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## INSTRUCTIONS FOR PREPARATION OF

# Parent Company Only Financial Statements for Small Holding Companies

## GENERAL INSTRUCTIONS

### Who Must Report

#### A. Reporting Criteria

All bank holding companies, savings and loan holding companies,<sup>1</sup> and securities holding companies (collectively “holding companies”) regardless of size, are required to submit financial statements to the Federal Reserve, unless specifically exempted (see description of exemptions below).

The specific reporting requirements for each holding company depend upon the size of the holding company, or other specific factors as determined by the appropriate Federal Reserve Bank. Holding companies must file the appropriate forms as described below:

- (1) **Holding Companies With Total Consolidated Assets of Less Than \$3 billion.** Holding companies with total consolidated assets of less than \$3 billion must file the *Parent Company Only Financial Statements for Small Holding Companies* (FR Y-9SP) on a semiannual basis as of the last calendar day of June and December.<sup>2</sup>

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1. Savings and loan holding companies do not include any trust (other than a pension, profit-sharing, stockholders’ voting, or business trust) which controls a savings association if such trust by its terms must terminate within 25 years or not later than 21 years and 10 months after the death of individuals living on the effective date of the trust, and (a) was in existence and in control of a savings association on June 26, 1967, or, (b) is a testamentary trust. See Section 238.2 of Regulation LL for more information.

2. The Reserve Bank with whom the reporting holding company files its reports may require that a holding company with total consolidated assets of less than \$3 billion submit the FR Y-9C and the FR Y-9LP reports to meet supervisory needs. Reserve Banks will consider such criteria including, but not limited to, whether the holding company (1) is engaged in significant nonbanking activities either directly or through a nonbank subsidiary; (2) conducts significant off-balance-sheet activities, including

*For tiered holding companies.* Except as noted below, when holding companies with total consolidated assets of less than \$3 billion own or control, or are owned or controlled by, other holding companies (i.e., are tiered holding companies), the top-tier holding company must file the FR Y-9SP for the top-tier parent company of the holding company. In addition, such tiered holding companies, must also submit, or have the subsidiary holding company submit, a separate FR Y-9SP for each lower-tier holding company.

When a holding company that has total consolidated assets of less than \$3 billion is a subsidiary of a holding company with the total consolidated assets of \$3 billion or more, the holding company with total consolidated assets of less than \$3 billion would report on the FR Y-9LP rather than the FR Y-9SP.

The FR Y-9SP consists of a balance sheet, income statement, and memoranda items.

- (2) **Holding Companies that are Employee Stock Ownership Plans.** Holding companies that are employee stock ownership plans (ESOPs) as of the last calendar day of the calendar year must file the *Financial Statements for Employee Stock Ownership Plan Holding Companies* (FR Y-9ES) on an annual basis, as of December 31. No other FR Y-9 series form is required. However, holding companies that are subsidiaries of ESOP holding companies (i.e., a tiered holding company) must submit the appropriate

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securitizations or managing or administering assets for third parties, either directly or through a nonbank subsidiary; or (3) has a material amount of debt or equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission.

In addition, any holding company that is not subject to the Federal Reserve’s Capital Adequacy Guidelines, but nonetheless elects to comply with the guidelines, are required to file a complete FR Y-9C and FR Y-9LP report, and generally would not be permitted to revert back to filing the FR Y-9SP report in any subsequent periods.

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# General Instructions

FR Y-9 series in accordance with holding company reporting requirements.

- (3) **Holding Companies with Total Consolidated Assets of \$3 billion or More.** Holding companies with total consolidated assets of \$3 billion or more (the top tier of a multi-tiered holding company, when applicable) must file:

- (a) **the Consolidated Financial Statements for Holding Companies (FR Y-9C)** quarterly, as of the last calendar day of March, June, September, and December.
- (b) **the Parent Company Only Financial Statements for Large Holding Companies (FR Y-9LP)** quarterly, as of the last calendar day of March, June, September, and December.

Each holding company that files the FR Y-9C must submit the FR Y-9LP for its parent company.

**For tiered holding companies.** When holding companies with total consolidated assets of \$3 billion or more, own or control, or are owned or controlled by, other holding companies (i.e., are tiered holding companies), only the top-tier holding company must file the FR Y-9C for the consolidated holding company organization unless the top-tier holding company is exempt from reporting the FR Y-9C. If a top-tier holding company is exempt from reporting the FR Y-9C, then the lower-tier holding company (with total consolidated assets of \$3 billion or more) must file the FR Y-9C.

In addition, such tiered holding companies, regardless of the size of the subsidiary holding company, must also submit, or have the holding company subsidiary submit, a separate FR Y-9LP for each lower-tier holding company.

The instructions for the FR Y-9C, FR Y-9LP and FR Y-9ES are not included in this booklet, but may be obtained from the Federal Reserve Bank in the district where the holding company files its reports, or may be found on the Federal Reserve Board's public website ([www.federalreserve.gov/boarddocs/reportforms](http://www.federalreserve.gov/boarddocs/reportforms)).

## B. Exemptions from Reporting the Holding Company Financial Statements

The following holding companies do not have to file holding company financial statements:

- (1) a holding company that has been granted an exemption under Section 4(d) of the Holding Company Act; or
- (2) "qualified foreign banking organization" as defined by section 211.23(a) of Regulation K (12 CFR 211.23 (a)) that controls a U.S. subsidiary bank.

Holding companies that are not required to file under the above criteria may be required to file this report by the Federal Reserve Bank of the district in which they are registered.

## C. Shifts in Reporting Status

A top-tier holding company that reaches \$3 billion or more in total consolidated assets as of June 30 of the preceding year must begin reporting the FR Y-9C and the FR Y-9LP in March of the current year, and any lower-tier holding companies must begin reporting the FR Y-9LP in March of the current year. If a top-tier holding company reaches \$3 billion or more in total consolidated assets due to a business combination, then the holding company must begin reporting the FR Y-9C and the FR Y-9LP with the first quarterly report date following the effective date of the business combination, and any lower-tier holding companies must begin reporting the FR Y-9LP with the first quarterly report date following the effective date of the business combination. In general, once a holding company reaches or exceeds \$3 billion in total consolidated assets and begins filing the FR Y-9C and FR Y-9LP, it should file a complete FR Y-9C and FR Y-9LP going forward (and any lower-tier holding companies should file a complete FR Y-9LP going forward). If a top-tier holding company's total consolidated assets should subsequently fall to less than \$3 billion for four consecutive quarters, then the holding company may revert to filing the FR Y-9SP (and any lower-tier holding companies in those organizations may revert to filing the FR Y-9SP).

## Where to Submit the Reports

### Electronic Submission

All holding companies are required to submit their completed reports electronically. Holding companies should contact their district Reserve Bank or go to [www.frbsservices.org/centralbank/reportingcentral/index.html](http://www.frbsservices.org/centralbank/reportingcentral/index.html) for procedures for electronic submission.

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# General Instructions

## When to Submit the Reports

The *Parent Company Only Financial Statements for Small Holding Companies* (FR Y-9SP) are required to be submitted as of June 30 and December 31. The submission date is 45 calendar days after the as of date unless that day falls on a weekend or holiday (subject to the timely filing provisions). For example, the June 30 report must be received by August 14 and December 31 report by February 14. The term “submission date” is defined as the date by which the Federal Reserve must receive the holding company’s FR Y-9SP.

If the submission deadline falls on a weekend or holiday, the report must be received on the first business day after the Saturday, Sunday, or holiday. Earlier submission aids the Federal Reserve in reviewing and processing the reports and is encouraged. No extensions of time for submitting reports are granted.

The reports are due by the end of the reporting day on the submission date (i.e., 5:00 P.M. at each of the Reserve Banks).

## How to Prepare the Reports

### A. Applicability of GAAP, Accrual Basis, and Equity Method

Holding companies are required to prepare and file the *Parent Company Only Financial Statements for Small Holding Companies* in accordance with generally accepted accounting principles (GAAP) as set forth in the FASB Accounting Standards Codification and these instructions. For purposes of these instructions, the FASB Accounting Standards Codification is referred to as “ASC.” All reports shall be prepared in a consistent manner.

The holding company’s financial records shall be maintained in such a manner and scope so as to ensure that the *Parent Company Only Financial Statements for Small Holding Companies* can be prepared and filed in accordance with these instructions and reflect a fair presentation of the holding company’s financial condition and results of operations.

Holding companies should retain workpapers and other records used in the preparation of these reports.

### Accrual Basis Reporting

All reports must be prepared on an accrual basis. On the accrual basis, income is recognized at the time it is

earned, not necessarily when it is received. Expenses are recognized as they are incurred, not necessarily when they are paid.

### Equity Method of Accounting for Investments in Bank and Nonbank Subsidiaries and Associated Companies

Each holding company in preparing its parent company only financial statements shall account for all investments in subsidiaries, associated companies, and those corporate joint ventures over which the holding company exercises significant influence according to the equity method of accounting, as prescribed by GAAP. The equity method of accounting is described in items 4, 5, and 6 on Schedule SC, Balance Sheet.

### B. Report Form Captions, Non-applicable Items and Instructional Detail

No caption on the report forms shall be changed in any way. An amount or a zero should be entered for all items except where the reporting holding company cannot report a line item because of the nature of their organization. For example, if the parent company does not own any subsidiary holding companies, Schedule SC items 6(a), 6(b), and 6(c) should be left blank. A zero should be entered whenever a parent company can participate in an activity, but does not, on the report date, have any outstanding balances.

Questions and requests for interpretations of matters appearing in any part of these instructions should be addressed to the appropriate Federal Reserve Bank (that is, the Federal Reserve Bank in the district where the holding company submits this report).

### C. Rounding

All holding companies must report all dollar amounts in thousands, with the figures rounded to the nearest thousand. Items less than \$500 will be reported as zero. Rounding could result in details not adding to their stated totals. However, in order to ensure consistent reporting, the rounded detail items should be adjusted so that totals and the sums of their components are identical.

On the *Parent Company Only Financial Statements for Small Holding Companies*, “Total assets” (Balance Sheet, item 9) and “Total liabilities and equity capital” (Schedule SC, item 17), which must be equal, must be

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# General Instructions

derived from unrounded numbers and then rounded in order to ensure that these two items are equal as reported.

