Board of Governors of the Federal Reserve System

Consolidated Financial Statements for Holding Companies—FR Y-9C

Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by holding companies with total consolidated assets of $3 billion or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

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

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent) (BHCK H321)

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

Legal Title of Holding Company (RSSD 9017)

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

City (RSSD 9130) | State (RSSD 9200) | Zip Code (RSSD 9220)

Is confidential treatment requested for any portion of this report submission? ..... 0=No / 1=Yes | BHCK C447

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report (BHCK KY38) ..... ☐
2. a letter justifying this request has been provided separately (BHCK KY38) ..... ☐

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

Holding companies must maintain in their files a physically (ink) or electronically signed and attested submitted FR Y-9C.

~~**Holding companies must maintain in their files a manually signed and attested printout of the data submitted.**~~

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 44.79 hours per response for non-Advanced Approaches holding companies with $5 billion or more and an average of 35.59 hours per response for non-Advanced Approaches holding companies with less than $5 billion in total assets and 49.80 hours for Advanced Approaches holding companies, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Held-to-Maturity (Column A) Amortized Cost Amount	Held-to-Maturity (Column B) Fair Value BHCK	Held-to-Maturity (Column B) Fair Value Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Available-for-Sale (Column C) Amortized Cost Amount	Available-for-Sale (Column D) Fair Value BHCK	Available-for-Sale (Column D) Fair Value Amount	
Memorandum items 5.a through 5.f are to be completed by holding companies with $10 billion or more in total assets.[1]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838		B839		B840		B841		M.5.a.
b. Home equity lines	B842		B843		B844		B845		M.5.b.
c. Automobile loans	B846		B847		B848		B849		M.5.c.
d. Other consumer loans	B850		B851		B852		B853		M.5.d.
e. Commercial and industrial loans	B854		B855		B856		B857		M.5.e.
f. Other	B858		B859		B860		B861		M.5.f.
Memorandum items 6.a through 6.g are to be completed by holding companies with $10 billion or more in total assets.[1]									
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, 5.b):									
a. Trust preferred securities issued by financial institutions	G348		G349		G350		G351		M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352		G353		G354		G355		M.6.b.
c. Corporate and similar loans	G356		G357		G358		G359		M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360		G361		G362		G363		M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364		G365		G366		G367		M.6.e.
f. Diversified (mixed) pools of structured financial products	G368		G369		G370		G371		M.6.f.
g. Other collateral or reference assets	G372		G373		G374		G375		M.6.g.

1. The $10 billion asset-size test is based on the total assets reported as of prior year June 30 report date.

Insert A

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Insert A

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
7. Structured financial products guaranteed by U.S. Government agencies or sponsored agencies included in Schedule HC-B, item 5.b.....	PU98		PU99		PV00		PV01		M.7

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Schedule HC-C—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Amount	(Column B) In Domestic Offices BHDM	Amount	
Holding companies with less than $5 billion in total assets should report data item 9.b.(3) and leave data items 9.b.(1) and 9.b.(2) blank.[1]					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454		J454		9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities ~~(secured or unsecured)~~, including margin loans	1545		1545		9.b.(1)
(2) All other loans (exclude consumer loans)	J451		J451		9.b.(2)
(3) Loans for purchasing or carrying securities ~~(secured and unsecured)~~ and all other loans, including margin loans,	KX57		KX57		9.b.(3)
Holding companies with less than $5 billion in total assets should report data item 10.c. and should leave data items 10.a. and 10.b. blank.[1]					
10. Lease financing receivables (net of unearned income)			2165		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162				10.a.
b. All other leases	F163				10.b.
c. Lease finance receivables	KX58				10.c.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123		2123		11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122		2122		12.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
HC-C memoranda items 1.a.(1) through 1.f.(3)(c) are to be completed semiannually in June and December by holding companies with less than $5 billion total assets. These items are to be completed quarterly by holding companies with $5 billion or more in total assets.[1]			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):			
a. Construction, land development, and other land loans in domestic offices:			
(1) 1–4 family residential construction loans	K158		M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159		M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162		M.1.d.(2)
Holding companies with less than $5 billion in total assets should report Memo item 1.e.(3) (semiannually in June and December), and should leave data item 1.e.(1) and 1.e.(2) blank.[1]	BHCK		
e. Commercial and Industrial loans:			
(1) To U.S. addressees (domicile)	K163		M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164		M.1.e.(2)
(3) To U.S. addressees (domicile) and non-U.S addressees (domicile)	KX59		M.1.e.(3)

1. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum item 5 is to be completed by all holding companies. Memorandum item 5.a and 5.b are to be completed semiannually in the June and December reports only.[1]			
5. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):			
a. Outstanding balance	C779		M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9	C780		M.5.b.
Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.			
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230		M.6.a.
Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of the preceding December 31 report date, that exceeded the lesser of $100 million or 5 percent of total loans and leases held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).			
~~b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties~~	~~F231~~		~~M.6.b.~~
~~c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above~~	~~F232~~		~~M.6.c.~~
~~7. 8. Not applicable.~~			
~~9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))~~	~~BHDM~~ ~~F577~~		~~M.9.~~
~~10. 11. Not applicable.~~			

~~1. Memorandum item 5 is to be completed only by holding companies that have not yet adopted ASU 2016-13.~~

Insert B

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Memorandum items 10.a through 10.e are to be completed by holding companies with $10 billion or more in total assets[2] and the sum must equal the amounts reported on Schedule HC-C, item 9.a, column A and column B, respectively.

