

FR Y-9C
Proposed Revisions

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
6. a. Realized gains (losses) on held-to-maturity securities	3521				6.a.
b. Realized gains (losses) on available-for-sale securities	3196				6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135				7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217				7.b.
c. (1) Goodwill impairment losses	C216				7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232				7.c.(2)
d. Other noninterest expense ⁴	4092				7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093				7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301				8.
9. Applicable income taxes (foreign and domestic)	4302				9.
10. Minority interest	4484				10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300				11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320				12.
13. Net income (loss) (sum of items 11 and 12)	4340				13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592				M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313				M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507				M.4.

	BHCK	Number
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	

③ 6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.g): ①

	BHCK	Bil	Mil	Thou	
a. Income and fees from the printing and sale of checks	C013				M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014				M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016				M.6.c.
d. Rent and other income from other real estate owned	4042				M.6.d.
e. Safe deposit box rent	C015				M.6.e.
h. x. TEXT 8562	8562				M.6.x.h.
i. g. TEXT 8563	8563				M.6.g.i.
j. x. TEXT 8564	8564				M.6.x.j.
f. x. Net change in the fair values of financial instruments accounted for under a fair value option	F229				M.6.x.f.
g. Bank card and credit card interchange fees - - - - -	XXXX				M.6.g.

INSERT (C)

Schedule HI—Continued

MEMORANDA (continued)

3

Dollar Amounts in Thousands

		BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m): 7.d						
	a. Data processing expenses	C017				M.7.a.
	b. Advertising and marketing expenses	0497				M.7.b.
	c. Directors' fees	4136				M.7.c.
	d. Printing, stationery, and supplies.....	C018				M.7.d.
	e. Postage	8403				M.7.e.
	f. Legal fees and expenses	4141				M.7.f.
	g. FDIC deposit insurance assessments.....	4146				M.7.g.
	TEXT					
<i>l. x.</i>	8565	8565				M.7.h. (
	TEXT					
<i>m. x.</i>	8566	8566				M.7.i. m.
	TEXT					
<i>n. x.</i>	8567	8567				M.7.j. n.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):						
	a. (1) TEXT					
	3571	3571				M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572			M.8.a.(2)
	b. (1) TEXT					
	3573	3573				M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574			M.8.b.(2)
	c. (1) TEXT					
	3575	3575				M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):						
	a. Interest rate exposures	8757				M.9.a.
	b. Foreign exchange exposures.....	8758				M.9.b.
	c. Equity security and index exposures.....	8759				M.9.c.
	d. Commodity and other exposures	8760				M.9.d.
	e. Credit exposures.....	F186				M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:						
	a. Net gains (losses) on credit derivatives held for trading.....	C889				M.10.a.
	b. Net gains (losses) on credit derivatives held for purposes other than trading	C890				M.10.b.
11. Credit losses on derivatives (see instructions).....						
		A251				M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .						
	b. (1) Premiums on insurance related to the extension of credit	8431				M.12.a.
	(2) All other insurance premiums	C242				M.12.b.(1)
		C243				M.12.b.(2)
	c. Benefits, losses, and expenses from insurance-related activities.....	B983				M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)						
		BHCK				
		A530				M.13.

* INSERT (B)

INSERT (D)

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

BHDM

Consolidated
BANK Bill Mil Thou

1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) ~~(exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)~~

16184			
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M.1.

2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above

2746			
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M.2.

3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)

8837			
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M.3.

Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)

4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)

C391			
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M.4.

Memorandum item 5 is to be completed by all bank holding companies.

5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):

- a. Outstanding balance
- b. Carrying amount included in Schedule HC-C, items 1 through 9

C779			
C780			

M.5.a.
M.5.b.

6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:

- a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))

F230			
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M.6.a. ✓

Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).

- b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties
- c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above

F231			
F232			

M.6.b.
M.6.c.

7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):

- a. 1-4 family residential construction loans
- b. Other construction loans and all land development and other land loans

F158			
F159			

M.7.a.
M.7.b.

8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):

- a. Loans secured by owner-occupied nonfarm nonresidential properties
- b. Loans secured by other nonfarm nonresidential properties

F160			
F161			

M.8.a.
M.8.b.

* INSERT (E)
* INSERT (F)

Schedule HC-D—Trading Assets and Liabilities

INSERT G

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year.