## D. Negative Entries

Except for the items listed below, negative entries are generally not appropriate on the FR Y-9SP and should not be reported. Hence, assets with credit balances must be reported in liability items and liabilities with debit balances should be reported in asset items, as appropriate, and in accordance with these instructions. Items for which negative entries may be made include:

- (1) Schedule SC, items 4(a), 5(a), and 6(a) “Equity investment in bank subsidiary,” “Equity investment in nonbank subsidiary(ies),” and “Equity investment in subsidiary holding company(ies).”
- (2) Schedule SC, items 4(b), 5(b), and 6(b), “Goodwill associated with investment in bank subsidiary,” “Goodwill associated with investment in nonbank subsidiary,” and “Goodwill associated with investment in subsidiary holding company.”
- (3) Schedule SC, item 16(c), “Retained earnings.”
- (4) Schedule SC, item 16(d), “Accumulated other comprehensive income.”
- (5) Schedule SC, item 16(e), “Other equity capital components.”

When negative entries do occur in one or more of these items, they shall be recorded with a minus (–) sign rather than in parenthesis.

On the Parent Company Only Income Statement, negative entries may appear as appropriate. Income items with a debit balance and expense items with a credit balance must be reported with a minus (–) sign.

## E. Confidentiality

The completed version of this report is available to the public upon request on an individual basis. However, a reporting holding company may request confidential treatment for the *Parent Company Only Financial Statements for Small Holding Companies* (FR Y-9SP) if the holding company is of the opinion that disclosure of specific commercial or financial information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing prior to the electronic submission of the report. The request must discuss *in writing* the justification for which confidentiality is requested and must demonstrate the specific nature of the harm that would result from public release of the information; merely stating that competitive harm would result or that information is personal is not sufficient.

**Check Box.** Holding companies must select on page 1 of the form whether any confidential treatment is requested for any portion of the report. If the answer to the first question is “Yes,” the Reporter must indicate whether a letter justifying the request for confidential treatment is included with the submission or has been provided separately. *If an institution does not fulfill both requirements, or does not check the appropriate boxes, confidential treatment will not be considered.*

**Note: Responses to the questions regarding confidential treatment on page 1 of the form will be considered public information.**

Information, for which confidential treatment is requested, may subsequently be released by the Federal Reserve System in accordance with the terms of 12 CFR 261.16, or otherwise provided by law. The Federal Reserve may subsequently release information for which confidential treatment is accorded if the Board of Governors determines that the disclosure of such information is in the public interest. If the Federal Reserve deems it necessary to release confidential data, the reporting institution will be notified before it is released.

## F. Verification and Signatures

**Verification.** All addition and subtraction should be double-checked before reports are submitted. Totals and subtotals in supporting materials should be cross-checked to corresponding items elsewhere in the reports. Before a report is submitted, all amounts should be compared with the corresponding amounts in the previous report. If there are any unusual changes from the previous report, a brief explanation of the changes should be provided to the appropriate Reserve Bank.

**Signatures.** The *Parent Company Only Financial Statements for Small Holding Companies* must be signed by the Chief Financial Officer of the holding company (or by the individual performing this equivalent function).

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# General Instructions

*Holding companies must maintain in their files a manually signed and attested printout of the data submitted.* By signing the cover page of this report, the authorized officer acknowledges that any knowing and willful misrepresentation or omission of a material fact on this report constitutes fraud in the inducement and may subject the officer to legal sanctions provided by 18 USC 1001 and 1007. The cover page of the Reserve Bank-supplied, holding company's software, or from the Federal Reserve's website report form should be used to fulfill the signature and attestation requirement and this page should be attached to the printout placed in the holding company's files.

## **G. Amended Reports**

The Federal Reserve may require the filing of amended *Parent Company Only Financial Statements for Small Holding Companies* if reports as previously submitted contain significant errors. In addition, a holding company should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve.

The Federal Reserve also requests that holding companies that have restated their prior period financial statements as a result of an acquisition accounted for on a pooling of interest basis submit revised reports for the prior year-ends. In the event that certain of the required data is not available, holding companies should contact the appropriate Reserve Bank for information on submitting revised reports.

## **H. Organization of the Instruction Book**

The instruction book is divided into two sections:

- (1) The General Instructions describing overall reporting requirements.
- (2) The Line Item Instructions for each schedule of the report for the parent company only of the holding company.

Additional copies of this instruction book may be obtained from the Federal Reserve Bank in the district where reporting holding company submits its FR Y-9SP reports, or may be found on the Federal Reserve Board's public website ([www.federalreserve.gov](http://www.federalreserve.gov)).



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LINE ITEM INSTRUCTIONS FOR

# Income Statement Schedule SI

The Income Statement reflects income and expenses for the calendar year-to-date, the period from January 1 to June 30 for the June 30 reporting period and the period from January 1 to December 31 for the December 31 reporting period.

*For purposes of this report, a savings and loan holding company should report income from its savings association(s) (as defined in section 238.2 of Regulation LL), nonbank subsidiary(ies), and subsidiary savings and loan holding company(ies) following the same guidelines and accounting rules set forth in these instructions for a bank holding company.*

## Operating Income

### Line Item 1. Income from bank subsidiary(ies).

#### Line Item 1(a) Dividends.

Report the amount of the holding company's proportionate share of the dividends declared by the bank subsidiary(ies) during the reporting period (calendar year-to-date). **(See the worksheet provided to assist in the calculation of this amount.)** Holding companies that own equity capital in associated banks, as previously defined, should also report their proportionate interest in the dividends declared by these banks.

#### Line Item 1(b) Other income from bank subsidiary(ies).

Report the income from the bank subsidiary(ies) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income.

Report interest income paid or payable to the reporting holding company related to cash and balances due from and extensions of credit to bank subsidiaries and associated banks.

*Exclude* interest income from unrelated depository institutions. Such income is to be included in item 4 below.

Do not include any income tax benefit received from the bank subsidiary(ies) in this item. This should be included in the amount reported in item 10 below, "Applicable income taxes (benefits)."

### Line Item 2 Income from nonbank subsidiary(ies).

#### Line Item 2(a) Dividends.

Report the amount of the holding company's proportionate share of the dividends declared by the nonbank subsidiary(ies) during the reporting period. Holding companies that own equity capital in associated nonbank companies, as previously defined, should also report their proportionate interest in the dividends declared by these nonbank companies.

**If the reporting holding company is a tiered holding company, the dividends from the subsidiary holding company(ies) should be reported in this item 3(a), "Dividends from subsidiary holding company(ies)."**

#### Line Item 2(b) Other income.

Report the income from nonbank subsidiary(ies) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income.

Report interest income paid or payable to the reporting holding company related to cash and balances due from and extensions of credit to nonbank subsidiaries and associated nonbank companies.

**If the reporting holding company is a tiered holding company, other income from subsidiary holding company(ies) should be reported in item 3(b), "Other income from subsidiary holding company(ies)."**

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# Schedule SI

## **Line Item 3 Income from subsidiary holding company(ies).**

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

### **Line Item 3(a) Dividends.**

Report the amount of the reporting parent holding company's proportionate share of the dividends declared by the subsidiary holding company during the reporting period calendar year-to-date. Reporting parent holding companies that own equity capital in associated holding companies, as previously defined, should also report their proportionate interest in the dividends declared by these banks.

### **Line Item 3(b) Other income.**

Report the income from subsidiary holding company(ies) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income. Do not include any income tax benefit received from the subsidiary holding company(ies) in this item. This should be reported in Schedule SI, item 10 below.

### **Line Item 4 Other income.**

Report all other income accrued by the holding company from its direct activities.

Include interest income paid or payable to the reporting holding company related to cash and balances due from and extensions of credit to unrelated depository institutions.

### **Line Item 5 Total operating income.**

Report the sum of items 1(a), 1(b), 2(a), 2(b), 3(a), 3(b), and 4.

### **Line Item 6 Interest expense.**

Report the amount of all interest expense accrued on the holding company's parent company only borrowings reported in Schedule SC item 10(a), "Commercial paper," item 10(b), "Other short-term borrowings," and in item 11, "Long-term borrowings." The amount should reflect interest accrued for the calendar year-to-date.

### **Line Item 7 Other expense.**

Report the amount of all other parent company only expenses incurred by the holding company, other than interest expense, which is reported in item 6 above. Include in this item goodwill impairment losses and amortization expense and impairment losses from other intangible assets. In addition, for purposes of this reporting item, include any interest expense accrued on borrowings reported in Schedule SC item 14, "Balances due to subsidiaries and related institutions."

Holding companies that have adopted ASU 2016-13, which governs the accounting for credit losses, report the amount expensed as the provisions for credit losses, during the calendar year-to-date. The provisions for credit losses represents the amount appropriate to absorb estimated credit losses over the life of the financial assets reported at amortized cost within the scope of the standard. *Exclude* the initial allowances established on the purchase of credit-deteriorated (PCD) financial assets, which are recorded at acquisition as an adjustment to the amortized cost basis of the asset.

### **Line Item 8 Total operating expense.**

Report the sum of items 6 and 7.

### **Line Item 9(a) Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations.**

Report the holding company's pretax income from continuing operations before change in net unrealized holding gains (losses) on equity securities not held for trading. This amount is determined by subtracting line item 5 minus line item 8. Report a negative amount in parentheses.

Note: Holding companies that have adopted ASU 2016-13, which governs the accounting for credit losses, should report the provisions for credit losses in item 7, referenced above.

NOTE: Item 9(b) is to be completed by all holding companies. However, an institution may choose to measure equity securities and other equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.

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# Schedule SI

**Line Item 9(b) Change in net unrealized holding gains (losses) on equity securities not held for trading.**

Report change in net unrealized holding gains (losses) during the year-to-date reporting period on equity securities with readily determinable fair values not held for trading. Include change in net unrealized holding gains (losses) during the year-to-date reporting period on equity securities and other equity investments without readily determinable fair values not held for trading that are measured at fair value through earnings. Also, include impairment, if any, plus or minus changes resulting from observable price changes during the year-to-date reporting period on equity securities and other equity investments without readily determinable fair values not held for trading for which this measurement election is made. If a holding company sells an equity security or other equity investment, but had not yet recorded the change in value to the point of sale since the last value change was recorded, include the change in value of the equity security or other equity investment to the point of sale in this item.

**Line Item 9(c) Income (loss) before applicable income taxes, discontinued operations, and undistributed income.**

Report the institution's pretax income from continuing operations as the sum of Schedule SI, item 9(a), "Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, discontinued operations" and Schedule SI, item 9(b), "Unrealized holding gains (losses) on equity securities not held for trading." Report a negative amount in parentheses.

