#### **Board of Governors of the Federal Reserve System**



# Parent Company Only Financial Statements for Large Bank Holding Companies—FR Y-9LP

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

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

This report form is to be filed by the parent company of large bank holding companies. For purposes of this report, large bank holding companies are bank holding companies with total consolidated assets of \$500 million or more, or bank holding companies that

meet certain criteria, regardless of size. When such bank holding companies are tiered bank holding companies, separate reports are also to be filed by each of the subsidiary bank holding companies. 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 Parent Company Only Financial Statements for Large Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Parent Company Only Financial Statements for Large Bank Holding Companies 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.

Date of Report:

**December 31, 2006** 

Month / Date / Year (BHCP 9999)

Printed Name of Chief Financial Officer (or Equivalent) (BHCP C490)	Legal Title of Bank Holding	Company (TEXT 9010)	
Signature of Chief Financial Officer (or Equivalent)	(Mailing Address of the Bai	nk Holding Company) Street / F	P.O. Box (TEXT 9110)
Date of Signature	City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)

Bank holding companies must maintain in their files a manually signed and attested printout of the data submitted.

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use	e Only	
RSSD ID		
C.I.		S.F

Name / Title (TEXT 8901)	_
Area Code / Phone Number (TEXT 8902)	_

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Public reporting burden for this information collection is estimated to vary from 2 to 13.5 hours per response, with an average of 4.75 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100–0128), Washington, D.C. 20503.

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S.F.

RSSD Number

C.I.

Name of Bank Holding Company

## Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business _	
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Report the Income Statement on a calendar year-to-date basis.

#### Schedule PI—Parent Company Only Income Statement

	Dollar Amounts in Thousands	ВНСР	Bil	Mil	Thou
1.	Operating Income:				
	a. Income from bank subsidiaries and associated banks, excluding equity in				
	undistributed income:				
	(1) Dividends	0508			
	(2) Interest	0512			
	(3) Management and service fees	0515			
	(4) Other	0518			
	(5) Total (sum of items 1.a(1) through 1.a(4))	0520			
	b. Income from nonbank subsidiaries and associated nonbank companies, excluding				
	equity in undistributed income:				
	(1) Dividends	1275			
	(2) Interest	1276			
	(3) Management and service fees	1277			
	(4) Other	1278			
	(5) Total (sum of items 1.b(1) through 1.b(4))	1279			
	c. (This item is to be completed only by bank holding companies that have				
	subsidiary bank holding companies or associated bank holding companies)				
	Income from subsidiary bank holding companies and associated bank holding				
	companies, excluding equity in undistributed income:				
	(1) Dividends	0206			
	(2) Interest	0207			
	(3) Management and service fees	0208			
	(4) Other	0209			
	(5) Total (sum of items 1.c(1) through 1.c(4))	0210			
	d. Securities gains/(losses)	4091			
	e. All other operating income	0447			
	f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000			
	Operating expense:				
	a. Salaries and employee benefits	4135			
	b. Interest expense	4073			
	c. Provision for loan and lease losses	4230			
	d. All other expenses	0522			
	e. Total operating expense (sum of items 2.a through 2.d)	4130			
	Income (loss) before taxes and undistributed income				
	(item 1.f minus item 2.e)	4250			
4.	Applicable income taxes	4302			
	Extraordinary items, net of tax effect	4320			
	Income (loss) before undistributed income of subsidiaries and associated companies				
	(sum of item 3 and 5 minus item 4)	0496			
7.	Equity in undistributed income (losses) of subsidiaries and associated companies:				
	a. Bank	3156			
	b. Nonbank	3147			
	c. Subsidiary bank holding companies	3513			
	Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340			
	-,, (, (				
Иeг	noranda				
	Noncash items included in operating expense	4647			
	Loan and lease financing receivables charged-off	4635			
	Loan and lease financing receivables recoveries	4605			
	Interest expense paid to special-purpose subsidiaries that issued trust preferred				
	securities (included in item 2.d above)	C254			
	5556111155 (111514454 III 116111 £.4 45575)				

Instructions must be reviewed as this Schedule requires negative entries for certain reported items.

#### Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousan	ds BHCP	Bil	Mil	Thou
Part I. Cash Flows from Operating Activities:	bhpa			
Net income (loss) (must equal Schedule PI, item 8)	4340			
Adjustments to reconcile net income to net cash provided by operating activities:	BHCP		<u>'</u>	
a. Provision for deferred income taxes	3611			
b. (Gain) or loss on sales of assets	0040			
c. Equity in undistributed (earnings) losses of subsidiaries				
d. Equity in extraordinary items of subsidiaries				
e. Net change in other liabilities				
f. Net change in other assets				
g. Other, net				
h. Total adjustments (sum of items 2.a through 2.g)				
3. Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	3019			
	ВНСР	Bil	Mil	Thou
Part II. Cash Flows from Investing Activities:	6550			
Purchases of held-to-maturity and available-for-sale securities				-
2. Sales and maturities of held-to-maturity and available-for-sale securities				
3. Payments for investments in and advances to subsidiaries				
4. Sale or repayment of investments in and advances to subsidiaries				$\sqcup$
5. Other, net	6588			
6. Net cash provided (used) by investing activities (sum of part II, items 2, 4, and 5 minus items 1 and 3)	6589			
	ВНСР	Bil	Mil	Thou
Part III. Cash Flows from Financing Activities:				
Proceeds from purchased funds and other short-term borrowings	6590			
Repayments of purchased funds and other short-term borrowings	0-01			
Proceeds from advances from subsidiaries				
	6592			
4. Repayment of advances from subsidiaries	6596			
Repayment of advances from subsidiaries     Proceeds from issuance of long-term debt	6596 6600			
Repayment of advances from subsidiaries     Proceeds from issuance of long-term debt     Repayment of long-term debt	6596 6600 6604			
4. Repayment of advances from subsidiaries  5. Proceeds from issuance of long-term debt  6. Repayment of long-term debt  7. Proceeds from issuance of common stock	6596 6600 6604 6607			
4. Repayment of advances from subsidiaries  5. Proceeds from issuance of long-term debt  6. Repayment of long-term debt  7. Proceeds from issuance of common stock  8. Payment to repurchase common stock	6596 6600 6604 6607 8518			
<ul> <li>4. Repayment of advances from subsidiaries</li> <li>5. Proceeds from issuance of long-term debt</li> <li>6. Repayment of long-term debt</li> <li>7. Proceeds from issuance of common stock</li> <li>8. Payment to repurchase common stock</li> <li>9. Proceeds from issuance of preferred stock</li> </ul>	6596 6600 6604 6607 8518 6619			
4. Repayment of advances from subsidiaries 5. Proceeds from issuance of long-term debt 6. Repayment of long-term debt 7. Proceeds from issuance of common stock 8. Payment to repurchase common stock 9. Proceeds from issuance of preferred stock 10. Payment to repurchase preferred stock	6596 6600 6604 6607 8518 6619 6741			
4. Repayment of advances from subsidiaries 5. Proceeds from issuance of long-term debt 6. Repayment of long-term debt 7. Proceeds from issuance of common stock 8. Payment to repurchase common stock 9. Proceeds from issuance of preferred stock 10. Payment to repurchase preferred stock 11. Dividends paid	6596 6600 6604 6607 8518 6619 6741			
4. Repayment of advances from subsidiaries 5. Proceeds from issuance of long-term debt 6. Repayment of long-term debt 7. Proceeds from issuance of common stock 8. Payment to repurchase common stock 9. Proceeds from issuance of preferred stock 10. Payment to repurchase preferred stock 11. Dividends paid 12. Other, net	6596 6600 6604 6607 8518 6619 6741			
4. Repayment of advances from subsidiaries  5. Proceeds from issuance of long-term debt  6. Repayment of long-term debt  7. Proceeds from issuance of common stock  8. Payment to repurchase common stock  9. Proceeds from issuance of preferred stock  10. Payment to repurchase preferred stock  11. Dividends paid  12. Other, net	6596 6600 6604 6607 8518 6619 6741 6742 6743			
4. Repayment of advances from subsidiaries 5. Proceeds from issuance of long-term debt 6. Repayment of long-term debt 7. Proceeds from issuance of common stock 8. Payment to repurchase common stock 9. Proceeds from issuance of preferred stock 10. Payment to repurchase preferred stock 11. Dividends paid 12. Other, net 13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9,	6596 6600 6604 6607 8518 6619 6741 6742 6743	Dil	Aail	Theu
4. Repayment of advances from subsidiaries  5. Proceeds from issuance of long-term debt  6. Repayment of long-term debt  7. Proceeds from issuance of common stock  8. Payment to repurchase common stock  9. Proceeds from issuance of preferred stock  10. Payment to repurchase preferred stock  11. Dividends paid  12. Other, net  13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)	6596 6600 6604 6607 8518 6619 6741 6742 6743	Bil	Mil	Thou
4. Repayment of advances from subsidiaries  5. Proceeds from issuance of long-term debt  6. Repayment of long-term debt  7. Proceeds from issuance of common stock  8. Payment to repurchase common stock  9. Proceeds from issuance of preferred stock  10. Payment to repurchase preferred stock  11. Dividends paid  12. Other, net  13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)  Part IV. Cash and Cash Equivalents:	6596 6600 6604 6607 8518 6619 6741 6742 6743	Bil	Mil	Thou
<ol> <li>Repayment of advances from subsidiaries</li> <li>Proceeds from issuance of long-term debt</li> <li>Repayment of long-term debt</li> <li>Proceeds from issuance of common stock</li> <li>Payment to repurchase common stock</li> <li>Proceeds from issuance of preferred stock</li> <li>Payment to repurchase preferred stock</li> <li>Dividends paid</li> <li>Other, net</li> <li>Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)</li> <li>Part IV. Cash and Cash Equivalents:</li> <li>Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II,</li> </ol>	6596 6600 6604 6607 8518 6619 6741 6742 6743 BHCP	Bil	Mil	Thou
<ol> <li>Repayment of advances from subsidiaries</li> <li>Proceeds from issuance of long-term debt</li> <li>Repayment of long-term debt</li> <li>Proceeds from issuance of common stock</li> <li>Payment to repurchase common stock</li> <li>Proceeds from issuance of preferred stock</li> <li>Payment to repurchase preferred stock</li> <li>Dividends paid</li> <li>Other, net</li> <li>Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)</li> <li>Part IV. Cash and Cash Equivalents:</li> <li>Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 6, and Part III, item 13)</li> </ol>	6596 6600 6604 6607 8518 6619 6741 6742 6743 BHCP	Bil	Mil	Thou
4. Repayment of advances from subsidiaries 5. Proceeds from issuance of long-term debt 6. Repayment of long-term debt 7. Proceeds from issuance of common stock 8. Payment to repurchase common stock 9. Proceeds from issuance of preferred stock 10. Payment to repurchase preferred stock 11. Dividends paid 12. Other, net 13. Net cash provided (used) by financing activities (sum of Part III, items 1, 3, 5, 7, 9, and 12 minus items 2, 4, 6, 8, 10, and 11)  Part IV. Cash and Cash Equivalents: 1. Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II,	6596 6600 6604 6607 8518 6619 6741 6742 6743 BHCP	Bil	Mil	Thou

### Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousand	BHCP	Bil	Mil	Thou
ASSETS				
Cash and balances due from depository institutions:				
a. Balances with subsidiary or affiliated depository institutions	5993			
b. Balances with unrelated depository institutions				
2. Securities:				
a. U.S. Treasury securities	0400			
b. Securities of U.S. Government agencies and corporations and securities issued by				
states and political subdivisions	6791			
c. Other debt and equity securities				
Securities purchased under agreements to resell	0277			
4. Loans and lease financing receivables:				
a. Loans:				
(1) To U.S. addressees (domicile)	0362			
(2) To non-U.S. addressees (domicile)				
b. LESS: Unearned income on loans				
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)				
d. Lease financing receivables, net of unearned income				
e. LESS: Allowance for loan and lease losses				
f. Loans and leases, net of unearned income and allowance for loan and lease losses				
(sum of items 4.c and 4.d minus item 4.e)	2125			
5. Investments in and receivables due from subsidiaries and associated companies				
(from Schedule PC-A, item 4)	0365			
6. Premises and fixed assets (including capitalized leases)	1			
7. Intangible assets (other than reported in item 5 above):				
a. Goodwill	3163			
b. Mortgage servicing assets	0.404			
c. Other identifiable intangibles	0405			
8. Other assets	2160			
Balances due from related institutions, other than investments:				
a. Related banks	3602			
b. Related nonbank companies	0000			
c. Related bank holding companies				
10. TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)				1

