

Board of Governors of the Federal Reserve System



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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

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

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

Date of Report:

Month / Day / Year (BHCS 9999)

I, the undersigned officer of the holding company attest that the FR Y-11 reports listed on the following page(s) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Printed Name of Officer (BHCS C490)

Legal Name of the Top-Tier Holding Company (RSSD 9017)

Title of Officer (BHCS C491)

(Mailing Address of the Holding Company) Street / PO Box (RSSD 9110)

Signature of Officer (BHCS H321)

City (RSSD 9130)

State (RSSD 9200)

Zip Code (RSSD 9220)

Date of Signature (MM/DD/YYYY) (BHCS J196)

Number of reports attested to under this signature.....

BHCS	
J444	

Person to whom questions about these reports should be directed:

Name / Title (BHCS 8901)

Area Code / Phone Number (BHCS 8902)

Area Code / FAX Number (BHCS 9116)

E-mail Address of Contact (BHCS 4086)

To be completed for the December report only.

Indicate whether the subsidiary(ies) meets the annual or quarterly filing criteria for December (Enter "1" for annual; enter "2" for quarterly).....

BHCS	
6909	

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

HC RSSD ID _____
SUB RSSD ID _____
C.I. _____

Is confidential treatment requested for any portion of this report submission?

0=No	BHCS	
1=Yes	C447	

In accordance with the General Instructions for this report (check only one),

- a letter justifying this request is being provided along with the report (BHCS KY38) ☐
- a letter justifying this request has been provided separately (BHCS KY38) ☐

Reporting institutions must maintain in their files a manually signed and attested printout of the data submitted.

Public reporting burden for this information collection is estimated to be an average of 8.3 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0073), Washington, DC 20503.

Detailed Listing of Subsidiaries

Holding companies must provide the information requested below for each nonbank subsidiary included in this submission. This page must be attached to page 1 and placed in the holding company's file and should not be submitted to the Reserve Bank.

Name(s) of Nonbank Subsidiary	Mailing Address	Subsidiary RSSD ID
1. _____ Legal Name of Nonbank Subsidiary	_____ Street / PO Box _____ City State Zip Code	_____ RSSD ID
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Note: If there are more than 10 submissions, attach additional pages.

Legal Name of Nonbank Subsidiary (TEXT 9012)

(Mailing Address of Nonbank Subsidiary) Street / PO Box (TEXT 9013)

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

City (TEXT 9024)

State (TEXT 9026)

Zip Code (TEXT 9027)

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

Dollar Amounts in Thousands		BHCS	Amount	
1. Interest income:				
a. Interest and fee income from nonrelated organizations	A028			1.a.
b. Interest and fee income from related organizations	A029			1.b.
c. Total interest income (sum of items 1.a and 1.b)	4107			1.c.
2. Interest expense:				
a. Interest expense pertaining to nonrelated organizations	A030			2.a.
b. Interest expense pertaining to related organizations	A031			2.b.
c. Total interest expense (sum of items 2.a and 2.b)	4073			2.c.
3. Net interest income (item 1.c minus item 2.c)	4074			3.
4. Provision for credit losses ¹	JJ33			4.
5. Noninterest income:				
a. From nonrelated organizations:				
(1) Income from fiduciary activities	4070			5.a.(1)
(2) Service charges on deposit accounts	4080			5.a.(2)
(3) Trading revenue	A220			5.a.(3)
(4) Investment banking, advisory, brokerage, and underwriting fees and commissions	B490			5.a.(4)
(5) Venture capital revenue	B491			5.a.(5)
(6) Net servicing fees	B492			5.a.(6)
(7) Net securitization income	B493			5.a.(7)
(8) Insurance commissions and fees	B494			5.a.(8)
(9) Fees and commissions from annuity sales	C887			5.a.(9)
(10) Other noninterest income	B497			5.a.(10)
b. From related organizations	4619			5.b.
c. Total noninterest income (sum of items 5.a.(1) through 5.a.(10) and 5.b.)	4079			5.c.
6. Realized gains (losses) on securities not held in trading accounts	4091			6.
7. Noninterest expense:				
a. Pertaining to nonrelated organizations	A034			7.a.
b. Pertaining to related organizations	C376			7.b.
c. Total noninterest expense (sum of items 7.a and 7.b)	4093			7.c.
8. a. Income (loss) before change in net unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (item 3, 5.c, and 6 minus items 4 and 7.c)	HT69			8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading ²	HT70			8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301			8.c.
9. Applicable income taxes (benefits) (estimated)	4302			9.
10. Discontinued operations, net of applicable income taxes	FT28			10.
11. Equity in undistributed income (loss) of subsidiary(ies)	3147			11.
12. Net income (loss) (sum of items 8.c, 10, and 11 minus item 9)	4340			12.