**Line Item 10 Applicable income taxes (benefits) (estimated).**

Report the total estimated federal, state and local, and foreign income tax expense (if applicable) or benefit applicable to the parent company only income reported in item 9(c), "Income (loss) before applicable income taxes, discontinued operations, and undistributed income" including the tax effects of gains (losses) on securities not held in trading accounts. Include both the current and deferred portions of these income taxes. Also, include the tax benefit of a loss carryforward or carryback for which the source of the income or loss in the current year is reported in SI item 9(a), "Income (loss) before unrealized

holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations." **Do not report the consolidated income tax liability on this line. If the amount is a tax benefit rather than tax expense, enclose it in parentheses.**

**Line Item 11 Discontinued operations, net of applicable income taxes.**

Report the results of discontinued operations, if any, net of applicable income taxes, as determined in accordance with the provisions of ASC Subtopic 202-20, Presentation of Financial Statements-Discontinued Operations (Formerly FASB Statement No. 144, "Accounting for the Impairment of Long-lived Assets"). If the amount reported in this item is a net loss, report it with a minus (-) sign.

**Line Item 12 Income (loss) before undistributed income of subsidiary(ies).**

Report item 9(c) plus item 11 minus item 10.

**Line Item 13 Equity in undistributed income (loss) of subsidiary(ies).****Line Item 13(a) Bank subsidiary(ies).**

Report the amount of the holding company's proportionate interest in the net income (loss) of the bank subsidiary(ies) as reported in Schedule RI, Income Statement, item 12, of the bank subsidiary's Report of Income *less* any dividends declared by the bank subsidiary(ies) for the calendar year-to-date, from January 1 to June 30 for the June 30 reporting period and from January 1 to December 31 for the December 31 reporting period. (See the worksheet for assistance.)

**Line Item 13(b) Nonbank subsidiary(ies).**

Report the amount of the holding company's proportionate interest in the nonbank subsidiary(ies) net income (loss) less any dividends declared by the nonbank subsidiary(ies) for the calendar year-to-date.

**If the reporting holding company is a tiered holding company, the equity in undistributed income (loss) of the subsidiary holding company(ies) should be reported in item 13(c), "Subsidiary holding company(ies)" below.**

**Line Item 13(c) Subsidiary holding company(ies).**

**This item is to be reported only by those holding companies that are tiered holding companies.**



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# Schedule SI

Report the amount of the reporting parent holding company's proportionate interest in the subsidiary holding company's net income (loss) as reported separately by the *subsidiary* holding company in its FR Y-9SP, Schedule SI, item 14 *less* the reporting parent holding company's proportionate share of any dividends declared by the subsidiary holding company as reported in its FR Y-9SP under Schedule SI, item 3(a) for the calendar year-to-date.

## **Line Item 14 Net income (loss).**

Report the sum of items 12, 13(a), 13(b), and 13(c).

## **Memoranda**

### **Line Item M1 Cash dividends (or non-taxable distributions) declared by the holding company to its shareholders.**

Report the amount of cash dividends (or non-taxable distributions) declared by the holding company during the calendar year-to-date. This includes dividends declared before but not payable until after the reporting date.

### **Line Item M2 Does the reporting 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.)**

Indicate whether the holding company has elected, for federal income tax purposes, an "S corporation" status, as defined in Internal Revenue Code Section 1361 as of the report date. Enter "1" for yes; enter "0" for no. In order to be an S corporation, the holding company must have a valid election with the Internal Revenue Service and obtain the consent of all of its shareholders. In addition, the holding company must meet specific criteria for federal income tax purposes at all times during which the election remains in effect. These specific criteria include, for example, having no more than 75 qualifying shareholders and having only one class of stock outstanding.

### **Line Item M3 Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above).**

Report the amount of interest expense as of the year-to-date reporting period that has been paid by the parent holding company on parent company notes held by special-purpose subsidiaries that have issued "trust pre-

ferred securities." In these transactions, a special-purpose subsidiary (typically, a trust) of the parent company issues preferred securities and lends the proceeds of its issuance to its parent company in exchange for a deeply subordinated intercompany note from the parent company.

NOTE: The amount of interest expense paid to special-purpose subsidiaries that have issued trust preferred securities reported in this item should also be included as part of the total amount reported in Schedule SI, item 7, "Other expenses." See the instructions for Schedule SI, item 7.

***Memorandum item 4 is to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.***

*Memoranda item 4 is to be completed by holding companies that have adopted ASC Topic 820, Fair Value Measurements and Disclosures (formerly FASB Statement No. 157, "Fair Value Measurements"), and have elected to report certain assets and liabilities at fair value with changes in fair value recognized in earnings in accordance with U.S. generally accepted accounting principles (GAAP) (i.e., ASC Subtopic 825-10, Financial Instruments – Overall (formerly FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities"); ASC Subtopic 815-15, Derivatives and Hedging – Embedded Derivatives (formerly FASB Statement No. 155, "Accounting for Certain Hybrid Financial Instruments"); and ASC Subtopic 860-50, Transfers and Servicing – Servicing Assets and Liabilities (formerly FASB Statement No. 156, "Accounting for Servicing of Financial Assets")). This election is generally referred to as the fair value option.*

*If the holding company has elected to apply the fair value option to interest-bearing financial assets and liabilities, it should report the interest income on these financial assets (except any that are in nonaccrual status) and the interest expense on these financial liabilities for the year-to-date in the appropriate interest income and interest expense items on Schedule SI, not as part of the reported change in fair value of these assets and liabilities for the year-to-date. The holding company should measure the interest income or interest expense on a financial asset or liability to which the fair value option has been applied using either the contractual interest rate on the asset or liability or the effective yield method*

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## Schedule SI

*based on the amount at which the asset or liability was first recognized on the balance sheet. Although the use of the contractual interest rate is an acceptable method under GAAP, when a financial asset or liability has a significant premium or discount upon initial recognition, the measurement of interest income or interest expense under the effective yield method more accurately portrays the economic substance of the transaction. In addition, in some cases, GAAP requires a particular method of interest income recognition when the fair value option is elected. For example, when the fair value option has been applied to a beneficial interest in securitized financial assets within the scope of ASC Subtopic 325-40, Investments-Other – Beneficial Interests in Securitized Financial Assets (formerly Emerging Issues Task Force Issue No. 99-20, “Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets”), interest income should be measured in accordance with the consensus in this Issue. Similarly, when the fair value option has been applied to a purchased impaired loan or debt security accounted for under ASC Subtopic 310-30, Receivables – Loans and Debt Securities Acquired with Deteriorated Credit Quality (formerly AICPA Statement of Position*

*03-3, “Accounting for Certain Loans or Debt Securities Acquired in a Transfer”), interest income on the loan or debt security should be measured in accordance with this Subtopic when accrual of income is appropriate. Revaluation adjustments, excluding amounts reported as interest income and interest expense, to the carrying value of all assets and liabilities reported in Schedule SC at fair value under a fair value option (excluding servicing assets and liabilities reported in Schedule SC, item 7, “Other assets,” and Schedule SC, item 13, “Other liabilities,” respectively, and trading assets and trading liabilities reported in Schedule SC, item 7, and Schedule SC, item 13, respectively) resulting from the periodic marking of such assets and liabilities to fair value should be reported as “Other income” in Schedule SI, item 4.*

**Line Item M4 Net change in fair values of financial instruments accounted for under a fair value option.**

Report the net change in fair values of all financial instruments that the holding company has elected to account for under the fair value option that is included in item 5, “Total operating income.”

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LINE ITEM INSTRUCTIONS FOR

# Balance Sheet

## Schedule SC

*For purposes of this report, a savings and loan holding company should report income from its savings association(s) (as defined in section 238.2 of Regulation LL), nonbank subsidiary(ies), and subsidiary savings and loan holding company(ies) following the same guidelines and accounting rules set forth in these instructions for a bank holding company.*

### Assets

#### **Line Item 1 Cash and due from depository institutions.**

Report in the appropriate item below cash and deposit balances, both noninterest-bearing and interest-bearing, due from depository institutions. Balances due from depository institutions that are subsidiaries or affiliated institutions should be reported on item 1(a). Balances due from all other (i.e., unrelated, or third party) depository institutions should be reported on item 1(b).

Affiliated depository institutions include those institutions that have a direct or indirect relationship with the reporting parent holding company.

Overdrafts should not be reported in this item. Overdrafts with subsidiaries or affiliated companies should be reported under item 14, “Balances due to subsidiaries and related institutions.” Overdrafts with unrelated or third party depository institutions should be reported under item 10(b), “Other short-term borrowings.”

Depository institutions include U.S. commercial banks, savings and loan institutions, mutual savings banks, foreign banks, and any other similar depository institutions.

#### **Line Item 1(a) Balances with subsidiary or affiliated depository institutions.**

Report all currency and coin, demand, time and savings balances, and other cash items due from, or held with, subsidiary or affiliated depository institutions.

#### **Line Item 1(b) Balances with unrelated depository institutions.**

Report all currency and coin, demand, time and savings balances, and other cash items due from, or held with, unrelated depository institutions.

#### **Line Item 2 Securities.**

Report in this item the total value of all debt securities and all equity securities with readily determinable fair values, other than investments in the bank subsidiary(ies), nonbank subsidiary(ies), associated banks, and associated nonbank company(ies), held by the respondent parent holding company. Securities designated as “available-for-sale” must be reported at fair value and securities designated as “held-to-maturity” must be reported at amortized cost in accordance with ASC Topic 320, Investments—Debt and Equity Securities (formerly FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*). The net unrealized holding gains (losses) on available-for-sale securities must be reported in item 16(d), “Accumulated other comprehensive income.” The amount reported in item 2 must equal the sum of memoranda items 7(a) through 7(c).

Exclude equity securities held by the parent holding company that do not have readily determinable fair values, which are to be reported in item 7 below.

Debt securities include, but are not limited to: U.S. Treasury securities, U.S. Government agency and corporation obligations, commercial paper, securities issued by states and political subdivisions in the U.S. and notes, bonds or debentures issued by private corporations.

Debt securities must include amortization of premium and accretion of discount on securities purchased at other than par or face value (including U.S. Treasury bills).

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## Schedule SC

Equity securities include common stock, perpetual preferred stock, and warrants.

Equity securities owned by a holding company are defined as available-for-sale securities in accordance with ASC Topic 320 and must be reported at fair value as of the report date. The fair value of securities should be determined, to the extent possible, by timely reference to the best available source of current market quotations or other data on relative current value. For example, securities traded on national, regional, or foreign exchanges or on organized over-the-counter markets should be valued at the most recently available quotation in the most active market. Quotations from brokers or others making markets in securities that are neither widely nor actively traded are acceptable if prudently used. Equity securities for which fair value is not readily determinable may be reported at historical cost.

