estate, stocks, bonds, commodity futures and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not report a transaction involving real estate used solely as your personal residence (unless rented out), or a transaction solely between you, your spouse or dependent child. Check the "Required divestiture" block to indicate sales made pursuant to a divestiture required by the Bank.

Identification of Assets	Owner	Transaction Type	Date (mm/dd/yyyy)	Amount of Transaction	Req. Divestiture	Rollover Trans.	Rollover Frequency
Vanguard Energy ETF	E	Purchase	02/18/2009	\$50,001-\$250K		No	
Vanguard Total Stock Market ETF	E	Purchase	02/18/2009	\$50,001-\$250K		No	
Vanguard FTSE All World EFT Ex US	E	Purchase	02/18/2009	\$250,001-\$500K		No	
Vanguard Intermediate Term Tax Exempt Municipal Bond Fund	E	Purchase	10/13/2009	Over \$1,000,000		No	
Vanguard New Jersey Long Term Tax Exempt Bond Fund	E	Sale	10/13/2009	Over \$1,000,000		No	

Part II: Gifts

To the extent not previously reported in writing, report the source, a brief description, and the value of any gifts, as defined in the instructions, received by you, your spouse or dependent child from one source and totaling \$250 or more. Exclude gifts from relatives, gifts valued at \$100 or less when aggregating gifts for the total from one source, and gifts received by your spouse or dependent child that were given totally independent of the relationship to you. See the instructions for the further exclusions.

Confidential Financial Disclosure Report A - INTERNAL F.R.

Source(Name and Address)	Brief Description	Value
		\$ 0

Schedule C			
Name: William Dudley		Calendar Year Covered: 2009	
<p>Part I: Liabilities</p> <p>Report any liabilities owed during the reporting period to any of the following by you, your spouse or dependent child: a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. See the instructions for certain exclusions.</p>			
Creditor (Name and Address)	Type of Liability	Debtor (If Other, specify)	Category of Amount or Value
<p>To your knowledge, were any of the foregoing extensions of credit more favorable than offered to a person not employed by the Bank? NO</p>			
<p>Part II: Agreements or Arrangements</p> <p>Report any agreement or arrangement for future employment, leave of absence from or continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. This part applies only to the person filing the report. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.</p>			
Status and Terms of any Agreement or Arrangement	Parties	Date (mm/yyyy)	
Defined Benefit Plan (Retirement at 65)	Goldman Sachs	12/2005	

Schedule D

Name: William Dudley

Calendar Year Covered: 2009

Part I: Positions Held Outside the FRB

Report any position held by you during the reporting period, whether compensated or not. A position includes but not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.

Organization (Name and Address)	Holder	Type of Organization/ (If Other, specify)	Position	From/To (mm/yyyy)
Bank for International Settlements	Employee	Other International Organization of Central Banks	Board of Directors	03/2009 12/2009

Part II: Other Situations

Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.

Ann E. Darby, my spouse, Chairs the Douglas College Investment Committee that oversees management of the college's endowment.

Confidential Financial Disclosure Report A - INTERNAL F.R.

Audit Trail			
Name: William Dudley		Calendar Year Covered: 2009	
Date of Activity	Type of Activity	Updated By	Report Status
01/31/2011 06:37:24 PM	Signed Off	b1bms01	Signed Off
01/31/2011 06:37:02 PM	Saved	b1bms01	Signed Off
01/31/2011 06:35:30 PM	Saved	b1bms01	Signed Off
01/31/2011 06:33:56 PM	Saved	b1bms01	Signed Off
01/31/2011 06:33:36 PM	Signed Off	b1bms01	Signed Off
01/31/2011 06:33:22 PM	Signed Off	b1bms01	Signed Off
01/31/2011 02:29:53 PM	Signed Off	b1yxh03	Signed Off
01/31/2011 12:22:07 PM	Signed Off	b1bms01	Signed Off
01/31/2011 12:21:42 PM	Saved	b1bms01	Submitted
01/31/2011 12:20:05 PM	Signed Off	b1bms01	Submitted
12/23/2010 12:24:34 PM	Saved	b1bms01	Submitted
12/23/2010 12:20:41 PM	Signed Off	b1bms01	Submitted
04/14/2010 07:53:30 AM	Status Change	b1wcd01	Submitted
04/14/2010 07:53:15 AM	Saved	b1wcd01	Saved
04/14/2010 07:35:55 AM	Saved	b1wcd01	Saved
04/13/2010 04:32:22 PM	Saved	b1wcd01	Saved
04/13/2010 01:59:49 PM	Saved	b1wcd01	Saved
04/13/2010 01:54:35 PM	Saved	b1wcd01	Saved
04/13/2010 01:49:08 PM	Saved	b1wcd01	Saved
04/13/2010 10:55:41 AM	Saved	b1wcd01	Saved

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MARTIN C. GRANT

CHIEF COMPLIANCE AND ETHICS OFFICER
AND SENIOR VICE PRESIDENT

February 16, 2011

VIA FEDEX

Ms. Cary K. Williams
Assistant General Counsel
Board of Governors of the Federal Reserve System
20th Street & Constitution Avenue N.W.
Washington, DC 20551

Dear Ms. Williams:

Re: 2009 Confidential Financial Disclosure Reports (Mr. Dudley and [FRBNY employee])

Enclosed for your and Chairman Bernanke's review are the 2009 confidential Financial Disclosure Reports filed by the President and [FRBNY employee] of the Federal Reserve Bank of New York ("FRBNY"). At the conclusion of the review process, please have Chairman Bernanke sign and date the reports and return the original reports to me.

These reports are provided to you for your review, with the understanding that they will be reviewed only by you and Chairman Bernanke, and that they remain the property of the FRBNY. It is the FRBNY's position that the reports and any information contained in the reports are exempt from public disclosure under the Freedom of Information Act, 5 U.S.C. § 552(b)(6). Consistent with past practice, these reports are being provided to you on a temporary basis and for the limited purpose of review for compliance with applicable rules. In order to avoid any question as to whether the enclosed reports are records or information of the Board, I request that copies not be made.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Enclosures

T 212.720.5032 | F 212.720.5860 | E martin.grant@ny.frb.org | W www.newyorkfed.org

Confidential Financial Disclosure Report A - INTERNAL F.R.

General Information	
Name: William Dudley	Calendar Year Covered: 2009
Reporting Status: Incumbent	
Date of Employment: 01/02/2007	
Job Title: President	
Extension: 6180	
Form Status: Approved	
<input checked="" type="checkbox"/> <p>This certifies that this report was submitted by the employee whose name appears above. This individual certifies that the information provided on this report and on all attached sections is true, complete and correct to the best of his/her knowledge and belief.</p>	
<p>Comments: Waiver for ECNY Executive Committee service has been drafted. Interests of organization for which wife serves on board are not imputed to employee; memo documenting research drafted. 9/19/08 GE and AIG waivers are on file. TIPS are subject to \$50,000 cap on long-term Treasuries. (Waiver obtained 4/30/⁰⁹10 - BMS) - YH, 1/31/2011</p>	

Chief Compliance / Ethics Officer

signature

Date: 2/2/11

Chairman / Board of Directors

signature

Date: 2/9/11

Chairman / Board of Governors

Date: _____

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
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Schedule A

Name: William Dudley

Calendar Year Covered: 2009

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Fidelity Japan Smaller Company Mutual Fund Owner: E - Employee	\$50,001-\$250K	Dividends	\$201-\$1,000	
Fidelity US Treasury Money Market Fund Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
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Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A

Name: William Dudley

Calendar Year Covered: 2009

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Vanguard New Jersey L-T Tax Exempt Fund Owner: E - Employee	None(or less than \$1,001)	Dividends	\$25,001-\$150K	<input type="checkbox"/>
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Confidential Financial Disclosure Report A - INTERNAL F.R.

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Discovery Communications Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Discovery Communications Common Stock Series A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
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Schedule A

Name: William Dudley

Calendar Year Covered: 2009

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Sunrise Senior Living Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Global Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Media Holding Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
Liberty Global Common Class A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	<input type="checkbox"/>
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Confidential Financial Disclosure Report A - INTERNAL F.R.

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AIG Common Shares Owner: E - Employee	None(or less than \$1,001)	Dividends	None(or less than \$201)	Y
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Confidential Financial Disclosure Report A - INTERNAL F.R.

JPM Chase Deferred Income Benefit Award	Over \$1,000,000	Other Distribution	\$25,001-\$150K	
Owner: S - Spouse JPM Chase Deferred Compensation Owner: S - Spouse	\$500,001-\$1,000K	Other Distribution	\$25,001-\$150K	
JPM Chase Profit Sharing (401K) Owner: S - Spouse	\$250,001-\$500K	Other Distribution	\$1,001-\$25K	
Goldman Sachs Capital Growth Fund Owner: E - Employee	\$50,001-\$250K	Other Dividends & Capital Gains	\$1,001-\$25K	
Goldman Sachs Structured US Equity Fund Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Federal Money Market Fund Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Direct TV common stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard Intermediate Tax Exempt Municipal Bond Fund Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Liberty Media Starz common stock Owner: E - Employee	\$1,001-\$50K	Interest	None(or less than \$201)	

Schedule B

Name: William Dudley

Calendar Year Covered: 2009

New Filer (Schedule Not Applicable): No

Part I: Transactions

Report any purchase, sale or exchange by you (E), your spouse (S), you and your spouse (J) or a dependent child (DC) during the reporting period of any real estate, stocks, bonds, commodity futures and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not report a transaction involving real estate used solely as your personal residence (unless rented out), or a transaction solely between you, your spouse or dependent child. Check the "Required divestiture" block to indicate sales made pursuant to a divestiture required by the Bank.

Identification of Assets	Owner	Transaction Type	Date (mm/dd/yyyy)	Amount of Transaction	Req. Divestiture	Rollover Trans.	Rollover Frequency
Vanguard Energy ETF	E	Purchase	02/18/2009	\$50,001-\$250K		No	
Vanguard Total Stock Market ETF	E	Purchase	02/18/2009	\$50,001-\$250K		No	
Vanguard FTSE All World EFT Ex US	E	Purchase	02/18/2009	\$250,001-\$500K		No	
Vanguard Intermediate Term Tax Exempt Municipal Bond Fund	E	Purchase	10/13/2009	Over \$1,000,000		No	
Vanguard New Jersey Long Term Tax Exempt Bond Fund	E	Sale	10/13/2009	Over \$1,000,000		No	

Part II: Gifts

To the extent not previously reported in writing, report the source, a brief description, and the value of any gifts, as defined in the instructions, received by you, your spouse or dependent child from one source and totaling \$250 or more. Exclude gifts from relatives, gifts valued at \$100 or less when aggregating gifts for the total from one source, and gifts received by your spouse or dependent child that were given totally independent of the relationship to you. See the instructions for the further exclusions.

Confidential Financial Disclosure Report A - INTERNAL F.R.

Source(Name and Address)	Brief Description	Value
		\$ 0

Schedule C			
Name: William Dudley		Calendar Year Covered: 2009	
<p>Part I: Liabilities</p> <p>Report any liabilities owed during the reporting period to any of the following by you, your spouse or dependent child: a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. See the instructions for certain exclusions.</p>			
Creditor (Name and Address)	Type of Liability	Debtor (If Other, specify)	Category of Amount or Value
<p>To your knowledge, were any of the foregoing extensions of credit more favorable than offered to a person not employed by the Bank? NO</p>			
<p>Part II: Agreements or Arrangements</p> <p>Report any agreement or arrangement for future employment, leave of absence from or continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. This part applies only to the person filing the report. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.</p>			
Status and Terms of any Agreement or Arrangement	Parties	Date (mm/yyyy)	
Defined Benefit Plan (Retirement at 65)	Goldman Sachs	12/2005	

Schedule D				
Name: William Dudley			Calendar Year Covered: 2009	
<p>Part I: Positions Held Outside the FRB</p> <p>Report any position held by you during the reporting period, whether compensated or not. A position includes but not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.</p>				
Organization (Name and Address)	Holder	Type of Organization/ (If Other, specify)	Position	From/To (mm/yyyy)
Bank for International Settlements	Employee	Other International Organization of Central Banks	Board of Directors	03/2009 12/2009
<p>Part II: Other Situations</p> <p>Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.</p>				
Ann E. Darby, my spouse, Chairs the Douglas College Investment Committee that oversees management of the college's endowment.				

Confidential Financial Disclosure Report A - INTERNAL F.R.

Audit Trail			
Name: William Dudley		Calendar Year Covered: 2009	
Date of Activity	Type of Activity	Updated By	Report Status
01/31/2011 06:37:24 PM	Signed Off	b1bms01	Signed Off
01/31/2011 06:37:02 PM	Saved	b1bms01	Signed Off
01/31/2011 06:35:30 PM	Saved	b1bms01	Signed Off
01/31/2011 06:33:56 PM	Saved	b1bms01	Signed Off
01/31/2011 06:33:36 PM	Signed Off	b1bms01	Signed Off
01/31/2011 06:33:22 PM	Signed Off	b1bms01	Signed Off
01/31/2011 02:29:53 PM	Signed Off	b1yxh03	Signed Off
01/31/2011 12:22:07 PM	Signed Off	b1bms01	Signed Off
01/31/2011 12:21:42 PM	Saved	b1bms01	Submitted
01/31/2011 12:20:05 PM	Signed Off	b1bms01	Submitted
12/23/2010 12:24:34 PM	Saved	b1bms01	Submitted
12/23/2010 12:20:41 PM	Signed Off	b1bms01	Submitted
04/14/2010 07:53:30 AM	Status Change	b1wcd01	Submitted
04/14/2010 07:53:15 AM	Saved	b1wcd01	Saved
04/14/2010 07:35:55 AM	Saved	b1wcd01	Saved
04/13/2010 04:32:22 PM	Saved	b1wcd01	Saved
04/13/2010 01:59:49 PM	Saved	b1wcd01	Saved
04/13/2010 01:54:35 PM	Saved	b1wcd01	Saved
04/13/2010 01:49:08 PM	Saved	b1wcd01	Saved
04/13/2010 10:55:41 AM	Saved	b1wcd01	Saved

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MARTIN C. GRANT

CHIEF COMPLIANCE AND ETHICS OFFICER
AND SENIOR VICE PRESIDENT

February 2, 2011

VIA FEDEX

Mr. Lee C. Bollinger
Chair, Board of Director
Federal Reserve Bank of New York
c/o Columbia University
202 Low Library
535 West 116th Street, Mail Code 4309
New York, NY 10027

Dear Mr. Bollinger:

Re: Confidential Financial Disclosure Reports (Mr. Dudley and [FRBNY employee])

In my capacity as the Chief Compliance and Ethics Officer of the Federal Reserve Bank of New York (the "Bank"), I have reviewed the enclosed confidential Financial Disclosure Reports filed by William Dudley and [FRBNY employee]. My review did not reveal any conflicts of interest, appearances of a conflict of interest, or other concerns regarding compliance with the Bank's Code of Conduct.

I am submitting these reports for your review. If you concur with the results of my review, please sign and date where noted for Chairman, Board of Directors and return the reports to me in the enclosed envelope. I will then forward the reports to the Board of Governors' Ethics Officer for her and Chairman Bernanke's review.

Sincerely,

signature



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

October 18, 2011

Martin C. Grant
Chief Compliance and Ethics Officer
And Senior Vice President
Federal Reserve Bank of New York
33 Liberty Street
New York, NY 10045-0001

PERSONAL AND CONFIDENTIAL

Dear Martin:

I am returning to you both CY 2010 Confidential Financial Disclosure forms (Form A) filed by William Dudley and [REDACTED] FRBNY employee of the Federal Reserve Bank of New York. I have reviewed the forms and have found that they disclose nothing that would present a conflict of interest under applicable laws and regulations or that would violate applicable rules.

We have made no copies of the forms and understand that you will retain the originals for five years.

Sincerely,




[REDACTED]
signature

Cary K. Williams
Assistant General Counsel

Enclosures

Confidential Financial Disclosure Report A - INTERNAL F.R.

General Information	
Name: William Dudley	Calendar Year Covered: 2010
Reporting Status: Incumbent	
Date of Employment: 01/02/2007	
Job Title: President	
Extension: 6180	
Form Status: Approved	
<input checked="" type="checkbox"/> This certifies that this report was submitted by the employee whose name appears above. This individual certifies that the information provided on this report and on all attached sections is true, complete and correct to the best of his/her knowledge and belief.	
Comments: As advised by the Ethics Office, President Dudley fully divested his AIG stock on July 1, 2010 and his GE stock on June 3, 2011. He had been issued a Section 208 waiver permitting him to hold these financial interests. (BMS)	

Chief Compliance / Ethics Officer		Date: 8/19/11
Chairman / Board of Directors		Date: 8/31/11
Chairman / Board of Governors		Date: _____

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Treasury Inflation Protected Securities Owner: E - Employee	Over \$1,000,000	Interest	\$25,001-\$150K	Y
Bond Savings Bond Owner: E - Employee	\$50,001-\$250K	Interest	\$1,001-\$25K	
Federal Reserve Retirement Thrift Plan Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Pfizer Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
General Electric Common Stock Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	Y
Fidelity Japan Smaller Company Mutual Fund Owner: E - Employee	\$50,001-\$250K	Dividends	\$201-\$1,000	
Fidelity US Treasury Money Market Fund Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard International Growth Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waiver
Vanguard Small Cap Index Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Admiral Treasury MMMF Owner: E - Employee	Over \$1,000,000	Dividends	\$1,001-\$25K	
Unum Group Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Windstream Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Discovery Communications Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Discovery Communications Common Stock Series A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Corporation Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Medco Heath Solutions Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waiver
Sunrise Senior Living Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Global Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Holding Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Global Common Class A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Walt Disney Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Merck Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Vanguard Total Stock Mkt ETF Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Vanguard Energy ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard FTSE All World Ex US ETF Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Vanguard Europe Pacific ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard Pacific ETF Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Deutsche Telecom Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Ishares S&P 500 ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
JPM Chase Bank Deposits Owner: E - Employee	\$50,001-\$250K	Interest	\$201-\$1,000	
Northwestern Mutual Life Insurance Policy Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Wachovia Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$201-\$1,000	
Spencer Saving Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Citibank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Prudential Financial Common Stock Owner: S - Spouse	\$1,001-\$50K	Dividends	None(or less than \$201)	
JPM Chase Deferred Income Benefit Award Owner: S - Spouse	Over \$1,000,000	Other Distribution	\$25,001-\$150K	
JPM Chase Deferred Compensation Owner: S - Spouse	\$500,001-\$1,000K	Other Distribution	\$25,001-\$150K	
JPM Chase Profit Sharing (401K)	\$250,001-\$500K	Other	\$1,001-\$25K	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Owner: S - Spouse		Distribution		
Goldman Sachs Capital Growth Fund Owner: E - Employee	\$50,001-\$250K	Other Dividends & Capital Gains	\$1,001-\$25K	
Goldman Sachs Structured US Equity Fund Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Federal Money Market Fund Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Direct TV common stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard Intermediate Tax Exempt Municipal Bond Fund Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Liberty Media Starz common stock Owner: E - Employee	\$1,001-\$50K	Interest	None(or less than \$201)	
Vanguard Prime Money Market Fund Owner: E - Employee	Over \$1,000,000	Interest	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule B							
Name: William Dudley				Calendar Year Covered: 2010			
New Filer (Schedule Not Applicable): No							
<p>Part I: Transactions</p> <p>Report any purchase, sale or exchange by you (E), your spouse (S), you and your spouse (J) or a dependent child (DC) during the reporting period of any real estate, stocks, bonds, commodity futures and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not report a transaction involving real estate used solely as your personal residence (unless rented out), or a transaction solely between you, your spouse or dependent child. Check the "Required divestiture" block to indicate sales made pursuant to a divestiture required by the Bank.</p>							
Identification of Assets	Owner	Transaction Type	Date (mm/dd/yyyy)	Amount of Transaction	Req. Divestiture	Rollover Trans.	Rollover Frequency
AIG stock	E	Sale	07/01/2010	\$1,001-\$50K	Y	No	
Vanguard Energy ETF	E	Sale	01/05/2010	\$50,001-\$250K		No	
Vanguard Total Stock Market ETF	E	Purchase	01/05/2010	\$250,001-\$500K		No	
Vanguard Total Stock Market ETF	E	Purchase	07/07/2010	\$250,001-\$500K		No	
<p>Part II: Gifts</p> <p>To the extent not previously reported in writing, report the source, a brief description, and the value of any gifts, as defined in the instructions, received by you, your spouse or dependent child from one source and totaling \$250 or more. Exclude gifts from relatives, gifts valued at \$100 or less when aggregating gifts for the total from one source, and gifts received by your spouse or dependent child that were given totally independent of the relationship to you. See the instructions for the further exclusions.</p>							
Source(Name and Address)	Brief Description	Value					
		\$ 0					

Schedule C			
Name: William Dudley		Calendar Year Covered: 2010	
<p>Part I: Liabilities</p> <p>Report any liabilities owed during the reporting period to any of the following by you, your spouse or dependent child: a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. See the instructions for certain exclusions.</p>			
Creditor (Name and Address)	Type of Liability	Debtor (If Other, specify)	Category of Amount or Value
<p>To your knowledge, were any of the foregoing extensions of credit more favorable than offered to a person not employed by the Bank? NO</p>			
<p>Part II: Agreements or Arrangements</p> <p>Report any agreement or arrangement for future employment, leave of absence from or continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. This part applies only to the person filing the report. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.</p>			
Status and Terms of any Agreement or Arrangement	Parties	Date (mm/yyyy)	
Defined Benefit Plan (Retirement at 65)	Goldman Sachs	12/2005	

Schedule D				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Part I: Positions Held Outside the FRB</p> <p>Report any position held by you during the reporting period, whether compensated or not. A position includes but not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.</p>				
Organization (Name and Address)	Holder	Type of Organization/ (If Other, specify)	Position	From/To (mm/yyyy)
Bank for International Settlements	Employee	Other International Organization of Central Banks	Board of Directors	03/2009 12/2010
Economic Club of New York	Employee	Other Forum for Speakers on Economic Issues	Trustee	01/2010 12/2010
<p>Part II: Other Situations</p> <p>Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.</p>				
Ann E. Darby, my spouse, Chairs the Douglas College Investment Committee that oversees management of the college's endowment.				

Confidential Financial Disclosure Report A - INTERNAL F.R.

