

Board of Governors of the Federal Reserve System



Annual Financial Statements of Nonbank Subsidiaries of Bank Holding Companies—FR Y-111

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

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

The Annual Financial Statements of Nonbank Subsidiaries of Bank Holding Companies are to be prepared in accordance with the instructions provided by the Federal Reserve System. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report:
December 31, 2001

Month / Date / Year (BHCC 9999)

I, _____
Name and Title of Officer

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

Signature of Officer

Date of Signature

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

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

For Federal Reserve Bank Use Only

BHC RSSD ID _____

SUB RSSD ID _____

C.I. _____

Person to whom questions about this report should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Annual Financial Statements of Nonbank Subsidiaries of Bank Holding Companies

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

Legal Name of Nonbank Subsidiary (TEXT 9012)

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

If the name of the nonbank subsidiary has changed since the previous FR Y-111 was filed with the Federal Reserve, indicate the former name of the company. (TEXT 9023)

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

Report at the close of business _____

Income Statement (calendar year-to-date)

Dollar Amounts in Thousands

	BHCC	Bil	Mil	Thou	
1. Total interest income	4107				1.
2. Total interest expense	4073				2.
3. Net interest income (item 1 minus item 2)	4074				3.
4. Provision for credit losses	4230				4.
5. Total noninterest income	4079				5.
6. Realized gains (losses) on held-to-maturity securities and available-for-sale securities	4091				6.
7. Total noninterest expense	4093				7.
8. Intercompany income.....	3628				8.
9. Intercompany expense.....	3630				9.
10. Income before taxes, extraordinary items, and other adjustments (sum of items 3, 5, 6, and 8 minus the sum of items 4, 7, and 9).....	3631				10.
11. Applicable income taxes (benefits) (estimated)	4302				11.
12. Extraordinary items, net of income taxes.....	4320				12.
13. Equity in undistributed income (loss) of subsidiary(s).....	3147				13.
14. Net income (loss) (sum of items 10, 12, and 13 minus item 11)	4340				14.

Changes in Equity Capital

Dollar Amounts in Thousands

	BHCC	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Income Statements)	3217				1.
	bhct				
2. Net income (loss) (must equal Income Statement, item 14)	4340				2.
	BHCC				
3. Sale, conversion, acquisition, or retirement of common stock and perpetual preferred stock .	A035				3.
4. LESS: Cash dividends declared:					
a. Preferred	A101				4.a.
b. Common.....	4460				4.b.
5. Other comprehensive income ¹	B511				5.
6. Other adjustments	3581				6.
	bhct				
7. Equity capital at end of current period (sum of items 1, 2, 3, 5, and 6 minus items 4.a and 4.b) (must equal Balance Sheet, item 20).....	3210				7.

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

Balance Sheet

Dollar Amounts in Thousands

	BHCC	Bil	Mil	Thou	
ASSETS					
1. Cash and balances due from depository institutions	0010				1.
2. Held-to-maturity and available-for-sale securities	A036				2.
3. Federal funds sold and securities purchased under agreements to resell.....	1350				3.
4. Loans and lease financing receivables:					
a. Loans and lease financing receivables, net of unearned income	2122				4.a.
b. LESS: Allowance for loan and lease losses	3123				4.b.
c. Loans and lease financing receivables, net of unearned income and allowance for loan and lease losses (item 4.a minus 4.b)	2125				4.c.
5. Trading assets.....	3545				5.
6. Premises and fixed assets (including capitalized leases)	2145				6.
7. Other real estate owned.....	2150				7.
8. Investments in other companies	2130				8.
9. Intangible assets	2143				9.
10. All other assets	2160				10.
11. Balances with related institutions, gross:					
a. Balances due from bank holding company (parent companies only), gross	1725				11.a.
b. Balances due from subsidiary banks of the bank holding company, gross	1726				11.b.
c. Balances due from other nonbank subsidiaries of the bank holding company, gross	1793				11.c.
12. Total assets (sum of items 1, 2, 3, 4.c through 11.c).....	2170				12.
LIABILITIES AND EQUITY CAPITAL					
13. Deposits	2200				13.
14. Trading liabilities	3548				14.
15. Borrowings with a remaining maturity of one year or less (including federal funds purchased)	5490				15.
16. Borrowings with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock).....	1729				16.
17. All other liabilities	2750				17.
18. Balances due to related institutions, gross:					
a. Balances due to bank holding company (parent companies only), gross	1781				18.a.
b. Balances due to subsidiary banks of the bank holding company, gross	1782				18.b.
c. Balances due to other nonbank subsidiaries of the bank holding company, gross	1794				18.c.
19. Total liabilities (sum of items 13 through 18.c)	2948				19.
20. Total equity capital.....	3210				20.
21. Total liabilities and equity capital (sum of items 19 and 20)	3300				21.

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

Dollar Amounts in Thousands

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

Schedule A—Loans and Lease Financing Receivables
(To be completed only by nonbanking subsidiaries engaged in credit extending activities)

Dollar Amounts in Thousands

(Exclude balances with related institutions)	BHCC	Bil	Mil	Thou									
1. Loans secured by real estate	1410				1.								
2. Commercial and industrial loans	3623				2.								
3. Loans to depository institutions	3622				3.								
4. Loans to individuals for personal, household, and other personal expenditures	1975				4.								
5. All other loans and lease financing receivables	A017				5.								
6. Loans and lease financing receivables:													
a. To U.S. addressees	1721				6.a.								
b. To non-U.S. addressees	1722				6.b.								
7. Past due and nonaccrual loans and leases:													
a. Loans and leases past due 30 through 89 days	1406				7.a.								
b. Loans and leases past due 90 days or more	1407				7.b.								
c. Nonaccrual loans and leases	1403				7.c.								
d. Loans and leases restructured and included in past due and nonaccrual loans.....	A018				7.d.								
e. Loans and leases restructured and in compliance with modified terms	1616				7.e.								
8. Loan and lease losses:													
a. Charge-offs.....	C079				8.a.								
b. Recoveries	4605				8.b.								
9. Loan servicing portfolio:													
a. Number of loans in servicing portfolio (report the actual number)	<table border="1" style="width: 100%; text-align: center;"> <tr> <td colspan="4">NUMBER</td> </tr> <tr> <td>A019</td> <td></td> <td></td> <td></td> </tr> </table>				NUMBER				A019				9.a.
NUMBER													
A019													
b. Dollar amount of loans in servicing portfolio	A020				9.b.								
10. Loans that have been securitized and sold without recourse with servicing retained (year-to-date)	A021				10.								

Notes to the Financial Statements

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

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

Example

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

TEXT	BHCC	Bil	Mil	Thou
0000 Accounts receivable of \$500,000 are included in line item 10,				
"All other assets," on the balance sheet.				
	0000			500

Notes to the Financial Statements

Dollar amount in thousands

TEXT	BHCC	Bil	Mil	Thou
1. B067				
	B067			
2. B068				
	B068			
3. B069				
	B069			
4. B070				
	B070			
5. B071				
	B071			
6. B072				
	B072			
7. B073				
	B073			
8. B074				
	B074			
9. B075				
	B075			
10. B076				
	B076			