1. Entities should report in item 4 the provision for credit losses for all financial assets **and off-balance sheet credit exposures**.

2. Item 8.b is to be completed by all institutions because all institutions are now required to have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for this item and the FR Y-9C Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

Schedule IS—Continued**Memoranda**

Dollar Amounts in Thousands		BHCS	Amount	
<i>Memorandum item 1 is to be completed by nonbank subsidiaries that are required to complete Schedule BS-A, Memoranda items 1.b and 1.c.</i>				
1. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule IS, item 1.a).....	F228			M.1.
<i>Memorandum item 2 is to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
2. Net change in fair values of financial instruments accounted for under a fair value option (included in items 5.a.(3), 5.a.(6), 5.a.(10), and 5.b above)	J980			M.2.

Schedule IS-A—Changes in Equity Capital

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

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

Schedule IS-B—Changes in Allowance for Credit Losses

Dollar Amounts in Thousands	(Column A) Loan and Leases		(Column B) Held-to-Maturity Debt Securities		(Column C) Available-for-Sale Debt Securities		
	BHCS	Amount	BHCS	Amount	BHCS	Amount	
1. Balance most recently reported at end of previous calendar year (i.e., after adjustments from amended Income Statements)	3124		JH88		JH94		1.
2. Recoveries	4605		JH89		JH95		2.
3. LESS: Charge-offs	C079		JH92		JH98		3.
4. Provision for credit losses ¹	4230		JH90		JH96		4.
5. Adjustments	4815		JH91		JH97		5.
6. Balance at end of current period (sum of items 1, 2, 4, and 5 minus item 3) (must equal Schedule BS, item 3.b)	BHCT						6.
	3123		JH93		JH99		

1. The sum of item 4, column A through C plus Schedule IS-B, memorandum item 1 **and** 3, must equal Schedule IS item 4.

Schedule IS-B—Continued

Memoranda

Dollar Amounts in Thousands		BHCS	Amount	
1. Provisions for credit losses on other financial assets carried at amortized cost (not included in item 4)		JJ02		M.1.
2. Allowance for credit losses on other assets measured at amortized cost (not included in memorandum item 1 above)		JJ03		M.2.
3. Provisions for credit losses on off-balance-sheet credit exposures		MG93		M.3.
4. Estimated amount of expected recoveries of amounts previously written off included within the ACL on loans and leases held for investment (included in item 6, column A, Balance at end of current period, above)		MG94		M.4.