Audit Trail			
Name: William Dudley		Calendar Year Covered: 2010	
Date of Activity	Type of Activity	Updated By	Report Status
08/18/2011 12:03:59 PM	Signed Off	b1bms01	Signed Off
08/18/2011 12:01:29 PM	Saved	b1bms01	Submitted
08/18/2011 11:55:02 AM	Signed Off	b1bms01	Submitted
04/05/2011 09:48:27 AM	Status Change	b1wcd01	Submitted
04/05/2011 09:48:23 AM	Saved	b1wcd01	Saved
04/05/2011 09:48:12 AM	Saved	b1wcd01	Saved
04/05/2011 09:35:35 AM	Saved	b1wcd01	Saved

FEDERAL RESERVE BANK of NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MARTIN C. GRANT

CHIEF COMPLIANCE AND ETHICS OFFICER
AND SENIOR VICE PRESIDENT

September 21, 2011

VIA FEDEX

Ms. Cary K. Williams
Assistant General Counsel
Board of Governors of the Federal Reserve System
20th Street & Constitution Avenue N.W.
Washington, DC 20551

Dear Ms. Williams:

FRBNY
employee

Re: 2010 Confidential Financial Disclosure Reports (Mr. Dudley and

Enclosed for your and Chairman Bernanke's review are the 2010 confidential Financial Disclosure Reports filed by the President and FRBNY employee of the Federal Reserve Bank of New York ("FRBNY"). At the conclusion of the review process, please have Chairman Bernanke sign and date the reports and return the original reports to me.

These reports are provided to you for your review, with the understanding that they will be reviewed only by you and Chairman Bernanke, and that they remain the property of the FRBNY. It is the FRBNY's position that the reports and any information contained in the reports are exempt from public disclosure under the Freedom of Information Act, 5 U.S.C. § 552(b)(6). Consistent with past practice, these reports are being provided to you on a temporary basis and for the limited purpose of review for compliance with applicable rules. In order to avoid any question as to whether the enclosed reports are records or information of the Board, I request that copies not be made.

If you have any questions or concerns, please do not hesitate to contact me.



Sincerely,

signature

Enclosures

Confidential Financial Disclosure Report A - INTERNAL F.R.

General Information	
Name: William Dudley	Calendar Year Covered: 2010
Reporting Status: Incumbent	
Date of Employment: 01/02/2007	
Job Title: President	
Extension: 6180	
Form Status: Approved	
<input checked="" type="checkbox"/>	This certifies that this report was submitted by the employee whose name appears above. This individual certifies that the information provided on this report and on all attached sections is true, complete and correct to the best of his/her knowledge and belief.
Comments:	As advised by the Ethics Office, President Dudley fully divested his AIG stock on July 1, 2010 and his GE stock on June 3, 2011. He had been issued a Section 208 waiver permitting him to hold these financial interests. (BMS)

Chief Compliance / Ethics Officer	 signature	Date: 8/19/11
Chairman / Board of Directors	 signature	Date: 8/31/11
Chairman / Board of Governors		Date: _____

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waiver
Treasury Inflation Protected Securities Owner: E - Employee	Over \$1,000,000	Interest	\$25,001-\$150K	Y
Bond Savings Bond Owner: E - Employee	\$50,001-\$250K	Interest	\$1,001-\$25K	
Federal Reserve Retirement Thrift Plan Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Pfizer Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
General Electric Common Stock Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	Y
Fidelity Japan Smaller Company Mutual Fund Owner: E - Employee	\$50,001-\$250K	Dividends	\$201-\$1,000	
Fidelity US Treasury Money Market Fund Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard International Growth Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Vanguard Small Cap Index Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Admiral Treasury MMMF Owner: E - Employee	Over \$1,000,000	Dividends	\$1,001-\$25K	
Unum Group Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Windstream Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waiver
Discovery Communications Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Discovery Communications Common Stock Series A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Corporation Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Medco Heath Solutions Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waiver
Sunrise Senior Living Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Global Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Holding Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Global Common Class A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Walt Disney Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Merck Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Vanguard Total Stock Mkt ETF Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Vanguard Energy ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard FTSE All World Ex US ETF Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Vanguard Europe Pacific ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard Pacific ETF Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Deutsche Telecom Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Ishares S&P 500 ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
JPM Chase Bank Deposits Owner: E - Employee	\$50,001-\$250K	Interest	\$201-\$1,000	
Northwestern Mutual Life Insurance Policy Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Wachovia Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$201-\$1,000	
Spencer Saving Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Citibank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Prudential Financial Common Stock Owner: S - Spouse	\$1,001-\$50K	Dividends	None(or less than \$201)	
JPM Chase Deferred Income Benefit Award Owner: S - Spouse	Over \$1,000,000	Other Distribution	\$25,001-\$150K	
JPM Chase Deferred Compensation Owner: S - Spouse	\$500,001-\$1,000K	Other Distribution	\$25,001-\$150K	
JPM Chase Profit Sharing (401K)	\$250,001-\$500K	Other	\$1,001-\$25K	

Confidential Financial Disclosure Report A - INTERNAL F.R.

		Distribution		
Owner: S - Spouse				
Goldman Sachs Capital Growth Fund Owner: E - Employee	\$50,001-\$250K	Other Dividends & Capital Gains	\$1,001-\$25K	
Goldman Sachs Structured US Equity Fund Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Federal Money Market Fund Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Direct TV common stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard Intermediate Tax Exempt Municipal Bond Fund Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Liberty Media Starz common stock Owner: E - Employee	\$1,001-\$50K	Interest	None(or less than \$201)	
Vanguard Prime Money Market Fund Owner: E - Employee	Over \$1,000,000	Interest	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule B							
Name: William Dudley				Calendar Year Covered: 2010			
New Filer (Schedule Not Applicable): No							
<p>Part I: Transactions</p> <p>Report any purchase, sale or exchange by you (E), your spouse (S), you and your spouse (J) or a dependent child (DC) during the reporting period of any real estate, stocks, bonds, commodity futures and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not report a transaction involving real estate used solely as your personal residence (unless rented out), or a transaction solely between you, your spouse or dependent child. Check the "Required divestiture" block to indicate sales made pursuant to a divestiture required by the Bank.</p>							
Identification of Assets	Owner	Transaction Type	Date (mm/dd/yyyy)	Amount of Transaction	Req. Divestiture	Rollover Trans.	Rollover Frequency
AIG stock	E	Sale	07/01/2010	\$1,001-\$50K	Y	No	
Vanguard Energy ETF	E	Sale	01/05/2010	\$50,001-\$250K		No	
Vanguard Total Stock Market ETF	E	Purchase	01/05/2010	\$250,001-\$500K		No	
Vanguard Total Stock Market ETF	E	Purchase	07/07/2010	\$250,001-\$500K		No	
<p>Part II: Gifts</p> <p>To the extent not previously reported in writing, report the source, a brief description, and the value of any gifts, as defined in the instructions, received by you, your spouse or dependent child from one source and totaling \$250 or more. Exclude gifts from relatives, gifts valued at \$100 or less when aggregating gifts for the total from one source, and gifts received by your spouse or dependent child that were given totally independent of the relationship to you. See the instructions for the further exclusions.</p>							
Source(Name and Address)	Brief Description			Value			
				\$ 0			

Schedule C			
Name: William Dudley		Calendar Year Covered: 2010	
<p>Part I: Liabilities</p> <p>Report any liabilities owed during the reporting period to any of the following by you, your spouse or dependent child: a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. See the instructions for certain exclusions.</p>			
Creditor (Name and Address)	Type of Liability	Debtor (If Other, specify)	Category of Amount or Value
<p>To your knowledge, were any of the foregoing extensions of credit more favorable than offered to a person not employed by the Bank? NO</p>			
<p>Part II: Agreements or Arrangements</p> <p>Report any agreement or arrangement for future employment, leave of absence from or continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. This part applies only to the person filing the report. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.</p>			
Status and Terms of any Agreement or Arrangement	Parties	Date (mm/yyyy)	
Defined Benefit Plan (Retirement at 65)	Goldman Sachs	12/2005	

Schedule D				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Part I: Positions Held Outside the FRB</p> <p>Report any position held by you during the reporting period, whether compensated or not. A position includes but not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.</p>				
Organization (Name and Address)	Holder	Type of Organization/ (If Other, specify)	Position	From/To (mm/yyyy)
Bank for International Settlements	Employee	Other International Organization of Central Banks	Board of Directors	03/2009 12/2010
Economic Club of New York	Employee	Other Forum for Speakers on Economic Issues	Trustee	01/2010 12/2010
<p>Part II: Other Situations</p> <p>Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.</p>				
<p>Ann E. Darby, my spouse, Chairs the Douglas College Investment Committee that oversees management of the college's endowment.</p>				

Confidential Financial Disclosure Report A - INTERNAL F.R.

Audit Trail			
Name: William Dudley		Calendar Year Covered: 2010	
Date of Activity	Type of Activity	Updated By	Report Status
08/18/2011 12:03:59 PM	Signed Off	b1bms01	Signed Off
08/18/2011 12:01:29 PM	Saved	b1bms01	Submitted
08/18/2011 11:55:02 AM	Signed Off	b1bms01	Submitted
04/05/2011 09:48:27 AM	Status Change	b1wcd01	Submitted
04/05/2011 09:48:23 AM	Saved	b1wcd01	Saved
04/05/2011 09:48:12 AM	Saved	b1wcd01	Saved
04/05/2011 09:35:35 AM	Saved	b1wcd01	Saved

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MARTIN C. GRANT
CHIEF COMPLIANCE AND ETHICS OFFICER
AND SENIOR VICE PRESIDENT

August 19, 2011

VIA FEDEX

Mr. Lee C. Bollinger
Chair, Board of Director
Federal Reserve Bank of New York
c/o Columbia University
202 Low Library
535 West 116th Street, Mail Code 4309
New York, NY 10027

Dear Mr. Bollinger:

Re: Confidential Financial Disclosure Reports (Mr. Dudley and FRBNY employee

In my capacity as the Chief Compliance and Ethics Officer of the Federal Reserve Bank of New York (the "Bank"), I have reviewed the enclosed confidential Financial Disclosure Reports filed by William Dudley and FRBNY employee. My review did not reveal any conflicts of interest, appearances of a conflict of interest, or other concerns regarding compliance with the Bank's Code of Conduct.

I am submitting these reports for your review. If you concur with the results of my review, please sign and date where noted for Chairman, Board of Directors and return the reports to me in the enclosed envelope. I will then forward the reports to the Board of Governors' Ethics Officer for her and Chairman Bernanke's review.

Sincerely,

signature

Enclosures

Confidential Financial Disclosure Report A - INTERNAL F.R.

General Information	
Name: William Dudley	Calendar Year Covered: 2010
Reporting Status: Incumbent	
Date of Employment: 01/02/2007	
Job Title: President	
Extension: 6180	
Form Status: Approved	
<input checked="" type="checkbox"/> <p>This certifies that this report was submitted by the employee whose name appears above. This individual certifies that the information provided on this report and on all attached sections is true, complete and correct to the best of his/her knowledge and belief.</p>	
<p>Comments: As advised by the Ethics Office, President Dudley fully divested his AIG stock on July 1, 2010 and his GE stock on June 3, 2011. He had been issued a Section 208 waiver permitting him to hold these financial interests. (BMS)</p>	

Chief Compliance / Ethics Officer	signature	Date: <u>8/19/11</u>
Chairman / Board of Directors		Date: _____
Chairman / Board of Governors		Date: _____

Schedule A				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Assets and Income</p> <p>-Identify each asset held for the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period.</p> <p>-See the instructions for reporting an interest in a depository institution and other entities regardless of value.</p> <p>-Identify each asset or source of income which generated over \$200 in income during the reporting period.</p> <p>NOTE: If you have received a waiver from the Bank for an asset that you have reported, please check the waiver box at the end of the asset line.</p>				
Assets BLOCK A	Value of Assets at close of reporting period BLOCK B	Income: type and amount If None (or less than \$201), no other entry is needed in Block C for that item. BLOCK C		
Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Treasury Inflation Protected Securities Owner: E - Employee	Over \$1,000,000	Interest	\$25,001-\$150K	Y
I Bond Savings Bond Owner: E - Employee	\$50,001-\$250K	Interest	\$1,001-\$25K	
Federal Reserve Retirement Thrift Plan Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Pfizer Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
General Electric Common Stock Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	Y
Fidelity Japan Smaller Company Mutual Fund Owner: E - Employee	\$50,001-\$250K	Dividends	\$201-\$1,000	
Fidelity US Treasury Money Market Fund Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard International Growth Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule A				
Name: William Dudley		Calendar Year Covered: 2010		
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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Vanguard Small Cap Index Fund (IRA) Owner: S - Spouse	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Admiral Treasury MMMF Owner: E - Employee	Over \$1,000,000	Dividends	\$1,001-\$25K	
Unum Group Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Windstream Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

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Asset Name		Type / (If Other, specify)	Amount / Date Only if Honoraria	Waive r
Discovery Communications Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Discovery Communications Common Stock Series A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Corporation Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Medco Heath Solutions Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

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Name: William Dudley			Calendar Year Covered: 2010	
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Liberty Global Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Media Holding Corp. Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Liberty Global Common Class A Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Walt Disney Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Merck Common Stock Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Vanguard Total Stock Mkt ETF Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Vanguard Energy ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard FTSE All World Ex US ETF Owner: E - Employee	\$500,001-\$1,000K	Dividends	\$1,001-\$25K	
Vanguard Europe Pacific ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
Vanguard Pacific ETF Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
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Ishares S&P 500 ETF Owner: E - Employee	\$50,001-\$250K	Dividends	\$1,001-\$25K	
JPM Chase Bank Deposits Owner: E - Employee	\$50,001-\$250K	Interest	\$201-\$1,000	
Northwestern Mutual Life Insurance Policy Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Wachovia Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$201-\$1,000	
Spencer Saving Bank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Citibank Deposits Owner: S - Spouse	\$50,001-\$250K	Interest	\$1,001-\$25K	
Prudential Financial Common Stock Owner: S - Spouse	\$1,001-\$50K	Dividends	None(or less than \$201)	
JPM Chase Deferred Income Benefit Award Owner: S - Spouse	Over \$1,000,000	Other Distribution	\$25,001-\$150K	
JPM Chase Deferred Compensation Owner: S - Spouse	\$500,001-\$1,000K	Other Distribution	\$25,001-\$150K	
JPM Chase Profit Sharing (401K)	\$250,001-\$500K	Other	\$1,001-\$25K	

Confidential Financial Disclosure Report A - INTERNAL F.R.

		Distribution		
Owner: S - Spouse				
Goldman Sachs Capital Growth Fund Owner: E - Employee	\$50,001-\$250K	Other Dividends & Capital Gains	\$1,001-\$25K	
Goldman Sachs Structured US Equity Fund Owner: E - Employee	\$1,001-\$50K	Dividends	\$201-\$1,000	
Vanguard Federal Money Market Fund Owner: E - Employee	\$250,001-\$500K	Dividends	\$1,001-\$25K	
Direct TV common stock Owner: E - Employee	\$1,001-\$50K	Dividends	None(or less than \$201)	
Vanguard Intermediate Tax Exempt Municipal Bond Fund Owner: E - Employee	Over \$1,000,000	Dividends	\$25,001-\$150K	
Liberty Media Starz common stock Owner: E - Employee	\$1,001-\$50K	Interest	None(or less than \$201)	
Vanguard Prime Money Market Fund Owner: E - Employee	Over \$1,000,000	Interest	None(or less than \$201)	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule B							
Name: William Dudley				Calendar Year Covered: 2010			
New Filer (Schedule Not Applicable): No							
<p>Part I: Transactions</p> <p>Report any purchase, sale or exchange by you (E), your spouse (S), you and your spouse (J) or a dependent child (DC) during the reporting period of any real estate, stocks, bonds, commodity futures and other securities when the amount of the transaction exceeded \$1,000. Include transactions that resulted in a loss. Do not report a transaction involving real estate used solely as your personal residence (unless rented out), or a transaction solely between you, your spouse or dependent child. Check the "Required divestiture" block to indicate sales made pursuant to a divestiture required by the Bank.</p>							
Identification of Assets	Owner	Transaction Type	Date (mm/dd/yyyy)	Amount of Transaction	Req. Divestiture	Rollover Trans.	Rollover Frequency
AIG stock	E	Sale	07/01/2010	\$1,001-\$50K	Y	No	
Vanguard Energy ETF	E	Sale	01/05/2010	\$50,001-\$250K		No	
Vanguard Total Stock Market ETF	E	Purchase	01/05/2010	\$250,001-\$500K		No	
Vanguard Total Stock Market ETF	E	Purchase	07/07/2010	\$250,001-\$500K		No	
<p>Part II: Gifts</p> <p>To the extent not previously reported in writing, report the source, a brief description, and the value of any gifts, as defined in the instructions, received by you, your spouse or dependent child from one source and totaling \$250 or more. Exclude gifts from relatives, gifts valued at \$100 or less when aggregating gifts for the total from one source, and gifts received by your spouse or dependent child that were given totally independent of the relationship to you. See the instructions for the further exclusions.</p>							
Source(Name and Address)	Brief Description			Value			
				\$ 0			

Schedule C			
Name: William Dudley		Calendar Year Covered: 2010	
<p>Part I: Liabilities</p> <p>Report any liabilities owed during the reporting period to any of the following by you, your spouse or dependent child: a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank. See the instructions for certain exclusions.</p>			
Creditor (Name and Address)	Type of Liability	Debtor (If Other, specify)	Category of Amount or Value
<p>To your knowledge, were any of the foregoing extensions of credit more favorable than offered to a person not employed by the Bank? NO</p>			
<p>Part II: Agreements or Arrangements</p> <p>Report any agreement or arrangement for future employment, leave of absence from or continuation of payment by a former employer (including severance payments), or continuing participation in an employee benefit plan. This part applies only to the person filing the report. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.</p>			
Status and Terms of any Agreement or Arrangement	Parties	Date (mm/yyyy)	
Defined Benefit Plan (Retirement at 65)	Goldman Sachs	12/2005	

Confidential Financial Disclosure Report A - INTERNAL F.R.

Schedule D				
Name: William Dudley			Calendar Year Covered: 2010	
<p>Part I: Positions Held Outside the FRB</p> <p>Report any position held by you during the reporting period, whether compensated or not. A position includes but not limited to employee, officer, owner, director, trustee, partner, advisor or consultant of any corporation, firm, partnership or other business enterprise, or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal or political entities, and those solely of an honorary nature. Also report any position held by your spouse, a child, parent or sibling with a bank, credit union, savings and loan association, savings bank, trust company, bank holding company, thrift holding company, primary government securities dealer, an affiliate or subsidiary of any of the foregoing, and any entity which, to your knowledge, does or seeks to do business with the Bank.</p>				
Organization (Name and Address)	Holder	Type of Organization/ (If Other, specify)	Position	From/To (mm/yyyy)
Bank for International Settlements	Employee	Other International Organization of Central Banks	Board of Directors	03/2009 12/2010
Economic Club of New York	Employee	Other Forum for Speakers on Economic Issues	Trustee	01/2010 12/2010
<p>Part II: Other Situations</p> <p>Describe any other relationship or circumstances that you believe might constitute an actual or apparent conflict of interest or violation of law or Bank policy. Provide all relevant information.</p>				
Ann E. Darby, my spouse, Chairs the Douglas College Investment Committee that oversees management of the college's endowment.				

Confidential Financial Disclosure Report A - INTERNAL F.R.

Audit Trail			
Name: William Dudley		Calendar Year Covered: 2010	
Date of Activity	Type of Activity	Updated By	Report Status
08/18/2011 12:03:59 PM	Signed Off	b1bms01	Signed Off
08/18/2011 12:01:29 PM	Saved	b1bms01	Submitted
08/18/2011 11:55:02 AM	Signed Off	b1bms01	Submitted
04/05/2011 09:48:27 AM	Status Change	b1wcd01	Submitted
04/05/2011 09:48:23 AM	Saved	b1wcd01	Saved
04/05/2011 09:48:12 AM	Saved	b1wcd01	Saved
04/05/2011 09:35:35 AM	Saved	b1wcd01	Saved

OFFICE MEMORANDUM

DATE October 8, 2008

To Members of the Audit Committee

SUBJECT Report on Waivers and Exceptions

FROM Martin C. Grant

to the Code of Conduct

As requested, I am reporting on the following categories of waivers the Bank issued to its employees during the reporting period of July 9, 2008, to October 8, 2008:

- Waivers issued under 18 U.S.C. § 208(b)(1)
- *De Minimis* Stock Waivers
- Memoranda of Note.

nonresponsive

signature

CONFIDENTIAL

WAIVER UNDER 18 U.S.C. § 208(B) (1)

The Board of Directors of the Bank has authorized the President and First Vice President to issue these waivers under 18 U.S.C. 208. The determination to grant a waiver is based on the recommendation of the Ethics Officer. These waivers allow an employee to work on a particular matter despite that employee's financial interest in the matter because it is determined that the work performed by the employee is critically important to the Bank and that the employee's judgment would not be compromised by the financial interest.

THIRD QUARTER 2008		
EMPLOYEE NAME	PURPOSE OF WAIVER	DATE
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
William Dudley	Mr. Dudley is the head of the Markets Group and the manager of the System Open Market Account. He owns 4500 shares of General Electric ("GE") common stock and 500 shares of American International Group ("AIG") common stock. With respect to GE, Mr. Dudley may be called upon to make decisions or offer advice in support of matters that could have a positive impact on GE's share price. Currently, Mr. Dudley's interest in AIG is de minimis under the standard set forth in Office of Government Ethics regulations; consequently, no statutory conflict of interest currently exists. However, given the steep decline in AIG's share price, Mr. Dudley may be called upon to advise or make decisions in support of matters that could have a significantly positive impact on AIG's share price.	September 19, 2008

CONFIDENTIAL

WAIVER UNDER 18 U.S.C. § 208(B) (1)

The Board of Directors of the Bank has authorized the President and First Vice President to issue these waivers under 18 U.S.C. 208. The determination to grant a waiver is based on the recommendation of the Ethics Officer. These waivers allow an employee to work on a particular matter despite that employee's financial interest in the matter because it is determined that the work performed by the employee is critically important to the Bank and that the employee's judgment would not be compromised by the financial interest.

THIRD QUARTER 2008		
EMPLOYEE NAME	PURPOSE OF WAIVER	DATE
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

CONFIDENTIAL

DE MINIMIS WAIVERS

These waivers were issued to employees allowing them to retain ownership of stock in certain institutions and affiliates despite the general prohibition of such ownership by the Code of Conduct. The Code authorizes the Ethics Officer, in consultation with the employee's management, to issue a waiver if extenuating circumstances exist and if any disqualification of a particular matter due to the financial interest would not unduly interfere with the full performance of the employee's duties. A financial interest is *de minimis* under standards set forth in § 5.2(F)(2)(b) of the Code of Conduct and regulations promulgated by the Office of Government Ethics at 5 C.F.R. § 2640. Specifically, these provisions exempt personal interests in publicly traded securities of parties to a particular matter in the amount of \$15,000.

