

Board of Governors of the Federal Reserve System



Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies—FR Y-11

(See General Instructions for filing frequency requirements)

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 Financial Statements of U.S. Nonbank Subsidiaries of U.S. 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 Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies must be signed by an authorized officer of the bank holding company.

Date of Report:

June 30, 2010

Month / Date / Year (BHCS 9999)

I, the undersigned officer of the bank holding company attest that the FR Y-11 reports listed on the following page(s) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

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

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

Printed Name of Officer (BHCS C490)

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Title of Officer (BHCS C491)

Signature of Officer

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

Person to whom questions about these reports should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

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

| | |
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| BHCS | |
| J444 | |

To be completed for the December report only.

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

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| 6909 | |

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 RSSD ID _____

SUB RSSD ID _____

C.I. _____

Detailed Listing of Subsidiaries

Bank holding companies must provide the information requested below for each nonbank subsidiary included in this submission. This page must be attached to the cover page and placed in the bank holding company's file and should not be submitted to the Reserve Bank.

| Name(s) of Nonbank Subsidiary | Mailing Address | Subsidiary RSSD ID |
|-------------------------------|-----------------|--------------------|
|-------------------------------|-----------------|--------------------|

| | | |
|-----------------------------------------------|----------------------------------------------------------------|------------------|
| 1. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 2. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 3. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 4. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 5. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 6. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 7. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 8. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 9. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 10. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |

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

Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies

| | |
|-----------------------------------|-------|
| For Federal Reserve Bank Use Only | |
| BHC RSSD ID | _____ |
| SUB RSSD ID | _____ |
| C.I. | _____ |

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-11 was filed with the Federal Reserve, indicate the former name of the company. (TEXT 9023)

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

Schedule IS—Income Statement (calendar year-to-date)

| | Dollar Amounts in Thousands | | | | |
|----------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----|-----|------|----------|
| | BHCS | 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 loan and lease losses (must equal Schedule IS-B, item 4)..... | 4230 | | | | 4. |
| 5. Noninterest income: | | | | | |
| a. From nonrelated organizations: | | | | | |
| (1) Income from fiduciary activities | 4070 | | | | 5.a.(1) |
| (2) Service charges on deposit accounts..... | 4080 | | | | 5.a.(2) |
| (3) Trading revenue | A220 | | | | 5.a.(3) |
| (4) Investment banking, advisory, brokerage, and underwriting fees and commissions..... | B490 | | | | 5.a.(4) |
| (5) Venture capital revenue..... | B491 | | | | 5.a.(5) |
| (6) Net servicing fees..... | B492 | | | | 5.a.(6) |
| (7) Net securitization income | B493 | | | | 5.a.(7) |
| (8) Insurance commissions and fees | B494 | | | | 5.a.(8) |
| (9) Fees and commissions from annuity sales | C887 | | | | 5.a.(9) |
| (10) Other noninterest income | B497 | | | | 5.a.(10) |
| b. From related organizations..... | 4619 | | | | 5.b. |
| c. Total noninterest income (sum of items 5.a.(1) through 5.a.(10) and 5.b)..... | 4079 | | | | 5.c. |
| 6. Realized gains (losses) on securities not held in trading accounts..... | 4091 | | | | 6. |
| 7. Noninterest expense: | | | | | |
| a. Pertaining to nonrelated organizations..... | A034 | | | | 7.a. |
| b. Pertaining to related organizations..... | C376 | | | | 7.b. |
| c. Total noninterest expense (sum of items 7.a and 7.b)..... | 4093 | | | | 7.c. |
| 8. Income (loss) before extraordinary items and other adjustments (sum of items 3, 5.c, and 6, minus items 4 and 7.c)..... | 3631 | | | | 8. |
| 9. Applicable income taxes (benefits) (estimated) | 4302 | | | | 9. |
| 10. Extraordinary items, net of applicable income taxes..... | 4320 | | | | 10. |
| 11. Equity in undistributed income (loss) of subsidiary(s)..... | 3147 | | | | 11. |
| 12. Net income (loss) (sum of items 8, 10, and 11 minus item 9) | 4340 | | | | 12. |

