

Board of Governors of the Federal Reserve System



DRAFT

Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies—FR Y-11

(See General Instructions for filing frequency requirements)

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

The Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies are to be prepared in accordance

NOTE: The Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies must be signed by an authorized officer of the bank holding company.

Date of Report:

~~June 30, 2007~~ March 31, 2008
Month / Date / Year (BHCS 9999)

I, _____
Name and Title of Officer

Legal Title of the Top-Tier Bank Holding Company (TEXT 9010)

have reviewed the Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies and believe that the report has been prepared in accordance with the instructions issued by the Federal Reserve.

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Signature of Officer

Date of Signature

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

To be completed for the December report only.

Indicate whether the subsidiary meets the annual or quarterly filing criteria for December.....

*1 = Annual	BHCS
*2 = Quarterly	6909

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only	
BHC RSSD ID	_____
SUB RSSD ID	_____
C.I.	_____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies

For Federal Reserve Bank Use Only
 BHC RSSD ID _____
 SUB RSSD ID _____
 C.I. _____

FR Y-11
Page 1

Legal Name of Nonbank Subsidiary (TEXT 9012)

(Mailing Address of Nonbank Subsidiary) Street / P.O. Box (TEXT 9013)

If the name of the nonbank subsidiary has changed since the previous FR Y-11 was filed with the Federal Reserve, indicate the former name of the company. (TEXT 9023)

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

Report at the close of business

90 Fees and commissions from annuity sales

Schedule IS—Income Statement (calendar year-to-date)

Dollar Amounts in Thousands

	BHCS	Bill	Mill	Thou	
1. Interest income:					
a. Interest and fee income from nonrelated organizations	A028				1.a.
b. Interest and fee income from related organizations	A029				1.b.
c. Total interest income (sum of items 1.a and 1.b)	4107				1.c.
2. Interest expense:					
a. Interest expense pertaining to nonrelated organizations	A030				2.a.
b. Interest expense pertaining to related organizations	A031				2.b.
c. Total interest expense (sum of items 2.a and 2.b)	4073				2.c.
3. Net interest income (item 1.c minus item 2.c)	4074				3.
4. Provision for loan and lease losses (must equal Schedule IS-B, item 4)	4230				4.
5. Noninterest income:					
a. From nonrelated organizations:					
(1) Income from fiduciary activities	4070				5.a.(1)
(2) Service charges on deposit accounts	4080				5.a.(2)
(3) Trading revenue	A220				5.a.(3)
(4) Investment banking, advisory, brokerage, and underwriting fees and commissions ..	B490				5.a.(4)
(5) Venture capital revenue	B491				5.a.(5)
(6) Net servicing fees	B492				5.a.(6)
(7) Net securitization income	B493				5.a.(7)
(8) Insurance commissions and fees	B494				5.a.(8)
(9) Other noninterest income	B497				5.a.(9)
b. From related organizations	4619				5.b.
c. Total noninterest income (sum of items 5.a.(1) through 5.a.(9) and 5.b)	4079				5.c.
6. Realized gains (losses) on securities not held in trading accounts	4091				6.
7. Noninterest expense:					
a. Pertaining to nonrelated organizations	A034				7.a.
b. Pertaining to related organizations	C376				7.b.
c. Total noninterest expense (sum of items 7.a and 7.b)	4093				7.c.
8. Income (loss) before extraordinary items and other adjustments (sum of items 3, 5.c, and 6, minus items 4 and 7.c)	3631				8.
9. Applicable income taxes (benefits) (estimated)	4302				9.
10. Extraordinary items, net of applicable income taxes	4320				10.
11. Equity in undistributed income (loss) of subsidiary(s)	3147				11.
12. Net income (loss) (sum of items 8, 10, and 11 minus item 9)	4340				12.

MEMORANDA

Dollar Amounts in Thousands

Memorandum item 1 is to be completed by nonbank subsidiaries that are required to complete Schedule BS-A, Memoranda items 1.b and 1.c.

1. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule IS, item 1.a)

Year-to-Date			
BHCS	Bill	Mill	Thou
F228			

M.1.

Insert 1

Schedule IS-A—Changes in Equity Capital

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Income Statement(s))	3217				1.
	bhct				
2. Net income (loss) (must equal Income Statement, item 12)	4340				2.
	BHCS				
3. Sale, conversion, acquisition, or retirement of common stock and perpetual preferred stock	A035				3.
4. LESS: Cash dividends declared	4598				4.
5. Other comprehensive income ¹	B511				5.
6. Other adjustments to equity capital	3581				6.
7. Total equity capital at end of current period (sum of items 1, 2, 3, 5 and 6 minus item 4) (must equal Schedule BS, item 18.g)	3210				7.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and changes in minimum pension liability adjustments.