THIRD QUARTER 2008		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

CONFIDENTIAL

DE MINIMIS WAIVERS

These waivers were issued to employees allowing them to retain ownership of stock in certain institutions and affiliates despite the general prohibition of such ownership by the Code of Conduct. The Code authorizes the Ethics Officer, in consultation with the employee's management, to issue a waiver if extenuating circumstances exist and if any disqualification of a particular matter due to the financial interest would not unduly interfere with the full performance of the employee's duties. A financial interest is *de minimis* under standards set forth in § 5.2(F)(2)(b) of the Code of Conduct and regulations promulgated by the Office of Government Ethics at 5 C.F.R. § 2640. Specifically, these provisions exempt personal interests in publicly traded securities of parties to a particular matter in the amount of \$15,000.

THIRD QUARTER 2008		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

CONFIDENTIAL

MEMORANDA OF NOTE

In response to the market events in 2008, restrictions have been placed on certain staff members limiting the scope of their responsibilities. These restrictions relate to the creation of a number of additional lending facilities, mergers and acquisitions in the banking industry; and changes in the business model of certain investment banking firms to become bank holding companies.

THIRD QUARTER 2008		
EMPLOYEE NAME	DESCRIPTION OF GUIDANCE	DATE
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

CONFIDENTIAL

MEMORANDA OF NOTE

In response to the market events in 2008, restrictions have been placed on certain staff members limiting the scope of their responsibilities. These restrictions relate to the creation of a number of additional lending facilities, mergers and acquisitions in the banking industry; and changes in the business model of certain investment banking firms to become bank holding companies.

THIRD QUARTER 2008		
EMPLOYEE NAME	DESCRIPTION OF GUIDANCE	DATE
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

OFFICE MEMORANDUM

DATE September 19, 2008

To Mr. Geithner SUBJECT Recommendation for Section 208 Waiver
FROM Martin C. Grant Regarding Mr. Dudley's Stock Interests

INTERNAL FR

Attached for your review is a waiver of a potential conflict of interest presented by William C. Dudley's service on matters relating to General Electric Company ("GE") and American International Group, Inc. ("AIG"). The waiver is recommended pursuant to § 208(b)(1) of the United States Code.

Background

Mr. Dudley is the head of the Federal Reserve Bank of New York's (the "Bank") Markets Group and the manager of the System Open Market Account ("SOMA Account"). Mr. Dudley owns 4500 shares of GE common stock and 500 shares of AIG common stock. GE and AIG shares opened on the NYSE on September 18, 2008 trading at \$23.74 per share and \$2.40, respectively.¹ At that time Mr. Dudley's GE interest amounted to \$106,830 and his interest in AIG amounted to \$1200.

AIG and GE are publicly traded companies with significant activities in the financial services sector. Current markets conditions have resulted in steep losses in the financial sector and threatened the health of numerous financial services companies. According to a press release issued by the Board of Governors, the Bank will lend up to \$85 billion to AIG through a facility that has a 24-month term. Neither the Bank nor the Board of Governors have released information relating to GE.

Statutory Prohibition

Section 208(a) of title 18 of the United States Code prohibits personal and substantial participation by a Bank officer or employee in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation, or other particular matter in which the employee, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee, have a financial interest. Section 208(b)(1) provides that the prohibition in § 208(a) shall not apply if the officer or employee in question first advises the official responsible for the employee's appointment of the nature and circumstances of the particular matter, makes full disclosure

¹ On July 23, AIG shares closed at \$30.10. GE's 52-week high is \$42.15.

of the financial interest, and receives in advance a written determination that the interest is not so substantial as to be deemed likely to affect the integrity of the services expected of him or her. According to § 208, the government official responsible for the appointment of the official, in our case the Bank's Board of Directors, is authorized to issue a waiver. By resolution, the Bank's Board of Directors has authorized the Bank's President and First Vice President to make such determinations for Bank officers and employees and to issue waivers under § 208(b)(1).

The Office of Government Ethics (the "OGE"), the agency responsible for interpreting § 208 and promulgating exemptions pursuant to it, has provided guidance for issuing waivers under § 208(b)(1) in § 2640.301(b) of title 5 of the Code of Federal Regulations, which lists factors that may be considered when determining whether a disqualifying interest is so substantial as to be deemed likely to affect the integrity of an employee's service to the government. These factors include, among others: 1) the type and value of the disqualifying financial interest; 2) the nature and importance of the employee's role in the government matter that could have a direct and predictable effect on the organization, including the extent to which the employee would be called upon to exercise discretion in the matter; and 3) adjustments that may be made in the employee's duties that would reduce or eliminate the likelihood that the integrity of the employee's services would be questioned by a reasonable person. The OGE has stated that waivers may be appropriate in circumstances where divestiture of a financial interest is not feasible. Memorandum to Designated Agency Ethics Officials, 2007 OGE 6, 4 (Feb. 2007).

Additionally, the OGE has issued regulatory exemptions for certain interests in securities. Among these exemptions is a broad exemption contained 5 C.F.R. § 2640.202 for *de minimis* personal financial interests in securities held by an employee or the employee's spouse or minor child, which exempts interests of up to \$15,000 in publicly traded securities of parties to a particular matter.

Recommendation

Mr. Dudley's financial interests in GE and AIG are not so substantial as to be deemed likely to affect the integrity of the services which the Bank may expect to receive from him. Mr. Dudley fully disclosed the facts surrounding his potential conflict to the Bank's Ethics Officer and has provided all the information necessary to make a determination as to whether a waiver would be appropriate under the circumstances.

Currently, Mr. Dudley's interest in AIG is *de minimis* under the standard set forth in OGE regulations; consequently, no statutory conflict of interest currently exists. However, given the steep decline in AIG's share price, Mr. Dudley may be called upon to advise or make decisions in support of matters that could have a significantly positive impact on AIG's share price. A waiver is appropriate so that Mr. Dudley is free to provide advice and make decisions in support of significant price-sensitive determinations should the value of his

holdings increase above the *de minimis* threshold. Notably, significant price-sensitive determinations will ultimately be made by the Bank's President.

With respect to GE, Mr. Dudley may be called upon to make decisions or offer advice in support of matters that could have a positive impact on GE's share price. Although Mr. Dudley's interest in GE is greater in value than his interest in AIG, because GE's stock has been comparatively resilient, the relative impact on GE's share price is likely less significant.

Taken together Mr. Dudley's interests in AIG and GE are not so substantial as to be deemed likely to impugn the integrity of his service because the value of these interests equals less than 5% of his total financial holdings. Moreover, any gain realized by Mr. Dudley on GE or AIG stock resulting from the Bank's intervention likely would be insubstantial to Mr. Dudley and his participation in matters related to AIG and GE is vital given his responsibilities with respect to the SOMA Account and the Markets Group. In the unlikely event that Mr. Dudley's combined interest in AIG and GE increases to a level greater than or equal to 5% of his financial holdings, the Ethics Office will reconsider the appropriateness of Mr. Dudley's participation on matters related to these companies.

Finally, divestiture of Mr. Dudley's interest shares is not considered a feasible alternative. First, Mr. Dudley has access to material nonpublic information, making divestiture a potential violation of the securities laws. Second, divestiture of the securities at this time could create an appearance issue should any resolution involving the Bank significantly impair equity in GE or AIG.



signature

FEDERAL RESERVE BANK
OF NEW YORK

DETERMINATION UNDER TITLE 18,
UNITED STATES CODE, SECTION 208

2008-2

(1) This determination, with respect to the services of William C. Dudley, manager of the System Open Market Account (the "SOMA Account") and Executive Vice President of the Markets Group of the Federal Reserve Bank of New York (the "Bank"), is made pursuant to 18 U.S.C. § 208(b)(1).

(2) Section 208(a)(1) prohibits a Bank employee from participating in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation or other particular matter in which the employee, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee, have a financial interest.

(3) Pursuant to 18 U.S.C. § 208(b), the prohibition in § 208(a)(1) shall not apply if the employee first advises the government official responsible for the employee's appointment of the nature of the financial interest, and receives a written determination made by such official that the interest is not so substantial as to be deemed likely to affect the integrity of the services which the government may expect of the employee.

(4) For officers of the Bank, the government official responsible for their appointment is the Bank's Board of Directors. By resolution, the Bank's Board of Directors has authorized the Bank's President and First Vice President to make such determinations for Bank officers and employees and to issue waivers under § 208(b)(1).

(5) Mr. Dudley owns 4500 shares of General Electric ("GE") common stock and 500 shares of American International Group ("AIG") common stock. GE and AIG shares opened on the NYSE on September 18, 2008 trading at \$23.74 per share and \$2.40, respectively. At that time, Mr. Dudley's interest in GE amounted to \$106,830 and his interest in AIG amounted to \$1200.

(6) AIG and GE are publicly traded companies with significant activities in the financial services sector. According to a press release issued by the Board of Governors, the Bank will lend up to \$85 billion to AIG through a facility that has a 24-month term. Neither the Bank nor the Board of Governors have released information relating to GE.

(7) Mr. Dudley fully disclosed this potentially disqualifying financial interest to the Bank's Ethics Officer and has provided all the information necessary to make a determination as to whether a waiver would be appropriate under the circumstances.

(8) Currently, Mr. Dudley's interest in AIG is *de minimis* under the standard set forth in OGE regulations, which exempt interests in securities under \$15,000; consequently, no statutory conflict of interest currently exists. However, given the steep decline in AIG's share price, Mr. Dudley may be called upon to advise or make decisions in support of matters that could have a significant impact on AIG's share price. A waiver is appropriate so that Mr. Dudley is free to provide advice and make decisions in support of significant price-sensitive determinations should the value of his holdings increase above the *de minimis* threshold.

(9) With respect to GE, Mr. Dudley may be called upon to make decisions or offer advice in support of matters that could have a positive impact on GE's shares. Although Mr. Dudley's interest in GE is greater in value than his interest in AIG, because GE's stock has been comparatively resilient, the relative impact on GE's share price is likely less significant.

(10) Mr. Dudley's interests in AIG and GE are not so substantial as to be deemed likely to impugn the integrity of his service because the value of these interests in total equals less than 5% of his total financial holdings. Moreover, any gain realized by Mr. Dudley on GE or AIG stock resulting from the Bank's intervention likely would be insubstantial to Mr. Dudley as compared with his total holdings, and given Mr. Dudley's responsibilities with respect to the SOMA Account and the Markets Group, his participation is vital on matters related to AIG and GE.

(11) Notably, significant price-sensitive determinations with respect to AIG and GE ultimately will be made by the Bank's President.

(12) In the unlikely event that Mr. Dudley's combined interest in AIG and GE increases to a level greater than or equal to 5% of his financial holdings, the Ethics Office will reconsider the appropriateness of Mr. Dudley's participation on related matters.

(13) Divestiture by Mr. Dudley of his shares is not considered a feasible alternative. Mr. Dudley has access to material nonpublic information, making divestiture a potential violation of the securities laws and divestiture at this time could create an appearance issue should any decision made at Bank significantly impair either company's equity.

Based on the foregoing facts, I have determined that even if Mr. Dudley is deemed to participate personally and substantially in a particular Bank matter that directly and predictably affects his interests in GE and AIG, such interests are not so substantial to be deemed likely to affect, or call into question, the integrity of his official service to the Bank.

signature

Dated this 19 day
of September, 2008

Timothy F. Geithner
President
Federal Reserve Bank of New York

New York, January 23, 2009

A meeting of the Executive Committee of the Board of Directors of the FEDERAL RESERVE BANK OF NEW YORK was held by means of a telephone conference at 11:30 a.m. this day.

PARTICIPANTS:

Mr. Friedman, Chair,
Mr. Bollinger, Mr. Dimon and Mr. Immelt,
Mr. Baxter, Executive Vice President
and General Counsel, and
Mr. Held, Deputy General Counsel, Corporate
Secretary, and Senior Vice President.

In the absence of a quorum of the members of the Board of Directors, the Directors present unanimously requested that the Executive Committee meet pursuant to Section 1 of Article II of the Bylaws.

Mr. Baxter, referring to a memorandum (#13468) dated January 22, 2009 regarding William C. Dudley, presented to the Directors for their approval: (a) a temporary waiver of a potential conflict of interest relating to certain of Mr. Dudley's financial interests (b) **nonresponsive**

[REDACTED] Mr. Baxter explained that Mr. Dudley currently retained certain financial interests that could present a conflict of interest with Mr. Dudley's duties as president of the Bank, and that Mr. Dudley had agreed to expeditiously divest himself of these interests. Mr. Baxter opined that the Directors should consider issuing a waiver so as to allow Mr. Dudley to continue to serve as president until the divestiture was completed. A brief discussion ensued, in which the

Directors expressed support for the proposal to grant Mr. Dudley a temporary waiver with the understanding that Mr. Dudley would move as quickly as possible to divest himself of these otherwise prohibited financial interests.

Whereupon, it was duly and unanimously

VOTED to approve the following resolutions:

"VOTED, that the statutory waivers for William C. Dudley, in the form attached hereto, are hereby APPROVED."

nonresponsive

The meeting duly adjourned at 11:45 a.m.

signature

Corporate Secretary

OFFICE MEMORANDUM

DATE January 22, 2009TO The Board of Directors of the Federal
Reserve Bank of New YorkSUBJECT William C. DudleyFROM Thomas C. Baxter, Jr. and Michael Held**INTERNAL FR**

Attached for your approval are two items:

- (a) a temporary waiver of a potential conflict of interest presented by William C. Dudley's future service as president of the Federal Reserve Bank of New York (Appendix A); and

nonresponsive

(a) WAIVER**Statutory Prohibition**

Section 208(a) of title 18 of the United States Code prohibits personal and substantial participation by a Bank officer or employee in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation, or other particular matter in which the employee, his or her spouse and dependent children, and certain other related parties, have a financial interest. Section 208(b)(1) provides that the prohibition in § 208(a) shall not apply if the officer or employee receives a waiver from the official responsible for the appointment of the official - in our case, the Bank's Board of Directors.

The Office of Government Ethics (the "OGE"), the agency responsible for interpreting § 208 and promulgating exemptions pursuant to it, has provided guidance for issuing waivers under § 208(b)(1) in § 2640.301(b) of title 5 of the Code of Federal Regulations, which lists factors that may be considered when determining whether a disqualifying interest is so substantial as to be deemed likely to affect the integrity of an employee's service to the government. These factors include, among others: 1) the type and value of the disqualifying financial interest; 2) the nature and importance of the employee's role in the government matter that could have a direct and predictable effect on the organization, including the extent to which the employee would be called upon to exercise discretion in the matter; and 3) adjustments that may be made in the employee's duties that would reduce or eliminate the likelihood that the integrity of the employee's services would be questioned by a reasonable person. The OGE has stated that waivers may be appropriate in circumstances where divestiture of a financial interest is not feasible. Memorandum to

Designated Agency Ethics Officials, 2007 OGE 6, 4 (Feb. 2007). In addition, the OGE has stated that Ethics Officials may consider issuing "prophylactic" waivers addressing conflicts that may arise in the future even where no such conflicts currently exist.

Mr. Dudley's Financial Interests

We are recommending that the Board issue §208 waivers for the following financial interests:

- (a) **TIPS Investments.** Mr. Dudley is currently invested in Treasury Inflation Protected Securities ("TIPS") with a par value of approximately \$1.45 million. The OGE has opined that investments in interest rate sensitive government securities creates a § 208 conflict for Federal Reserve officials involved in decision-making with respect to interest rates. Since Mr. Dudley will be a voting member of the FOMC, his investment in TIPS presents a § 208 conflict. Mr. Dudley has agreed to divest himself of these holdings but the logistics of doing so will take some time. Therefore, we are recommending that the Board of Directors issue a temporary waiver pursuant to 18 USC §208(b)(1) for 90 days during which time Mr. Dudley will divest himself of his TIPS holdings.
- (b) **Goldman Sachs Defined Benefit.** As a result of Mr. Dudley's prior employment with Goldman Sachs, he has a vested accrued benefit in a Goldman Sachs defined benefit plan, and will receive approximately \$124.38 per month with no survivorship benefit upon turning age 65. The OGE has opined that an interest in a defined benefit generally does not give rise to a § 208 conflict since a plan participant has a vested right to his or her benefit that is largely unaffected by the profitability of the plan sponsor. That said, we are recommending that the Board of Directors issue a prophylactic §208(b)(1) waiver permitting Mr. Dudley to retain this benefit even if he were to participate in a matter that could have a direct and predictable effect on Goldman Sachs' ability or willingness to pay this benefit. It should be noted that no such matters currently exist:

In addition, please note Mr. Dudley's spouse previously worked at J.P. Morgan Chase ("JPMC") and as a result receives certain deferred income distributions from JPMC in the aggregate amount of approximately \$190,000, annually. These disbursements will wind down and cease in 2021. We are currently in discussions with Mr. Dudley, representatives from the Board of Governors and JPMC regarding these financial interests. These interests would only give rise to a conflict in the event that Mr. Dudley were to work on a matter having a direct and predictable effect on JPMC's ability or willingness to continue paying these amounts to Mr. Dudley's spouse. Currently, no such matter exists. We hope to come back to you with an update on this issue in the near future to let you know how it has been resolved.

nonresponsive

APPENDIX A

RESOLUTION

VOTED, that the statutory waivers for William C. Dudley, in the form attached hereto, are hereby **APPROVED**.

FEDERAL RESERVE BANK
OF NEW YORKDETERMINATION UNDER TITLE 18,
UNITED STATES CODE, SECTION 208

(1) This determination, with respect to the services of William C. Dudley, President and Chief Executive Officer of the Federal Reserve Bank of New York, is made pursuant to 18 U.S.C. § 208(b)(1).

(2) Section 208(a)(1) prohibits a Bank employee from participating in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation or other particular matter in which the employee, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee, have a financial interest.

(3) Pursuant to 18 U.S.C. § 208(b), the prohibition in § 208(a)(1) shall not apply if the employee first advises the government official responsible for the employee's appointment of the nature of the financial interest, and receives a written determination made by such official that the interest is not so substantial as to be deemed likely to affect the integrity of the services which the government may expect of the employee.

(4) For Mr. Dudley in his capacity as the President and CEO of the Bank, the government official responsible is the Bank's Board of Directors.

(5) Mr. Dudley is currently invested in Treasury Inflation Protected Securities ("TIPS") with a par value of approximately \$1.45 million. Mr. Dudley has agreed to divest himself of these holdings but the logistics of doing so will take at least several weeks.

(6) In the event that Mr. Dudley assumes the role of President of the Bank and serves as the Bank's representative on the Federal Open Market Committee ("FOMC"), then his investments in TIPS would present a conflict with his responsibilities with respect to decision-making on interest rates.

(7) Mr. Dudley fully disclosed this potentially disqualifying financial interest to the Bank's Ethics Officer and has provided all the information necessary to make a determination as to whether a waiver would be appropriate under the circumstances.

Based on the foregoing facts, the Board of Directors of the Federal Reserve Bank of New York have determined that a temporary waiver, to expire on April 21, 2008,

and granted solely for the purpose of allowing Mr. Dudley to divest his TIPS holdings in an orderly but expeditious manner, is appropriate and hereby approved.

FEDERAL RESERVE BANK
OF NEW YORKDETERMINATION UNDER TITLE 18,
UNITED STATES CODE, SECTION 208

(1) This determination, with respect to the services of William C. Dudley, President and Chief Executive Officer of the Federal Reserve Bank of New York, is made pursuant to 18 U.S.C. § 208(b)(1).

(2) Section 208(a)(1) prohibits a Bank employee from participating in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation or other particular matter in which the employee, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee, have a financial interest.

(3) Pursuant to 18 U.S.C. § 208(b), the prohibition in § 208(a)(1) shall not apply if the employee first advises the government official responsible for the employee's appointment of the nature of the financial interest, and receives a written determination made by such official that the interest is not so substantial as to be deemed likely to affect the integrity of the services which the government may expect of the employee.

(4) For Mr. Dudley in his capacity as the President and CEO of the Bank, the government official responsible is the Bank's Board of Directors.

(5) Mr. Dudley has a defined benefit pension plan associated with his prior employment at Goldman Sachs, which will provide Mr. Dudley with a monthly pension payment of \$124.38 (without a survivorship benefit) beginning at age 65. Mr. Dudley fully disclosed this potentially disqualifying financial interest to the Bank's Ethics Officer and has provided all the information necessary to make a determination as to whether a waiver would be appropriate under the circumstances.

(6) In a 1999 opinion, the Office of Government Ethics concluded that "if an employee is assigned to participate in a particular matter that affects the sponsor of his defined benefit plan, the employee will not ordinarily have a disqualifying financial interest in his defined benefit plan under section 208, unless the matter would have a direct and predictable effect on the sponsor's ability or willingness to pay the employee's pension benefit."

(7) Given Mr. Dudley's anticipated role as president of the Bank, it is possible that he will become involved in matters affecting his financial interest in Goldman Sachs. However, Mr. Dudley's financial interest in Goldman Sachs is not so substantial as

to be deemed likely to affect the integrity of the services which the Bank may expect from her because the value of these interests is insignificant overall and in relation to Mr. Dudley's total household assets.

Based on the foregoing facts, the Board of Directors has determined that even if Mr. Dudley is deemed to participate personally and substantially in a particular Bank matter that directly and predictably affects his financial interests in Goldman Sachs, such interests are not so substantial to be deemed likely to affect, or call into question, the integrity of the official service that the Bank may expect of him. Therefore, a waiver is appropriate and is hereby approved.

APPENDIX B

nonresponsive



New York, April 30, 2009

A meeting of the Board of Directors of the FEDERAL RESERVE BANK OF NEW YORK was held by means of a telephone conference at 4:30 p.m. this day.

PARTICIPANTS:

Mr. Friedman, Chair,
Mr. Bollinger, Mr. Carrión, Mr. Dimon, .
Mr. Immelt and Mr. Wait,
Ms. Cumming, First Vice President,
Mr. Baxter, Executive Vice President
and General Counsel, .
Ms. Mosser, Senior Vice President, and
Mr. Peach, Senior Vice President,
Mr. Held, Deputy General Counsel, Corporate
Secretary, and Senior Vice President, and
Ms. Resele-Tiden, Deputy Chief of Staff
and Assistant Corporate Secretary, and
Ms. Stein, Assistant Corporate Secretary
and Assistant Vice President.

nonresponsive



nonresponsive



Mr. Baxter, referring to a memorandum (#13497) dated April 27, 2009 entitled "William C. Dudley" requested the Directors to approve a proposed waiver of potential conflict of interest presented by Williams C. Dudley's service as president of the Federal Reserve Bank of New York and a member of the Federal Open Market Committee.

Whereupon, after discussion, it was duly and unanimously, voted to adopt the following resolution:

"VOTED, that the statutory waiver for William C. Dudley, in the form attached hereto, is hereby APPROVED."

