

Board of Governors of the Federal Reserve System



Instructions for Preparation of **Parent Company Only Financial Statements for Small Bank Holding Companies**

Reporting Form FR Y-9SP

Issued June 2004

Instructions for Preparation of Parent Company Only Financial Statements for Small Bank Holding Companies

FR Y-9SP

Who Must Report

A. Reporting Criteria

All bank holding companies, regardless of size, are required to submit financial statements to the appropriate Federal Reserve Bank, unless specifically exempted (see description of exemptions below).

The specific reporting requirements for each bank holding company depend upon the size of the holding company, whether the holding company engages in a non-bank activity (either directly or indirectly) involving financial leverage or engages in credit extending activities, or whether the bank holding company has debt outstanding to the general public. Bank holding companies must file the appropriate forms as described below:

- (1) **One Bank Holding Companies With Total Consolidated Assets of Less Than \$150 Million.** One bank holding companies with total consolidated assets of less than \$150 million must file the *Parent Company Only Financial Statements for Small Bank Holding Companies* (FR Y-9SP) on a semiannual basis, as of the last calendar day of June and December.
- (2) **Multibank Holding Companies with Total Consolidated Assets of Less Than \$150 Million, Without any Debt Outstanding to the General Public¹ and Not Engaged in Certain Nonbanking Activities.²** These organizations may file the *Parent Company Only Financial Statements for Small Bank*

1. Debt outstanding to the general public is defined to mean debt held by parties other than financial institutions, officers, directors, and controlling shareholders of the banking organization or their related interests.

2. Engaged in certain nonbanking activities is defined to mean engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities. Financial leverage is the use of debt to supplement the equity in a company's capital structure.

Holding Companies (FR Y-9SP) on a semiannual basis, as of the last calendar day of June and December. However, the Reserve Bank with whom the reporting bank holding company (meeting the criteria described above) files its reports may require that the consolidated report be submitted to meet supervisory needs.

For tiered bank holding companies. Except as noted below, when one bank holding companies with total consolidated assets of less than \$150 million own or control, or are owned or controlled by, other bank holding companies (i.e., are tiered bank holding companies), the top-tier holding company must file the FR Y-9SP for the top-tier parent company of the bank holding company. In addition, such tiered bank holding companies, must also submit, or have the subsidiary bank holding company submit, a separate FR Y-9SP for each lower-tier bank holding company.

When a bank holding company that has total consolidated assets of less than \$150 million is a subsidiary of a bank holding company with total consolidated assets of \$150 million or more, the bank holding company with total consolidated assets of less than \$150 million would report on the FR Y-9LP rather than the FR Y-9SP.

The FR Y-9SP consists of a balance sheet, income statement, and memoranda items.

- (3) **Bank Holding Companies that are Employee Stock Ownership Plans.** Bank holding companies that are employee stock ownership plans (ESOPs) as of the last calendar day of the calendar year must file the *Financial Statements for Employee Stock Ownership Plan Bank Holding Companies* (FR Y-9ES) on an annual basis, as of December 31. No other FR Y-9 series form is required. However, bank holding

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companies that are subsidiaries of ESOP bank holding companies (i.e., a tiered bank holding company) must submit the appropriate FR Y-9 series in accordance with bank holding company reporting requirements.

- (4) **Bank Holding Companies with Total Consolidated Assets of \$150 Million or More and All Multibank Holding Companies with Debt Outstanding to the General Public or Engaged in Certain Nonbanking Activities.** Bank holding companies with total consolidated assets of \$150 million or more (the top-tier of a multi-tiered holding company, when applicable) and all multibank bank holding companies (i.e., owning or controlling more than one bank as defined in Regulation Y) with debt outstanding to the general public, or engaged in certain nonbanking activities (as defined above), regardless of size, must file:

- (a) **the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C)** quarterly, as of the last calendar day of March, June, September, and December.
- (b) **the Parent Company Only Financial Statements for Large Bank Holding Companies (FR Y-9LP)** quarterly, as of the last calendar day of March, June, September, and December.

Each bank holding company that files the FR Y-9C must submit the FR Y-9LP for its parent company.

For tiered bank holding companies. When bank holding companies with total consolidated assets of \$150 million or more, or multibank holding companies with debt outstanding to the general public or engaged in certain nonbanking activities (as defined), own or control, or are owned or controlled by, other bank holding companies (i.e., are tiered bank holding companies), only the top-tier holding company must file the FR Y-9C for the consolidated bank holding company organization.

Exception. If a bank holding company owns or controls other bank holding companies that have total consolidated assets of \$1 billion or more, that top-tier bank holding company must submit a FR Y-9C for each such lower-tiered banking organization.

In addition, such tiered bank holding companies, regardless of the size of the subsidiary bank holding company, must also submit, or have the bank holding company subsidiary submit, a separate FR Y-9LP for each lower-tier bank holding company.

The instructions for the FR Y-9C, FR Y-9LP and FR Y-9ES are not included in this booklet, but may be obtained from the Federal Reserve Bank in the district where the bank holding company files its reports, or may be found on the Federal Reserve Board's public website (www.federalreserve.gov).

B. Exemptions from Reporting the Bank Holding Company Financial Statements

The following bank holding companies do not have to file bank holding company financial statements:

- (1) a bank holding company that has been granted an exemption under Section 4(d) of the Bank Holding Company Act; or
- (2) "qualified foreign banking organization" as defined by section 211.23(a) of Regulation K (12 CFR 211.23 (a)) that controls a U.S. subsidiary bank.

Bank holding companies that are not required to file under the above criteria may be required to file this report by the Federal Reserve Bank of the district in which they are registered.

C. Shifts in Reporting Status

A one bank holding company that acquires ownership or control of a second bank (i.e., becomes a multibank holding company) either directly or indirectly through the merger with another bank holding company should continue to file the FR Y-9SP if its total consolidated assets remain at less than \$150 million and it does not have any debt outstanding to the general public and is not engaged in certain nonbanking activities (as defined).

When a one bank holding company acquires ownership or control of a second bank (i.e., becomes a multibank holding company), either directly or indirectly through the merger with another bank holding company and also has debt outstanding to the general public or engages in certain nonbanking activities (as defined), it must begin

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to file the FR Y-9C and the FR Y-9LP (rather than the FR Y-9SP) report forms for the first quarterly report date following the acquisition or merger.

A one bank holding company that reaches \$150 million or more in total consolidated assets should begin reporting on the FR Y-9C report form in the quarter following the report on which its total consolidated assets reaches or exceeds \$150 million. In general, once a bank holding company reaches or exceeds \$150 million in total assets and begins filing the FR Y-9C, it should always file a complete FR Y-9C.

When a multibank holding company through the consolidation or sale of its banks becomes a one bank holding company, it may file the FR Y-9SP (rather than the FR Y-9C and FR Y-9LP) if its total consolidated assets are below \$150 million. However, the Reserve Bank with whom the reporting bank holding company files its reports may require, after notifying the holding company, that the consolidated report be submitted to meet supervisory needs.

Where to Submit the Reports

Electronic Submission Option

I All bank holding companies must submit their completed reports electronically. Bank holding companies should contact their district Reserve Bank or go to www.report-ingandreserves.org for procedures for electronic submission.

When to Submit the Reports

The *Parent Company Only Financial Statements for Small Bank Holding Companies* (FR Y-9SP) are required to be submitted as of June 30 and December 31. The submission date is 45 calendar days after the as of date unless that day falls on a weekend or holiday (subject to the timely filing provisions). For example, the June 30 report must be received by August 14 and December 31 report by February 14. The term “submission date” is defined as the date by which the Federal Reserve must receive the bank holding company’s FR Y-9SP.

If the submission deadline falls on a weekend or holiday, the report must be received on the first business day after

the Saturday, Sunday, or holiday. Earlier submission aids the Federal Reserve in reviewing and processing the reports and is encouraged. No extensions of time for submitting reports are granted.

How to Prepare the Reports

A. Applicability of GAAP, Accrual Basis, and Equity Method

Bank holding companies are required to prepare and file the *Parent Company Only Financial Statements for Small Bank Holding Companies* in accordance with generally accepted accounting principles (GAAP) and these instructions. All reports shall be prepared in a consistent manner.

The bank holding company’s financial records shall be maintained in such a manner and scope so as to ensure that the *Parent Company Only Financial Statements for Small Bank Holding Companies* can be prepared and filed in accordance with these instructions and reflect a fair presentation of the bank holding company’s financial condition and results of operations.

Bank holding companies should retain workpapers and other records used in the preparation of these reports.

Accrual Basis Reporting

All reports must be prepared on an accrual basis. On the accrual basis, income is recognized at the time it is earned, not necessarily when it is received. Expenses are recognized as they are incurred, not necessarily when they are paid.

Equity Method of Accounting for Investments in Bank and Nonbank Subsidiaries and Associated Companies

Each bank holding company in preparing its parent company only financial statements shall account for all investments in subsidiaries, associated companies, and those corporate joint ventures over which the bank holding company exercises significant influence according to the equity method of accounting, as prescribed by GAAP. The equity method of accounting is described in items 4, 5, and 6 on Schedule SC, Balance Sheet.

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B. Report Form Captions, Non-applicable Items and Instructional Detail

No caption on the report forms shall be changed in any way. An amount or a zero should be entered for all items except where the reporting bank holding company cannot report a line item because of the nature of their organization. For example, if the parent company does not own any subsidiary bank holding companies, Schedule SC items 6(a), 6(b), and 6(c) should be left blank. A zero should be entered whenever a parent company can participate in an activity, but does not, on the report date, have any outstanding balances.

Questions and requests for interpretations of matters appearing in any part of these instructions should be addressed to the appropriate Federal Reserve Bank (that is, the Federal Reserve Bank in the district where the bank holding company submits this report).

C. Rounding

All bank holding companies must report all dollar amounts in thousands, with the figures rounded to the nearest thousand. Items less than \$500 will be reported as zero. Rounding could result in details not adding to their stated totals. However, in order to ensure consistent reporting, the rounded detail items should be adjusted so that totals and the sums of their components are identical.

On the Parent Company Only Financial Statements for Small Bank Holding Companies, “Total assets” (Balance Sheet, item 9) and “Total liabilities and equity capital” (Schedule SC, item 17), which must be equal, must be derived from unrounded numbers and then rounded in order to ensure that these two items are equal as reported.

D. Negative Entries

Except for the items listed below, negative entries are generally not appropriate on the FR Y-9SP and should not be reported. Hence, assets with credit balances must be reported in liability items and liabilities with debit balances should be reported in asset items, as appropriate, and in accordance with these instructions. Items for which negative entries may be made include:

- (1) Schedule SC, items 4(a), 5(a), and 6(a) “Equity investment in bank subsidiary,” “Equity investment

in nonbank subsidiary(s),” and “Equity investment in subsidiary bank holding company(s).”

- (2) Schedule SC, items 4(b), 5(b), and 6(b), “Goodwill associated with investment in bank subsidiary,” “Goodwill associated with investment in nonbank subsidiary,” and “Goodwill associated with investment in subsidiary bank holding company.”
- (3) Schedule SC, item 16(c), “Retained earnings.”
- (4) Schedule SC, item 16(d), “Accumulated other comprehensive income.”
- (5) Schedule SC, item 16(e), “Other equity capital components.”