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	U.S. Treasury securities in domestic offices	3531				1.
2.	U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532				2.
3.	Securities issued by states and political subdivisions in the U.S. in domestic offices	3533				3.
4.	Mortgage-backed securities (MBS) in domestic offices:					
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534				4.a.
b.	Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535				4.b.
c.	All other mortgage-backed securities	3536				4.c.
5.	Other debt securities in domestic offices	3537				5.
6.-8.	Not applicable					
9.	Other trading assets in domestic offices	3541				9.
10.	Trading assets in foreign offices	3542				10.
11.	Derivatives with a positive fair value:					
a.	In domestic offices	3543				11.a.
		BHFN				
b.	In foreign offices	3543				11.b.
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct				12.
		3545				
LIABILITIES						
		BHCK				
13.	Liability for short positions.....	3546				13.
14.	Derivatives with a negative fair value.....	3547				14.
		bhct				
15.	Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548				15.

Schedule HC-E—Deposit Liabilities¹

		Dollar Amounts in Thousands				
			Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:						
		BHCB				
a.	Demand deposits	2210				1.a.
b.	NOW, ATS, and other transaction accounts	3187				1.b.
c.	Money market deposit accounts and other savings accounts.....	2389				1.c.
d.	Time deposits of less than \$100,000.....	6648				1.d.
e.	Time deposits of \$100,000 or more.....	2604				1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:						
		BHOD				
a.	Noninterest-bearing balances	3189				2.a.
b.	NOW, ATS, and other transaction accounts	3187				2.b.
c.	Money market deposit accounts and other savings accounts.....	2389				2.c.
d.	Time deposits of less than \$100,000.....	6648				2.d.
e.	Time deposits of \$100,000 or more.....	2604				2.e.

MEMORANDA

	BHDM	Bil	Mil	Thou	
1.	A243				M.1.
2.	A164				M.2.
3.	A242				M.3.
	BHFN				
4.	A245				M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e. must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

I. Property and Casualty Underwriting

Schedule HC-I must be completed by all top-tier bank holding companies.
(See instructions for additional information.)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables	B988				1.
2.	Total assets	C244				2.
LIABILITIES						
3.	Claims and claims adjustment expense reserves	B990				3.
4.	Unearned premiums	B991				4.
5.	Total equity	C245				5.
6.	Net income	C246				6.

II. Life and Health Underwriting

		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables	C247				1.
2.	Separate account assets	B992				2.
3.	Total assets	C248				3.
LIABILITIES						
4.	Policyholder benefits and contractholder funds	B994				4.
5.	Separate account liabilities	B996				5.
6.	Total equity	C249				6.
7.	Net income	C250				7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Securities	3515				1.
2.	Federal funds sold and securities purchased under agreements to resell	3365				2.
3.	Loans and leases	3516				3.
4.	a. Trading assets	3401				4.a.
	b. Other earning assets	B985				4.b.
5.	Total consolidated assets	3368				5.
LIABILITIES						
6.	Interest-bearing deposits (domestic)	3517				6.
7.	Interest-bearing deposits (foreign)	3404				7.
8.	Federal funds purchased and securities sold under agreements to repurchase	3353				8.
9.	All other borrowed money	2635				9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Equity capital (excludes limited-life preferred stock)	3519				11.

INSERT (K)

Schedule HC-N—Continued

MEMORANDA

INSERT (D)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	[REDACTED]				[REDACTED]				[REDACTED]				M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558				6559				6560				M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees.....	3508				1912				1913				M.3.
4. Not applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above).....	[REDACTED]				[REDACTED]				[REDACTED]				M.5.

Item 6 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529				3530			

	BHCK	Bil	Mil	Thou
7. Additions to nonaccrual assets during the quarter.....	C410			
8. Nonaccrual assets sold during the quarter.....	C411			

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
a. Loans and leases held for sale.....	C240				C241				C242				C226
b. Loans measured at fair value:													
(1) Fair value.....	XXXX				XXXX				XXXX				
(2) Unpaid principal balance..	XXXX				XXXX				XXXX				

MEMORANDA (continued)

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):													
a. 1-4 family residential construction loans	F172				F174				F176				M.9.a.
b. Other construction loans and all land development and other land loans	F173				F175				F177				M.9.b.
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):													
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178				F180				F182				M.10.a.
b. Loans secured by other nonfarm nonresidential properties	F179				F181				F183				M.10.b.