The meeting duly adjourned at 4:57 p.m.

signature

Corporate Secretary

OFFICE MEMORANDUM

DATE April 27, 2009TO The Board of Directors of the Federal
Reserve Bank of New YorkSUBJECT William C. DudleyFROM Thomas C. Baxter, Jr. and Michael Held**INTERNAL FR**

Attached for your approval is a proposed waiver of a potential conflict of interest presented by William C. Dudley's service as president of the Federal Reserve Bank of New York and a member of the Federal Open Markets Committee ("FOMC"). This proposed waiver concerns Mr. Dudley's investments in Treasury Inflation Protected Securities ("TIPS"). You will recall that at a January 23, 2009 meeting of the Board, we informed you that Mr. Dudley's TIPS investments constituted a conflict under 18 U.S.C. §208 due to Mr. Dudley's responsibilities as a member of the Federal Open Market Committee. In particular, the Office of Government Ethics ("OGE") has opined that investments in interest rate sensitive government securities creates a conflict under §208 for Federal Reserve officials involved in decision-making with respect to interest rates. Upon our recommendation, the Board approved a temporary waiver to give Mr. Dudley sufficient time to divest his TIPS investments. Since that time, recent changes to the Federal Reserve's 401k plan (the "Thrift Plan") have prompted us to take another look at this issue and, in consultation with staff at the Board of Governors, we are now recommending that Mr. Dudley be granted a waiver to retain his TIPS holdings until maturity.

Earlier this year, a new investment option was offered to Reserve Bank employees for their Thrift Plan investments permitting employees to invest in a TIPS index fund. The reason that this investment option does not run afoul of the federal conflict of interest rules described above is that those rules only apply to *direct* TIPS investments not investments in an index fund, and also the conflict of interest rules exempt any holdings in a "governmental plan" such as the Federal Reserve's Thrift Plan. Given that all Federal Reserve employees (including Mr. Dudley) will now be allowed to retain a financial interest in TIPS, albeit through an index fund in the Thrift Plan, we believed that a reconsideration Mr. Dudley current TIPS investments was warranted.

In consultation with Board staff, we have concluded that a waiver would be appropriate provided that it can be demonstrated that changes to the Fed Funds rate would have a nonmaterial effect on the value of Mr. Dudley's TIPS investments, and that Mr. Dudley further mitigates any such effect by committing to holding his TIPS investments to maturity. Both of these requirements have been met. In particular, we asked one of the Bank's PhD economists, Michael Fleming, to consider whether movements of the Fed Funds rate would have any significant impact on the value of Mr. Dudley's TIPS investments. He concluded that the effect on Mr. Dudley's TIPS investments would be marginal at best, and that any such effect would be further reduced by holding these investments to maturity. In

addition, Mr. Dudley has in fact agreed in writing to hold his TIPS investments to maturity.

As a reminder, Section 208(a) of title 18 of the United States Code prohibits personal and substantial participation by a Bank officer or employee in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation, or other particular matter in which the employee, his or her spouse and dependent children, and certain other related parties, have a financial interest. Section 208(b)(1) provides that the prohibition in §208(a) shall not apply if the officer or employee receives a waiver from the official responsible for the appointment of the official - in our case, the Bank's Board of Directors. The Office of Government Ethics (the "OGE"), the agency responsible for interpreting § 208 and promulgating exemptions pursuant to it, has provided guidance for issuing waivers under § 208(b)(1) in § 2640.301(b) of title 5 of the Code of Federal Regulations, which lists factors that may be considered when determining whether a disqualifying interest is so substantial as to be deemed likely to affect the integrity of an employee's service to the government. These factors include, among others: 1) the type and value of the disqualifying financial interest; 2) the nature and importance of the employee's role in the government matter that could have a direct and predictable effect on the organization, including the extent to which the employee would be called upon to exercise discretion in the matter; and 3) adjustments that may be made in the employee's duties that would reduce or eliminate the likelihood that the integrity of the employee's services would be questioned by a reasonable person. The OGE has stated that waivers may be appropriate in circumstances where divestiture of a financial interest is not feasible. Memorandum to Designated Agency Ethics Officials, 2007 OGE 6, 4 (Feb. 2007). In addition, the OGE has stated that Ethics Officials may consider issuing "prophylactic" waivers addressing conflicts that may arise in the future even where no such conflicts currently exist.

Attached is a copy of the proposed waiver, Mr. Fleming's analysis, and Mr. Dudley's letter committing to hold his TIPS investments to maturity. Assuming you agree, we will ask you to vote on the waiver at the April 30, 2009 telephone conference of the Board.

APPENDIX

RESOLUTION

VOTED, that the statutory waiver for William C. Dudley, in the form attached hereto, is hereby **APPROVED**.

FEDERAL RESERVE BANK
OF NEW YORK

DETERMINATION UNDER TITLE 18,
UNITED STATES CODE, SECTION 208

(1) This determination, with respect to the services of William C. Dudley, President and Chief Executive Officer of the Federal Reserve Bank of New York ("the Bank"), is made pursuant to 18 U.S.C. § 208(b)(1).

(2) Section 208(a)(1) prohibits a Bank employee from participating in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation or other particular matter in which the employee, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee, have a financial interest.

(3) Pursuant to 18 U.S.C. § 208(b), the prohibition in Section 208(a)(1) shall not apply if the employee first advises the Government official responsible for the employee's appointment of the nature of the financial interest, and receives a written determination made by such official that the interest is not so substantial as to be deemed likely to affect the integrity of the services which the Government may expect of the employee.

(4) For employees of the Bank, the Government official responsible for their appointment is the Bank's Board of Directors, which is authorized to issue waivers for the Bank's president under Section 208(b)(1).

(5) Mr. Dudley began his employment with the Bank on January 1, 2007, was appointed president of the Bank on 27, 2009, and was appointed as Vice Chair of the Federal Open Market Committee ("FOMC") soon thereafter. An aspect of his duties as Vice Chair of the FOMC is to participate in decision making with regard to monetary policy matters.

(6) Prior to his employment at the Federal Reserve Bank of New York, Mr. Dudley made several direct investments in Treasury Inflation Protected Securities ("TIPS"). These investments, which were fully disclosed to the Bank prior to the start of Mr. Dudley's employment, are set forth below:

Maturity Date	Issue Date	Par Amount	Purchase price/\$100 of par	Yield/Rate (%)
07/15/12	01/15/03	750,000	106.474	2.34
07/15/13	07/15/03	500,000	98.881	1.99
04/15/28	04/15/98	200,000	97.937	3.74

(7) In 1993, the Office of Legal Counsel issued an opinion regarding the application of 18 U.S.C. § 208 in the context of members of the FOMC holding U.S. government securities. That opinion stated that monetary policy actions undertaken by the Federal Reserve were "particular matters" subject to 18 U.S.C. § 208 and such actions could have a direct and predictable effect on the value of certain government securities.

(8) Pursuant to the attached letter, Mr. Dudley has agreed to hold all of his TIPS investments until maturity. Mr. Dudley's agreement negates the potential for him to realize any gain from an increase in market value of the securities or to avoid any loss from a decrease in the market value of the securities. Therefore, to the extent that the monetary policy actions by the Federal Reserve affect the value of the securities, Mr. Dudley does not have a financial interest in those monetary policy actions by virtue of his TIPS investments.

(9) It should also be noted that Mr. Dudley has substantial assets other than the TIPS investments at issue here. In fact, his TIPS holdings comprise only 5% of his total assets.

(10) Even in the absence of a commitment to hold these investments to maturity, the likelihood is remote that action by the Federal Reserve could have an effect on the value of his TIPS investments that would be substantial in relation to his total assets as reported on his most recent financial disclosure form. For example, even an unusually large change in the rate would have at most a corresponding price change of .08%, 1.0% and 3.5% on each of the three sets of securities, with the differences largely explained by maturity difference among the securities. See Memo, dated March 30, 2009, by Michael Fleming, with attachment.

The Board of Directors hereby makes the determination that, to the extent it is prohibited by 18 U.S.C. § 208, Mr. Dudley's interest in government securities is not so substantial as to be deemed likely to affect the integrity of the official services that the Board of Directors may expect of Mr. Dudley.

I hereby certify that in a meeting of the Board of the Directors of the Federal Reserve Bank of New York ("Board") held via telephone conference on April 30, 2009, the Board voted to issue a waiver in the form set forth above for William C. Dudley, President of the Federal Reserve Bank of New York.

Michael Held
Corporate Secretary
Federal Reserve Bank of New York

Date:

Sensitivity of TIPS Prices to Monetary Policy Decisions

Michael Fleming, March 30, 2009

Recent evidence (from Beechey and Wright, 2008) shows that typical fed funds target rate surprises (of 5 basis points) are associated with yield changes of about 2 basis points for 5-year TIPS and 0.5 basis points for 10-year TIPS. Such yield changes correspond to price changes of about 1/10 of 1% for 5-year TIPS and about 1/20 of 1% for 10-year TIPS.

An unusually large target rate surprise of 50 basis points, in line with the largest target rate surprises in recent years, could then be expected to be associated with yield changes of about 20 basis points for 5-year TIPS and 5 basis points for 10-year TIPS. Such yield changes are associated with price changes of about 1% for 5-year TIPS and 0.5% for 10-year TIPS.

Other evidence (e.g., Gurkaynak, Sack, and Swanson, 2005) shows that FOMC statements are themselves quite important independent of the FOMC's target rate decision. An extreme scenario is to assume that an FOMC decision can cause TIPS yields to shift 25 basis points, somewhat larger than the largest one-day 10-year TIPS yield change observed over the January 2000 to December 2007 period. A 25 basis point change is associated with price changes of about 1.2% for 5-year TIPS and 2.3% for 10-year TIPS.

Overall, this evidence suggests that it takes a significantly surprising FOMC policy decision to even move TIPS prices 1-2%.

The ability to realize a gain from any TIPS price change associated with an FOMC policy decision is significantly reduced if TIPS are being held to maturity. First, TIPS prices will quickly revert to the extent that a policy decision not expected by the market is then not implemented. That is, it is only through a systematic change in policy that price changes will persist. Second, the nature of many TIPS price changes is that they would be expected to revert over the securities' remaining time to maturity in any case. For example, a policy decision that reduced the inflation risk premium or illiquidity premium of TIPS could cause TIPS prices to rise, only to be offset by lower future returns. Lastly and more generally, the modest price changes associated with an FOMC policy decision would become de minimis when measured over TIPS' multi-year life cycle.

References

Beechey, Meredith J. and Jonathan H. Wright, 2008, "The High-Frequency Impact of News on Long-Term Yields and Forward Rates: Is it Real?" Working paper.

Gürkaynak, Refet S., Brian Sack, and Eric T. Swanson, 2005, "Do Actions Speak Louder than Words? The Response of Asset Prices to Monetary Policy Actions and Statements," *International Journal of Central Banking* 1, 55-93.

settlement date	4/9/2009	4/9/2009	4/9/2009
maturity date	7/15/2012	7/15/2013	4/15/2028
coupon rate	3.000%	1.875%	3.625%
par value	\$100	\$100	\$100
yield (4/8/09, Bloomberg)	1.000%	1.315%	2.300%
price (calculated)	\$106.411087	\$102.315382	\$120.316093
price (4/8/09, Bloomberg)	\$106.421875	\$102.312500	\$120.312500
yield (calculated)	0.997%	1.316%	2.300%
index ratio (4/8/09)	1.17568	1.15095	1.30696
adjusted price	\$125.11	\$117.76	\$157.25
adj. price (current yield)	\$125.11	\$117.76	\$157.25
adj. price (current - 25 bp)	\$126.09	\$118.97	\$162.98
difference from current	0.79%	1.03%	3.64%
adj. price (current + 25 bp)	\$124.13	\$116.56	\$151.76
difference from current	-0.78%	-1.02%	-3.49%

FEDERAL RESERVE BANK OF NEW YORK

33 LIBERTY STREET

NEW YORK, N.Y. 10045-0001

Telephone 212-720-6180

WILLIAM C. DUDLEY
PRESIDENT

April 27, 2009

Mr. Stephen Friedman
Chairman
Stone Point Capital, LLC
c/o Debevoise & Plimpton
919 Third Avenue, 38N06
New York, New York 10022

Dear Steve:

In 1998, and in 2003, prior to my employment at the Bank, I made certain investments in Treasury Inflation Protected Securities ("TIPS"), as set forth below:

Maturity Date	Issue Date	Par Amount	Purchase price/\$100 of par	Yield/Rate (%)
07/15/12	01/15/03	750,000	106.474	2.34
07/15/13	07/15/03	500,000	98.881	1.99
04/15/28	04/15/98	200,000	97.937	3.74

At the time that I commenced my employment at the Bank I committed to holding these securities to maturity so as to obviate any appearance of a conflict of interest with my responsibilities as head of the Markets Group and Manager of the System Open Market Account. I have been advised that as a result of my selection to be president of the Bank and Vice Chair of the Federal Open Market Committee, I may no longer retain these investments except with a waiver of the prohibitions set forth in 18 U.S.C. § 208, and that a condition of obtaining such a waiver is that I reaffirm my commitment to hold these investments to maturity.

I hereby agree that, if a waiver under 18 U.S.C. § 208(b)(1), permitting my retention of these securities, is granted, I will hold them to maturity.

Sincerely,

signature

William C. Dudley

cc: Donald L. Kohn

EXTRACT FROM MINUTES OF THE MEETING OF THE AUDIT AND OPERATIONAL RISK
COMMITTEE - EXECUTIVE SESSION, 2/17/11


The fourth executive session, a "Report on Waivers to the Code of Conduct" (#) was held with Mr. Grant, after which he exited the meeting. In this executive session, Mr. Grant recommended that the Committee approve a waiver to allow Mr. Dudley to serve in his official capacity as an Economic Club of New York trustee and Committee member.

Whereupon, it was duly and unanimously

VOTED to approve the waiver for Mr. Dudley.

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

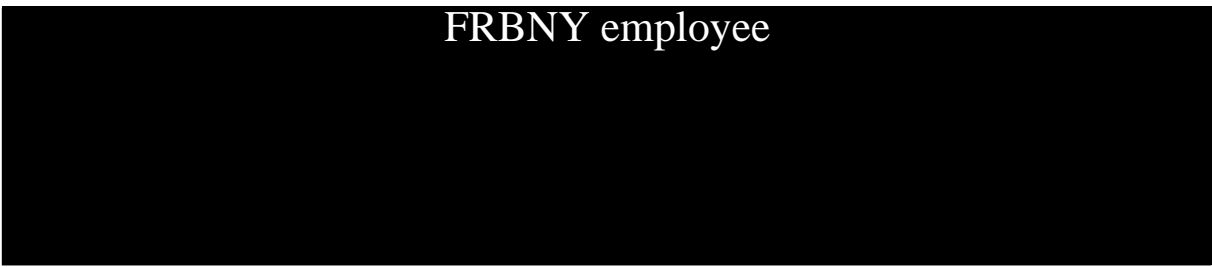
MEMORANDUM		INTERNAL FR
DATE	2/10/2011	
TO	Members of the Audit & Operational Risk Committee	
FROM	Martin C. Grant	 signature
SUBJECT	Report on Waivers to the Code of Conduct	

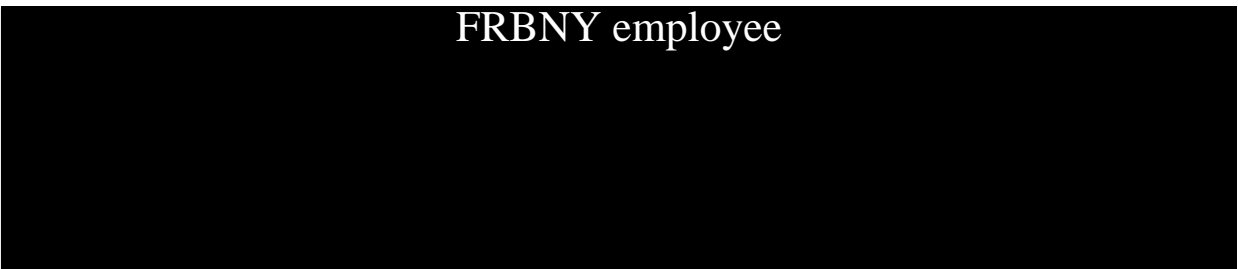
I am reporting on the following categories of waivers and related memoranda the Ethics Office issued during the reporting period of December 10, 2010 to February 10, 2011.

- Waivers issued under 18 U.S.C. § 208(b)(1)
- Bank stock waivers and divestiture confirmations
- Pension and uninsured deposit interpretation memoranda.

The following matters are also of note:

 nonresponsive

 FRBNY employee

 FRBNY employee

INTERNAL FR
Members of the Audit & Operational Risk
Committee
February 10, 2011
2

I will continue to provide you with updates at each Audit and Operational Risk
Committee meeting.

Attachments

MCG/BMS/mg

WAIVER UNDER 18 U.S.C. § 208(b)(1)

The Board of Directors of the Bank has authorized the President and First Vice President to issue these waivers under 18 U.S.C. § 208. The determination to grant a waiver is based on the recommendation of the Ethics Officer. These waivers allow an employee to work on a particular matter despite that employee's financial interest in the matter because it is determined that the work performed by the employee is critically important to the Bank and that the employee's judgment would not be compromised by the financial interest.

FIRST QUARTER 2011		
EMPLOYEE NAME	PURPOSE OF WAIVER	DATE
William C. Dudley	<p>Mr. Dudley is the Bank's President and Chief Executive Officer.</p> <p>He has been asked to serve on the Executive Committee of the Board of Trustees (the "Committee") of the Economic Club of New York (the "ECNY"). Mr. Dudley replaced former Bank President Timothy Geithner as an ECNY trustee.</p> <p>The ECNY is a tax-exempt, nonpartisan organization whose mission is to promote the study and discussion of social, economic and political questions. It sponsors periodic luncheon and dinner meetings at which prominent speakers address current events of interest to the financial community. ECNY states that "it exists solely to provide a serious, structured forum in which selected top leaders from U.S. and abroad can address its members and their invited guests."</p> <p>Mr. Dudley will obtain no financial benefit from his position as a trustee and Committee member, nor does he have a personal financial interest in ECNY. But because he will serve in his official capacity at the Bank, his actions as a trustee and Committee member might be regarded as "Bank actions." A waiver has been recommended to allow him to serve in his official capacity as an ECNY trustee and Committee member.</p>	February 10, 2011

FIRST QUARTER 2011 (Continuation)		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]

BANK STOCK WAIVERS AND DIVESTITURE CONFIRMATIONS

These waivers were issued to employees allowing them to retain ownership of securities of depository institutions and affiliates despite the general prohibition of such ownership by the Code of Conduct. The Code authorizes the Ethics Officer, in consultation with the employee's management, to issue a waiver if extenuating circumstances exist and if any disqualification from a particular matter due to the financial interest would not unduly interfere with the full performance of the employee's duties. Where an employee has already divested otherwise impermissible securities for which the employee would have been granted a waiver, the Ethics Office will confirm divestiture in a memorandum.

FIRST QUARTER 2011		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED] [REDACTED] [REDACTED]	[REDACTED]
[REDACTED]	FRBNY employee [REDACTED] [REDACTED] [REDACTED]	[REDACTED]

FIRST QUARTER 2011		
(Continuation)		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED] [REDACTED] [REDACTED]	[REDACTED]

PENSION AND UNINSURED DEPOSIT INTERPRETATIONS

These interpretations are based on an opinion by the Office of Government Ethics that a defined benefit pension interest does not necessarily constitute a "financial interest" that requires recusal under the criminal conflict of interest statute. This opinion allows an employee to work on a matter relating to the depository institution from which the employee is entitled to receive a pension. The employee is, however, restricted from working on a matter relating to the depository institution's trust activities while it serves as trustee of the pension plan. The employee is also restricted from working on a matter relating to the institution if the financial health of the institution is so poor as to put in question the institution's ability to pay the pension.

FIRST QUARTER 2011		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
	[REDACTED]	
	[REDACTED]	

FIRST QUARTER 2011 (Continuation)		
EMPLOYEE NAME	BASIS FOR WAIVER	DATE ISSUED
[REDACTED]	FRBNY employee [REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

FEDERAL RESERVE BANK of NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MEMORANDUM		INTERNAL FR	
DATE	2/10/2011		
TO	The Board of Directors of the Federal Reserve Bank of New York		
FROM	Martin C. Grant	signature	
SUBJECT	Recommendation for a Section 208 Waiver		

We recommend that the Bank issue a waiver pursuant to Section 208(b)(1) of Title 18 of the United States Code ("Section 208") to address a potential conflict of interest presented by William C. Dudley's service on the Executive Committee of the Board of Trustees (the "Committee") of the Economic Club of New York (the "ECNY") in his official capacity as President and Chief Executive Officer of the Federal Reserve Bank of New York (the "Bank").

Background

Mr. Dudley replaced former Bank President Timothy Geithner as an ECNY trustee. The ECNY has now asked Mr. Dudley to serve on the Committee.

The ECNY is a tax-exempt, nonpartisan organization whose mission is to promote the study and discussion of social, economic and political questions. It sponsors periodic luncheon and dinner meetings at which prominent speakers address current events of interest to the financial community. The ECNY states that it "promotes no agenda, and it takes no sides on issues. It exists solely to provide a serious, structured forum in which selected top leaders, from both the U.S. and abroad, can address its members and their invited guests."¹

The Bank's senior management has agreed that attendance at the ECNY's meetings is appropriate given the high quality of speakers, the nature of topics covered, and the broad business exposure that attendance provides. Indeed, the Bank's 2011 Strategic Vision encourages Bank employees to invest in global relationships and enhance and develop collaborations with counterparts at other agencies.

The ECNY's 2009 account statements indicate that the ECNY invests in a diversified money market fund that holds a small portion of its funds in United States Treasury Bills—short term, interest rate-sensitive government securities.² Additionally, the ECNY generates nominal returns on savings and temporary cash investments, but it derives the majority of its revenue from membership dues and fees from speaking engagements and dinners.

¹ THE ECONOMIC CLUB OF NEW YORK, <http://www.econclubny.org/aboutus.asp> (last visited Dec. 28, 2010).

² As of December 31, 2009 the ECNY held approximately \$105,682 in this fund, 2.46% of which (i.e., approximately \$2,600) is invested in United States Treasury Bills.

Mr. Dudley will obtain no financial benefit from his position as a trustee and Committee member, and he does not have a personal financial interest in the ECNY. However, because Mr. Dudley will serve as a trustee and Committee member in his official capacity at the Bank, the Office of Legal Counsel of the United States Justice Department (“OLC”) and the Office of Government Ethics (“OGE”) might regard all his actions as trustee and Committee member as “Bank actions.”

Mr. Dudley fully disclosed this potentially disqualifying interest to the Bank’s Ethics Office and has provided all the information necessary to make a determination as to whether a waiver would be appropriate under the circumstances.

Statutory Prohibition

Section 208(a)(1) of Title 18 of the United States Code prohibits Bank employees and officers from participating in a proceeding, application, request for ruling or other determination, contract, claim, controversy, charge, accusation or other particular matter in which the employee or officer, or certain related parties, including organizations in which the employee serves as officer, director, trustee, general partner or employee have a financial interest, if the employee has knowledge of such interest.

