

Board of Governors of the Federal Reserve System



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

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 C.F.R. § 225.5(b)) and Section 10(c)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)).

The Financial Statements of U.S. Nonbank Subsidiaries of U.S.

Holding Companies 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 of U.S. Holding Companies must be signed by an authorized officer of the holding company.

I, the undersigned officer of the holding company attest that the FR Y-11 reports listed on the following page(s) for this report date have 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.

Printed Name of Officer (BHCS C490)

Title of Officer (BHCS C491)

Signature of Officer

Date of Signature (MM/DD/YYYY) (BHCS J196)

Date of Report: **June 30, 2016**

Month / Day / Year (BHCS 9999)

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

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

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

Number of reports attested to under this signature.....

BHCS	
444	

Person to whom questions about these reports should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

Area Code / FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

HC RSSD ID _____
 SUB RSSD ID _____
 C.I. _____

Detailed Listing of Subsidiaries

Holding companies must provide the information requested below for each nonbank subsidiary included in this submission. This page must be attached to page 1 and placed in the holding company's file and should not be submitted to the Reserve Bank.

Name(s) of Nonbank Subsidiary	Mailing Address			Subsidiary RSSD ID
1. Legal Name of Nonbank Subsidiary	Street / PO Box			RSSD ID
2. Legal Name of Nonbank Subsidiary	City	State	Zip Code	RSSD ID
3. Legal Name of Nonbank Subsidiary	Street / PO Box			RSSD ID
4. Legal Name of Nonbank Subsidiary	City	State	Zip Code	RSSD ID
5. Legal Name of Nonbank Subsidiary	Street / PO Box			RSSD ID
6. Legal Name of Nonbank Subsidiary	City	State	Zip Code	RSSD ID
7. Legal Name of Nonbank Subsidiary	Street / PO Box			RSSD ID
8. Legal Name of Nonbank Subsidiary	City	State	Zip Code	RSSD ID
9. Legal Name of Nonbank Subsidiary	Street / PO Box			RSSD ID
10. Legal Name of Nonbank Subsidiary	City	State	Zip Code	RSSD ID
	Street / PO Box			
	City	State	Zip Code	

Note: If there are more than 10 submissions, attach additional pages.

Legal Name of Nonbank Subsidiary (TEXT 9012)

(Mailing Address of Nonbank Subsidiary) Street / PO 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)

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

	Dollar Amounts in Thousands	BHCS	Amount
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) Fees and commissions from annuity sales	C887		5.a.(9)
(10) Other noninterest income	B497		5.a.(10)
b. From related organizations	4619		5.b.
c. Total noninterest income (sum of items 5.a.(1) through 5.a.(10) 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(ies)	3147		11.
12. Net income (loss) (sum of items 8, 10, and 11 minus item 9)	4340		12.

Memoranda

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)

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 (included in items 5.a.(3), 5.a.(6), 5.a.(10), and 5.b above)

Dollar Amounts in Thousands	BHCS	Amount
	F228	

M.1.

J980	
------	--

M.2.

Schedule IS-A—Changes in Equity Capital

	Dollar Amounts in Thousands	BHCS	Amount	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Income Statements)	3217			1.
2. Net income (loss) (must equal Income Statement, item 12)	BHCT			2.
3. Sale, conversion, acquisition, or retirement of common stock and perpetual preferred stock.....	4340			3.
4. LESS: Cash dividends declared	BHCS			4.
5. Other comprehensive income ¹	A035			5.
6. Other adjustments to equity capital	4598			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).....	B511			7.
	3581			
	BHCT			
	3210			

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	Amount	
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.
4. Provision for loan and lease losses (must equal Schedule IS, item 4).....	BHCT			4.
5. Adjustments	4230			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)	BHCS			6.
	4815			
	BHCT			
	3123			

Schedule BS—Balance Sheet

	Dollar Amounts in Thousands	BHCS	Amount	
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	BHCS	Amount	
Liabilities and Equity Capital				
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.

For Federal Reserve Bank Use Only

C.I. _____

	Dollar Amounts in Thousands	BHCS	Amount	
Derivatives and Off-Balance-Sheet Items				
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.

Memoranda

	Dollar Amounts in Thousands	BHCS	Amount	
<i>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.</i>				
1. Financial assets and liabilities measured at fair value under a fair value option				
a. Total assets		F819		M.1.a.
b. Total liabilities.....		F820		M.1.b.

Schedule BS-A—Loans and Lease Financing Receivables

(exclude balances with related institutions)

	Dollar Amounts in Thousands	BHCS	Amount	
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.
	2122			
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. Loans restructured in troubled debt restructurings (included in items 7.a through 7.c above)	J979			7.d.

