Board of Governors of the Federal Reserve System

Supplemental Instructions **September 2010**

Editing of Data by Respondents

The Federal Reserve requires validation checks to be performed by respondents as part of the electronic submission process for the FR Y-9 series of reports. This process requires bank holding companies (BHCs) to perform published validity and quality checks on data (so-called edits) by the filing deadline. Respondents are encouraged to file reports electronically as soon as possible, rather than waiting until the submission deadline. Validity and quality edits are provided at the end of the reporting instructions for the FR Y-9C, FR Y-9LP, FR Y-9SP and FR Y-9ES. Additional information regarding this submission process may be found on the web site: *www.reportingandreserves.org* under the heading Regulatory, Structure & Financial Reporting – Forms & Instructions. For example, see this website for information on guidelines for resolving edits and a document addressing frequently asked questions (FAQ).

Troubled Debt Restructurings and Current Market Interest Rates

Many institutions are restructuring or modifying the terms of loans to provide payment relief for those borrowers who have suffered deterioration in their financial condition. Such loan restructurings may include, but are not limited to, reductions in principal or accrued interest, reductions in interest rates, and extensions of the maturity date. Modifications may be executed at the original contractual interest rate on the loan, a current market interest rate, or a below-market interest rate. Many of these loan modifications meet the definition of a troubled debt restructuring (TDR).

The TDR accounting and reporting standards are set forth in ASC Subtopic 310-40, Receivables - Troubled Debt Restructurings by Creditors (formerly FASB Statement No. 15, "Accounting by Debtors and Creditors for Troubled Debt Restructurings," as amended). This guidance specifies that a restructuring of a debt constitutes a TDR if, at the date of restructuring, the creditor for economic or legal reasons related to a debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. The creditor's concession may include a restructuring of the terms of a debt to alleviate the burden of the debtor's near-term cash requirements, such as a modification of terms to reduce or defer cash payments required of the debtor in the near future to help the debtor attempt to improve its financial condition and eventually be able to pay the creditor.

Because the stated interest rate charged the borrower after a loan restructuring may be greater than or equal to interest rates available in the marketplace for similar types of loans at the time of the restructuring, some institutions have concluded that these restructurings are not TDRs. In making this determination, these institutions may not have considered all of the facts and circumstances associated with the loan modification besides the interest rate. When evaluating a loan modification to a borrower experiencing financial difficulties, an analysis of all facts and circumstances is necessary to determine whether the bank holding company has made a concession to the borrower with respect to the market interest rate (or has made some other type of concession that could trigger TDR accounting and disclosure, for example, terms or

conditions outside of the bank holding company's policies or common market practices) and, if so, how the modified or restructured loan should be reported.

Generally, a restructured loan yields a current market interest rate if the restructuring agreement specifies an interest rate greater than or equal to the rate that the institution was willing to accept at the time of the restructuring for a new loan with comparable risk. A restructured loan does not yield a market interest rate simply because the interest rate charged under the restructuring agreement has not been reduced. In addition, when a modification results in an increase (either temporary or permanent) in the contractual interest rate, the increased interest rate cannot be presumed to be an interest rate that is at or above market. Therefore, in determining whether a loan has been modified at a market interest rate, an institution should analyze the borrower's current financial condition and compare the rate on the modified loan to rates the institution would charge customers with similar financial characteristics on similar types of loans. This determination requires the use of judgment and should include an analysis of credit history and scores, loan-to-value ratios or other collateral protection, the borrower's ability to generate cash flow sufficient to meet the repayment terms, and other factors normally considered when underwriting and pricing loans.

Likewise, a change in the interest rate on a modified or restructured loan does not necessarily mean that the modification is a TDR. For example, a creditor may lower the interest rate to maintain a relationship with a debtor that can readily obtain funds from other sources. To be a TDR, the borrower must also be experiencing financial difficulties. The evaluation of whether a borrower is experiencing financial difficulties is based upon individual facts and circumstances and requires the use of judgment when determining if a modification of the borrower's loan should be accounted for and reported as a TDR.

An institution that restructures a loan to a borrower experiencing financial difficulties at a rate below a market interest rate has granted a concession to the borrower that results in the restructured loan being a TDR. (As noted above, other types of concessions could also result in a TDR.) In the FR Y-9C report, until a loan that is a TDR is paid in full or otherwise settled, sold, or charged off, the loan must be reported the appropriate loan category in Schedule HC-C, items 1 through 9, and in:

- Schedule HC-C, Memorandum item 1, if it is in compliance with its modified terms, or
- Schedule HC-N, Memorandum item 1, if it is not in compliance with its modified terms.

However, a loan that is a TDR (for example, because of a modification that includes a reduction in principal) that yields a market interest rate at the time of restructuring (and is in compliance with its modified terms need not continue to be reported as a TDR in Schedule HC-C, Memorandum item 1, in calendar years after the year in which the restructuring took place. To be considered in compliance with its modified terms, a loan that is a TDR must not be in nonaccrual status and must be current or less than 30 days past due on its contractual principal and interest payments under the modified repayment terms.

A loan restructured in a TDR is an impaired loan. Thus, all TDRs must be measured for impairment in accordance with ASC Subtopic 310-10, Receivables – Overall (formerly FASB

Statement No. 114, "Accounting by Creditors for Impairment of a Loan," as amended), and the Glossary entry for "Loan Impairment."