Schedule HC-P—~~Closed-End~~ 1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either ~~closed-end (first and junior lien)~~ 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

INSERT (H)

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale ² :					
a. First liens Closed-end	F066				1.a.
b. Junior liens	F067				1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale ² :					
a. First liens Closed-end	F068				2.a.
b. Junior liens	F069				2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:					
a. First liens Closed-end	F070				3.a.
b. Junior liens	F071				3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. First liens Closed-end	F072				4.a.
b. Junior liens	F073				4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)	F184				5.

*** INSERT (I)**

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2006. 2007
2. Exclude originations and purchases of ~~closed-end~~ 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

		Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)											
		(Column A) Total Fair Value Reported on Schedule HC			(Column B) Level 2 Fair Value Measurements			(Column C) Level 3 Fair Value Measurements					
		BHCK	BI	Mill	Thou	BHCK	BI	Mill	Thou	BHCK	BI	Mill	Thou
Dollar Amounts in Thousands													
ASSETS													
1.	Loans and leases	F243				F244				F245			
2.	Trading assets	F246				F247				F248			
	a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	F240				F241				F242			
3.	All other financial assets and servicing assets	F249				F250				F251			
LIABILITIES													
4.	Deposits	F252				F253				F254			
5.	Trading liabilities	F255				F256				F257			
6.	All other financial liabilities and servicing liabilities	F258				F259				F260			
7.	Loan commitments (not accounted for as derivatives)	F261				F262				F263			

INSERT (S)

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands		BHCK	Bill	Mil	Thou
1.	Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
	a. Outstanding principal balance	A249			M. 1. a.
	b. Amount of retained recourse on these obligations as of the report date	A250			M. 1. b.
2.	Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
	a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804			M. 2. a.
	b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			M. 2. b.
	c. Other financial assets ¹	A591			M. 2. c.
3.	Asset-backed commercial paper conduits:				
	a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806			M. 3. a. (1)
	(2) Conduits sponsored by other unrelated institutions	B807			M. 3. a. (2)
	b. Unused commitments to provide liquidity to conduit structures:				
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808			M. 3. b. (1)
	(2) Conduits sponsored by other unrelated institutions	B809			M. 3. b. (2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			M. 4.

1. Memorandum item 2. c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
 2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) - - - - -

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INSERTS

- (A)
- (a) Loans secured by 1-4 family residential properties
 - (b) All other loans secured by real estate
 - (c) All other loans

	THOU	MIL	BIL	TRILL
(a)	XXX			
(b)	XXX			
(c)	XXX			

- (B)
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:

- a. Net gains (losses) on assets
 - (1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk
- b. Net gains (losses) on liabilities
 - (1) Estimated net gains (losses) on ~~loans~~ liabilities attributable to changes in instrument-specific credit risk

	THOU	MIL	BIL	TRILL
a.	XXX			
(1)	// // // //			
b.	XXX			
(1)	// // // //			
	XXX			

- (C)
- h. Accounting and auditing expenses
 - i. Consulting and advisory expenses
 - j. Automated teller machine (ATM) and interchange expenses
 - k. Telecommunications expenses

	THOU	MIL	BIL	TRILL
h.	XXX			
i.	XXX			
j.	~~~~~			
k.	XXX			
	XXX			

(D)

- a. Loans secured by 1-4 family residential properties in domestic offices
- b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)

BHDM	B:1	M:1	TNOU
XXXX			
/ / / /			
BLACK			
XXXX			

(E)

- 9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items I.C.(1), I.C.(2)(a), and I.C.(2)(b)

X XXX			
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INSERT (F)

Schedule HC-C—Loans and Lease Financing Receivables

(Only showing the portion of the schedule impacted by the change)