When negative entries do occur in one or more of these items, they shall be recorded with a minus (–) sign rather than in parenthesis.

On the Parent Company Only Income Statement, negative entries may appear as appropriate. Income items with a debit balance and expense items with a credit balance must be reported with a minus (–) sign.

E. Confidentiality

The completed version of this report is available to the public upon request on an individual basis. However, a reporting bank holding company may request confidential treatment for the Parent Company Only Financial Statements for Small Bank Holding Companies (FR Y-9SP) if the bank holding company is of the opinion that disclosure of specific commercial or financial information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing prior to the electronic submission of the report. The request must discuss *in writing* the justification for which confidentiality is requested and must demonstrate 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, may subsequently be released by the Federal Reserve System if the Board of Governors determines

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that the disclosure of such information is in the public interest.

F. Verification and Signatures

Verification. All addition and subtraction should be double-checked before reports are submitted. Totals and subtotals in supporting materials should be cross-checked to corresponding items elsewhere in the reports. Before a report is submitted, all amounts should be compared with the corresponding amounts in the previous report. If there are any unusual changes from the previous report, a brief explanation of the changes should be provided to the appropriate Reserve Bank.

Signatures. The *Parent Company Only Financial Statements for Small Bank Holding Companies* must be signed by an authorized officer of the bank holding company.

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted. The cover page of the Reserve Bank-supplied, holding company's software, or from the Federal Reserve's website report form should be used to fulfill the signature and attestation requirement and this page should be attached to the printout placed in the bank holding company's files.

G. Amended Reports

The Federal Reserve may require the filing of amended Parent Company Only Financial Statements for Small

Bank Holding Companies if reports as previously submitted contain significant errors. In addition, a bank holding company should file an amended report when internal or external auditors make audit adjustments that result in a restatement of financial statements previously submitted to the Federal Reserve.

The Federal Reserve also requests that bank holding companies that have restated their prior period financial statements as a result of an acquisition accounted for on a pooling of interest basis submit revised reports for the prior year-ends. In the event that certain of the required data is not available, bank holding companies should contact the appropriate Reserve Bank for information on submitting revised reports.

H. Organization of the Instruction Book

The instruction book is divided into two sections:

- (1) The General Instructions describing overall reporting requirements.
- (2) The Line Item Instructions for each schedule of the report for the parent company only of the bank holding company.

Additional copies of this instruction book may be obtained from the Federal Reserve Bank in the district where reporting bank holding company submits its FR Y-9SP reports, or may be found on the Federal Reserve Board's public website (www.federalreserve.gov).

LINE ITEM INSTRUCTIONS FOR THE

Income Statement

Schedule SI

The Income Statement reflects income and expenses for the calendar year-to-date, the period from January 1 to June 30 for the June 30 reporting period and the period from January 1 to December 31 for the December 31 reporting period.

Operating Income

Line Item 1. Income from bank subsidiary(s).

Line Item 1(a) Dividends.

Report the amount of the bank holding company's proportionate share of the dividends declared by the bank subsidiary(s) during the reporting period (calendar year-to-date). **(See the worksheet provided to assist in the calculation of this amount.)** Bank holding companies that own equity capital in associated banks, as previously defined, should also report their proportionate interest in the dividends declared by these banks.

Line Item 1(b) Other income from bank subsidiary(s).

Report the income from the bank subsidiary(s) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income.

Report interest income paid or payable to the reporting bank holding company related to cash and balances due from and extensions of credit to bank subsidiaries and associated banks.

Exclude interest income from unrelated depository institutions. Such income is to be included in item 4 below.

Do not include any income tax benefit received from the bank subsidiary(s) in this item. This should be included in the amount reported in item 10 below, "Applicable income taxes (benefits)."

Line Item 2 Income from nonbank subsidiary(s).

Line Item 2(a) Dividends.

Report the amount of the bank holding company's proportionate share of the dividends declared by the nonbank subsidiary(s) during the reporting period. Bank holding companies that own equity capital in associated nonbank companies, as previously defined, should also report their proportionate interest in the dividends declared by these nonbank companies.

If the reporting bank holding company is a tiered bank holding company, the dividends from the subsidiary bank holding company(s) should be reported in this item 2(a), "Dividends from subsidiary bank holding company(s)."

Line Item 2(b) Other income.

Report the income from nonbank subsidiary(s) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income.

Report interest income paid or payable to the reporting bank holding company related to cash and balances due from and extensions of credit to nonbank subsidiaries and associated nonbank companies.

If the reporting bank holding company is a tiered bank holding company, other income from subsidiary bank holding company(s) should be reported in item 2(b), "Other income from subsidiary bank holding company(s)."

Line Item 3 Income from subsidiary bank holding company(s).

This item is to be reported only by those holding companies that are tiered bank holding companies.

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Line Item 3(a) Dividends.

Report the amount of the reporting parent bank holding company's proportionate share of the dividends declared by the subsidiary bank holding company during the reporting period calendar year-to-date. Reporting parent bank holding companies that own equity capital in associated bank holding companies, as previously defined, should also report their proportionate interest in the dividends declared by these banks.

Line Item 3(b) Other income.

Report the income from subsidiary bank holding company(s) other than dividends declared. This includes but is not limited to interest income, noninterest income, management fees, and rental income. Do not include any income tax benefit received from the subsidiary bank holding company(s) in this item. This should be reported in Schedule SI, item 10 below.

Line Item 4 Other income.

Report all other income accrued by the bank holding company from its direct activities.

Include interest income paid or payable to the reporting bank holding company related to cash and balances due from and extensions of credit to unrelated depository institutions.

Line Item 5 Total operating income.

Report the sum of items 1(a), 1(b), 2(a), 2(b), 3(a), 3(b), and 4.

Line Item 6 Interest expense.

Report the amount of all interest expense accrued on the bank holding company's parent company only borrowings reported in Schedule SC item 10(a), "Commercial paper," item 10(b), "Other short-term borrowings," and in item 11, "Long-term borrowings." The amount should reflect interest accrued for the calendar year-to-date.

Line Item 7 Other expense.

Report the amount of all other parent company only expenses incurred by the bank holding company, other than interest expense, which is reported in item 6 above. Include in this item goodwill impairment losses and amortization expense and impairment losses from other

intangible assets. In addition, for purposes of this reporting item, include any interest expense accrued on borrowings reported in Schedule SC item 14, "Balances due to subsidiaries and related institutions."

Line Item 8 Total operating expense.

Report the sum of items 6 and 7.

Line Item 9 Income (loss) before income taxes and before undistributed income of subsidiary(s).

Report item 5 minus item 8.

Line Item 10 Applicable income taxes (benefits) (estimated).

Report the total estimated federal, state and local, and foreign income tax expense (if applicable) or benefit applicable to the parent company only income reported in item 9, "Income (loss) before income taxes and before undistributed income of subsidiary(s)," including the tax effects of gains (losses) on securities not held in trading accounts. Include both the current and deferred portions of these income taxes. **Do not report the consolidated income tax liability on this line. If the amount is a tax benefit rather than tax expense, enclose it in parentheses.**

Line Item 11 Income (loss) before undistributed income of subsidiary(s).

Report item 9 minus item 10.

Line Item 12 Equity in undistributed income (loss) of subsidiary(s).

Line Item 12(a) Bank subsidiary(s).

Report the amount of the bank holding company's proportionate interest in the net income (loss) of the bank subsidiary(s) as reported in Schedule RI, Income Statement, item 12, of the bank subsidiary's Report of Income less any dividends declared by the bank subsidiary(s) for the calendar year-to-date, from January 1 to June 30 for the June 30 reporting period and from January 1 to December 31 for the December 31 reporting period. **(See the worksheet for assistance.)**

Schedule SI

Line Item 12(b) Nonbank subsidiary(s).

Report the amount of the bank holding company's proportionate interest in the nonbank subsidiary(s) net income (loss) less any dividends declared by the nonbank subsidiary(s) for the calendar year-to-date.

If the reporting bank holding company is a tiered bank holding company, the equity in undistributed income (loss) of the subsidiary bank holding company(s) should be reported in item 12(c), "Subsidiary bank holding company" below.

Line Item 12(c) Subsidiary bank holding company(s).

This item is to be reported only by those holding companies that are tiered bank holding companies.

Report the amount of the reporting parent bank holding company's proportionate interest in the subsidiary bank holding company's net income (loss) as reported separately by the *subsidiary* bank holding company in its FR Y-9SP, Schedule SI, item 13 *less* the reporting parent bank holding company's proportionate share of any dividends declared by the subsidiary bank holding company as reported in its FR Y-9SP under Schedule SI, item 3(a) for the calendar year-to-date.

Line Item 13 Net income (loss).

Report the sum of items 11, 12(a), 12(b), and 12(c).

Memoranda

Line Item M1 Cash dividends declared by the bank holding company to its shareholders.

Report the amount of cash dividends declared by the bank holding company during the calendar year-to-date. This includes dividends declared before but not payable until after the reporting date.

Line Item M2 Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no.)

Indicate whether the bank holding company has elected, for federal income tax purposes, an "S corporation" status, as defined in Internal Revenue Code Section 1361 as of the report date. Enter "1" for yes; enter "0" for no. In order to be an S corporation, the bank holding company must have a valid election with the Internal Revenue Service and obtain the consent of all of its shareholders. In addition, the bank holding company must meet specific criteria for federal income tax purposes at all times during which the election remains in effect. These specific criteria include, for example, having no more than 75 qualifying shareholders and having only one class of stock outstanding.

Line Item M3 Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 7 above).

Report the amount of interest expense as of the year-to-date reporting period that has been paid by the parent bank holding company on parent company notes held by special-purpose subsidiaries that have issued "trust preferred securities." In these transactions, a special-purpose subsidiary (typically, a trust) of the parent company issues preferred securities and lends the proceeds of its issuance to its parent company in exchange for a deeply subordinated intercompany note from the parent company.

NOTE: The amount of interest expense paid to special-purpose subsidiaries that have issued trust preferred securities reported in this item should also be included as part of the total amount reported in Schedule SI, item 7, "Other expenses." See the instructions for Schedule SI, item 7.

LINE ITEM INSTRUCTIONS FOR THE

Balance Sheet

Schedule SC

Assets

Line Item 1 Cash and due from depository institutions.

Report in the appropriate item below cash and deposit balances, both noninterest-bearing and interest-bearing, due from depository institutions. Balances due from depository institutions that are subsidiaries or affiliated institutions should be reported on item 1(a). Balances due from all other (i.e., unrelated, or third party) depository institutions should be reported on item 1(b).

Affiliated depository institutions include those institutions that have a direct or indirect relationship with the reporting parent bank holding company.

Overdrafts should not be reported in this item. Overdrafts with subsidiaries or affiliated companies should be reported under item 14, "Balances due to subsidiaries and related institutions." Overdrafts with unrelated or third party depository institutions should be reported under item 10(b), "Other short-term borrowings."

Depository institutions include U.S. commercial banks, savings and loan institutions, mutual savings banks, foreign banks, and any other similar depository institutions.

Line Item 1(a) Balances with subsidiary or affiliated depository institutions.

Report all currency and coin, demand, time and savings balances, and other cash items due from, or held with, subsidiary or affiliated depository institutions.

Line Item 1(b) Balances with unrelated depository institutions.

