

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 \$150 million or more, or multibank holding companies with debt outstanding to the general public or that

are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, 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 by an authorized officer of the bank holding company.

The Parent Company Only Financial Statements for Large Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

I, Name and Title of Officer

September 30, 2004

Month / Date / Year (BHCP 9999)

have reviewed the Parent Company Only Financial Statements for Large Bank Holding Companies filed by the named bank holding company and believe that the report has been prepared in accordance with instructions issued by the Federal Reserve.

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Officer

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

Date of Signature

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

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use 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)

Parent Company Only Financial Statements for Large Bank Holding Companies

Report at the close of business _____

Report the Income Statement on a calendar year-to-date basis.

Schedule PI—Parent Company Only Income Statement

Dollar Amounts in Thousands

	BHCP				
1. Operating Income:					
a. Income from bank subsidiaries and associated banks, excluding equity in undistributed income:					
(1) Dividends	0508				1.a(1)
(2) Interest	0512				1.a(2)
(3) Management and service fees	0515				1.a(3)
(4) Other	0518				1.a(4)
(5) Total (sum of items 1.a(1) through 1.a(4))	0520				1.a(5)
b. Income from nonbank subsidiaries and associated nonbank companies, excluding equity in undistributed income:					
(1) Dividends	1275				1.b(1)
(2) Interest	1276				1.b(2)
(3) Management and service fees	1277				1.b(3)
(4) Other	1278				1.b(4)
(5) Total (sum of items 1.b(1) through 1.b(4))	1279				1.b(5)
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				1.c(1)
(2) Interest	0207				1.c(2)
(3) Management and service fees	0208				1.c(3)
(4) Other	0209				1.c(4)
(5) Total (sum of items 1.c(1) through 1.c(4))	0210				1.c(5)
d. Securities gains/(losses)	4091				1.d.
e. All other operating income	0447				1.e.
f. Total operating income (sum of items 1.a(5), 1.b(5), 1.c(5), 1.d, and 1.e)	4000				1.f.
2. Operating expense:					
a. Salaries and employee benefits	4135				2.a.
b. Interest expense	4073				2.b.
c. Provision for loan and lease losses	4230				2.c.
d. All other expenses	0522				2.d.
e. Total operating expense (sum of items 2.a through 2.d)	4130				2.e.
3. Income (loss) before taxes and undistributed income (item 1.f minus item 2.e)	4250				3.
4. Applicable income taxes	4302				4.
5. Extraordinary items, net of tax effect	4320				5.
6. Income (loss) before undistributed income of subsidiaries and associated companies (sum of item 3 and 5 minus item 4)	0496				6.
7. Equity in undistributed income (losses) of subsidiaries and associated companies:					
a. Bank	3156				7.a.
b. Nonbank	3147				7.b.
c. Subsidiary bank holding companies	3513				7.c.
8. Net Income (loss) (sum of items 6, 7.a, 7.b, and 7.c)	4340				8.

Memoranda

1. Noncash items included in operating expense	4647				M.1.
2. Loan and lease financing receivables charged-off	4635				M.2.
3. Loan and lease financing receivables recoveries	4605				M.3.
4. Interest expense paid to special-purpose subsidiaries that issued trust preferred securities (included in item 2.d above)	C254				M.4.

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

Schedule PI-A—Cash Flow Statement

Dollar Amounts in Thousands

Part I. Cash Flows from Operating Activities:		BHCP				
		bhpa				
1.	Net income (loss) (must equal Schedule PI, item 8)	4340				1.
2. Adjustments to reconcile net income to net cash provided by operating activities:		BHCP				
a.	Provision for deferred income taxes	3611				2.a.
b.	(Gain) or loss on sales of assets	3612				2.b.
c.	Equity in undistributed (earnings) losses of subsidiaries	3613				2.c.
d.	Equity in extraordinary items of subsidiaries	3614				2.d.
e.	Net change in other liabilities	3615				2.e.
f.	Net change in other assets	3616				2.f.
g.	Other, net	3617				2.g.
h.	Total adjustments (sum of items 2.a through 2.g)	3618				2.h.
3.	Net cash provided (used) by operating activities (sum of Part I, items 1 and 2.h)	3619				3.

Dollar Amounts in Thousands

Part II. Cash Flows from Investing Activities:		BHCP				
1.	Purchases of held-to-maturity and available-for-sale securities	6552				1.
2.	Sales and maturities of held-to-maturity and available-for-sale securities	6567				2.
3.	Payments for investments in and advances to subsidiaries	6571				3.
4.	Sale or repayment of investments in and advances to subsidiaries	6573				4.
5.	Other, net	6588				5.
6.	Net cash provided (used) by investing activities (sum of part II, items 2, 4, and 5 minus items 1 and 3)	6589				6.

