

Board of Governors of the Federal Reserve System



Quarterly Financial Statements of Nonbank Subsidiaries of Bank Holding Companies—FR Y-11Q

Report at the close of business as of the last calendar day of the quarter

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

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

Date of Report:

September 30, 2002

Month / Date / Year (BHCS 9999)

I, _____
Name and Title of Officer

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

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

Signature of Officer

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

Date of Signature

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

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

For Federal Reserve Bank Use Only

BHC RSSD ID _____

SUB RSSD ID _____

C.I. _____

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Quarterly Financial Statements of Nonbank Subsidiaries of 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 FRY-11Q 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 _____

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 credit losses	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):					
a. Realized gains and losses on held-to-maturity securities	3521				6.a.
b. Realized gains and losses on available-for-sale securities	3196				6.b.
7. Noninterest expense:					
a. Pertaining to nonrelated organizations.....	A034				7.a.
b. Pertaining to the organization:					
(1) Salaries and employee benefits.....	4135				7.b.(1)
(2) Expenses on premises and fixed assets	4217				7.b.(2)
(3) Other noninterest expense	4092				7.b.(3)
c. Total noninterest expense (sum of items 7.a and 7.b.(1) through 7.b.(3)).....	4093				7.c.
8. Income (loss) before taxes and extraordinary items, and other adjustments (sum of items 3, 5.c, 6.a, and 6.b, minus items 4 and 7.c).....	3631				8.
9. Applicable income taxes (benefits) (estimated)	4302				9.
10. Extraordinary items, net of income taxes	4320				10.
11. Equity in undistributed income (loss) of subsidiary(s)	3147				11.
12. Net income (losses) (sum of items 8, 10, and 11 minus item 9)	4340				12.

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 (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:					
a. Preferred	A101				4.a.
b. Common.....	4460				4.b.
5. Other comprehensive income ¹	B511				5.
6. Other adjustments	3581				6.
	bhct				
7. Equity capital at end of current period (sum of items 1, 2, 3, 5 and 6 minus items 4.a and 4.b) (must equal Balance Sheet, item 20.i)	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.

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.....	1754				2.a.
b. Available-for-sale.....	1773				2.b.
3. Federal funds sold and securities purchased under agreements to resell.....	1350				3.
4. Loans and lease financing receivables:					
a. Loans and lease financing receivables, net of unearned income.....	2122				4.a.
b. LESS: Allowance for loan and lease losses	3123				4.b.
c. Loans and lease financing receivables, net of unearned income and allowance for loan and lease losses (item 4.a minus 4.b.)	2125				4.c.
5. Trading assets.....	3545				5.
6. Premises and fixed assets (including capitalized leases)	2145				6.
7. Other real estate owned:					
a. Real estate acquired in satisfaction of debt previously contracted.....	2744				7.a.
b. Other real estate owned	2745				7.b.
8. Investments in other companies	2130				8.
9. Intangible assets:					
a. Goodwill.....	3163				9.a.
b. Mortgage servicing assets.....	3164				9.b.
c. Other identifiable intangibles	3165				9.c.
10. All other assets.....	2160				10.
11. Balances with related institutions, gross:					
a. Balances due from bank holding company (parent companies only), gross	1725				11.a.
b. Balances due from subsidiary banks of the bank holding company, gross	1726				11.b.
c. Balances due from other nonbank subsidiaries of the bank holding company, gross	1793				11.c.
12. Total assets (sum of items 1, 2, 3, 4.c through 11.c).....	2170				12.
LIABILITIES AND EQUITY CAPITAL					
13. Deposits	2200				13.
14. Trading liabilities	3548				14.
15. Borrowings with a remaining maturity of one year or less (including federal funds purchased):					
a. Commercial paper	2309				15.a.
b. Other borrowings with a remaining maturity of one year or less (including federal funds purchased).....	5490				15.b.
16. Borrowings with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus)	1729				16.
17. All other liabilities	2750				17.