Report all currency and coin, demand, time and savings balances, and other cash items due from, or held with, unrelated depository institutions.

Line Item 2 Securities.

Report in this item the total value of all debt securities and all equity securities with readily determinable fair values, other than investments in the bank subsidiary(s), nonbank subsidiary(s), associated banks, and associated nonbank company(s), held by the respondent parent bank holding company. Securities designated as "available-for-sale" must be reported at fair value and securities designated as "held-to-maturity" must be reported at amortized cost in accordance with FASB Statement No. 115. The net unrealized holding gains (losses) on available-for-sale securities must be reported in item 16(d), "Accumulated other comprehensive income." The amount reported in item 2 must equal the sum of memoranda items 7(a) and 7(b).

Exclude equity securities held by the parent bank holding company that do not have readily determinable fair values, which are to be reported in item 7 below.

Debt securities include, but are not limited to: U.S. Treasury securities, U.S. Government agency and corporation obligations, commercial paper, securities issued by states and political subdivisions in the U.S. and notes, bonds or debentures issued by private corporations.

Debt securities must include amortization of premium and accretion of discount on securities purchased at other than par or face value (including U.S. Treasury bills).

Equity securities include common stock, perpetual preferred stock, and warrants.

Equity securities owned by a holding company are defined as available-for-sale securities in accordance with FASB Statement No. 115 and must be reported at fair value as of the report date. The fair value of securities should be determined, to the extent possible, by

Schedule SC

timely reference to the best available source of current market quotations or other data on relative current value. For example, securities traded on national, regional, or foreign exchanges or on organized over-the-counter markets should be valued at the most recently available quotation in the most active market. Quotations from brokers or others making markets in securities that are neither widely nor actively traded are acceptable if prudently used. Equity securities for which fair value is not readily determinable may be reported at historical cost.

Line Item 3 Loans and lease financing receivables (exclusive of loans and lease financing receivables due from bank(s) and nonbank subsidiaries).

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

Loans and lease financing receivables are extensions of credit resulting from either direct negotiation between the bank holding company itself and its borrowing customers or the purchase of loans and participations in loans from others. This includes loans and participations in loans purchased *without recourse* from the respondent bank holding company's bank subsidiary(s) or its nonbank subsidiaries. Do *not* report direct loans or loans purchased with recourse from bank subsidiary(s) or nonbank subsidiary(s) in this item; these loans should be reported in item 4(c) below.

Report the aggregate book value of all loans and leases before deduction of the "Allowance for loan and lease losses," which is to be reported in item 3(b). The amount reported should be reported net of unearned income. Parent bank holding companies may also report these amounts net of any allocated transfer risk reserve.

The amount reported in this item should include the amount reported in memoranda item 5 below that has been lent by the parent bank holding company to executive officers and principal shareholders and their related interests, but should *exclude* amounts reported in memoranda item 5 that have been lent by a nonbank subsidiary(s) to insiders.

Exclude intercompany loans from this item. Loans to the bank subsidiary(s) should be reported in item 4(c) below; loans to the nonbank subsidiary(s) should be reported in item 5(c) below. Also exclude all holdings of commercial paper, which should be reported in item 2 above.

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

Report the allowance for loan and lease losses. The amount reported should reflect an evaluation by the management of a bank holding company of the collectability of the loan and lease financing receivable portfolios, including any accrued and unpaid interest. The amount of the allowance on the balance sheet should be adequate to absorb anticipated losses.

Line Item 3(c) Loans and leases, net of unearned income and the allowance for loan and lease losses.

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

Line Item 4 Investment in bank subsidiary(s).

The investment in the bank subsidiary(s) must be reported under the equity method of accounting on the FR Y-9SP. Under the equity method, the original investment in the bank subsidiary(s) is recorded at cost and is adjusted periodically to recognize the bank holding company's share of the earnings or losses of the bank subsidiary(s) after the date of the acquisition of the bank(s) by the holding company. Dividends paid by the bank(s) and received by the bank holding company reduce the amount of the investment while the bank holding company's share of the undistributed earnings of the bank subsidiary(s) (reported in Schedule SI, item 12(a)) increases the amount of the investment in the bank subsidiary(s) as reported in the FR Y-9SP.

Bank holding companies that own shares in an associated bank or banks (those banks in which the bank holding company controls between 20 and 25 percent) should also report their investment in the equity capital of these banks on the equity basis of accounting.

Line Item 4(a) Equity investment in bank subsidiary(s).

Report the amount of the bank holding company's investment in the book value of the equity capital of the bank subsidiary(s) as of the reporting date. This amount generally should be equivalent to the bank holding company's proportionate interest in the equity capital accounts of the bank subsidiary(s) as reported in the bank's Report of Condition in Schedule RC-Balance Sheet, item 28. (See **Worksheet for clarification. A**

Schedule SC

worksheet has been provided to assist in the preparation of the response to this item.) The bank holding company, if applicable, should also include investments in the stock of any associated banks (those banks in which the bank holding company controls between 20 and 25 percent).

This item also includes the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the bank subsidiary(s) and associated bank(s).

Line Item 4(b) Goodwill.

Report the amount (book value) of the goodwill associated with the acquisition of the bank subsidiary(s) that has not been “pushed down” to the books of the bank subsidiary(s) for financial reporting purposes. The amount of the goodwill associated with investment in the bank subsidiary(s) should generally be equivalent to the difference between the original cost of the shares of the bank subsidiary(s) and the book value of the bank holding company’s proportionate share of the equity capital accounts of the bank subsidiary(s) on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the subsidiary bank(s), and is included in the investment in subsidiary account on the parent’s books, should be reported in this item. Any goodwill that has been pushed down to the books of the subsidiary bank(s) should not be reported separately in this item. The amount pushed down would be reported in line item 4(a), “Equity investment in bank subsidiary(s).”

Line Item 4(c) Loans and advances to and receivables due from bank subsidiary(s).

Report the total of all loans to the bank subsidiary(s); notes, bonds, or subordinated debentures issued by the bank subsidiary(s) that are held by the bank holding company; dividends declared by the bank subsidiary(s), but not yet paid; and any other accounts receivable, including tax receivables, from the bank subsidiary(s). The amount reported should include loans and participation in loans purchased with recourse by the bank holding company from the bank subsidiary(s).

Line Item 5 Investment in nonbank subsidiary(s).

The investment in nonbank subsidiary(s) must also be

reported under the equity method of accounting on the FR Y-9SP. Under the equity method, the original investment in the nonbank subsidiary(s) is recorded at cost and is adjusted periodically to recognize the bank holding company’s share of the earnings or losses of the nonbank subsidiary(s) after the date of the acquisition of the nonbank subsidiary(s) by the holding company. Dividends paid by the nonbank subsidiary(s) and received by the bank holding company reduce the amount of the investment, while the bank holding company’s share of the undistributed earnings of the nonbank subsidiary(s) (reported in Schedule SI, item 12(b)) increase the amount of the investment in the nonbank subsidiary(s) as reported in the FR Y-9SP.

If the reporting bank holding company is a tiered bank holding company, the investment in subsidiary bank holding company(s) should be reported in the appropriate subitems 6(a), 6(b), or 6(c).

Line Item 5(a) Equity investment in nonbank subsidiary(s).

Report the amount of the bank holding company’s investment in the book value of the equity capital of the nonbank subsidiary(s) as of the reporting date. This amount generally should be equivalent to the bank holding company’s proportionate interest in the nonbank subsidiary’s equity capital accounts as reflected on the financial statements of the nonbank subsidiary as of the report date. The bank holding company, if applicable, should also include investments in the stock of any associated nonbank company(s) (those nonbank company(s) in which the bank holding company controls between 20 and 25 percent).

This item also includes the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the nonbank subsidiary(s).

Line Item 5(b) Goodwill (associated with the investment in the nonbank subsidiary(s)).

Report the amount (book value) of the goodwill associated with the acquisition of the nonbank subsidiary(s) that has not been “pushed down” to the books of the nonbank subsidiary(s) for financial reporting purposes. The amount of the goodwill should generally be equivalent to the difference between the original cost of the shares of the nonbank subsidiary(s) and the book value

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of the bank holding company's proportionate share in the interest in the book value of the equity capital accounts of the nonbank subsidiary(s) on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the nonbank subsidiary(s), and is included in the investment in subsidiary account on the parent's books, should be reported in this item. Any goodwill that has been pushed down to the books of the nonbank subsidiary(s) should not be reported separately in this item. The amount pushed down would be reported in line item 5(a), "Equity investment in nonbank subsidiary(s)."

Line Item 5(c) Loans and advances to and receivables due from nonbank subsidiary(s).

Report the total of all loans to nonbank subsidiary(s); notes, bonds, or subordinated debentures issued by the nonbank subsidiary(s) that are held by the bank holding company; dividends declared by the nonbank subsidiary(s), but not yet paid; and any other accounts receivable due from the nonbank subsidiary(s).

Line Item 6 Investments in subsidiary bank holding company(s).

The investment in subsidiary bank holding companies must be reported under the equity method of accounting on the FR Y-9SP. Under the equity method, the original investment in the subsidiary bank holding company by the holding company directly owning the shares is recorded at cost and is adjusted periodically to recognize the reporting parent bank holding company's share of the earnings or losses of the subsidiary bank holding company after the date of the acquisition of the subsidiary bank holding company by the reporting parent holding company. Dividends declared or paid by the subsidiary bank holding company and received by the reporting parent bank holding company reduce the amount of the investment while the reporting parent bank holding company's share of the undistributed earnings of the subsidiary bank holding company (reported in Schedule SI, item 12(c)) increase the amount of the investment in the subsidiary bank holding company as reported in the parent bank holding company's FR Y-9SP.

In addition, the reporting parent bank holding companies that own shares in an associated lower-tier bank holding

company (those lower-tier bank holding companies in which the parent bank holding company controls between 20 and 25 percent) should also report their investment in the equity capital of these companies on the equity basis of accounting.

Line Item 6(a) Equity investment.

Report the amount of the reporting parent bank holding company's investment in the book value of the equity capital of the subsidiary bank holding company(s) as of the reporting date. This amount generally should be equivalent to the reporting parent bank holding company's proportionate interest in the equity capital accounts of the subsidiary bank holding company as reported *separately* in the subsidiary bank holding company's filing of the FR Y-9SP on Schedule SC, item 16(f). The reporting parent bank holding company, if applicable, should also include investments in the stock of any associated bank holding companies (those other bank holding companies in which the reporting parent bank holding company controls between 20 and 25 percent).

This item also includes the net unrealized holding gains (losses) on available-for-sale securities that are recorded by the subsidiary bank holding company(s) and associated bank holding company(s).

Line Item 6(b) Goodwill.

Report the amount (book value) of the goodwill associated with the acquisition of the subsidiary bank holding company that has not been "pushed down" to the books of the subsidiary bank holding company for financial reporting purposes. The amount of the goodwill associated with investment in the subsidiary bank holding company should generally be equivalent to the difference between the original cost of the shares of the subsidiary bank holding company and the book value of the reporting parent bank holding company's proportionate share of the equity capital accounts of the subsidiary bank holding company on the date of acquisition.

For purposes of this item, any goodwill that has not been pushed down to the books of the subsidiary bank holding company, and is included in the investment in subsidiary account on the parent's books, should be reported in this item. Any goodwill that has been pushed down to the books of the subsidiary bank holding company should not be reported separately in this item.