Holding companies that have adopted ASU 2016-13, which governs the accounting for credit losses, report the amortized cost net of any applicable allowance for credit losses.

### **Line Item 3 Loans and lease financing receivables (exclusive of loans and lease financing receivables due from bank(s) and nonbank subsidiaries).**

#### **Line Item 3(a) Loans and leases, held for investment and held for sale.**

Loans and lease financing receivables are extensions of credit resulting from either direct negotiation between the holding company itself and its borrowing customers or the purchase of loans and participations in loans from others. This includes loans and participations in loans purchased *without recourse* from the respondent holding company's bank subsidiary(ies) or its nonbank subsidiaries. Do *not* report direct loans or loans purchased with recourse from bank subsidiary(ies) or nonbank subsidiary(ies) in this item; these loans should be reported in items 4(c) or 5(c) below, as appropriate.

Report the aggregate book value of all loans and leases before deduction of the "Allowance for loan and lease losses," which is to be reported in item 3(b). The amount reported should be reported net of unearned income. Parent holding companies may also report these amounts net of any allocated transfer risk reserve.

The amount reported in this item should include the amount reported in memoranda item 5 below that has

been lent by the parent holding company to executive officers and principal shareholders and their related interests, but should *exclude* amounts reported in memoranda item 5 that have been lent by a nonbank subsidiary(ies) to insiders.

Exclude intercompany loans from this item. Loans to the bank subsidiary(ies) should be reported in item 4(c) below; loans to the nonbank subsidiary(ies) should be reported in item 5(c) below. Also exclude all holdings of commercial paper, which should be reported in item 2 above.

Holding companies that have adopted ASU 2016-13, which governs the accounting for credit losses, should not include any allowance for credit losses on loans held for sale that have been included in Schedule SC, item 3.b, allowance for loan and lease losses.

#### **Line Item 3(b) Less: Allowance for loan and lease losses.**

Report the allowance for loan and lease losses. The amount reported should reflect an evaluation by the management of a holding company of the collectability of the loan and lease financing receivable portfolios, including any accrued and unpaid interest. The amount of the allowance on the balance sheet should be adequate to absorb anticipated losses.

Holding companies that have adopted ASU 2016-13, which governs the accounting for credit losses, report the allowance for credit losses.

#### **Line Item 3(c) Loans and leases, held for investment, and held for sale, net of the allowance for loan and lease losses.**

Report the amount derived by subtracting item 3(b) from 3(a).

#### **Line Item 4 Investment in bank subsidiary(ies).**

**The investment in the bank subsidiary(ies) must be reported under the equity method of accounting on the FR Y-9SP.** Under the equity method, the original investment in the bank subsidiary(ies) is recorded at cost and is adjusted periodically to recognize the holding company's share of the earnings or losses of the bank subsidiary(ies) after the date of the acquisition of the bank(s) by the holding company. Dividends paid by the bank(s) and received by the holding company reduce the amount of the investment while the holding company's



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## Schedule SC

share of the undistributed earnings of the bank subsidiary(ies) (reported in Schedule SI, item 13(a)) increases the amount of the investment in the bank subsidiary(ies) as reported in the FR Y-9SP.

Holding companies that own shares in an associated bank or banks (those banks in which the holding company controls between 20 and 25 percent) should also report their investment in the equity capital of these banks on the equity basis of accounting.

### **Line Item 4(a) Equity investment in bank subsidiary(ies).**

Report the amount of the holding company's investment in the book value of the equity capital of the bank subsidiary(ies) as of the reporting date. This amount generally should be equivalent to the holding company's proportionate interest in the equity capital accounts of the bank subsidiary(ies) as reported in the bank's Report of Condition in Schedule RC-Balance Sheet, item 28. **(See Worksheet for clarification. A worksheet has been provided to assist in the preparation of the response to this item.)** The holding company, if applicable, should also include investments in the stock of any associated banks (those banks in which the holding company controls between 20 and 25 percent).

This item also includes any other equity elements including the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the bank subsidiary(ies) and associated bank(s) and stock-based employee compensation expense that has been credited to the subsidiary's equity (surplus) as described in ASC Topic 718, Compensation-Stock Compensation (formerly FASB Statement No. 123(R), *Shared-Based Payment*).

### **Line Item 4(b) Goodwill.**

Report the amount (book value) of the goodwill associated with the acquisition of the bank subsidiary(ies) that has not been "pushed down" to the books of the bank subsidiary(ies) for financial reporting purposes. The amount of the goodwill associated with investment in the bank subsidiary(ies) should generally be equivalent to the difference between the original cost of the shares of the bank subsidiary(ies) and the book value of the holding company's proportionate share of the equity capital accounts of the bank subsidiary(ies) on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the subsidiary bank(s), and is included in the investment in subsidiary account on the parent's books, should be reported in this item. Any goodwill that has been pushed down to the books of the subsidiary bank(s) should not be reported separately in this item. The amount pushed down would be reported in line item 4(a), "Equity investment in bank subsidiary(ies)."

### **Line Item 4(c) Loans and advances to and receivables due from bank subsidiary(ies).**

Report the total of all loans to the bank subsidiary(ies); notes, bonds, or subordinated debentures issued by the bank subsidiary(ies) that are held by the holding company; dividends declared by the bank subsidiary(ies), but not yet paid; and any other accounts receivable, including tax receivables, from the bank subsidiary(ies). The amount reported should include loans and participation in loans purchased with recourse by the holding company from the bank subsidiary(ies).

### **Line Item 5 Investment in nonbank subsidiary(ies).**

**The investment in nonbank subsidiary(ies) must also be reported under the equity method of accounting on the FR Y-9SP.** Under the equity method, the original investment in the nonbank subsidiary(ies) is recorded at cost and is adjusted periodically to recognize the holding company's share of the earnings or losses of the nonbank subsidiary(ies) after the date of the acquisition of the nonbank subsidiary(ies) by the holding company. Dividends paid by the nonbank subsidiary(ies) and received by the holding company reduce the amount of the investment, while the holding company's share of the undistributed earnings of the nonbank subsidiary(ies) (reported in Schedule SI, item 13(b)) increases the amount of the investment in the nonbank subsidiary(ies) as reported in the FR Y-9SP.

**If the reporting holding company is a tiered holding company, the investment in subsidiary holding company(ies) should be reported in the appropriate sub-items 6(a), 6(b), or 6(c).**

### **Line Item 5(a) Equity investment in nonbank subsidiary(ies).**

Report the amount of the holding company's direct investment in the book value of the equity capital of the



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## Schedule SC

directly or indirectly held nonbank subsidiary(ies) as of the reporting date. This amount generally should be equivalent to the holding company's proportionate interest in the nonbank subsidiary's equity capital accounts as reflected on the financial statements of the nonbank subsidiary as of the report date. The holding company, if applicable, should also include investments in the stock of any associated nonbank company(ies) (those nonbank company(ies) in which the holding company controls between 20 and 25 percent, or any nonbank company(ies) over which the holding company exercises significant influence (such as subsidiaries of a lower-tier holding company, referred to as "indirect" subsidiaries)).

This item also includes any other equity elements including the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the nonbank subsidiary(ies) and stock-based employee compensation expense that has been credited to the subsidiary's equity (surplus) as described in ASC Topic 718, Compensation-Stock Compensation (formerly FASB Statement No. 123(R), *Shared-Based Payment*).

### **Line Item 5(b) Goodwill (associated with the investment in the nonbank subsidiary(ies)).**

Report the amount (book value) of the goodwill associated with the acquisition of the nonbank subsidiary(ies) that has not been "pushed down" to the books of the nonbank subsidiary(ies) for financial reporting purposes. The amount of the goodwill should generally be equivalent to the difference between the original cost of the shares of the nonbank subsidiary(ies) and the book value of the holding company's proportionate share in the interest in the book value of the equity capital accounts of the nonbank subsidiary(ies) on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the nonbank subsidiary(ies), and is included in the investment in subsidiary account on the parent's books, should be reported in this item. Any goodwill that has been pushed down to the books of the nonbank subsidiary(ies) should not be reported separately in this item. The amount pushed down would be reported in line item 5(a), "Equity investment in nonbank subsidiary(ies)."

### **Line Item 5(c) Loans and advances to and receivables due from nonbank subsidiary(ies).**

Report the total of all loans to nonbank subsidiary(ies); notes, bonds, or subordinated debentures issued by the

nonbank subsidiary(ies) that are held by the holding company; dividends declared by the nonbank subsidiary(ies), but not yet paid; and any other accounts receivable due from the nonbank subsidiary(ies).

### **Line Item 6 Investments in subsidiary holding company(ies).**

*These items are to be completed only by companies that have subsidiary holding companies.*

**The investment in subsidiary holding companies must be reported under the equity method of accounting on the FR Y-9SP.** Under the equity method, the original investment in the subsidiary holding company by the holding company directly owning the shares is recorded at cost and is adjusted periodically to recognize the reporting parent holding company's share of the earnings or losses of the subsidiary holding company after the date of the acquisition of the subsidiary holding company by the reporting parent holding company. Dividends declared or paid by the subsidiary holding company and received by the reporting parent holding company reduce the amount of the investment while the reporting parent holding company's share of the undistributed earnings of the subsidiary holding company (reported in Schedule SI, item 13(c) increases the amount of the investment in the subsidiary holding company as reported in the parent holding company's FR Y-9SP.

In addition, the reporting parent holding company that owns shares in an associated lower-tier holding company (those lower-tier holding companies in which the parent holding company controls between 20 and 25 percent) should also report their investment in the equity capital of these companies on the equity basis of accounting.

### **Line Item 6(a) Equity investment.**

Report the amount of the reporting parent holding company's investment in the book value of the equity capital of the subsidiary holding company(ies) as of the reporting date. This amount generally should be equivalent to the reporting parent holding company's proportionate interest in the equity capital accounts of the subsidiary holding company as reported *separately* in the subsidiary holding company's filing of the FR Y-9SP on Schedule SC, item 16(f). The reporting parent holding company, if applicable, should also include investments in the stock of any associated holding companies (those other holding

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## Schedule SC

companies in which the reporting parent holding company controls between 20 and 25 percent).

This item also includes any other equity elements including the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the subsidiary holding company(ies) and associated holding company(ies) and stock-based employee compensation expense that has been credited to the subsidiary's equity (surplus) as described in ASC Topic 718, Compensation-Stock Compensation (formerly FASB Statement No. 123(R), *Shared-Based Payment*).

