

Board of Governors of the Federal Reserve System



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

(See General Instructions for filing frequency requirements)

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

The Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies are to be prepared in accordance

with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report:

December 31, 2002

Month / Date / Year (BHCS 9999)

I, _____
Name and Title of Officer

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

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

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

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

Signature of Officer

Date of Signature

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

To be completed for the December report only.

Indicate whether the subsidiary meets the annual or quarterly filing criteria for December

"1" = Annual	BHCS	
"2" = Quarterly	6909	

Person to whom questions about this report should be directed:

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

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

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

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

Legal Name of Nonbank Subsidiary (TEXT 9012)

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

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

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

Report at the close of business _____

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

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou	
1. Interest income:					
a. Interest and fee income from nonrelated organizations	A028				1.a.
b. Interest and fee income from related organizations	A029				1.b.
c. Total interest income (sum of items 1.a and 1.b).....	4107				1.c.
2. Interest expense:					
a. Interest expense pertaining to nonrelated organizations.....	A030				2.a.
b. Interest expense pertaining to related organizations.....	A031				2.b.
c. Total interest expense (sum of items 2.a and 2.b).....	4073				2.c.
3. Net interest income (item 1.c minus item 2.c)	4074				3.
4. Provision for loan and lease losses (must equal Schedule IS-B, item 4).....	4230				4.
5. Noninterest income:					
a. From nonrelated organizations:					
(1) Income from fiduciary activities.....	4070				5.a.(1)
(2) Service charges on deposit accounts	4080				5.a.(2)
(3) Trading revenue	A220				5.a.(3)
(4) Investment banking, advisory, brokerage, and underwriting fees and commissions ..	B490				5.a.(4)
(5) Venture capital revenue	B491				5.a.(5)
(6) Net servicing fees	B492				5.a.(6)
(7) Net securitization income	B493				5.a.(7)
(8) Insurance commissions and fees	B494				5.a.(8)
(9) Other noninterest income	B497				5.a.(9)
b. From related organizations.....	4619				5.b.
c. Total noninterest income (sum of items 5.a.(1) through 5.a.(9) and 5.b).....	4079				5.c.
6. Realized gains (losses) on securities not held in trading accounts	4280				6.
7. Noninterest expense:					
a. Pertaining to nonrelated organizations.....	A034				7.a.
b. Pertaining to related organizations	C376				7.b.
c. Total noninterest expense (sum of items 7.a and 7.b).....	4093				7.c.
8. Income (loss) before extraordinary items and other adjustments (sum of items 3, 5.c, and 6, minus items 4 and 7.c).....	3631				8.
9. Applicable income taxes (benefits) (estimated)	4302				9.
10. Extraordinary items, net of applicable income taxes.....	4320				10.
11. Equity in undistributed income (loss) of subsidiary(s)	3147				11.
12. Net income (loss) (sum of items 8, 10, and 11 minus item 9)	4340				12.

Schedule IS-A—Changes in Equity Capital

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

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

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

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

Schedule BS—Balance Sheet

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

Schedule BS—Continued

Dollar Amounts in Thousands

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

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

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

Dollar Amounts in Thousands

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

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

Dollar Amounts in Thousands

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

Schedule BS-M—Memoranda

Dollar Amounts in Thousands

	BHCS	Bil	Mil	Thou													
1. Loans to non-U.S. addressees	1722				1.												
2. Loan servicing portfolio:																	
a. Number of loans in servicing portfolio (report the actual number).....	<table border="1" style="margin-left: 20px;"> <thead> <tr> <th colspan="4">NUMBER</th> </tr> <tr> <td>A019</td> <td></td> <td></td> <td></td> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				NUMBER				A019								2.a.
NUMBER																	
A019																	
b. Dollar amount of loans in servicing portfolio	A020				2.b.												
3. Loans that have been securitized and sold without recourse with servicing retained (year to date).....	A021				3.												
4. Investments in other companies	2130				4.												
5. Intangible assets:																	
a. Goodwill.....	3163				5.a.												
b. Mortgage servicing assets	3164				5.b.												
c. All other identifiable intangible assets	3165				5.c.												
6. Other assets:																	
a. Accrued interest receivable	B556				6.a.												
b. Prepaid expenses.....	A022				6.b.												
c. Net deferred tax assets	A023				6.c.												
d. Accounts receivable	A024				6.d.												
7. Earning assets	3197				7.												
8. Balances due from related institutions, gross:																	
a. Balances due from bank holding company (parent companies only), gross	1725				8.a.												
b. Balances due from subsidiary banks of the bank holding company, gross	1726				8.b.												
c. Balances due from other nonbank subsidiaries of the bank holding company, gross	1793				8.c.												
9. Commercial paper issued	2309				9.												
10. Borrowings that reprice within one year	3298				10.												
11. Other liabilities:																	
a. Expenses accrued and unpaid	A025				11.a.												
b. Net deferred tax liabilities	A026				11.b.												
c. Accounts payable	A027				11.c.												
12. Balances due to related institutions, gross:																	
a. Balances due to bank holding company (parent companies only), gross	1781				12.a.												
b. Balances due to subsidiary banks of the bank holding company, gross	1782				12.b.												
c. Balances due to other nonbank subsidiaries of the bank holding company, gross	1794				12.c.												
13. Perpetual preferred stock and related surplus	3283				13.												
14. Assets sold with recourse	A016				14.												

Notes to the Financial Statements

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

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

Example

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

TEXT	BHCS	Bil	Mil	Thou
0000 Accounts receivable of \$500,000 are included in line item 7,				
"All other assets," on the balance sheet.				
	0000			500

Notes to the Financial Statements

Dollar amount in thousands

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



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

(See General Instructions for filing frequency requirements)

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y [12 CFR 225.5(b)].

The Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Bank Holding Companies are to be prepared in

accordance with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

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

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

2. _____
 Legal Name of Nonbank Subsidiary (TEXT 9012)

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

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

 Prior Name of Nonbank Subsidiary (Only if present name is different from that used on prior year's submission) (TEXT 9023)

3. At the close of business on _____
 Month / Date / Year (BHCS 9999)

4. Financial data (in thousands of U.S. dollars):
- a. Net income
 - b. Total assets
 - c. Equity capital
 - d. Total off-balance sheet items

BHCS	Bil	Mil	Thou
4340			
2170			
3210			
2013			

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

I, _____
 Name and Title of Officer

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

 Signature of Officer

 Date of Signature

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

Person in the U.S. to whom questions about the FR Y-11S should be directed:

 Name / Title (TEXT 8901)

 Area Code / Phone Number (TEXT 8902)

 FAX Number (TEXT 9116)

Public reporting burden for this information collection is estimated to be 1.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0244), Washington, D.C. 20503.

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SUB RSSD ID _____

C.I. _____