MEMORANDA

| | Dollar Amounts in Thousands | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----|-----|------|------|
| | BHCS | Bil | Mil | Thou | |
| <i>Memorandum item 1 is to be completed by nonbank subsidiaries that are required to complete Schedule BS-A, Memoranda items 1.b and 1.c.</i> | | | | | |
| 1. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule IS, item 1.a)..... | F228 | | | | M.1. |
| <i>Memorandum item 2 is to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i> | | | | | |
| 2. Net change in fair values of financial instruments accounted for under a fair value option | F229 | | | | M.2. |

Schedule IS-A—Changes in Equity Capital

| Dollar Amounts in Thousands | | BHCS | Bil | Mil | Thou | |
|-----------------------------------------------------------------------------------------------------------------------------------------------|------|------|-----|-----|------|----|
| 1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Income Statements) | | 3217 | | | | 1. |
| | bhct | | | | | |
| 2. Net income (loss) (must equal Income Statement, item 12) | | 4340 | | | | 2. |
| | BHCS | | | | | |
| 3. Sale, conversion, acquisition, or retirement of common stock and perpetual preferred stock .. | | A035 | | | | 3. |
| 4. LESS: Cash dividends declared..... | | 4598 | | | | 4. |
| 5. Other comprehensive income ¹ | | B511 | | | | 5. |
| 6. Other adjustments to equity capital..... | | 3581 | | | | 6. |
| 7. Total equity capital at end of current period (sum of items 1, 2, 3, 5 and 6 minus item 4) (must equal Schedule BS, item 18.g)..... | | 3210 | | | | 7. |

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and changes in minimum pension liability adjustments.

Schedule IS-B—Changes in Allowance for Loan and Lease Losses

| Dollar Amounts in Thousands | | BHCS | Bil | Mil | Thou | |
|----------------------------------------------------------------------------------------------------------------------------------|------|------|-----|-----|------|----|
| 1. Balance most recently reported at end of previous calendar year (i.e., after adjustments from amended Income Statements)..... | | 3124 | | | | 1. |
| 2. Recoveries | | 4605 | | | | 2. |
| 3. LESS: Charge-offs..... | | C079 | | | | 3. |
| | bhct | | | | | |
| 4. Provision for loan and lease losses (must equal Schedule IS, item 4) | | 4230 | | | | 4. |
| | BHCS | | | | | |
| 5. Adjustments | | 4815 | | | | 5. |
| 6. Balance at end of current period (sum of items 1, 2, 4 and 5 minus item 3) (must equal Schedule BS, item 3.b) | | 3123 | | | | 6. |

Schedule BS—Balance Sheet

| Dollar Amounts in Thousands | | BHCS | Bil | Mil | Thou | |
|-------------------------------------------------------------------------------------------------------------------------------------|--|------|-----|-----|------|------|
| ASSETS | | | | | | |
| 1. Cash and balances due from depository institutions..... | | 0010 | | | | 1. |
| 2. Securities: | | | | | | |
| a. Held-to-maturity securities..... | | 1754 | | | | 2.a. |
| b. Available-for-sale securities | | 1773 | | | | 2.b. |
| 3. Loans and lease financing receivables (including federal funds sold): | | | | | | |
| a. Loans and lease financing receivables, net of unearned income (from Schedule BS-A, item 6)..... | | 2122 | | | | 3.a. |
| b. LESS: Allowance for loan and lease losses (from Schedule IS-B, item 6)..... | | 3123 | | | | 3.b. |
| c. Loans and lease financing receivables, net of unearned income and allowance for loan and lease losses (item 3.a minus 3.b) | | 2125 | | | | 3.c. |
| 4. Trading assets..... | | 3545 | | | | 4. |
| 5. Premises and fixed assets (including capitalized leases) | | 2145 | | | | 5. |
| 6. Other real estate owned..... | | 2150 | | | | 6. |
| 7. All other assets..... | | 1724 | | | | 7. |
| 8. Claims on nonrelated organizations (sum of items 1, 2, 3.c through 7)..... | | C377 | | | | 8. |
| 9. Balances due from related institutions, gross | | C378 | | | | 9. |
| 10. Total assets (sum of items 8 and 9) (must equal item 19)..... | | 2170 | | | | 10. |