For further information, see the Glossary entry for "Troubled Debt Restructurings" and the instructions for Schedules HC-C and HC-N.

Reporting Loans Subject to a Blanket Lien Agreement

Bank holding companies report the amount of pledged loans and leases (not held for trading) in Schedule HC-C, Memorandum item 14. When a bank holding company is subject to a blanket lien arrangement, or has otherwise pledged an entire portfolio of loans, to secure its Federal Home Loan Bank advances, it should report the amount of the entire portfolio of loans subject to the blanket lien in Memorandum item 14. Any loans within the portfolio that have been explicitly excluded, or specifically released, from the lien, and that the bank holding company has the right, without constraint, to repledge to another party should not be reported as pledged in Memorandum item 14 unless such loans have been repledged.

Reporting Data for Term Deposits

The Term Deposit Facility (TDF) is a program through which the Federal Reserve Banks offer interest-bearing term deposits to eligible institutions. A term deposit is a deposit with a specific maturity date. Term deposits offered through the TDF should be treated as balances due from a Federal Reserve Bank for FR Y-9C reporting purposes. Accordingly, term deposits should be reported in Schedule HC, Consolidated Balance Sheet, item 1.b, "Interest-bearing balances." The earnings on these term deposits should be reported in Schedule HI, Consolidated Income Statement, item 1.c, "Interest income on balances due from depository institutions."

Reporting Purchased Subordinated Securities in Schedule HC-S

In item 9 of Schedule HC-S, Servicing, Securitization, and Asset Sale Activities, the Federal Reserve collects data on the maximum amount of bank holding companies' credit exposures arising from credit enhancements they have provided to other institutions' securitization structures, including those used in structured finance programs (other than asset-backed commercial paper programs, which are covered in Memorandum item 3 of the schedule). The types of credit enhancements to be reported in item 9 include purchased subordinated securities. Examples of purchased subordinated securities include, but are not limited to, the mezzanine and subordinate tranches of private-label mortgage-backed securities and collateralized debt obligations. A so-called senior tranche of a securitization or structured finance program is not a subordinated security provided it cannot absorb credit losses prior to another designated senior tranche. Bank holding companies should ensure that they report in Schedule HC-S, item 9, the carrying value of their holdings of purchased subordinated securities issued in connection with other institutions' securitization and structured finance transactions (other than asset-backed commercial paper programs). Holdings of purchased subordinated securities that serve as credit enhancements for asset-backed commercial paper programs should be reported in Memorandum item 3.a of Schedule HC-S.

Prepaid Deposit Insurance Assessments

On November 12, 2009, the FDIC Board of Directors adopted a final rule requiring insured depository institutions (except those that are exempted) to prepay an FDIC-determined estimate of their quarterly risk-based deposit insurance assessments for the fourth quarter of 2009, and for all of 2010, 2011, and 2012, on December 30, 2009. Each institution's regular risk-based deposit insurance assessment for the third quarter of 2009, which is paid in arrears, also was payable on December 30, 2009. The amount of the prepaid assessment was included on the certified statement invoices for the third quarter of 2009, which were available on FDIC*connect*, the FDIC's e-business portal, as of December 15, 2009.

Each bank holding company should record the estimated expense for its bank subsidiary's regular quarterly risk-based assessment for each calendar quarter through a charge to expense during that quarter and a corresponding credit to its prepaid assessments asset (or to an accrued expense payable if it has no prepaid assessments asset). In general, as a result of the interaction between the prepaid assessments and the regularly quarterly assessments, the remaining amount of the prepaid assessments asset that a bank holding company should report as a prepaid expense in its June 30, 2010, FR Y-9C report should be:

- The total amount of its prepaid deposit insurance assessments (paid December 30, 2009);
- Less the actual amount of its regular quarterly assessments for the fourth quarter of 2009 and the first quarter of 2010 (shown on its certified statement invoices for these two quarters, which were available on FDIC*connect* as of March 15, and June 15, 2010); and
- Less the estimated amount of its regular quarterly assessment for the second quarter of 2010 (which should have been accrued as a charge to expense during the second quarter).

This prepaid expense asset should be reported in Schedule HC-F, item 6, "All other assets." The year-to-date deposit insurance assessment expense for 2010 should be reported in Schedule HI, item 7.d, "Other noninterest expense."

The Federal Reserve's risk-based capital standards permit an institution to apply a zero-percent risk weight to claims on U.S. Government agencies. When completing Schedule HC-R, Regulatory Capital, a bank holding company may assign a zero-percent risk weight to the amount of its consolidated prepaid deposit insurance assessments asset in item 42 of this schedule.

For further information on the FDIC's prepaid assessments final rule, refer to FDIC Financial Institution Letter (FIL) 63-2009 at http://www.fdic.gov/news/news/financial/2009/fil09063.html. For further guidance on reporting regular quarterly deposit insurance assessments, refer to the Call Report Supplemental Instructions for September 30, 2009, at http://www.ffiec.gov/PDF/FFIEC_forms/FFIEC031_041_suppinst_200909.pdf .

