

Board of Governors of the Federal Reserve System

COPY

RECEIVED STATISTICS



Annual Report of Holding Companies

FR Y-6
FEDERAL RESERVE BANK RICHMOND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

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

December 31, 2013

Month / Day / Year

I, Paul T. Idzik

Reporter's Name, Street, and Mailing Address

E*TRADE Financial Corporation

Name of the Holding Company Director and Official

Chief Executive Officer and Director

Legal Title of Holding Company

1271 Avenue of the Americas, 14th Floor

Title of the Holding Company Director and Official

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

New York

NY

10020

City

State

Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Lori Sher

VP, Dep. General Counsel

Name

Title

703-236-8254

Area Code / Phone Number / Extension

571-227-7576

Area Code / FAX Number

lori.sher@etrade.com

E-mail Address

https://us.etrade.com/

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

Signature of Holding Company Director and Official

MARCH 27, 2014

Date of Signature

For holding companies not registered with the SEC-

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

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

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

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

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

No

For Federal Reserve Bank Use Only

RSSD ID 3412583

C.I.

For Use By Tiered Holding Companies

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

ETB Holdings, Inc.

Legal Title of Subsidiary Holding Company

671 North Glebe Road

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

Arlington VA 22203
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

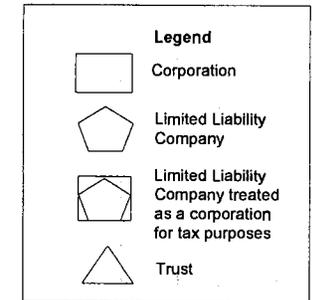
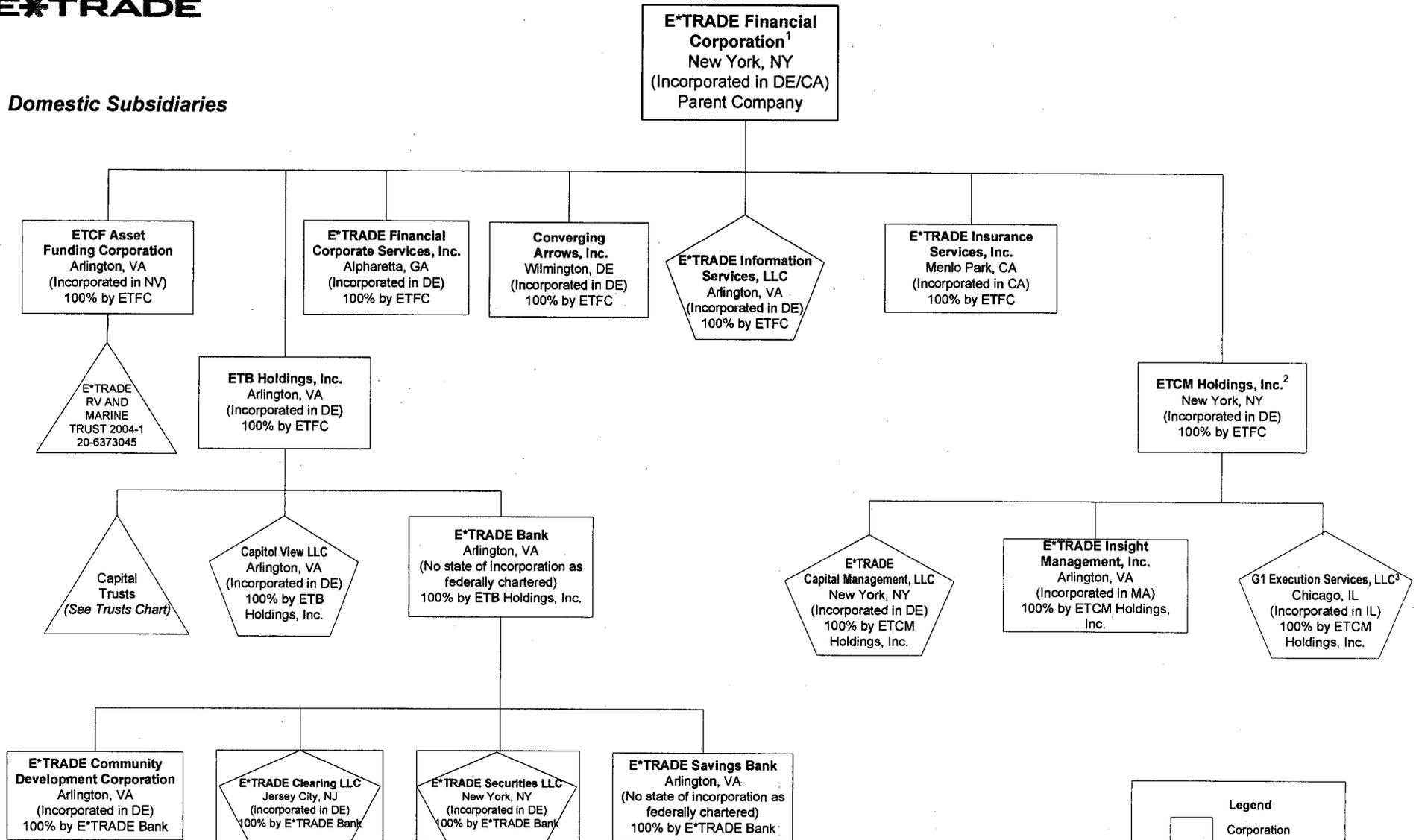
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)