The OLC has stated that monetary policy actions taken by the Federal Reserve were “particular matters” subject to 18 U.S.C. § 208 and that such actions could have a direct and predictable effect on the value of certain government securities. Consequently, Bank officers and staff with access to Class I Federal Open Market Committee (“FOMC”) data can hold United States Treasury Bills with a maturity of one year or less only if they are held to maturity, unless unusual circumstances exist.³

Section 208(b)(1) provides that the prohibition in Section 208(a) shall not apply if the officer or employee in question first advises the Government official responsible for the employee’s appointment of the nature of the financial interest, makes full disclosure of the financial interest, and receives a written determination that the interest is not so substantial as to be deemed likely to affect the integrity of the services expected of the employee.⁴ A 1996 opinion from the OLC elaborated that Section 208 “would prevent a government employee from serving on the board of directors of an outside organization in his or her official capacity, in the absence of: (1) statutory authority or a release of fiduciary obligations by the organization that might eliminate the conflict of interest; or (2) a waiver of the requirements of 208(a), pursuant to 18 U.S.C. § 208(b).

³ See Voluntary Guide to Conduct for Senior Officials, FRAM § 2-026.1.

⁴ For officers of the Bank, the Government official responsible for their appointment is the Bank’s Board of Directors.

Section 2640.301(b) of Title 5 of the Code of Federal Regulations lists factors that may be considered before granting a Section 208 waiver. These factors include, among others: the nature and value of the disqualifying financial interest; the nature and importance of the official's role in the government matter that could have a direct and predictable effect on the organization; and adjustments that may be made in the employee's duties that would reduce or eliminate the likelihood that the integrity of the employee's services would be questioned by a reasonable person.

Recommendation

As explained below, the Bank should issue Mr. Dudley a Section 208 waiver allowing him to serve as an ECNY trustee and Committee member because: (1) Mr. Dudley's work at the Bank is unlikely to have a direct and predictable effect on the ECNY; and (2) Mr. Dudley's financial interest in the ECNY is not so substantial as to be deemed likely to affect the integrity of the services that the Bank would expect to receive from him.

1. Mr. Dudley's work is unlikely to have a direct and predictable effect on the ECNY.

It is difficult to foresee circumstances where Mr. Dudley would be called upon to exercise his discretion or judgment in his capacity as Bank President that would have a direct and predictable effect on the ECNY. The ECNY is not an entity that is supervised or regulated by the Bank, nor does it provide services or products to the Bank or have interests that would generally be affected by any actions or determinations made at the Bank.

2. Mr. Dudley's financial interest in the ECNY is not so substantial as to be deemed likely to affect the integrity of the services that the Bank would expect to receive from him.

The only foreseeable conflict of interest stems from the imputation of the ECNY's nominal investments to Mr. Dudley; however, the financial interest imputed to Mr. Dudley is not so substantial as to impugn the integrity of Mr. Dudley's service at the Bank. Although Mr. Dudley will participate personally and substantially in monetary policy actions at the Bank as the Bank's President and a permanent member of the Federal Open Market Committee, he will not participate in any discussions or decisions regarding investment activities at the ECNY. Any decision that Mr. Dudley could make regarding monetary policy would have an insubstantial effect on the total value of the ECNY's investments, because the ECNY's investment holdings are insignificant. Additionally, Bank employees and officers with Class I FOMC access are not restricted from holding short-term Treasuries as long as they are held to maturity.

Finally, as a matter of principle, Mr. Dudley will recuse himself from any ECNY matter that may create the appearance of or an actual conflict of interest.

INTERNAL FR
The Board of Directors of the Federal
Reserve Bank of New York
February 10, 2011
4

Mr. Dudley acknowledges, by signing in the space below, that he agrees to abide by the terms of this memorandum:

signature

William C. Dudley
President
Federal Reserve Bank of New York

YH:BMS:MCG/jl

c: Christine M. Cumming
Thomas C. Baxter
William C. Dudley
Yasamine Hashemi
Michael A. Held
Michael Schetzel
Barry M. Schindler

FEDERAL RESERVE BANK *of* NEW YORK

33 LIBERTY STREET, NEW YORK, NY 10045-0001

MEMORANDUM	
DATE	06/15/10
TO	Martin Grant, Ethics Officer
FROM	William C. Dudley, President.
SUBJECT	AIG Shares – Sale

As you know, I am in possession of 30 shares of AIG stock which were acquired prior to my employment at the Federal Reserve Bank of New York. I received a waiver from President Geithner on September 18, 2008 to hold those shares. At that time, you had indicated that my ownership interest in AIG was de minimus but felt it was prudent that this financial interest be included in a waiver so that I might freely participate in AIG matters. Nonetheless, I have decided that it would be appropriate to sell these shares and donate the proceeds to charity. So as to avoid any appearance that this sale is timed to coincide with any developments regarding AIG, I would commit to selling these shares on a date certain – July 1, 2010. Please let me know if you approve of this proposal.

FEDERAL RESERVE BANK OF NEW YORK
CODE OF CONDUCT

As revised June 15, 2009

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APPENDIX A: Detailed Provisions Regarding Disqualifying Interests and Seeking Other Employment

APPENDIX B: Provisions Applicable to Employees with Banking Supervision and Examination Responsibilities

APPENDIX C: Responsibilities of the Ethics Officer

CODE OF CONDUCT

1. Basic Obligation

It is indispensable to the proper functioning of, and the maintenance of public confidence in, the Federal Reserve Bank of New York ("Bank") and the Federal Reserve System ("System") that every employee perform his or her duties with honesty, integrity and impartiality, and without improper preferential treatment of any person. Each employee has a responsibility to the Bank and to the System to avoid conduct which places private gain above his or her duties to the Bank, which gives rise to an actual or apparent conflict of interest, or which might result in a question being raised regarding the independence of the employee's judgment or the employee's ability to perform the duties of his or her position satisfactorily. Each employee should conduct his or her financial affairs with integrity and honesty. To ensure the foregoing, each employee, including all Bank officers, shall respect and comply with the principles and standards of conduct contained in this Code. An employee who needs assistance in interpreting the provisions of the Code or who desires additional information should contact the Bank's Ethics Officer.

2. Employee Conduct

2.1 Gambling and Lotteries

An employee shall not participate in any gambling or illegal lottery activity, for money or anything of value, while on Bank premises.

2.2 Alcoholic Beverages

Except at Bank approved functions, the Bank prohibits the sale or consumption of beer, wine or other alcoholic beverages by anyone on the Bank's premises. The Bank prohibits an employee from reporting to work or performing job duties if, as a result of consuming alcoholic beverages, the employee is under the influence of alcohol, i.e., the employee's physical or mental abilities are impaired.

2.3 Illegal Drugs

An employee shall not possess, use, sell, distribute, or be under the influence of any unauthorized substance on Bank premises or while conducting business on behalf of the Bank. An unauthorized substance is any illegal drug or illegal controlled substance, or any drug which has been legally obtained but is not being used in the prescribed dosage for prescribed purposes.

2.4 Firearms/Hazardous Materials

The possession or use of firearms or other lethal weapons, ammunition, explosives or hazardous materials by an employee on Bank premises is prohibited. This restriction does not apply to items that are owned by the Bank and used by a Bank employee in the conduct of Bank business.

3. Bank Property and Information

3.1 Bank Property

An employee has a duty to protect and conserve Bank property and ensure its use for proper purposes.

3.2 Bank Information

Bank information should be released or used only as authorized by Bank policy. Bank examination and other bank or bank holding company supervisory information is the property of the Board of Governors of the Federal Reserve System ("Board") and may be disclosed only in accordance with Board procedures.

Information maintained as fiscal agent for any federal agency may be disclosed only in accordance with that agency's procedures.

In the course of working at the Bank, an employee may have access to non-public information. Non-public information is information that the employee knows, or reasonably should know and:

- (a) Has not been made available to the general public.
- (b) Is designated as confidential, private or proprietary.
- (c) Is routinely treated by the Bank as confidential.

This may include information related to the Bank, the System, the Federal Open Market Committee ("FOMC"), or another person or institution (such as a banking organization, a vendor, an employee or former employee of the Bank, or a federal agency). An employee must strictly preserve the confidentiality of such information. It can be disclosed only as required for Bank purposes and only as authorized.

3.3 Use of Non-public Information for Private Gain

An employee is prohibited from using non-public information for any purpose other than Bank business. In addition, an employee may not engage, directly or indirectly, in any financial transaction as a result of, or in reliance on, non-public information, whether such information relates to the Bank or any other person or institution. An employee may not allow the improper use of such non-public information to further the employee's own private interest or that of another person, whether through advice, recommendation, or a knowing, unauthorized disclosure.

An employee with access to Class I FOMC information should avoid engaging in any financial transaction the timing of which could create the appearance of acting on inside information concerning Federal Reserve deliberations and actions. In order to avoid even the appearance of acting on confidential information, an employee authorized to have regular and ongoing access to Class I FOMC information should not knowingly:

- a) Purchase or sell any security (including any interest in the Thrift Plan for Employees of the Federal Reserve System, but not including shares of a money market mutual fund) during the seven calendar day period prior to and the day (s) of a meeting of the FOMC.
- b) Hold any security for less than 30 days, other than shares of a money market mutual fund.

This purchase or sale restriction does not apply if the investment decision is made before the seven day period (in the case of rollover, for example). An employee authorized to have regular and ongoing access to Class I FOMC information also should make every effort to ensure that the financial transactions of his or her spouse and dependent children comply with these restrictions. In unusual circumstances, after consultation with the Ethics Officer, these restrictions may be waived.

4. Use of Position

4.1 For Private Gain

An employee may not, directly or indirectly, use the employee's position for his or her own private gain or that of any other person.

4.2 Endorsements

An employee shall not use or permit the use of his or her position or title, or any authority associated with his or her office, to endorse any product, service or enterprise except in connection with Bank products and services or as otherwise authorized by the Bank.

5. **Conflicts of Interest**

5.1 **General Standard**

An employee should avoid any situation that might give rise to an actual conflict of interest or even the appearance of a conflict of interest. An employee who routinely represents the Bank in dealing with the public must be particularly careful in this regard. Where the circumstances might cause a reasonable person to question the employee's impartiality or otherwise give rise to an appearance of a conflict of interest, the employee should not participate in a matter unless he or she has informed the Bank of the situation and received authorization from the Bank's Ethics Officer.

Example

A conflict of interest, or the appearance of a conflict of interest, may arise where an employee is working on a matter involving a potential contract award and the employee's sibling or close friend works for one of the bidders. As a result, the employee should consult with the Bank's Ethics Officer before participating in the matter.

5.2 **Statutory Prohibition on Conflicts**

A. *Background.* The rules in this section are derived from provisions of the federal criminal conflict of interest statute and related regulations. Key portions of the regulations, modified as appropriate for the Bank's use, are contained in Appendix A and are part of this Code. In light of the serious consequences of violating this criminal statute, each employee is strongly urged to read Appendix A in its entirety. An employee who has any questions about the prohibitions contained in this section should contact the Bank's Ethics Officer.

B. *General Statutory Prohibition.* Notwithstanding the provisions of Section 5.3 (B), an employee may not participate personally and substantially in an official capacity in any particular matter in which, to the employee's knowledge, the employee or certain related parties listed in Section 5.2 (C) have a financial interest if the particular matter will have a direct and predictable effect on that interest. Participation in a particular matter includes making a decision or recommendation, providing advice, or taking part in an investigation.

C. *Imputed Interests.* The financial interests of the following individuals and entities are imputed to the employee and will disqualify the employee from participating in a matter:

- (1) The employee's spouse.
- (2) The employee's minor children.
- (3) The employee's general partner(s).
- (4) An organization or entity for which the employee is an officer, director, trustee, general partner or employee (regardless of the nonprofit status of the organization or whether the employee is paid).

- (5) A person or entity with whom the employee is negotiating for employment or has an arrangement concerning prospective employment. (See Section 6 for more detail.)

Example

An employee whose job is to participate in the review of bank holding company applications also serves, without compensation, on the board of directors of a fraternal organization. At a meeting of its board of directors, the employee discovers that the organization, as part of its investment portfolio, owns stock in Bank A. After this meeting takes place, the employee is asked to review an application of Bank Holding Company B to acquire Bank A and to recommend whether the application should be approved. Even though the employee's personal financial interests will not be affected by the approval or denial of the application, the employee should not review the application. The approval or denial of the application will affect the value of Bank A stock, a financial interest of the organization. The organization's financial interests are attributed to the employee as a member of its board of directors.

D. *Particular Matter.* The term "particular matter" includes a supervisory matter involving a depository institution or its affiliate, rule making that is focused on a discrete class, an application, enforcement action, examination, request for ruling or other determination, an acquisition or sale (e.g., securities, foreign exchange or real estate), formation of contracts, and the provision of priced and non-priced services.

E. *Direct and Predictable Effect.* In order for a particular matter to have a direct effect on a financial interest, there must be a close causal link between any decision or action to be taken in the matter and any expected effect of the matter on the financial interest. An effect may be direct even though it does not occur immediately. A particular matter that has an effect on a financial interest only as a consequence of its effect on the general economy does not have a direct effect within the meaning of this rule.

A matter will have a predictable effect on a financial interest if there is a real, as opposed to a speculative, possibility that the particular matter will affect the financial interest.

Example 1

An employee in data processing is asked to serve on a technical evaluation panel to review proposals for a new computer system. ABC Computer Corporation ("ABC") has submitted a proposal. The employee owns ABC stock. The award of the systems contract to ABC or to any other company that bids will have a direct and predictable effect on the value of the ABC stock. The fact that the gain or loss cannot be measured and that the value of the gain or loss may be extremely small is irrelevant. The employee may not serve on the evaluation panel unless an exemption is applicable [see Section 5.2 (F)] or the employee receives a waiver [see Section 5.2 (G)].

Example 2

An employee in the Check Processing Department is asked to buy a new software program. The employee has a choice between purchasing the software program designed by XYZ Computer Corp. or the software program designed by Mammoth Co. The employee's spouse works for Mammoth Co. and participates in Mammoth Co.'s stock option plan. Through that plan, the employee's spouse receives shares of Mammoth Co. The purchase or non-purchase of Mammoth Co.'s software program will have a direct and predictable effect on the value of Mammoth Co.'s stock and thus the spouse's financial interest. The spouse's interest is imputed to the employee and, therefore, the employee may not decide which software program to purchase unless an exemption is applicable [see Section 5.2 (F)] or the employee receives a written waiver [see Section 5.2 (G)]. The fact that the potential gain or loss is immeasurable is immaterial.

Example 3

If, on the other hand, the employee's spouse was a salaried employee of Mammoth Co. and had no ownership interest in Mammoth Co., the employee could decide which software program to purchase, assuming that the purchase or non-purchase of Mammoth Co.'s software program would have no effect on the spouse's salary or employment. While the employee would not be prohibited by the criminal conflict of interest statute from participating in this decision, the employee's participation could still give rise to an appearance of a conflict of interest suggesting the employee's disqualification should be considered under Section 5.1. Therefore, an employee in this situation should not participate in the matter without first obtaining authorization from the Bank's Ethics Officer.

F. *Exempt Financial Interests.* Under regulations issued by the Office of Government Ethics (“OGE”), which are set forth in part in Appendix A, a number of financial interests are exempt, and therefore, an employee may participate in a particular matter that will affect those interests.

1. The following interests are exempt:

- (a) Investments held through a diversified non-sector mutual fund or unit investment trust.
- (b) An employee's interest in any System retirement and/or thrift plan.
- (c) Short-term federal government securities (maturity of one year or less) and US Savings Bonds.

2. The OGE regulations also provide additional exemptions relating to financial interests:

- (a) In certain employee benefit plans.
- (b) In publicly traded securities, municipal securities, sector mutual funds, and long-term federal government securities where the aggregate fair market value of the securities

owned by the employee and his or her spouse and any minor child is below a certain amount.

- (c) Of certain tax-exempt organizations whose interests are imputed to the employee because of his or her association with the organization.
- (d) Of an employee's general partner.

The OGE regulations also provide for exemptions in addition to those summarized in this Section. The primary exemptions for the various financial interests, which are set forth in Part II of Appendix A, are complex. An employee who has such an interest or to whom such an interest is imputed from a family member or other related person should carefully read Part II of Appendix A to see whether his or her participation in a particular matter affecting the interest is allowable.

G. Individual Waiver. An employee who would otherwise be disqualified may participate in a particular matter if he or she receives a written waiver prior to participating in the matter. If you want to request a waiver, you should consult the Bank's Ethics Officer.

5.3 Prohibited Financial Interests

A. Prohibition of Certain Debt or Equity Interests. Notwithstanding anything to the contrary in Section 5.2, an employee may not own or control, directly or indirectly, any debt or equity interest in a depository institution or an affiliate of a depository institution. A "depository institution" means a bank, a trust company, or any institution that accepts deposits, including a bank chartered under the laws of a foreign country. In addition, an employee with regular and ongoing access to Class I FOMC information and members of the Markets Group may not own or control, directly or indirectly, any debt or equity interest in a primary government securities dealer or an entity that directly or indirectly controls a primary dealer. The employee is regarded as controlling any debt or equity interest held by the employee's spouse or minor child.

B. Exceptions. The following are not prohibited debt or equity interests within the meaning of Section 5.3 (A):

- (1) An interest in a publicly traded money market fund or other mutual fund (including a fund that is an affiliate of a depository institution or primary dealer of government securities), provided that: (a) the fund does not have a policy of concentrating its investments in the financial services industry; and (b) neither the employee nor the employee's spouse has the ability to exercise control over the financial interests held in the fund.
- (2) An interest acquired by the employee's spouse or minor child—other than from the employee:
 - (i) Prior to the marriage.
 - (ii) Prior to the employee's being employed by the Bank.
 - (iii) As compensation or a fringe benefit in connection with his or her employment, or as "qualifying shares" as a condition of service as a director or employee.
- (3) A future interest created by someone other than the employee; his or her spouse or child.

- (4) An interest of an employee, spouse or minor child as a beneficiary of an estate where the interest has not been distributed by the estate's legal representative.
- (5) An interest in a widely held, diversified pension or other retirement fund that is administered by a trustee independent from the employee and the employee's spouse.
- (6) An interest in a publicly-traded holding company that is not predominantly engaged in the banking or thrift business, is not supervised by the System, and does not control a state member bank, a foreign bank with U.S. operations or a federally insured U.S. office, or a "bank" within the meaning of the Bank Holding Company Act.
- (7) For those employees prohibited from owning stock of a primary dealer or its affiliate, an interest in a publicly-traded holding company that owns a primary dealer provided that the holding company is not predominately engaged in the banking, thrift, or securities business.

An employee who is required to file a disclosure statement pursuant to Section 9 must report an interest that the employee or the employee's spouse or minor child holds pursuant to any of the foregoing exceptions. Also, it is important to understand that the ability to retain an otherwise prohibited interest pursuant to one of the exceptions does not constitute a waiver for purposes of the general statutory prohibition on conflicts of interest that is described in Section 5.2.

C. Definition of Debt or Equity Interest. For purposes of this section, the term "debt or equity interest" includes secured and unsecured bonds, debentures, notes, securitized assets, commercial paper, preferred and common stock, short positions, instruments convertible into the above, as well as options, rights or warrants to acquire such instruments, but does not include a deposit, credit union shares, insurance policy or annuity. Although excluded from the definition of a "debt or equity interest," insurance policies and annuities may be financial interests and may result in conflicts of interest under Section 5.2.

D. Divestiture. In addition to any appropriate disciplinary action, an employee who violates this section may be required to divest the prohibited interest. Divestiture also may be required if the ownership or control of an interest, though permissible under this section, would likely disqualify an employee from handling matters to an extent that substantially interferes with the employee's ability to perform his or her job.

Whenever the Bank directs divestiture, the employee will be given a reasonable period of time to divest, considering the nature of the employee's particular duties and the nature and marketability of the interest. Except in cases of unusual hardship, as determined by the Bank, a reasonable period ordinarily will not exceed 90 days from the date divestiture is directed.

E. Waiver. The Bank's Ethics Officer, in consultation with the officer with responsibility for the department in which the employee works, may grant a written waiver permitting an employee to own or control a debt or equity interest prohibited by paragraph A of this section if extenuating circumstances exist and if any required disqualification from a particular matter(s) due to the financial interest would not unduly interfere with the full performance of the employee's duties.

Examples of extenuating circumstances are:

- (1) Ownership or control of the interest (including a preemptive right or option) was acquired before Federal Reserve employment.
- (2) Ownership or control of the interest was acquired through inheritance, gift, stock split, stock dividend, merger acquisition, or other change in corporate structure, or otherwise without specific intent on the part of the employee to acquire the interest.

5.4 Gifts, Meals, and Entertainment from Outsiders

A. Gifts, Meals, and Entertainment.

1. General Prohibition. Except as permitted below, an employee may not solicit or accept, directly or indirectly, any gift, meal, favor, service, entertainment or other thing of monetary value ("gift") from a person or institution that does, or seeks to do, business with the Bank or is supervised by the System, or has interests that are substantially affected by the employee's duties at the Bank ("covered sources"), or from an organization, a majority of whose members are covered sources. A gift received by an employee's spouse or child, or given to a person or entity at the specific direction of the employee, is considered to be received by the employee.

An employee who is offered a prohibited gift should decline to accept it. If an employee receives a prohibited gift, arrangements should be made to return or dispose of the gift, and the source should be advised of the Bank's policy.

2. Exceptions. (a) A gift that otherwise would be prohibited is permitted if the employee clearly can establish that the gift:

- (i) Has a de minimis market value (i.e., \$20 or less), provided the number of times the employee has received a de minimis gift from the same covered source is infrequent.
- (ii) Is a reduced or waived admission fee to attend, or a meal provided in connection with, a widely attended conference or gathering which is in furtherance of the employee's duties at the Bank.
- (iii) Is given or offered under circumstances that indicate it is motivated by a personal relationship that exists independently of his or her employment with the Bank.
- (iv) Results from his or her spouse's employment and has not been offered or enhanced because of the employee's position with the Bank.
- (v) Results from his or her outside employment or business activities and has not been offered or enhanced because of the employee's position with the Bank.
- (vi) Is a meal provided in connection with a charitable or civic function or organization in which the employee is a participant.

(vii) Is a meal authorized in writing in advance by the Bank's Ethics Officer based on a determination that:

- (a) Special circumstances exist which make the acceptance of the meal appropriate in furtherance of Bank business.
- (b) Payment by the employee is not feasible.
- (c) Acceptance of the meal will not create a conflict of interest; or

(viii) Is a discount or benefit available to the general public and is not offered to the employee or enhanced because of his or her employment with the Bank.

Even when permissible under an exception listed above, an employee always may decline a gift offered by a covered source.