Accounting for Financial Asset Transfers and Variable Interest Entities

Amendments to FASB ASC Topics 860, Transfers and Servicing, and 810, Consolidation, resulting from Accounting Standards Update (ASU) No. 2009-16 (formerly FASB Statement No.

166, *Accounting for Transfers of Financial Assets* (FAS 166)) and ASU No. 2009-17 (formerly FASB Statement No. 167, *Amendments to FASB Interpretation No. 46(R)* (FAS 167)), respectively, have changed the way entities account for securitizations and special purpose entities. ASU No. 2009-16 (formerly FAS 166) revised former FASB Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*, by eliminating the concept of a "qualifying special-purpose entity," creating the concept of a "participating interest" (which is discussed more fully in the following section), changing the requirements for derecognizing financial assets, and requiring additional disclosures. ASU No. 2009-17 (formerly FAS 167) revised former FASB Interpretation No. 46(R), *Consolidation of Variable Interest Entities*, by changing how a bank holding company or other company determines when an entity that is insufficiently capitalized or is not controlled through voting or similar rights, i.e., a "variable interest entity" (VIE), should be consolidated.

In general, amended Topics 860 and 810 both take effect as of the beginning of each bank holding company's first annual reporting period that begins after November 15, 2009, for interim periods therein, and for interim and annual reporting periods thereafter (i.e., as of January 1, 2010, for bank holding companies with a calendar year fiscal year). Earlier application is prohibited. Bank holding companies are expected to adopt amended Topics 860 and 810 for FR Y-9C reporting purposes in accordance with the effective date of these two standards. Revised Glossary entries for "Transfers of Financial Assets" and "Servicing Assets and Liabilities" that incorporated the provisions of amended Topics 860 and 810 and a new Glossary entry for "Variable Interest Entities" were included in the FR Y-9C instruction book update for September 2010.

The assets and liabilities of consolidated VIEs should be reported on the balance sheet (Schedule HC) in the balance sheet category appropriate to the asset or liability. Similarly, the interest and noninterest income and expenses of consolidated VIEs, including provisions for loan and lease losses, should be reported on the income statement (Schedule HI) in the category appropriate to the income or expense. Because Schedules HC and HI do not enable a bank holding company to present separately (a) the assets of a consolidated VIE that can be used only to settle obligations of the consolidated VIE, (b) the liabilities of a consolidated VIE for which creditors do not have recourse to the general credit of the primary beneficiary, and (c) the related income and expenses, a bank holding company that consolidates a VIE may wish to report on such items in the FR Y-9C's "Notes to the Balance Sheet—Other."

On January 28, 2010, the federal banking agencies published a final rule amending their risk-based capital standards related to the FASB's adoption of FAS 166 and FAS 167 (http://edocket.access.gpo.gov/2010/pdf/2010-825.pdf). The final rule eliminates the exclusion of certain consolidated asset-backed commercial paper programs from risk-weighted assets. It also provides an optional four-quarter transition mechanism related to the implementation of the consolidation requirements under FAS 167 for certain VIEs that were used in securitization and structured finance transactions that took place before the effective date of the new accounting standards. In general, the transition mechanism applies to qualifying VIEs and consists of an optional two-quarter delay in implementation followed by an optional two-quarter partial implementation of the effect of FAS 167 on risk-weighted assets and the allowance for loan and lease losses (ALLL) includable in Tier 2 capital. The transition mechanism does not apply to the

leverage capital ratio nor does it apply to loan participations. For guidance on reporting risk-weighted assets and the ALLL in Schedule HC-R, Regulatory Capital, in accordance with the optional transition mechanism, bank holding companies electing to adopt this mechanism should refer to “Optional Transition Mechanism for Risk-Based Capital Requirements Associated with the Implementation of FAS 166 and FAS 167” on the Federal Reserve’s Web site at http://www.federalreserve.gov/reportforms/supplemental/FRY9C_201003_TransitionGuidance.pdf .

Accounting for Loan Participations under FAS 166

FAS 166 (ASC Topic 860) modified the criteria that must be met in order for a transfer of a portion of a financial asset, such as a loan participation, to qualify for sale accounting. These changes apply to transfers of loan participations on or after the effective date of FAS 166 (which is discussed above), including advances under lines of credit that are transferred on or after the effective date of FAS 166 even if the line of credit agreements were entered into before the effective date of FAS 166. Therefore, bank holding companies with a calendar year fiscal year must account for transfers of loan participations on or after January 1, 2010, in accordance with FAS 166. In general, loan participations transferred before the effective date of FAS 166 (January 1, 2010, for calendar year bank holding companies) are not affected by this new accounting standard and pre-FAS 166 participations that were properly accounted for as sales under FASB Statement No. 140 will continue to be reported as having been sold.

