

Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations

FR Y-7N and FR Y-7NS

GENERAL INSTRUCTIONS

Who Must Report

The Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N/FR Y-7NS) must be filed either quarterly or annually by the top-tier foreign banking organization for each U.S. nonbank subsidiary¹ it owns or controls.

The FR Y-7N/FR Y-7NS must be submitted for each legal entity subject to reporting requirements. Therefore, consolidation of individual entities is not permitted.

For purposes of this report, nonbank subsidiaries include, but are not limited to, commercial or consumer finance companies, leasing companies, mortgage banking companies, venture capital corporations, small business investment companies, and data processing and information services companies that do not have a primary U.S. regulator other than the Federal Reserve System.

Quarterly Filers—Detailed Report (FR Y-7N)

Each top-tier foreign banking organization must file the FR Y-7N report on a **quarterly** basis for each of its U.S. nonbank subsidiaries that meets **any one** of the following criteria:

- 1) The total assets of the nonbank subsidiary are equal to or greater than \$1 billion; or
- 2) The nonbank subsidiary's off-balance-sheet activities² are equal to or greater than \$5 billion.

1. A subsidiary, for purposes of this report, is defined by Section 225.2 of Federal Reserve Regulation Y, which generally includes companies 25 percent or more owned or controlled by another company.

2. Off-balance-sheet activities (defined as the sum of Schedule BS, items 20 through 30) include commitments to purchase foreign currencies

Once a nonbank subsidiary satisfies the criteria to file the FR Y-7N for any quarter during the calendar year, the nonbank subsidiary must continue to file the quarterly FR Y-7N for the remainder of the calendar year even if it no longer satisfies the requirement for filing the quarterly FR Y-7N.

Nonbank subsidiaries that do not meet the quarterly filing thresholds may be requested to file quarterly if the Federal Reserve Bank has determined that these nonbank subsidiaries have significant risk exposures.

Annual Filers—Detailed Report (FR Y-7N)

A nonbank subsidiary that does not meet any of the criteria to file quarterly, but has total assets greater than or equal to \$250 million (but less than \$1 billion) must file the entire FR Y-7N report on an annual basis.

Annual Filers—Abbreviated Report (FR Y-7NS)

A nonbank subsidiary that does not meet the criteria to file the detailed report, but does meet the following criterion, must file the Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7NS) on an annual basis:

- The nonbank subsidiary has total assets equal to or greater than \$50 million (but less than \$250 million).

Other Reporting Criteria

- Foreign banking organizations must submit a separate FR Y-7N/FR Y-7NS for each of its nonbank subsidiaries satisfying the above criteria whether directly

and U.S. dollar exchange, all other futures and forward contracts, option contracts, and the notional value of interest rate swaps, exchange swaps, and other swaps.

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or indirectly owned (as defined per Regulation Y, section 225.2 (o)). Each foreign banking organization must submit a report on a parent only (non-consolidated) basis for each parent nonbank subsidiary meeting the criteria and submit individual reports for each lower level nonbank subsidiary required to file the report.

- The FR Y-7N/FR Y-7NS report for a U.S. nonbank subsidiary owned by more than one foreign banking organization should be submitted in its entirety by the foreign banking organization with the majority ownership. If a nonbank subsidiary is equally owned by two or more foreign banking organizations, the FR Y-7N/FR Y-7NS report should be submitted in its entirety by the largest foreign banking organization based on total consolidated assets.

Exemptions from Reporting U.S. Nonbank Subsidiary Financial Statements

The following U.S. nonbank subsidiaries are exempt from submitting the financial statements of U.S. nonbank subsidiaries held by foreign banking organizations:

- Any company whose total assets are less than \$50 million;
- Any company, the shares of which are held:
 - (a) as a result of debts previously contracted (i.e., acquired under section 4(c)(2) of the Bank Holding Company (BHC) Act);
 - (b) in a fiduciary capacity under section 4(c)(4) of the BHC Act; or
 - (c) solely as collateral securing an extension of credit;
- Any company that engages in business in the U.S. pursuant to section 2(h)(2) of the BHC Act (however, this exemption does not extend to section 4(c)(8) subsidiaries of section 2(h)(2) companies);
- Any company that engages in business in the U.S. pursuant to section 8(c) of the International Banking Act and performs commercial activities;
- Any subsidiary that is considered a merchant banking investment, the shares of which are held pursuant to section 4(k)(4)(H) of the BHC Act;
- Any subsidiary of a U.S. commercial bank, or federally-insured company which is a subsidiary of a bank holding company;

- Industrial banks, savings associations, thrifts, nondepository trust companies and other companies that are federally insured;
- Any subsidiary of a Small Business Investment Company (SBIC controlled investment);
- Any nonbank subsidiary that is functionally regulated by regulatory agency, other than the Federal Reserve System, such as the Securities Exchange Commission (“SEC”), Commodity Futures Trade Commission (“CFTC”), State Insurance Commissioners, or State Securities Departments;
- Any subsidiary of a U.S. bank holding company that reports on the Financial Statements of Nonbank Subsidiaries of Bank Holding Companies (FR Y-11/FR Y-11S);
- Any non-depository trust company that is a member of the Federal Reserve System and required to file the Consolidated Reports of Condition and Income;
- Any subsidiary that is required to file a Report of Condition for Edge or Agreement Corporations (FR 2886b);
- Any subsidiary, joint venture, or portfolio investment that is required to file the Reports of Condition for Foreign Subsidiaries of U.S. Banking Organizations (FR 2314/FR 2314S);
- Any subsidiary that is required to file the Financial Statements for a Bank Holding Company Subsidiary Engaged in Bank-Ineligible Securities Underwriting and Dealing (FR Y-20); and
- Any branch, agency, or representative office of a foreign bank.
- Any subsidiary that is **inactive** as of the end of the reporting period.
- Any subsidiary such as a namesaver or newly organized company that has never conducted any business activity. However, a subsidiary that is newly incorporated is required to report upon the commencement of a business activity once it meets the reporting criteria.
- Any subsidiary that was divested or liquidated during the year. Reports must only be filed for nonbank subsidiaries that are part of the foreign banking organization’s organizational structure as of the close of the

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business day on the report date for which the report is being filed.

- Any subsidiary which is a special purpose vehicle (SPV) formed as a vehicle for specific leasing transactions (for example, when an SPV is engaged in a single leasing transaction).

Please note that U.S. nonbank subsidiaries that are not required to file under the above criteria may be required to file the FR Y-7N/FR Y-7NS by the Federal Reserve Bank that is responsible for the regulation of the top-tier foreign banking organization.

A graphic representation of the general criteria for the FR Y-7N/FR Y-7NS appears at the end of these General Instructions (page GEN-6).

Frequency of Reporting

A foreign banking organization must submit the FR Y-7N report for each nonbank subsidiary that meets the criteria to file quarterly as of the last calendar day of March, June, September, and December. A foreign banking organization must submit the FR Y-7N report for each nonbank subsidiary that meets the criteria to file annually as of December 31. A foreign banking organization must submit FR Y-7N for each nonbank subsidiary that meets the criteria to file the abbreviated report annually as of December 31.

The reporting should commence at the end of the quarter in which the subsidiary meets the significance threshold.

Preparation of the Reports

Foreign banking organizations are required to prepare the financial statements of its U.S. nonbank subsidiaries (FR Y-7N/FR Y-7NS) in accordance with generally accepted accounting principles (GAAP) and these instructions. All reports shall be reported in a consistent manner.

The nonbank subsidiaries' financial records shall be maintained in such a manner and scope so as to ensure that the reports can be prepared and filed in accordance with these instructions and reflect a fair presentation of the subsidiaries' financial condition and results of operations. Questions and requests for interpretations of matters appearing in any part of these instructions should be addressed to the Federal Reserve Bank that is responsible for the regulation of the top-tier foreign banking organization.

Foreign banking organizations should refer to the instructions for the preparation of the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C) or the Parent Company Only Financial Statements (FR Y-9SP) for additional information on the items requested on this report. Copies of the FR Y-7N, FR Y-7NS, FR Y-9C, and FR Y-9SP may be found on the Federal Reserve Board's public website (www.federalreserve.gov/boarddocs/reportforms.)

Applicability of Generally Accepted Accounting Principles

It should be noted that the presentation by subsidiaries of assets, liabilities, stockholders' equity, and the recognition of income and expenses should be reported in accordance with generally accepted accounting principles. Subsidiaries are required to report certain other accounts or types of transactions on schedules to the balance sheet and income statement. In addition, these instructions designate where a particular asset or liability should be reported.

There may be areas in which a reporting subsidiary wishes more technical detail on the application of accounting standards and procedures to the requirements of these instructions. Such information may often be found in the appropriate entries in the Glossary section of the FR Y-9C instructions or, in more detail, in the GAAP standards. Selected sections of the GAAP standards are referenced in the instructions where appropriate.

When the Federal Reserve's interpretation of how GAAP or these instructions should be applied to a specified event or transaction (or series of related events or transactions) differs from the reporting institution's interpretation, the Federal Reserve may require the reporter to reflect the event(s) or transaction(s) in its FR Y-7N/FR Y-7NS reports in accordance with the Federal Reserve's interpretation and to amend previously submitted reports.

Cover Page

The cover page of the report must include the legal name of the foreign banking organization filing the FR Y-7N/FR Y-7NS and the legal name and mailing address of the reported U.S. nonbank subsidiary. The name and telephone number of a U.S. contact to whom questions about the report(s) may be directed must be indicated.

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Legal Name of Nonbank Subsidiaries

When specifying the name of the nonbank subsidiary for which the FR Y-7N/FR Y-7NS is being filed, use the legal name of the subsidiary as it appears on the papers of incorporation or formation documents. The legal name must be the same name that is specified on the Report of Changes in FBO Organizational Structure (FR Y-10F).

Signatures

The FR Y-7N/FR Y-7NS shall be signed at the places and in the manner indicated on the cover sheet by a duly authorized officer of the foreign banking organization.

When the top tier bank holding company is domiciled outside the United States, the holding company may authorize an officer of the respondent nonbank subsidiary to sign the report.

Submission of Reports

Reports are to be submitted for each report date on the report forms provided by the Federal Reserve Bank. No caption on the report form shall be changed in any way. No item is to be left blank. An entry must be made for each item, i.e., an amount, a zero, or an "N/A."

All items will not be applicable to each nonbank subsidiary required to file the report. An "N/A" should be entered if the nonbank subsidiary cannot be involved in a transaction because of the nature of the organization. A zero should be entered whenever a nonbank subsidiary can participate in an activity, but may not, on the report date, have any outstanding balances

Where to Submit the Reports

The original report and the number of copies specified by the Reserve Bank should be submitted to the Reserve Bank where the foreign banking organization files its Annual Report of Foreign Banking Organizations (FR Y-7).

All reports shall be made out clearly and legibly by typewriter or in ink. Reports completed in pencil will not be accepted. Foreign banking organizations may submit computer printouts in a format identical to that of the report form, including all item and column captions and other identifying numbers.

Electronic submission of report form. Any foreign banking organization interested in submitting the FR Y-7N

electronically should contact the Federal Reserve Bank in the district where the foreign banking organization files its Annual Report of Foreign Banking Organizations (FR Y-7).

Foreign banking organizations choosing to submit this report electronically must maintain in their files a manually signed and attested printout of the data submitted. The cover page of the Reserve Bank supplied report form received for that report date should be used to fulfill the signature requirement and this page should be attached to the printout placed in the foreign banking organizations files. At this time, electronic filing of the FR Y-7NS is not available. Federal Reserve Bank staff will notify foreign banking organizations when the electronic reporting option for the FR Y-7NS becomes available.