(b) With the Bank's prior approval, an employee may accept a bona fide award given for achievement, provided that:

- (i) The award is made as part of an established program of recognition under which awards have been made on a regular basis or which is funded, wholly or in part, to ensure its continuation on a regular basis.
- (ii) The program selects recipients pursuant to established standards.

B. *Examiners.* The exceptions described in Section 5.4 (A) (2) do not apply to a gift or a meal offered to an examiner by an institution that the examiner examines, has examined or has authority to examine. Furthermore, an examiner may never accept a meal or gift pursuant to the de minimis exception of Section 5.4 (A) (2) (a) from an institution for which the System is the primary federal regulator. An examiner should consult Appendix B, Part I, paragraph 4.

C. *Gift from Foreign Governmental Source.* An employee may not accept a gift from a foreign government, including a foreign central bank, unless the gift is valued at \$335 or less and is offered and received as a souvenir or mark of courtesy. An employee may accept a gift from a foreign government valued above \$335 under certain limited circumstances. An employee should consult with the Bank's Ethics Officer to determine whether the employee may accept such a gift.

D. *Treasury Borrowing Advisory Committee.* An employee may not accept any gift from the Treasury Borrowing Advisory Committee of the Securities Industry and Financial Markets Association ("SIFMA") or any member of the advisory committee.

6. Seeking Other Employment

An employee is prohibited from personally and substantially participating in an official capacity in any matter that will have a direct and predictable effect upon the financial interest of any entity with which the employee is seeking employment or has an arrangement for future employment. Under some circumstances such participation may violate the federal criminal conflict of interest statute. Refer to Part III of Appendix A for more information on this prohibition. The following examples illustrate when an employee is seeking employment for purposes of this prohibition.

Example 1

An employee in the Credit and Discount Department receives a call from Bank B asking the employee whether the employee is interested in leaving the Reserve Bank and going to work for Bank B. The employee informs Bank B that she is involved in a project that will be completed by year-end and that, until the project is completed, she cannot consider leaving the Reserve Bank. After this conversation, Bank B approaches the Reserve Bank for an advance. The employee is typically asked to advise whether an advance should be made. The employee is considered to be seeking employment with Bank B because the employee did not clearly reject Bank B's offer but merely postponed discussion to the foreseeable future. Thus, the employee must refrain from participating in the decision to approve or deny the advance to Bank B.

Example 2

An employee is considered to be seeking employment with a company as soon as she makes an inquiry about employment with the company, unless the inquiry is part of a mass-mailing to a large class of potential employers. If the employee's inquiry to the company is part of a mass mailing, the employee is not considered to have begun seeking employment unless she receives a response from the company that indicates an interest in employment discussions.

7. Outside Activities

7.1 General

An employee's outside activity, including outside employment, should not bring discredit to the reputation of the Bank or the System, interfere with the full and proper discharge of the employee's duties and responsibilities, or be incompatible with the employee's duties and responsibilities.

Incompatible activities include, for example, those which are prohibited by statute, regulation or any provision of this Code, those which create the appearance of a conflict of interest, or those which would require the employee's disqualification from matters so central or critical to the performance of his or her duties and responsibilities that the employee's ability to give satisfactory service to the Bank would be materially impaired. Before engaging in compensated outside employment, an employee should obtain the prior approval of the Bank.

The financial interests of any organization of which an employee serves as officer, director, trustee, general partner, or employee will be attributed to the employee for purposes of the statutory prohibitions of Section 5.2.

7.2 Teaching, Speaking and Writing

A. *General Prohibition.* Except as provided in Sections 5.4 (A) (2) (a) (i) and (ii), 5.4 (A) (2) (b), and Section 5.4 (C), an employee may not accept compensation, a gift, or honorarium from any source other than the Bank for teaching, speaking or writing on a subject that relates to the employee's duties and responsibilities. This restriction precludes acceptance by an employee, but not the Bank, of reimbursement for travel or lodging expenses in connection with an appearance, speech or publication.

B. *Exceptions.* With the Bank's prior approval, an employee may accept compensation and reimbursement of travel/lodging expenses for:

- (1) Teaching a course related to the employee's duties if the course is offered as part of the regularly established curriculum of a school, college, or other educational entity (for example, the American Institute of Banking).
- (2) Preparing an article or other publication utilizing or incorporating information obtained by the employee in the course of, or as a result of, performing his or her job duties at the Bank, provided the publication is prepared on the employee's own time.

C. *Use of Bank Title in Connection with Teaching, Speaking, or Writing.* An employee may not use or permit the use of his or her title at the Bank in connection with teaching, speaking, or writing, or to promote any book, seminar, or course when such activities are not part of the employee's Bank duties except:

- (1) As one of several biographical notes when such note is given no more prominence than any other.

- (2) As part of an article published in a scientific or professional journal, as long as a reasonably prominent disclaimer states that the views expressed in the article do not necessarily represent the views of the Bank.

7.3 Political Activity

A. *General.* The Federal Reserve Banks have a unique need to protect their independence from the political process. Therefore, although an employee may participate or become involved in issues of general public concern or debate, the employee's association with the Bank must not be publicized in connection with any political activity. Further, an employee may not engage in political activity while on duty or on Bank premises, and must be extremely cautious to avoid any suggestion of Bank sponsorship or support of such activities.

B. *Partisan Politics.*

1. Non-Officers. An employee, other than an officer, may participate in a partisan political campaign, except that an employee may not run for any partisan political office (federal, state, or local) or solicit or accept political contributions (i.e., anything of value, including personal services) on behalf of any candidate, party or political organization. An employee may hold a position within a political party so long as the position does not otherwise interfere with the employee's performance of Bank duties.

2. Officers. An officer must be particularly vigilant in avoiding any appearance that his or her personal political views reflect the views of the Bank or the System. An officer may participate in partisan politics only as an individual voter, *e.g.*, vote, express a private opinion, or make a contribution. An officer may not take an active role in partisan politics; for example, an officer may not run for any partisan political office; solicit or accept political contributions (i.e., anything of value, including personal services) on behalf of any candidate, party, or political organization; or hold a position (other than general membership) within a political party.

C. *Non-Partisan Public Service.* There are various types of public service activities that do not bring into question the independent and non-partisan character of the Bank, and that are viewed as a community service rather than as political activity, even if the position is one to which an employee is appointed by a partisan public official. Examples are serving as a member of a board of education, a roads and bridges commission, a parks and recreation commission, a planning commission, a board of health, or a university board, provided election or appointment under a party label is not involved. For instance, an employee, including an officer, may accept appointment by the governor of a state to that state's board of education. However, if there is a requirement that the board of education be comprised of a certain number of representatives from each major political party, then the employee may not accept the appointment. If an employee has any question about the propriety of a particular position or activity, the employee should consult the Bank's Ethics Officer.

8. Post Employment Activities

8.1 Post Employment Contacts

An employee who ceases to be employed by the Bank should not contact the Bank concerning a particular matter in which he or she participated while employed at the Bank. If a current employee is contacted by a former employee concerning such a matter, the current employee must not discuss the matter or provide any information to that individual that is not available to the general public, unless authorized to do so by Bank management. In performing his or her duties, a current employee may contact a former employee to obtain information concerning work performed by the former employee while employed at the Bank.

8.2 Non-public Information

An employee's duty to maintain the confidentiality of non-public information (as defined in Section 3.2) continues after his or her employment ends. An employee must leave all Bank documents, files, computer diskettes, reports and records containing non-public information, and all copies of such information, with the Bank when his or her employment ends.

9. Disclosure Statements

In order to obtain information about circumstances that might constitute an actual or potential conflict of interest or a violation of applicable Bank policy or law, the following employees are required to file a disclosure statement as prescribed by the Bank at least annually:

- (a) All officers.
- (b) Any employee:
 - (i) Whose duties and responsibilities require that he or she participate personally and substantially in any supervisory matter, examination, application, investigation, etc. concerning a depository institution or any affiliate or subsidiary of a depository institution.
 - (ii) Whose duties and responsibilities require that he or she participate personally and substantially through decision making or the exercise of significant judgment in taking action regarding contracting or procurement.
 - (iii) Who has authority to make an exception to established operating or internal control procedures.
 - (iv) Who has access to Class I FOMC information.
- (c) Any manager or supervisor in a valuables handling area.
- (d) Any other employee upon request of the Bank's Ethics Officer.

10. Violations

10.1 Reporting

Employees are encouraged to report violations of this Code to the Bank's Ethics Officer. A violation that involves corruption, fraud, or theft, should also be reported to the Bank's General Auditor.

10.2 Disciplinary Action

Any employee who violates any provision of this Code is subject to disciplinary action up to and including termination of employment.

APPENDIX A

This Appendix contains a summary of significant portions of the federal conflicts of financial interest regulations (5 C. F. R. Parts 2635 and 2640), as modified for the Bank's use. It provides additional detail regarding: (i) the conflict of interest rule in Section 5.2 of the Code; and (ii) the rule regarding seeking other employment in Section 6 of the Code. A copy of the complete regulations may be obtained from the Legal Department or the Ethics Officer.

PART I. DISQUALIFYING FINANCIAL INTERESTS

1. Statutory Prohibition. An employee is prohibited by federal criminal law [18 U.S.C. § 208 (a)] from participating personally and substantially in an official capacity in any particular matter in which, to the employee's knowledge, he or she, or any person whose interests are imputed to the employee under the statute, has a financial interest, if the particular matter will have a direct and predictable effect on that interest.

2. Definitions. For purposes of this Part, the following definitions apply:

A. Direct and predictable effect. A particular matter¹ will have a *direct* effect on a financial interest if there is a close causal link between any decision or action to be taken in the matter and any expected effect of the matter on the financial interest. An effect may be direct even though it does not occur immediately. However, a particular matter will not have a direct effect on a financial interest if the chain of causation is attenuated or is contingent upon the occurrence of an event that is speculative or that is independent of, and unrelated to, the matter. A particular matter that has an effect on a financial interest only as a consequence of its effect on the general economy does not have a direct effect within the meaning of this paragraph.

A particular matter will have a *predictable* effect if there is a real, as opposed to a speculative possibility, that the matter will affect the financial interest. However, it is not necessary that the magnitude of the gain or loss be known, and the dollar amount of the gain or loss is immaterial.

Example 1

An employee with procurement responsibilities has just been asked to serve on the evaluation panel to review proposals for a new Research Library computer search system. DEF Computer Corporation, a closely held company in which the employee and his wife own stock, has submitted a proposal. Because award of the systems contract to DEF or to any other offeror will have a direct and predictable effect on both his and his wife's financial interests, the employee may not participate on the evaluation panel unless he requests and receives a waiver or an exemption applies.

¹ If a particular matter involves a specific party, generally the matter will only have a direct and predictable effect on the financial interest of the employee in or with the party, for example where the employee owns stock in the party. However, there may be some situations in which a particular matter will have a direct and predictable effect on an employee's financial interests in or with a non-party. For example, if the party is a corporation, a particular matter also may have a direct and predictable effect on an employee's financial interest through ownership of stock in an affiliate of the party. Similarly, the award of a contract to a particular company also may have a direct and predictable effect on an employee's financial interest in another company, such as a subcontractor or a competitor.

Example 2

Upon assignment to the evaluation panel, the employee in the preceding example finds that DEF Computer Corporation has not submitted a proposal. However, LMN Corp., a competitor of DEF, is one of the offerors. The employee is not disqualified from serving on the evaluation panel. Any effect on the employee's financial interests as a result of the decision to award or not award the contract to LMN at most would be indirect and speculative.

B. *Financial interest* means the potential for gain or loss to an employee or other person specified in paragraph 2 (c) as a result of Bank action on a particular matter. The financial interest might arise from ownership of certain financial instruments or investments such as a stock, bond, mutual fund, or real estate. Additionally, a financial interest might derive from a salary, indebtedness, job offer, or any similar interest that may be affected by the matter.

C. *Imputed interests.* For purposes of the federal criminal law and this Part, the financial interests of any of the following persons will disqualify an employee to the same extent as if they were the employee's own interests:

- (i) The employee's spouse.
- (ii) The employee's minor child.
- (iii) The employee's general partner.
- (iv) An organization or entity in which the employee serves as officer, director, trustee, general partner or employee.
- (v) A person with whom the employee is negotiating for or has an arrangement concerning prospective employment. (An employee who is seeking other employment should comply with the standards in Part III of this Appendix regarding "Seeking Other Employment.")

Example 1

An employee of the Department of Education serves without compensation on the board of directors of Kinder World, Inc., a nonprofit corporation that engages in good works. Even though her personal financial interests will not be affected, the employee must disqualify herself from participating in the review of a grant application submitted by Kinder World. Award or denial of the grant will affect the financial interests of Kinder World and its financial interests are imputed to her as a member of its board of directors.

Example 2

The spouse of an employee of the Food and Drug Administration is employed by a biomedical research company that is seeking FDA approval for a new product. The employee ordinarily would be asked to participate in the FDA's review and approval process. The employee's spouse is a salaried employee and has no direct ownership interest in the company. Moreover, she does not have an indirect ownership interest such as an interest in a pension plan that holds stock in the company. Her position with the company is such that the granting or withholding of FDA approval

will not have a direct and predictable effect on her salary or on her continued employment with the company. Since the FDA approval process will not affect his spouse's financial interests, the employee may participate in that process.²

D. *Particular matter* means a matter that involves deliberation, decision or action that is focused upon the interests of a specific person, or a discrete and identifiable class of persons. Such a matter is covered by the federal conflict of interest regulations even if it does not involve formal parties, and may include governmental action such as legislation or policymaking that is narrowly focused on the interests of a discrete and identifiable class of persons. However, the term *particular matter* does not extend to the consideration or adoption of a broad policy option that is directed to the interests of a large and diverse group of persons. The particular matters covered by the federal conflict of interest regulations include a judicial or other proceeding, application, request for a ruling or other determination, contract, claim, controversy, charge, accusation or arrest.

Example 1

An employee's evaluation of proposals received in response to a Request for Proposal is a particular matter. An employee's review of an application filed by a bank holding company also is a particular matter.

Example 2

Consideration by the Interstate Commerce Commission of regulations establishing safety standards for trucks on interstate highways involves a particular matter.

E. *Personal and substantial*. To participate *personally* means to participate directly. It includes the direct and active supervision of the participation of a subordinate in the matter. To participate *substantially* means that the employee's involvement is of significance to the matter. Participation may be substantial even though it is not determinative of the outcome of a particular matter. However, it requires more than official responsibility, knowledge, perfunctory involvement, or involvement on an administrative or peripheral issue. A finding of substantiality should be based not only on the effort devoted to a matter, but also on the importance of the effort. While a series of peripheral involvements may be insubstantial, the single act of approving or participating in a critical step may be substantial. Personal and substantial participation may occur when, for example, an employee participates through decision, approval, disapproval, recommendation, investigation or the rendering of advice in a particular matter.

3. Disqualification. Unless the employee is authorized to participate in the particular matter by virtue of a waiver described in paragraph (4) of this Part or because the interest has been divested in accordance with paragraph (5) of this Part, an employee must disqualify himself or herself from participating in a particular matter in which, to the employee's knowledge, he or she, or a person whose interests are imputed to the employee, has a financial interest, if the particular matter will

2 Note that the Code of Conduct does not apply to FDA employees. If the example had involved a Bank employee, the employee should consult with the Bank's Ethics Officer before participating since the employee's participation in the review and approval process might result in the appearance of a conflict of interest, contrary to Section 5.1 of the Code.

have a direct and predictable effect on that interest. Disqualification is accomplished by not participating in the particular matter.

a) *Notification.* An employee who becomes aware of the need to disqualify himself or herself from participating in a particular matter should notify the person responsible for his or her assignment or the Bank's Ethics Officer. An employee who is responsible for his or her own assignment should take whatever steps are necessary to ensure that he or she does not participate in the matter from which he or she is disqualified. Appropriate oral or written notification of the employee's disqualification may be made to coworkers by the employee or a supervisor to ensure that the employee is not involved in a matter from which he or she is disqualified.

b) *Documentation.* An employee need not file a written disqualification statement unless asked to do so by the Bank's Ethics Officer or a supervisor. However, an employee may elect to create a record of his or her actions by providing written notice to a supervisor or other appropriate officer.

4. Waiver of disqualification. An employee who would otherwise be disqualified may be permitted to participate in a particular matter where the otherwise disqualifying financial interest is exempt (see Part II of this Appendix), is the subject of an individual waiver described in this paragraph, or results from certain Indian birthrights as described in 18 U.S.C. § 208 (b) (4). An individual waiver may be requested pursuant to 18 U.S.C. § 208 (b) (1). In advance of the employee's participation, the employee must advise the officer responsible for the employee's appointment (or other officer to whom authority to issue such a waiver for the employee has been delegated) about the nature and circumstances of the particular matter and the employee's role in the matter; and make full disclosure to the officer of the nature and extent of the disqualifying financial interest. If the officer determines that the employee's financial interest in the particular matter is not so substantial as to be deemed likely to affect the integrity of the services which the Bank may expect from the employee, the officer may issue a written waiver to the employee.

5. Divestiture of a disqualifying financial interest. Upon sale or other disposal of the interest that causes his or her disqualification from participation in a particular matter, the employee may participate in the matter.

a) *Voluntary divestiture.* An employee who otherwise would be disqualified from participating in a particular matter may voluntarily sell or otherwise dispose of the interest that causes the disqualification.

b) *Directed divestiture.* An employee may be required to sell or otherwise dispose of the disqualifying financial interest if the continued holding of that interest is prohibited by Section 5 of the Code or substantially interferes with the ability of the employee to perform his or her job.

6. Official duties that give rise to potential conflicts. When an employee's duties create a substantial likelihood that the employee may be assigned to a particular matter from which he or she is disqualified, the employee should advise his or her supervisor or the Bank's Ethics Officer of that potential so that a conflicting assignment can be avoided.

PART II. EXEMPTIONS PURSUANT TO 18 U.S.C. § 208 (b) (2)

1. Definitions. For purposes of this Part, the following definitions apply.

A. *Diversified* means that a fund, trust or plan does not have a stated policy of concentrating its investments in any industry, business, single country other than the United States, or bonds of a single state within the United States. In the case of an employee benefit plan, *diversified* means that the plan's trustee has a written policy of varying plan investments.

B. *Long-term federal government security* means a bond or note, except for a US Savings bond, with a maturity of more than one year, issued by the United States Treasury pursuant to 31 U.S.C. Chapter 31.

C. *Municipal security* means direct obligation of, or obligation guaranteed as to principal or interest by, a state (or any of its political subdivisions, or any municipal corporate instrumentality of one or more states), or the District of Columbia, Puerto Rico, the Virgin Islands, or any other possession of the United States.

D. *Mutual fund* means an entity which is registered as a management company under the Investment Company Act of 1940, as amended (15 U.S.C. §§ 80a-1 et seq.). Mutual fund includes open-end and closed-end mutual funds and registered money market funds.

E. *Sector mutual fund* means a mutual fund that concentrates its investments in an industry, business, single country other than the United States, or bonds of a single state within the United States.

F. *Short-term federal government security* means a bill with a maturity of one year or less issued by the United States Treasury pursuant to 31 U.S.C. Chapter 31.

2. Exemption for Interest in Mutual Fund, Unit Investment Trust, and Employee Benefit Plan.

A. *Diversified mutual fund and unit investment trust.* An employee may participate in a particular matter affecting holdings of a diversified mutual fund or a diversified unit investment trust where the disqualifying financial interest in the matter arises because of the ownership of an interest in the fund or trust.

Example

An employee owns shares worth \$60,000 in several mutual funds whose portfolios contain stock in a nationally known computer company. Each fund prospectus describes the fund as a "management company," but does not characterize the fund as having a policy of concentrating its investments in any particular industry, business, single country (other than the U.S.) or bonds of a single state. The employee may participate in a matter affecting the computer company.

B. *Sector mutual fund.* An employee may participate in a particular matter affecting holdings of a sector mutual fund where the disqualifying financial interest in the matter arises because of ownership of an interest in the fund and:

- (1) The affected holding is not invested in the sector in which the fund concentrates.
- (2) The aggregate market value of interests in any sector fund or funds does not exceed \$50,000.

For purposes of calculating the \$50,000 de minimis amount, an employee must aggregate the market value of all sector mutual funds in which the employee has a disqualifying interest and that concentrate in the same sector and have one or more holdings that may be affected by the particular matter.

Example 1

A Bank employee owns shares in a mutual fund that expressly concentrates its holdings in the stock of utility companies. In addition to holdings in utility companies, the fund contains stock in certain regional banks and bank holding companies whose financial interests would be affected by a matter in which the employee would participate. The employee is not disqualified from participating in the matter because the banks and bank holding companies that would be affected are not part of the sector in which the fund concentrates.

Example 2

An analyst is assigned at the Federal Reserve Board's request to help draft standards for approving loan guarantee applications for the Air Transportation Stabilization Board. The analyst owns \$35,000 worth of shares in XYZ Global Transportation Fund, a sector mutual fund invested primarily in shipping firms and airlines. The analyst may participate in the recommendations. If the analyst's spouse also owns \$40,000 worth of shares in ABC Specialized Portfolios: Transport, a sector mutual fund that focuses on the same sector, and if both funds contain holdings that may be affected by the particular matter, the analyst may not rely on the \$50,000 *de minimis* exemption.

C. *Employee benefit plan.* An employee may participate in:

- (1) A particular matter affecting holdings of an employee benefit plan where the disqualifying financial interest in the matter arises from membership in:
 - (a) The Thrift Savings Plan for Federal Employees described in 5 U.S.C. §8437.
 - (b) A pension plan established or maintained by a state government or any political subdivision of a state government for its employees.
 - (c) A diversified employee benefit plan, provided:
 - (i) The investments of the plan are administered by an independent trustee, and the employee, or other person specified in section 208(a), does not participate in the selection of the plan's investments or designate specific plan investments (except for directing that contributions be divided among several different categories of investments, such as stocks, bonds or mutual funds, which are available to plan participants).

(ii) The plan is not a profit-sharing or stock bonus plan.

(2) A particular matter of general applicability, such as rulemaking, affecting the state or local government sponsor of a state or local government pension plan described in paragraph 2(C)(1)(b) where the disqualifying financial interest in the matter arises because of participation in the plan.

3. Exemption for Interest in Securities.

a) *De minimis exemption for a matter involving parties.* An employee may participate in a particular matter involving specific parties where the disqualifying financial interest arises from ownership by the employee, his or her spouse or minor children of securities issued by one or more entities affected by the matter, if:

- (1) The securities are publicly traded,³ or are long-term federal government securities or municipal securities.
- (2) The aggregate market value of the holdings of the employee, his spouse and minor children in the securities of all entities does not exceed \$15,000.