Under FAS 166, if a transfer of a portion of an entire financial asset meets the definition of a “participating interest,” then the transferor (normally the lead lender) must evaluate whether the transfer meets all of the conditions in this accounting standard to qualify for sale accounting. (In summary, these conditions are the isolation of the transferred assets from the transferor, the transferee’s right to pledge or exchange the assets received, and the transferor’s lack of effective control over the transferred assets.) In general, in order for a loan participation, whether retained by the lead lender or transferred to another party, to meet the definition of a participating interest in FAS 166, it must have all of the following characteristics:

- It must represent a proportionate (pro rata) ownership interest in an entire financial asset;
- All cash flows received from the entire financial asset, except any cash flows allocated as compensation for servicing or other services performed (which must not be subordinated and must not significantly exceed an amount that would fairly compensate a substitute service provider should one be required), must be divided proportionately among the participating interest holders in an amount equal to their share of ownership;
- The rights of each participating interest holder (including the lead lender) must have the same priority, no interest is subordinated to another interest, and no participating interest holder has recourse to the lead lender or another participating interest holder other than standard representations and warranties and ongoing contractual servicing and administration obligations; and
- No party has the right to pledge or exchange the entire financial asset unless all participating interest holders agree to do so.

If a transfer of a portion of a financial asset does not meet the definition of a participating

interest, both the lead lender transferring the nonqualifying participation and the party acquiring the nonqualifying participation must account for the transaction as a secured borrowing with a pledge of collateral. On the income statement (Schedule HI), the lead lender should report the interest earned on the entire financial asset (subject to the nonaccrual guidance in the FR Y-9C reporting instructions) as interest income and the interest on the transferred nonqualifying participation, which is reported as a secured borrowing, as interest expense. This interest income and interest expense should not be reported net. In addition, when the financial asset in which a nonqualifying participation has been transferred is reported as a held-for-investment loan, the lead lender should include the entire loan in its determination of an appropriate level for the allowance for loan and lease losses and the related provision for loan and lease losses expense.

Thus, under FAS 166, so-called "last-in, first-out" (LIFO) and "first-in, first-out" (FIFO) participations in which all principal cash flows collected on the loan are paid first to one of the participants do not meet the definition of a participating interest. As a result, neither LIFO nor FIFO participations transferred after the effective date of FAS 166 will qualify for sale accounting and instead must be reported as secured borrowings.

A revised discussion of loan participations in the Glossary entry for "Transfers of Financial Assets" that incorporates the provisions of amended ASC Topic 860 and addresses related reporting issues was included in the FR Y-9C instruction book update for September 2010.

Accounting Standards Codification™

In June 2009, the FASB issued Statement No. 168, *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles* (FAS 168), to establish the FASB Codification as the single source of authoritative nongovernmental U.S. generally accepted accounting principles (U.S. GAAP). The FASB Codification reorganizes existing U.S. accounting and reporting standards issued by the FASB and other related private-sector standard setters, and all guidance contained in the FASB Codification carries an equal level of authority. All previously existing accounting standards documents are superseded as described in FAS 168. All other accounting literature not included in the FASB Codification is nonauthoritative. The FASB Codification can be accessed at http://asc.fasb.org/ .

The FASB Codification is effective for interim and annual periods ending after September 15, 2009. Therefore, effective for the September 30, 2009, and subsequent FR Y-9 reports, references in the reporting instructions (including these Supplemental Instructions) to specific pre-Codification standards under U.S. GAAP (e.g., FASB Statements of Financial Accounting Standards, FASB Interpretations, Emerging Issues Task Force Issues, and Accounting Principles Board Opinions) should be understood to mean the corresponding reference in the FASB's Accounting Standards Codification.

Calculation of Disallowed Deferred Tax Assets

The amount of deferred tax assets that do not qualify for inclusion in Tier 1 capital based on the capital guidelines are reported in Schedule HC-R, item 9.b, "LESS: Disallowed deferred tax assets." Generally, deferred tax assets that are dependent upon future taxable income are limited

to the lesser of: (i) the amount of such deferred tax assets that the bank holding company expects to realize within one year of the calendar quarter-end date, based on its projected future taxable income for that year or (ii) 10% of the amount of the bank holding company's Tier 1 capital.

The reporting instructions for Schedule HC-R, item 9.b includes a section describing the calculation for determining the amount of deferred tax assets that do not qualify for inclusion in Tier 1 capital. Step (a) of the calculation indicates to start with the amount of Tier 1 capital reported in Schedule HC-R, item 8, "Subtotal." However, for purposes of this calculation, until March 31, 2011, bank holding companies may include (i.e., in addition to the amount reported in Schedule HC-R, item 8) in step (a) the amount of excess restricted core capital elements included in Schedule HC-R, item 10, "Other additions to (deductions from) Tier 1 capital" and reported separately in Notes to the Balance Sheet -- Other, item 1, "Amount of excess restricted core capital elements included in Schedule HC-R, item 10."

Other-Than-Temporary Impairment

When the fair value of an investment is less than its cost basis, the impairment is either temporary or other-than-temporary. To determine whether the impairment is other-than-temporary, a bank holding company must apply other pertinent guidance such as paragraph 16 of FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*; FASB Staff Position (FSP) FAS 115-1 and FAS 124-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*; FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*; paragraph 6 of Accounting Principles Board Opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*; Emerging Issues Task Force (EITF) Issue No. 99-20, *Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets*; and FSP EITF 99-20-1, *Amendments to the Impairment Guidance of EITF Issue No. 99-20*. Guidance on recently issued accounting standards on other-than-temporary impairment was incorporated in a revised Glossary entry for "Securities Activities" that was included in the FR Y-9C instruction book update for September 2010.

