

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 **\$500 million** or more, or bank holding companies that

meet certain criteria, 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 and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

Date of Report:

June 30, 2008

Month / Date / Year (BHCP 9999)

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Parent Company Only Financial Statements for Large Bank Holding Companies 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.

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

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

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

Date of Signature

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business _____

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. Provision for loan and lease losses	4230				2.c.
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.

Schedule PI—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCP	Bil	Mil	Thou	
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.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above).....	C254				M.4.
Memorandum item 5 is to be completed by bank holding companies that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.					
5. Net change in fair values of financial instruments accounted for under a fair value option	F229				M.5.

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

Schedule PI-A—Cash Flow Statement

	Dollar Amounts in Thousands				
	BHCP	Bil	Mil	Thou	
Part I. Cash Flows from Operating Activities:					
	bhpa				
1. Net income (loss) (must equal Schedule PI, item 8)	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.
	BHCP	Bil	Mil	Thou	
Part II. Cash Flows from Investing Activities:					
	6552				1.
1. Purchases of held-to-maturity and available-for-sale securities	6567				2.
2. Sales and maturities of held-to-maturity and available-for-sale securities	6571				3.
3. Payments for investments in and advances to subsidiaries	6573				4.
4. Sale or repayment of investments in and advances to subsidiaries	F737				5.
5. Outlays for business acquisitions	F817				6.
6. Proceeds from business divestitures	6588				7.
7. Other, net					
8. Net cash provided (used) by investing activities (sum of Part II, items 2, 4, 6, and 7 minus items 1, 3, and 5)	6589				8.
	BHCP	Bil	Mil	Thou	
Part III. Cash Flows from Financing Activities:					
	F818				1.
1. Net change in purchased funds and other short-term borrowings					
2. Not applicable					
	6592				3.
3. Proceeds from advances from subsidiaries	6596				4.
4. Repayment of advances from subsidiaries	6600				5.
5. Proceeds from issuance of long-term debt	6604				6.
6. Repayment of long-term debt	6607				7.
7. Proceeds from issuance of common stock	8518				8.
8. Payment to repurchase common stock	6619				9.
9. Proceeds from issuance of preferred stock	6741				10.
10. Payment to repurchase preferred stock	6742				11.
11. Dividends paid	6743				12.
12. Other, net					
13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 4, 6, 8, 10, and 11)	6744				13.
	BHCP	Bil	Mil	Thou	
Part IV. Cash and Cash Equivalents:					
	6758				1.
1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 8, and Part III, item 13)	6773				2.
2. Cash and cash equivalents at beginning of year	6775				3.
3. Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)					

Schedule PC—Parent Company Only Balance Sheet

		Dollar Amounts in Thousands				
		BHCP	Bil	Mil	Thou	
ASSETS						
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 (domicile).....	0362				4.a.(1)
(2)	To non-U.S. addressees (domicile).....	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.	Loans and leases, net of unearned income and allowance for loan and lease losses (sum of items 4.c and 4.d minus item 4.e)	2125				4.f.
5.	Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	0365				5.
6.	Premises and fixed assets (including capitalized leases)	2145				6.
7. Intangible assets (other than reported in item 5 above):						
a.	Goodwill.....	3163				7.a.
b.	Mortgage servicing assets.....	3164				7.b.
c.	Other identifiable intangibles	3165				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.a through 3, and 4.f through 9.c above)	2170				10.

Schedule PC—Continued

	Dollar Amounts in Thousands				
	BHCP	Bil	Mil	Thou	
LIABILITIES AND EQUITY CAPITAL					
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 money with a remaining maturity of more than one year	0368				14.
15. Not applicable					
16. Subordinated notes and debentures ¹	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. Surplus (exclude all surplus related to preferred stock)	3240				20.c.
d. Retained earnings	3247				20.d.
e. Accumulated other comprehensive income ²	B530				20.e.
f. Other equity capital components ³	A130				20.f.
g. Not applicable					
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210				20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20)	3300				21.
MEMORANDA					
<i>Memoranda items 1.a and 1.b are to be completed by bank holding companies 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:					
a. Total assets	F819				M.1.a.
b. Total liabilities	F820				M.1.b.

1. Includes limited-life preferred stock and related surplus.
2. 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.
3. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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 bank holding companies that have subsidiary bank holding companies or associated 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) (must equal Schedule PC, item 5).....	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 16 and 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 repurchases 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 ¹	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 for its consolidated nonbank and thrift subsidiaries)					
a.	Total combined nonbank assets of nonbank subsidiaries	4778				15.a.
b.	Total combined loans and leases of nonbank subsidiaries	C427				15.b.
c.	Total aggregate operating revenue of nonbank subsidiaries.....	C428				15.c.
d.	Combined thrift assets included in 15.a	2792				15.d.
e.	Combined foreign nonbank subsidiary assets included in 15.a	2793				15.e.
		NUMBER (UNROUNDED)				
f.	Number of nonbank subsidiaries included in 15.a	2794				15.f.
g.	Number of thrift subsidiaries included in 15.d.....	2796				15.g.
h.	Number of foreign nonbank subsidiaries included in 15.e	2831				15.h.
16.	Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule PC, item 18.b and item 5.b above)	C255				16.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

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 PI through PC-B.

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

TEXT	Dollar Amount in Thousands	BHCP	Bil	Mil	Thou
1. 5485					
		5485			
2. 5486					
		5486			
3. 5487					
		5487			
4. 5488					
		5488			
5. 5489					
		5489			