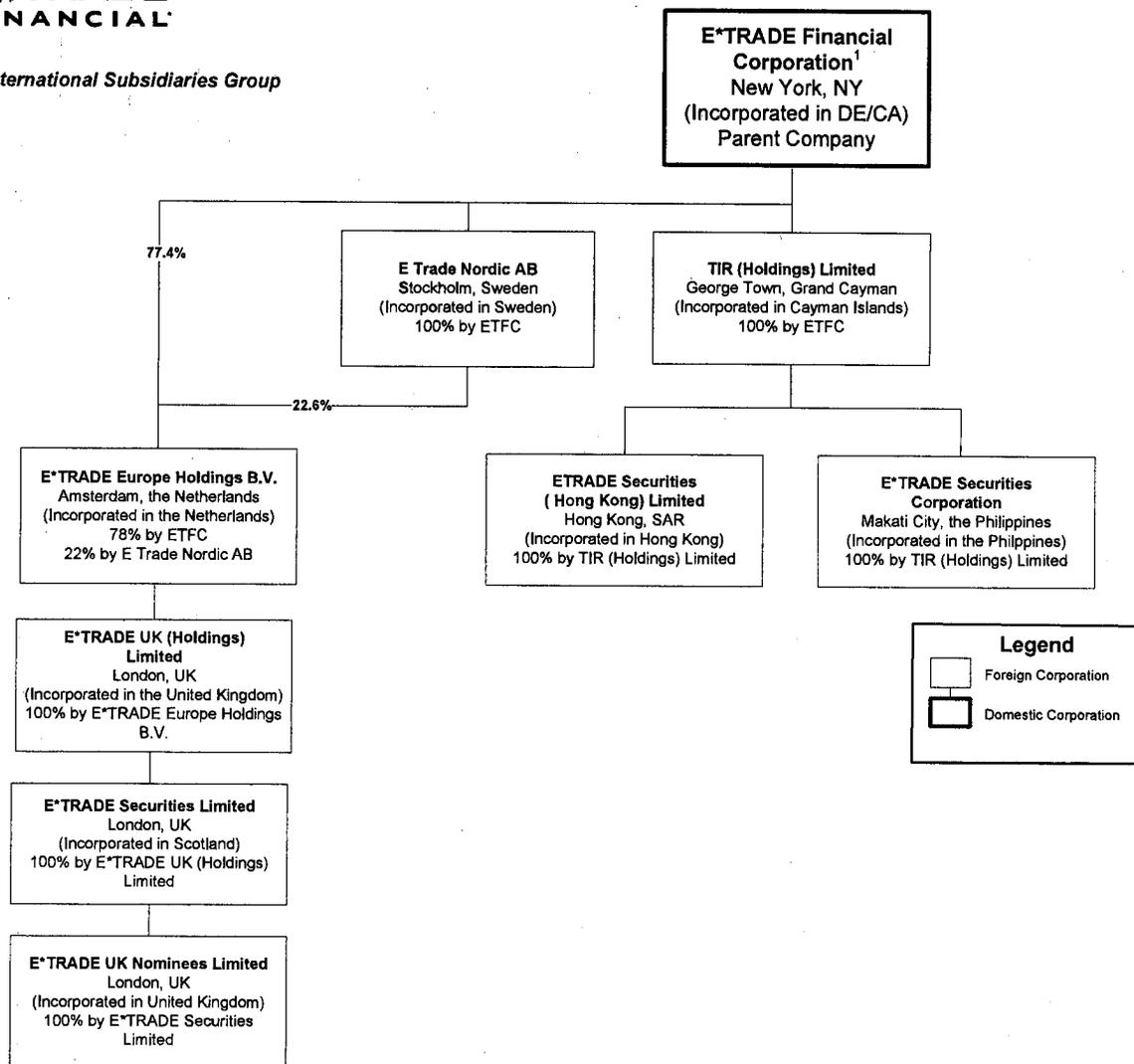
Domestic Subsidiaries



¹ E*TRADE Financial Corporation ("ETFC")

² ETCM Holdings, Inc. f/k/a E*TRADE Institutional Holdings, Inc.

³ G1 Execution Services, LLC (f/k/a E*TRADE Capital Markets, LLC) was sold on February 10, 2014, as reported on the Y-10 filed on February 19, 2014 (Report confirmation no. 146013).