For regulatory capital purposes, any other-than-temporary impairment losses on both held-to-maturity and available-for-sale debt securities related to factors other than credit loss that are reported, net of applicable taxes, in Schedule HC, item 26.b, "Accumulated other comprehensive income," should be included in Schedule HC-R, item 2, together with the net unrealized gains (losses) on available-for-sale securities that are reported in item 2. Furthermore, when determining the regulatory capital limit for deferred tax assets, a bank holding company may, but is not required to, adjust the reported amount of its deferred tax assets for any deferred tax assets arising from other-than-temporary impairment losses reported, net of applicable taxes, in Schedule HC, item 26.b in accumulated other comprehensive income. A bank holding company must follow a consistent approach over time with respect to this adjustment to the reported amount of deferred tax assets.

In addition, when risk-weighting a held-to-maturity debt security for which an other-than-

temporary impairment loss related to factors other than credit loss was previously recognized in other comprehensive income, include the carrying value of the debt security, as described above, in column A of Schedule HC-R, item 35. Then include the pre-tax amount of this impairment loss that has not yet been accreted from accumulated other comprehensive income to the carrying value of the security as a negative number in column B of Schedule HC-R, item 35, and include the amortized cost of the security, as defined in FSP FAS 115-2, in the appropriate risk-weight category column of item 35 (provided the security is not a purchased subordinated security that is not eligible for the ratings-based approach). Under FAS 115-2, amortized cost is the security's previous amortized cost as of the date of the most recently recognized other-than-temporary impairment loss less the amount of impairment loss recognized in earnings adjusted for subsequent accretion of interest income and payments received on the security.

Extended Net Operating Loss Carryback Period

The Worker, Homeownership, and Business Assistance Act of 2009, which was enacted on November 6, 2009, permits banking organizations and other businesses, excluding those banking organizations that received capital from the U.S. Treasury under the Troubled Asset Relief Program, to elect a net operating loss carryback period of three, four, or five years instead of the usual carryback period of two years for any one tax year ending after December 31, 2007, and beginning before January 1, 2010. For calendar year bank holding companies, this extended carryback period applies to either the 2008 or 2009 tax year. The amount of the net operating loss that can be carried back to the fifth carryback year is limited to 50 percent of the available taxable income for that fifth year, but this limit does not apply to other carryback years.

Under generally accepted accounting principles, bank holding companies may not record the effects of this tax change in their balance sheets and income statements for financial and regulatory reporting purposes until the period in which the law was enacted, i.e., the fourth quarter of 2009. Therefore, bank holding companies should have recognized the effects of this fourth quarter 2009 tax law change on their current and deferred tax assets and liabilities, including valuation allowances for deferred tax assets, in their FR Y-9C report for December 31, 2009. Bank holding companies should not amend their FR Y-9C report for quarters prior to the fourth quarter of 2009 for the effects of the extended net operating loss carryback period.

The Federal Reserve's regulatory capital standards limit the amount of deferred tax assets that are dependent upon future taxable income that can be included in regulatory capital. Deferred tax assets that are dependent upon future taxable income are (a) deferred tax assets arising from deductible temporary differences that exceed the amount of taxes previously paid that a bank holding company could recover through loss carrybacks if the bank holding company's temporary differences (both deductible and taxable) fully reverse at the report date and (b) deferred tax assets arising from operating loss and tax credit carryforwards. A bank holding company with a calendar year fiscal year could have considered the recoverability of taxes paid during the extended carryback period when determining the amount of its deferred tax assets dependent upon future taxable income for regulatory capital calculation purposes as of December 31, 2009, but may not do so for regulatory capital reporting purposes in its March 31, 2010, and subsequent FR Y-9C reports. In addition, any recognized income tax refund receivable resulting from a net operating loss carryback that is currently outstanding should be

reported in Schedule HC-F, item 6, "Other" assets, not in Schedule HC-F, item 2, "Net deferred tax assets."

Treasury Department's Capital Purchase Program

On October 14, 2008, the U.S. Treasury Department announced a Capital Purchase Program (CPP) under the Troubled Asset Relief Program mandated by the Emergency Economic Stabilization Act of 2008 (http://www.ustreas.gov/press/releases/hp1207.htm). The CPP was designed to encourage U.S. financial institutions to build capital to buttress the financial strength of the banking system, increase the flow of financing to U.S. businesses and consumers and support the U.S. economy.

For bank holding companies (other than those that are Subchapter S) that are approved for participation in the CPP, the Treasury Department purchased senior perpetual preferred stock and warrants to purchase common stock or senior perpetual preferred stock, depending on whether the bank holding company's common stock is "publicly traded." For such bank holding companies that are not publicly traded, the Treasury Department's intent was to immediately exercise the warrants for senior perpetual preferred stock ("warrant preferred stock"). The senior perpetual preferred stock issued to the Treasury Department, including warrant preferred stock, should be reported on FR Y-9C Schedule HC-M, item 24.a, "Issuances associated with the U.S. Department of Treasury Capital Purchase Program: Senior perpetual preferred stock or similar items," [for the FR Y-9SP, Schedule SC-M, item 23.a] and included in balance sheet (Schedule HC) item 23, "Perpetual preferred stock and related surplus." [For the FR Y-9LP, Schedule PC, item 20.a; for the FR Y-9SP, Schedule SC, item 16.a] Senior perpetual preferred stock issued by bank holding companies to the Treasury Department is cumulative but for regulatory capital purposes is treated and reported the same as noncumulative perpetual preferred stock as an unrestricted core capital element included in Tier 1 capital. It should be included in the amount reported for "Total equity capital" in item 1 of Schedule HC-R, Regulatory Capital, and included in Schedule HC-R, memoranda item 3.a, "Noncumulative perpetual preferred stock."

