



DRAFT

Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations—FR Y-7N

(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); Section 7 and 13(a) of the International Banking Act of 1978 (12 U.S.C. 3106 and 3108(a)); Section 25 of the FRA (12 U.S.C. 601-604(a)); Section 25A of the FRA (12 U.S.C. 611-631); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

The Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations are to be prepared in accordance 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.

NOTE: The Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations must be signed by an authorized officer of the foreign banking organization.

Date of Report:

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

I, _____
Name and Title of Officer

have reviewed the Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations and believe that the report has been prepared in accordance with the instructions issued by the Federal Reserve.

Legal Name of Foreign Banking Organization (TEXT 9010)

City (TEXT 9130) Country (TEXT 9005)

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	FNBK
*2 = Quarterly	6909

Person in the U.S. to whom questions about this report should be directed:

For Federal Reserve Bank Use Only	
FBO 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 Held by Foreign Banking Organizations

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

FR Y-7N
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-7N 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

9. Fees and commissions from annuity sales

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

Dollar Amounts in Thousands

	FNBK	Bil	Mil	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.

Insert 1

Schedule IS-A—Changes in Equity Capital

Dollar Amounts in Thousands

	FNBK	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Income Statements)	3217				1.
	fmbt				
2. Net income (loss) (must equal Income Statement, item 12)	4340				2.
	FNBK				
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)	fmbt				
	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

	FNBK	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.
	fmbt				
4. Provision for loan and lease losses (must equal Schedule IS, item 4)	4230				4.
	FNBK				
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)	fmbt				
	3123				6.

Schedule BS—Balance Sheet

Dollar Amounts in Thousands

ASSETS	FNBK	Bil	Mil	Thou	
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	FNBK	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. Other equity capital components ² (sum of items 18.a through 18.f.)	A130				18.e.
f. Total equity capital (must equal Schedule IS-A, item 7)	3210				18.f.
19. Total liabilities and equity capital (sum of items 17 and 18) (must equal item 10)	3300				19.

f. d. e. Other equity capital components? (sum of items 18.a through 18.f.)
g. f. Total equity capital (must equal Schedule IS-A, item 7) g.
e. General and limited partnership shares and interests

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.

For Federal Reserve Bank Use Only
C.I. <input type="checkbox"/>

Dollar Amounts in Thousands

DERIVATIVES AND OFF-BALANCE-SHEET ITEMS	FNBK	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

	FNBK	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)	fmbt				6.
7. Past due and nonaccrual loans and leases:	FNBK				
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.

Schedule BS-M—Memoranda

Dollar Amounts in Thousands

	FNBK	Bil	Mil	Thou	
1. Loans to non-U.S. addressees	1722				1.
2. Other assets:					
a. Accrued interest receivable	B556				2.a.
b. Prepaid expenses	A022				2.b.
c. Net deferred tax assets	A023				2.c.
d. Accounts receivable	A024				2.d.
e. Intangible assets	2143				2.e.
3. Balances due from related institutions, gross:					
a. Balances due from related institutions located in the United States, gross	C382				3.a.
b. Balances due from related institutions located outside the United States, gross.....	C383				3.b.
4. Commercial paper issued	2309				4.
5. Other liabilities:					
a. Expenses accrued and unpaid	A025				5.a.
b. Net deferred tax liabilities.....	A026				5.b.
c. Accounts payable	A027				5.c.
6. Balances due to related institutions, gross:					
a. Balances due to related institutions located in the United States, gross.....	C384				6.a.
b. Balances due to related institutions located outside the United States, gross	C385				6.b.

foreign banking organization

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 *foreign banking organization's*

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	B000	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	B000	Bil	Mill	Thou
1. B057				
	B057			
2. B058				
	B058			
3. B059				
	B059			
4. B060				
	B060			
5. B061				
	B061			
6. B062				
	B062			
7. B063				
	B063			
8. B064				
	B064			
9. B065				
	B065			
10. B066				
	B066			

March 31,

Board of Governors of the Federal Reserve System



Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations—FR Y-7NS

(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); Section 7 and 13(a) of the International Banking Act of 1978 (12 U.S.C. 3106 and 3108(a)); Section 25 of the FRA (12 U.S.C. 601-604(a)); Section 25A of the FRA (12 U.S.C. 611-631); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

The Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations are to be prepared in accordance 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.

1. _____
 Legal Title of Foreign Banking Organization (TEXT 9010)

City (TEXT 9130) Country (TEXT 9005)

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)

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

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

- a. Net income
- b. Total assets
- c. Equity capital
- d. Total off-balance-sheet items

FNBK	Bil	Mil	Thou
4340			
2170			
3210			
2013			

Insert 3

For Federal Reserve Bank Use Only

FBO RSSD ID _____

SUB RSSD ID _____

C.I. _____

NOTE: The Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations must be signed by an authorized officer of the foreign banking organization.