Dollar Amounts in Thousands

LIABILITIES AND EQUITY CAPITAL—Continued	BHCS	Bil	Mil	Thou	
18. Balances due to related institutions, gross:					
a. Balances due to bank holding company (parent companies only), gross	1781				18.a.
b. Balances due to subsidiary banks of the bank holding company, gross	1782				18.b.
c. Balances due to other nonbank subsidiaries of the bank holding company, gross	1794				18.c.
19. Total liabilities (sum of items 13 through 18.c)	2948				19.
20. Equity capital:					
a. Perpetual preferred stock (including related surplus)	3283				20.a.
b. Common stock	3230				20.b.
c. Surplus (exclude all surplus related to preferred stock)	3240				20.c.
d. Retained earnings	3247				20.d.
e. Accumulated other comprehensive income ¹	B530				20.e.
f. Other equity capital components ²	A130				20.f.
g. Not applicable					
h. Not applicable					
i. Total equity capital (sum of items 20.a through 20.f)	3210				20.i.
21. Total liabilities and equity capital (sum of items 19 and 20.i.)	3300				21.

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

OFF-BALANCE-SHEET ITEMS	BHCS	Bil	Mil	Thou	
22. Unused commitments on securities underwriting	3817				22.
23. Unused commitments on loans and all other unused commitments	A013				23.
24. Standby letters of credit and foreign office guarantees	A014				24.
25. Commercial and similar letters of credit	3411				25.
26. Commitments to purchase foreign currencies and U.S. dollar exchanges (spot, forward, and futures)	3415				26.
27. All other futures and forward contracts (excluding contracts involving foreign exchange)	A015				27.
28. Option contracts:					
a. Written option contracts	A098				28.a.
b. Purchased option contracts	A099				28.b.
29. Notional value of interest rate swaps	3450				29.
30. Notional value of exchange swaps (e.g., cross currency swaps)	3826				30.
31. Notional value of other swaps	3829				31.
32. Assets sold with recourse	A016				32.
33. All other off-balance-sheet liabilities	A100				33.

Dollar Amounts in Thousands

MEMORANDA (Exclude balances with related institutions)	BHCS	Bil	Mil	Thou	
1. Loans secured by real estate	1410				M.1.
2. Commercial and industrial loans	3623				M.2.
3. Loans to depository institutions	3622				M.3.
4. Loans to individuals for personal, household, and other personal expenditures	1975				M.4.
5. All other loans and lease financing receivables	A017				M.5.
6. Loans and lease financing receivables:					
a. To U.S. addressees	1721				M.6.a.
b. To non-U.S. addressees	1722				M.6.b.
7. Past due and nonaccrual loans and leases:					
a. Loans and leases past due 30 through 89 days	1406				M.7.a.
b. Loans and leases past due 90 days or more	1407				M.7.b.
c. Nonaccrual loans and leases	1403				M.7.c.
d. Loans and leases restructured and included in past due and nonaccrual loans	A018				M.7.d.
e. Loans and leases restructured and in compliance with modified terms	1616				M.7.e.

Dollar Amounts in Thousands

MEMORANDA—Continued		BHCS	Bil	Mil	Thou									
8. Loan and lease losses:														
a. Charge-offs.....		4635				M.8.a.								
b. Recoveries		4605				M.8.b.								
9. Loan servicing portfolio:														
a. Number of loans in servicing portfolio (report the actual number)	<table border="1"> <thead> <tr> <th colspan="4">NUMBER</th> </tr> </thead> <tbody> <tr> <td>A019</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	NUMBER				A019								
NUMBER														
A019														
b. Dollar amount of loans in servicing portfolio.....		A020				M.9.a. M.9.b.								
10. Loans that have been securitized and sold without recourse with servicing retained (year-to-date)		A021				M.10.								
11. Earning assets		3197				M.11.								
12. Other assets:														
a. Accrued interest receivable		B556				M.12.a.								
b. Prepaid expenses.....		A022				M.12.b.								
c. Net deferred tax assets		A023				M.12.c.								
d. Accounts receivable		A024				M.12.d.								
13. Borrowings that reprice within one year		3298				M.13.								
14. Other liabilities:														
a. Expenses accrued and unpaid		A025				M.14.a.								
b. Net deferred tax liability.....		A026				M.14.b.								
c. Accounts payable.....		A027				M.14.c.								

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 10,				
"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			