

Board of Governors of the Federal Reserve System



Parent Company Only Financial Statements for Large Bank Holding Companies—FR Y-9LP

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)].

This report form is to be filed by the parent company of large bank holding companies. For purposes of this report, large bank holding companies are bank holding companies with total consolidated assets of \$150 million or more, or multibank holding companies with debt outstanding to the general public or that

are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, regardless of size. When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. 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 Parent Company Only Financial Statements for Large Bank Holding Companies must be signed by an authorized officer of the bank holding company.

The Parent Company Only Financial Statements for Large Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

I, _____
Name and Title of Officer

Date of Report:

have reviewed the Parent Company Only Financial Statements for Large Bank Holding Companies filed by the named bank holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.

September 30, 1999

Month / Date / Year (BHCP 9999)

Signature of Officer

Legal Title of Bank Holding Company (TEXT 9010)

Date of Signature

(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.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

BHC Number _____

RSSD Number _____

C.I. _____ S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

| | | | |
|-----------------------------------|-------|------|-----|
| For Federal Reserve Bank Use Only | | | |
| BHC Number | _____ | | |
| RSSD Number | _____ | | |
| C.I. | ___ | S.F. | ___ |

Name of Bank Holding Company _____

Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business _____, 19 _____

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands

| ASSETS | BHCP | Bil | Mil | Thou | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-----|-----|------|--------|
| 1. Cash and balances due from depository institutions: | | | | | |
| a. Balances with subsidiary or affiliated depository institutions | 5993 | | | | 1.a. |
| b. Balances with unrelated depository institutions | 0010 | | | | 1.b. |
| 2. Securities: | | | | | |
| a. U.S. Treasury securities | 0400 | | | | 2.a. |
| b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions | 6791 | | | | 2.b. |
| c. Other debt and equity securities | 1299 | | | | 2.c. |
| 3. Securities purchased under agreements to resell | 0277 | | | | 3. |
| 4. Loans and lease financing receivables: | | | | | |
| a. Loans: | | | | | |
| (1) To U.S. addressees | 0362 | | | | 4.a(1) |
| (2) To non-U.S. addressees | 0363 | | | | 4.a(2) |
| b. LESS: Unearned income on loans | 2123 | | | | 4.b. |
| c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b) | 0364 | | | | 4.c. |
| d. Lease financing receivables, net of unearned income | 2165 | | | | 4.d. |
| e. LESS: Allowance for loan and lease losses | 3123 | | | | 4.e. |
| f. LESS: Allocated transfer risk reserve | 3128 | | | | 4.f. |
| g. Loans and leases, net of unearned income, allowance for loan and lease losses, and allocated transfer risk reserve (sum of items 4.c and 4.d minus items 4.e and 4.f) | 2125 | | | | 4.g. |
| 5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4) | 0365 | | | | 5. |
| 6. Premises, furniture, fixtures, and equipment | 2145 | | | | 6. |
| 7. Intangible assets (other than reported in item 5 above): | | | | | |
| a. Mortgage servicing assets | 3164 | | | | 7.a. |
| b. Other identifiable intangibles | 3165 | | | | 7.b. |
| c. Goodwill | 3163 | | | | 7.c. |
| 8. Other assets | 2160 | | | | 8. |
| 9. Balances due from related institutions, other than investments: | | | | | |
| a. Related banks | 3602 | | | | 9.a. |
| b. Related nonbank companies | 3603 | | | | 9.b. |
| c. Related bank holding companies | 3604 | | | | 9.c. |
| 10. TOTAL ASSETS (sum of items 1 through 9 above) | 2170 | | | | 10. |

**Schedule PC—Parent Company Only Balance Sheet
(continued)**

Dollar Amounts in Thousands

| LIABILITIES AND EQUITY CAPITAL | BHCP | Bil | Mil | Thou | |
|---------------------------------------------------------------------------------------------------------|------|-----|-----|------|-------|
| 11. Deposits | 2200 | | | | 11. |
| 12. Securities sold under agreements to repurchase | 0279 | | | | 12. |
| 13. Borrowings with a remaining maturity of one year or less: | | | | | |
| a. Commercial paper | 2309 | | | | 13.a. |
| b. Other borrowings | 2332 | | | | 13.b. |
| 14. Other borrowed funds with a remaining maturity of greater than one year | 0368 | | | | 14. |
| 15. Mandatory convertible securities: | | | | | |
| a. Equity contract notes, gross | 3290 | | | | 15.a. |
| b. Equity commitment notes, gross | 3293 | | | | 15.b. |
| 16. Subordinated notes and debentures (includes limited-life preferred stock and related surplus) | 4062 | | | | 16. |
| 17. Other liabilities | 2930 | | | | 17. |
| 18. Balances due to subsidiaries and related institutions: | | | | | |
| a. Subsidiary banks | 3605 | | | | 18.a. |
| b. Nonbank subsidiaries | 3606 | | | | 18.b. |
| c. Related bank holding companies | 3607 | | | | 18.c. |
| 19. Not applicable | | | | | |
| 20. Equity Capital: | | | | | |
| a. Perpetual preferred stock (including related surplus) | 3283 | | | | 20.a. |
| b. Common stock (par value) | 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. LESS: Treasury stock | 3153 | | | | 20.g. |
| h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f minus item 20.g) | 3210 | | | | 20.h. |
| 21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20) | 3300 | | | | 21. |

Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands

| | BHCP | Bil | Mil | Thou | |
|-------------------------------------------------------------------------------------------------------------------------------|------|-----|-----|------|-----------|
| 1. a. Equity investments in bank subsidiaries and associated banks: | | | | | |
| (1) Common and preferred stock (net of amount reported in item 1.a(2)) | 3239 | | | | 1.a(1) |
| (2) Intangible assets: | | | | | |
| (a) Goodwill | 3238 | | | | 1.a(2)(a) |
| (b) Other identifiable intangibles | 4485 | | | | 1.a(2)(b) |
| b. Nonequity investments in and receivables due from bank subsidiaries and associated banks: | | | | | |
| (1) Loans, advances, notes, bonds, and debentures | 0533 | | | | 1.b(1) |
| (2) Other receivables | 0534 | | | | 1.b(2) |
| 2. a. Equity investments in nonbank subsidiaries and associated nonbank companies: | | | | | |
| (1) Common and preferred stock (net of amount reported in items 2.a(2)) | 1273 | | | | 2.a(1) |
| (2) Intangible assets: | | | | | |
| (a) Goodwill | 0087 | | | | 2.a(2)(a) |
| (b) Other identifiable intangibles | 0536 | | | | 2.a(2)(b) |
| b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies: | | | | | |
| (1) Loans, advances, notes, bonds, and debentures | 0537 | | | | 2.b(1) |
| (2) Other receivables | 0538 | | | | 2.b(2) |
| 3. (This item is to be completed only by tiered bank holding companies) | | | | | |
| a. Equity investments in subsidiary bank holding companies and associated bank holding companies: | | | | | |
| (1) Common and preferred stock (net of amount reported in Item 3.a(2)) | 0201 | | | | 3.a(1) |
| (2) Intangible assets: | | | | | |
| (a) Goodwill | 0202 | | | | 3.a(2)(a) |
| (b) Other identifiable intangibles | 0203 | | | | 3.a(2)(b) |
| b. Nonequity investments in and receivables due from subsidiary bank holding companies and associated bank holding companies: | | | | | |
| (1) Loans, advances, notes, bonds, and debentures | 0204 | | | | 3.b(1) |
| (2) Other receivables | 0205 | | | | 3.b(2) |
| | bhpa | | | | |
| 4. TOTAL (sum of items 1 through 3) | 0365 | | | | 4. |