Submission Date

A foreign banking organization must file this report for its nonbank subsidiaries no later than 60 calendar days after the report date. The filing of a completed report will be considered timely, regardless of when the reports are received by the appropriate Federal Reserve Bank, if these reports are mailed first class and postmarked no later than the third calendar day preceding the submission deadline. In the absence of a postmark, a company whose completed FR Y-7N/FR Y-7NS is received late may be called upon to provide proof of timely mailing.

A "Certificate of Mailing" (U.S. Postal Service form 3817) may be used to provide such proof. If an overnight delivery service is used, entry of the completed original reports into the delivery system on the day before the submission deadline will constitute timely submission. In addition, the hand delivery of the completed original reports on or before the submission deadline to the location to which the reports would otherwise be mailed is an acceptable alternative to mailing such reports. Companies that are unable to obtain the required officers' signatures on their completed original reports in sufficient time to file these reports so that they are received by the submission deadline may contact the Federal Reserve Bank to which they mail their original reports to arrange for the timely submission of their report data and the subsequent filing of their signed reports.

If the submission deadline falls on a weekend or holiday, the report must be received by 5:00 P.M. on the first business day after the Saturday, Sunday, or holiday. Any report received after 5:00 P.M. on the first business day

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after the Saturday, Sunday, or holiday deadline will be considered late unless it has been postmarked three calendar days prior to the original Saturday, Sunday, or holiday submission deadline (original deadline), or the institution has a record of sending the report by overnight service one day prior to the original deadline.

NOTE: A foreign banking organization must submit all of its required nonbank subsidiary reports on or before the submission deadline to be considered timely.

Monitoring of Regulatory Reports

Federal Reserve Banks will monitor the filing of all regulatory reports to ensure that they are filed in a timely manner and are accurate and not misleading. Many reporting errors can be screened through the use of computer validity edit checks which are detailed in the Checklist accompanying the reporting instructions. Reporting deadlines are detailed in Submission Date section of these general instructions. Additional information on the monitoring procedures are available from the Federal Reserve Banks.

Confidentiality

These reports are available to the public upon request on an individual basis. However, a reporting foreign banking organization may request confidential treatment for one or more of the nonbank subsidiaries for which it submits the financial statements of U.S. nonbank subsidiaries held by foreign banking organizations if it is of the opinion that disclosure of certain commercial or financial information in the report would likely result in substantial harm to its (or its subsidiaries') competitive position or that disclosure of the submitted personal information would result in unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing concurrently with the submission of the report. The request must discuss *in writing* the justification for which confidentiality is requested, demonstrating the specific nature of the harm that would result from public release of the information; merely stating that competitive harm would result or that information is personal is *not* sufficient.

INFORMATION FOR WHICH CONFIDENTIAL TREATMENT IS REQUESTED SHOULD BE REPORTED SEPARATELY BOUND WITH A SEPARATE FR Y-7N/FR Y-7NS COVER SHEET LABELED "CON-

FIDENTIAL." THIS INFORMATION SHOULD BE SPECIFICALLY IDENTIFIED AS BEING CONFIDENTIAL.

The Federal Reserve will determine whether information submitted with a request for confidential treatment will be so treated, and will advise the foreign banking organization through the appropriate Reserve Bank of any decision to make available to the public any of the information.

Information for which confidential information is requested may subsequently be released by the Federal Reserve System if the Board of Governors determines that the disclosure of such information is in the public interest.

Amended Reports

The Federal Reserve may require the filing of amended Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations if reports as previously submitted contain significant errors. In addition, a foreign banking organization should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements affecting reports previously submitted to the Federal Reserve.

In the event that certain of the required data are not available, respondents should contact the appropriate Reserve Bank for information on submitting revised reports.

Definitions

Respondents should refer to the Glossary of the Instructions for the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C) for information concerning general definitions.

For purposes of this report, related organizations include (1) any organization that directly or indirectly controls the reporting nonbank subsidiary, (2) any organization that is controlled directly or indirectly by the reporting nonbank subsidiary, or (3) any organization that is controlled directly or indirectly by any bank holding company that controls the reporting subsidiary (i.e., if more than one bank holding company directly or indirectly controls the reporting nonbank subsidiary, then all organizations directly or indirectly controlled by *each* bank holding company is considered related regardless of

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whom submits this report). In addition, for purposes of this report related organizations include all associated companies.

Nonrelated organizations include all organizations that do not meet the definition of “related organizations.” Nonrelated organizations include all organizations outside of the bank holding company structure and refer to third party entities.

Miscellaneous General Instructions

Rounding

All financial items must be reported in thousands of dollars, with the figures rounded to the nearest thousand. Items less than \$500 should be reported as zero.

Negative Entries

Negative entries are generally not appropriate on the FR Y-7N/FR Y-7NS reports and should not be reported. Hence, assets with credit balances must be reported in liability items and liabilities with debit balances must be reported in asset items, as appropriate, and in accordance with these instructions.

Additional Information

The Federal Reserve System reserves the right to require additional information from nonbank subsidiaries if the FR Y-7N/FR Y-7NS report is not sufficient to appraise the financial soundness of the nonbank subsidiary or to determine its compliance with applicable laws and regulations.

General Criteria Chart for FR Y-7N/FR Y-7NS

See General Instructions for more detail.

Quarterly Filers Detailed Report (FR Y-7N)	Annual Filers Detailed Report (FR Y-7N)	Annual Filers Abbreviated Report (FR Y-7NS)	Exemptions No report required
1) Nonbank total assets are greater than or equal to \$1 billion or 2) Nonbank’s off-balance-sheet activities are greater than or equal to \$5 billion	Nonbank does not meet any of the quarterly filing criteria <i>and</i> its total assets are greater than or equal to \$250 million but less than \$1 billion	Nonbank does not meet any of the FR Y-7N filing criteria <i>and</i> its total assets are greater than or equal to \$50 million but less than \$250 million	Nonbank does not meet any of the FR Y-7NS criteria <i>and</i> 1) Nonbank total assets are less than \$50 million or 2) Specific exemption (see exemption list in General Instructions)

LINE ITEM INSTRUCTIONS FOR

Income Statement Schedule IS

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Report all income and expense of the subsidiary for the calendar year-to-date. Include adjustments of accruals and other accounting estimates made shortly after the end of a reporting period that relate to the income and expense of the reporting period. A subsidiary that began operating during the reporting period should report all income earned and expense incurred since it commenced operations and all pre-opening income earned and expenses incurred from inception until that date.

Line Item 1 Interest income.

Report in the appropriate subitem all interest, fees and similar income received by the subsidiary from nonrelated organizations (associated with assets reported in Lines 1 through 7 on Schedule BS) in item 1(a) and on balances due from related organizations in item 1(b). Include income resulting from interest earned on loans and leases (including related fees); income on balances due from depository institutions; interest and dividends on securities; interest from assets held in trading accounts; interest on federal funds sold and securities purchased under agreements to resell; and any other interest income received by the subsidiary. When yield related fees are collected in connection with a loan syndication or participation and passed through to another lender, report only the subsidiary's proportional share of such fees.

Deduct interest rebated to customers on loans paid before maturity from gross interest earned on loans; do not report as an expense. Exclude from this item:

- (1) fees that are not yield related such as fees for servicing real estate mortgage or other loans which are not assets of the subsidiary (report in item 5(a)(6));
- (2) net gains or losses from the sale of assets (report in item 5 or 7, as appropriate);

- (3) charges to merchants for handling credit card or charge sales when the subsidiary does not carry the related loan accounts on their books (report in item 5 below); and
- (4) reimbursements for out-of-pocket expenditures made by the subsidiary for the account of its customers. If the subsidiary's expense accounts were charged with the amount of such expenditures, the reimbursements should be credited to the same expense accounts.

Line Item 1(a) Interest and fee income from nonrelated organizations.

Report all interest, fees, and similar income from nonrelated organizations.

Line Item 1(b) Interest and fee income from related organizations.

Report all interest, fees, and similar income from related organizations. Also, a special purpose subsidiary should report interest received from (or earned on) the loan made to the parent bank holding company with the proceeds from the issuance of trust preferred securities. Exclude any noninterest income and income from undistributed earnings of related organizations (report in item 5(b)). Include dividends declared or paid by subsidiaries.

Line Item 1(c) Total interest income.

Report the sum of items 1(a) and 1(b).

Line Item 2 Interest expense.

Report in the appropriate subitem the total amount of interest expense of the subsidiary pertaining to nonrelated organizations in item 2(a) and pertaining to related organizations in item 2(b). Include expenses on deposits, on federal funds purchased and securities sold under

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agreements to repurchase, on short- and long-term borrowings, on subordinated notes and debentures, on mandatory securities, on mortgage indebtedness and obligations under capitalized leases, and all other interest expense.

Line Item 2(a) Interest expense pertaining to nonrelated organizations.

Report all interest expense pertaining to nonrelated organizations.

Line Item 2(b) Interest expense pertaining to related organizations.

Report all interest expense pertaining to related organizations. Exclude distributions from a special purpose subsidiary (trust) to trust preferred stockholders. Report such distributions as dividends.

Line Item 2(c) Total interest expense.

Report the sum of items 2(a) and 2(b).

Line Item 3 Net interest income.

Report the difference between item 1(c), "Total interest income," and item 2(c), "Total interest expense." If this amount is negative, enclose it in parentheses.

Line Item 4 Provision for loan and lease losses.

Report the amount needed to make the allowance for loan and lease losses, as reported in Schedule BS, item 3(b), adequate to absorb expected loan and lease losses, based upon management's evaluation of the subsidiary's current loan and lease exposures. The amount reported must equal Schedule IS-B, item 4, "Provision for loan and lease losses." Enclose negative amounts in parentheses.

Exclude provision for credit losses on off-balance-sheet credit exposures and provision for allocated transfer risk, both of which should be reported in item 7, "Noninterest expense." The amount reported here may differ from the bad debt expense deduction taken for federal income tax purposes.

Line Item 5 Noninterest income.

Report in the appropriate subitem all other income not properly reported in item 1(c), "Total interest income" that is derived from activities in which the subsidiary is

engaged. Report noninterest income from nonrelated organizations in item 5(a) and from related organizations in item 5(b). Also, a subsidiary may include as other noninterest income in item 5(a)(7) or 5(b) below net gains (losses) from the sale of loans and certain other assets as long as the subsidiary reports such transactions on a consistent basis.

Line Item 5(a) From nonrelated organizations.

Report all income earned from nonrelated organizations in the appropriate item.

Line Item 5(a)(1) Income from fiduciary activities.

Report gross income from services rendered by the trust department of the subsidiary or the subsidiary acting in any fiduciary capacity. Include commissions and fees on the sale of annuities by these entities that are executed in a fiduciary capacity. Report "N/A" if the subsidiary has no trust departments or renders no services in any fiduciary capacity.

Line Item 5(a)(2) Service charges on deposit accounts.