### **Line Item 6(b) Goodwill.**

Report the amount (book value) of the goodwill associated with the acquisition of the subsidiary holding company that has not been "pushed down" to the books of the subsidiary holding company for financial reporting purposes. The amount of the goodwill associated with investment in the subsidiary holding company should generally be equivalent to the difference between the original cost of the shares of the subsidiary holding company and the book value of the reporting parent holding company's proportionate share of the equity capital accounts of the subsidiary holding company on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the subsidiary holding company, and is included in the investment in subsidiary account on the parent's books, should be reported in this item. Any goodwill that has been pushed down to the books of the subsidiary holding company should not be reported separately in this item. The amount pushed down would be reported in line item 6(a), "Equity investment in subsidiary holding company(ies)."

### **Line Item 6(c) Loans and advances to and receivables due from the subsidiary holding company.**

Report the total of all loans to the subsidiary holding company; notes, bonds, or debentures issued by the subsidiary holding company that are held by the reporting parent holding company; dividends declared by the subsidiary holding company, but not yet paid; and any other accounts receivable, including tax receivables, from the subsidiary holding company. The amount reported should include loans and participations in loans pur-

chased with recourse by the reporting parent holding company from the subsidiary holding company.

### **Line Item 7 Other assets.**

Report the total value of remaining assets not reported in the above categories, other than investments in the bank subsidiary, nonbank subsidiary(ies), associated banks, and associated nonbank company(ies).

The amount reported in this item should also include the value of any assets associated with nonbanking activities that are directly engaged in by the parent holding company.

Holding companies that have adopted ASU 2016-13, report the amount in this line item net of any applicable allowance for credit losses.

Include equity securities held by the parent holding company that do not have readily determinable fair values.

Also report in this item the amount (book value) of goodwill that is included on the balance sheet of the reporting holding company and is not part of the investment in subsidiaries account as reported in items 4(b), 5(b) or 6(b).

### **Line Item 8 Balances due from related nonbank companies (other than investments).**

*This item should be completed only by lower-tier parent holding companies.*

Report in this item all balances due from and extensions of credit to related nonbank companies (i.e., nonbank companies directly or indirectly owned by the top-tier parent holding company, excluding those directly or indirectly owned by the reporting lower-tier parent holding company). *Exclude* those balances (including investments) included in items 5 and 6 above. Also *exclude* cash and balances due from related depository institutions, which are to be reported in item 1(a) above.

### **Line Item 9 Total assets.**

Report the sum of items 1(a), 1(b), 2, 3(c), 4(a), 4(b), 4(c), 5(a), 5(b), 5(c), 6(a), 6(b), 6(c), 7, and 8.

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# Schedule SC

## Liabilities and Equity Capital

### Line Item 10 Short-term borrowings.

Report in item 10(a) the amount of commercial paper issued by the parent company only and in item 10(b) the amount of all other short-term borrowings by the parent holding company only that mature in one year or less.

#### Line Item 10(a) Commercial paper.

Report in this item commercial paper issued by the parent company to unrelated parties. Commercial paper consists of short-term negotiable promissory notes that mature in 270 days or less.

#### Line Item 10(b) Other short-term borrowings.

Report in this item the amount of all other borrowings by the parent company only from unrelated third parties that mature in one year or less. Borrowings that finance the acquisition of the bank subsidiary that have a “scheduled debt retirement” exceeding one year should be reported in item 11 below except for the amount due within one year, which should be reported in this item.

Overdrafts to cash and due from depository institutions should be reported in this item.

Short-term borrowing from the subsidiary bank(s) should be reported in item 14(a) and from the parent holding company and subsidiary holding company(ies) in item 14(b) and in Memoranda items 15(a) and 15(b).

### Line Item 11 Long-term borrowings (includes limited-life preferred stock and related surplus).

Report in this item borrowings by the parent company only from unrelated third parties that have a maturity or a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

For purposes of this item, also report the amount of any outstanding limited-life preferred stock issued by the holding company. The reported amount should include any amounts received in excess of its par or stated value. Limited-life preferred stock is preferred stock that has a stated maturity date or that can be redeemed at the option of the holder of the preferred stock.

**NOTE:** When the parent holding company has explicitly or implicitly guaranteed the long-term debt of its Employee Stock Ownership Plan (ESOP), report in this

item the dollar amount outstanding of the long-term debt guaranteed.

### Line Item 12 Accrued interest payable.

Report the amount of all interest accrued, but not yet paid, on the total parent company only borrowings of the holding company reported in items 10 and 11 above.

### Line Item 13 Other liabilities.

Report the total amount of all other liabilities not reported under items 10, 11, and 12 above. Exclude balances due to subsidiaries and related institutions (reported in Schedule SC, items 14(a) or 14(b)).

### Line Item 14 Balances due to subsidiaries and related institutions.

Report in this item all balances due to institutions related to the parent holding company, including short and long-term borrowings, accrued interest payable, taxes payable, and any other liabilities due to related institutions.

Where the holding company is a multi-tiered holding company, “related institutions” include subsidiary holding companies and their direct and indirect subsidiaries.

When a subsidiary holding company is filing this report, this item should include all balances due to its parent company(ies) and the parent’s direct and indirect subsidiaries as well as balances due to the respondent’s direct and indirect subsidiaries.

*Exclude* subsidiaries of the holding company’s bank subsidiary, which are reported on the bank’s Reports of Condition and Income.

#### Line Item 14(a) Balances due to subsidiary bank(s).

Report in this item all balances due to a bank(s) that is directly or indirectly owned or controlled by the parent holding company.

#### Line Item 14(b) Balances due to nonbank subsidiaries and related institutions.

Report in this item all balances due to nonbank subsidiaries that are directly or indirectly owned or controlled by the parent holding company. In addition, for purposes of this report, include in this item instruments generally referred to as trust preferred securities that were issued

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## Schedule SC

out of special purpose entities whereby the proceeds from the issuance are lent to the reporting parent company.

When the reporting holding company is a multi-tier organization, nonbank subsidiaries, for purposes of this item, include any balances due to subsidiary holding companies of the respondent or due to the parent company(ies) of the respondent.

### **Line Item 15 Not applicable.**

### **Line Item 16 Equity capital.**

#### **Line Item 16(a) Perpetual preferred stock (including related surplus).**

Report the aggregate par or stated value of outstanding perpetual preferred stock, including any surplus arising from any amount received for perpetual preferred stock in excess of its par or stated value.

#### **Line Item 16(b) Common stock (including related surplus).**

Report the aggregate par or stated value of common stock issued, including any surplus arising from any amount received for common stock in excess of its par or stated value. Also include in this item the amount of stock-based employee compensation expense that has been credited to equity as described in ASC Topic 718, Compensation-Stock Compensation (formerly FASB Statement No. 123(R), *Shared-Based Payment*).

#### **Line Item 16(c) Retained earnings.**

Report in this item all retained earnings.

#### **Line Item 16(d) Accumulated other comprehensive income.**

Report in this item the amount of other comprehensive income in conformity with the requirements of ASC Subtopic 220-10, Comprehensive Income – Overall (formerly FASB Statement No. 130, *Reporting Comprehensive Income*). Accumulated other comprehensive income includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and minimum pension liability adjustments. Net unrealized holding gains (losses) on available-for-sale securities is the difference between the amortized cost and fair value of the reporting holding company's (and the holding company's proportionate share of its

consolidated subsidiaries') available-for-sale securities, net of tax effects, as of the report date.

Also include in this item the unamortized amount of the unrealized holding gain or loss at the date of transfer of any debt security transferred into the held-to-maturity category from the available-for-sale category. See the instructions for this item on Schedule HC of the FR Y-9C for further information.

#### **Line Item 16(e) Other equity capital components.**

Report in this item all other equity capital components including the total carrying value (at cost) of treasury stock and unearned Employee Stock Ownership Plan (ESOP) shares as of the report date.

NOTE: When the reporting holding company has included in item 11 above the ESOP's long-term debt that it has explicitly or implicitly guaranteed, include in this item the dollar amount of the offsetting debit to the liability recorded by the reporting holding company in connection with that debt. The amount of unearned ESOP shares should be reduced as the debt is amortized. Report a total net debit balance for this line item as a negative amount.

Report in this item as a negative amount notes receivable that represent a capital contribution and are reported as a deduction from equity capital in accordance with ASC Subtopic 505-10, Equity – Overall (formerly EITF Issue No. 85-1, *Classifying Notes Received for Capital Stock*) and SEC Staff Accounting Bulletin No. 107 (Topic 4.E., *Receivables from Sale of Stock, in the Codification of Staff Accounting Bulletin*). Also report in this item as a negative amount accrued interest receivable on such notes receivable that are reported as a deduction from equity capital in accordance with ASC Subtopic 505-10. Interest income accrued on such notes receivable should not be reported as interest income in Schedule SI, but as additional paid-in-capital in Schedule SC, item 16(a) or 16(b), as appropriate. For further information, see the FR Y-9C glossary entry for "capital contributions of cash and notes receivable" and ASC Subtopic 505-10.

#### **Line Item 16(f) Total equity capital.**

Report the sum of items 16(a) through 16(e).

#### **Line Item 17 Total liabilities and equity capital.**

Report the sum of items 10(a), 10(b), 11, 12, 13, 14(a), 14(b) and 16(f).



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# Schedule SC

## Memoranda

**These items are to be completed annually only by top-tier and single-tier holding companies for the December 31 report date.**

**Line Item M1 Has the holding company engaged in a full-scope independent external audit at any time during the calendar year?**

Enter a "1" for yes if the holding company has engaged in a full-scope independent external audit (in which an opinion is rendered on their financial statements) at any time during the calendar year as of the December 31 report date. Also enter a "1" for yes if the holding company has engaged or begun a full-scope independent external audit by December 31 that has not yet concluded. Enter a "0" if the response to this question is no. *If the response to this question is yes, the holding company must complete all of Memoranda item 2 below. If the response to this question is no, skip Memoranda item 2.*

**Line Item M2 If the response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm, and the name and e-mail address of the auditing firm's engagement partner.**

Report in memoranda item 2(a) the name and address (city, U.S. Postal state abbreviation, zip code) of the holding company's independent external auditing firm. An independent auditing firm is a company that provides full-scope auditing services to the holding company in which an opinion is rendered on their financial statements. Holding companies that do not have a full-scope audit conducted of their financial statements do not need to complete this item.

Report in memoranda item 2(b) the name and e-mail address of the independent external auditing firm's engagement partner (partner in charge of the audit). This

contact information is for the confidential use of the Federal Reserve and will not be released to the public.