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

- 10. Loans measured at fair value
 - a. Loans secured by real estate
 - (1) Construction, land development, and other land loans
 - (2) Secured by farmland (including farm residential and other improvements)
 - (3) Secured by 1–4 family residential properties:
 - (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit
 - (b) Closed-end loans secured by 1–4 family residential properties:
 - (i) Secured by first liens
 - (ii) Secured by junior liens
 - (4) Secured by multifamily (5 or more) residential properties
 - (5) Secured by nonfarm nonresidential properties
 - b. Commercial and industrial loans
 - c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):
 - (1) Credit cards
 - (2) Other revolving credit plans
 - (3) Other consumer loans (includes single payment, installment, and all student loans)
 - d. Other loans
 - 11. Unpaid principal balance of loans measured at fair value (reported in memorandum item 10).
 - a. Loans secured by real estate
 - (1) Construction, land development, and other land loans
 - (2) Secured by farmland (including farm residential and other improvements)
 - (3) Secured by 1–4 family residential properties:
 - (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit
 - (b) Closed-end loans secured by 1–4 family residential properties:
 - (i) Secured by first liens
 - (ii) Secured by junior liens
 - (4) Secured by multifamily (5 or more) residential properties
 - (5) Secured by nonfarm nonresidential properties
 - b. Commercial and industrial loans
 - c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):
 - (1) Credit cards
 - (2) Other revolving credit plans
 - (3) Other consumer loans (includes single payment, installment, and all student loans)
 - d. Other loans
 - 12. Difference between the aggregate unpaid principal balance (reported in Schedule HC-C, memoranda item 11) and aggregate fair value of loans measured at fair value (reported in Schedule HC-C, memoranda item 10) attributable to:
 - a. Credit risk
 - b. Other risks (including interest rate risk)

(Column A) Consolidated		(Column B) Domestic Offices	
BHCK		BHCM	
XXXX			
		XXXX	
		XXXX	
		XXXX	
		XXXX	
		XXXX	
		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	
XXXX		XXXX	

INSERT (G)



Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, Item 4.a) of \$2 million or more for any of the four preceding quarters.

	Dollar Amounts in Thousands			
	(Column A) Consolidated		(Column B) Domestic Offices	
	BHCK		BHCM	
ASSETS				
1. U.S. Treasury securities	3531		3531	1.
2. U.S. Government agency obligations (exclude mortgage-backed securities)	3532		3532	2.
3. Securities issued by states and political subdivisions in the U.S.	3533		3533	3.
4. Mortgage-backed securities (MBS):				
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534		3534	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535		3535	4.b.
c. All other mortgage-backed securities	3536		3536	4.c.
5. Other debt securities	3537		3537	5.
6. Loans:				
a. Loans secured by real estate	xxxx			6.a.
(1) Construction, land development, and other land loans			xxxx	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			xxxx	6.a.(2)
(3) Secured by 1-4 family residential properties:				
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			xxxx	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:				
(i) Secured by first liens			xxxx	6.a.(3)(b)(i)
(ii) Secured by junior liens			xxxx	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			xxxx	6.a.(4)
(5) Secured by nonfarm nonresidential properties			xxxx	6.a.(5)
b. Commercial and industrial loans	xxxx		xxxx	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards	xxxx		xxxx	6.c.(1)
(2) Other revolving credit plans	xxxx		xxxx	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	xxxx		xxxx	6.c.(3)
d. Other loans	xxxx		xxxx	6.d.
7.-8. Not applicable				
9. Other trading assets	3541		3541	9.
10. Not applicable				
11. Derivatives with a positive fair value	3543		3543	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	3545		3545	12.
LIABILITIES				
13. Other Trading Liabilities:				
a. Liability for short positions	3546			13.a
b. All other trading liabilities	xxxx			13.b
14. Derivatives with a negative fair value	3547			14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548			15.

MEMORANDA

1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, item 6.a through 6.d)

a. Loans secured by real estate	xxxx		M.1.a.
(1) Construction, land development, and other land loans		xxxx	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)		xxxx	M.1.a.(2)
(3) Secured by 1-4 family residential properties:			
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit		xxxx	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			
(i) Secured by first liens		xxxx	M.1.a.(3)(b)(i)
(ii) Secured by junior liens		xxxx	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties		xxxx	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties		xxxx	M.1.a.(5)
b. Commercial and industrial loans	xxxx	xxxx	M.1.b.