Report the amounts charged depositors:

- (1) Who maintain accounts with the subsidiary or who fail to maintain specified minimum deposit balances;
- (2) Based on the number of checks drawn on and deposits made in deposit accounts;
- (3) For checks drawn on "no minimum-balance" deposit accounts;
- (4) For withdrawals from nontransaction deposit accounts;
- (5) For accounts which have remained inactive for extended periods of time or which have become dormant;
- (6) For deposits to or withdrawals from deposit accounts through the use of automated teller machines or remote service units;
- (7) For the processing of checks drawn against insufficient funds. Exclude subsequent charges levied against overdrawn accounts based on the length of time the account has been overdrawn and report the interest as interest and fee income in line 1 above;
- (8) For issuing stop payment orders;

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- (9) For certifying checks; and
- (10) For accumulation or disbursement of funds deposited to IRAs or Keogh Plan accounts. If the subsidiary is a bank and the account is handled by the bank's trust department (FR 2314), include the charges in line 5(a)(1) above.

Line Item 5(a)(3) Trading revenue.

Report the net gain or loss from trading cash instruments and derivative contracts (including commodity contracts) that has been recognized during the calendar year-to-date. If the amount reported is a net loss, enclose it in parentheses.

Include as trading revenue:

- (1) Revaluation adjustments to the carrying value of assets and liabilities reportable in Schedule BS, item 4, "Trading assets," and Schedule BS, item 11, "Trading liabilities," resulting from the periodic marking to market of such instruments;
- (2) Revaluation of adjustments from the periodic marking to market of interest rate, foreign exchange, equity derivative, commodity and other contracts held for trading; and
- (3) Incidental income and expense related to the purchase and sale of cash instruments reportable in Schedule BS, item 4, "Trading assets," and Schedule BS, item 11, "Trading liabilities," and derivative contracts held for trading.

Line Item 5(a)(4) Investment banking, advisory, brokerage, and underwriting fees and commissions.

Report fees and commissions from investment advisory and management services, merger and acquisition services, and other related consulting fees. Include fees and commissions from securities brokerage activities, from the sale of annuities, from the sale and servicing of mutual funds, and from the purchase and sale of securities and money market instruments where the subsidiary is acting as agent for other subsidiaries or customers (if these fees and commissions are not included in item 5(a)(1), "Income from fiduciary activities," or item 5(a)(3), "Trading revenue").

Also include the subsidiary's proportionate share of the income or loss before extraordinary items and other adjustments from its investments in corporate joint ven-

tures, unincorporated joint ventures, general partnerships, and limited partnerships over which the subsidiary exercises significant influence that are principally engaged in investment banking, advisory, brokerage, or securities underwriting activities.

Line Item 5(a)(5) Venture capital revenue.

Report as venture capital revenue market value adjustments, interest, dividends, gains, and losses (including impairment losses) on venture capital investments (loans and securities). Include any fee income from venture capital activities that is not reported in one of the preceding income items. Also include the subsidiary's proportionate share of the income or loss before extraordinary items and other adjustments from its investments in corporate joint ventures, unincorporated joint ventures, general partnerships, and limited partnerships over which the subsidiary exercises significant influence that are principally engaged in venture capital activities.

In general, venture capital activities involve the providing of funds, whether in the form of loans or equity, and technical and management assistance, when needed and requested, to start-up or high-risk companies specializing in new technologies, ideas, products, or processes. The primary objective of these investments is capital growth.

Line Item 5(a)(6) Net servicing fees.

Report income from servicing real estate mortgages, credit cards, and other financial assets held by others. Report any premiums received in lieu of regular servicing fees on such loans only as earned over the life of the loans. Subsidiaries should report servicing income net of the related servicing assets' amortization expense. Include impairments recognized on servicing assets. For further information on servicing, see the FR Y-9C Glossary entry for "servicing assets and liabilities."

Line Item 5(a)(7) Net securitization income.

Report net gains (losses) on assets sold in securitization transactions, i.e., net of transaction costs. Include fees (other than servicing fees) earned from the subsidiary's securitization transactions and unrealized losses (and recoveries of unrealized losses) on loans and leases held for sale in securitization transactions. Exclude income from servicing securitized assets (report in item 5(a)(6), above) and from seller's interests and residual interests retained by the subsidiary (report in the appropriate subitem of item 1, "Interest income").

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Line Item 5(a)(8) Insurance commissions and fees.

Report income from insurance activities (includes premiums, annuities, and supplemental contracts); service charges, commissions, and fees from the sale of insurance; commissions on reinsurance; and other insurance related income. Also include the subsidiary's proportionate share of the income or loss before extraordinary items and other adjustments from its investments in corporate joint ventures, unincorporated joint ventures, general partnerships, and limited partnerships over which the subsidiary exercises significant influence that are principally engaged in insurance underwriting, reinsurance, or insurance sales activities. Exclude commissions and fees on the sale of annuities reported in items 5(a)(1) and 5(a)(4).

Line Item 5(a)(9) Other noninterest income.

Report all other noninterest income derived from nonrelated organizations that is not reported above.

Line Item 5(b) From related organizations.

Report all noninterest income derived from related organizations. Exclude the parent's equity in undistributed income of subsidiaries from this item and report in item 11.

Line Item 5(c) Total noninterest income.

Report the sum of items 5(a)(1) through 5(a)(9) and 5(b).

Item 6 Realized gains (losses) on securities not held in trading accounts.

Report the net gain or loss realized during the calendar year-to-date from the sale, exchange, redemption, or retirement of all securities not held in trading accounts. The realized gain or loss on the security is the difference between the sales price (excluding interest at the coupon rate accrued since the last interest payment date, if any) and the amortized cost. Also include in this item the write-downs of the cost basis of individual securities for other-than-temporary impairments. If the amount to be reported in this item is a net loss, enclose it in parentheses. Do not adjust for applicable income taxes (income taxes applicable to gains (losses) on securities are to be included in the applicable income taxes reported in item 9 below).

Exclude:

- (1) the change in net unrealized holding gains (losses) on available-for-sale securities during the calendar year (report in Schedule IS-A, item 5),
- (2) realized gains (losses) on trading securities (report in Schedule IS, item 5(a)(3)), "Trading revenue," and
- (3) net gains (losses) from the sale of detached securities coupons and the sale of ex-coupon securities, and report in item 7, "Noninterest expense," or item 5(a)(9), "Other noninterest income," as appropriate.

Line Item 7 Noninterest expense.

Report in the appropriate subitem all other expense not properly reported in item 2(c), "Total interest expense" that is incurred from activities in which the subsidiary is engaged. Report noninterest expense pertaining to nonrelated organizations in item 7(a) and pertaining to the organization in item 7(b). Also, a subsidiary may include as other noninterest expense in item 7(a) or 7(b) below net losses (gains) from the sale of loans and certain other assets as long as the subsidiary reports such transactions on a consistent basis.

Line Item 7(a) Pertaining to nonrelated organizations.

Report the amount of noninterest expense of the subsidiary pertaining to activities with nonrelated organizations (i.e., third party transactions). Enclose negative amounts in parentheses.

Report salaries and benefits of all officers and employees of the subsidiary including guards and contracted guards, temporary office help, dining room and cafeteria employees, and building department officers and employees (including maintenance personnel). Include gross salaries, wages, and other compensation; contributions to retirement plan, pension fund and profit-sharing plan; employee stock ownership plan, employee stock purchase plan, and employee savings plan; social security and other taxes paid by the subsidiary; health and life insurance premiums; relocation and tuition programs; and the cost of all other fringe benefits for officers and employees.

Report all noninterest expenses related to the use of premises, equipment, furniture, and fixtures, net of rental income, that are reportable in Schedule BS, item 5,

Income Statement

“Premises and fixed assets.” If this net amount is a credit balance, enclose it in parentheses.

Deduct rental income from gross premises and fixed asset expense. Rental income includes all rentals charged for the use of buildings not incident to their use by the reporting subsidiary, including rentals by regular tenants of the subsidiary, income received from short-term rentals of other facilities of the subsidiary, and income from sub-leases. Also deduct income from assets that indirectly represent premises, equipment, furniture, or fixtures reportable in Schedule BS, item 5, “Premises and fixed assets.” Include normal and recurring depreciation and amortization charges against assets; all operating lease payments made by the subsidiary on premises and equipment; cost of ordinary repairs to premises (including leasehold improvements), equipment, furniture, and fixtures; cost of service or maintenance contracts for equipment, furniture, and fixtures; insurance expense related to the use of premises, equipment, furniture, and fixtures; all property tax and other tax expense related to premises (including leasehold improvements), equipment, furniture, and fixtures; cost of heat, electricity, water, and other utilities connected with the use of premises and fixed assets; cost of janitorial supplies and outside janitorial services; and services and fuel, maintenance, and other expenses related to the use of the subsidiary-owned automobiles, airplanes, and other vehicles for the subsidiary’s business.

Include fees paid to directors and advisory directors for attendance at board of directors or committee meetings; premiums on fidelity insurance, directors’ and officers’ liability insurance, and life insurance policies for which the subsidiary is the beneficiary; federal deposit insurance premium; Comptroller of the Currency assessment expense; legal fees and other direct costs incurred in connection with foreclosures; and advertising, promotional, public relations, and business development expenses; data processing cost; minority interest in the net income or loss of the subsidiary; goodwill impairment losses; amortization expenses of and impairment losses for other intangible assets; and all other noninterest expenses pertaining to nonrelated organizations.

Also report any provision for credit losses related to off-balance-sheet credit exposures, based upon management’s evaluation of the subsidiary’s current off-balance-sheet credit exposures.

Line item 7(b) Pertaining to related organizations.

Report all expenses involving related organizations that cannot properly be reported in Schedule IS, item 2(b), “Interest expense pertaining to related organizations.” Report amounts that have net credit balances as noninterest income in item 5(b), “Noninterest income from related organizations.”

Line Item 7(c) Total noninterest expense.

Report the sum of items 7(a) and 7(b).

Line Item 8 Income (loss) before extraordinary items and other adjustments.

Report the sum of items 3, 5(c) and 6, minus items 4 and 7(c). If the result is negative, enclose the amount in parentheses.

Line Item 9 Applicable income taxes (benefits)(estimated).

Report the total estimated federal, state and local, and foreign income tax expense applicable to item 8, “Income (loss) before extraordinary items and other adjustments,” including the tax effects of gains (losses) on securities not held in trading accounts (i.e., available-for-sale securities and held-to-maturity securities). Include both the current and deferred portions of these income taxes. If the result is negative (i.e., the amount is a tax benefit rather than a tax expense), enclose the amount in parentheses.

Include as applicable income taxes all taxes based on a net amount of taxable revenue less deductible expenses. Exclude the estimated income taxes applicable to foreign currency translation adjustments included in Schedule IS-A, item 5. Exclude from applicable income taxes all taxes based on gross revenues or gross receipts.

Line Item 10 Extraordinary items, net of applicable income taxes.

Report the total of extraordinary items and other adjustments, net of income taxes. Include the material effects of any extraordinary items and the cumulative effect of all changes in accounting principles except those required to be reported as a change in equity capital in accordance with GAAP.

Income Statement

Include:

- (1) Realized tax benefits of operating loss carryforwards (other than realized loss carryforward benefits of purchased subsidiaries which should be treated as an adjustment of purchase price);
- (2) The results of discontinued operations as determined in accordance with the provisions of FASB Statement No. 144;
- (3) Material aggregate gains on troubled debt restructuring of the subsidiary's own debt as determined in accordance with the provisions of FASB Statement No. 15; and
- (4) The material effects on any other events or transactions that are both unusual in nature and infrequent in their occurrence. To be unusual in nature, the underlying event or transaction should be abnormal and significantly different from the ordinary and typical activities of the subsidiary. An event or transaction not reasonably expected to recur in the foreseeable future is considered to occur infrequently. Exclude

net gains or losses on the sale or other disposal of the subsidiary's premises and fixed assets, other real estate owned, coins, art and other similar assets, as well as any branch offices; report these gains or losses in Schedule IS, items 5(a)(9) or 7, respectively.

