

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(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

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.

Date of Report: _____
 Month / Day / Year (BHCS 9999)

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)

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

 Title of Officer (BHCS C491)

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

 Signature of Officer

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

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

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

BHCS	J444	
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Person to whom questions about these reports should be directed:

To be completed for the December report only.

Indicate whether the subsidiary(ies) meets the annual or quarterly filing criteria for December (Enter "1" for annual; enter "2" for quarterly).....

BHCS	6909	
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 Name / Title (TEXT 8901)

 Area Code / Phone Number (TEXT 8902)

 Area Code / FAX Number (TEXT 9116)

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

 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 _____ City State Zip Code	_____ RSSD ID
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(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

	Dollar Amounts in Thousands	BHCS	Amount	
<i>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.</i>				
1. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule IS, item 1.a).....		F228		M.1.
<i>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.</i>				
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)		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.
	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)	BHCT		
	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	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.
	BHCT		
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)	BHCT		
	3123		6.

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.

- 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.
- Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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	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		
	2122		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. 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			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				
			B057		1.
2.	B058				
			B058		2.
3.	B059				
			B059		3.
4.	B060				
			B060		4.
5.	B061				
			B061		5.
6.	B062				
			B062		6.
7.	B063				
			B063		7.
8.	B064				
			B064		8.
9.	B065				
			B065		9.
10.	B066				
			B066		10.

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(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

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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.

Date of Report: _____
Month / Day / Year (BHCS 9999)

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)

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	

Person to whom questions about these reports should be directed:

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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
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SUB RSSD ID _____
C.I. _____

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

Abbreviated Financial Statements

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(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.