Schedule IS-B—Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Balance most recently reported at end of previous calendar year (i.e., after adjustments from amended Income Statements)	3124				1.
2. Recoveries	4605				2.
3. LESS: Charge-offs	C079				3.
	bhet				
4. Provision for loan and lease losses (must equal Schedule IS, item 4)	4230				4.
	BHCS				
5. Adjustments	4815				5.
6. Balance at end of current period (sum of items 1, 2, 4 and 5 minus item 3) (must equal Schedule BS, item 3.b)	3123				6.

Schedule BS—Balance Sheet

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
ASSETS					
1. Cash and balances due from depository institutions	0010				1.
2. Securities:					
a. Held-to-maturity securities	1754				2.a.
b. Available-for-sale securities	1773				2.b.
3. Loans and lease financing receivables (including federal funds sold):					
a. Loans and lease financing receivables, net of unearned income (from Schedule BS-A, item 6)	2122				3.a.
b. LESS: Allowance for loan and lease losses (from Schedule IS-B, item 6)	3123				3.b.
c. Loans and lease financing receivables, net of unearned income and allowance for loan and lease losses (item 3.a minus 3.b)	2125				3.c.
4. Trading assets	3545				4.
5. Premises and fixed assets (including capitalized leases)	2145				5.
6. Other real estate owned	2150				6.
7. All other assets	1724				7.
8. Claims on nonrelated organizations (sum of items 1, 2, 3.c through 7)	C377				8.
9. Balances due from related institutions, gross	C378				9.
10. Total assets (sum of items 8 and 9) (must equal item 19)	2170				10.

Schedule BS—Continued

Dollar Amounts in Thousands

LIABILITIES AND EQUITY CAPITAL	BHCS	Bil	Mil	Thou	
11. Trading liabilities	3548				11.
12. Other borrowed money with a remaining maturity of one year or less (including commercial paper issued and federal funds purchased)	C379				12.
13. Other borrowed money with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus)	1729				13.
14. Other liabilities	2750				14.
15. Liabilities to nonrelated organizations (sum of items 11 through 14)	A012				15.
16. Balances due to related institutions, gross	C380				16.
17. Total liabilities (sum of items 15 and 16)	2948				17.
18. Equity capital:					
a. Stock	3230				18.a.
b. Surplus (exclude all surplus related to preferred stock)	3240				18.b.
c. Retained earnings	3247				18.c.
d. Accumulated other comprehensive income ¹	B530				18.d.
e. General and limited partnership shares and interests	F033				18.e.
f. Other equity capital components ²	A130				18.f.
g. Total equity capital (sum of items 18.a. through 18.f.) (must equal Schedule IS-A, Item 7)	3210				18.g.
19. Total liabilities and equity capital (sum of items 17 and 18.g) (must equal item 10)	3300				19.

1. 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.
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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c.i. <input type="checkbox"/>

Dollar Amounts in Thousands

DERIVATIVES AND OFF-BALANCE-SHEET ITEMS	BHCS	Bil	Mil	Thou	
20. Unused commitments on securities underwriting	3817				20.
21. Unused commitments on loans and all other unused commitments	A013				21.
22. Standby letters of credit and foreign office guarantees	A014				22.
23. Commercial and similar letters of credit	3411				23.
24. Commitments to purchase foreign currencies and U.S. dollar exchanges (spot, forward, and futures)	3415				24.
25. All other futures and forward contracts (excluding contracts involving foreign exchange)	A015				25.
26. Option contracts:					
a. Written option contracts	A098				26.a.
b. Purchased option contracts	A099				26.b.
27. Notional value of interest rate swaps	3450				27.
28. Notional value of exchange swaps (e.g., cross currency swaps)	3826				28.
29. Notional value of other swaps	3829				29.
30. All other off-balance-sheet liabilities	A100				30.

Insert 2

Schedule BS-A—Loans and Lease Financing Receivables
(exclude balances with related institutions)

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Loans secured by real estate	1410				1.
2. Loans to depository institutions	3622				2.
3. Commercial and industrial loans	3623				3.
4. Loans to individuals for personal, household, and other personal expenditures	1975				4.
5. All other loans and lease financing receivables	A017				5.
6. Total loans and lease financing receivables (sum of items 1 through 5 above) (must equal Schedule BS, item 3.a)	bhct				6.
7. Past due and nonaccrual loans and leases:	BHCS				
a. Loans and leases past due 30 through 89 days	1406				7.a.
b. Loans and leases past due 90 days or more	1407				7.b.
c. Nonaccrual loans and leases	1403				7.c.
d. Restructured loans and leases (included in items 7.a through 7.c above)	A018				7.d.

MEMORANDA

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Closed-end loans with negative amortization features secured by 1-4 family residential properties:					
<i>Memorandum item 1.a is to be completed by all nonbank subsidiaries.</i>					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule BS-A, item 1).	F230				M.1.a.
<i>Memoranda items 1.b and 1.c are to be completed by nonbank subsidiaries that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule BS-A, item 1) as of December 31, 2006, in excess of 5 percent of total loans and leases, net of unearned income (as reported in Schedule BS-A, item 6).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231				M.1.b.
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 1.a above	F232				M.1.c.