If the amount is negative, enclose it in parentheses.

Line Item 11 Equity in undistributed income (loss) of subsidiary(s).

Report the amount of the parent subsidiary's proportionate interest in the subsidiary's(s') net income (loss) less any dividends declared by the subsidiary(s) for the calendar year-to-date. Report dividends in item 1(b).

Line Item 12 Net income (loss).

Report the sum of items 8, 10, and 11 minus item 9. If this amount is a net loss, enclose it in parentheses. This item must equal Schedule IS-A, Changes in Equity Capital, item 2, "Net income."

Changes in Equity Capital

Schedule IS-A

General Instructions

Total equity capital includes perpetual preferred stock, common stock, capital surplus, retained earnings, accumulated other comprehensive income and other equity capital components such as treasury stock and unearned Employee Stock Ownership Plan Shares. All amounts, other than the amount reported in item 1, should represent net aggregate changes for the calendar year-to-date. Enclose all net decreases and losses (net reductions of equity capital) in parentheses.

Line Item 1 Equity capital most recently reported for the end of the previous calendar year (i.e., after adjustments from amended Income Statements).

Report the subsidiary's total equity capital balance most recently reported for the previous calendar year-end after the filing of any amended report(s). Include the cumulative effect, net of applicable income taxes, of those changes in any accounting principles adopted during the calendar year-to-date reporting period that were applied retroactively and for which prior years' financial statements were restated. Also, include the sum of all corrections, net of applicable income taxes, resulting from material accounting errors that were made in prior years and not corrected by the filing of an amended report for the period in which the error was made.

Line Item 2 Net income (loss).

Report the net income (loss) for the calendar year-to-date as reported on the Income Statement, item 12, "Net income (loss)."

Line Item 3 Sale, conversion, acquisition, or retirement of common stock and perpetual preferred stock.

Report the changes in the subsidiary's total equity capital resulting from the sale, conversion, acquisition, or retire-

ment of the subsidiary's capital stock. Limited-life preferred stock is not included in equity capital.

Report the total amount of new capital stock issued, net of any expenses associated with the issuance of the stock.

Report the changes in the subsidiary's total equity capital resulting from:

- (1) Sale of the subsidiary's perpetual preferred stock or common stock;
- (2) Exercise of stock options, including:
 - (a) Any income tax benefits to the subsidiary resulting from the sale of the subsidiary's own stock acquired under a qualified stock option within three years of its purchase by the employee who had been granted the option; and
 - (b) Any tax benefits to the subsidiary resulting from the exercise (or granting) of nonqualified stock options (on the subsidiary's stock) based on the difference between the option price and the fair market value of the stock at the date of exercise (or grant);
- (3) The conversion of convertible debt, limited-life preferred stock, or perpetual preferred stock into perpetual preferred or common stock;
- (4) Redemption of perpetual preferred stock or common stock;
- (5) Retirement of perpetual preferred stock or common stock including:
 - (a) The net decrease in equity capital which occurs when cash is distributed in lieu of fractional shares in a stock dividend;
 - (b) The net increase in equity capital when a stockholder who receives a fractional share from a

Schedule IS-A

stock dividend purchases the additional fraction necessary to make a whole share; and

- (6) Capital-related transactions involving the subsidiary's Employee Stock Option Plan.

Line Item 4 LESS: Cash dividends declared.

Report all cash dividends declared during the calendar year-to-date, including dividends on common and preferred stock. Include dividends not payable until after the report date. Also, a special purpose subsidiary (trust) should report dividends declared on the trust preferred stock. Exclude dividends declared during the previous calendar year but paid in the current period.

Cash dividends are payments of cash to stockholders in proportion to the number of shares they own. Cash dividends on preferred and common stock are to be reported on the date they are declared by the subsidiary's board of directors (the declaration date) by debiting "retained earnings" and crediting "dividends declared not yet payable," which is to be reported in other liabilities. Upon payment of the dividend, "dividends declared not yet payable" is debited for the amount of the cash dividend with an offsetting credit, normally in an equal amount, to "dividend checks outstanding."

A liability for dividends payable may not be accrued in advance of the formal declaration of a dividend by the boards of directors. However, the subsidiary may segregate a portion of retained earnings in the form of a capital reserve in anticipation of the declaration of a dividend.

Line Item 5 Other comprehensive income.

Report the amount of other comprehensive income for the calendar year-to-date. Other comprehensive income

includes changes during the calendar year-to-date in net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and minimum pension liability adjustments. Refer to the FR Y-9C instructions and FASB Statement No. 130 for additional information on reporting this item.

Line Item 6 Other adjustments to equity capital.

Report all adjustments to equity capital that are not properly reported in items 1 through 5 above. This item should include:

- (1) changes incident to business combinations;
- (2) sales of treasury stock (the resale or the disposal on the subsidiary's own perpetual preferred stock or common stock, i.e., treasury stock transactions);
- (3) LESS: Purchases of treasury stock (the resale or the disposal on the subsidiary's own perpetual preferred stock or common stock, i.e., treasury stock transactions); and
- (4) change in offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the subsidiary.

Line Item 7 Total equity capital at end of current period.

Report the sum of items 1, 2, 3, 5, and 6, minus item 4. This item must equal Schedule BS, Balance Sheet item 18(f), "Total equity capital."

LINE ITEM INSTRUCTIONS FOR

Changes in Allowance for Loan and Lease Losses

Schedule IS-B

General Instructions

Report all changes in the allowance account on a year-to-date basis. When the subsidiary maintains an allowance for possible loan and lease losses, report all related transactions and reconcile, beginning with the balance reported at the end of the previous year, to the balance of the allowance shown in Schedule BS, Balance Sheet, Item 3(b), as of the end of the current period. The provision for possible loan and lease losses should correspond to the amount reported in Schedule IS, item 4, "Provision for loan or lease losses." Exclude transactions pertaining to reserves carried in capital accounts, such as reserves for contingencies that represent a segregation of undivided profits. Also exclude any allowance for credit losses on off-balance-sheet exposures.

Line Item 1 Balance most recently reported at end of previous calendar year.

Include the ending balance as most recently reported for the prior year end in the allowance for possible loan and lease losses account. The amount must reflect the effect of all corrections and adjustments to the allowance for loan and lease losses that were made in any amended report(s) for the previous calendar year-end.

Line Item 2 Recoveries.

Include recoveries of amounts previously charged off against the allowance for possible loan and lease losses.

Line Item 3 Less: Charge-offs.

Enter the amount of gross charge-offs on loans and leases during the period.

Line Item 4 Provision for loan and lease losses.

This item must equal Schedule IS, item 4, "Provision for loan or lease losses." If the amount is negative, enclose it in parentheses.

Line Item 5 Adjustments.

Include any increase or decrease resulting from foreign currency translation of the allowance for possible loan and lease losses into dollars.

Line Item 6 Balance at end of current period.

Enter the total of items 1, 2, 4, and 5, minus item 3. This item must equal Schedule BS, item 3(b), "Allowance for Loan and Lease Losses."

LINE ITEM INSTRUCTIONS FOR

Balance Sheet and Off-Balance-Sheet Items Schedule BS

Assets

Items 1 through 8 exclude balances due from related institutions (see definition in the General Instructions). Report balances due from related institutions in item 9.

Line Item 1 Cash and balances due from depository institutions.

Report the total of non-interest bearing and interest-bearing balances due from depository institutions, currency and coin, cash items in process of collection and unposted debits.

Depository institutions consist of commercial banks in the United States, credit unions, mutual and stock savings banks, savings or building and loan associations, cooperative banks, industrial banks that accept deposits, U.S. branches and agencies of foreign banks, and banking organizations in foreign countries.

Balances due from depository institutions include:

- (1) Noninterest-bearing funds on deposit at depository institutions for which the reporting company has already received credit; and
- (2) Interest-bearing balances due from depository institutions, whether in the form of demand, savings or time balances, including certificates of deposit, but excluding certificates of deposits held for trading.

Exclude balances with closed or liquidating banks or other depository institutions and all loans (report in item 3 below). Also exclude balances due from subsidiary banks (and their branches) of the reporting bank holding company (report in item 9 below).

Cash and due from balances include:

- (1) Cash items in the process of collection that include the following:

- (a) Checks or drafts in the process of collection that are drawn on banking institutions, and payable immediately upon presentation, including checks or drafts already forwarded for collection and checks on hand which will be presented for payment or forwarded for collection on the following business day in the country where the reporting office that is clearing or collecting the check or draft is located;
- (b) Government checks that are drawn on the Treasurer of the United States or any other government agency that are payable immediately upon presentation and that are in process of collection;
- (c) Checks or warrants that are drawn on a foreign government that are payable immediately upon presentation and that are in the process of collection; and
- (d) Amounts credited to deposit accounts in connection with automatic payment arrangements where such credits are made one business day prior to the payment date to ensure the availability of funds on the payment date; and

- (2) Unposted debits are cash items in the reporting organization's possession drawn on itself that are chargeable, but have not yet been charged to the general ledger deposit control account at the close of business on the report date.

Exclude from this item the following:

- (1) Credit or debit card sales slips in process of collection (report as noncash items in item 7, "All other assets"). However, if the reporting organization has been notified that they have been given credit, the amount of such sales slips should be reported in this item;
- (2) Cash items not conforming to the definition of in process of collection, whether or not cleared; and

Balance Sheet

(3) Commodity or bill-of-lading drafts (including arrival drafts) not yet payable (because the merchandise against which the draft was drawn has not yet arrived), whether or not deposit credit has been given. (If deposit credit has been given, report such drafts as loans in the appropriate line item; if the drafts were received on a collection basis, exclude them entirely until the funds have actually been collected.)

Line Item 2 Securities.

Report the amount of U.S. Treasury securities, U.S. government agency and corporation obligations, securities issued by states and political subdivisions in the U.S., and all other debt and equity securities with readily determinable fair values. Also, include as debt securities all holdings of commercial paper. Report held-to-maturity securities in item 2(a) and available-for-sale securities in item 2(b). Exclude equity securities that do not have readily determinable fair values and report these equity securities in item 7, "All other assets."

Financial Accounting Standards Board Statement No. 115, "Accounting for Certain Investments in Debt and Equity Securities (FASB 115)," requires depository institutions to divide their securities holdings among three categories: held-to-maturity, available-for-sale, and trading securities. This accounting standard provides a different accounting treatment for each category. Under FASB 115, only those debt securities for which an institution has the positive intent and ability to hold to maturity may be included in the held-to-maturity account, and the institution would continue to account for these debt securities at amortized cost.

Securities in the available-for-sale category under FASB 115 are those securities for which an institution does not have the positive intent and ability to hold to maturity, yet does not intend to trade as part of its trading account. Report available-for-sale securities at fair value, and report unrealized holding gains (losses) on these securities, net of the applicable tax effect, as a separate component of equity capital in Schedule BS, item 18(d), "Accumulated other comprehensive income."

Trading securities are debt and equity securities that an institution buys and holds principally for the purpose of selling in the near term. Report trading securities at fair value (generally, market value), and report unrealized changes in value (appreciation and depreciation) directly

in the income statement as a part of earnings. Exclude all trading securities from this item and report trading securities in Schedule BS, item 4, "Trading assets."