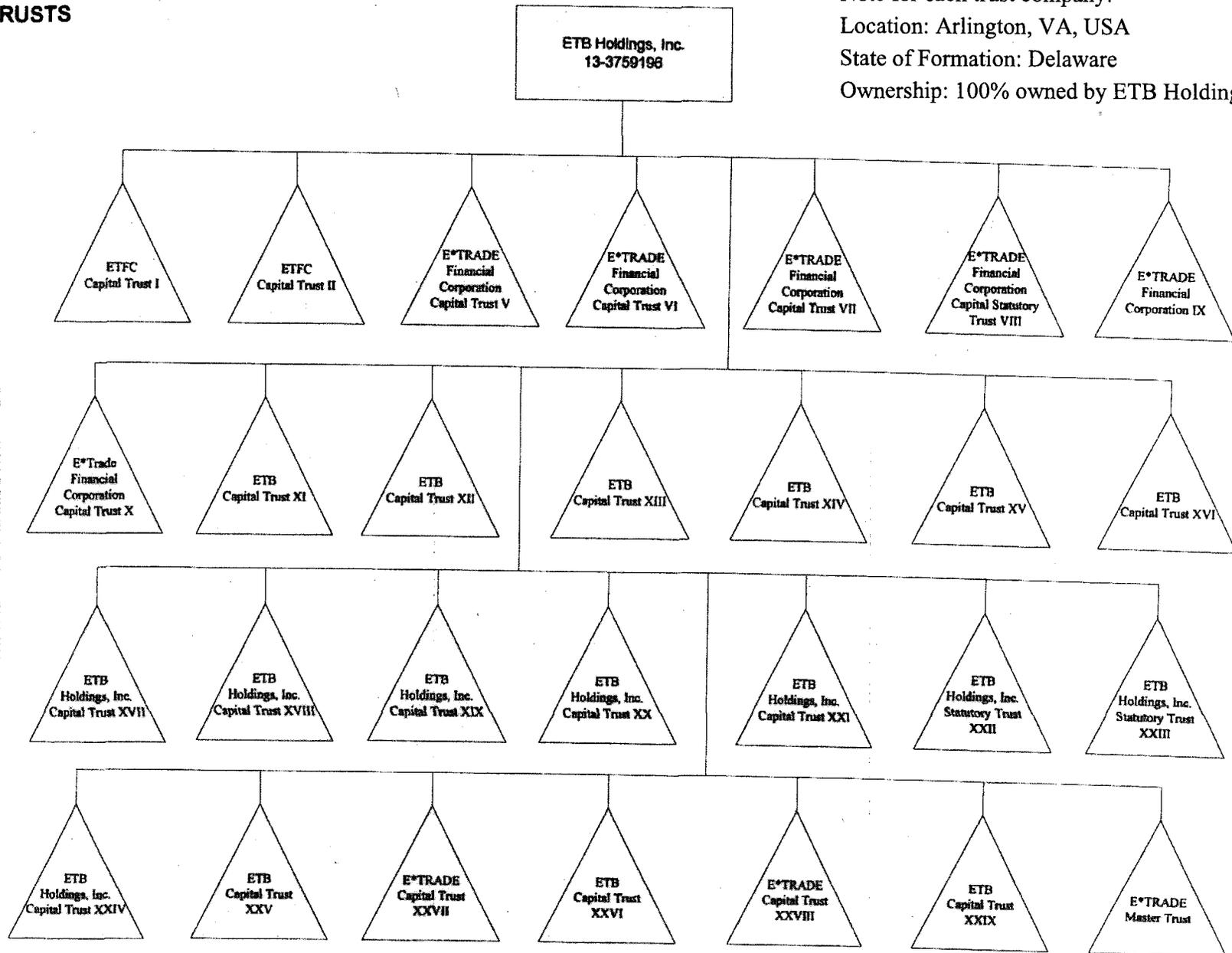


¹ E*TRADE Financial Corporation ("ETFC")

E*TRADE

TRUSTS

Note for each trust company:
Location: Arlington, VA, USA
State of Formation: Delaware
Ownership: 100% owned by ETB Holdings, Inc.



Results: A list of branches for your holding company: E*TRADE FINANCIAL CORPORATION (3412583) of NEW YORK, NY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	370271	E*TRADE BANK	671 NORTH GLEBE RD 16TH FLOOR, BALLSTON TOWER	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	43580	0	E*TRADE BANK	370271	
OK		Full Service (Head Office)	3441677	ETRADE SAVINGS BANK	671 NORTH GLEBE ROAD	ARLINGTON	VA	22203	ARLINGTON	UNITED STATES	440102	0	ETRADE SAVINGS BANK	3441677	
CLOSE**	4/24/2009	Limited Service	4161888	NEW YORK - CHINATOWN BRANCH	155 CANAL STREET	NEW YORK	NY	10013	NEW YORK	UNITED STATES	532174	26	ETRADE SAVINGS BANK	3441677	**

**Please note that a Y-10 reflecting the closure of this branch was previously submitted on 9/25/2013. Report Confirmation No.: 137904; Event Confirmation No.: 429376.

FORM FR Y-6
E*TRADE Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
T. Rowe Price Associates, Inc. Baltimore, MD USA	USA	27,400,310 – 9.5% ¹ Common Stock	Kenneth C. Griffin Chicago, IL USA	USA	27,394,448 – 9.59% ² Common Stock