Warrants issued by a publicly traded bank holding company should be included in equity capital on the balance sheet (Schedule HC) provided the bank 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 bank 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 bank holding company takes the necessary action to secure sufficient approvals prior to the end of the fiscal quarter in which the warrants are issued. The amount assigned to warrants classified as equity capital should be reported in Schedule HC-M, item 24.b, "Issuances associated with the U.S. Department of Treasury Capital Purchase Program: Warrants to purchase common stock or similar items," [for the FR Y-9SP, Schedule SC-M, item 23.b] and included in Schedule HC, item 25, "Surplus." [For the FR Y-9LP, Schedule PC, item 20.c; for the FR Y-9SP, Schedule SC, item 16.b, "Common stock (including related surplus)"] Warrants that are not eligible to be classified as equity capital should also be reported in Schedule HC-M, item 24.b [for the FR Y-9SP, Schedule SC-M, item 23.b) and included in balance sheet item 20, "Other liabilities." [For

the FR Y-9LP, Schedule PC, item 17; for the FR Y-9SP, Schedule SC, item 13]

Proceeds from a bank holding company's issuance to the Treasury Department of noncumulative perpetual preferred stock during the calendar year-to-date reporting period should be included in Schedule HI-A, item 5.a, "Sale of perpetual preferred stock, gross." [For the FR Y-9LP, Schedule PI-A, part III, item 9, "Proceeds from issuance of preferred stock."] Proceeds from warrants eligible to be classified as equity capital during the calendar year-to-date reporting period should be included in Schedule HI-A, item 6.a, "Sale of common stock, gross." [For the FR Y-9LP, Schedule PI-A, part III, item 7, "Proceeds from issuance of common stock.] Note that the accretion of any applicable discount (par or liquidation value of preferred stock less the carrying value) is treated as quarterly dividend payments until the 5 year discounted dividend period is over. The quarterly accretion of the discount is reported in Schedule HI-A, item 10, "LESS: Cash dividends declared on preferred stock."

For bank holding companies that have elected to be taxed under Subchapter S or are organized in mutual form, the full amount of all subordinated debt securities issued to the Treasury Department under the CPP should be reported in Schedule HC, item 19.a, "Subordinated notes and debentures," and in Schedule HC-M, item 24.a, "Issuances associated with the U.S. Department of Treasury Capital Purchase Program: Senior perpetual preferred stock or similar items." [For the FR Y-9LP, Schedule PC, item 16, "Subordinated notes and debentures;" for the FR Y-9SP, Schedule SC, item 11, "Long-term borrowings," and Schedule SC-M, item 23.a, "Issuances associated with the U.S. Department of Treasury Capital Purchase Program: Senior perpetual preferred stock or similar items."] For regulatory capital purposes, report in Schedule HC-R, item 6.b, "Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)," and in Schedule HC-R, memoranda item 8.d, "Qualifying trust preferred securities," the portion of such subordinated debt securities that qualify for inclusion in Tier 1 capital based on the risk-based capital guidelines.

Trust Preferred Securities and Limits on Restricted Core Capital Elements

On March 10, 2005, the Federal Reserve announced the amendment of its risk-based capital standards for bank holding companies to allow the continued inclusion of outstanding and prospective issuances of trust preferred securities in the tier 1 capital of bank holding companies, subject to stricter quantitative limits and qualitative standards. The Federal Reserve also revised the quantitative limits applied to the aggregate amount of qualifying cumulative perpetual preferred stock, qualifying trust preferred securities, and Class B and Class C minority interest[1] (collectively, restricted core capital elements) included in the tier 1 capital of bank holding companies. These new quantitative limits were scheduled to become effective on March 31, 2009. However, on March 23, 2009, the Federal Reserve adopted a rule extending the compliance date for the tighter limits to March 31, 2011 in light of the current stressful financial conditions and the severely constrained ability of bank holding companies to raise additional

[1] Class B minority interest in consolidated subsidiaries is defined as qualifying cumulative perpetual preferred stock directly issued by a consolidated U.S. depository institution or foreign bank subsidiary. Class C minority interest in consolidated subsidiaries is defined as qualifying common stockholders' equity or perpetual preferred stock issued by a consolidated subsidiary that is neither a U.S. depository institution nor a foreign bank.

capital in the markets. Nevertheless, it is also prudential and appropriate to recognize the large percentage of bank holding companies currently in compliance with the tighter limits on capital components adopted by the 2005 Board rule and to encourage such bank holding companies to continue to comply with the tighter limits and for other bank holding companies to come into compliance as quickly as feasible in the current financial environment.