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The amount pushed down would be reported in line item 6(a), "Equity investment in subsidiary bank holding company(s)."

Line Item 6(c) Loans and advances to and receivables due from the subsidiary bank holding company.

Report the total of all loans to the subsidiary bank holding company; notes, bonds, or debentures issued by the subsidiary bank holding company that are held by the reporting parent bank holding company; dividends declared by the subsidiary bank holding company, but not yet paid; and any other accounts receivable, including tax receivables, from the subsidiary bank holding company. The amount reported should include loans and participations in loans purchased with recourse by the reporting parent bank holding company from the subsidiary bank holding company.

Line Item 7 Other assets.

Report the total value of remaining assets not reported in the above categories, other than investments in the bank-sub subsidiary, nonbank subsidiary(s), associated banks, and associated nonbank company(s).

The amount reported in this item should also include the value of any assets associated with nonbanking activities that are directly engaged in by the parent bank holding company.

Include equity securities held by the parent bank holding company that do not have readily determinable fair values.

Also report in this item the amount (book value) of goodwill that is included on the balance sheet of the reporting bank holding company and is not part of the investment in subsidiaries account as reported in items 4(b), 5(b) or 6(b).

Line Item 8 Balances due from related nonbank companies (other than investments).

This item should be completed only by lower-tier parent bank holding companies.

Report in this item all balances due from and extensions of credit to related nonbank companies (i.e., nonbank companies directly or indirectly owned by the top-tier parent bank holding company, excluding those directly or indirectly owned by the reporting lower-tier parent

bank holding company). *Exclude* those balances (including investments) included in items 5 and 6 above. Also *exclude* cash and balances due from related depository institutions, which are to be reported in item 1(a) above.

Line Item 9 Total assets.

Report the sum of items 1(a), 1(b), 2, 3(c), 4(a), 4(b), 4(c), 5(a), 5(b), 5(c), 6(a), 6(b), 6(c), 7, and 8.

Liabilities and Equity Capital

Line Item 10 Short-term borrowings.

Report in item 10(a) the amount of commercial paper issued by the parent company only and in item 10(b) the amount of all other short-term borrowings by the parent bank holding company only that mature in one year or less.

Line Item 10(a) Commercial paper.

Report in this item commercial paper issued by the parent company to unrelated parties. Commercial paper consists of short-term negotiable promissory notes that mature in 270 days or less.

Line Item 10(b) Other short-term borrowings.

Report in this item the amount of all other borrowings by the parent company only from unrelated third parties that mature in one year or less. Borrowings that finance the acquisition of the bank subsidiary that have a "scheduled debt retirement" exceeding one year should be reported in item 11 below except for the amount due within one year, which should be reported in this item.

Overdrafts to cash and due from depository institutions should be reported in this item.

Short-term borrowing from the subsidiary bank(s) should be reported in item 14(a) and from the parent bank holding company and subsidiary bank holding company(s) in item 14(b) and in Memoranda items 14(a) and 14(b).

Line Item 11 Long-term borrowings (includes limited-life preferred stock and related surplus).

Report in this item borrowings by the parent company only from unrelated third parties that have a maturity or

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a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

For purposes of this item, also report the amount of any outstanding limited-life preferred stock issued by the bank holding company. The reported amount should include any amounts received in excess of its par or stated value. Limited-life preferred stock is preferred stock that has a stated maturity date or that can be redeemed at the option of the holder of the preferred stock.

Line Item 12 Accrued interest payable.

Report the amount of all interest accrued, but not yet paid, on the total parent company only borrowings of the bank holding company reported in items 10 and 11 above.

Line Item 13 Other liabilities.

Report the total amount of all other liabilities with unrelated parties not reported under items 10, 11, and 12 above.

Line Item 14 Balances due to subsidiaries and related institutions.

Report in this item all balances due to institutions related to the parent bank holding company, including short- and long-term borrowings, accrued interest payable, taxes payable, and any other liabilities due to related institutions.

Where the bank holding company is a multi-tiered holding company, “related institutions” include subsidiary bank holding companies and their direct and indirect subsidiaries.

When a subsidiary bank holding company is filing this report, this item should include all balances due to its parent company(s) and the parent’s direct and indirect subsidiaries as well as balances due to the respondent’s direct and indirect subsidiaries.

Exclude subsidiaries of the holding company’s bank subsidiary, which are reported on the bank’s Reports of Condition and Income.

Line Item 14(a) Balances due to subsidiary bank(s).

Report in this item all balances due to a bank(s) that is

directly or indirectly owned or controlled by the parent bank holding company.

Line Item 14(b) Balances due to nonbank subsidiaries and related institutions.

Report in this item all balances due to nonbank subsidiaries that are directly or indirectly owned or controlled by the parent bank holding company. In addition, for purposes of this report, include in this item instruments generally referred to as trust preferred securities that were issued out of special purpose entities whereby the proceeds from the issuance are lent to the reporting parent company.

When the reporting holding company is a multi-tier organization, nonbank subsidiaries, for purposes of this item, include any balances due to subsidiary bank holding companies of the respondent or due to the parent company(s) of the respondent.

Line Item 15 Not applicable.

Line Item 16 Equity capital.

Line Item 16(a) Perpetual preferred stock (including related surplus).

Report the aggregate par or stated value of outstanding perpetual preferred stock, including any surplus arising from any amount received for perpetual preferred stock in excess of its par or stated value.

Line Item 16(b) Common stock (including related surplus).

Report the aggregate par or stated value of common stock issued, including any surplus arising from any amount received for common stock in excess of its par or stated value.

Line Item 16(c) Retained earnings.

Report in this item all retained earnings.

Line Item 16(d) Accumulated other comprehensive income.

Report in this item the amount of other comprehensive income in conformity with the requirements of FASB Statement No. 130, *Reporting Comprehensive Income*.

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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 reporting bank holding company and its consolidated subsidiaries' available-for-sale securities, net of tax effects, as of the report date.

Also include in this item 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. See the instructions for this item on Schedule HC of the FR Y-9C for further information.

Line Item 16(e) Other equity capital components.

Report in this item 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.

NOTE: When the reporting bank holding company has included in item 11 above the ESOP's long-term debt that it has explicitly or implicitly guaranteed, include in this item the dollar amount of the offsetting debit to the liability recorded by the reporting bank holding company in connection with that debt. The amount of unearned ESOP shares should be reduced as the debt is amortized. Report a total net debit balance for this line item in parenthesis.

Line Item 16(f) Total equity capital.

Report the sum of items 16(a) through 16(e).

Line Item 17 Total liabilities and equity capital.

Report the sum of items 10(a), 10(b), 11, 12, 13, 14(a), 14(b) and 16(f).

Memoranda

This item is to be completed only by top-tier bank holding companies.

Line Item M1 Indicate below the name and address of the bank holding company's independent external auditing firm, and the name and e-mail address of the auditing firm's engagement partner.

Report in memoranda item 1(a) the name and address (city, U.S. Postal state abbreviation, zip code) of the bank holding company's independent external auditing firm. An independent auditing firm is a company that provides full-scope auditing services to the bank holding company in which an opinion is rendered on their financial statements. Bank holding companies that do not have a full-scope audit conducted of their financial statements should enter the word "none."

Report in memoranda item 1(b) the name and e-mail address of the independent external auditing firm's engagement partner (partner in charge of the audit). This contact information is for the confidential use of the Federal Reserve and will not be released to the public.

LINE ITEM INSTRUCTIONS FOR THE

Memoranda

Schedule SC-M

Memoranda

Line Item M1 Total consolidated assets of the bank holding company.

Report the total consolidated assets of the bank holding company. Consolidated assets include the assets of the parent company and any bank and nonbank subsidiaries, excluding intercompany assets. This item is to be reported by **all** bank holding companies filing the FR Y-9SP report. If this information is not routinely available by the bank holding company for internal or other financial reporting purposes, then a reasonable estimate may be provided.

Line Item M2 Bank holding company (parent company only) borrowings not held by financial institution(s) or by insiders (including directors) and their interests.

Report the amount of both short-term and long-term borrowings (parent company only) reported in items 10 and 11 above that are not held by financial institutions or by bank holding company's officers, directors, and shareholders and their related interests. For reporting purposes, a related interest is a company in which an officer, director, or shareholders controls 25 percent or more of its stock. **Do not report borrowings that are held by former shareholders of the bank holding company in this item. Also, exclude limited-life preferred stock reported in item 11 above.**

Line Item M3 Treasury stock (report only if the amount exceeds 5 percent of equity capital).

Report the amount, at cost, of treasury stock held by the bank holding company as of the report date. Treasury stock is stock that the bank holding company has issued and subsequently acquired by purchase or gift, but that has not been retired or resold. The amount of treasury

stock need only be reported when the carrying value of treasury stock held is greater than five percent of "Total equity capital" reported in item 16(f) above.

Line Item M4 Amount of nonvoting equity capital, including related surplus (included in balance sheet items 16(a), 16(b), 16(c), and 16(d)).

Report the amount of the bank holding company's perpetual preferred stock and common stock (par value), including related surplus, that does not possess voting rights. Include in this item the amount of retained earnings and accumulated other comprehensive income that is claimed by perpetual preferred and common stock that does not possess voting rights.

Line Item M5 Total loans from parent bank holding company and nonbank subsidiary(s) to insiders (excluding directors) and their interest.

Report the total amount of loans and lease financing receivables that the bank holding company (reported in item 3(a) above) and any nonbank subsidiary (not reported above) have extended to officers and shareholders and their related interests. A related interest is a company in which the officer or shareholder controls 25 percent or more of its stock.

Line Item M6 Pledged securities.

Report the amortized cost of all held-to-maturity securities and the fair value of all available-for-sale securities held by the reporting bank holding company (parent company only) that are pledged to secure deposits, repurchase transactions, or other borrowings (regardless of the balance of liabilities against which the securities are pledged), as performance bonds on futures or forward contracts, or for any other purpose.

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Line Item M7(a) Fair value of securities classified as available-for-sale in Schedule SC, item 2.

Report in this item the fair value of all securities included in Schedule SC, item 2, "Securities," that have been designated as available-for-sale. The fair value (market value) of securities should be determined, to the extent possible, by timely reference to the best available source of current market quotations or other data on relative current value. For example, securities traded on national, regional, or foreign exchanges, or on organized over-the-counter markets should be valued at the most recently available quotation in the most active market. Quotations from brokers or others making markets in securities that are neither widely nor actively traded are acceptable if prudently used. Unrated debt securities for which no reliable market price data are available may be valued at cost adjusted for amortization of premium or accretion of discount unless credit problems of the obligor or upward movements in the level of interest rates warrant a lower estimate of current value. Equity securities that do not have readily determinable fair values shall be reported at historical cost. (NOTE: The sum of item 7(a) and 7(b) must equal the total amount reported in Schedule SC, item 2).

Line Item M7(b) Amortized cost of securities classified as held-to-maturity in Schedule SC, item 2.

Report the amortized cost of securities classified as held-to-maturity in Schedule SC, item 2. (NOTE: The sum of item 7(a) and 7(b) must equal the total amount reported in Schedule SC, item 2).

Line Item M8 Not applicable.

