

Board of Governors of the Federal Reserve System



Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies—FR Y-11Q

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 Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

The Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies are to be prepared in accordance with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: The Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies must be signed by an authorized officer of the bank holding company.

Date of Report:

December 31, 2000

Month / Date / Year (BHCS 9999)

I, _____
Name and Title of Officer

have reviewed the Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies and believe that the report has been prepared in accordance with the instructions issued by the Federal Reserve.

Signature of Officer

Date of Signature

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

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT 9110)

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

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

For Federal Reserve Bank Use Only

BHC Number _____

RSSD ID _____

SUB Number _____

RSSD ID _____

C.I. _____

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies

Legal Name of Nonbank Subsidiary (TEXT 9012)

(Mailing Address of Nonbank Subsidiary) Street / P.O. Box (TEXT 9013)

If the name of the nonbank subsidiary has changed since the previous FR Y-11Q was filed with the Federal Reserve, indicate the former name of the company. (TEXT 9023)

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

Report at the close of business _____

Balance Sheet

Dollar Amounts in Thousands

| ASSETS | BHCS | Bil | Mil | Thou | |
|---|------|-----|-----|------|-------|
| 1. Cash and balances due from depository institutions | 0010 | | | | 1. |
| 2. Securities: | | | | | |
| a. Held-to-maturity | 1754 | | | | 2.a. |
| b. Available-for-sale | 1773 | | | | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell | 1350 | | | | 3. |
| 4. Loans and lease financing receivables: | | | | | |
| a. Loans and lease financing receivables, net of unearned income | 2122 | | | | 4.a. |
| b. LESS: Allowance for loan and lease losses | 3123 | | | | 4.b. |
| c. Loans and lease financing receivables, net of unearned income and allowance for loan and lease losses (item 4.a minus 4.b.) | 2125 | | | | 4.c. |
| 5. Assets held in trading accounts | 3545 | | | | 5. |
| 6. Premises and fixed assets (including capitalized leases) | 2145 | | | | 6. |
| 7. Other real estate owned: | | | | | |
| a. Real estate acquired in satisfaction of debt previously contracted | 2744 | | | | 7.a. |
| b. Other real estate owned | 2745 | | | | 7.b. |
| 8. Investments in other companies | 2130 | | | | 8. |
| 9. Intangible assets: | | | | | |
| a. Mortgage servicing assets | 3164 | | | | 9.a. |
| b. Other identifiable intangibles | 3165 | | | | 9.b. |
| c. Goodwill | 3163 | | | | 9.c. |
| 10. All other assets | 2160 | | | | 10. |
| 11. Balances with related institutions, gross: | | | | | |
| a. Balances due from bank holding company (parent companies only), gross | 1725 | | | | 11.a. |
| b. Balances due from subsidiary banks of the bank holding company, gross | 1726 | | | | 11.b. |
| c. Balances due from other nonbank subsidiaries of the bank holding company, gross | 1793 | | | | 11.c. |
| 12. Total assets (sum of items 1, 2, 3, 4.c through 11.c) | 2170 | | | | 12. |
| LIABILITIES AND EQUITY CAPITAL | | | | | |
| 13. Deposits | 2200 | | | | 13. |
| 14. Trading liabilities | 3548 | | | | 14. |
| 15. Borrowings with a remaining maturity of one year or less (including federal funds purchased): | | | | | |
| a. Commercial paper | 2309 | | | | 15.a. |
| b. Other borrowings with a remaining maturity of one year or less (including federal funds purchased) | 5490 | | | | 15.b. |
| 16. Borrowings with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus) | 1729 | | | | 16. |
| 17. All other liabilities | 2750 | | | | 17. |
| 18. Balances due to related institutions, gross: | | | | | |
| a. Balances due to bank holding company (parent companies only), gross | 1781 | | | | 18.a. |
| b. Balances due to subsidiary banks of the bank holding company, gross | 1782 | | | | 18.b. |
| c. Balances due to other nonbank subsidiaries of the bank holding company, gross | 1794 | | | | 18.c. |
| 19. Total liabilities (sum of items 13 through 18.c) | 2948 | | | | 19. |

Dollar Amounts in Thousands

| LIABILITIES AND EQUITY CAPITAL—Continued | BHCS | Bil | Mil | Thou | |
|---|------|-----|-----|------|-------|
| 20. Equity capital: | | | | | |
| a. Perpetual preferred stock (including related surplus) | 3283 | | | | 20.a. |
| b. Common stock | 3230 | | | | 20.b. |
| c. Capital surplus | 3240 | | | | 20.c. |
| d. Retained earnings | 3247 | | | | 20.d. |
| e. Net unrealized holding gains (losses) on available-for-sale securities | 8434 | | | | 20.e. |
| f. Accumulated net gains (losses) on cash flow hedges | 4336 | | | | 20.f. |
| g. Cumulative foreign currency translation adjustments | 3284 | | | | 20.g. |
| h. LESS: Treasury stock | 3153 | | | | 20.h. |
| i. Total equity capital (sum of items 20.a through 20.g minus item 20.h) | 3210 | | | | 20.i. |
| 21. Total liabilities and equity capital (sum of items 19 and 20.i.) | 3300 | | | | 21. |