Line Item 2(a) Held-to-maturity securities.

Report the amortized cost of held-to-maturity securities.

Line Item 2(b) Available-for-sale securities.

Report the fair value of available-for-sale securities.

Line Item 3 Loans and lease financing receivables (including federal funds sold).

Line Item 3(a) Loans and leases, net of unearned income.

Report the aggregate book value of all loans and leases of the subsidiary, net of unearned income, before the deduction of the "Allowance for loan and lease losses," (report in item 3(b)). This item must equal Schedule BS-A, item 6. See Schedule BS-A, "General Instructions," for further detail.

Line Item 3(b) Less: Allowance for loan and lease losses.

Report the allowance for loan and lease losses as determined in accordance with generally accepted accounting principles (GAAP) for the subsidiary. Exclude any allowance for loan and lease losses on loans and leases with related institutions.

Line Item 3(c) Loan and lease financing receivables, net of unearned income and allowance for loan and lease losses.

Report the amount derived by subtracting item 3(b) from item 3(a).

Line Item 4 Trading assets.

Subsidiaries that (a) regularly underwrite or deal in securities, interest rate contracts, foreign exchange rate contracts, other commodity and equity derivative contract, other financial instruments, and other assets for resale, (b) acquire or take positions in such items principally for the purpose of selling in the near term or otherwise with the intent to resell in order to profit from short-term price movements, or (c) acquire or take positions in such items as an accommodation to customers or for other trading purposes shall report in this item the

Balance Sheet

value of such assets or positions on the report date. Assets and other financial instruments held for trading shall be valued at fair value.

Assets held in trading accounts include, but are not limited to:

- (1) U.S. Treasury securities;
- (2) U.S. government agency and corporation obligations;
- (3) Securities issued by states and political subdivisions in the U.S.;
- (4) Securities of all foreign governments and official institutions;
- (5) Equity securities;
- (6) Other bonds, notes, and debentures;
- (7) Certificates of deposit;
- (8) Commercial paper;
- (9) Bankers acceptances; and
- (10) Revaluation gains from derivative contracts.

Line Item 5 Premises and fixed assets (including capitalized leases).

Report the book value, less accumulated depreciation or amortization, of all premises, equipment, furniture, and fixtures purchased directly or acquired by means of a capital lease. Any method of depreciation or amortization conforming to generally accepted accounting principles may be used.

Include as premises and fixed assets:

- (1) Premises that are actually owned and occupied (or to be occupied, if under construction) by the subsidiary;
- (2) Leasehold improvements, vaults, and fixed machinery and equipment;
- (3) Remodeling costs to existing premises;
- (4) Real estate acquired and intended to be used for future expansion;
- (5) Parking lots that are used by customers or employees of the subsidiary;
- (6) Furniture, fixtures, and movable equipment of the subsidiary;

- (7) Automobiles, airplanes, and other vehicles owned by the subsidiary and used in the conduct of its business;
- (8) The amount of capital lease property (with the subsidiary as lessee), premises, furniture, fixtures, and equipment; and
- (9) Stocks and bonds issued by nonmajority-owned corporations whose principal activity is the ownership of land, buildings, equipment, furniture, or fixtures occupied or used (or to be occupied or used) by the subsidiary;

Property formerly but no longer used for subsidiary activities may be reported in this item as "Premises and fixed assets" or in item 6, "Other real estate owned."

Exclude from premises and fixed assets:

- (1) Original paintings, antiques, and similar valuable objects (report in item 7, "All other assets");
- (2) Favorable leasehold rights (report in Schedule BS-M, item 2(e), "Intangible assets"); and
- (3) Loans and advances, whether secured or unsecured, to individuals, partnerships, and nonmajority-owned corporations for the purpose of purchasing or holding land, buildings, or fixtures occupied or used (or to be occupied or used) by the subsidiary (report in item 3(a) "Loans and lease financing receivables, net of unearned income").

Line item 6 Other real estate owned.

Report the book value (not to exceed the fair value), less accumulated depreciation, if any, of all real estate other than premises actually owned by the subsidiary.

Exclude any property necessary for the conduct of banking business (report in item 5 above, "Premises and fixed assets"). Property formerly but no longer used for subsidiary activities may be reported in this item or in item 5 above.

Include as other real estate owned:

- (1) Real estate acquired in any manner for debts previously contracted (including, but not limited to, real estate acquired through foreclosure and real estate acquired by deed in lieu of foreclosure), even if the subsidiary has not yet received title to the property;

Balance Sheet

- (2) Real estate collateral underlying a loan when the subsidiary has obtained physical possession of the collateral, regardless of whether formal foreclosure proceedings have been instituted against the borrower;
- (3) Foreclosed real estate sold under contract and accounted for under the deposit method of accounting in accordance with FASB Statement No. 66, "Accounting for Sales of Real Estate;"
- (4) Any real estate acquired, directly or indirectly, by the subsidiary and held for development or other investment purposes;
- (5) Real estate acquisition, development, or construction (ADC) arrangements that are accounted for as investments in real estate in accordance with guidance prepared by the American Institute of Certified Public Accountants (AICPA) in Notices to Practitioners issued in November 1983, November 1984, and February 1986;
- (6) Real estate acquired and held for investment by the subsidiary that has been sold under contract and accounted for under the deposit method in accordance with FASB Statement No. 66, "Accounting for Sales of Real Estate;"
- (7) Any other loans secured by real estate and advanced for real estate acquisition, development, or investment purposes if the reporting subsidiary in substance has virtually the same risks and potential rewards as an investor in the borrower's real estate venture;
- (8) Investments in corporate joint ventures, unincorporated joint ventures, and general or limited partnerships that are primarily engaged in the holding of real estate for development, resale, or other investment purposes and over which the subsidiary does not exercise significant influence; and
- (9) Property originally acquired for future expansion but no longer intended to be used for that purpose.

Line item 7 All other assets.

Report all other assets held by the respondent subsidiary that cannot be properly included in any of the preceding items. Include investments in nonrelated companies, customers' liability on acceptances outstanding, goodwill, and intangible assets. Also report income earned but not

collected, prepaid expenses, accounts receivable, and the positive fair value of all derivatives held for purposes other than trading.

Report net deferred tax assets in this item and net deferred tax liabilities in item 14, "Other liabilities." Exclude all balances due from related institutions and investments in all unconsolidated subsidiaries and associated companies. Report such transactions in item 9.

Line item 8 Claims on nonrelated organizations.

Enter the sum of items 1, 2, and 3(c) through 7.

Line item 9 Balances due from related institutions, gross.

Report all balances due from the top tier bank holding company or banking organization, all balances due from subsidiary banks (or their branches) or subsidiary bank holding companies of the top tier bank holding company, and all balances due from other subsidiaries of these organizations (including subsidiaries of the parent organization and the reporting nonbank subsidiary), on a gross basis. Include the amount of the subsidiary's investment in all (whether consolidated or unconsolidated) subsidiaries and associated companies, less any dividends paid or declared.

Also, a special purpose subsidiary should report the loan made to the parent bank holding company with the proceeds from the issuance of trust preferred securities. Exclude all balances due to related institutions and include in item 16.

Line item 10 Total assets.

Report the sum of items 8 and 9.

Liabilities and Equity Capital

Items 11 through 15 exclude balances due to related institutions. Report balances due to related institutions in item 16.

Line item 11 Trading liabilities.

Report the amount of liabilities from the reporting subsidiary's trading activities. Include liabilities resulting from the sales of assets that the reporting subsidiary does not own (short position) and revaluation losses from "marking to market" (or the "lower of cost or market")

Balance Sheet

of interest rate, foreign exchange rate, and other commodity and equity contracts into which the reporting subsidiary has entered for trading, dealer, customer accommodation, and similar purposes.

Line item 12 Other borrowed money with a remaining maturity of one year or less (including commercial paper issued and federal funds purchased).

Report the total amount of money borrowed by the subsidiary with a remaining maturity of one year or less. Include outstanding commercial paper issued and federal funds purchased. For purposes of this item, remaining maturity is the amount of time remaining from the report date until final contractual maturity of a borrowing without regard to the borrowing's repayment schedule, if any.

Borrowings may take the form of:

- (1) Demand notes issued to the U.S. Treasury;
- (2) Promissory notes;
- (3) Notes and bills rediscounted (including commodity drafts rediscounted);
- (4) Loans sold under repurchase agreements and sales of participations in pools of loans that mature in more than one business day;
- (5) Due bills issued representing the subsidiary's receipt of payment and similar instruments, whether collateralized or uncollateralized;
- (6) Overnight and "Term federal funds" purchased;
- (7) Securities sold under agreements to repurchase; and
- (8) Mortgage indebtedness and obligations under capitalized leases with a remaining maturity of one year or less.

Exclude all borrowings with related institutions. Report such borrowings in item 16.

Line item 13 Other borrowed money with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus).

Report the total amount of all borrowings of the subsidiary with a remaining maturity of more than one year, including subordinated debt and limited-life preferred

stock including related surplus. For purposes of this item, remaining maturity is the amount of time remaining from the report date until final contractual maturity of a borrowing without regard to the borrowing's repayment schedule, if any.

Borrowings may take the form of:

- (1) Promissory notes;
- (2) Perpetual debt securities that are unsecured and not subordinated;
- (3) Notes and bills rediscounted (including commodity drafts rediscounted);
- (4) Loans sold under repurchase agreements and sales of participations in pools of loans that mature in more than one business day;
- (5) Due bills issued representing the subsidiary's receipt of payment and similar instruments, whether collateralized or uncollateralized;
- (6) "Term federal funds" purchased;
- (7) Securities sold under agreements to repurchase;
- (8) Notes and debentures issued by the respondent subsidiary;
- (9) Mortgage indebtedness and obligations under capitalized leases with a remaining maturity of more than one year; and
- (10) Limited-life preferred stock. Limited life preferred stock is preferred stock that has a stated maturity date or that can be redeemed at the option of the holder. It excludes those issues of preferred stock that automatically convert into perpetual preferred stock at a stated date.

Exclude all borrowings with related institutions. Report such borrowings in item 16.

Line Item 14 Other liabilities.

Report the total amount of all other liabilities that cannot be properly reported in items 11 through 13. Include liabilities such as deposits held by the subsidiary, liability on acceptances outstanding, expenses accrued and unpaid, deferred income taxes (if credit balance), minority interest in the subsidiary, dividends declared but not yet payable, accounts payable (other than expenses accrued and unpaid), liability on deferred payment letters of credit, deferred gains from sale-leaseback transactions,

Balance Sheet

and unamortized loan fees (other than those that represent an adjustment of the interest yield, if material).

Also, report all derivatives with negative fair value held for purposes other than trading in this item. Exclude all liabilities with related institutions. Report such liabilities in item 16.

Line Item 15 Liabilities to nonrelated organizations.

Enter the sum of items 11 through 14.

Line Item 16 Balances due to related institutions, gross.

Report all balances due to the top tier bank holding company or banking organization, all balances due to subsidiary banks (or their branches) or subsidiary bank holding companies of the top tier bank holding company, and all balances due to other subsidiaries of these organizations (including subsidiaries of the parent organization), on a gross basis.

Exclude all balances due from related institutions and include in item 9.

Line Item 17 Total liabilities.

Report the sum of items 15 and 16.

Line Item 18 Equity capital.