***Memoranda items 3(a) and 3(b) are to be completed by holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.***

*Memoranda items 3(a) and 3(b) are to be completed by holding companies that have adopted ASC Topic 820, Fair Value Measurements and Disclosures (formerly FASB Statement No. 157, "Fair Value Measurements"), and have elected to report certain assets and liabilities at fair value with changes in fair value recognized in earnings in accordance with U.S. generally accepted accounting principles (GAAP) (i.e., ASC Subtopic 825-10, Financial Instruments – Overall (formerly FASB Statement No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities"); ASC Subtopic 815-15, Derivatives and Hedging – Embedded Derivatives (formerly FASB Statement No. 155, "Accounting for Certain Hybrid Financial Instruments"); and ASC Subtopic 860-50, Transfers and Servicing – Servicing Assets and Liabilities (formerly FASB Statement No. 156, "Accounting for Servicing of Financial Assets"). This election is generally referred to as the fair value option.*

**Line Item M3 Financial assets and liabilities measured at fair value under a fair value option.**

**Line Item M3(a) Total assets.**

Report the total fair value of all assets that the holding company has elected to account for under the fair value option that is included in Schedule SC, Balance Sheet.

**Line Item M3(b) Total liabilities.**

Report the total fair value of all liabilities that the holding company has elected to account for under the fair value option that is included in Schedule SC, Balance Sheet.



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## LINE ITEM INSTRUCTIONS FOR

# Memoranda

## Schedule SC-M

### Memoranda

#### **Line Item M1 Total consolidated assets of the holding company.**

Report the total consolidated assets of the holding company. Consolidated assets include the assets of the parent company and any bank and nonbank subsidiaries, excluding intercompany assets. This item is to be reported by **all** holding companies filing the FR Y-9SP report. If this information is not routinely available by the holding company for internal or other financial reporting purposes, then a reasonable estimate may be provided.

#### **Line Item M2 Holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests.**

Report the amount of both short-term and long-term borrowings (parent company only) reported in items 10 and 11 above that are not held by financial institutions or by holding company's officers, directors, and shareholders and their related interests. For reporting purposes, a related interest is a company in which an officer, director, or shareholders controls 25 percent or more of its stock. Related savings and loan holding companies, for purposes of reporting this item, include any savings and loan holding company that is more than 25 percent owned or controlled, directly or indirectly, by top-tier savings and loan holding company owning or controlling the holding company submitting this FR Y-9SP. **Do not report borrowings that are held by former shareholders of the holding company in this item. Also, exclude limited-life preferred stock reported in item 11 above.**

#### **Line Item M3 Treasury stock (report only if the amount exceeds 5 percent of equity capital).**

Report the amount, at cost, of treasury stock held by the holding company as of the report date. Treasury stock is

stock that the holding company has issued and subsequently acquired by purchase or gift, but that has not been retired or resold. The amount of treasury stock need only be reported when the carrying value of treasury stock held is greater than five percent of "Total equity capital" reported in item 16(f) above. If amount is less than 5%, leave item blank.

#### **Line Item M4 Amount of nonvoting equity capital, including related surplus (included in balance sheet items 16(a), 16(b), 16(c), and 16(d)).**

Report the amount of the holding company's perpetual preferred stock and common stock (par value), including related surplus, that does not possess voting rights. Include in this item the amount of retained earnings and accumulated other comprehensive income that is claimed by perpetual preferred and common stock that does not possess voting rights.

#### **Line Item M5 Total loans from parent holding company and nonbank subsidiary(ies) to insiders (excluding directors) and their interest.**

Report the total amount of loans and lease financing receivables that the holding company (reported in item 3(a) above) and any nonbank subsidiary (not reported above) have extended to officers and shareholders and their related interests. A related interest is a company in which the officer or shareholder controls 25 percent or more of its stock.

#### **Line Item M6 Pledged securities.**

Report the amortized cost of all held-to-maturity debt securities, the fair value of all available-for-sale debt securities, and the fair value of all equity securities with readily determinable fair values not held for trading held by the reporting holding company (parent company only) that are pledged to secure deposits, repurchase transactions, or other borrowings (regardless of the balance of

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## Schedule SC-M

liabilities against which the securities are pledged), as performance bonds on futures or forward contracts, or for any other purpose.

### **Line Item M7(a) Fair value of securities classified as available-for-sale in Schedule SC, item 2.**

Report in this item the fair value of all securities included in Schedule SC, item 2, "Securities," that have been designated as available-for-sale. The fair value (market value) of securities should be determined, to the extent possible, by timely reference to the best available source of current market quotations or other data on relative current value. For example, securities traded on national, regional, or foreign exchanges, or on organized over-the-counter markets should be valued at the most recently available quotation in the most active market. Quotations from brokers or others making markets in securities that are neither widely nor actively traded are acceptable if prudently used. Unrated debt securities for which no reliable market price data are available may be valued at cost adjusted for amortization of premium or accretion of discount unless credit problems of the obligor or upward movements in the level of interest rates warrant a lower estimate of current value. Equity securities that do not have readily determinable fair values shall be reported at historical cost. (NOTE: The sum of items 7(a) through 7(c) must equal the total amount reported in Schedule SC, item 2).

### **Line Item M7(b) Amortized cost of securities classified as held-to-maturity in Schedule SC, item 2.**

Report in this item the amortized cost of securities classified as held-to-maturity included in Schedule SC, item 2. (NOTE: The sum of items 7(a) through 7(c) must equal the total amount reported in Schedule SC, item 2).

### **Line Item M7(c) Fair value of equity securities with readily determinable fair values (included in Schedule SC, item 2 of the balance sheet)**

Report in this item the fair value of equity securities with readily determinable fair values included in Schedule SC, item 2. (Note: The sum of items 7(a) through 7(c) must equal the total amount reported in Schedule SC, item 2.)

### **Line Item M8(a) Total off-balance-sheet activities conducted either directly or through a nonbank subsidiary.**

Report the total amount of off-balance-sheet activities conducted either directly through the holding company or

conducted through a nonbank subsidiary of the holding company. Off-balance-sheet activities include unused commitments, letters of credit, securities lent, spot foreign exchange contracts, and the notional value of derivative contracts. *Exclude* from this item contingencies arising in connection with litigation. For a description of these off-balance-sheet activities refer to the FR Y-9C line item instructions for Schedule HC-L, Derivatives and Off-Balance-Sheet Items, and the Glossary entry for "Derivative Contracts."

Also report in this item the outstanding principal amount of assets serviced, managed or administered either directly by the holding company or through a nonbank subsidiary. For common trust funds and collective investment funds that held for both managed and non-managed participating accounts, report the proportionate share of the assets of these funds that are held for the participating accounts that are managed.

### **Line Item M8(b) Total debt and equity securities (other than trust preferred securities) outstanding that are registered with the Securities and Exchange Commission.**

Report the amount of all debt instruments and equity securities outstanding that are registered with the Securities and Exchange Commission. Report the amounts of limited-life preferred stock issued and perpetual preferred stock issued inclusive of any amounts received in excess of its par or stated value. Report the aggregate par or stated value of common stock issued. For debt instruments, report the amount that is reported on the balance sheet (i.e., fair value or amortized cost).

*Exclude* from this item instruments generally referred to as trust preferred securities. Trust preferred securities are undated cumulative preferred securities issued out of a special purpose entity, usually in the form of a trust, in which a holding company owns all of the common securities.

### **Line Item M9 Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent holding company.**

Report in this item any intercompany assets between the subsidiary bank(s) and the direct and indirect nonbank subsidiaries of the parent holding company. *Exclude* transactions between the bank(s) and its nonbank subsidiaries.

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## Schedule SC-M

### **Line Item M10 Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent holding company.**

Report in this item any intercompany liabilities between the subsidiary bank(s) and the direct and indirect nonbank subsidiaries of the parent holding company. *Exclude* transactions between the bank(s) and its nonbank subsidiaries.

### **Line Item M11 Other assets (only report amounts that exceed 25 percent of Schedule SC, line item 7)**

Disclose in memoranda items 11(a) through 11(h) each component of other assets, and the dollar amount of such component, that exceeds 25 percent of the amount reported in Schedule SC, item 7. If the dollar amount of items 11(a) through 11(h) does not exceed 25 percent of item 7 in Schedule SC, leave the item blank. Preprinted captions have been provided for the following categories of “Other assets”:

- M11(a), “Accounts receivable,”
- M11(b), “Income taxes receivable,”
- M11(c), “Premises and fixed assets,”
- M11(d), “Net deferred tax assets,”
- M11(e), “Cash surrender value of life insurance policies.”

For other components of “other assets” that exceed the disclosure threshold, list and briefly describe these components in memoranda items 11(f) through 11(h). The description of these amounts should not exceed 132 characters in length (including space between words). Report the dollar amount of each item listed in the column provided on the right. Any component of other assets that does not round to one thousand dollars need not be reported. If there are no reportable amounts for memoranda items 11(f) through 11(h), enter (-0-) in the right-hand column of memoranda item 11(f).

### **Line Item M12 Other liabilities (only report amounts that exceed 25 percent of Schedule SC, line item 13)**

Disclose in memoranda items 12(a) through 12(g) each component of other liabilities, and the dollar amount of such component, that exceeds 25 percent of the amount reported in Schedule SC, item 13. If the dollar amount of items 12(a) through 12(g) does not exceed 25 percent of

items 13 in Schedule SC, leave the item blank. Preprinted captions have been provided for the following categories of “Other liabilities”:

- M12(a), “Accounts payable,”
- M12(b), “Income taxes payable,”
- M12(c), “Dividends payable,”
- M12(d), “Net deferred tax liabilities.”

For other components of “other liabilities” that exceed the disclosure threshold, list and briefly describe these components in memoranda items 12(e) through 12(g). The description of these amounts should not exceed 132 characters in length (including space between words). Report the dollar amount of each item listed in the column provided on the right. Any component of other liabilities that does not round to one thousand dollars need not be reported. If there are no reportable amounts for memoranda items 12(e) through 12(g), enter (-0-) in the right-hand column of memoranda item 12(e).

### **Line Item M13 Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule SC, item 14(b)).**

Report the outstanding amount of notes payable by the parent holding company to special-purpose subsidiaries that have issued “trust preferred securities.” Exclude from this item any portion of the notes payable that does not directly relate to the amount of trust preferred securities issued such as the amount relating to the common stock of the special purpose subsidiary. In these transactions, a special purpose subsidiary (typically, a trust) of the parent company issues preferred securities and lends the proceeds of its issuance to its parent company in exchange for deeply subordinated intercompany note from the parent company.