INSERT (G) CONT'D

Schedule HC-D—Continued

Dollar Amounts in Thousands

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK		BHCM		
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	XXXX		XXXX		M.1 c.(1)
(2) Other revolving credit plans	XXXX		XXXX		M.1 c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	XXXX		XXXX		M.1 c.(3)
d. Other loans	XXXX		XXXX		M.1 d.
2. Difference between the aggregate unpaid principal balance (reported in Schedule HC-D, memoranda item 1) and aggregate fair value of loans measured at fair value (reported in Schedule HC-D, item 6) attributable to:					
a. Credit risk	XXXX		XXXX		M.2 a
b. Other risks (including interest rate risk)	XXXX		XXXX		M.2 b
3. Loans measured at fair value that are past due by 90 days or more	XXXX		XXXX		M.3.

Note: Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$1 billion or more for any of the four preceding quarters.

- 4. Asset-Backed Securities:
 - a. Residential Mortgage-Backed Securities
 - b. Commercial Mortgage-Backed Securities
 - c. Credit card receivables
 - d. Home equity lines
 - e. Automobile loans
 - f. Other consumer loans
 - g. Commercial and industrial loans
 - h. Other
- 5. Collateralized Debt Obligations:
 - a. Synthetic
 - b. Other
- 6. Retained beneficial interests in securitizations (first-loss or equity tranches)
- 7. Equity Securities:
 - a. Readily determinable fair values
 - b. Other
- 8. Loans pending securitization
- 9. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceeds 25% of the item)
- a. _____
- b. _____
- c. _____
- 10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceeds 25% of the item)
- a. _____
- b. _____
- c. _____

XXXX		4.a.
XXXX		4.b.
XXXX		4.c.
XXXX		4.d.
XXXX		4.e.
XXXX		4.f.
XXXX		4.g.
XXXX		4.h.
XXXX		5.a.
XXXX		5.b.
XXXX		6.
XXXX		7.a.
XXXX		7.b.
XXXX		8.
XXXX		9.a.
XXXX		9.b.
XXXX		9.c.
XXXX		10.a.
XXXX		10.b.
XXXX		10.c.

(H)

c. Open-end loans extended under lines of credit:

- (1) Total commitment under the lines of credit
- (2) Principal amount funded under the lines of credit

	BHCT	BSI	M.I	Thou
(1) Total commitment under the lines of credit	XXXX			
(2) Principal amount funded under the lines of credit	XXXX			

(I)

- a. Closed-end 1-4 family residential mortgage loans
- b. Open-end 1-4 family residential mortgage loans extended under lines of credit

a. Closed-end 1-4 family residential mortgage loans	XXXX			
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	XXXX			

6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:

- a. Closed-end first liens
- b. Closed-end junior liens
- c. Open-end loans extended under lines of credit:
 - (1) Total commitment under the lines of credit
 - (2) Principal amount funded under the lines of credit

	/ / / / / / / /			
a. Closed-end first liens	XXXX			
b. Closed-end junior liens	XXXX			
c. Open-end loans extended under lines of credit:	/ / / / / / / /			
(1) Total commitment under the lines of credit	XXXX			
(2) Principal amount funded under the lines of credit	XXXX			

INSERT (5)

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

	(Column A) Total Fair Value Reported on Schedule HC		(Column B) Amounts Netted in the determination of Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements	
	BHCK		BHCK		BHCK		BHCK		BHCK	
ASSETS										
1. Loans and leases	F243		xxxx		xxxx		F244		F245	
2. Trading assets	F246		xxxx		xxxx		F247		F248	
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	F240		xxxx		xxxx		F241		F242	
3. All other financial assets and servicing assets	F249		xxxx		xxxx		F250		F251	
LIABILITIES										
4. Deposits	F252		xxxx		xxxx		F253		F254	
5. Trading liabilities	F255		xxxx		xxxx		F256		F257	
6. All other financial liabilities and servicing liabilities	F258		xxxx		xxxx		F259		F260	
7. Loan commitments (not accounted for as derivatives)	F261		xxxx		xxxx		F262		F263	

INSERT (K)

- a. Loans secured by 1-4 family residential properties in domestic offices
- b. All other loans secured by real estate in domestic offices
- c. All other loans in domestic offices

BADM				
/ /	/ /	/ /	/ /	'
XXXX				
/ / / /	/ / / /	/ / / /	/ / / /	/ / / /
XXXX				
XXXX				
BHCK				

FR Y-9LP
Proposed Revisions

Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business _____

Report the Income Statement on a calendar year-to-date basis.