Schedule BS—Balance Sheet

Dollar Amounts in Thousands		BHCS	Amount	
Assets				
1. Cash and balances due from depository institutions	0010			1.
2. Securities:				
a. Held-to-maturity securities ¹	JJ34			2.a.
b. Available-for-sale debt securities	1773			2.b.
c. Equity securities with readily determinable fair values not held for trading ²	JA22			2.c.
3. Loans and lease financing receivables (including federal funds sold):				
a. Loans and lease financing receivables, held for investment and held for sale (from Schedule BS-A, item 6)	2122			3.a.
b. LESS: Allowance for credit losses on loans and leases	3123			3.b.
c. Loans and lease financing receivables, held for investment and held for sale, net of the allowance (item 3.a minus 3.b)	2125			3.c.
4. Trading assets	3545			4.
5. Premises and fixed assets (including capitalized leases)	2145			5.
6. Other real estate owned	2150			6.
7. All other assets ¹	1724			7.
8. Claims on nonrelated organizations (sum of items 1, 2, 3.c through 7)	C377			8.
9. Balances due from related institutions, gross	C378			9.
10. Total assets (sum of items 8 and 9) (must equal item 19)	2170			10.
Liabilities and Equity Capital				
11. Trading liabilities	3548			11.
12. Other borrowed money with a remaining maturity of one year or less (including commercial paper issued and federal funds purchased)	C379			12.
13. Other borrowed money with a remaining maturity of more than one year (including subordinated debt and limited-life preferred stock and related surplus)	1729			13.
14. Other liabilities	2750			14.
15. Liabilities to nonrelated organizations (sum of items 11 through 14)	A012			15.
16. Balances due to related institutions, gross	C380			16.
17. Total liabilities (sum of items 15 and 16)	2948			17.
18. Equity capital:				
a. Stock	3230			18.a.
b. Surplus (exclude all surplus related to preferred stock)	3240			18.b.
c. Retained earnings	3247			18.c.
d. Accumulated other comprehensive income ³	B530			18.d.
e. General and limited partnership shares and interests	F033			18.e.
f. Other equity capital components ⁴	A130			18. f.
g. Total equity capital (sum of items 18.a through 18.f) (must equal Schedule IS-A, item 7)	3210			18.g.
19. Total liabilities and equity capital (sum of items 17 and 18.g) (must equal item 10)	3300			19.

1. Entities should report in items 2.a and 7, amounts net of any applicable allowance for credit loss.

2. Item 2.c is to be completed by all institutions because all institutions are now required to have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for this item and the FR Y-9C Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.

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

4. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule BS—Continued

For Federal Reserve Bank Use Only

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

Memoranda

	Dollar Amounts in Thousands	BHCS	Amount	
<i>Memoranda items 1.a and 1.b are to be completed by nonbank subsidiaries that have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option.</i>				
1. Financial assets and liabilities measured at fair value under a fair value option				
a. Total assets		F819		M.1.a.
b. Total liabilities		F820		M.1.b.

Schedule BS-A—Loans and Lease Financing Receivables

(exclude balances with related institutions)

	Dollar Amounts in Thousands	BHCS	Amount	
1. Loans secured by real estate		1410		1.
2. Loans to depository institutions		3622		2.
3. Commercial and industrial loans.....		3623		3.
4. Loans to individuals for personal, household, and other personal expenditures		1975		4.
5. All other loans and lease financing receivables.....		A017		5.
6. Total loans and lease financing receivables (sum of items 1 through 5 above)		BHCT		
(must equal Schedule BS, item 3.a).....		2122		6.
7. Past due and nonaccrual loans and leases:		BHCS		
a. Loans and leases past due 30 through 89 days.....		1406		7.a.
b. Loans and leases past due 90 days or more.....		1407		7.b.
c. Nonaccrual loans and leases.....		1403		7.c.
d. Loan modifications to borrowers experiencing financial difficulty				
(included in items 7.a through 7.c above)		J979		7.d.

Schedule BS-A—Continued**Memoranda**

Dollar Amounts in Thousands		BHCS	Amount	
1. Closed-end loans with negative amortization features secured by 1–4 family residential properties:				
<i>Memorandum item 1.a is to be completed by all nonbank subsidiaries.</i>				
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule BS-A, item 1)		F230		M.1.a.
<i>Memoranda items 1.b and 1.c are to be completed by nonbank subsidiaries that had closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule BS-A, item 1) as of the previous December 31 report date, in excess of 5 percent of total loans and leases, net of unearned income (as reported in Schedule BS-A, item 6).</i>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties		F231		M.1.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 1.a above		F232		M.1.c.