NOTE: The amount of notes payable to special-purpose subsidiaries that have issued trust preferred securities reported in this item should also be included as part of the total amount reported in Schedule SC, item 14(b), “Balances due to nonbank subsidiaries and related institutions.” See the instructions for Schedule SC, item 14(b).

### **Line Item M14 Have all changes in investments and activities been reported to the Federal Reserve on the holding company *Report of Changes in Organizational Structure* (FR Y-10)?**

This item is to be completed by the top-tier holding company (and single-tier holding companies). **The top-tier holding company must not leave this item blank.**

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# Schedule SC-M

**A lower-tier holding company filing this report should leave this item blank.**

Enter a “1” for yes if the top-tier holding company has submitted all changes, if any, in its investments and activities on the FR Y-10. If the top-tier holding company had no changes in investments and activities and therefore was not required to file a FR Y-10, also enter a “1” in this item. Enter a “0” for no if it has not yet submitted all changes to investments and activities on the FR Y-10. The name of the holding company official responsible for verifying that the FR Y-10 has been completed should be typed or printed on the line provided whether the answer is “yes,” or “no.” In addition, enter the area code and phone number of the official responsible for verifying the FR Y-10.

**Line Item M15 Short-term borrowings included in balance sheet item 14(b).**

**Items M15(a) and M15(b) are to be completed only by tiered holding companies.**

**Line Item M15(a) From parent holding company(ies).**

Report the amount of borrowings by the reporting holding company from its direct and indirect parent holding company(ies) that mature in one year or less.

**Line Item M15(b) From subsidiary holding company(ies).**

Report the amount of borrowings by the reporting parent holding company from the subsidiary holding company(ies) that mature in one year or less.

**Line Item M16 Long-term borrowings included in balance sheet item 14(b).**

**Items M16(a) and M16(b) are to be completed only by tiered holding companies.**

**Line Item M16(a) From parent holding company(ies).**

Report the amount of borrowings by the reporting holding company from its direct and indirect parent holding company(ies) that have a maturity or a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

**Line Item M16(b) From subsidiary holding company(ies).**

Report the amount of borrowings by the reporting parent holding company from the subsidiary holding company(ies) that have a maturity or a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

**Line Item M17 To be completed only by the top-tier holding company for its consolidated nonbank and thrift subsidiaries.**

*This item is to be completed only by the top-tier parent holding company (and single-tier holding companies) that files the FR Y-9SP. Lower-tier holding companies that file this report should leave memorandum items 17(a) through 17(f) blank.*

*A savings and loan holding company should not include its consolidated savings association (as defined in Regulation LL) in items 17(a) through 17(f).*

If the top-tier parent holding company is an ESOP, then the lower-tier parent holding company should report in memorandum items 17(a) through 17(f).

For bank holding companies the term “**subsidiary**,” is defined by Section 225.2 of Federal Reserve Regulation Y, which generally includes companies 25 percent or more owned or controlled by another company. For savings and loan holding companies the term “**subsidiary**,” is defined by Section 238.2 of Federal Reserve Regulation LL, which generally includes companies more than 25 percent owned or controlled by another company. **However, for purposes of this reporting item, the term “subsidiary” includes only companies in which the holding company directly or indirectly owns or controls more than 50 percent of the outstanding voting stock, and these companies would be consolidated using generally accepted accounting principles for financial reporting purposes.**

Nonbank subsidiaries, for purposes of this reporting item, include but are not limited to: securities brokerage and underwriting firms (including Section 20 subsidiaries); federal savings associations, federal savings banks and thrift institutions (including any thrift institution filing the Thrift Financial Report); depository institutions (other than U.S. banks); industrial banks that do not file the commercial bank Reports of Condition and Income with



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## Schedule SC-M

the federal banking agencies; Edge and Agreement corporations and their subsidiaries that are *not* held through a bank subsidiary; industrial loan companies; venture capital corporations; leasing companies; bank premises subsidiaries; mortgage banking companies; consumer finance companies; sales finance companies; acceptance corporations; factoring companies; insurance brokerage and insurance underwriting companies; small business investment companies; data processing and information services companies; nondepository trust companies; management consulting companies; courier service companies; companies that print or sell MICR encoded items; financial and investment advisory companies; credit bureaus; collection agencies; real estate settlement companies. **For savings and loan holding companies, this definition of nonbank subsidiary excludes federal savings associations, federal savings banks, and thrift institutions.**

For purposes of this reporting item, foreign nonbank subsidiaries include those subsidiaries that meet the definition of a nonbank subsidiary provided above that would be consolidated using generally accepted accounting principles for financial reporting purposes, but are not domiciled in the U.S. In addition, Edge and Agreement corporations and their subsidiaries that are *not* held through a bank subsidiary should be reported as foreign nonbank subsidiaries.

Nonbank subsidiaries exclude all banks (including commercial, savings and industrial banks that file the commercial bank Reports of Condition and Income) and their subsidiaries; Edge and Agreement corporations and their subsidiaries that are held through a bank subsidiary.

All intercompany assets among the nonbanking subsidiaries should be eliminated, but assets with the reporting holding company and with subsidiary banks should be included. For example, eliminate the loans made by one nonbank subsidiary to a second nonbank subsidiary, but do not eliminate loans made by one nonbank subsidiary to the parent holding company or a subsidiary bank.

Include the combined assets of inactive nonbanking subsidiaries to the extent that the top-tier holding company directly or indirectly owns or controls more than 50 percent of the outstanding voting stock, and these companies would be consolidated using generally accepted accounting principles for financial reporting purposes.

Enter “zero” if the reporting top-tier holding company does not have any nonbank subsidiary assets to report.

### **Line Item M17(a) Total combined nonbank assets of nonbank subsidiaries.**

Report the dollar amount of the reporting holding company’s total combined nonbank assets of nonbank subsidiaries. Nonbank assets include the assets of all foreign and domestic nonbank subsidiaries (as defined below) and their majority-owned direct and indirect subsidiaries.

The top-tier parent holding company should report in this item all assets of nonbank subsidiaries, whether held directly or indirectly or held through lower-tier holding companies. The lower-tier parent holding company in a multi-tier holding company who files this report (FR Y-9SP) should leave memorandum items 17(a) through 17(f) blank.

### **Line Item M17(b) Total combined loans and leases of nonbank subsidiaries.**

Report the dollar amount of total combined loans and leases on the books of nonbank subsidiaries of the reporting holding company even if on the report date they are past due and collection is doubtful. Nonbank loans and leases include the loans and leases of all foreign and domestic nonbank subsidiaries (as defined above) and their majority-owned direct and indirect subsidiaries.

Exclude balances due from related institutions on the books of nonbank subsidiaries of the reporting holding company (e.g., loans to the parent holding company). Report such balances in item 17(a).

Exclude any loans or leases the subsidiaries have sold or charged off. Report the combined book value of all loans and leases before deduction of the allowance for loan and lease losses. The amount should be reported net of unearned income (to the extent possible), and deposits accumulated for the payment of personal loans (hypothecated deposits).

### **Line Item M17(c) Total aggregate operating revenue of nonbank subsidiaries.**

Report the dollar amount of total aggregate operating revenue of nonbank subsidiaries of the reporting holding company. Nonbank operating revenue includes the operating revenue of all foreign and domestic nonbank subsidiaries (as defined above) and their majority-owned direct and indirect subsidiaries. Operating revenue is



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## Schedule SC-M

defined as the sum of total interest income and total noninterest income (before deduction of expenses and extraordinary items).

**Line Item M17(d) Total combined thrift assets included in M17(a). (To be completed only by the top-tier bank holding company)**

Report the dollar amount of combined assets of federal savings associations, federal savings banks and thrift subsidiaries that are included in the amount reported in line item 17(a) above. Enter “zero” if the reporting top-tier bank holding company does not have any thrift assets to report.

**Line Item M17(e) Number of nonbank subsidiaries included in M17(a).**

Report the **number** of nonbank subsidiaries that have been included in the total combined nonbank subsidiary assets reported in item 17(a) above. Enter “zero” if the reporting top-tier holding company does not have any nonbank subsidiaries.

**Line Item M17(f) Number of thrift subsidiaries included in M17(d). (To be completed only by the top-tier bank holding company)**

Report the **number** of federal savings associations, federal savings banks and thrift subsidiaries that are included in the total combined nonbank subsidiary assets reported in line item 17(d) above. Enter “zero” if the reporting top-tier bank holding company does not have any thrift subsidiaries to report.

**Information related to the filing of the FR Y-12 report (Memoranda Line Items 18, 19, 20(a), 20(b))**

Line items 18 and 19 will be used to determine if the reporting holding company must complete the *Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies* (FR Y-12). In a multi-tiered organization with one or more holding companies, only the top-tier holding company should complete items 18 and 19 on a consolidated basis. However, if a lower-tier holding company is functioning as the consolidated top-tier reporter for other financial reports (for example, when the top-tier is a non-U.S. holding company, ESOP, or limited partnership), this lower-tier holding company

should complete memoranda items 18 and 19 on a consolidated basis.

Items 20(a) and 20(b) are to be completed by all holding companies that are not required to file the FR Y-12.

**Line Item M18 Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K?**

Enter a “1” if the answer to this question is yes. Enter a “0” if the response to this question is no.

*If the answer to this question is no, your organization does not need to complete the FR Y-12. Skip item 19 and proceed to items 20(a) and 20(b). If the answer to this question is yes, proceed to item 19 below.*

For purposes of this question, an *equity investment* refers to common stock, partnership interests, convertible preferred stock, convertible debt, and warrants, options, and other rights that give the holder the right to acquire common stock or instruments convertible into common stock. An equity investment does not include any position or security held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity.

A *nonfinancial* equity investment means an equity investment made by the holding company or any of its subsidiaries (including all U.S. offices, International Banking Facilities, foreign branches, branches in Puerto Rico and U.S. territories and possessions, and majority-owned bank and nonbank domestic and foreign subsidiaries, including Edge and agreement subsidiaries, domestic nonbanking subsidiaries, and small business investment companies (SBICs)):

- pursuant to the merchant banking authority of section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843(k)(4)(H)) and subpart J of the Board’s Regulation Y,
- under section 4(c)(6) or 4(c)(7) of the BHC Act (12 U.S.C. 1843(c)(6) and (c)(7)) in a nonfinancial company (as defined below) or in a company that makes investments in nonfinancial companies,

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## Schedule SC-M

- investments made through a SBIC that is consolidated with the holding company or subsidiary, or in an SBIC that is not consolidated, under section 302(b) of the Small Business Investment Act of 1958,
- in a nonfinancial company under the portfolio investment provisions of the Board's Regulation K (12 CFR 211.8(c)(3)), or
- in a nonfinancial company under section 24 of the Federal Deposit Insurance Act (12 U.S.C. 1831a).