Schedule BS—Continued

| | | Dollar Amounts in Thousands | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------|-----|-----|------|-------|
| | | BHCS | Bil | Mil | Thou | |
| LIABILITIES AND EQUITY CAPITAL | | | | | | |
| 11. Trading liabilities | | 3548 | | | | 11. |
| 12. Other borrowed money with a remaining maturity of one year or less (including commercial paper issued and federal funds purchased) | | C379 | | | | 12. |
| 13. Other borrowed money with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus) | | 1729 | | | | 13. |
| 14. Other liabilities..... | | 2750 | | | | 14. |
| 15. Liabilities to nonrelated organizations (sum of items 11 through 14) | | A012 | | | | 15. |
| 16. Balances due to related institutions, gross..... | | C380 | | | | 16. |
| 17. Total liabilities (sum of items 15 and 16) | | 2948 | | | | 17. |
| 18. Equity capital: | | | | | | |
| a. Stock | | 3230 | | | | 18.a. |
| b. Surplus (exclude all surplus related to preferred stock) | | 3240 | | | | 18.b. |
| c. Retained earnings | | 3247 | | | | 18.c. |
| d. Accumulated other comprehensive income ¹ | | B530 | | | | 18.d. |
| e. General and limited partnership shares and interests..... | | F033 | | | | 18.e. |
| f. Other equity capital components ² | | A130 | | | | 18.f. |
| g. Total equity capital (sum of items 18.a through 18.f) (must equal Schedule IS-A, item 7) | | 3210 | | | | 18.g. |
| 19. Total liabilities and equity capital (sum of items 17 and 18.g) (must equal item 10) | | 3300 | | | | 19. |

1. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
2. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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| For Federal Reserve Bank Use Only C.I. <input type="checkbox"/> |
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| | | Dollar Amounts in Thousands | | | | |
|------------------------------------------------------------------------------------------------------------|--|-----------------------------|-----|-----|------|-------|
| | | BHCS | Bil | Mil | Thou | |
| DERIVATIVES AND OFF-BALANCE-SHEET ITEMS | | | | | | |
| 20. Unused commitments on securities underwriting..... | | 3817 | | | | 20. |
| 21. Unused commitments on loans and all other unused commitments..... | | A013 | | | | 21. |
| 22. Standby letters of credit and foreign office guarantees..... | | A014 | | | | 22. |
| 23. Commercial and similar letters of credit..... | | 3411 | | | | 23. |
| 24. Commitments to purchase foreign currencies and U.S. dollar exchanges (spot, forward, and futures)..... | | 3415 | | | | 24. |
| 25. All other futures and forward contracts (excluding contracts involving foreign exchange) | | A015 | | | | 25. |
| 26. Option contracts: | | | | | | |
| a. Written option contracts..... | | A098 | | | | 26.a. |
| b. Purchased option contracts..... | | A099 | | | | 26.b. |
| 27. Notional value of interest rate swaps | | 3450 | | | | 27. |
| 28. Notional value of exchange swaps (e.g., cross currency swaps)..... | | 3826 | | | | 28. |
| 29. Notional value of other swaps | | 3829 | | | | 29. |
| 30. All other off-balance-sheet liabilities..... | | A100 | | | | 30. |

MEMORANDA

| | | Dollar Amounts in Thousands | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------|-----|-----|------|--------|
| | | BHCS | Bil | Mil | Thou | |
| <i>Memoranda items 1.a and 1.b are to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i> | | | | | | |
| 1. Financial assets and liabilities measured at fair value under a fair value option | | | | | | |
| a. Total assets | | F819 | | | | M.1.a. |
| b. Total liabilities | | F820 | | | | M.1.b. |

Schedule BS-A—Loans and Lease Financing Receivables
(exclude balances with related institutions)

| | Dollar Amounts in Thousands | | | | |
|----------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----|-----|------|------|
| | BHCS | Bil | Mil | Thou | |
| 1. Loans secured by real estate..... | 1410 | | | | 1. |
| 2. Loans to depository institutions..... | 3622 | | | | 2. |
| 3. Commercial and industrial loans..... | 3623 | | | | 3. |
| 4. Loans to individuals for personal, household, and other personal expenditures | 1975 | | | | 4. |
| 5. All other loans and lease financing receivables | A017 | | | | 5. |
| 6. Total loans and lease financing receivables (sum of items 1 through 5 above) (must equal Schedule BS, item 3.a)..... | bhct | | | | 6. |
| | 2122 | | | | |
| 7. Past due and nonaccrual loans and leases: | BHCS | | | | |
| a. Loans and leases past due 30 through 89 days..... | 1406 | | | | 7.a. |
| b. Loans and leases past due 90 days or more | 1407 | | | | 7.b. |
| c. Nonaccrual loans and leases | 1403 | | | | 7.c. |
| d. Restructured loans and leases (included in items 7.a through 7.c above)..... | A018 | | | | 7.d. |