Memoranda

	Dollar Amounts in Thousands	BHCS	Amount	
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 the previous December 31 report date, 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	Amount	
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)	A019	Number	2.a.
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. Assets held in trading accounts (excluding trading balances with related organizations):			
a. Securities of U.S. government and its agencies.....	5468		6.a.
b. Securities of all foreign governments and official institutions.....	5469		6.b.
c. Equity securities	5470		6.c.
d. Corporate bonds, notes, and debentures	5477		6.d.
e. Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts.....	A210		6.e.
f. Loans.....	G208		6.f.
(1) Loans that are past due 90 days or more:			
(a) Fair value	F639		6.f.(1)(a)
(b) Unpaid principal balance	F640		6.f.(1)(b)
g. Other (including commercial paper)	5478		6.g.
7. Other assets:			
a. Accrued interest receivable	B556		7.a.
b. Prepaid expenses	A022		7.b.
c. Net deferred tax assets	A023		7.c.
d. Accounts receivable	A024		7.d.
8. Earning assets.....	3197		8.
9. Balances due from related institutions, gross:			
a. Balances due from holding company (parent companies only), gross.....	1725		9.a.
b. Balances due from subsidiary banks of the holding company, gross	1726		9.b.
c. Balances due from other nonbank subsidiaries of the holding company, gross	1793		9.c.
10. Commercial paper issued	2309		10.
11. Borrowings that reprice within one year.....	3298		11.
12. Other liabilities:			
a. Expenses accrued and unpaid.....	A025		12.a.
b. Net deferred tax liabilities	A026		12.b.
c. Accounts payable.....	A027		12.c.
13. Balances due to related institutions, gross:			
a. Balances due to holding company (parent companies only), gross	1781		13.a.
b. Balances due to subsidiary banks of the holding company, gross	1782		13.b.
c. Balances due to other nonbank subsidiaries of the holding company, gross	1794		13.c.
14. Perpetual preferred stock and related surplus	3283		14.
15. Assets sold with recourse.....	A016		15.

Notes to the Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the 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 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	Amount
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

TEXT	Dollar Amounts in Thousands	BHCS	Amount
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	

Board of Governors of the Federal Reserve System



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

Report at the close of business as of the last calendar day in December

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 C.F.R. § 225.5(b)) and Section 10(c)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)).

The Abbreviated Financial Statements of U.S. Nonbank Subsidiaries

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

I, the undersigned officer of the holding company attest that the FR Y-11S reports listed on the following page(s) for this report date have 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.

Printed Name of Officer (BHCS C490)

Title of Officer (BHCS C491)

Signature of Officer

Date of Signature (MM/DD/YYYY) (BHCS J196)

Date of Report:

Month / Day / Year (BHCS 9999)

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

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Number of reports attested to under this signature.....

BHCS
J444

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

For Federal Reserve Bank Use Only

HC RSSD ID _____
SUB RSSD ID _____
C.I. _____

Person to whom questions about these reports should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

Area Code / FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Detailed Listing of Subsidiaries

Holding companies must provide the information requested below for each nonbank subsidiary included in this submission. This page must be attached to page 1 and placed in the holding company's file and should not be submitted to the Reserve Bank.

Name(s) of Nonbank Subsidiary	Mailing Address	Subsidiary RSSD ID
1. Legal Name of Nonbank Subsidiary	Street / PO Box	RSSD ID
2. Legal Name of Nonbank Subsidiary	City _____ State _____ Zip Code	RSSD ID
3. Legal Name of Nonbank Subsidiary	Street / PO Box	RSSD ID
4. Legal Name of Nonbank Subsidiary	City _____ State _____ Zip Code	RSSD ID
5. Legal Name of Nonbank Subsidiary	Street / PO Box	RSSD ID
6. Legal Name of Nonbank Subsidiary	City _____ State _____ Zip Code	RSSD ID
7. Legal Name of Nonbank Subsidiary	Street / PO Box	RSSD ID
8. Legal Name of Nonbank Subsidiary	City _____ State _____ Zip Code	RSSD ID
9. Legal Name of Nonbank Subsidiary	Street / PO Box	RSSD ID
10. Legal Name of Nonbank Subsidiary	City _____ State _____ Zip Code	RSSD ID
	Street / PO Box	
	City _____ State _____ Zip Code	

Note: If there are more than 10 submissions, attach additional pages.

Abbreviated Financial Statements

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

Legal Name of Nonbank Subsidiary (TEXT 9012)

(Mailing Address of Nonbank Subsidiary) Street / PO Box (TEXT 9013)

If the name of the nonbank subsidiary has changed since the previous FR Y-11S 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)

	Dollar Amounts in Thousands	BHCS	Amount	
1. Net income	4340			1.
2. Total assets.....	2170			2.
3. Equity capital.....	3210			3.
4. Total off-balance-sheet items	2013			4.
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).....		0=No 1=Yes	BHCS F822	5.