Accordingly, and consistent with the new and revised items implemented on FR Y-9C Schedule HC-R for the first quarter of 2009, the instructions for these new and revised items require reporting in accordance with the revised limits to become effective on March 31, 2011, but only requires the exclusion of amounts from Tier 1 or Tier 2 capital that are subject to such exclusion under the quantitative limits under the Board's risk-based capital rule applicable until March 31, 2011. A bank holding company's amount of restricted core capital elements that are includable in Tier 1 capital under the limits applicable until March 31, 2011, but that would be excluded from Tier 1 capital and included in Tier 2 capital under the limits applicable on March 31, 2011, are reported on Schedule HC-R, line item 10, "Other additions to (deductions from) Tier 1 capital," and reported on the Notes to the Balance Sheet—Other, item 1, "Amount of excess restricted core capital elements included in Schedule HC-R, item 10." Refer to the section "Reporting of Qualifying Restricted Core Capital Elements in Tier 1 Capital" beginning on page HC-R-3 of the FR Y-9C reporting instructions for further information.

FASB Statement No. 158 on Defined Benefit Postretirement Plans

FASB Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans* (FAS 158), issued in September 2006 and now codified in ASC Subtopic 715-20, Compensation-Retirement Benefits – Defined Benefit Plans-General, requires a bank holding company that sponsors a single-employer defined benefit postretirement plan, such as a pension plan or health care plan, to recognize the funded status of each such plan on its balance sheet. An overfunded plan is recognized as an asset while an underfunded plan is recognized as a liability. As of the end of the fiscal year when a bank holding company initially applies FAS 158, the postretirement plan amounts recognized on the bank holding company's balance sheet before applying FAS 158 must be adjusted to recognize gains or losses, prior service costs or credits, and transition assets or obligations that have not yet been included in the net periodic benefit cost of its plans. These adjustment amounts are recognized directly in equity capital as components of the ending balance of accumulated other comprehensive income (AOCI), net of tax. Thereafter, a bank holding company must recognize certain gains and losses and prior service costs or credits that arise during each reporting period, net of tax, as a component of other comprehensive income (OCI) and, hence, AOCI. Postretirement plan amounts carried in AOCI are adjusted as they are subsequently recognized in earnings as components of the plans' net periodic benefit cost. For further information on accounting for defined benefit postretirement plans, bank holding companies should refer to FAS 158; FASB Statement No. 87, *Employers' Accounting for Pensions*; and FASB Statement No. 106, *Employers' Accounting for Postretirement Benefits Other Than Pensions* all of which are codified in ASC Topic 715, Compensation-Retirement Benefits.

In addition, according to an interim decision announced by the banking agencies on December 14, 2006, bank holding companies should reverse the effects on AOCI of FAS 158 for regulatory

capital purposes, including for purposes of reporting and measuring the numerators and denominators for the leverage and risk-based capital ratios. The intent of the reversal is to neutralize the effect on AOCI of the application of FAS 158 on regulatory capital. Bank holding companies should exclude from regulatory capital any amounts recorded in AOCI resulting from the initial and subsequent application of both the funded status and measurement date provisions of FAS 158. For FR Y-9C reporting purposes, these excluded amounts should be reported in item 4 of Schedule HC-R, Regulatory Capital, together with the accumulated net gains (losses) on cash flow hedges. If the sum of the amounts included in AOCI (Schedule HC, item 26.b) for defined benefit postretirement plans under FAS 158 and for cash flow hedges represents a net gain (i.e., a net increase) in reported equity capital, this sum should be reported as a positive value in item 4 of Schedule HC-R. If the sum represents a net loss (i.e., a decrease) in reported equity capital, it should be reported as a negative number in item 4 of Schedule HC-R.

In addition, when determining the regulatory capital limit for deferred tax assets, a bank holding company may, but is not required to, adjust the amount of its deferred tax assets for any deferred tax assets or liabilities associated with any amounts recorded in AOCI resulting from the application of FAS 158 that are excluded from regulatory capital (and reported in Schedule HC-R, item 4) in accordance with the preceding guidance. A bank holding company must follow a consistent approach over time with respect to such adjustments.

For purposes of reporting and measuring the denominators for the risk-based and leverage ratios, bank holding companies should also adjust their assets for any amounts recorded in AOCI affecting assets resulting from the initial and subsequent application of the funded status and measurement date provisions of FAS 158. Specifically, assets recognized or derecognized as an adjustment to AOCI as part of the incremental effect of applying FAS 158 should be reported as an adjustment to assets in item 42 of Schedule HC-R, column B, and should also be reported in item 26 of Schedule HC-R. For example, derecognition of an asset recorded as an offset to AOCI as part of the initial incremental effect of applying FAS 158 should be recorded as a negative amount in item 42, column B, of Schedule HC-R and as a positive amount in item 42, column F. This amount should also be added back to average total assets for leverage capital purposes by reporting it as a negative number in item 26 of Schedule HC-R. As another example, the portion of a benefit plan surplus asset that is included in Schedule HC, item 26.b as an increase to AOCI and is included in item 42, column A, of Schedule HC-R should be excluded from risk-weighted assets by reporting the amount as a positive number in item 42, column B. This amount should also be deducted from average total assets for leverage capital purposes by reporting the amount as a positive number in item 26 of Schedule HC-R. In addition, the adjustments for purposes of calculating risk-based capital and the leverage ratio described above should be adjusted for subsequent amortization of such amounts from AOCI into earnings.