The Vanguard Group, Inc. Malvern, PA USA	USA	21,457,907 – 7.5% ³ Common Stock	Citadel Investment Group II, L.L.C. Chicago, IL USA	USA	27,394,448 – 9.59% ⁴ Common Stock
FMR LLC Boston, MA USA	USA	16,038,604 – 5.6% ⁵ Common Stock			
BlackRock, Inc. New York, NY USA	USA	15,511,078 – 5.4% ⁶ Common Stock			
The Bank of New York Mellon Corporation New York, NY USA	USA	15,115,693 – 5.2% ⁷ Common Stock			

¹ Number of shares based upon Form 13G/A filed February 13, 2014.

² Includes shares beneficially owned by Citadel Investment Group, L.L.C. and its affiliates.

³ Number of shares based upon Form 13G/A filed February 12, 2014.

⁴ Number of shares based upon form 13D/A filed March 15, 2013.

⁵ Number of shares based upon Form 13G filed February 14, 2014.

⁶ Number of shares based upon Form 13G filed February 11, 2014.

⁷ Number of shares based upon Form 13G/A filed January 31, 2014.

FORM FR Y-6
ETB Holdings, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
E*TRADE Financial Corporation	USA	2000 shares – 100% Common Stock	N/A	N/A	N/A

FORM FR Y-6
E*TRADE Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Matthew J. Audette New York, NY USA	N/A	EVP & Chief Financial Officer	Treasurer and Chief Financial Officer of Capitol View LLC; Director of Converging Arrows, Inc.; Chief Financial Officer and Director of ETB Holdings, Inc.; Chief Financial Officer of ETCM	N/A	*	N/A	N/A