Example

A Bank employee owns \$10,000 worth of publicly traded stock in a major office equipment manufacturer, EQP Corp. The employee may evaluate the proposals submitted by EQP Corp. and others in response to an RFP. If the employee's spouse also owns \$6,000 worth of EQP Corp. stock, the employee may not evaluate the proposals unless the employee requests and is granted a waiver.

b) *De minimis exemption for matters affecting nonparties.*⁴ An employee may participate in a particular matter involving specific parties in which the disqualifying interest arises from the ownership by the employee, his spouse, or minor children of securities issued by one or more entities that are not parties to the matter but that are affected by the matter if:

- (1) The securities are publicly traded, or are long-term federal government or municipal securities.
- (2) The aggregate market value of the holdings of the employee, his spouse and minor children in the securities of all affected entities (including securities exempted under subparagraph (A) of this section) does not exceed \$25,000.

c) *De minimis exemption for a matter of general applicability.* An employee may participate in a particular matter of general applicability, such as rulemaking, where the disqualifying financial interest arises from ownership by the employee, his or her spouse or minor children of securities issued by one or more entities affected by the matter, if:

3 Securities issued by Government Sponsored Enterprises, such as Freddie Mac, are not eligible for the exemptions in paragraphs 3(A) (C) since they are not “publicly traded.”

4 See footnote 1 of this Appendix for examples of particular matters that may affect nonparties, such as affiliates or competitors of parties.

- (1) The securities are publicly traded, or are municipal securities, the market value of which does not exceed:
 - (a) \$25,000 in any one such entity.
 - (b) \$50,000 in all affected entities.
- (2) The securities are long-term federal government securities, the market value of which does not exceed \$50,000.

For purposes of this subparagraph (c), the value of securities owned by the employee, his or her spouse and minor children must be aggregated.

d) *Exemption for certain federal government securities.* An employee may participate in a particular matter where the disqualifying financial interest arises from ownership of short-term federal government securities or from U.S. Savings Bonds.

e) *Exemption for interests of tax-exempt organization.* An employee may participate in a particular matter where the disqualifying financial interest arises from the ownership of publicly traded or municipal securities or long-term federal government securities by an organization which is tax-exempt pursuant to 26 U.S.C. § 501(c)(3) or (4), and of which the employee is an unpaid officer, director, trustee or employee, if:

- (1) The matter affects only the organization's investments, not the organization directly.
- (2) The employee plays no role in making investment decisions for the organization, except for participating in the decision to invest in several different categories of investments such as stocks, bonds, or mutual funds.
- (3) The organization's only relationship to the issuer, other than that which arises from routine commercial transactions, is that of an investor.

Example

An employee is a director of the National Association to Save Trees ("NAST"), an environmental organization that is tax-exempt under section 501(c)(3) of the Internal Revenue Code. The employee knows that NAST has an endowment fund that is partially invested in the publicly traded stock of Computer, Inc. The employee's position at the Bank involves the procurement of computer software, including software sold by Computer, Inc. The employee may participate in the procurement of software from Computer, Inc. provided he is not involved in selecting NAST's investments, and provided NAST has no relationship to Computer, Inc. other than as an investor in the company and routine purchaser of Computer, Inc. software.

f) *Exemption for certain interests of general partner.* An employee may participate in any particular matter where the disqualifying financial interest arises from:

- (1) The ownership of publicly traded securities, long-term federal government securities, or municipal securities by the employee's general partner, if:

- (a) ownership of the securities is not related to the partnership between the employee and the general partner.
 - (b) The value of the securities does not exceed \$200,000; or
- (2) An interest of the employee's general partner, if the employee's relationship to the general partner is as a limited partner in a partnership that has at least 100 limited partners.

4. Exemption for financial interest arising from federal government or Bank employment or from Social Security or veteran's benefits. An employee may participate in any particular matter where the disqualifying financial interest arises from federal government or Federal Reserve Bank salary or benefits, or from Social Security or veterans' benefits, except an employee may not:

- (a) Make a determination that individually or specially affects the employee's own salary and benefits.
- (b) Make a determination, request, or recommendation that individually or specially relates to, or affects, the salary or benefits of any other person specified in 18 U.S.C. § 208.

PART III. SEEKING OTHER EMPLOYMENT

1. Overview

An employee who seeks other employment or has an arrangement for prospective employment must comply with the applicable disqualification requirements of this Part if his or her Bank duties would affect the financial interests of the prospective employer or the person with whom he or she has an arrangement concerning prospective employment.

2. Definitions

(a) *Direct and predictable effect* and *particular matter* have the respective meanings set forth in Part I of this Appendix regarding "Disqualifying Financial Interests."

(b) *Employment* means any form of non-Bank employment or business relationship involving the provision of personal services by the employee, whether to be undertaken at the same time as or subsequent to Bank employment, even if the employee is not compensated for the services. It includes but is not limited to personal services provided as an officer, director, employee, agent, attorney, consultant, contractor, general partner or trustee.

(c) *Prospective employer* means any person with whom the employee is seeking employment. Where a contact that constitutes seeking employment is made by or with an agent or other intermediary, the term prospective employer includes:

- (1) The person using the agent or other intermediary for the purpose of trying to hire the employee, provided the agent identifies the prospective employer to the employee.
- (2) A person contacted by the employee's agent or other intermediary for the purpose of seeking a job offer for the employee if the agent identifies the prospective employer to the employee.

Example

An examiner has retained an employment search firm to help her find another job. The search firm has just reported to her that it has given her resume to and had promising discussions with two bank holding companies in the District. Even though the employee has not personally had employment discussions with either, each bank holding company is her prospective employer. She began seeking employment with each upon learning its identity and that it has been given her resume.

(d) *Seeking employment* means that an employee has, directly or indirectly:

- (1) Engaged in negotiations for employment with any person. Negotiations mean discussion or communication with another person, or such person's agent or intermediary, mutually conducted with a view toward reaching an agreement regarding possible employment with that person. The term is not limited to discussions of specific terms and conditions of employment in a specific position.
- (2) Made an unsolicited communication to any person, or such person's agent or intermediary, regarding possible employment with that person. However, the employee has not begun seeking employment if that communication was:
 - (a) For the sole purpose of requesting a job application.
 - (b) For the purpose of submitting a resume or other employment proposal to a person affected by the performance or nonperformance of the employee's duties only as part of an industry or other discrete class. The employee is considered to have begun seeking employment upon receipt of any response indicating an interest in employment discussions.
- (3) Made a response other than rejection to an unsolicited communication from any person, or such person's agent or intermediary, regarding possible employment with that person.

Example

An employee in the Check Collection Department has mailed his resume to 25 commercial banks. He has not begun seeking employment with any of the twenty-five. If he receives a response from one of the commercial banks indicating an interest in employment discussions, the employee will have begun seeking employment with that bank at that time.

(e) *Not seeking employment*. An employee is no longer seeking employment when:

- (1) The employee or the prospective employer rejects the possibility of employment and all discussions of possible employment have terminated.

- (2) Two months have transpired after the employee sent an unsolicited resume or employment proposal, and the employee has received no indication of interest in employment discussions from the prospective employer. A response that defers discussions until the foreseeable future does not constitute rejection of an unsolicited employment proposal, nor rejection of a prospective employment possibility.

Example 1

An employee with procurement responsibilities is complimented by a vendor's representative who asks her to call if she is interested in leaving the Bank. The employee explains to the vendor that she is very happy with her job at the Bank and is not interested in another job. She thanks him for his compliment regarding her work and adds that she'll remember his interest if she ever decides to leave the Bank. The employee has rejected the unsolicited employment overture and has not begun seeking employment.

Example 2

The employee in the preceding example responds by stating that she cannot discuss future employment while she is working on a project affecting the vendor's relationship with the Bank but would like to discuss employment when the project is completed. Because the employee has merely deferred employment discussions until the foreseeable future, she has begun seeking employment.

Example 3

An economist responsible for reviewing certain bank holding company applications sends her resume to a bank holding company in the District. The employee has begun seeking employment with that company and will be seeking employment for two months from the date the resume was mailed. However, if she withdraws her application or is notified within the two-month period that her resume has been rejected, she will no longer be seeking employment with the company as of the date she makes such withdrawal or receives such notification.

3. Disqualification While Seeking Employment

a) *Obligation to disqualify.* Unless the employee's participation is authorized in accordance with paragraph 4 of this Part, the employee must not participate in a particular matter that, to the employee's knowledge, has a direct and predictable effect on the financial interests of a prospective employer with whom he or she is seeking employment. Disqualification is accomplished by not participating in the particular matter.

b) *Notification.* An employee who becomes aware of the need to disqualify himself or herself from participation in a particular matter should notify the person responsible for his or her assignment or the Bank's Ethics Officer. An employee who is responsible for his or her own assignment should take whatever steps are necessary to ensure that he or she does not participate in the matter from which he or she is disqualified. Appropriate oral or written notification of the employee's disqualification may be made to coworkers by the employee or a supervisor to ensure that the employee is not involved in a matter from which he or she is disqualified.

c) *Documentation.* An employee need not file a written disqualification statement unless he or she is specifically asked to do so by the Bank's Ethics Officer or a supervisor. However, an employee may elect to create a record of his actions by providing written notice to a supervisor or other appropriate officer.

d) *Bank determination of substantial conflict.* When the Bank determines that the employee's action in seeking employment with a particular person requires disqualification from a matter so central or critical to the performance of the employee's duties that the employee's ability to perform the duties of his or her position will be materially impaired, the Bank may take appropriate action, including termination of employment.

4. Waiver or Authorization Permitting Participation While Seeking Employment

a) *Waiver.* When an employee is engaged in discussions that constitute seeking employment, the employee may participate in a particular matter that has a direct and predictable effect on the financial interest of a prospective employer only after receiving a written waiver issued under the authority of 18 U.S.C. § 208 (b) (1). The requirements for a waiver are described in paragraph 4 of Part I.

b) *Authorization by Bank.* Where an employee is seeking employment and a reasonable person would be likely to question the employee's impartiality if the employee were to participate in a particular matter that has a direct and predictable effect on the financial interests of the prospective employer, the employee may participate in such matters only where the Bank has authorized his or her participation after consideration of all relevant factors, including:

- (1) The nature of the relationship involved.
- (2) The effect that resolution of the matter would have upon the financial interests of the person involved in the relationship.
- (3) The nature and importance of the employee's role in the matter, including the extent to which the employee is called upon to exercise discretion in the matter.
- (4) The sensitivity of the matter.
- (5) The difficulty of reassigning the matter to another employee.
- (6) Adjustments that may be made in the employee's duties that would reduce or eliminate the likelihood that a reasonable person would question the employee's impartiality.

5. Disqualification Based on an Arrangement Concerning Prospective Employment or Otherwise After Negotiations

A. *Employment or arrangement concerning employment.* An employee must not take any official action in a particular matter that will have a direct and predictable effect on the financial interests of the person by whom he or she is employed or with whom he or she has an arrangement concerning future employment, unless authorized to participate in the matter by a written waiver issued under the authority of 18 U.S.C. § 208 (b) (1). The requirements for a waiver are described in paragraph 4 of Part I of this Appendix.

B. *Offer rejected or not made.* The Bank may, in an appropriate case, determine that an employee who has sought but is no longer seeking employment nevertheless shall be subject to a period of

disqualification upon the conclusion of employment negotiations. Any such determination shall be based on a consideration of all the relevant factors and a determination that the concern that a reasonable person may question the integrity of the Bank's decision making process outweighs the Bank's interest in the employee's participation in the particular matter. Relevant factors are listed in paragraph 4 (B) of this Part.

Example

An employee with purchasing responsibilities was relieved of responsibility for handling the evaluation of responses to an RFP while seeking employment with a bidder. The firm did not offer her employment. Even though she is no longer seeking employment with the firm, she may continue to be disqualified from evaluating the RFP responses based on a determination that the concern that a reasonable person might question whether, in view of the history of the employment negotiations, she could act impartially in the matter outweighs the Bank's interest in her participation.

APPENDIX B

This Appendix contains a description of the rules adopted by the Board of Governors (the "Board"), that are applicable to examiners and also to other employees who participate in supervision or regulation matters other than examinations and inspections, such as an attorney or economist who reviews bank holding company applications or an employee who has a substantive role in discount/lending decisions, regardless of reporting relationships within the Bank.

The rules described in this Appendix are a condensed version of the rules set forth in the document entitled "Banking Supervision and Regulation Administrative Policy Statements" [SR-05-02 dated February 3, 2005, which is set forth in Sections 5-035 and 5-041 of Part 5 of the Federal Reserve Administrative Manual (the "FRAM"); and SR-05-26, dated December 8, 2005, regarding post-employment restrictions for senior examiners, which is set forth in Section 5-043 of FRAM]. For more detailed information, you should review the SR-letters or FRAM.

The Board's rules supplement the Bank's Code of Conduct (the "Code"). To the extent the rules set more stringent standards for employees covered by this Appendix than those contained in the Code, the Board's rules are to be followed.

Part I contains a description of the rules for examiners; Part II contains a description of the rules for other employees with substantive responsibilities relating to supervision or regulation matters.

When used in this Appendix:

- The word "examine" or "examination" refers both to examining a depository institution and to inspecting a bank holding company (including a financial holding company) or any non-bank subsidiary.
- "Supervisory matter" includes, but is not limited to, an application, audit, review (including report review), institution-specific analysis or surveillance, enforcement action, investigation, credit review, collateral analysis, or lending decision. However, supervisory matter does not include an examination.

An employee who needs assistance in interpreting the Board's rules or who desires additional information, for example about a waiver, should contact the Bank's Ethics Officer.

PART I. RULES FOR CREDENTIALLED STAFF

The rules in this Part apply to all employees holding a Board issued standard, special, temporary or ad hoc credential. However, paragraph 1 (B), concerning prohibited borrowing relationships, applies only to employees holding a standard or special credential.

1. Prohibited Borrowing

a) *Criminal Prohibition.* It is a crime under federal law (18 U.S.C. § 213) for an examiner to accept a loan or gratuity from an institution the examiner examined. It is also a federal crime (18 U.S.C. § 212) for an employee or director of a member bank or certain other institutions which an examiner examines or has authority to examine to grant a loan or gratuity to the examiner. Under these provisions, the term "loan" does not include any credit card account established under an open end consumer credit plan or a loan secured by residential real property that is the principal residence of the examiner, if:

1. The applicant satisfies any financial requirements for the credit card account or residential real property loan that are generally applicable to all applicants for the same type of credit card account or residential real property loan.
2. The terms and conditions applicable with respect to such account or residential real property loan, and any credit extended to the examiner under such account or residential real property loan, are no more favorable generally to the examiner than the terms and conditions that are generally applicable to credit card accounts or residential real property loans offered by the same financial institution to other borrowers or cardholders in comparable circumstances under open end consumer credit plans or for residential real property loans.
3. With respect to residential real property loans, the loan is with respect to the primary residence of the applicant.

b) *Borrowings Prohibited by the Federal Reserve System for Employees Holding Standard or Special Credentials.*

1. General prohibition.

An examiner holding a standard or special credential may not borrow from any entity for which the Federal Reserve System ("System") is the primary supervisor⁵ other than through certain credit cards or home mortgage loans (see paragraph B (2) (a) below). Debt incurred

5 The System is the primary supervisor for state member banks, bank holding companies, nonbank subsidiaries of a bank holding company (except thrift and functionally regulated subsidiaries), Edge and Agreement corporations, and state licensed US branches and agencies, representative offices and non-bank subsidiaries of foreign banks having a US banking presence.

by the examiner's spouse or dependent child is attributed to the examiner for purposes of this prohibition unless the debt: (a) is supported solely by the income or independent means of the spouse or child; (b) was not provided on terms more favorable than those available to the public (i.e., was not offered or enhanced because of the examiner's position at the Bank); and (c) was not negotiated, endorsed, guaranteed or co-signed by the examiner.

An examiner may borrow from a national bank, state nonmember bank or savings and loan association even if it is an affiliate of a bank holding company or state member bank. An examiner may also borrow from a functionally regulated subsidiary of a bank holding company, for example, an insurance or securities broker/dealer subsidiary.⁶ In these cases, the borrowing may result in recusal from an examination or inspection of that entity or an affiliate of that subsidiary.

2. *Exceptions*

a) *Credit cards and Residential mortgage loans.* The prohibition in paragraph B (1) above shall not apply to any credit card account established under an open-end consumer credit plan or a loan (including a home equity line of credit) secured by residential real property that is the principal residence of the examiner, if:

- i) The applicant satisfies any financial requirements for the credit card account or residential real property loan that are generally applicable to all applicants for the same type of credit card account or residential real property loan.
- ii) The terms and conditions applicable with respect to such account or residential real property loan, and any credit extended to the examiner under such account or residential real property loan, are no more favorable generally to the examiner than the terms and conditions that are generally applicable to credit card accounts or residential real property loans offered by the same financial institution to other cardholders or borrowers in comparable circumstances under open-end consumer credit plans or residential real property loans.

b) *Loan acquired.* If a debt that was permissible when it was originated becomes impermissible under paragraph B (1) above as a result of having been acquired by an institution for which the System is the primary supervisor, the debt may be retained if:

- i) The debt is amortizing.
- ii) The debt is not renewed, renegotiated or increased.
- iii) Payments are current.
- iv) The examiner is restricted from examining the institution which currently holds the debt.

⁶ “Functionally regulated subsidiary” means a registered broker or dealer, registered investment advisor, investment company, insurance company, or entity engaged in commodities activities as these entities are defined by section 5 (c)(5) of the Bank Holding Company Act.

A loan originated at an entity for which the System becomes the primary supervisor as a result of a charter conversion, a change in membership, or merger is treated in the same manner as a loan acquired.

An examiner may not retain debt extended under a revolving line of credit, other than a consumer credit card or home equity loan, which is sold or transferred to, or acquired by an impermissible credit source. Such debt must be eliminated or converted to an amortizing facility within six months after the date the examiner is notified of the sale or transfer of the debt.

c) *Pre-existing debt.* An examiner may retain any debt that is prohibited under paragraph B (1) above if it was incurred prior to appointment as an examiner so long as:

- i) The debt is amortizing.
- ii) The debt is not renewed, renegotiated or increased.
- iii) Payments are current.
- iv) The examiner's credential specifically excludes authority to examine the creditor institution and any affiliate.
- v) The examiner does not participate in any examination of the institution or any affiliate.
- vi) The examiner indicates, in writing, that he or she understands and will comply with the foregoing conditions while the debt is outstanding.

An examiner with other types of preexisting debt that are prohibited under paragraph B (1) above, such as credit extended under a revolving line of credit (other than a consumer credit card or home equity loan) or non-amortizing debt, must retire the debt or convert it to an amortizing facility within six months after appointment as an examiner. Until then, (i) the debt may not be increased; (ii) the examiner's credential must specifically exclude authority to examine the creditor institution and any affiliate; and (iii) the examiner may not examine the institution or any affiliate.

3. *Waiver.*

The Board's Director of the Division of Banking Supervision and Regulation is authorized to waive the prohibitions described in paragraph B (1) above in certain limited circumstances. However, it is anticipated that a waiver will be rarely given.

2. Instances Where Recusal Is Required

a) *Recusal from Examinations and Inspections Based Upon Borrowing Relationship/Seeking Credit.*

- 1. *Recusal required.* An examiner may not examine any entity, or an affiliate of any entity, from which the examiner or the examiner's spouse or dependent child, or a related entity,⁷ is borrowing, leasing, or seeking credit.

⁷ A "related entity" means an entity in which the examiner, the examiner's spouse or dependent child owns or controls more than ten percent of its equity, or a partnership in which the examiner or his or her spouse is a general partner.

2. *Exceptions:*

- a) An examiner may examine any entity, including any affiliate of such entity, from which the examiner, the examiner's spouse or dependent child has obtained a credit card in accordance with paragraph 1 (B) (2) (a) above.
- b) An examiner may examine the affiliate of any entity from which the examiner, the examiner's spouse or dependent child:
 - i. Has a loan secured by residential real property in accordance with paragraph 1 (B) (2) (a) above.
 - ii. Has an overdraft protection line.
 - iii Is borrowing against the cash value of a life insurance policy.

The credit card, loan secured by residential real property, overdraft protection line, or insurance policy loan must not have been provided on terms more favorable than those available to the public.

Example

An examiner has an overdraft protection line on his checking account at a national bank subsidiary of a bank holding company. The examiner may examine any affiliate of the national bank, including the parent bank holding company. However, as pointed out in paragraph 2 (A) (1) of this Part, the examiner may not examine the national bank.

Another example is borrowing against the cash value of a life insurance policy issued by an insurance subsidiary of a financial holding company. The examiner may participate in an examination or inspection of an affiliate that is supervised by the Federal Reserve.

3. *Servicing relationships.* An examiner may participate in an examination of, or a supervisory matter involving, an organization that services a loan of the employee or the employee's spouse or dependent child, unless the examiner knows the servicer has retained a financial interest in the underlying value of the credit.
4. *Waiver.* In limited circumstances, the examiner's supervising officer, in consultation with the Bank's Ethics Officer, may provide written authorization for an examiner to examine an institution, or an affiliate of an institution, with which the examiner, his or her spouse, dependent child or a related entity has a borrowing relationship, although participation in the examination otherwise would be prohibited under paragraph 2 (A) (1) above.

b) *Recusal from Supervisory Matters (Other Than Examination/Inspection) Based on Borrowing Relationship.*

1 Recusal requirement. An examiner may not participate in any supervisory matter involving an institution or any affiliate if the examiner, or the examiner's spouse or dependent child, or a related entity, is indebted to the institution or any affiliate.

2 Exceptions.

- a) Recusal is not required if the debt was not extended on terms more favorable than those available to the public, all payments are current, and the debt is extended through:
 - i) A line of credit extended through a credit card.
 - ii) An amortizing consumer credit loan (including a first or second mortgage on a personal residence) or a home equity line of credit.
 - iii) An overdraft protection line.
 - iv) A student loan.
 - v) A car lease.
 - vi) A loan against the cash value of an insurance policy.

- b) In addition, recusal is not required with respect to any debt of the examiner's spouse or dependent child, or a related entity of the spouse or dependent child if:
 - i) The debt is the sole responsibility of the spouse, child or related entity, and is not derived from the examiner's income, assets or activities.
 - ii) The examiner has no knowledge of the identity of the lender.

Example

The following illustrates how the recusal standards described in paragraphs 2 (A) and 2 (B) are based on the type of assignment, rather than if the person is credentialed.