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| C.I. <input type="checkbox"/> |

Dollar Amounts in Thousands

| OFF-BALANCE-SHEET ITEMS | BHCS | Bil | Mil | Thou | |
|---|------|-----|-----|------|-------|
| 22. Unused commitments on securities underwriting | 3817 | | | | 22. |
| 23. Unused commitments on loans and all other unused commitments | A013 | | | | 23. |
| 24. Standby letters of credit and foreign office guarantees | A014 | | | | 24. |
| 25. Commercial and similar letters of credit | 3411 | | | | 25. |
| 26. Commitments to purchase foreign currencies and U.S. dollar exchanges (spot, forward, and futures) | 3415 | | | | 26. |
| 27. All other futures and forward contracts (excluding contracts involving foreign exchange) .. | A015 | | | | 27. |
| 28. Option contracts: | | | | | |
| a. Written option contracts | A098 | | | | 28.a. |
| b. Purchased option contracts | A099 | | | | 28.b. |
| 29. Notional value of interest rate swaps | 3450 | | | | 29. |
| 30. Notional value of exchange swaps (e.g., cross currency swaps) | 3826 | | | | 30. |
| 31. Notional value of other swaps | 3829 | | | | 31. |
| 32. Assets sold with recourse | A016 | | | | 32. |
| 33. All other off-balance-sheet liabilities | A100 | | | | 33. |

Dollar Amounts in Thousands

| MEMORANDA (Exclude balances with related institutions) | BHCS | Bil | Mil | Thou | |
|--|------|-----|-----|------|--------|
| <i>The Federal Reserve regards the information submitted in response to Memoranda items 7.a and 7.d as confidential.</i> | | | | | |
| 1. Loans secured by real estate | 1410 | | | | M.1. |
| 2. Commercial and industrial loans | 3623 | | | | M.2. |
| 3. Loans to depository institutions | 3622 | | | | M.3. |
| 4. Loans to individuals for personal, household, and other personal expenditures | 1975 | | | | M.4. |
| 5. All other loans and lease financing receivables | A017 | | | | M.5. |
| 6. Loans and lease financing receivables: | | | | | |
| a. To U.S. addressees | 1721 | | | | M.6.a. |
| b. To non-U.S. addressees | 1722 | | | | M.6.b. |
| 7. Past due and nonaccrual loans and leases: | | | | | |
| a. Loans and leases past due 30 through 89 days | 1406 | | | | M.7.a. |
| b. Loans and leases past due 90 days or more | 1407 | | | | M.7.b. |
| c. Nonaccrual loans and leases | 1403 | | | | M.7.c. |
| d. Loans and leases restructured and included in past due and nonaccrual loans | A018 | | | | M.7.d. |
| e. Loans and leases restructured and in compliance with modified terms | 1616 | | | | M.7.e. |
| 8. Loan and lease losses: | | | | | |
| a. Charge-offs | 4635 | | | | M.8.a. |
| b. Recoveries | 4605 | | | | M.8.b. |

Dollar Amounts in Thousands

| MEMORANDA—Continued | | | | | BHCS | Bil | Mil | Thou | |
|---|--------|--|--|--|------|-----|-----|------|---------|
| 9. Loan servicing portfolio: | | | | | | | | | |
| a. Number of loans in servicing portfolio (report the actual number) | NUMBER | | | | | | | | M.9.a. |
| | A019 | | | | | | | | |
| b. Dollar amount of loans in servicing portfolio | | | | | A020 | | | | M.9.b. |
| 10. Loans that have been securitized and sold without recourse with servicing retained (year-to-date) | | | | | A021 | | | | M.10. |
| 11. Earning assets | | | | | 3197 | | | | M.11. |
| 12. Other assets: | | | | | | | | | |
| a. Income earned but not collected | | | | | 5397 | | | | M.12.a. |
| b. Prepaid expenses | | | | | A022 | | | | M.12.b. |
| c. Net deferred tax assets | | | | | A023 | | | | M.12.c. |
| d. Accounts receivable | | | | | A024 | | | | M.12.d. |
| 13. Borrowings that reprice within one year | | | | | 3298 | | | | M.13. |
| 14. Other liabilities: | | | | | | | | | |
| a. Expenses accrued and unpaid | | | | | A025 | | | | M.14.a. |
| b. Net deferred tax liability | | | | | A026 | | | | M.14.b. |
| c. Accounts payable | | | | | A027 | | | | M.14.c. |

Income Statement (calendar year-to-date)