Line Item M9 Balances held by the subsidiary bank(s) due from nonbank subsidiaries of the parent bank holding company.

Report in this item any intercompany assets between the subsidiary bank(s) and the direct and indirect nonbank subsidiaries of the parent bank holding company. *Exclude* transactions between the bank(s) and its non-bank subsidiaries.

Line Item M10 Balances held by the subsidiary bank(s) due to nonbank subsidiaries of the parent bank holding company.

Report in this item any intercompany liabilities between

the subsidiary bank(s) and the direct and indirect non-bank subsidiaries of the parent bank holding company. *Exclude* transactions between the bank(s) and its non-bank subsidiaries.

Line Item M11 Other assets (only report amounts that exceed 25 percent of Schedule SC, line item 7)

Disclose in memoranda items 11(a) through 11(h) each component of other assets, and the dollar amount of such component, that exceeds 25 percent of the amount reported in Schedule SC, item 7. Preprinted captions have been provided for the following categories of "Other assets":

- M11(a), "Accounts receivable,"
- M11(b), "Income taxes receivable,"
- M11(c), "Premises and fixed assets,"
- M11(d), "Net deferred tax assets,"
- M11(e), "Cash surrender value of life insurance policies."

For other components of "other assets" that exceed the disclosure threshold, list and briefly describe these components in memoranda items 11(f) through 11(h). The description of these amounts should not exceed 132 characters in length (including space between words). Report the dollar amount of each item listed in the column provided on the right. Any component of other assets that does not round to one thousand dollars need not be reported. If there are no reportable amounts for memoranda items 11(f) through 11(h), enter "zero" (-0-) in the right-hand column of memoranda item 11(f).

Line Item M12 Other liabilities (only report amounts that exceed 25 percent of Schedule SC, line item 13)

Disclose in memoranda items 12(a) through 12(g) each component of other liabilities, and the dollar amount of such component, that exceeds 25 percent of the amount reported in Schedule SC, item 13. Preprinted captions have been provided for the following categories of "Other liabilities":

- M12(a), "Accounts payable,"
- M12(b), "Income taxes payable,"
- M12(c), "Dividends payable,"

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- M12(d), “Net deferred tax liabilities.”

For other components of “other liabilities” that exceed the disclosure threshold, list and briefly describe these components in memoranda items 12(e) through 12(g). The description of these amounts should not exceed 132 characters in length (including space between words). Report the dollar amount of each item listed in the column provided on the right. Any component of other liabilities that does not round to one thousand dollars need not be reported. If there are no reportable amounts for memoranda items 12(e) through 12(g), enter “zero” (-0-) in the right-hand column of memoranda item 12(e).

Line Item M13 Notes payable to special-purpose subsidiaries that issued trust preferred securities (included in Schedule SC, item 14(b)).

Report the outstanding amount of notes payable by the parent bank holding company to special-purpose subsidiaries that have issued “trust preferred securities.” Exclude from this item any portion of the notes payable that does not directly relate to the amount of trust preferred securities issued. In these transactions, a special purpose subsidiary (typically, a trust) of the parent company issues preferred securities and lends the proceeds of its issuance to its parent company in exchange for deeply subordinated intercompany note from the parent company.

NOTE: The amount of notes payable to special-purpose subsidiaries that have issued trust preferred securities reported in this item should also be included as part of the total amount reported in Schedule SC, item 14(b), “Balances due to nonbank subsidiaries and related institutions.” See the instructions for Schedule SC, item 14(b).

Line Item M14 Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)?

This item is to be completed by the top-tier bank holding company (and single-tier bank holding companies). **The top-tier bank holding company must not leave this item blank. A lower-tier holding company filing this report should leave this item blank.**

Enter a “1” for yes if the top-tier bank holding company

has submitted all changes, if any, in its investments and activities on the FR Y-10. If the top-tier bank holding company had no changes in investments and activities and therefore was not required to file a FR Y-10, also enter a “1” in this item. Enter a “0” for no if it has not yet submitted all changes to investments and activities on the FR Y-10. The name of the holding company official responsible for verifying that the FR Y-10 has been completed should be typed or printed on the line provided whether the answer is “yes,” or “no.” In addition, enter the area code and phone number of the official responsible for verifying the FR Y-10.

Line Item M15 Short-term borrowings included in item 15(b).

Items M15(a) and M15(b) are to be completed only by tiered bank holding companies.

Line Item M15(a) From parent bank holding company(s).

Report the amount of borrowings by the reporting bank holding company from its direct and indirect parent bank holding company(s) that mature in one year or less.

Line Item M15(b) From subsidiary bank holding company(s).

Report the amount of borrowings by the reporting parent bank holding company from the subsidiary bank holding company(s) that mature in one year or less.

Line Item M16 Long-term borrowings included in item 15(b).

Items M16(a) and M16(b) are to be completed only by tiered bank holding companies.

Line Item M16(a) From parent bank holding company(s).

Report the amount of borrowings by the reporting bank holding company from its direct and indirect parent bank holding company(s) that have a maturity or a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

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Line Item M16(b) From subsidiary bank holding company(s).

Report the amount of borrowings by the reporting parent bank holding company from the subsidiary bank holding company(s) that have a maturity or a “scheduled debt retirement” of greater than one year, exclusive of amounts due within the year.

Line Item M17 To be completed only by the top-tier bank holding company for its consolidated nonbank and thrift subsidiaries.

This item is to be completed only by the financial top-tier parent bank holding company (and single-tier bank holding companies) that files the FR Y-9SP. Lower-tier bank holding companies that file this report should leave memorandum items 17(a) through 17(f) blank.

If the top-tier parent bank holding company is an ESOP, then the lower-tier parent bank holding company should report in memorandum items 17(a) through 17(f).

The term “**subsidiary**,” 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. **However, for purposes of this reporting item, the term “subsidiary” includes only companies in which the bank holding company directly or indirectly owns or controls more than 50 percent of the outstanding voting stock, and these companies would be consolidated using generally accepted accounting principles for financial reporting purposes.**

Nonbank subsidiaries, for purposes of this reporting item, include but are not limited to: securities brokerage and underwriting firms (including Section 20 subsidiaries); federal savings associations, federal savings banks and thrift institutions (including any thrift institution filing the Thrift Financial Report); depository institutions (other than U.S. banks); industrial banks that do not file the commercial bank Reports of Condition and Income with the federal banking agencies; Edge and Agreement corporations and their subsidiaries that are *not* held through a bank subsidiary; industrial loan companies; venture capital corporations; leasing companies; bank premises subsidiaries; mortgage banking companies; consumer finance companies; sales finance companies; acceptance corporations; factoring companies; insurance

brokerage and insurance underwriting companies; small business investment companies; data processing and information services companies; nondepository trust companies; management consulting companies; courier service companies; companies that print or sell MICR encoded items; financial and investment advisory companies; credit bureaus; collection agencies; real estate settlement companies.

For purposes of this reporting item, foreign nonbank subsidiaries include those subsidiaries that meet the definition of a nonbank subsidiary provided above that would be consolidated using generally accepted accounting principles for financial reporting purposes, but are not domiciled in the U.S. In addition, Edge and Agreement corporations and their subsidiaries that are *not* held through a bank subsidiary should be reported as foreign nonbank subsidiaries.

Nonbank subsidiaries exclude all banks (including commercial, savings and industrial banks that file the commercial bank Reports of Condition and Income) and their subsidiaries; Edge and Agreement corporations and their subsidiaries that are held through a bank subsidiary.

All intercompany assets among the nonbanking subsidiaries should be eliminated, but assets with the reporting bank holding company and with subsidiary banks should be included. For example, eliminate the loans made by one nonbank subsidiary to a second nonbank subsidiary, but do not eliminate loans made by one nonbank subsidiary to the parent bank holding company or a subsidiary bank.

Include the combined assets of inactive nonbanking subsidiaries to the extent that the top-tier bank holding company directly or indirectly owns or controls more than 50 percent of the outstanding voting stock, and these companies would be consolidated using generally accepted accounting principles for financial reporting purposes.

Enter “zero” if the reporting top-tier bank holding company does not have any nonbank subsidiary assets to report.

Line Item M17(a) Total combined nonbank assets of nonbank subsidiaries.

Report the dollar amount of the reporting bank holding

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company's total combined nonbank assets of nonbank subsidiaries. Nonbank assets include the assets of all foreign and domestic nonbank subsidiaries (as defined below) and their majority-owned direct and indirect subsidiaries.

The top-tier parent bank holding company should report in this item all assets of nonbank subsidiaries, whether held directly or indirectly or held through lower-tier bank holding companies. The lower-tier parent bank holding company in a multi-tier bank holding company who files this report (FR Y-9SP) should leave memorandum items 17(a) through 17(f) blank.

Line Item M17(b) Total combined loans and leases of nonbank subsidiaries.

Report the dollar amount of total combined loans and leases on the books of nonbank subsidiaries of the reporting bank holding company even if on the report date they are past due and collection is doubtful. Nonbank loans and leases include the loans and leases of all foreign and domestic nonbank subsidiaries (as defined above) and their majority-owned direct and indirect subsidiaries.

Exclude balances due from related institutions on the books of nonbank subsidiaries of the reporting bank holding company (e.g., loans to the parent bank holding company). Report such balances in item 17(a).

Exclude any loans or leases the subsidiaries have sold or charged off. Report the combined book value of all loans and leases before deduction of the allowance for loan and lease losses. The amount should be reported net of unearned income (to the extent possible), and deposits accumulated for the payment of personal loans (hypothecated deposits).

Line Item M17(c) Total aggregate operating revenue of nonbank subsidiaries.

Report the dollar amount of total aggregate operating revenue of nonbank subsidiaries of the reporting bank holding company. Nonbank operating revenue includes the operating revenue of all foreign and domestic nonbank subsidiaries (as defined above) and their majority-owned direct and indirect subsidiaries. Operating revenue is defined as the sum of total interest income and total noninterest income (before deduction of expenses and extraordinary items).

Line Item M17(d) Total combined thrift assets included in M17(a).

Report the dollar amount of combined assets of federal savings associations, federal savings banks and thrift subsidiaries (including any thrift institution filing the Thrift Financial Report) that are included in the amount reported in line item 17(a) above. Enter "zero" if the reporting top-tier bank holding company does not have any thrift assets to report.

Line Item M17(e) Number of nonbank subsidiaries included in M17(a).

Report the **number** of nonbank subsidiaries that have been included in the total combined nonbank subsidiary assets reported in item 17(a) above. Enter "zero" if the reporting top-tier bank holding company does not have any nonbank subsidiaries.

Line Item M17(f) Number of thrift subsidiaries included in M17(d).

Report the **number** of federal savings associations, federal savings banks and thrift subsidiaries (including any thrift institution filing the Thrift Financial Report) that are included in the total combined nonbank subsidiary assets reported in line item 17(d) above. Enter "zero" if the reporting top-tier bank holding company does not have any thrift subsidiaries to report.

Information related to the filing of the FR Y-12 report (Memoranda Line Items 18, 19, 20(a), 20(b))

Line items 18 and 19 will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In a multi-tiered organization with one or more bank holding companies (BHCs), only the top-tier BHC should complete items 18 and 19 on a consolidated basis. However, if a lower-tier BHC is functioning as the consolidated top-tier reporter for other financial reports (for example, when the top-tier is a non-U.S. BHC, ESOP, or limited partnership), this lower-tier BHC should complete memorandum items 18 and 19 on a consolidated basis.