MEMORANDA

| | Dollar Amounts in Thousands | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----|-----|------|--------|
| | BHCS | Bil | Mil | Thou | |
| 1. Closed-end loans with negative amortization features secured by 1-4 family residential properties: | | | | | |
| <i>Memorandum item 1.a is to be completed by all nonbank subsidiaries.</i> | | | | | |
| a. Total carrying amount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule BS-A, item 1) | F230 | | | | M.1.a. |
| <i>Memoranda items 1.b and 1.c are to be completed by nonbank subsidiaries that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule BS-A, item 1) as of December 31, 2009, in excess of 5 percent of total loans and leases, net of unearned income (as reported in Schedule BS-A, item 6).</i> | | | | | |
| b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties..... | F231 | | | | M.1.b. |
| c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 1.a above..... | F232 | | | | M.1.c. |

Schedule BS-M—Memoranda

| | | Dollar Amounts in Thousands | | | | | | | | |
|-----|-------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----|-----|------|------------|--|--|--|------------|
| | | BHCS | Bil | Mil | Thou | | | | | |
| 1. | Loans to non-U.S. addressees..... | 1722 | | | | 1. | | | | |
| 2. | Loan and other assets servicing portfolio: | | | | | | | | | |
| a. | Number of loans and other assets in servicing portfolio (report the actual number)..... | | | | | NUMBER | | | | 2.a. |
| | | A019 | | | | | | | | |
| b. | Dollar amount of loans and other assets in servicing portfolio..... | A020 | | | | 2.b. | | | | |
| 3. | Loans and other assets that have been securitized and sold without recourse with servicing retained (year to date)..... | A021 | | | | 3. | | | | |
| 4. | Investments in other companies | 2130 | | | | 4. | | | | |
| 5. | Intangible assets: | | | | | | | | | |
| a. | Goodwill..... | | | | | 3163 | | | | 5.a. |
| b. | Mortgage servicing assets..... | | | | | 3164 | | | | 5.b. |
| c. | All other identifiable intangible assets | 3165 | | | | 5.c. | | | | |
| 6. | Assets held in trading accounts (excluding trading balances with related organizations): | | | | | | | | | |
| a. | Securities of U.S. government and its agencies..... | | | | | 5468 | | | | 6.a. |
| b. | Securities of all foreign governments and official institutions..... | | | | | 5469 | | | | 6.b. |
| c. | Equity securities | | | | | 5470 | | | | 6.c. |
| d. | Corporate bonds, notes and debentures..... | | | | | 5477 | | | | 6.d. |
| e. | Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts | | | | | A210 | | | | 6.e. |
| f. | Loans | G208 | | | | 6.f. | | | | |
| | (1) Loans that are past due 90 days or more | | | | | | | | | |
| | (a) Fair value | | | | | F639 | | | | 6.f.(1)(a) |
| | (b) Unpaid principal balance..... | F640 | | | | 6.f.(1)(b) | | | | |
| g. | Other (including commercial paper) | 5478 | | | | 6.g. | | | | |
| 7. | Other assets: | | | | | | | | | |
| a. | Accrued interest receivable..... | | | | | B556 | | | | 7.a. |
| b. | Prepaid expenses..... | | | | | A022 | | | | 7.b. |
| c. | Net deferred tax assets | | | | | A023 | | | | 7.c. |
| d. | Accounts receivable | A024 | | | | 7.d. | | | | |
| 8. | Earning assets | 3197 | | | | 8. | | | | |
| 9. | Balances due from related institutions, gross: | | | | | | | | | |
| a. | Balances due from bank holding company (parent companies only), gross | | | | | 1725 | | | | 9.a. |
| b. | Balances due from subsidiary banks of the bank holding company, gross | | | | | 1726 | | | | 9.b. |
| c. | Balances due from other nonbank subsidiaries of the bank holding company, gross..... | 1793 | | | | 9.c. | | | | |
| 10. | Commercial paper issued | 2309 | | | | 10. | | | | |
| 11. | Borrowings that reprice within one year | 3298 | | | | 11. | | | | |
| 12. | Other liabilities: | | | | | | | | | |
| a. | Expenses accrued and unpaid | | | | | A025 | | | | 12.a. |
| b. | Net deferred tax liabilities | | | | | A026 | | | | 12.b. |
| c. | Accounts payable | A027 | | | | 12.c. | | | | |
| 13. | Balances due to related institutions, gross: | | | | | | | | | |
| a. | Balances due to bank holding company (parent companies only), gross | | | | | 1781 | | | | 13.a. |
| b. | Balances due to subsidiary banks of the bank holding company, gross | | | | | 1782 | | | | 13.b. |
| c. | Balances due to other nonbank subsidiaries of the bank holding company, gross | 1794 | | | | 13.c. | | | | |
| 14. | Perpetual preferred stock and related surplus | 3283 | | | | 14. | | | | |
| 15. | Assets sold with recourse | A016 | | | | 15. | | | | |