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
10. Loans to nondepository financial institutions:					
a.Loans to mortgage credit intermediaries.....	PV05		PV05		M.10.a
b.Loans to business credit intermediaries.....	PV06		PV06		M.10.b
c.Loans to private equity funds.....	PV07		PV07		M.10.c
d.Loans to consumer credit intermediaries.....	PV08		PV08		M.10.d
e.Other loans to nondepository financial institutions.....	PV09		PV09		M.10.e

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2. Asset-size test is based on the total assets reported as of prior year June 30 report date.

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	BHCK	Amount	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):			
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..	3814		1.a.
1.b.(1) and 1.b.(2) are to be completed by holding companies with $5 billion or more in total assets[1] semiannually in the June and December reports only.			
b. (1) Unused consumer credit card lines	J455		1.b.(1)
(2) Other unused credit card lines	J456		1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		1.c.(1)
(a) 1–4 family residential construction loan commitments (F164)			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments (F165)			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550		1.c.(2)
Item 1(d) is to be completed by holding companies with $5 billion or more in total assets.[1]			
d. Securities underwriting	3817		1.d.
e. Other unused commitments:			
(1) Commercial and industrial loans	J457		1.e.(1)
(2) ~~Loans to financial institutions~~	~~J458~~		~~1.e.(2)~~
(4) All other unused commitments	J459		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566		2.
Item 2.a is to be completed by holding companies with $5 billion or more in total assets.[1]			
a. Amount of financial standby letters of credit conveyed to others	3820		2.a.
3. Performance standby letters of credit and foreign office guarantees	6570		3.
Item 3.a is to be completed by holding companies with $5 billion or more in total assets.[1]			
a. Amount of performance standby letters of credit conveyed to others	3822		3.a.
4. Commercial and similar letters of credit	3411		4.
5. Not applicable.			
6. Securities:			
a. Securities lent	3433		6.a.
b. Securities borrowed	3432		6.b.

Items 7.a. through 7.d.(2)(b) are to be reported by holding companies with $5 billion or more in total assets.[1]

	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:	BHCK	Amount	BHCK	Amount	
a. Notional amounts:					
(1) Credit default swaps	C968		C969		7.a.(1)
(2) Total return swaps	C970		C971		7.a.(2)
(3) Credit options	C972		C973		7.a.(3)
(4) Other credit derivatives	C974		C975		7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219		C221		7.b.(1)
(2) Gross negative fair value	C220		C222		7.b.(2)

1. ~~The $5 billion asset~~ size test is based on the total assets reported as of prior year June 30 report date.

Insert C

Asset

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Insert C

Dollar Amounts in Thousands	BHCK	Amount	
(2) Loans to depository financial institutions……	PV10		1.e.(2)
(3) Loans to nondepository financial institutions……	PV11		1.e.(3)
Items 1.e.(3)(a) through 1.e.(3)(e) are to be completed by holding companies with $10 billion or more in total assets[1] and the sum must equal Item 1.e.(3) above.			
(a)Loans to mortgage credit intermediaries……..……	PV12		1.e.(3)(a)
(b)Loans to business credit intermediaries……	PV13		1.e.(3)(b)
(c)Loans to private equity funds……..	PV14		1.e.(3)(c)
(d)Loans to consumer credit intermediaries……	PV15		1.e.(3)(d)
(e)Other loans to nondepository financial Institutions……	PV16		1.e.(3)(e)

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Schedule HC-N—Continued

Memoranda–Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing BHCK	Amount	(Column B) Past due 90 days or more and still accruing BHCK	Amount	(Column C) Nonaccrual BHCK	Amount	
1. g. Total loans restructured in troubled debt restructuring included in Schedule HC-N items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f)[1] ..	HK26		HK27		HK28		M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558		6559		6560		M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees.....	3508		1912		1913		M.3.
4. Not applicable.							
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)..	C240		C241		C226		M.5.

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days BHCK	Amount	(Column B) Past due 90 days or more BHCK	Amount	
Item 6 is to be reported only by holding companies with total consolidated assets[2] of $5 billion or more, or with $2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).					
6. Derivative contracts: Fair value of amounts carried as assets	3529		3530		M.6.

and 8

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 7, ~~8, 9.a, and 9.b~~ are to be completed semiannually in the June and December reports only.			
7. Additions to nonaccrual assets during the previous six months	C410		M.7.
8. Nonaccrual assets sold during the previous six months	C411		M.8.

Insert D

Dollar Amounts in Thousands	~~(Column A) Past due 30 through 89 days and still accruing BHCK~~	~~Amount~~	~~(Column B) Past due 90 days or more and still accruing BHCK~~	~~Amount~~	~~(Column C) Nonaccrual BHCK~~	~~Amount~~	
~~9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):[3]~~							
~~a. Outstanding balance .....~~	~~L183~~		~~L184~~		~~L185~~		~~M.9.a.~~
~~b. Amount included in Schedule HC-N, items 1 through 7, above .....~~	~~L186~~		~~L187~~		~~L188~~		~~M.9.b.~~

1. Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.
2. Asset-size test is based on the total assets reported as of prior year June 30 report date.
~~3. Memorandum items 9.a and 9.b should be completed only by holding companies that have not yet adopted ASU 2016-13.~~

Insert D

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
9. Loans to nondepository financial institutions, included in Schedule HC-N, item 7:	PV23		PV24		PV25		M.9.

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