An examiner with a student loan from a national bank may not participate in an examination of the bank, its parent or any affiliate as such participation would violate System policy and could be a violation of criminal law. On the other hand, System policy allows the examiner to be assigned to handle a supervisory matter concerning the bank, the parent company or an affiliate, so long as payments on the student loan with the national bank are current, and it was obtained on terms not more favorable than those available to the public. If, instead, the examiner has a business loan with the bank, System policy requires that the examiner be restricted from handling any supervisory matter involving the bank, the parent company or an affiliate.

c) *Prohibition Against Seeking Credit if Handling Supervisory Matter (Other Than Examination/Inspection).*

- 1) *General Prohibition.* An examiner may not, on his or her own behalf, or on behalf of anyone else, seek or accept a loan from, or renew or renegotiate a loan with, an institution

or any affiliate if the examiner is working on or knows he or she will be assigned a supervisory matter which involves the institution or any affiliate. Furthermore, an examiner must disqualify himself or herself from handling a supervisory matter involving an institution or any affiliate if the examiner learns that his or her spouse or dependent child or a related entity is seeking or has sought or accepted a loan from, or has renewed or renegotiated a loan with, the institution or any affiliate while the matter is pending before the Bank or the Board. The foregoing prohibitions continue for three months after the examiner's participation in the matter ends.

- 2) *Exceptions.* These prohibitions do not apply to: i) obtaining or using a credit card; ii) borrowing against the cash value of a life insurance policy; or iii) an overdraft protection plan. The credit card, overdraft protection line, or insurance policy loan must not have been provided on terms more favorable than those available to the public.
- 3) *Waiver.* A written waiver from the prohibitions of this paragraph 2 (C) may, in some limited circumstances, be obtained from the examiner's supervising officer, in consultation with the Bank's Ethics Officer.

3. Recusal Based Upon Past Employment, Family Relationships or Financial Interests

A. *Past Employment.* An examiner may not examine, or participate in a supervisory matter involving, an institution or any affiliate if the examiner was employed by the institution within the preceding 12 months. The examiner's supervising officer, in consultation with the Bank's Ethics Officer, may determine that recusal should be required for a longer period.

B. *Continuing Participation in Pension/Retirement Plan.* If an examiner continues to participate in a pension or retirement plan obtained through prior employment at an institution or any affiliate, the examiner may not participate in an examination of that institution or any affiliate, nor may the examiner participate in a supervisory matter involving the institution or any affiliate unless the examiner receives a written opinion from the Bank's General Counsel authorizing such participation.

C. *Family Relationships.* An examiner may not examine an institution or any affiliate, or participate in a supervisory matter involving the institution or any affiliate if the examiner's spouse, child, parent, or sibling is employed by the institution or any affiliate. The examiner's supervising officer, in consultation with the Bank's Ethics Officer, may require recusal in other situations that might give rise to an appearance of a conflict of interest—for example, if the examiner's sister-in-law is employed by the institution.

D. *Financial Interests.* Under Section 5.2 of the Code and federal criminal law (18 U.S.C. § 208), a Bank employee is prohibited from participating personally and substantially in an official capacity in any particular matter in which, to the employee's knowledge, the employee has a financial interest if the particular matter will have a direct and predictable effect on that interest. Participation in a particular matter may include making a decision or recommendation, providing advice, or taking part in an investigation. See Section 5.2 and Appendix A of the Code for more information.

Example

An examiner may not participate in the review of a credit file during an examination, inspection, or a shared national credit examination, if the examiner or the examiner's spouse, minor child, general partner, or any organization for which the examiner serves as an employee, director or trustee, has a financial interest in the borrower, or if the examiner is negotiating for or has an agreement concerning future employment with the borrower.

An insurance policy may be a financial interest under the Federal conflicts of interest statute and an examiner holding an insurance policy should not participate in any particular matter affecting a company that issued the policy unless the examiner's participation is approved in advance and in writing by the Reserve Bank's legal department.

Example

An examiner who has an insurance policy from an insurance subsidiary of a financial holding company is generally permitted to examine an affiliate. However, cases may arise that require an examiner to recuse himself from all matters involving the financial holding company or its affiliates. For example, recusal may be appropriate if an examiner is filing or appealing a claim under the policy or if the insurance company is experiencing financial difficulties. Such situations should be discussed with the Bank's Ethics Officer to determine if recusal is appropriate.

E) *Waiver*. In certain cases, the prohibitions described in paragraphs 3 (A) and 3 (C) may be waived by the examiner's supervising officer, in consultation with the Bank's Ethics Officer. The prohibition described in paragraph 3 (D) may be waived only in accordance with the federal statute, and the examiner should consult with the Bank's Ethics Officer if such a waiver is desired.

4. Acceptance of Meals and Gratuities

a) *Gifts or Meals from Examined Entity*. Notwithstanding anything to the contrary in the Code, under federal criminal law an examiner may not accept a gift from an entity that the examiner examined. As a matter of policy, the Board has decided that an examiner may not accept a gift or meal from an entity that the examiner has examined, examines or is authorized to examine. However, an examiner may:

1. Eat in the entity's cafeteria provided he or she pays for the meal at the rate charged the general public.
2. Accept refreshments such as soft drinks, coffee and donuts offered other than as part of a meal.
3. Accept items with little intrinsic value, such as a pen or calendar, provided such items are also offered to the general public.

b) *Gifts or Meals from other "Covered Sources"*. All Bank employees are subject to the provisions in the Code concerning acceptance of gifts and meals from "covered sources." Under the Code, the term covered source includes other entities in addition to institutions subject to examination by the System (See Section 5.4 of the Code).

c) *Exceptions.* The Code provides limited exceptions under which an employee may accept a gift or meal from a covered source. However, an examiner may never use the \$20 "de minimis" exception (see Section 5.4 (A) (2) (a) (i) of the Code) to accept a gift or a meal from an institution for which the System is the primary supervisor (see footnote 1 to this Appendix). An examiner may accept a gift or a meal from a covered source pursuant to one of the other exceptions, provided that the covered source is not an entity that the examiner is examining, has examined, or is authorized to examine.

Example

An examiner's spouse is a loan officer at a state member bank. The examiner has never examined the bank, and will not be authorized to examine the bank as long as her spouse is employed by the bank. The examiner may accompany her spouse to the commercial bank's annual dinner dance for its employees and their guests pursuant to Section 5.4 (A) (2) (a) (iv) of the Code.

5. Special Post-Employment Restriction

A. *Coverage.* An examiner who has served as the "senior examiner" for a state member bank, bank holding company, or foreign bank for two or more months during the examiner's final twelve months of employment with the Bank may not knowingly accept compensation as an employee, officer, director, or consultant from such state member bank, bank holding company, or foreign bank, or from certain related entities, for one year following the termination of the examiner's employment with the Bank.

B. *Definitions.* An "examiner" is considered to be a "senior examiner" for a particular state member bank, bank holding company, or foreign bank if the examiner meets all of the following criteria:

1. The examiner has been authorized by the Board to conduct examinations or inspections on behalf of the Board.
2. The examiner has been assigned continuing, broad, and lead responsibility for examining or inspecting that state member bank, bank holding company, or foreign bank.
3. The examiner's responsibilities for examining, inspecting, and supervising the state member bank, bank holding company, or foreign bank:
 - A. Represent a substantial portion of the examiner's assigned responsibilities.
 - B. Require the examiner to interact routinely with officers or employees of the state member bank, bank holding company, or foreign bank or their respective affiliates.

By “related entities,” this restriction means:

1. With respect to a state member bank, a subsidiary of the state member bank or a company that controls the state member bank.
2. With respect to a bank holding company, any depository institution controlled by the bank holding company, including any subsidiary of the depository institution.
3. With respect to a foreign bank, any United States branch or agency of the foreign bank or any United States depository institution controlled by the foreign bank (including any subsidiary of the depository institution).

C. Limited Application of the Restriction. This restriction on post-employment does not apply to an examiner who performs only periodic, short-term examinations of a depository institution or holding company and who does not have ongoing, continuing responsibility for the institution or holding company. Moreover, this restriction does not cover an examiner who spends a substantial portion of his or her time conducting or leading a targeted examination (such as a review of an institution’s credit risk management, information systems, or internal audit functions) and who does not have broad and lead responsibility for the overall examination program for the institution or holding company.

D. Penalty. An examiner who violates this restriction shall be subject to (i) an order removing the examiner from the prohibited position, and (ii) an industry-wide employment prohibition for not more than five years, a civil penalty of not more than \$250,000, or both.

E. Waiver. In exceptional circumstances, the Chairman of the Board may waive this restriction for a senior examiner by certifying in writing that granting the examiner a waiver would not affect the integrity of the Federal Reserve System’s supervisory program.

PART II. RULES FOR OTHER EMPLOYEES WITH SUBSTANTIVE RESPONSIBILITIES RELATING TO SUPERVISION AND REGULATION MATTERS

These rules apply to the Bank President and other senior Bank officials who have responsibilities relating to supervision or regulation of financial institutions, all non-credentialed professional staff, including officers and managers, who participate substantially in supervisory matters (e.g., attorneys and certain economists), and all professional staff, including officers and managers, who participate in the discount window function. These persons are referred to as a "covered employee(s)". Supervisory matter does not include participating in an examination. See the introduction to this Appendix for examples of what this term does cover.

1. Prohibition Against Seeking Credit if Handling Supervisory Matter

A. *General Prohibition.* A covered employee is generally not restricted from borrowing from any entity, including one for which the System is the primary supervisor. However, a covered employee may not, on his or her own behalf, or on behalf of anyone else, seek or accept a loan from, or renew or renegotiate a loan with, an institution or any affiliate if the covered employee is working on or knows he or she will be assigned a supervisory matter which involves the institution or any affiliate.

Furthermore, a covered employee must disqualify himself or herself from handling a supervisory matter involving an institution or any affiliate if the covered employee learns that his or her spouse or dependent child or a related entity is seeking or has sought or accepted a loan from, or has renewed or renegotiated a loan with the institution or any affiliate while the matter is pending before the Bank or the Board.

The foregoing prohibitions continue for three months after the covered employee's participation in the matter ends.

B. *Exceptions.* These prohibitions do not apply to a line of credit extended through a credit card, an overdraft protection plan, or a loan against the cash value of a life insurance policy that was obtained on terms not more favorable than those available to the public (i.e., the terms were not offered or enhanced because of the covered employee's position at the Bank).

C. *Waiver.* A written waiver from the prohibitions of this paragraph may, in some limited circumstances, be obtained from the covered employee's supervising officer, in consultation with the Bank's Ethics Officer.

2. Recusal from Supervisory Matter Based Upon Borrowing Relationship

A. *Recusal Requirement.* A covered employee may not participate in any supervisory matter involving an institution or any affiliate if the employee, his or her spouse or dependent child or a related entity⁸ is indebted to the institution or any affiliate.

B. *Exceptions.*

1. Recusal is not required if the debt was not extended on terms more favorable than those available to the public, payment on the debt is current, and the debt is:
 - i) A line of credit extended through a credit card.
 - ii) An amortizing consumer loan (including a first or second mortgage on a personal residence) or a home equity line of credit.
 - iii) An overdraft protection line.
 - iv) A student loan.
 - v) A car lease.
 - vi) A loan against the cash value of an insurance policy.
2. Recusal is not required with respect to any debt of the covered employee's spouse or dependent child, or a related entity of the spouse or child if:
 - i) The debt is the sole responsibility of the spouse, child or related entity, and is not derived from the covered employee's income, assets or activities.
 - ii) The covered employee has no knowledge of the identity of the lender.

C. *Waiver.* A written waiver from the prohibitions of this paragraph may, in some limited circumstances, be obtained from the covered employee's supervising officer, in consultation with the Bank's Ethics Officer.

⁸ A "related entity" is an entity in which the covered employee, the covered employee's spouse or dependent child owns or controls more than ten percent of its equity, or a partnership in which the covered employee or his or her spouse is a general partner.

3. Recusal Based Upon Past Employment, Family Relationships or Financial Interests

A. *Past Employment.* A covered employee may not participate in a supervisory matter involving an institution or any affiliate if the covered employee was employed by the institution within the preceding 12 months. The covered employee's supervising officer, in consultation with the Bank's Ethics Officer, may determine that recusal should be required for a longer period.

B. *Continuing Participation in Pension/Retirement Plan.* If a covered employee continues to participate in a pension or retirement plan obtained through prior employment at an institution or any affiliate, the covered employee may not participate in a supervisory matter involving the institution or any affiliate unless the covered employee receives a written opinion from the Bank's General Counsel authorizing such participation.

C. *Family Relationships.* A covered employee may not participate in a supervisory matter involving an institution or any affiliate if the covered employee's spouse, child, parent or sibling is employed by the institution or any affiliate. The covered employee's supervising officer, in consultation with the Bank's Ethics Officer, may require recusal in other situations that might give rise to an appearance of a conflict of interest -- for example, if the covered employee's parent is a principal shareholder of the institution.

D. *Financial Interests.* Under Section 5.2 of the Code and federal criminal law (18 U.S.C. §208), a Bank employee is prohibited from participating personally and substantially in an official capacity in any particular matter in which, to the employee's knowledge, the employee has a financial interest if the particular matter will have a direct and predictable effect on that interest. Participation in a particular matter may include making a decision or recommendation, providing advice, or taking part in an investigation. See, Section 5.2 and Appendix A of the Code for more information.

E. *Waiver.* In certain cases, the prohibitions contained in paragraphs 3 (A) and 3 (C) may be waived by the covered employee's supervising officer, in consultation with the Bank's Ethics Officer.

APPENDIX C

Responsibilities of the Ethics Officer

1. The Ethics Officer, a senior officer of the Bank reporting to the President and First Vice President, is responsible for implementing the Bank's program for maintaining the highest standards of honesty, integrity, and impartiality in the conduct of the Bank's activities. The Ethics Officer is available to employees and officers alike.
2. The Ethics Officer annually distributes the Code to all officers and employees.
3. The Ethics Officer annually distributes a financial disclosure form to all officers and to employees with supervisory, procurement, or policymaking responsibilities.
4. An employee or officer may consult, orally or in writing, with the Ethics Officer about the application of the Code in a particular situation. The Ethics Officer provides counsel and guidance to the employee or officer about the conduct that the Ethics Officer considers appropriate under the Code. An officer or employee may also raise questions with his or her supervising officer, a Human Resources officer, the General Counsel, the First Vice President, or the President.
5. The Ethics Officer shall consult with the Bank's General Counsel, as appropriate, about matters involving interpretations of the Code or the application of statutes and regulations to Bank staff.
6. The Ethics Officer may file in the confidential files of the Ethics Office a succinct report on guidance given to an employee or officer. From time-to-time the Ethics Officer may release to the entire Bank staff compilations of guidance given to employees of officers after deleting all information identifying the particular employee or officer.
7. The Ethics Officer may from time-to-time prepare educational material about the Bank's ethics program and distribute it to the entire Bank staff or to areas that would find that information helpful.
8. The Ethics Officer consults with the President and First Vice President about broad issues concerning the Bank's ethics program and may recommend revisions to policies or new areas to be covered by policies.
9. The Ethics Officer has such additional responsibilities with regard to the Bank's ethics program as the President or First Vice President may specify.
10. The President or First Vice President may appoint Deputies to the Ethics Officer as appropriate.

2-026.1**ETHICS--Voluntary Guide to Conduct for Senior Officials**

1. Members of the Board of Governors of the Federal Reserve System and presidents and first vice presidents of the Federal Reserve Banks have a special responsibility for maintaining the integrity, dignity, and reputation of the System. Accordingly, they should scrupulously avoid conduct that might in any way tend to embarrass the System or impair the effectiveness of its operations.
2. They should carefully adhere to the spirit, as well as the letter, of the rules of ethical conduct prescribed for employees of the Board of Governors or the Federal Reserve Banks and should exemplify in their own conduct the high standards set forth in those rules.
3. Their personal financial dealings should be above reproach, and information obtained by them as officials of the System should never be used for personal gain. In order to avoid even the appearance of acting on confidential information, they should not knowingly purchase or sell any security (including any interest in the Thrift Plan for Employees of the Federal Reserve System, but not including shares of a money market mutual fund) during the seven-calendar-day period prior to and the day(s) of a meeting of the Federal Open Market Committee. This restriction does not apply if the investment decision is made before the seven-day period (in the case of a rollover, for example). They also should not knowingly hold any security for less than 30 days, other than shares of a money market mutual fund. They should make every effort to ensure that their spouses' and dependent children's financial transactions comply with these guidelines. In unusual circumstances, after consultation with the ethics officer, these restrictions may be waived. Beyond these guidelines, they should carefully avoid engaging in any financial transaction the timing of which could create the appearance of acting on inside information concerning Federal Reserve deliberations and actions.
4. They should be careful to avoid any dealings or other conduct that might convey even an appearance of conflict between their personal interests, the interests of the System, and the public interest. They may invest in United States government securities only under the following circumstances: they may purchase (in a noncompetitive tender) or hold United States Treasury bills with maturities of one year or less, but must hold them to maturity, except in unusual circumstances after consultation with their respective ethics officer. They may purchase or hold United States Treasury bonds or notes (including shares of mutual funds whose investments are concentrated in such bonds or notes) having a total market value of no more than \$50,000. These longer-term government securities or mutual fund shares should be bought only with the intent to hold them as long-term investments and should not be sold while the individual is employed by the Federal Reserve System, except in unusual circumstances and after consultation with the ethics officer. They may own, without limitations, United States savings bonds. They may

own, without limitation, shares of a money market mutual fund concentrating in United States government securities if the net asset value of the fund remains constant.

5. They should strictly preserve the confidentiality of System information that, if revealed, could benefit any person or impair the effectiveness of System operations and policies.

6. In considering invitations to speak at meetings sponsored by profit-making organizations, such officials should carefully weigh the public benefits likely to be derived from addressing such meetings against the possibility that their participation might afford such organizations a prestige advantage over competitors.

7. In public speeches and relations with news media, senior officials should be particularly mindful of the consideration stated in paragraph 4 and, in addition, should avoid statements that might suggest the nature of any monetary policy action that has not yet been officially disclosed or that might confuse or mislead the public with respect to the monetary or other policies of the System.

8. They should feel free to express their personal views concerning questions of System or public interest, but they should carefully consider whether their remarks might create public misunderstanding of the System's actions, or impair the effective formulation and implementation of System policies or lessen the prestige of the System.

9. When speeches or other statements have been prepared for public release, they should consider whether it is feasible and useful to distribute copies to other senior officials for their information in advance of public release.

This statement was adopted November 18, 1970, and amended April 1979, May 1997, and July 1998.

See also Directors--Guide to Conduct, at [1-070](#).



ETHICS: The Rules of the Road

As employees of the Federal Reserve Bank of New York, we work for one of the most respected institutions in the world. What we do and how we do it matters. The Code of Conduct is the foundation for the high ethical standards we expect of our staff. Every employee should be familiar with the Code and is required to comply with it. These brief "rules of the road" highlight some of the Code's most important standards, but they are not a substitute for the Code. You should refer to the full Code of Conduct to be sure that you understand your responsibilities.

If you need assistance interpreting provisions of the Code or desire additional information, contact the Ethics Officer or a Deputy Ethics Officer.

Basic obligation	See Code Section 1	Every Federal Reserve employee must perform his or her duties with honesty, integrity and impartiality, and without improper preferential treatment of any person.
Use of position	See Code Sections 3 & 4	Never use your job to benefit yourself or anyone else improperly. You must protect Bank property and information, use them only for proper purposes, and not put your position or authority to private use.
Conflicts of interest	See Code Sections 5.1 & 5.2	An employee should avoid any situation that might give rise to an actual conflict of interest or even the appearance of a conflict of interest. If you think there is a potential conflict between your interests and those of the Bank, stop and ask questions before you move ahead on a Bank matter. Remember: the interests of your spouse, minor child and certain other parties are considered to be your interests. A conflict may arise for many reasons, including a close family member who works for an organization that does business with or is supervised by the Bank, or a procurement involving a company in which you own stock.
Financial interests	See Code Section 5.3	Know the restrictions on your investments. The Code restricts you, your spouse and your minor children from owning stock or bonds of banks, other depository institutions, and their related companies. You are also restricted from having shares in a mutual fund that has a stated policy of concentrating in the financial services industry. If you work in the Markets Group or have access to Class I FOMC information, you are also restricted from owning stock in primary government securities dealers or their affiliates.
Gifts, meals and entertainment	See Code Section 5.4	Use good judgment and know the limits when offered a gift. In general, you may not accept a gift, meal or entertainment worth more than \$20 from a person or institution that does or seeks to do business with the Bank, is supervised by the System, or has interests that are affected by your duties at the Bank. If you are a bank examiner, the rules are stricter.
Seeking other employment	See Code Section 6	Exercise caution when considering a job change. You must not participate in Federal Reserve business involving a company with which you are seeking a job. Seeking a job may include inquiring about the details of a position with a company representative, agreeing to consider current or future employment with a company, or sending a resume to a particular company.

Outside activities	See Code Sections 7 & 8	<p>Always remember that your actions, even outside work, reflect on the Federal Reserve.</p> <p>While you are employed at the Bank, you may not engage in outside activities that may interfere with your job or that are incompatible with your position. In addition, before beginning any outside compensated employment, you must obtain approval from the Ethics Office. After your employment ends, the Code limits your business contacts with the Bank and your use of confidential information.</p>
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The Code establishes standards for both personal and professional behavior – both on and off the job. Five simple rules prohibit activities that are illegal or dangerous and that are improper in any business.

No gambling	See Code Sections 2.1	No gambling or illegal lotteries on Bank premises
No alcohol	See Code Section 2.2	No consumption of alcoholic beverages on the job, except at Bank-approved functions.
No illegal drugs	See Code Section 2.3	No illegal drugs.
No firearms	See Code Section 2.4	No firearms or hazardous materials, except those used by employees in conjunction with their duties at the Bank.
Protect confidential information	See Code Section 3.3	No trading on inside information or other personal use of confidential information.

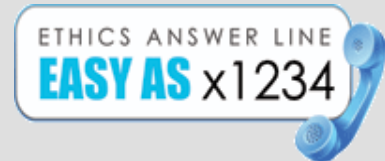
Summary

The Bank depends on your understanding and commitment to these ethics principles and your compliance with the Code of Conduct. You can access the [Code \(pdf version\)](#) and related guidance through the [Ethics link](#) on the *Employee Resources* page on the *@theBank* intranet site. **Markets Group Staff and others with access to Class I FOMC information** should review the *Ethics* section of the [Markets Group website](#) for additional provisions applicable to them. **Financial Institution Supervision Group** (“FISG”) staff should review the *Conflicts of Interest* section of the [FISG website](#) for additional provisions applicable to them.

Ethics Contacts

It’s our duty to report violations of the Code of Conduct ([Section 10](#) & [Policy on Reporting Apparent or Possible Violations of Law and Potential Instances of Fraud, Waste, or Abuse](#)).

To report violations, contact any [Bank ethics professional](#) or call **x1234**, the **Ethics Answer Line**.



Use the FRBNY Hotline to submit an anonymous report. If the information provided is truthful and accurate and the employee did not contribute to the alleged violation, the Bank’s [whistleblower protection policy](#) protects employees from retaliation by other Bank staff.

FRBNY Hotline: 877- 52-FRBNY | www.frbnynhotline.org