Schedule PC-B—Memoranda

Dollar Amounts in Thousands

| | BHCP | Bil | Mil | Thou | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----|-----|------|-------|
| 1. Amount of assets scheduled to mature within one year (including contractual payments to be repaid within one year) | 0543 | | | | 1. |
| 2. Amount of borrowings included in Schedule PC, items 15 through 16 and item 18 that is scheduled to mature within one year (exclude short-term debt) | 3409 | | | | 2. |
| 3. Amount of liabilities (other than borrowings) scheduled to mature within one year (including any contractual payments to be repaid within one year) | 3609 | | | | 3. |
| 4. Amount of borrowings from unaffiliated parties guaranteed by the parent with respect to the following subsidiaries: | | | | | |
| a. Bank | 0540 | | | | 4.a. |
| b. Nonbank | 0541 | | | | 4.b. |
| c. Related bank holding companies | 0542 | | | | 4.c. |
| 5. Borrowing by the parent from subsidiaries and associated companies (included in Schedule PC, item 18): | | | | | |
| a. Bank | 0467 | | | | 5.a. |
| b. Nonbank | 1274 | | | | 5.b. |
| c. Related bank holding companies | 0539 | | | | 5.c. |
| 6. Long-term debt that repices within one year | 3298 | | | | 6. |
| 7. Loans and lease financing receivables of the parent: | | | | | |
| a. Past due 90 days or more and still accruing | 1407 | | | | 7.a. |
| b. Nonaccrual status | 1403 | | | | 7.b. |
| 8. Loans and leases of the parent restructured in compliance with modified terms | 1616 | | | | 8. |
| 9. Not applicable. | | | | | |
| 10. Pledged securities | 0416 | | | | 10. |
| 11. a. Fair value of securities classified as available-for-sale in Schedule PC, items 2.a through 2.c | 8516 | | | | 11.a. |
| b. Amortized cost of securities classified as held-to-maturity in Schedule PC, items 2.a through 2.c | 8517 | | | | 11.b. |
| 12. Balances held by subsidiary banks of the bank holding company due from: | | | | | |
| a. Other bank subsidiaries of the bank holding company | 6792 | | | | 12.a. |
| b. Nonbank subsidiaries of the bank holding company | 6793 | | | | 12.b. |
| 13. Balances held by subsidiary banks of the bank holding company due to: | | | | | |
| a. Other bank subsidiaries of the bank holding company | 6794 | | | | 13.a. |
| b. Nonbank subsidiaries of the bank holding company | 6795 | | | | 13.b. |
| 14. Bank holding company (parent company only) borrowings not held by financial institutions or by insiders (including directors) and their interests | 3152 | | | | 14. |
| 15. (To be completed only by the top-tier bank holding company) | | | | | |
| a. Total combined nonbank assets of nonbank subsidiaries | 4778 | | | | 15.a. |
| b. Combined thrift assets included in 15.a | 2792 | | | | 15.b. |
| c. Combined foreign nonbank subsidiary assets included in 15.a | 2793 | | | | 15.c. |
| | NUMBER (UNROUNDED) | | | | |
| d. Number of nonbank subsidiaries included in 15.a | 2794 | | | | 15.d. |
| e. Number of thrift subsidiaries included in 15.b | 2796 | | | | 15.e. |
| f. Number of foreign nonbank subsidiaries included in 15.c | 2831 | | | | 15.f. |

Report the Income Statement on a calendar year-to-date basis.
Schedule PI—Parent Company Only Income Statement

Dollar Amounts in Thousands

| | BHCP | Bil | Mil | Thou | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-----|-----|------|--------|
| 1. Operating Income: | | | | | |
| a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income: | | | | | |
| (1) Dividends | 0508 | | | | 1.a(1) |
| (2) Interest | 0512 | | | | 1.a(2) |
| (3) Management and service fees | 0515 | | | | 1.a(3) |
| (4) Other | 0518 | | | | 1.a(4) |
| (5) Total (sum of items 1.a(1) through 1.a(4)) | 0520 | | | | 1.a(5) |
| b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income: | | | | | |
| (1) Dividends | 1275 | | | | 1.b(1) |
| (2) Interest | 1276 | | | | 1.b(2) |
| (3) Management and service fees | 1277 | | | | 1.b(3) |
| (4) Other | 1278 | | | | 1.b(4) |
| (5) Total (sum of items 1.b(1) through 1.b(4)) | 1279 | | | | 1.b(5) |
| c. (This item is to be completed only by bank holding companies that have subsidiary bank holding companies or associated bank holding companies) Income from subsidiary bank holding companies and associated bank holding companies, excluding equity in undistributed income: | | | | | |
| (1) Dividends | 0206 | | | | 1.c(1) |
| (2) Interest | 0207 | | | | 1.c(2) |
| (3) Management and service fees | 0208 | | | | 1.c(3) |
| (4) Other | 0209 | | | | 1.c(4) |
| (5) Total (sum of items 1.c(1) through 1.c(4)) | 0210 | | | | 1.c(5) |
| d. Securities gains/(losses) | 4091 | | | | 1.d. |
| e. All other operating income | 0447 | | | | 1.e. |
| f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e) | 4000 | | | | 1.f. |
| 2. Operating expense: | | | | | |
| a. Salaries and employee benefits | 4135 | | | | 2.a. |
| b. Interest expense | 4073 | | | | 2.b. |
| c. Provisions: | | | | | |
| (1) Provision for credit losses | 4230 | | | | 2.c(1) |
| (2) Provision for allocated transfer risk | 4243 | | | | 2.c(2) |
| d. All other expenses | 0522 | | | | 2.d. |
| e. Total operating expense (sum of items 2.a through 2.d) | 4130 | | | | 2.e. |
| 3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e) | 4250 | | | | 3. |
| 4. Applicable income taxes | 4302 | | | | 4. |
| 5. Extraordinary items, net of tax effect | 4320 | | | | 5. |
| 6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of item 3 and 5 minus item 4) | 0496 | | | | 6. |
| 7. Equity in undistributed income (losses) of subsidiaries and associated companies: | | | | | |
| a. Bank | 3156 | | | | 7.a. |
| b. Nonbank | 3147 | | | | 7.b. |
| c. Subsidiary bank holding companies | 3513 | | | | 7.c. |
| 8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c) | 4340 | | | | 8. |

Memoranda

| | | | | | |
|-----------------------------------------------------------|------|--|--|--|------|
| 1. Noncash items included in operating expense | 4647 | | | | M.1. |
| 2. Loan and lease financing receivables charged-off | 4635 | | | | M.2. |
| 3. Loan and lease financing receivables recoveries | 4605 | | | | M.3. |

Instructions must be reviewed as this Schedule requires negative entries for certain reported items.