Schedule PI—Parent Company Only Income Statement

	Dollar Amounts in Thousands				
	BHCP	Bil	Mil	Thou	
1. Operating Income:					
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:					
(1) Dividends	0508				1.a(1)
(2) Interest	0512				1.a(2)
(3) Management and service fees	0515				1.a(3)
(4) Other	0518				1.a(4)
(5) Total (sum of items 1.a(1) through 1.a(4))	0520				1.a(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:					
(1) Dividends	1275				1.b(1)
(2) Interest	1276				1.b(2)
(3) Management and service fees	1277				1.b(3)
(4) Other	1278				1.b(4)
(5) Total (sum of items 1.b(1) through 1.b(4))	1279				1.b(5)
c. (This item is to be completed only by bank holding companies that have subsidiary bank holding companies or associated bank holding companies) Income from subsidiary bank holding companies and associated bank holding companies, excluding equity in undistributed income:					
(1) Dividends	0206				1.c(1)
(2) Interest	0207				1.c(2)
(3) Management and service fees	0208				1.c(3)
(4) Other	0209				1.c(4)
(5) Total (sum of items 1.c(1) through 1.c(4))	0210				1.c(5)
d. Securities gains/(losses)	4091				1.d.
e. All other operating income	0447				1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000				1.f.
2. Operating expense:					
a. Salaries and employee benefits	4135				2.a.
b. Interest expense	4073				2.b.
c. Provision for loan and lease losses	4230				2.c.
d. All other expenses	0522				2.d.
e. Total operating expense (sum of items 2.a through 2.d)	4130				2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)	4250				3.
4. Applicable income taxes	4302				4.
5. Extraordinary items, net of tax effect	4320				5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of item 3 and 5 minus item 4)	0496				6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:					
a. Bank	3156				7.a.
b. Nonbank	3147				7.b.
c. Subsidiary bank holding companies	3513				7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340				8.
Memoranda					
1. Noncash items included in operating expense	4647				M.1.
2. Loan and lease financing receivables charged-off	4635				M.2.
3. Loan and lease financing receivables recoveries	4605				M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above)	C254				

INSET A

Schedule PC—Continued

	Dollar Amounts in Thousands				
	BHCP	Bil	Mil	Thou	
LIABILITIES AND EQUITY CAPITAL					
11. Deposits	2200				11.
12. Securities sold under agreements to repurchase	0279				12.
13. Borrowings with a remaining maturity of one year or less:					
a. Commercial paper	2309				13.a.
b. Other borrowings	2332				13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368				14.
15. Not applicable					
16. Subordinated notes and debentures ¹	4062				16.
17. Other liabilities	2930				17.
18. Balances due to subsidiaries and related institutions:					
a. Subsidiary banks	3605				18.a.
b. Nonbank subsidiaries	3606				18.b.
c. Related bank holding companies	3607				18.c.
19. Not applicable					
20. Equity Capital:					
a. Perpetual preferred stock (including related surplus)	3283				20.a.
b. Common stock (par value)	3230				20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240				20.c.
d. Retained earnings	3247				20.d.
e. Accumulated other comprehensive income ²	B530				20.e.
f. Other equity capital components ³	A130				20.f.
g. Not applicable					
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210				20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20)	3300				21.

1. Includes limited-life preferred stock and related surplus.
2. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Memoranda

1. Financial assets and liabilities measured at fair value:
 - a. Total assets
 - b. Total liabilities

INSERT (A) < to page 1 >

5. Net change in fair values of financial instruments accounted for under a fair value option

Instructions must be reviewed as this Schedule requires negative entries for certain reported items.

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands

	BHCP	Bil	Mil	Thou	
Part I. Cash Flows from Operating Activities:					
	bhpa				
1. Net income (loss) (must equal Schedule PI, item 8)	4340				1.
2. Adjustments to reconcile net income to net cash provided by operating activities:					
	BHCP				
a. Provision for deferred income taxes	3611				2.a.
b. (Gain) or loss on sales of assets	3612				2.b.
c. Equity in undistributed (earnings) losses of subsidiaries	3613				2.c.
d. Equity in extraordinary items of subsidiaries	3614				2.d.
e. Net change in other liabilities	3615				2.e.
f. Net change in other assets	3616				2.f.
g. Other, net	3617				2.g.
h. Total adjustments (sum of items 2.a through 2.g)	3618				2.h.
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	3619				3.