Schedule BS-M—Memoranda

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Loans to non-U.S. addressees	1722				1.
2. Loan and other assets servicing portfolio:					
a. Number of loans and other assets in servicing portfolio (report the actual number).....	NUMBER				2.a.
A019					
b. Dollar amount of loans and other assets in servicing portfolio.....	A020				2.b.
3. Loans and other assets that have been securitized and sold without recourse with servicing retained (year to date)	A021				3.
4. Investments in other companies	2130				4.
5. Intangible assets:					
a. Goodwill	3163				5.a.
b. Mortgage servicing assets	3164				5.b.
c. All other identifiable intangible assets	3165				5.c.
6. Other assets:					
a. Accrued interest receivable	B566				6.a.
b. Prepaid expenses	A022				6.b.
c. Net deferred tax assets	A023				6.c.
d. Accounts receivable	A024				6.d.
7. Earning assets	3197				7.
8. Balances due from related institutions, gross:					
a. Balances due from bank holding company (parent companies only), gross	1725				8.a.
b. Balances due from subsidiary banks of the bank holding company, gross	1726				8.b.
c. Balances due from other nonbank subsidiaries of the bank holding company, gross	1793				8.c.
9. Commercial paper issued	2309				9.
10. Borrowings that reprice within one year	3298				10.
11. Other liabilities:					
a. Expenses accrued and unpaid	A025				11.a.
b. Net deferred tax liabilities	A026				11.b.
c. Accounts payable	A027				11.c.
12. Balances due to related institutions, gross:					
a. Balances due to bank holding company (parent companies only), gross	1781				12.a.
b. Balances due to subsidiary banks of the bank holding company, gross	1782				12.b.
c. Balances due to other nonbank subsidiaries of the bank holding company, gross	1794				12.c.
13. Perpetual preferred stock and related surplus	3283				13.
14. Assets sold with recourse	A016				14.

Notes to the Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the bank holding company wishes to explain that are material in amount and cannot be disclosed separately in the existing line items.

Each additional piece of information disclosed should include the appropriate reference to the financial statement and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company nonbank subsidiary reports \$1 million in "All other assets." Of this amount, \$500,000 is related to accounts receivable. Enter on the line item below the following information:

TEXT	BHCS	Bil	Mill	Thou
0000 Accounts receivable of \$500,000 are included in line item 7, "All other assets," on the balance sheet.				
	0000			500

Notes to the Financial Statements

Dollar amount in thousands

TEXT	BHCS	Bil	Mill	Thou
1. B057				
2. B058	B057			
3. B059	B058			
4. B060	B059			
5. B061	B060			
6. B062	B061			
7. B063	B062			
8. B064	B063			
9. B065	B064			
10. B066	B065			
	B066			



Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies—FR Y-11S

(See General Instructions for filing frequency requirements)

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

The Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies are to be prepared in accordance

1. _____
 Legal Title of the Top-Tier Bank Holding Company (TEXT 9010)

 (Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

 City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

NOTE: The Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies must be signed by an authorized officer of the bank holding company.

2. _____
 Legal Name of Nonbank Subsidiary (TEXT 9012)

 (Mailing Address of the Nonbank Subsidiary) Street / P.O. Box (TEXT 9013)

 City (TEXT 9024) State (TEXT 9026) Zip Code (TEXT 9027)

 Prior Name of Nonbank Subsidiary (Only if present name is different from that used on prior year's submission) (TEXT 9023)

I, _____
 Name and Title of Officer

have reviewed the Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies and believe that the report has been prepared in accordance with the instructions issued by the Federal Reserve.

 Signature of Officer

 Date of Signature

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

3. At the close of business on _____
 Month / Date / Year (BHCS 9999)

4. Financial data (in thousands of U.S. dollars):

	BHCS	Bill	Mill	Thou
a. Net income	4340			
b. Total assets	2170			
c. Equity capital	3210			
d. Total off-balance-sheet items	2013			

Person in the U.S. to whom questions about the FR Y-11S should be directed:

 Name / Title (TEXT 8901)

 Area Code / Phone Number (TEXT 8902)

 FAX Number (TEXT 9116)

Public reporting burden for this information collection is estimated to be 1.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0244), Washington, D.C. 20503.

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BHC RSSD ID _____

SUB RSSD ID _____

C.I. _____

Insert 3

INSERT FOR FR Y-11/S

Insert 1

Memorandum item 2 is to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option

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

Insert 2

MEMORANDA

Memoranda items 1.a and 1.b are to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option

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

Insert 3

5. Has the nonbank subsidiary elected to account for certain assets and liabilities under a fair value option with changes in fair value recognized in earnings? (Enter "1" for yes; enter "0" for no.)