Dollar Amounts in Thousands

| | | | | | BHCS | Bil | Mil | Thou | |
|---|--|--|--|--|------|-----|-----|------|----------|
| 1. Interest income: | | | | | | | | | |
| a. Interest and fee income from nonrelated organizations | | | | | A028 | | | | 1.a. |
| b. Interest and fee income from related organizations | | | | | A029 | | | | 1.b. |
| c. Total interest income (sum of items 1.a and 1.b) | | | | | 4107 | | | | 1.c. |
| 2. Interest expense: | | | | | | | | | |
| a. Interest expense pertaining to nonrelated organizations | | | | | A030 | | | | 2.a. |
| b. Interest expense pertaining to related organizations | | | | | A031 | | | | 2.b. |
| c. Total interest expense (sum of items 2.a and 2.b) | | | | | 4073 | | | | 2.c. |
| 3. Net interest income (item 1.c minus item 2.c) | | | | | 4074 | | | | 3. |
| 4. Provision for credit losses | | | | | 4230 | | | | 4. |
| 5. Noninterest income: | | | | | | | | | |
| a. From nonrelated organizations: | | | | | | | | | |
| (1) Income from fiduciary activities | | | | | 4070 | | | | 5.a.(1) |
| (2) Income from underwriting activities | | | | | 4071 | | | | 5.a.(2) |
| (3) Income from brokerage activities | | | | | A032 | | | | 5.a.(3) |
| (4) Income from loan servicing | | | | | A033 | | | | 5.a.(4) |
| (5) Trading revenue | | | | | A220 | | | | 5.a.(5) |
| (6) Service charges, commissions, and fees | | | | | 3626 | | | | 5.a.(6) |
| (7) Other noninterest income | | | | | 4078 | | | | 5.a.(7) |
| b. From related organizations | | | | | 4619 | | | | 5.b. |
| c. Total noninterest income (sum of items 5.a.(1) through 5.a.(7) and 5.b) | | | | | 4079 | | | | 5.c. |
| 6. Realized gains (losses): | | | | | | | | | |
| a. Realized gains and losses on held-to-maturity securities | | | | | 3521 | | | | 6.a. |
| b. Realized gains and losses on available-for-sale securities | | | | | 3196 | | | | 6.b. |
| 7. Noninterest expense: | | | | | | | | | |
| a. Pertaining to nonrelated organizations | | | | | A034 | | | | 7.a. |
| b. Pertaining to the organization: | | | | | | | | | |
| (1) Salaries and employee benefits | | | | | 4135 | | | | 7.b.(1) |
| (2) Expenses on premises and fixed assets | | | | | 4217 | | | | 7.b.(2) |
| (3) Other noninterest expense | | | | | 4092 | | | | 7.b.(3) |
| c. Total noninterest expense (sum of items 7.a and 7.b.(1) through 7.b.(3)) | | | | | 4093 | | | | 7.c. |
| 8. Income before taxes, extraordinary items, and other adjustments (sum of items 3, 5.c, 6.a, and 6.b, minus items 4 and 7.c) | | | | | 3631 | | | | 8. |
| 9. Applicable income taxes (benefits) (estimated) | | | | | 4302 | | | | 9. |
| 10. Extraordinary items, net of income taxes | | | | | 4320 | | | | 10. |
| 11. Equity in undistributed income (loss) of subsidiary(s) | | | | | 3147 | | | | 11. |
| 12. Net income (losses) (sum of items 8, 10, and 11 minus item 9) | | | | | 4340 | | | | 12. 3/98 |

Changes in Equity Capital

Dollar Amounts in Thousands

| | BHCS | Bil | Mil | Thou | |
|---|------|-----|-----|------|------|
| 1. Equity capital end of previous calendar year | 3215 | | | | 1. |
| | bhct | | | | |
| 2. Net income (must equal Income Statement, item 12) | 4340 | | | | 2. |
| | BHCS | | | | |
| 3. Sale, conversion, acquisition, or retirement of capital stock | A035 | | | | 3. |
| 4. LESS: Cash dividends declared: | | | | | |
| a. Preferred | A101 | | | | 4.a. |
| b. Common | 4460 | | | | 4.b. |
| 5. Foreign currency translation adjustments | 4414 | | | | 5. |
| 6. Other adjustments | 3581 | | | | 6. |
| 7. Equity capital at end of period (sum of items 1, 2, 3, 5 and 6 minus items 4.a and 4.b) (must equal Balance Sheet, item 20.i) | bhct | | | | |
| | 3210 | | | | 7. |

Notes to the Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the bank holding company wishes to explain that are material in amount and cannot be disclosed separately in the existing line items.

Each additional piece of information disclosed should include the appropriate reference to the financial statement and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A bank holding company nonbank subsidiary reports \$1 million in "All other assets." Of this amount, \$500,000 is related to accounts receivable. Enter on the line item below the following information:

| TEXT | BHCS | Bil | Mil | Thou |
|---|------|-----|-----|------|
| 0000 Accounts receivable of \$500,000 are included in line item 10, | | | | |
| "All other assets," on the balance sheet. | | | | |
| | 0000 | | | 500 |

Notes to the Financial Statements

Dollar amount in thousands

| TEXT | BHCS | Bil | Mil | Thou |
|----------|------|-----|-----|------|
| 1. B057 | | | | |
| | | | | |
| | B057 | | | |
| 2. B058 | | | | |
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| | B058 | | | |
| 3. B059 | | | | |
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