			Holdings, Inc.; Chief Financial Officer of E*TRADE Bank; Director and Chief Financial Officer of E*TRADE Savings Bank				
Richard J. Carbone Newark, NJ USA	Executive Vice President	Director	Director, E*TRADE Bank	Executive VP of Prudential Financial, Inc.; Director of a non-profit organization	*	N/A	**
Mohsen Z. Fahmi New York, NY USA	Senior Portfolio Manager	Director	Director, E*TRADE Bank	Senior Portfolio Manager, Moore Capital Management	*	N/A	**
Christopher M. Flink Palo Alto, CA USA	Partner, IDEO	Director	Director, E*TRADE Bank	Partner, IDEO; Consulting Associate Professor at Stanford University; Member of Leadership Team at Hasso Plattner Institute of Design of Stanford; Director of Fiserve Inc.;	*	N/A	**

				Advisory Board of Target Corporation and JetBlue Airways			
Michael E. Foley New York, NY USA	N/A	EVP and Chief Administrative Officer	Director of E*TRADE Financial Corporate Services, Inc.; Director of E*TRADE Insurance Services, Inc.; Manager of E*TRADE Securities LLC	N/A	*	N/A	N/A
Paul T. Idzik New York, NY USA	N/A	Chief Executive Officer and Director	President and Director of ETB Holdings, Inc.; President and Director, E*TRADE Bank; President and Director, E*TRADE Savings Bank	N/A	*	N/A	N/A
Frederick W. Kanner New York, NY USA	Attorney	Director	Director, E*TRADE Bank	Senior Of Counsel, Covington & Burling LLP; Director of Financial Guaranty	*	N/A	N/A

				Insurance Company, National Benefit Life Insurance Company and the Lawyers' Committee for Civil Rights Under Law			
James Lam Wellesley, MA USA	Risk Management Consultant	Director	Director, E*TRADE Bank	President, James Lam & Associates	*	N/A	N/A
Rodger A. Lawson New York, NY USA	Retired Financial Services Executive	Director	Director, E*TRADE Bank	Director of UnitedHealth Group, Inc.	*	N/A	N/A
Navtej S. Nandra New York, NY USA	N/A	President	Director of E*TRADE Financial Corporate Services, Inc.; Manager of E*TRADE Securities LLC	Director of Edelweiss Financial Services, Ltd., and the Center of Governance, Institutions and Organizations, at the Business School of the National University of Singapore.	*	N/A	N/A

Karl A. Roessner New York, NY USA	N/A	EVP and General Counsel	Secretary of E*TRADE Bank; Secretary of E*TRADE Savings Bank	N/A	*	N/A	N/A
Rebecca Saeger San Francisco, CA USA	Retired Marketing Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Joseph L. Sclafani Rockville Centre, NY USA	Retired Banking Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Joseph M. Velli New York, NY USA	Retired Financial Services Executive	Director	Director, E*TRADE Bank	Director of ConvergEx Group, LLC and Paychex, Inc.	*	N/A	N/A
Donna L. Weaver Spokane, WA USA	Retired Corporate Executive	Director	Director, E*TRADE Bank	N/A	*	N/A	N/A
Stephen H. Willard Rockville, MD USA	Chairman of the Board of Directors	Director	Director, E*TRADE Bank	Chairman of the Board of Directors of Flamel Technologies, S.A.	*	N/A	N/A

* Less than 1%

** This information is expected to be received in May, 2014, and will be subsequently reported to the Federal Reserve.

FORM FR Y-6
ETB Holdings, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Paul Idzik New York, NY USA	N/A	Director and President	Director and President of E*TRADE Bank; Director and President of E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Michael Pizzi Arlington, VA USA	N/A	Director and Treasurer	Treasurer of E*TRADE Bank; President and Chief Executive Officer of Capitol View LLC; President of E*TRADE Community Development Corporation; Treasurer of	N/A	N/A	N/A	N/A

			E*TRADE Clearing LLC; Director and Treasurer of E*TRADE Savings Bank				
Matthew Audette New York, NY USA	N/A	Director and Chief Financial Officer	Chief Financial Officer of E*TRADE Bank; Treasurer and Chief Financial Officer of Capitol View LLC; Director and Chief Financial Officer of E*TRADE Savings Bank	N/A	N/A	N/A	N/A
Lori Sher, Arlington, VA USA	N/A	Secretary	Secretary of Capitol View LLC; Assistant Secretary of E*TRADE Bank; Secretary of E*TRADE Community Development Corporation; Secretary of Clearing LLC; Secretary of E*TRADE Securities LLC; Assistant Secretary of E*TRADE Savings Bank	N/A	N/A	N/A	N/A