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Items 20(a) and 20(b) are to be completed by all bank holding companies that are not required to file the FR Y-12.

Line Item M18 Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K?

Enter a “1” if the answer to this question is yes. Enter a “0” if the response to this question is no.

If the answer to this question is no, your organization does not need to complete the FR Y-12. Skip item 19 and proceed to items 20(a) and 20(b). If the answer to this question is yes, proceed to item 19 below.

For purposes of this question, an *equity investment* refers to common stock, partnership interests, convertible preferred stock, convertible debt, and warrants, options, and other rights that give the holder the right to acquire common stock or instruments convertible into common stock. An equity investment does not include any position or security held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity.

A *nonfinancial* equity investment means an equity investment made by the BHC or any of its subsidiaries (including all U.S. offices, International Banking Facilities, foreign branches, branches in Puerto Rico and U.S. territories and possessions, and majority-owned bank and nonbank domestic and foreign subsidiaries, including Edge and agreement subsidiaries, domestic nonbanking subsidiaries, and small business investment companies (SBICs)):

- pursuant to the merchant banking authority of section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843(k)(4)(H)) and subpart J of the Board’s Regulation Y,
- under section 4(c)(6) or 4(c)(7) of the BHC Act (12 U.S.C. 1843(c)(6) and (c)(7)) in a nonfinancial

company (as defined below) or in a company that makes investments in nonfinancial companies,

- investments made through a SBIC that is consolidated with the BHC or subsidiary, or in an SBIC that is not consolidated, under section 302(b) of the Small Business Investment Act of 1958,
- in a nonfinancial company under the portfolio investment provisions of the Board’s Regulation K (12 CFR 211.8(c)(3), or
- in a nonfinancial company under section 24 of the Federal Deposit Insurance Act (12 U.S.C. 1831a).

This question does not apply to equity investments that a BHC or any of its subsidiaries may make under other legal authorities. For example, this question does not apply to nonfinancial investments made by an insurance company subsidiary of a financial holding company under section 4(k)(4)(I) of the BHC Act (12 U.S.C. 1843(k)(4)(I)). Also, this question does not apply to DPC investments.

A *nonfinancial company* is a company that is engaged in any activity that has not been determined to be financial in nature or incidental to a financial activity under section 4(k) of the BHC Act (12 U.S.C. 1843(k)).

Line Item M19 Do your aggregate nonfinancial equity investments equal or exceed (on an acquisition cost basis) 10 percent of the BHC’s total capital as of the report date?

Enter a “1” if the answer to this question is yes. Enter a “0” if the response to this question is no. If the answer to **both** item 18 and item 19 is yes, your organization must complete the FR Y-12. Skip items 20(a) and 20(b), and proceed to item 21 below. If the answer to **either** item 18 or item 19 is no, your organization does not need to complete the FR Y-12. Proceed to items 20(a) and 20(b) below.

See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

Acquisition cost is the amount paid by the BHC for the nonfinancial equity investment when it was acquired.

Total capital is the amount reported in Schedule SC, Balance Sheet, item 16(f).

Schedule SC-M

Items 20(a) and 20(b) are to be completed by all bank holding companies that are not required to file the FR Y-12.

Line Item M20(a) Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period?

Enter a “1” if the answer to this question is yes. Enter a “0” if the response to this question is no. See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

Line item M20(b) Does the bank holding company manage any nonfinancial equity investments for the benefit of others?

Enter a “1” if the answer to this question is yes. Enter a “0” if the response to this question is no.

This item applies to all bank holding companies that do not file the FR Y-12 report that manage nonfinancial equity investments for others by serving as a general partner in a limited partnership or performing a similar function in a private equity fund. These investments are not owned by the bank holding company and are not consolidated in the bank holding company’s financial statements. Exclude investments managed through a bank trust department in a fiduciary capacity. See the instructions for item 18 above for the definition of *nonfinancial equity investment*.

Line Item M21 Net assets of broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm–Leach–Bliley Act.

This item is to be completed only by the top-tier financial holding company in a multi-tiered organization (and single-tiered financial holding companies). A financial holding company is a U.S. bank holding company that has submitted a declaration to become a financial holding company with the appropriate Federal Reserve Bank and whose declaration has been determined to be effective as of the reporting period (e.g., June 30 or December 31).

Report the total net assets of all broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm–Leach–Bliley Act. The definition of assets generally corresponds to balance sheet item 9. *Include* both domestic and foreign subsidiaries that are owned by the financial holding company. *Exclude* from this item intercompany assets and claims on affiliates that are eliminated when preparing consolidated financial statements for the financial holding company. Also exclude any subsidiaries that are held through a U.S. depository institution.

Line Item M22 Net assets of insurance underwriting subsidiaries.

*This item is to be completed only by the top-tier financial holding company in a multi-tiered organization (and single-tiered financial holding companies) and includes only newly authorized insurance underwriting activities permitted under the Gramm–Leach–Bliley Act. A financial holding company is a U.S. bank holding company that has submitted a declaration to become a financial holding company with the appropriate Federal Reserve Bank and whose declaration has been determined to be effective as of the reporting period (e.g., June 30 or December 31). Report the total net assets for insurance underwriting subsidiaries. The definition of assets generally corresponds to Schedule SC, item 9. *Include* both domestic and foreign subsidiaries that are owned by the financial holding company. *Exclude* from this item:*

- (1) intercompany assets and claims on affiliates that are eliminated when preparing consolidated financial statements for the financial holding company,
- (2) subsidiaries that engage solely in underwriting credit-related insurance that was permissible for bank holding companies to engage in prior to the Gramm–Leach–Bliley Act under Section 225.23(b)(11)(I) of Regulation Y, and
- (3) subsidiaries that are principally engaged in insurance agency activities.

Notes to the Parent Company Only Financial Statements for Small Bank Holding Companies—FR Y-9SP

This section has been provided to allow small bank holding companies to provide additional explanations of the content of specific items in the parent company only financial statements. The reporting bank holding company should include any transactions reported on the Income Statement and Balance Sheet that it wishes to explain or that have been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or in its quarterly reports to the Securities and Exchange Commission (SEC).

Report in the space provided the schedule and line item for which the holding company is specifying additional information, a description of the transaction and, in the column provided, the dollar amount associated with the transaction being disclosed.

Validity (V) Edits for the FR Y-9SP
(Effective June 30, 2005)

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

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in Boolean Algebra Format
Schedule SI - Income Statement				
V	0040	SI-5 (bhsp 4000)	Sum of SI-1a through SI-4 must equal SI-5.	(bhsp0508 + bhsp2111 + bhsp0523 + bhsp0530+ bhsp0206 + bhsp1283 + bhsp0447) eq bhsp4000
V	0050	SI-8 (bhsp 4130)	Sum of SI-6 and SI-7 must equal SI-8.	(bhsp4073 + bhsp4093) eq bhsp4130
V	0060	SI-9 (bhsp 4250)	SI-5 minus SI-8 must equal SI-9.	(bhsp4000 - bhsp4130) eq bhsp4250
V	0070	SI-11 (bhsp 0496)	SI-9 minus SI-10 must equal SI-11.	(bhsp4250 - bhsp4302) eq bhsp0496
V	0080	SI-13 (bhsp 4340)	Sum of SI-11 through SI-12c must equal SI-13.	(bhsp0496 + bhsp3156 + bhsp2112 + bhsp3513) eq bhsp4340
V	0095	SI-Mem2 (bhsp a530)	SI-Mem2 must equal 1 (yes) or 0 (no).	bhspa530 eq 1 or bhspa530 eq 0
Schedule SC - Balance Sheet				
V	0200	SC-3c (bhsp 2723)	SC-3a minus SC-3b must equal SC-3c.	(bhsp2122 - bhsp3123) eq bhsp2723
V	0250	SC-9 (bhsp 2170)	Sum of SC-1a through SC-2 and SC-3c through SC-8 must equal SC-9.	(bhsp5993 + bhsp0010 + bhsp0390 + bhsp2723 + bhsp3239 + bhsp3238 + bhsp3148 + bhsp0088 + bhsp0087 + bhsp0089 + bhsp0201 + bhsp0202 + bhsp3523 + bhsp0027 + bhsp3620) eq bhsp2170
V	0320	SC-12 (bhsp 3166)	SC-12 must be less than or equal to the sum of SC-10a through SC-11.	bhsp3166 le (bhsp2309 + bhsp2724 + bhsp3151)
V	0335	SC-16f (bhsp 3210)	Sum of SC-16a through SC-16e must equal SC-16f.	(bhsp3283 + bhsp3230 + bhsp3247 + bhspb530 + bhspa130) eq bhsp3210
V	0345	SC-17 (bhsp 3300)	Sum of SC-10a through SC-14b and SC-16f must equal SC-17.	(bhsp2309 + bhsp2724 + bhsp3151 + bhsp3166 + bhsp3167 + bhsp3605 + bhsp3621 + bhsp3210) eq bhsp3300
V	0355	SC-17 (bhsp 3300)	SC-17 must equal SC-9.	bhsp3300 eq bhsp2170

Validity (V) Edits for the FR Y-9SP
(Effective June 30, 2005)

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

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in Boolean Algebra Format
Schedule SC-M - Memoranda				
V	0400	SC-M1 (bhsp 8519)	If SC-9 does not equal zero, then SC-M1 must not equal zero or null.	bhsp2170 ne 0 then (bhsp8519 ne 0 or bhsp8519 ne null)
V	0410	SC-M2 (bhsp 3152)	SC-M2 must be less than or equal to the sum of SC-10a through SC-11.	bhsp3152 le (bhsp2309 + bhsp2724 + bhsp3151)
V	0435	SC-M6 (bhsp 0416)	SC-M6 must be less than or equal to SC-2.	bhsp0416 le bhsp0390
V	0445	SC-M7b (bhsp 8517)	The sum of SC-M7a and SC-M7b must equal SC-2.	(bhsp8516 + bhsp8517) eq bhsp0390
V	0460	SC-M14 (bhsp 6416)	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then SC-M14 must equal 1 (yes) or 0 (no); else SC-M14 must equal null.	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then bhsp6416 eq 1 or bhsp6416 eq 0; else bhsp6416 must equal null.
V	0480	SC-M16b (bhsp 3527)	Sum of SC-M15a through SC-M16b must be less than or equal to SC-14b.	(bhsp3524 + bhsp3526 + bhsp3525 + bhsp3527) le bhsp3621
V	0490	SC-M17d (bhsp 2792)	SC-M17d must be less than or equal to SC-M17a.	bhsp2792 le bhsp4778
V	0500	SC-M17e (bhsp 2794)	If SC-M17a is greater than zero, then SC-M17e must be greater than zero.	If bhsp4778 gt 0 then bhsp2794 gt 0
V	0510	SC-M17f (bhsp 2796)	If SC-M17d is greater than zero, then SC-M17f must be greater than zero.	If bhsp2792 gt 0 then bhsp2796 gt 0
V	0520	SC-M17f (bhsp 2796)	SC-M17f must be less than or equal to SC-M17e.	bhsp2796 le bhsp2794
V	0530	SC-M18 (bhspc161)	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then SC-M18 must equal 1 (yes) or 0 (no); else SC-M18 must equal null.	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then bhspc161 eq 1 or bhspc161 eq 0; else bhspc161 must equal null.
V	0535	SC-M19 (bhck c159)	If SC-M18 is equal to 1 (yes), then SC-M19 must equal 1 (yes) or 0 (no); else SC-M19 must equal null.	if bhspc161 eq 1 then bhspc159 eq 1 or bhspc159 eq 0 if bhspc161 eq 0 then bhspc159 eq null