Equity capital represents the sum of capital stock, surplus, undivided profits, and various reserve accounts. Subsidiaries that are not corporate in form (that is, those that do not have capital structures made up of capital stock and the other subheadings for item 18 or their equivalents) should report their entire net worth in item 18(f), "Total Equity Capital." Other subsidiaries should follow the instructions below.

Line Item 18(a) Stock.

Report the amount of perpetual preferred stock issued, including any amounts received in excess of its par or stated value, and the aggregate par or stated value of common stock issued. Also, a special purpose subsidiary (trust) should report in this item trust preferred securities such as MIPS and TOPRS.

Line Item 18(b) Surplus (exclude all surplus related to preferred stock).

Report the net amount formally transferred to the surplus account, including capital contributions, and any amount received for common stock in excess of its par or stated value on or before the report date. Exclude any portion of the proceeds received from the sale of limited-life preferred stock in excess of its par or stated value (report in item 16) or any portion of the proceeds received from the sale of perpetual preferred stock in excess of its par or stated value (report in item 18(a)).

Line Item 18(c) Retained earnings.

Report the amount of retained earnings (including capital reserves) as of the report date. The amount of the retained earnings should reflect the transfer of net income, declaration of dividends, transfers to surplus, and any other appropriate entries. Adjustments of accruals and other accounting estimates made shortly after the report date that relate to the income and expenses of the year-to-date period ended as of the report date must be reported in the appropriate items of the Income Statement for that year-to-date period.

Capital reserves are segregations of retained earnings and are not to be reported as liability accounts or as reductions of asset balances. Capital reserves may be established for such purposes as follows:

- (1) Reserve for undeclared stock dividends, which includes amounts set aside to provide for stock dividends (not cash dividends) not yet declared;
- (2) Reserve for undeclared cash dividends, which includes amounts set aside for cash dividends on common and preferred stock not yet declared (report cash dividends declared but not yet payable in item 14);
- (3) Retirement account (for limited-life preferred stock or notes and debentures subordinated to deposits), which includes amounts allocated under the plan for retirement of limited-life preferred stock or notes and debentures subordinated to deposits contained in the subsidiary's articles of association or in the agreement under which such stock or notes and debentures were issued; and
- (4) Reserve for contingencies, which includes amounts set aside for possible unforeseen or indeterminate

Balance Sheet

liabilities not otherwise reflected on the subsidiary's books and not covered by insurance.

Exclude from retained earnings:

- (1) The amount of the cumulative foreign currency translation adjustment (report in item 18(d));
- (2) Any portion of the proceeds received from the sale of perpetual preferred stock and common stock in excess of its par or stated value except where required by state law or regulation (report surplus related to perpetual preferred stock in item 18(a) and surplus related to common stock in item 18(b));
- (3) Any portion of the proceeds received from the sale of limited-life preferred stock in excess of its par or stated value (report in item 13); and
- (4) "Reserves" that reduce the related asset balances such as valuation allowances (e.g., allowance for loan and lease losses), reserves for depreciation, and reserves for bond premiums.

Line Item 18(d) Accumulated other comprehensive income.

Report the amount of other comprehensive income in conformity with the requirements of FASB Statement No. 130, Reporting Comprehensive Income. Accumulated other comprehensive income includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and minimum pension liability adjustments. Net unrealized holding gains (losses) on available-for-sale securities is the difference between the amortized cost and fair value of the subsidiary's available-for-sale securities, net of tax effects, as of the report date.

For most subsidiaries, all "securities," as the term is defined in FASB Statement No. 115, that are designated as "available-for-sale" will be reported as "available-for-sale securities" in item 2(b), above. However, a subsidiary may have certain assets that fall within the definition of "securities" in FASB Statement No. 115 (e.g., commercial paper or nonrated industrial development obligations) that the subsidiary has designated as "available-for-sale" which are reported for purposes of this report in a balance sheet category other than "securities" (e.g., "loans and lease financing receivables"). These "available-for-sale" assets must be carried on the balance sheet at fair value rather than amortized cost and the

difference between these two amounts, net of tax effects, must be included in this item.

Also include the unamortized amount of the unrealized holding gain or loss at the date of transfer of any debt security transferred into the held-to-maturity category from the available-for-sale category. When a debt security is transferred from available-for-sale to held-to-maturity, report the unrealized holding gain or loss at the date of transfer in this equity capital account and amortize it over the remaining life of the security as an adjustment of yield in a manner consistent with the amortization of any premium or discount. Accumulated net gains (losses) on cash flow hedges is the effective portion of the accumulated change in fair value (gain or loss) on derivatives designated and qualifying as cash flow hedges in accordance with FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities."

Under Statement No. 133, a subsidiary that elects to apply hedge accounting must exclude from net income the effective portion of the change in fair value of a derivative designated as a cash flow hedge and record it on the balance sheet in a separate component of equity capital (referred to as "accumulated other comprehensive income" in the accounting standard). Report the ineffective portion of the cash flow hedge in earnings. Adjust the equity capital component (i.e., the accumulated other comprehensive income) associated with a hedged transaction each reporting period to a balance that reflects the lesser (in absolute amounts) of:

- (1) The cumulative gain or loss on the derivative from inception of the hedge, less (a) amounts excluded consistent with the subsidiary's defined risk management strategy and (b) the derivative's gains or losses previously reclassified from accumulated other comprehensive income into earnings to offset the hedged transaction, or
- (2) The portion of the cumulative gain or loss on the derivative necessary to offset the cumulative change in expected future cash flows on the hedged transaction from inception of the hedge less the derivative's gains or losses previously reclassified from accumulated other comprehensive income into earnings.

Accordingly, the amount reported in this item should reflect the sum of the adjusted balance (as described above) of the cumulative gain or loss for each derivative

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designated and qualifying as a cash flow hedge. These amounts will be reclassified into earnings in the same period or periods during which the hedged transaction affects earnings (for example, when a hedged variable rate interest receipt on a loan is accrued or when a forecasted sale occurs).

Report the sum of the subsidiary's foreign currency translation adjustments accumulated in accordance with FASB Statement No. 52, "Foreign Currency Translation." Report any minimum pension liability adjustment recognized in accordance with FASB Statement No. 87, "Employers' Accounting for Pensions." Under Statement No. 87, an employer must report in a separate component of equity capital, net of any applicable tax benefits, the excess of additional pension liability over unrecognized prior service cost.

Refer to the FR Y-9C instructions and FASB Statement No. 130 for additional information on reporting this item.

Line Item 18(e) Other equity capital components.

Report all other equity capital components including the total carrying value (at cost) of treasury stock and unearned Employee Stock Ownership Plan (ESOP) shares as of the report date. Refer to the FR Y-9C instructions for additional information on reporting this item.

Line Item 18(f) Total equity capital.

Report the sum of items 18(a) through 18(e). **Exception.** Subsidiaries that are not in corporate form should report their entire net worth in this item: not the sum of items 18(a) through 18(e). This item must equal Schedule IS-A, "Changes in Equity Capital," item 7, "Total equity capital at end of current period."

Line Item 19 Total liabilities and equity capital.

Report the sum of items 17 and 18(f). This item must equal item 10, "Total assets."

Derivatives and Off-Balance-Sheet Items

Report the following selected commitments, contingencies, and other off-balance-sheet items and derivative contracts. Include transactions with related organizations. Exclude contingencies arising in connection with litigation.

Line Item 20 Unused commitments on securities underwriting.

Report the unsold portion of the subsidiary's own take-down in securities underwriting transactions. Report the unused portion of commitments for which the subsidiary has charged a commitment fee or other consideration, or otherwise has a legally binding commitment. Report such commitments regardless of whether they contain "material adverse change" clauses or other provisions that are intended to relieve the issuer of its funding obligations under certain conditions and regardless of whether they are unconditionally cancelable at any time.

Include revolving underwriting facilities (RUFs), note issuance facilities (NIFs), and other similar arrangements. These are facilities under which a borrower can issue on a revolving basis short-term paper in its own name, but for which the underwriting banks have a legally binding commitment either to purchase any notes the borrower is unable to sell by the roll-over date or to advance funds to the borrower.

Line Item 21 Unused commitments on loans and all other unused commitments.

Report the unused portions of commitments that obligate the reporting subsidiary to extend credit in the form of loans or participations in loans, lease financing receivables, or similar transactions. Report the unused portion of commitments for which the subsidiary has charged a commitment fee or other consideration, or otherwise has a legally binding commitment. Report such commitments regardless of whether they contain "material adverse change" clauses or other provisions that are intended to relieve the issuer of its funding obligations under certain conditions and regardless of whether they are unconditionally cancelable at any time. In the case of commitments for syndicated loans, report only the subsidiary's proportional share of the commitments. Report unused commitments gross, that is, including any commitments acquired from others and any portions of commitments conveyed to others.

Include loan proceeds that the subsidiary is obligated to advance, such as loan draws, construction progress payments, seasonal or living advances to farmers under prearranged lines of credit, rotating or revolving credit arrangements, including retail credit card, check credit, and related plans, or similar transactions. Include forward

Balance Sheet

agreements and commitments to issue a commitment at some point in the future.

Report the unused portion of commitments to extend credit for the following loans:

- (1) Revolving, open-end loans secured by 1–4 family residential properties, e.g., home equity lines;
- (2) Commercial real estate, construction, and land development;
- (3) Commitments to fund loans secured by real estate;
- (4) Commitments to fund loans not secured by real estate;
- (5) Credit card lines;
- (6) Overdraft facilities;
- (7) Commercial lines of credit; and
- (8) Retail check credit and related plans.

Line Item 22 Standby letters of credit and foreign office guarantees.

Report the amount outstanding and unused as of the report date of all standby letters of credit (and all legally binding commitments to issue standby letters of credit) issued by the subsidiary. The originating subsidiary must report the full outstanding and unused amount of standby letters of credit in which participations have been conveyed to others where (a) the originating and issuing subsidiary is obligated to pay the full amount of any draft drawn under the terms of the standby letter of credit and (b) the participating companies have an obligation to partially or wholly reimburse the originating subsidiary, either directly in cash or through a participation in a loan to the account party. The originating subsidiary also must report the amount of standby letters of credit conveyed to others through participations. The subsidiary participating in such arrangements must report the full amount of their contingent liabilities to participate in such standby letters of credit without deducting any amounts that they may have reparticipated to others. Participating subsidiaries also must report the amount of interest in transactions that they have reparticipated to others, if any. Also include those standby letters of credit that are collateralized by cash on deposit.

Line Item 23 Commercial and similar letters of credit.

Report the amount outstanding and unused as of the report date of issued or confirmed commercial letters of

credit, travelers' letters of credit not issued for money or its equivalent, and all similar letters of credit, but excluding standby letters of credit (which are to be reported in item 22 above). Report legally binding commitments to issue commercial letters of credit.

Line Item 24 Commitments to purchase foreign currencies and U.S. dollar exchange (spot, forward, and futures).

Report the gross aggregate par value or notional amount (stated in U.S. dollars) of all futures contracts, forward and spot contracts to purchase foreign (non-U.S.) currencies and U.S. dollar exchange that are outstanding as of the report date. A purchase of U.S. dollar exchange is equivalent to a sale of foreign currency. Report only one side of a foreign currency transaction. In those transactions where foreign (non-U.S.) currencies are bought or sold against U.S. dollars, report only that side of the transaction that involves the foreign (non-U.S.) currency. A currency futures contract is a standardized agreement for delayed delivery of a foreign (non-U.S.) currency in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified amount at a specified exchange rate. Future contracts are traded on organized exchanges that act as the counterparty to each contract.