#### Schedule PC—Continued

Dollar Amounts in Thousands	ВНСР	Bil	Mil	Thou	
LIABILITIES AND EQUITY CAPITAL					
11. Deposits	2200				11.
12. Securities sold under agreements to repurchase	0279				12.
13. Borrowings with a remaining maturity of one year or less:					
a. Commercial paper	2309				13.a.
b. Other borrowings	2332				13.b.
14. Other borrowed money with a remaining maturity of more than one year	0368				14.
15. Not applicable					l
16. Subordinated notes and debentures <sup>1</sup>	4062				16.
17. Other liabilities	2930				17.
18. Balances due to subsidiaries and related institutions:					l
a. Subsidiary banks	3605				18.a.
b. Nonbank subsidiaries	3606				18.b.
c. Related bank holding companies	3607				18.c.
19. Not applicable					l
20. Equity Capital:					
a. Perpetual preferred stock (including related surplus)	3283				20.a.
b. Common stock (par value)	3230				20.b.
c. Surplus (exclude all surplus related to preferred stock)					20.c.
d. Retained earnings	3247				20.d.
e. Accumulated other comprehensive income <sup>2</sup>	B530				20.e.
f. Other equity capital components <sup>3</sup>	A130				20.f.
g. Not applicable					l
h. TOTAL EQUITY CAPITAL (sum of items 20.a through 20.f)	3210				20.h.
21. TOTAL LIABILITIES AND EQUITY CAPITAL (sum of items 11 through 20)	3300				21.

<sup>1.</sup> Includes limited-life preferred stock and related surplus.

<sup>2.</sup> 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.

<sup>3.</sup> Includes treasury stock and unearned Employee Stock Ownership Plan shares.

### Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands	ВНСР	Bil	Mil	Thou	
1. a. Equity investments in bank subsidiaries and associated banks:					
(1) Common and preferred stock (net of amount reported in item 1.a(2))	3239				1.a(1)
(2) Intangible assets:			ı		
(a) Goodwill	3238				1.a(2)(a)
(b) Other identifiable intangibles	4485				1.a(2)(b)
<ul> <li>b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:</li> </ul>					
(1) Loans, advances, notes, bonds, and debentures	0533				1.b(1)
(2) Other receivables	0534				1.b(2)
2. a. Equity investments in nonbank subsidiaries and associated nonbank companies:			,		
(1) Common and preferred stock (net of amount reported in items 2.a(2))	1273				2.a(1)
(2) Intangible assets:			,		
(a) Goodwill	0087				2.a(2)(a)
(b) Other identifiable intangibles	0536				2.a(2)(b)
<ul> <li>b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:</li> </ul>					
(1) Loans, advances, notes, bonds, and debentures	0537				2.b(1)
(2) Other receivables	0538				2.b(2)
3. (This item is to be completed only by tiered bank holding companies)					
Equity investments in subsidiary bank holding companies and associated bank holding companies:					
(1) Common and preferred stock (net of amount reported in Item 3.a(2))	0201				3.a(1)
(2) Intangible assets:					
(a) Goodwill	0202				3.a(2)(a)
(b) Other identifiable intangibles	0203				3.a(2)(b)
b. Nonequity investments in and receivables due from subsidiary bank holding companies and associated bank holding companies:					
(1) Loans, advances, notes, bonds, and debentures	0204				3.b(1)
(2) Other receivables	0205				3.b(2)
• •	bhpa				` '
4. TOTAL (sum of items 1 through 3) (must equal Schedule PC, item 5)	0365				4.