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
(Effective as of June 30, 2005)

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
All Schedules on the FR Y-9SP				
Q	0012	Financial Data	Financial data should not be negative except for SI-9 through SI-13, SC-4a, SC-4b, SC-5a, SC-5b, SC-6a, SC-6b, SC-16c, SC-16d, SC-16e, SC-16f and "Notes to the Parent Company Only Financial Statements" 1 through 5.	<p>(bhsp0508 ge 0 or bhsp0508 eq null) and (bhsp2111 ge 0 or bhsp2111 eq null) and (bhsp0523 ge 0 or bhsp0523 eq null) and (bhsp0530 ge 0 or bhsp0530 eq null) and (bhsp0206 ge 0 or bhsp0206 eq null) and (bhsp1283 ge 0 or bhsp1283 eq null) and (bhsp0447 ge 0 or bhsp0447 eq null) and (bhsp4000 ge 0 or bhsp4000 eq null) and (bhsp4073 ge 0 or bhsp4073 eq null) and (bhsp4093 ge 0 or bhsp4093 eq null) and (bhsp4130 ge 0 or bhsp4130 eq null) and (bhsp3158 ge 0 or bhsp3158 eq null) and (bhspa530 ge 0 or bhspa530 eq null) and (bhspc254 ge 0 or bhspc254 eq null) and (bhsp5993 ge 0 or bhsp5993 eq null) and (bhsp0010 ge 0 or bhsp0010 eq null) and (bhsp0390 ge 0 or bhsp0390 eq null) and (bhsp2122 ge 0 or bhsp2122 eq null) and (bhsp3123 ge 0 or bhsp3123 eq null) and (bhsp2723 ge 0 or bhsp2723 eq null) and (bhsp3148 ge 0 or bhsp3148 eq null) and (bhsp0089 ge 0 or bhsp0089 eq null) and</p> <p>(bhsp3523 ge 0 or bhsp3523 eq null) and (bhsp0027 ge 0 or bhsp0027 eq null) and (bhsp3620 ge 0 or bhsp3620 eq null) and (bhsp2170 ge 0 or bhsp2170 eq null) and (bhsp2309 ge 0 or bhsp2309 eq null) and (bhsp2724 ge 0 or bhsp2724 eq null) and (bhsp3151 ge 0 or bhsp3151 eq null) and (bhsp3166 ge 0 or bhsp3166 eq null) and (bhsp3167 ge 0 or bhsp3167 eq null) and (bhsp3605 ge 0 or bhsp3605 eq null) and (bhsp3621 ge 0 or bhsp3621 eq null) and (bhsp3283 ge 0 or bhsp3283 eq null) and (bhsp3230 ge 0 or bhsp3230 eq null) and (bhsp3300 ge 0 or bhsp3300 eq null) and (bhsp8519 ge 0 or bhsp8519 eq null) and (bhsp3152 ge 0 or bhsp3152 eq null) and (bhsp3153 ge 0 or bhsp3153 eq null) and (bhspc702 ge 0 or bhspc702 eq null) and (bhsp3155 ge 0 or bhsp3155 eq null) and (bhsp0416 ge 0 or bhsp0416 eq null) and (bhsp8516 ge 0 or bhsp8516 eq null) and (bhsp8517 ge 0 or bhsp8517 eq null) and (bhsp6796 ge 0 or bhsp6796 eq null) and (bhsp6797 ge 0 or bhsp6797 eq null) and (bhspa024 ge 0 or bhspa024 eq null) and (bhspc256 ge 0 or bhspc256 eq null) and (bhsp2145 ge 0 or bhsp2145 eq null) and (bhsp2148 ge 0 or bhsp2148 eq null) and</p>

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
(Effective as of June 30, 2005)

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Q	0012		continued....	(bhspc009 ge 0 or bhspc009 eq null) and (bhsp8520 ge 0 or bhsp8520 eq null) and (bhsp8521 ge 0 or bhsp8521 eq null) and (bhsp8522 ge 0 or bhsp8522 eq null) and (bhsp3066 ge 0 or bhsp3066 eq null) and (bhspc257 ge 0 or bhspc257 eq null) and (bhsp2932 ge 0 or bhsp2932 eq null) and (bhsp3049 ge 0 or bhsp3049 eq null) and (bhsp8523 ge 0 or bhsp8523 eq null) and (bhsp8524 ge 0 or bhsp8524 eq null) and (bhsp8525 ge 0 or bhsp8525 eq null) and (bhspc255 ge 0 or bhspc255 eq null) and (bhsp6416 ge 0 or bhsp6416 eq null) and (bhsp3524 ge 0 or bhsp3524 eq null) and (bhsp3526 ge 0 or bhsp3526 eq null) and (bhsp3525 ge 0 or bhsp3525 eq null) and (bhsp3527 ge 0 or bhsp3527 eq null) and (bhsp4778 ge 0 or bhsp4778 eq null) and (bhspc427 ge 0 or bhspc427 eq null) and (bhspc428 ge 0 or bhspc428 eq null) and (bhsp2792 ge 0 or bhsp2792 eq null) and (bhsp2794 ge 0 or bhsp2794 eq null) and (bhsp2796 ge 0 or bhsp2796 eq null) and (bhspc159 ge 0 or bhspc159 eq null) and (bhspc700 ge 0 or bhspc700 eq null) and (bhspc701 ge 0 or bhspc701 eq null) and (bhspc161 ge 0 or bhspc161 eq null) and (bhspc252 ge 0 or bhspc252 eq null) and (bhspc253 ge 0 or bhspc253 eq null)
Schedule SI - Income Statement				
Q	0620	SI-6 (bhsp 4073)	If SC-12 is greater than zero, then SI-6 should be greater than zero.	if bhsp3166 gt 0 then bhsp4073 gt 0
Q	0625	SI-7 (bhsp 4093)	If SI-Mem3 is greater than zero, then SI-Mem3 should be less than or equal to SI-7.	if bhspc254 gt 0 then bhspc254 le bhsp4093
Q	0630	SI-12a (bhsp 3156)	If SC-4a is greater than zero, then the sum of SI-1a and SI-12a should not be equal to zero.	if bhsp3239 gt 0 then (bhsp0508 + bhsp3156) ne 0
Q	0635	SI-12a (bhsp 3156)	If SI-1a or SI-12a does not equal zero or null, then SC-4a should not equal zero or null.	if ((bhsp0508 ne 0 or null) or (bhsp3156 ne 0 or null)) then (bhsp3239 ne 0 or null)
Q	0645	SI-12b (bhsp 2112)	If SC-5a is greater than zero, then the sum of SI-2a and SI-12b should not be equal to zero.	if bhsp0088 gt 0 then (bhsp0523 + bhsp2112) ne 0
Q	0650	SI-12b (bhsp 2112)	If SI-2a or SI-12b does not equal zero or null, then SC-5a should not equal zero or null.	if ((bhsp0523 ne 0 or null) or (bhsp2112 ne 0 or null)) then (bhsp0088 ne 0 or null)
Q	0665	SI-12c (bhsp 3513)	If SC-6a is greater than zero, then the sum of SI-3a and SI-12c should not be equal to zero.	if bhsp0201 gt 0 then (bhsp0206 + bhsp3513) ne 0
Q	0670	SI-12c (bhsp 3513)	If SI-3a or SI-12c does not equal zero or null, then SC-6a should not equal zero or null.	if ((bhsp0206 ne 0 or null) or (bhsp3513 ne 0 or null)) then (bhsp0201 ne 0 or null)
Q	0750	SI-Mem1 (bhsp 3158)	If SI-Mem1 is greater than zero, then SI-Mem1 should be less than SC-16c.	if bhsp3158 gt 0 then bhsp3158 lt bhsp3247
I	0765	SI-Mem2 (bhsp a530)	If SI-Mem2 (previous) equals "1" (yes), then SI-Mem2 (current) should equal "1" (yes).	if (bhspa530-q2 eq 1) then (bhspa530-q1 eq 1)
Q	0767	SC-Mem3 (bhsp c254)	If SC-M13 is greater than zero, then SI-Mem3 should be greater than zero.	if bhspc255 gt 0 then bhspc254 gt 0

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
(Effective as of June 30, 2005)

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Schedule SC - Balance Sheet				
Q	0773	SC-5a (bhsp 0088)	If SC-M13 is greater than zero, then SC-5a should be greater than zero.	if bhspc255 gt 0 then bhsp0088 gt 0
Q	0775	SC-6c (bhsp 3523)	If the reporting institution is a BHC with no subsidiary BHC's, then the sum of SC-4a through SC-4c should be greater than zero and the sum of SC-6a through SC-6c should be null.	If the reporting institution is BHC with no subsidiary BHC's, then (bhsp3239 + bhsp3238 + bhsp3148) gt 0 and (bhsp0201 + bhsp0202 + bhsp3523) eq null.
Q	0776	SC-6c (bhsp 3523)	If the reporting institution is a multi-tiered BHC with a subsidiary BHC, then the sum of SC-6a through SC-6c should be greater than zero.	If the reporting institution is a multi-tiered BHC with a subsidiary BHC, then (bhsp0201 + bhsp0202 + bhsp3523) gt 0.
I	0800	SC-9 (bhsp 2170)	The period-to-period percentage change for SC-9 should be in the range of -25% to +25%.	((bhsp2170-q1 - bhsp2170-q2)/bhsp2170-q1) * 100 ge -25 and ((bhsp2170-q1 - bhsp2170-q2)/bhsp2170-q1) * 100 le 25
Schedule SC-M - Memoranda				
Q	0865	SC-M1 (bhsp 8519)	SC-M1 should be greater than SC-9.	bhsp8519 gt bhsp2170
Q	0869	SC-M1 (bhsp 8519)	SC-M1 should be less than \$150 million.	bhsp8519 lt 150000
Q	0872	SC-M3 (bhsp 3153)	If SC-M3 is greater than zero, then SC-16e should not equal zero.	if bhsp3153 gt 0 then bhspa130 ne 0
Q	0874	SC-M3 (bhsp 3153)	If SC-M3 is greater than zero, then SC-M3 should be greater than 5% of SC-16f.	if bhsp3153 gt 0 then bhsp3153 gt (0.05 * bhsp3210)
Q	0876	SC-M4 (bhsp c702)	If SC-M4 is greater than zero, then the sum of SC-16a through SC-16d should not equal zero.	if bhspc702 gt 0 then (bhsp3283 + bhsp3230 + bhsp3247 + bhspb530) ne 0
Q	0878	SC-M5 (bhsp 3155)	SC-M5 should be less than or equal to SC-3a.	bhsp3155 le bhsp2122
Q	0881	SC-M11f (bhsp 8520)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8520 ne null or bhsp8520 ne 0 then text8520 ne null
Q	0882	SC-M11f (text 8520)	If text data is not equal to null, then financial data should not equal null or zero.	if text8520 ne null then bhsp8520 ne null or bhsp8520 ne 0
Q	0883	SC-M11g (bhsp 8521)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8521 ne null or bhsp8521 ne 0 then text8521 ne null
Q	0884	SC-M11g (text 8521)	If text data is not equal to null, then financial data should not equal null or zero.	if text8521 ne null then bhsp8521 ne null or bhsp8521 ne 0
Q	0894	SC-M11g (bhsp 8521)	If SC-M11g does not equal zero or null, then SC-M11f should not equal zero or null.	if (bhsp8521 ne 0 or null) then (bhsp8520 ne 0 or null)
Q	0895	SC-M11h (bhsp 8522)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8522 ne null or bhsp8522 ne 0 then text8522 ne null