Schedule BS-M—Memoranda

Dollar Amounts in Thousands		BHCS	Amount	
1. Loans to non-U.S. addressees		1722		1.
2. Loan and other assets servicing portfolio:				
a. Number of loans and other assets in servicing portfolio (report the actual number)	Number A019			2.a.
b. Dollar amount of loans and other assets in servicing portfolio		A020		2.b.
3. Loans and other assets that have been securitized and sold without recourse with servicing retained (year to date)		A021		3.
4. Investments in other companies		2130		4.
5. Intangible assets:				
a. Goodwill		3163		5.a.
b. Mortgage servicing assets		3164		5.b.
c. All other identifiable intangible assets		3165		5.c.
6. Assets held in trading accounts (excluding trading balances with related organizations):				
a. Securities of U.S. government and its agencies		5468		6.a.
b. Securities of all foreign governments and official institutions		5469		6.b.
c. Equity securities		5470		6.c.
d. Corporate bonds, notes, and debentures		5477		6.d.
e. Revaluation gains on interest rate, foreign exchange rate, and other commodity and equity contracts				
f. Loans		A210		6.e.
(1) Loans that are past due 90 days or more:		G208		6. f.
(a) Fair value				
(b) Unpaid principal balance		F639		6.f.(1)(a)
g. Other (including commercial paper)		F640		6.f.(1)(b)
7. Other assets:		5478		6.g.
a. Accrued interest receivable				
b. Prepaid expenses		B556		7.a.
c. Net deferred tax assets		A022		7.b.
d. Accounts receivable		A023		7.c.
8. Earning assets		A024		7.d.
9. Balances due from related institutions, gross:		3197		8.
a. Balances due from holding company (parent companies only), gross				
b. Balances due from subsidiary banks of the holding company, gross		1725		9.a.
c. Balances due from other nonbank subsidiaries of the holding company, gross		1726		9.b.
		1793		9.c.

Schedule BS-M—Continued

Memoranda—Continued

	Dollar Amounts in Thousands	BHCS	Amount	
10. Commercial paper issued		2309		10.
11. Borrowings that reprice within one year.....		3298		11.
12. Other liabilities:				
a. Expenses accrued and unpaid.....		A025		12.a.
b. Net deferred tax liabilities		A026		12.b.
c. Accounts payable.....		A027		12.c.
13. Balances due to related institutions, gross:				
a. Balances due to holding company (parent companies only), gross		1781		13.a.
b. Balances due to subsidiary banks of the holding company, gross.....		1782		13.b.
c. Balances due to other nonbank subsidiaries of the holding company, gross		1794		13.c.
14. Perpetual preferred stock and related surplus		3283		14.
15. Assets sold with recourse		A016		15.

Notes to the Financial Statements

Enter in the lines provided below any additional information on specific line items on the financial statements that the 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 holding company nonbank subsidiary reports \$1 million in "All other assets." Of this amount, \$500,000 is related to accounts receivable. Enter on the line item below the following information:

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

Notes to the Financial Statements

	TEXT	Dollar Amounts in Thousands	BHCS	Amount	
1.	B057				
			B057		1.
2.	B058				
			B058		2.
3.	B059				
			B059		3.
4.	B060				
			B060		4.
5.	B061				
			B061		5.
6.	B062				
			B062		6.
7.	B063				
			B063		7.
8.	B064				
			B064		8.
9.	B065				
			B065		9.
10.	B066				
			B066		10.

Board of Governors of the Federal Reserve System



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

Report at the close of business as of the last calendar day in December

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Date of Report: _____

Month / Day / Year (BHCS 9999)

I, the undersigned officer of the holding company attest that the FR Y-11S reports listed on the following page(s) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

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

Title of Officer (BHCS C491)

(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

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State (TEXT 9200)

Zip Code (TEXT 9220)

Date of Signature (MM/DD/YYYY) (BHCS J196)

Number of reports attested to under this signature.....

BHCS	
J444	

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Person to whom questions about these reports should be directed:

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

Area Code / FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

For Federal Reserve Bank Use Only

HC RSSD ID _____
SUB RSSD ID _____
C.I. _____

Is confidential treatment requested for any portion of this report submission?

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1=Yes	C447	

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report (BHCS KY38) ☐
2. a letter justifying this request has been provided separately (BHCS KY38) ☐

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Abbreviated Financial Statements

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(Mailing Address of Nonbank Subsidiary) Street / PO Box (TEXT 9013)

If the name of the nonbank subsidiary has changed since the previous FR Y-11S 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)

Dollar Amounts in Thousands

	BHCS	Amount	
1. Net income	4340		1.
2. Total assets	2170		2.
3. Equity capital	3210		3.
4. Total off-balance-sheet items	2013		4.
5. Has the nonbank subsidiary elected to account for certain assets and liabilities under a fair value option with changes in fair value recognized in earnings? (Enter "1" for Yes; enter "0" for No)	0=No 1=Yes	BHCS F822	5.