A forward foreign exchange contract is an agreement for delayed delivery of a foreign (non-U.S.) currency in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified amount at a specified exchange rate. These contracts are not standardized and are traded in an over-the-counter market. A spot contract is an agreement for the immediate delivery, usually within two days, of a foreign currency at the prevailing spot rate. Contracts are outstanding (i.e., open) until they have been canceled by acquisition or delivery of the underlying currencies or, for futures contracts, by offset. ("Offset" is the purchase and sale of an equal number of contracts on the same underlying currencies for the same delivery month, executed through the same clearing member on the same exchange.)

Line Item 25 All other futures and forward contracts (excluding contracts involving foreign exchange).

Report the gross aggregate par value or notional amount of all other futures and forward contracts not included in item 24. Include futures and forward interest rate

Balance Sheet

contracts (e.g., U.S. Treasury securities futures, forward rate agreements, and forward agreements on U.S. government securities) and futures and forward contracts on other commodities (e.g., stock index and commodity contracts). Report the aggregate par value of all futures and forward contracts that are related to an interest-bearing financial instrument or whose cash flows are determined by referencing interest rates or another interest rate contract.

Report futures and forward contracts that commit the subsidiary to purchase or sell agricultural products (e.g., wheat or coffee), precious metals (e.g., gold or platinum), non-ferrous metals (e.g., copper or zinc) or any other commodity.

Futures and forward contracts are agreements for delayed delivery of financial instruments or other commodities in which the buyer agrees to purchase and the seller agrees to deliver, at a specified future date, a specified instrument or commodity at a specified price. Futures contracts are standardized, transferable agreements traded on organized exchanges that act as the counterparty to each contract. Forward contracts are not standardized and are not traded on organized exchanges. The contract amount to be reported for futures and forward contracts on commodities is the quantity, (i.e., number of units) of the commodity or product contracted for purchase or sale multiplied by the contract price of a unit.

Line Item 26 Option contracts.

Report the amount of written option contracts in item 26(a), and the amount of purchased option contracts in item 26(b). In reporting items 26(a) and 26(b), do not net the following:

- (1) Obligations of the subsidiary to buy against the subsidiary's obligations to sell, or
- (2) Written options against purchased options.

An option contract conveys either the right or the obligation, depending upon whether the reporting subsidiary is the purchaser or the writer, respectively, to (1) buy or sell a financial instrument or an interest rate futures contract on a financial instrument at a specified price by a specified future date, (2) exchange two different currencies at a specified exchange rate, or (3) buy or sell stock options, stock index options, or other commodities. Options can be traded on organized exchanges. In addition, options can be written to meet the specialized needs

of the counterparties to the transaction. These customized option contracts are known as over the counter (OTC) options and are not generally traded.

Line Item 26(a) Written option contracts.

Report the amount of all financial instruments (aggregate par value), foreign currencies, and other commodities that the reporting subsidiary has obligated itself, for compensation (such as a fee or premium), to either purchase or sell under option contracts that are outstanding as of the report date.

Line Item 26(b) Purchased option contracts.

Report the amount of all financial instruments (aggregate par value), foreign currencies, and other commodities that the reporting subsidiary has purchased, for compensation (such as a fee or premium), the right to either purchase or sell under option contracts that are outstanding as of the report date. In the case of option contracts giving the reporting subsidiary the right to either purchase or sell a futures contract, report the amount of the financial instrument, foreign currency, or other commodity underlying the futures contract.

Line Item 27 Notional value of interest rate swaps.

Report the notional value of all outstanding interest rate and basis swaps. In those cases where the subsidiary is acting as an intermediary, report both sides of the transaction. Include cross-currency interest rate swaps that do not involve the exchange of principal amounts between the counterparties. An interest rate swap is a transaction in which two parties agree to exchange the interest payment streams on a specified principal amount of assets or liabilities for a certain number of years. The notional value of an interest rate swap is the underlying principal amount upon which the exchange of interest income or expense is based.

Line Item 28 Notional value of exchange swaps.

Report the notional principal value (stated in U.S. dollars) of all outstanding cross-currency interest rate swaps. In those cases where the subsidiary is acting as an intermediary, report both sides of the transaction. A cross-currency interest rate swap is a transaction in which two parties agree to exchange principal amounts of different currencies, usually at the prevailing spot rate, at the inception of the agreement, which lasts for a certain

Balance Sheet

number of years. Over the life of the swap, the counterparties exchange payments in the different currencies based on fixed rates of interest. When the agreement matures, the principal amounts will be re-exchanged at the same spot rate. The notional value of a cross-currency interest rate swap is the underlying principal amount upon which the exchange is based.

Line Item 29 Notional value of other swaps.

Report the notional principal value of all other swap agreements that are not reportable as either interest or foreign exchange rate contracts in items 27 or 28.

Line Item 30 All other off-balance-sheet liabilities.

With the exceptions listed below, report all types of off-balance-sheet items not covered in other items of this schedule. Other off-balance-sheet liabilities include, but are not limited to:

- (1) Securities borrowed against collateral (other than cash) or on an uncollateralized basis;
- (2) Securities lent against collateral or on an uncollateralized basis (other than cash);
- (3) Commitments to purchase and to sell securities that have not been issued (when-issued securities) and are excluded from the requirements of FASB Statement No. 133 and are not reported in item 25;
- (4) Credit derivatives;
- (5) Participations in acceptances conveyed to others by the reporting subsidiary or acquired by the subsidiary.;
- (6) Financial guarantee insurance that insures the timely payment of principal and interest on bond issues;
- (7) Letters of indemnity other than those issued in connection with the replacement of lost or stolen official checks; and
- (8) Shiptside or dockside guarantees or similar guarantees relating to missing bills of lading or title documents and other document guarantees that facilitate the replacement of lost or destroyed documents and negotiable instruments.

Exclude from other off-balance-sheet items:

- (1) All items that are required to be reported on the balance sheet, such as repurchase and resale agreements;
- (2) Commitments to purchase property being acquired for lease to others (reported in item 23);
- (3) Contingent liabilities arising in connection with litigation in which the subsidiary is involved; and
- (4) Signature or endorsement guarantees of the type associated with the regular clearing of negotiable instruments or securities in the normal course of business.

Loans and Lease Financing Receivables

Schedule BS-A

General Instructions

Loans and lease financing receivables are extensions of credit resulting from either direct negotiation between the subsidiary and their customers or the purchase of such assets from others. Loans may take the form of promissory notes, acknowledgments of advance, due bills, invoices, overdrafts, acceptances held, factoring account receivables, and similar written or oral obligations.

Include the dollar amount outstanding of all federal funds sold (including “term federal funds”) and securities purchased under agreement to resell. Also include resale agreements involving assets other than securities.

Exclude:

- (1) All loans and leases with related institutions (including federal funds sold and securities purchased under agreements to resell), which are to be reported in Schedule BS, item 9;
- (2) Any loans or leases that the subsidiaries have sold or charged off;
- (3) The fair value of any assets received in full or partial satisfaction of a loan or lease (unless the asset received is itself reportable as a loan or lease) and any loans for which the subsidiary has obtained physical possession of the underlying collateral regardless of whether formal foreclosure or repossession proceedings have been instituted against the borrower;
- (4) Holdings of commercial paper (report in Schedule BS, item 2, “Securities”);
- (5) Contracts of sale or other loans indirectly representing other real estate (report in Schedule BS, item 6, “Other real estate owned”); and
- (6) Loans and leases held for trading purposes (report in Schedule BS, item 4, “Trading assets”).

Exclude all transactions with related institutions. Include in items 1 through 7 all loans and leases on the books of the subsidiary even if on the report date they are past due and collection is doubtful. Also report all loans and leases held for sale as part of the subsidiary’s mortgage banking activities or activities of a similar nature involving other types of loans. Loans held for sale shall be reported at the lower of cost or market value. Exclude any loans or leases the subsidiary has charged off (report in Schedule IS-B, item 3, “less: charge-offs.” Report the aggregate book value of all loans and leases before deduction of the allowance for loan and lease losses. Report each item in this schedule net of (1) unearned income (to the extent possible), (2) any applicable allocated transfer risk reserve, and (3) deposits accumulated for the payment of personal loans (hypothecated deposits).

Line Item 1 Total Loans secured by real estate.

Report all loans (other than those to states and political subdivisions in the U.S.), regardless of purpose and regardless of whether originated by the subsidiary or purchased from others, that are secured by real estate as evidenced by mortgages, deeds of trust, land contracts, or other instruments, whether first or junior liens (e.g., equity loans or second mortgages) on real estate.

Line Item 2 Loans to depository institutions.

Report all loans (other than those secured by real estate), including overdrafts, to banks, other depository institutions, and other associations, companies, and financial intermediaries whose primary business is to accept deposits and to extend credit for business or for personal expenditure purposes. This includes commercial banks in the U.S., foreign branches of U.S. banks and banks in foreign countries. Report the subsidiary’s holdings of all bankers acceptances accepted by unrelated banks (i.e., banks that are not direct or indirect subsidiaries of the

Schedule BS-A

subsidiary's bank holding company or parent organization).

Exclude acceptances accepted by related banks (i.e., banks that are direct or indirect subsidiaries of the subsidiary's bank holding company or parent organization). Also exclude loans to foreign governments and foreign official institutions.

Line Item 3 Commercial and industrial loans.

Report all loans (regardless of domicile) for commercial and industrial purposes to sole proprietorships, partnerships, corporations, and other business enterprises, whether secured (other than by real estate) or unsecured, single-payment or installment. These loans may take the form of direct or purchased loans. Include commercial and industrial loans guaranteed by foreign governmental institutions.

Exclude:

- (1) Loans secured by real estate (report in item 1);
- (2) Loans for the purpose of financing agricultural production, whether made to farmers or to nonagricultural businesses (report in item 5);
- (3) Loans to finance companies and insurance companies (report in item 5);
- (4) Loans to broker and dealers in securities, investment companies, and mutual funds (report in item 5);
- (5) Loans to depository institutions (report in item 2);
- (6) Loans to nonprofit organizations (report in item 5); and
- (7) Loans to nondepository financial institutions (report in item 5).

Line Item 4 Loans to individuals for personal, household, and other personal expenditures.

Report credit card and related plans and other loans to individuals for household, family, and other personal expenditures. Include all loans to individuals for household, family, and other personal expenditures that are not secured by real estate, whether direct loans or purchased paper. Exclude loans secured by real estate (report in item 1) and loans to individuals for the purpose of purchasing or carrying securities (report in item 5).

Line Item 5 All other loans and lease financing receivables.

Report all other loans held by the subsidiary that are not properly included in items 1 through 4 above and all lease financing receivables. Report all outstanding receivable balances relating to direct financing and leveraged leases on property acquired by the subsidiary for leasing purposes. These balances should include the estimated residual value of leased property and must be net of unearned income. Include all lease financing receivables of states and political subdivisions in the U.S. Also include all loans to foreign governments and official institutions.

Line Item 6 Total loans and lease financing receivables.

Report the sum of items 1 through 5.

Line Item 7 Past due and nonaccrual loans and leases.

Report the subsidiary loans and lease financing receivables that are past due 30 through 89 days and still accruing in item 7(a), past due 90 days or more and still accruing in item 7(b), in nonaccrual status in item 7(c), and restructured loans and leases included in past due and nonaccrual loans in item 7(d). Report the full outstanding balances of the past due loans and lease financing receivables, not simply the delinquent payments.