Dollar Amounts in Thousands

Part III. Cash Flows from Financing Activities:		BHCP				
1.	Proceeds from purchased funds and other short-term borrowings	6590				1.
2.	Repayments of purchased funds and other short-term borrowings	6591				2.
3.	Proceeds from advances from subsidiaries	6592				3.
4.	Repayment of advances from subsidiaries	6596				4.
5.	Proceeds from issuance of long-term debt	6600				5.
6.	Repayment of long-term debt	6604				6.
7.	Proceeds from issuance of common stock	6607				7.
8.	Payment to repurchase common stock	8518				8.
9.	Proceeds from issuance of preferred stock	6619				9.
10.	Payment to repurchase preferred stock	6741				10.
11.	Dividends paid	6742				11.
12.	Other, net	6743				12.
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)	6744				13.

Dollar Amounts in Thousands

Part IV. Cash and Cash Equivalents:		BHCP				
1.	Net (decrease) increase in cash and cash equivalents (sum of Part I, item 3, Part II, item 6, and Part III, item 13)	6758				1.
2.	Cash and cash equivalents at beginning of year	6773				2.
3.	Cash and cash equivalents, current year-to-date (sum of Part IV, items 1 and 2)	6775				3.

Schedule PC—Parent Company Only Balance Sheet

Dollar Amounts in Thousands

ASSETS	BHCP				
1. Cash and balances due from depository institutions:					
a. Balances with subsidiary or affiliated depository institutions	5993				1.a.
b. Balances with unrelated depository institutions	0010				1.b.
2. Securities:					
a. U.S. Treasury securities	0400				2.a.
b. Securities of U.S. Government agencies and corporations and securities issued by states and political subdivisions	6791				2.b.
c. Other debt and equity securities	1299				2.c.
3. Securities purchased under agreements to resell	0277				3.
4. Loans and lease financing receivables:					
a. Loans:					
(1) To U.S. addressees (domicile)	0362				4.a(1)
(2) To non-U.S. addressees (domicile)	0363				4.a(2)
b. LESS: Unearned income on loans	2123				4.b.
c. Loans, net of unearned income (sum of items 4.a(1) and 4.a(2) minus item 4.b)	0364				4.c.
d. Lease financing receivables, net of unearned income	2165				4.d.
e. LESS: Allowance for loan and lease losses	3123				4.e.
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				4.f.
5. Investments in and receivables due from subsidiaries and associated companies (from Schedule PC-A, item 4)	0365				5.
6. Premises and fixed assets (including capitalized leases)	2145				6.
7. Intangible assets (other than reported in item 5 above):					
a. Goodwill	3163				7.a.
b. Mortgage servicing assets	3164				7.b.
c. Other identifiable intangibles	3165				7.c.
8. Other assets	2160				8.
9. Balances due from related institutions, other than investments:					
a. Related banks	3602				9.a.
b. Related nonbank companies	3603				9.b.
c. Related bank holding companies	3604				9.c.
10. TOTAL ASSETS (sum of items 1.a through 3, and 4.f through 9.c above)	2170				10.

Schedule PC—Continued

Dollar Amounts in Thousands

LIABILITIES AND EQUITY CAPITAL	BHCP				
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					
16. Subordinated notes and debentures ¹	4062				16.
17. Other liabilities.....	2930				17.
18. Balances due to subsidiaries and related institutions:					
a. Subsidiary banks	3605				18.a.
b. Nonbank subsidiaries	3606				18.b.
c. Related bank holding companies	3607				18.c.
19. Not applicable					
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)	3240				20.c.
d. Retained earnings	3247				20.d.
e. Accumulated other comprehensive income ²	B530				20.e.
f. Other equity capital components ³	A130				20.f.
g. Not applicable					
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.

1. Includes limited-life preferred stock and related surplus.

2. 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.

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

Schedule PC-A—Investments in Subsidiaries and Associated Companies

Dollar Amounts in Thousands

1. a. Equity investments in bank subsidiaries and associated banks:	BHCP					
(1) Common and preferred stock (net of amount reported in item 1.a(2)).....	3239					1.a(1)
(2) Intangible assets:						
(a) Goodwill.....	3238					1.a(2)(a)
(b) Other identifiable intangibles	4485					1.a(2)(b)
b. Nonequity investments in and receivables due from bank subsidiaries and associated banks:						
(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)
b. Nonequity investments in and receivables due from nonbank subsidiaries and associated nonbank companies:						
(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)						
a. 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.

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	BHCP			
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

Dollar amount in thousands

	TEXT	BHCP			
1.	5485				
		5485			1.
2.	5486				
		5486			2.
3.	5487				
		5487			3.
4.	5488				
		5488			4.
5.	5489				
		5489			5.