FASB Interpretation No. 48 on Uncertain Tax Positions

Bank holding companies should continue to follow the guidance on accounting for uncertain tax positions under FASB Interpretation No. 48, that was included in the FR Y-9C Supplemental Instructions for December 31, 2009. These instructions can be accessed via the Federal Reserve's Web site

(http://www.federalreserve.gov/reportforms/supplemental/SI_FRY9_200912.pdf).

Business Combinations and Noncontrolling (Minority) Interests

Bank holding companies should continue to follow the guidance on accounting for business combinations and noncontrolling (minority) interests under FASB Statements Nos. 141(R) and 160, that was included in the FR Y-9C Supplemental Instructions for September 30, 2009. These instructions can be accessed via the Federal Reserve's Web site (http://www.federalreserve.gov/reportforms/supplemental/SI_FRY9_200909.pdf).

Fair Value Measurement and Fair Value Option

Bank holding companies should continue to follow the guidance on fair value measurements under FASB Statement No. 157, *Fair Value Measurements*, and the guidance on implementing the fair value option under FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, that was included in the FR Y-9C Supplemental Instructions for June 30, 2009. These instructions can be accessed via the Federal Reserve's Web site (http://www.federalreserve.gov/reportforms/supplemental/SI_FRY9_200906.pdf).

Accounting for Share-based Payments

Bank holding companies should continue to follow the guidance on accounting for share-based payments under FASB Statement No. 123 (Revised 2004), *Share-Based Payment* (FAS 123(R)), that was included in the FR Y-9C Supplemental Instructions for December 31, 2006. These instructions can be accessed via the Federal Reserve's Web site (http://www.federalreserve.gov/reportforms/supplemental/SI_FRY9_200612.pdf).

Tobacco Transition Payment Program

Bank holding companies should continue to follow guidance on the tobacco buyout program included in the FR Y-9C Supplemental Instructions for June 30, 2006, which can be accessed via the Federal Reserve's Web site (http://www.federalreserve.gov/reportforms/supplemental/SI.FRY9.200606.pdf).

Commitments to Originate and Sell Mortgage Loans

Bank holding companies should continue to follow the guidance provided on this subject in the FR Y-9C Supplemental Instructions provided for December 31, 2005. These Supplemental Instructions can be accessed via the Federal Reserve's Web site (http://www.federalreserve.gov/reportforms/supplemental/SI.FRY9.200512.pdf).

Listing of Revisions

Revisions to the FR Y-9C for September 2010

Report Form

(1) *Cover Page.* Updated the reporting date to September 30, 2010.

Instructions Only

(1) *General Instructions.* Inserted footnote 2 describing control of a variable interest entity.
(2) *Schedule HI, item 5(c).* Corrected cross-reference.
(3) *Schedule HI-A, item 2.* Clarified language for consistency with Call Report.
(4) *Glossary, entry for Lease Accounting.* Corrected cross-references.
(5) *Glossary, entry for Loan Secured by Real Estate.* Clarified that estimated value of real estate collateral is made at origination.
(6) *Glossary, entry for Securities Activities:* Updated guidance regarding other-than-temporary impairment losses on debt securities.
(7) *Glossary, entry for Servicing Assets and Liabilities.* Clarified guidance on when to recognize a servicing asset or liability.
(8) *Glossary, entry for Transfer of Financial Assets.* Updated entry for consistency with FASB Statements Nos. 166 and 167.
(9) *Glossary, entry for Variable Interest Entity.* Created new Glossary entry.

Revisions to the FR Y-9LP for September 2010

Report Form

(1) *Cover Page.* Updated the reporting date to September 30, 2010.

Instructions Only

(1) *Schedule PC-B, item 10.* Clarified that only assets classified as securities are reported as pledged securities.

SUMMARY OF EDIT CHANGES EFFECTIVE FOR SEPTEMBER 30, 2010, FR Y-9C CHECKLISTS

FR Y-9C

(most recent changes listed first by type of change, edit type, and edit number)

Date of Change	*Type of Change*	*Affected Edit Information Type*	*Number*	*Target Item*	*MDRM*	*Comments*
7/12/2010	*Added*	*Quality*	*0392*	*HC-Q4A*	*BHCKG488*	
7/12/2010	*Added*	*Quality*	*0393*	*HC-RM8c*	*BHCK5990*	
7/12/2010	*Added*	*Quality*	*0394*	*HC-K3a*	*BHDM3516*	
7/12/2010	*Added*	*Quality*	*0395*	*HC-R50B*	*BHCEB541*	
7/12/2010	*Added*	*Quality*	*9335*	*IN1*	*BHCKJ536*	
7/12/2010	*Added*	*Quality*	*9580*	*NBS1*	*BHCKG914*	
7/12/2010	*Added*	*Quality*	*9580*	*NBS2*	*BHCKJ463*	
7/12/2010	*Added*	*Quality*	*9580*	*NBS3*	*BHCKJ537*	
7/12/2010	*Ended*	*Quality*	*6945*	*HC-R50B*	*BHCEB541*	
7/12/2010	*Ended*	*Quality*	*9570*	*NBS2*	*BHCKJ463*	
7/12/2010	*Ended*	*Quality*	*9570*	*NBS3*	*BHCKJ537*	