#### Schedule PC-B—Memoranda

Dolla	ar Amounts in Thousands	ВНСР	Bil	Mil	Thou	
1. Amount of assets scheduled to mature within one year (including	contractual payments					
to be repaid within one year)		0543				1.
2. Amount of borrowings included in Schedule PC, items 16 and 18	that is scheduled to					
mature within one year (exclude short-term debt)		3409				2.
3. Amount of liabilities (other than borrowings) scheduled to mature	within one year					
(including any contractual payments to be repaid within one year)	)	3609				3.
4. Amount of borrowings from unaffiliated parties guaranteed by the	parent with respect to					
the following subsidiaries:						
a. Bank		0540				4.a.
b. Nonbank		0541				4.b.
c. Related bank holding companies		0542				4.c.
5. Borrowing by the parent from subsidiaries and associated compared	inies (included in					
Schedule PC, item 18):						
a. Bank		0467				5.a.
b. Nonbank		1274				5.b.
c. Related bank holding companies		0539				5.c.
6. Long-term debt that reprices within one year		3298				6.
7. Loans and lease financing receivables of the parent:						
a. Past due 90 days or more and still accruing		1407				7.a.
b. Nonaccrual status		1403				7.b.
8. Loans and leases of the parent restructured in compliance with m	nodified terms	1616				8.
9. Not applicable.						
10. Pledged securities <sup>1</sup>		0416				10.
11. a. Fair value of securities classified as available-for-sale in						
Schedule PC, items 2.a through 2.c		8516				11.a.
b. Amortized cost of securities classified as held-to-maturity in						
Schedule PC, items 2.a through 2.c		8517				11.b.
12. Balances held by subsidiary banks of the bank holding company of	due from:					
Other bank subsidiaries of the bank holding company		6792				12.a.
b. Nonbank subsidiaries of the bank holding company		6793				12.b.
13. Balances held by subsidiary banks of the bank holding company of	due to:					
Other bank subsidiaries of the bank holding company		6794				13.a.
b. Nonbank subsidiaries of the bank holding company		6795				13.b.
14. Bank holding company (parent company only) borrowings not hele	ld by financial					
institutions or by insiders (including directors) and their interests		3152				14.
15. (To be completed only by the top-tier bank holding company	for its consolidated					
nonbank and thrift subsidiaries)		-	ı		1	
a. Total combined nonbank assets of nonbank subsidiaries		4778				15.a.
b. Total combined loans and leases of nonbank subsidiaries		C427				15.b.
c. Total aggregate operating revenue of nonbank subsidiaries		C428				15.c.
d. Combined thrift assets included in 15.a		2792				15.d.
e. Combined foreign nonbank subsidiary assets included in 15.a		2793				15.e.
	NUMBER (UNROUNDED)					
f. Number of nonbank subsidiaries included in 15.a						15.f.
g. Number of thrift subsidiaries included in 15.d						15.g.
h. Number of foreign nonbank subsidiaries included in 15.e	31					15.h.
16. Notes payable to special-purpose subsidiaries that issued trust pr	referred securities					
(included in Schedule PC, item 18.b and item 5.b above)		C255				16.

<sup>1.</sup> Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

#### **Notes to the Parent Company Only 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 has been separately disclosed in the bank holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

Also include any transactions which previously would have appeared as footnotes to Schedules PI through PC-B.

Each additional piece of information disclosed should include the appropriate reference to schedule 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 parent bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$500 thousand and that amount has increased the parent company's long-term unsecured debt by a material amount. Enter on the line item below the following information:

TEXT		ВНСР	Bil	Mil	Thou
0000	Sch. PC, item 14, New loan to holding company's ESOP guaranteed				
	by bank holding company parent				
		0000			500

#### **Notes to the Financial Statements**

TEXT	Dollar Amount in Thousands	ВНСР	Bil	Mil	Thou	
5485						
		5485				1.
5486						
				Γ	I	
		5486				2.
5487						
		F407		l	l	
E400		5487				3.
3400						
		5488				1
5489		0400				4.
		5489				5.
		5485       5486       5487       5488	5485       5486       5487       5488       5489	5485       5486       5487       5488       5489	5485       5486       5487       5488       5489	5485       5486       5487       5488       5489