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands

| Part I. Cash Flows from Operating Activities: | | BHCP | Bil | Mil | Thou | |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------|-----|-----|------|------|
| | | bhpa | | | | |
| 1. | Net income (loss) | 4340 | | | | 1. |
| 2. Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | BHCP | | | | |
| a. | Provision for deferred income taxes | 3611 | | | | 2.a. |
| b. | (Gain) or loss on sales of assets | 3612 | | | | 2.b. |
| c. | Equity in undistributed (earnings) losses of subsidiaries | 3613 | | | | 2.c. |
| d. | Equity in extraordinary items of subsidiaries | 3614 | | | | 2.d. |
| e. | Net change in other liabilities | 3615 | | | | 2.e. |
| f. | Net change in other assets | 3616 | | | | 2.f. |
| g. | Other, net | 3617 | | | | 2.g. |
| h. | Total adjustments (sum of items 2.a through 2.g) | 3618 | | | | 2.h. |
| 3. | Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h) | 3619 | | | | 3. |

Dollar Amounts in Thousands

| Part II. Cash Flows from Investing Activities: | | BHCP | Bil | Mil | Thou | |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------------|------|-----|-----|------|----|
| 1. | Purchases of held-to-maturity and available-for-sale securities | 6552 | | | | 1. |
| 2. | Sales and maturities of held-to-maturity and available-for-sale securities | 6567 | | | | 2. |
| 3. | Payments for investments in and advances to subsidiaries | 6571 | | | | 3. |
| 4. | Sale or repayment of investments in and advances to subsidiaries | 6573 | | | | 4. |
| 5. | Other, net | 6588 | | | | 5. |
| 6. | Net cash provided (used) by investing activities (sum of part II, items 2, 4, and 5 minus items 1 and 3) | 6589 | | | | 6. |

Dollar Amounts in Thousands

| Part III. Cash Flows from Financing Activities: | | BHCP | Bil | Mil | Thou | |
|-------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|------|-----|-----|------|-----|
| 1. | Proceeds from purchased funds and other short-term borrowings | 6590 | | | | 1. |
| 2. | Repayments of purchased funds and other short-term borrowings | 6591 | | | | 2. |
| 3. | Proceeds from advances from subsidiaries | 6592 | | | | 3. |
| 4. | Repayment of advances from subsidiaries | 6596 | | | | 4. |
| 5. | Proceeds from issuance of long-term debt | 6600 | | | | 5. |
| 6. | Repayment of long-term debt | 6604 | | | | 6. |
| 7. | Proceeds from issuance of common stock | 6607 | | | | 7. |
| 8. | Payment to repurchase common stock | 8518 | | | | 8. |
| 9. | Proceeds from issuance of preferred stock | 6619 | | | | 9. |
| 10. | Payment to repurchase preferred stock | 6741 | | | | 10. |
| 11. | Dividends paid | 6742 | | | | 11. |
| 12. | Other, net | 6743 | | | | 12. |
| 13. | Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11) | 6744 | | | | 13. |

Dollar Amounts in Thousands

| Part IV. Cash and Cash Equivalents: | | BHCP | Bil | Mil | Thou | |
|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------|------|-----|-----|------|----|
| 1. | Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 6, and Part III, item 13) | 6758 | | | | 1. |
| 2. | Cash and cash equivalents at beginning of year | 6773 | | | | 2. |
| 3. | Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 through 2) | 6775 | | | | 3. |

Notes to the Parent Company Only 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 has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PC, PC-A, PC-B, PI, or PI-A.

Each additional piece of information disclosed should include the appropriate reference to schedule 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 parent bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

| TEXT | BHCP | Bil | Mil | Thou |
|----------------------------------------------------------------------|------|-----|-----|------|
| 0000 Sch. PC, item 14, New loan to holding company's ESOP guaranteed | | | | |
| by bank holding company parent | | | | |
| | 0000 | | | 500 |

Notes to the Financial Statements

Dollar amount in thousands

| TEXT | BHCP | Bil | Mil | Thou |
|---------|------|-----|-----|------|
| 1. 5485 | | | | |
| | 5485 | | | |
| 2. 5486 | | | | |
| | 5486 | | | |
| 3. 5487 | | | | |
| | 5487 | | | |
| 4. 5488 | | | | |
| | 5488 | | | |
| 5. 5489 | | | | |
| | 5489 | | | |