Notes to the Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the 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 7, | | | | |
| "All other assets," on the balance sheet. | | | | |
| | 0000 | | | 500 |

Notes to the Financial Statements

| | TEXT | Dollar Amount in Thousands | BHCS | Bil | Mil | Thou | |
|-----|------|----------------------------|------|-----|-----|------|-----|
| 1. | B057 | | | | | | |
| | | | B057 | | | | 1. |
| 2. | B058 | | | | | | |
| | | | B058 | | | | 2. |
| 3. | B059 | | | | | | |
| | | | B059 | | | | 3. |
| 4. | B060 | | | | | | |
| | | | B060 | | | | 4. |
| 5. | B061 | | | | | | |
| | | | B061 | | | | 5. |
| 6. | B062 | | | | | | |
| | | | B062 | | | | 6. |
| 7. | B063 | | | | | | |
| | | | B063 | | | | 7. |
| 8. | B064 | | | | | | |
| | | | B064 | | | | 8. |
| 9. | B065 | | | | | | |
| | | | B065 | | | | 9. |
| 10. | B066 | | | | | | |
| | | | B066 | | | | 10. |



Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies—FR Y-11S

(See General Instructions for filing frequency requirements)

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)).

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

I, the undersigned officer of the bank holding company attest that the FR Y-11S reports listed on the following page(s) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

December 31, 2009

Month / Date / Year (BHCS 9999)

Legal Name 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)

Printed Name of Officer (BHCS C490)

Title of Officer (BHCS C491)

Signature of Officer

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

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

| | |
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SUB RSSD ID _____

C.I. _____

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Bank holding companies must provide the information requested below for each nonbank subsidiary included in this submission. This page must be attached to the cover page and placed in the bank holding company's file and should not be submitted to the Reserve Bank.

| Name(s) of Nonbank Subsidiary | Mailing Address | Subsidiary RSSD ID |
|-------------------------------|-----------------|--------------------|
|-------------------------------|-----------------|--------------------|

| | | |
|-----------------------------------------------|------------------------------------------------------------|------------------|
| 1. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 2. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 3. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 4. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 5. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 6. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 7. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 8. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 9. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |
| 10. _____ Legal Name of Nonbank Subsidiary | _____ Street / P.O. Box _____ City State Zip Code | _____ RSSD ID |

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

| | |
|-----------------------------------|-------|
| For Federal Reserve Bank Use Only | |
| BHC RSSD ID | _____ |
| SUB RSSD ID | _____ |
| C.I. | _____ |

Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. 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-11S was filed with the Federal Reserve, indicate the former name of the company. (TEXT 9023)

City (TEXT 9024) State (TEXT 9026) Zip Code (TEXT 9027)

Dollar Amounts in Thousands

| | BHCS | Bil | Mil | Thou | |
|----------------------------------------|------|-----|-----|------|----|
| 1. Net income | 4340 | | | | 1. |
| 2. Total assets | 2170 | | | | 2. |
| 3. Equity capital | 3210 | | | | 3. |
| 4. Total off-balance sheet items | 2013 | | | | 4. |

5. Has the nonbank subsidiary elected to account for certain assets and liabilities under a fair value option with changes in fair value recognized in earnings? (Enter "1" for yes; enter "0" for no)

| | |
|------|--|
| BHCS | |
| F822 | |

5.