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
(Effective as of June 30, 2005)

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Q	0896	SC-M11h (text 8522)	If text data is not equal to null, then financial data should not equal null or zero.	if text8522 ne null then bhsp8522 ne null or bhsp8522 ne 0
Q	0898	SC-M11h (bhsp 8522)	If SC-M11h does not equal zero or null, then SC-M11g should not equal zero or null.	if (bhsp8522 ne 0 or null) then (bhsp8521 ne 0 or null)
Q	0899	SC-M11h (bhsp 8522)	If SC-M11a through SC-M11h is greater than zero, then the sum should be less than or equal to SC-7.	if (bhspa024 + bhspc256 + bhsp2145 + bhsp2148 + bhspc009 + bhsp8520 + bhsp8521 + bhsp8522) gt 0 then (bhspa024 + bhspc256 + bhsp2145 + bhsp2148 + bhspc009 + bhsp8520 + bhsp8521 + bhsp8522) le bhsp0027
Q	0908	SC-M12e (bhsp 8523)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8523 ne null or bhsp8523 ne 0 then text8523 ne null
Q	0909	SC-M12e (text 8523)	If text data is not equal to null, then financial data should not equal null or zero.	if text8523 ne null then bhsp8523 ne null or bhsp8523 ne 0
Q	0910	SC-M12f (bhsp 8524)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8524 ne null or bhsp8524 ne 0 then text8524 ne null
Q	0911	SC-M12f (text 8524)	If text data is not equal to null, then financial data should not equal null or zero.	if text8524 ne null then bhsp8524 ne null or bhsp8524 ne 0
Q	0912	SC-M12f (bhsp 8524)	If SC-M12f does not equal zero or null, then SC-M12e should not equal zero or null.	if (bhsp8524 ne 0 or null) then (bhsp8523 ne 0 or null)
Q	0914	SC-M12g (bhsp 8525)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8525 ne null or bhsp8525 ne 0 then text8525 ne null
Q	0915	SC-M12g (text 8525)	If text data is not equal to null, then financial data should not equal null or zero.	if text8525 ne null then bhsp8525 ne null or bhsp8525 ne 0
Q	0916	SC-M12g (bhsp 8525)	If SC-M12g does not equal zero or null, then SC-M12f should not equal zero or null.	if (bhsp8525 ne 0 or null) then (bhsp8524 ne 0 or null)
Q	0917	SC-M12g (bhsp 8525)	If SC-M12a through SC-M12g is greater than zero, then the sum should be less than or equal to SC-13.	if (bhsp3066 + bhspc257 + bhsp2932 + bhsp3049 + bhsp8523 + bhsp8524 + bhsp8525) gt 0 then (bhsp3066 + bhspc257 + bhsp2932 + bhsp3049 + bhsp8523 + bhsp8524 + bhsp8525) le bhsp3167
Q	0918	SC-M17a (bhsp 4778)	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, and if SC-5a does not equal zero, then SC-M17a should not equal zero.	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, and bhsp0088 ne 0 then bhsp4778 ne 0.
Q	0919	SC-M17a (bhsp 4778)	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, and if SC-M17a does not equal zero, then SC-5a should not equal zero.	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, and bhsp4778 ne 0 then bhsp0088 ne 0.
Q	0921	SC-M17e (bhsp 2794)	If SC-M17e is greater than zero, then SC-M17a should be greater than zero.	if (bhsp2794 gt 0) then (bhsp4778 gt 0)
Q	0923	SC-M17f (bhsp 2796)	If SC-M17f is greater than zero, then SC-M17e should be greater than zero.	if (bhsp2796 gt 0) then (bhsp2794 gt 0)

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
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Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Q	0925	SC-M17a thru SC-M17f (bhsp 4778, c427, c428, 2792, 2794, and 2796)	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then SC-M17a through SC-M17f should be greater than or equal to zero, else sum should equal null.	If the reporting institution is a top-tier BHC or is a lower-tier BHC functioning as the top-tier BHC, then (bhsp4778 ge 0, bhspc427 ge 0, bhspc428 ge 0, bhsp2792 ge 0, bhsp2794 ge 0, bhsp2796 ge 0) else (bhsp4778 + bhspc427 + bhspc428 + bhsp2792 + bhsp2794 + bhsp2796 eq null).
Q	0930	SC-M20a (bhsp c700)	If SC-M18 equals 1 (yes), and SC-M19 equals 1 (yes) then SC-M20a must be null; else SC-M20a should be equal to 0 (no) or 1 (yes.)	if bhspc161 eq 1 and bhspc159 eq 1 then bhspc700 eq null if (bhspc161 eq 0 or bhspc159 eq 0 or the reporting institution is a lower-tier BHC not functioning as the top-tier) then bhspc700 eq 1 or bhspc700 eq 0.
Q	0940	SC-M20b (bhsp c701)	If SC-M18 equals 1 (yes), and SC-M19 equals 1 (yes) then SC-M20b must be null; else SC-M20b should be equal to 0 (no) or 1 (yes.).	if bhspc161 eq 1 and bhspc159 eq 1 then bhspc701 eq null if (bhspc161 eq 0 or bhspc159 eq 0 or the reporting institution is a lower-tier BHC not functioning as the top-tier) then bhspc701 eq 1 or bhspc701 eq 0.

Quality (Q) and Intraseries (I) Edits for the FR Y-9SP
(Effective as of June 30, 2005)

Edit Type	FRS EDCK	Target Item	Edit Test	Edit Test in the Form of Boolean Algebra
Notes to the Parent Company Only Financial Statements				
Bank Holding Companies with information to report that has no corresponding financial data should use the general remark/comment box and not the and not the Notes to the Parent Company Only Financial Statement items on the report form.				
Q	1000	FN1 (bhsp 8526)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8526 ne null or bhsp8526 ne 0 then text8526 ne null
Q	1001	FN1 (text 8526)	If text data is not equal to null, then financial data should not equal null or zero.	if text8526 ne null then bhsp8526 ne null or bhsp8526 ne 0
Q	1002	FN2 (bhsp 8527)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8527 ne null or bhsp8527 ne 0 then text8527 ne null
Q	1003	FN2 (text 8527)	If text data is not equal to null, then financial data should not equal null or zero.	if text8527 ne null then bhsp8527 ne null or bhsp8527 ne 0
Q	1004	FN3 (bhsp 8528)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8528 ne null or bhsp8528 ne 0 then text8528 ne null
Q	1005	FN3 (text 8528)	If text data is not equal to null, then financial data should not equal null or zero.	if text8528 ne null then bhsp8528 ne null or bhsp8528 ne 0
Q	1006	FN4 (bhsp 8529)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8529 ne null or bhsp8529 ne 0 then text8529 ne null
Q	1007	FN4 (text 8529)	If text data is not equal to null, then financial data should not equal null or zero.	if text8529 ne null then bhsp8529 ne null or bhsp8529 ne 0
Q	1008	FN5 (bhsp 8530)	If financial data is not equal to null or zero, then text data should not be null.	if bhsp8530 ne null or bhsp8530 ne 0 then text8530 ne null
Q	1009	FN5 (text 8530)	If text data is not equal to null, then financial data should not equal null or zero.	if text8530 ne null then bhsp8530 ne null or bhsp8530 ne 0

Worksheet

For the Y-9SP, Income Statement, Item 1(a), “Dividends from Bank Subsidiary(s)”

- (1) Copy the amount of the cash dividends declared by the bank subsidiary from its Consolidated Report of Income (FFIEC 031 or FFIEC 041), Schedule RI-A, items 8 and 9, “Cash dividends declared on preferred stock” and “Cash dividends declared on common stock.” _____
- (2) Determine the bank holding company’s percentage ownership in the subsidiary bank specified in (1) above. _____ %
- (3) Multiply (1) times (2) above. (This amount should be equal to the bank holding company’s dividends from the bank subsidiary, item 1 on the Income Statement of the FR Y-9SP if the bank holding company has only *one* bank subsidiary.) _____

This worksheet may be completed at the bank holding company’s option. It is not to be submitted with the FR Y-9SP.

Worksheet

For the Y-9SP, Income Statement, Item 12(a), “Equity in Undistributed Income (Loss) of Bank Subsidiary(s)”

- (1) Copy the amount in the bank subsidiary’s Consolidated Report of Income (FFIEC 031 or FFIEC 041), Schedule RI, item 12, “Net Income.” _____
- (2) Determine the bank holding company’s percentage ownership in the subsidiary bank specified in (1) above. _____ %
- (3) Multiply (1) times (2) above. (This amount should be the equal to the bank holding company’s equity in the net income of the bank subsidiary specified in (1) above.) _____
- (4) Copy the amount reported on item 1 on the Income Statement of the FR Y-9SP “Dividends from bank subsidiary(s). (See attached worksheet for procedure to calculate such dividends.) _____
- (5) Subtract (4) from (3). (This amount generally is the amount that should be reported on the FR Y-9SP in item 12(a), “Equity in undistributed income (loss) of bank subsidiary(s).”) _____

If audit adjustments from either internal or external auditors, or from an inspection have been made to the subsidiary bank’s financial statements and these adjustments restate the bank subsidiary’s statements, the amount copied in (1) above should be the restated amount.

If the bank subsidiary(s) has issued preferred stock, the bank holding company should contact the Reserve Bank with which it files the FR Y-9SP for assistance in the calculation.

This worksheet may be completed at the bank holding company’s option. It is not to be submitted with the FR Y-9SP.

Worksheet

For the Y-9SP, Balance Sheet, Item 4(a), “Equity Investment in Bank Subsidiary(s)”

- (1) Copy the amount of “Total equity capital” reported on the Consolidated Report of Condition (FFIEC 031 or FFIEC 041), Schedule RC, Balance Sheet, item 28, for the bank holding company’s bank subsidiary. _____
- (2) Determine the bank holding company’s percentage ownership in the subsidiary bank specified in (1) above. _____ %
- (3) Multiply (1) times (2) above. (This amount generally should be the amount that is reported on item 4(a) of the FR Y-9SP when the bank holding company has only *one* bank subsidiary.) _____

If audit adjustments from either internal or external auditors, or from an inspection have been made to the subsidiary bank’s financial statements and these adjustments restate the bank subsidiary’s statements, the amount copied in (1) above should be the restated amount.

If the bank subsidiary(s) has issued preferred stock, the bank holding company should contact the Reserve Bank with which it files the FR Y-9SP for assistance in the calculation.

This worksheet may be completed at the bank holding company’s option. It is not to be submitted with the FR Y-9SP.