This question does not apply to equity investments that a holding company or any of its subsidiaries may make under other legal authorities. For example, this question does not apply to nonfinancial investments made by an insurance company subsidiary of a financial holding company under section 4(k)(4)(I) of the Bank Holding Company Act (12 U.S.C. 1843(k)(4)(I)). Also, this question does not apply to DPC investments.

A *nonfinancial company* is a company that is engaged in any activity that has not been determined to be financial in nature or incidental to a financial activity under section 4(k) of the Bank Holding Company Act (12 U.S.C. 1843(k)).

### **Line Item M19 Do your aggregate nonfinancial equity investments equal or exceed (on an acquisition cost basis) 10 percent of the holding company's total capital as of the report date?**

Enter a "1" if the answer to this question is yes. Enter a "0" if the response to this question is no. If the answer to **both** item 18 and item 19 is yes, your organization must complete the FR Y-12. Skip items 20(a) and 20(b), and proceed to item 21 below. If the answer to **either** item 18 or item 19 is no, your organization does not need to complete the FR Y-12. Proceed to items 20(a) and 20(b) below.

See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

*Acquisition cost* is the amount paid by the holding company for the nonfinancial equity investment when it was acquired.

*Total capital* is the amount reported in Schedule SC, Balance Sheet, item 16(f).

***Items 20(a) and 20(b) are to be completed by all holding companies that are not required to file the FR Y-12.***

### **Line Item M20(a) Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period?**

Enter a "1" if the answer to this question is yes. Enter a "0" if the response to this question is no. See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

### **Line item M20(b) Does the holding company manage any nonfinancial equity investments for the benefit of others?**

Enter a "1" if the answer to this question is yes. Enter a "0" if the response to this question is no.

This item applies to all holding companies that do not file the FR Y-12 report that manage nonfinancial equity investments for others by serving as a general partner in a limited partnership or performing a similar function in a private equity fund. These investments are not owned by the holding company and are not consolidated in the holding company's financial statements. Exclude investments managed through a bank trust department in a fiduciary capacity. See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

### **Line Item M21 Net assets of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.**

***This item is to be completed only by the top-tier financial holding company in a multi-tiered organization (and single-tiered financial holding companies).*** A financial holding company is a U.S. holding company that has submitted a declaration to become a financial holding company with the appropriate Federal Reserve Bank and whose declaration has been determined to be effective as of the reporting period (e.g., June 30 or December 31).

Report the total net assets of all broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act. The definition of assets generally corresponds to Schedule SC-M, line 1. *Include* both domestic and foreign subsidiaries that are owned by the financial holding company. *Exclude* from this item intercompany assets and claims

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## Schedule SC-M

on affiliates that are eliminated when preparing consolidated financial statements for the financial holding company. Also exclude any subsidiaries that are held through a U.S. depository institution.

**Line Item M22 Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(K)(4)(B) of the Bank Holding Company Act as amended by the Gramm—Leach—Bliley Act and (12 U.S.C. § 1843(k)(4)(B)).**

*This item is to be completed only by the top-tier financial holding company in a multi-tiered organization (and single-tiered financial holding companies) and includes only newly authorized insurance underwriting activities permitted under the Gramm—Leach—Bliley Act. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)), section 10(c)(2)(B) of the HOLA (12 U.S.C. 1467a(c)(2)(B)), and section 10(c)(2)(F)(ii) of the HOLA (12 U.S.C. 1467a(c)(2)(F)(ii)). See section 238 Subpart G of Regulation LL.* A financial holding company is a U.S. holding company that has submitted a declaration to become a financial holding company with the appropriate Federal Reserve Bank and whose declaration has been determined to be effective as of the reporting period (e.g., June 30 or December 31). Report the total net assets for subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(K)(4)(B) of the Bank Holding Company Act as amended by the Gramm—Leach—Bliley Act. The definition of assets generally corresponds to Schedule SC-M, item 16(b). *Include* both domestic and foreign subsidiaries that are owned by the financial holding company. *Exclude* from this item:

- (1) intercompany assets and claims on affiliates that are eliminated when preparing consolidated financial statements for the financial holding company,
- (2) subsidiaries that engage solely in underwriting credit-related insurance that was permissible for holding companies to engage in prior to the Gramm—Leach—Bliley Act under Section 225.23(b)(11)(I) of Regulation Y, and
- (3) subsidiaries that are principally engaged in insurance agency activities.

**Line Item 23 Issuances associated with the U.S. Department of Treasury Capital Purchase Program.**

Under the U.S. Department of Treasury Capital Purchase Program (CPP), the Treasury provides capital to participating holding companies by purchasing newly issued senior perpetual preferred stock and warrants to purchase common stock, depending on whether the holding company's common stock is "publicly traded." For such holding companies that are not publicly traded, the Treasury Department immediately exercises the warrants for senior perpetual preferred stock ("warrant preferred stock"). This perpetual preferred stock and warrant preferred stock is senior to the holding company's common stock and on par with the issuer's existing preferred shares.

**Line Item 23(a) Senior perpetual preferred stock or similar items.**

Report the carrying amount of all senior perpetual preferred stock and all warrant preferred stock issued to the U.S. Department of Treasury (included in Schedule SC, item 16(a), "Perpetual preferred stock (including related surplus)."

**Line Item 23(b) Warrants to purchase common stock or similar items.**

Report the carrying amount of all warrants issued to the U.S. Department of Treasury to purchase common stock of the holding company that is included in equity capital on the balance sheet (included in Schedule SC-M, item 16(b), "Common stock (including related surplus)," or Schedule SC, item 13, "Other liabilities.")

Warrants issued by a publicly traded holding company should be included in equity capital on the balance sheet provided the holding company has sufficient authorized but unissued shares of the common stock to allow exercise of the warrants and any other necessary shareholder approvals have been obtained. If the holding company does not have required shareholder approval, including shareholder approval for sufficient authorized but unissued shares of the common stock subject to the warrants that may be required for settlement, the warrants may be included in equity capital on the balance sheet provided that the holding company takes the necessary action to secure sufficient approvals prior to the end of the fiscal quarter in which the warrants are issued. Warrants that are not eligible to be classified as equity capital should be reported as other liabilities on the balance sheet.

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LINE ITEM INSTRUCTIONS FOR

# Notes to the Parent Company Only Financial Statements for Small Holding Companies FR Y-9SP

This section has been provided to allow small holding companies to provide additional explanations of the content of specific items in the parent company only financial statements. The reporting holding company should include any transactions reported on the Income Statement and Balance Sheet that it wishes to explain or that have been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or in its quarterly reports to the Securities and Exchange Commission (SEC).

Report in the space provided the schedule and line item for which the holding company is specifying additional information, a description of the transaction and, in the column provided, the dollar amount associated with the transaction being disclosed.



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## Worksheet

### For the Y-9SP, Income Statement, Item 1(a), “Dividends from Bank Subsidiary(ies)”

- (1) Copy the amount of the cash dividends declared by the bank subsidiary from its Consolidated Report of Income (FFIEC 031 or FFIEC 041), Schedule RI-A, items 8 and 9, “Cash dividends declared on preferred stock” and “Cash dividends declared on common stock.” \_\_\_\_\_
- (2) Determine the holding company’s percentage ownership in the subsidiary bank specified in (1) above. \_\_\_\_\_%
- (3) Multiply (1) times (2) above. (This amount should be equal to the holding company’s dividends from the bank subsidiary, item 1 on the Income Statement of the FR Y-9SP if the holding company has only *one* bank subsidiary.) \_\_\_\_\_

*This worksheet may be completed at the holding company’s option. It is not to be submitted with the FR Y-9SP.*

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## Worksheet

### For the Y-9SP, Income Statement, Item 13(a), “Equity in Undistributed Income (Loss) of Bank Subsidiary(ies)”

- (1) Copy the amount in the bank subsidiary’s Consolidated Report of Income (FFIEC 031 or FFIEC 041), Schedule RI, item 12, “Net Income.” \_\_\_\_\_
- (2) Determine the holding company’s percentage ownership in the subsidiary bank specified in (1) above. \_\_\_\_\_%
- (3) Multiply (1) times (2) above. (This amount should be the equal to the holding company’s equity in the net income of the bank subsidiary specified in (1) above.) \_\_\_\_\_
- (4) Copy the amount reported on item 1 on the Income Statement of the FR Y-9SP “Dividends from bank subsidiary(ies). (See attached worksheet for procedure to calculate such dividends.) \_\_\_\_\_
- (5) Subtract (4) from (3). (This amount generally is the amount that should be reported on the FR Y-9SP in item 13(a), “Equity in undistributed income (loss) of bank subsidiary(ies).”) \_\_\_\_\_

If audit adjustments from either internal or external auditors, or from an inspection have been made to the subsidiary bank’s financial statements and these adjustments restate the bank subsidiary’s statements, the amount copied in (1) above should be the restated amount.

If the bank subsidiary(ies) has issued preferred stock, the holding company should contact the Reserve Bank with which it files the FR Y-9SP for assistance in the calculation.

*This worksheet may be completed at the holding company’s option. It is not to be submitted with the FR Y-9SP.*

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**Worksheet**  
For the Y-9SP, Balance Sheet, Item 4(a),  
“Equity Investment in Bank Subsidiary(ies)”

- (1) Copy the amount of “Total equity capital” reported on the Consolidated Report of Condition (FFIEC 031 or FFIEC 041), Schedule RC, Balance Sheet, item 27(a), for the holding company’s bank subsidiary. \_\_\_\_\_
- (2) Determine the holding company’s percentage ownership in the subsidiary bank specified in (1) above. \_\_\_\_\_%
- (3) Multiply (1) times (2) above. (This amount generally should be the amount that is reported on item 4(a) of the FR Y-9SP when the holding company has only *one* bank subsidiary.) \_\_\_\_\_

If audit adjustments from either internal or external auditors, or from an inspection have been made to the subsidiary bank’s financial statements and these adjustments restate the bank subsidiary’s statements, the amount copied in (1) above should be the restated amount.

If the bank subsidiary(ies) has issued preferred stock, the holding company should contact the Reserve Bank with which it files the FR Y-9SP for assistance in the calculation.

*This worksheet may be completed at the holding company’s option. It is not to be submitted with the FR Y-9SP.*