Line Item 7(a) Loans and leases past due 30 through 89 days.

Report loans and lease financing receivables that are contractually past due 30 through 89 days as to principal or interest payments, and still accruing. Include restructured loans and leases past due 30 through 89 days and still accruing.

Line Item 7(b) Loans and leases past due 90 days or more.

Report loans and lease financing receivables that are contractually past due 90 days or more as to principal or interest payments, and still accruing. Include restructured loans and leases past due 90 days or more and still accruing.

Schedule BS-A

Line Item 7(c) Nonaccrual loans and leases.

Report loans and lease financing receivables accounted for on a nonaccrual status. Include restructured loans and leases that are in nonaccrual status. For purposes of this report, report loans and leases as being in nonaccrual status if: (a) they are maintained on a cash basis because of deterioration in the financial position of the borrower, (b) payment in full of interest or principal is not expected, or (c) principal or interest has been in default for a period of 90 days or more unless the obligation is both well-secured and in the process of collection.

NOTE: Loans to individuals for household, family, and other personal expenditures and loans secured by 1–4 family residential properties on which principal or interest is due and unpaid for 90 days or more are not required to be reported as nonaccrual loans. Nevertheless, such loans should be subject to other alternative methods of evaluation to assure that the subsidiary's net income is not materially overstated. To the extent that the subsidiary has elected to carry any loans in nonaccrual status on its books, such loans must be reported as nonaccrual in this item.

Line Item 7(d) Restructured loans and leases included in items 7(a) through 7(c) above.

Report loans and leases that, under their modified terms, are past due 30 days or more and still accruing or are in nonaccrual status as of the report date. Report such loans and leases in items 7(a), 7(b), or 7(c), (and exclude from item 6). Restructured debt includes those loans and lease financing receivables that have been restructured or renegotiated to provide a reduction of either interest or principal because of a deterioration in the financial position of the borrower. A loan extended or renewed at a stated interest rate equal to the current interest rate for new debt with similar risk is not considered restructured debt.

Exclude all loans to individuals for household, family, and other personal expenditures, and all loans secured by 1–4 family residential properties. (However, restructured loans of these two types that subsequently become past due 90 days or more or are placed in nonaccrual status should be reported accordingly.)

LINE ITEM INSTRUCTIONS FOR

Memoranda

Schedule BS-M

Memoranda Items

Items 1 and 2 exclude balances due from related institutions. Report balances due from related institutions in item 3. Items 4 and 5 exclude balances due to related institutions. Report balances due to related institutions in item 6.

Line item 1 Loans to non-U.S. addressees.

Report all loans included in Schedule BS, item 3(a), "Loans and lease financing receivables, net of unearned income," to non-U.S. addressees. Non-U.S. addressees (domicile) include residents of any foreign country. U.S. addressees (domicile) include residents of the 50 states of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions.

Domicile is determined by the principal residential address of an individual or the principal business address of a corporation, partnership, or sole proprietorship. If other addresses are used for correspondence or other purposes, only the principal address, insofar as it is known to the reporting institution, should be used in determining whether a customer is regarded as a U.S. or non-U.S. addressee.

Line Item 2 Other Assets.

Line Item 2(a) Accrued interest receivable.

Report the amount of interest, commissions, and other income earned or accrued on earning assets and applicable to current or prior periods that has not yet been collected.

Line Item 2(b) Prepaid expenses.

Report the amount of all expenses prepaid and applicable as a charge against operations in future periods.

Line Item 2(c) Net deferred tax assets.

Report the cumulative tax effect of all deductible temporary differences, operating loss carryforwards, and tax credit carryforwards in accordance with GAAP. Report the net amount after offsetting deferred tax assets (net of valuation allowance) and net deferred tax liabilities measured at the report date for a particular tax jurisdiction if the net result is a debit balance. If the result for a particular tax jurisdiction is a net credit balance, report the amount in item 5(b), "Net deferred tax liability."

Line Item 2(d) Accounts receivable.

Report the amount owed to the subsidiary in the form of regular accounts or written promissory notes to be collected in the future arising from the sale of goods and services. Exclude notes with a maturity of more than one year.

Line Item 2(e) Intangible assets.

Report the cost of intangible assets. Such intangibles may arise from:

- (1) Business combinations accounted for under the purchase method in accordance with FASB Statement No. 141, and
- (2) Acquisitions of portions or segments of another institution's business, such as branch offices, mortgage servicing portfolios, and credit card portfolios.

Report the carrying value of mortgage servicing assets, i.e., the unamortized cost of acquiring contracts to service loans secured by real estate that have been securitized or are owned by another party, net of any related valuation allowances. Also report the unamortized amount of other specifically identifiable intangible assets such as purchased credit card relationships (PCCRs), core deposit intangibles, favorable leasehold rights, and goodwill. Goodwill represents the excess of the cost of a company

Memoranda

over the sum of the fair values of the tangible assets and identifiable intangible assets acquired less the fair value of liabilities assumed in a business combination accounted for as a purchase. Also, include servicing assets other than mortgage servicing assets.

Line Item 3 Balances due from related institutions, gross.

See definition of related institutions in the General Instructions for more information.

Line Item 3(a) Balances due from related institutions located in the United States, gross.

Report all balances due from related institutions domiciled in the fifty states of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions, on a gross basis (included in Schedule BS, item 9, “Balances due from related institutions, gross”).

Line Item 3(b) Balances due from related institutions located outside the United States, gross.

Report all balances due from related institutions domiciled outside of the fifty states of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions, on a gross basis (included in Schedule BS, item 9, “Balances due from related institutions, gross”).

Line Item 4 Commercial paper issued.

Report the total amount outstanding of commercial paper issued by the reporting subsidiary included in Schedule BS, item 12. Exclude commercial paper held by related institutions.

Line Item 5 Other liabilities.

Line Item 5(a) Expenses accrued and unpaid.

Report the amount of interest on deposits, interest on nondeposit liabilities, income taxes, and other expenses

accrued through charges to expense during the current or prior periods, but not yet paid or credited to a deposit account.

Line Item 5(b) Net deferred tax liabilities.

Report the cumulative tax effect of all taxable temporary differences, in accordance with GAAP. Report the net amount after offsetting deferred tax assets and net deferred tax liabilities measured at the report date for a particular tax jurisdiction if the net result is a credit balance. If the result for a particular tax jurisdiction is a net debit balance, report the amount in item 2(c).

Line Item 5(c) Accounts payable.

Report the amount due from the reporting subsidiary for the purchase of goods and services.

Line Item 6 Balances due to related institutions, gross.

See definition of related institutions in the General Instructions for more information.

Line Item 6(a) Balances due to related institutions located in the United States, gross.

Report all balances due to related institutions domiciled in the fifty states of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions, on a gross basis (included in Schedule BS, item 16, “Balances due to related institutions, gross”).

Line Item 6(b) Balances due to related institutions located outside the United States, gross.

Report all balances due to related institutions domiciled outside of the fifty states of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions, on a gross basis (included in Schedule BS, item 16).

FR Y-7N CHECKLIST

Each edit in the checklist must balance, rounding errors are not allowed

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Schedule IS — Income Statement				
V	150	IS-1c	Sum of IS-1a and IS-1b must equal IS-1c.	$(fnbka028 + fnbka029) \text{ eq } fnbk4107$
V	160	IS-2c	Sum of IS-2a and IS-2b must equal IS-2c.	$(fnbka030 + fnbka031) \text{ eq } fnbk4073$
V	170	IS-3	IS-1c minus IS-2c must equal IS-3.	$(fnbk4107 - fnbk4073) \text{ eq } fnbk4074$
V	175	IS-4	IS-B4 must equal IS-4	$fnbt4230 \text{ eq } fnbk4230$
V	180	IS-5c	Sum of IS-5a1 through IS-5b must equal IS-5c.	$(fnbk4070 + fnbk4080 + fnbka220 + fnbkb490 + fnbkb491 + fnbkb492 + fnbkb493 + fnbkb494 + fnbkb497 + fnbk4619) \text{ eq } fnbk4079$
V	190	IS-7c	Sum of IS-7a and IS-7b must equal IS-7c.	$(fnbka034 + fnbkc376) \text{ eq } fnbk4093$
V	200	IS-8	Sum of IS-3, IS-5c, and IS-6 minus IS-4 and IS-7c must equal IS-8.	$(fnbk4074 + fnbk4079 + fnbk4280 - fnbk4230 - fnbk4093) \text{ eq } fnbk3631$
V	210	IS-12	Sum of IS-8, IS-10, and IS-11 minus IS-9 must equal IS-12.	$(fnbk3631 + fnbk4320 + fnbk3147 - fnbk4302) \text{ eq } fnbk4340$
V	230	IS-12	IS-A2 must equal IS-12.	$fnbt4340 \text{ eq } fnbk4340$
Schedule IS-A — Changes in Equity Capital				
V	240	IS-A6	Sum of IS-A1, IS-A2, IS-A3, IS-A5 and IS-A6 minus IS-A4 must equal IS-A7.	$(fnbk3217 + fnbt4340 + fnbka035 + fnbkb511 + fnbk3581 - fnbk4598) \text{ eq } fnbt3210$
Schedule IS-B — Changes in Allowance for Loan and Lease Losses				
V	260	IS-B5	Sum of IS-B1, IS-B2, IS-B4 and IS-B5 minus IS-B3 must equal IS-B6.	$(fnbk3124 + fnbk4605 + fnbt4230 + fnbk4815 - fnbkc079) \text{ eq } fnbt3123$
Schedule BS — Balance Sheet				
V	270	BS-3a	BS-A6 must equal BS-3a.	$fnbt2122 \text{ eq } fnbk2122$
V	280	BS-3b	IS-B6 must equal BS-3b.	$fnbt3123 \text{ eq } fnbk3123$
V	290	BS-3c	BS-3a minus BS-3b must equal BS-3c.	$(fnbk2122 - fnbk3123) \text{ eq } fnbk2125$
V	300	BS-8	Sum of BS-1 through BS-2b and BS-3c through BS-7 must equal BS-8.	$(fnbk0010 + fnbk1754 + fnbk1773 + fnbk2125 + fnbk3545 + fnbk2145 + fnbk2150 + fnbk1724) \text{ eq } fnbkc377$
V	310	BS-10	Sum of BS-8 and BS-9 must equal BS-10.	$(fnbkc377 + fnbkc378) \text{ eq } fnbk2170$
V	320	BS-15	Sum of BS-11 through BS-14 must equal BS-15.	$(fnbk3548 + fnbkc379 + fnbk1729 + fnbk2750) \text{ eq } fnbka012$
V	330	BS-17	Sum of BS-15 and BS-16 must equal BS-17.	$(fnbka012 + fnbkc380) \text{ eq } fnbk2948$
V	350	BS-18f	IS-A7 must equal BS-18f	$fnbt3210 \text{ eq } fnbk3210$
V	360	BS-19	Sum BS-17 and BS-18f must equal BS-19.	$(fnbk2948 + fnbk3210) \text{ eq } fnbk3300$
V	370	BS-19	BS-19 must equal BS-10.	$fnbk3300 \text{ eq } fnbk2170$
Schedule BS-A — Loans and Lease Financing Receivables				
V	390	BS-A5	Sum of BS-A1 through BS-A5 must equal BS-A6.	$(fnbk1410 + fnbk3622 + fnbk3623 + fnbk1975 + fnbka017) \text{ eq } fnbt2122$