I, _____
 Name and Title of Officer

have reviewed the Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations 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.

 Person in the U.S. to whom questions about the FR Y-7NS 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 (7100-0125), Washington, D.C. 20503.

INSERT FOR FR Y-7N/NS

Insert 1

MEMORANDA

Memorandum item 1 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

1. 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.)

DRAFT

The Capital and Asset Report for Foreign Banking Organizations—FR Y-7Q

FR Y-7Q
OMB No. 7100-0125
Expires 10/31/2008
March 31

General Information:

Person in the U.S. to whom questions about this information should be directed:

Legal Title of Foreign Banking Organization

Name / Title

Mailing Address of Foreign Banking Organization

Street

City, Country, Postal Code

City / State / Zip Code

Area Code / Phone Number

Area Code / Fax Number

E-mail Address

Has confidential treatment been requested for this report? Enter "1" for yes, enter "0" for no.

FBOQ
C447

Name and Title of Authorized Official

Signature of Authorized Official

Date of Signature

For Federal Reserve Bank Use Only	
Top-lar FBO RSSD ID	_____
Lower-lar FBO RSSD ID	_____
Freq. Indicator	CL _____ S.F. _____ F.C. _____

Part 1. Capital and Asset Information for the Top-tier Consolidated Foreign Banking Organization

1. Is the foreign banking organization required by its home country supervisor to calculate its capital ratios using a risk-adjusted framework consistent with the Basel Capital Accord? (Enter "1" for yes; enter "0" for no).....

FBOQ	
B162	

 1.

If the answer to Line item 1 is "yes," provide capital and asset information in U.S. dollars using the procedure consistent with the risk-based framework required by the home country supervisor. If the answer to Line item 1 is "no," then provide the organization's best approximation under the Basel Capital Accord of the capital and asset information requested in U.S. Dollars.

U.S. Dollar Amounts in Millions

2. Tier 1 capital.....

FBOQ	8274	Tri	Bill	Mill
FBOQ	3792			
FBOQ	A223			
FBOQ	2170			

 2.
3. Total risk-based capital 3.
4. Risk-weighted assets 4.
5. Total assets at end of period 5.

6. Enter the as-of date for the financial data provided above

FBOQ	Month	Day	Year
C116	MM	DD	YYYY

 6.

Note: Part 1 is to be reported by each top-tier FBO annually if it or any FBO in its tiered structure has not effectively elected to be a financial holding company (FHC). Part 1 is to be reported by each top-tier FBO quarterly if it or any in its tiered structure has effectively elected to be an FHC.

For Federal Reserve Bank Use Only			
Top-tier FBO RSSD ID		Lower-tier FBO RSSD ID	
Freq. Indicator	C.I.	S.F.	F.C.

Part 2. Capital and Asset Information for Lower-tier FBOs Operating a Branch or an Agency or Owning an Edge or Agreement Corporation, or a Commercial Lending Company Subsidiary in the United States (where any FBO in the Organization's tiered structure has effectively elected to be a financial holding company)*

General Information:

Legal title of lower-tier FBO operating a branch, or an agency, or owning an Edge/Agreement Corporation, or a commercial lending company subsidiary in the United States

Country of lower-tier FBO operating a branch, or an agency, or owning an Edge/Agreement Corporation, or a commercial lending company subsidiary in the United States

1. Is the reporting lower-tier FBO required by its home country supervisor to calculate its capital ratios using a risk-adjusted framework consistent with the Basel Capital Accord? (Enter "1" for yes; enter "0" for no).....

FBOQ	
B182	

 1.

If the answer to Line item 1 is "yes," provide capital and asset information in U.S. dollars using the procedure consistent with the risk-based framework required by the home country supervisor. If the answer to Line item 1 is "no," then provide the organization's best approximation under the Basel Capital Accord of the capital and asset information requested in U.S. Dollars.

U.S. Dollar Amounts in Millions

2. Tier 1 capital

FBOQ	8274	Tri	Bill	Mill
------	------	-----	------	------

 2.
 3. Total risk-based capital

FBOQ	3792			
------	------	--	--	--

 3.
 4. Risk-weighted assets

FBOQ	A223			
------	------	--	--	--

 4.
 5. Total assets at end of period

FBOQ	2170			
------	------	--	--	--

 5.

6. Enter the as-of date for the financial data provided above

FBOQ	Month	Day	Year
C118	MM	DD	CCYY

 6.

* A separate version of Part 2 should be submitted for each of the top-tier reporter's lower-tier FBOs that meet these reporting requirements.

For Federal Reserve Bank Use Only			
Top-tier FBO R8SD ID	_____	S.F.	_____
Lower-tier FBO R8SD ID	_____	F.C.	_____
Freq. Indicator C.I.	_____		