	BHCP	Bil	Mil	Thou	
Part II. Cash Flows from Investing Activities:					
1. Purchases of held-to-maturity and available-for-sale securities	6552				1.
2. Sales and maturities of held-to-maturity and available-for-sale securities	6567				2.
3. Payments for investments in and advances to subsidiaries	6571				3.
4. Sale or repayment of investments in and advances to subsidiaries	6573				4.
7. Other, net	6588				8. 7.
8. Net cash provided (used) by investing activities (sum of part II, items 2, 4, and 5 minus items 1 and 3)	6589				8. 8.

Net change in

	BHCP	Bil	Mil	Thou	
Part III. Cash Flows from Financing Activities:					
1. Proceeds from purchased funds and other short-term borrowings	6590	xxxv			1.
2. Repayments of purchased funds and other short-term borrowings	6591	xxxv	xxxv	xxxv	2.
3. Proceeds from advances from subsidiaries	6592				3.
4. Repayment of advances from subsidiaries	6596				4.
5. Proceeds from issuance of long-term debt	6600				5.
6. Repayment of long-term debt	6604				6.
7. Proceeds from issuance of common stock	6607				7.
8. Payment to repurchase common stock	8518				8.
9. Proceeds from issuance of preferred stock	6619				9.
10. Payment to repurchase preferred stock	6741				10.
11. Dividends paid	6742				11.
12. Other, net	6743				12.
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)	6744				13.

	BHCP	Bil	Mil	Thou	
Part IV. Cash and Cash Equivalents:					
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 6, and Part III, item 13)	6758				1.
2. Cash and cash equivalents at beginning of year	6773				2.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)	6775				3.

5. Outlays for business acquisitions
6. Proceeds from business divestitures

FR Y-9SP
Proposed Revisions

Name of Bank Holding Company _____

Parent Company Only Financial Statements for Small Bank Holding Companies

For Federal Reserve Bank Use Only	
RSSD Number	_____
C.I.	_____ S.F. _____

The Income Statement is to be reported on a calendar year-to-date basis in thousands of dollars.

Schedule SI—Income Statement

	Dollar Amounts in Thousands			
	BHSP	Mil	Thou	
1. Income from bank subsidiary(s):				
a. Dividends	0508			1.a.
b. Other income	2111			1.b.
2. Income from nonbank subsidiary(s):				
a. Dividends	0523			2.a.
b. Other income	0530			2.b.
3. Income from subsidiary bank holding company(s): ¹				
a. Dividends	0206			3.a.
b. Other income	1283			3.b.
4. Other income	0447			4.
5. TOTAL OPERATING INCOME (Sum of items 1, 2, 3, and 4)	4000			5.
6. Interest expense	4073			6.
7. Other expenses	4093			7.
8. TOTAL OPERATING EXPENSE (Sum of items 6 and 7)	4130			8.
9. Income (loss) before income taxes and before undistributed income of subsidiary(s) (item 5 minus item 8)	4250			9.
10. Applicable income taxes (benefits) (estimated) (See instructions)	4302			10.
11. Income (loss) before undistributed income of subsidiary(s) (item 9 minus item 10)	0496			11.
12. Equity in undistributed income (loss) of subsidiary(s): (See instructions)				
a. Bank subsidiary(s)	3156			12.a.
b. Nonbank subsidiary(s)	2112			12.b.
c. Subsidiary bank holding company(s) ¹	3513			12.c.
13. Net income (loss) (Sum of items 11 and 12)	4340			13.
MEMORANDA				
1. Cash dividends declared by the bank holding company to its shareholders	3158			M.1.
2. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no.)	BHSP A530			M.2.
3. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above)	BHSP C254	Mil	Thou	M.3.

1. This item is to be reported only by those holding companies that have subsidiary bank holding companies.

4. Net change in fair values of financial instruments accounted for under a fair value option

Schedule SC—Continued

MEMORANDA (to be completed annually only by top-tier and single-tier bank holding companies for the December 31 report date)

BHSP	
C884	

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year (Enter "1" for yes, enter "0" for no) M.1
2. If response to Memorandum item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.³

a. _____
(1) Name of External Auditing Firm (TEXT C703)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

3. The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

3. Financial assets and liabilities measured at fair value:
a. Total assets
b. Total liabilities