

(Please read instructions before preparing Form)

This report is being filed by an:

- 1) SBSB with a prudential regulator (bank SBSB).....  **12758**
- 2) MSBSP with a prudential regulator (bank MSBSP).....  **12759**

This report is being filed by a:

U.S. person  **12760** Non-U.S. person  **12761**

This report is being filed pursuant to (check applicable block(s)):

- 1) Special request by the Commission.....  **19**
- 2) Rule 18a-7.....  **12762**
- 3) Other (explain: \_\_\_\_\_).....  **26**

NAME OF REPORTING ENTITY

SEC FILE NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS (Do not use P.O. Box No.) **13**

FIRM ID NO. **14**

(No. and Street) **20**

FOR PERIOD BEGINNING (MM/DD/YY) **15**

(City) **21**

(State/Province) **22**

(Zip Code) **23**

AND ENDING (MM/DD/YY) **24**

(Country) **12763**

NAME OF PERSON TO CONTACT IN REGARD TO THIS REPORT EMAIL ADDRESS

(AREA CODE) TELEPHONE NO.

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT **30** **12764**

OFFICIAL USE **31**

Is this report consolidated or unconsolidated?..... Consolidated  **198** Unconsolidated  **199**

Does respondent carry its own security-based swap customer accounts?..... Yes  **40** No  **41**

**EXECUTION:** The registrant submitting this Form and its attachments and the person(s) by whom it is executed represent hereby that all information contained therein is true, correct and complete. It is understood that all required items, statements, and schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended items, statements, and schedules remain true, correct and complete as previously submitted.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Signatures of:

Names of:

- 1) \_\_\_\_\_  
Principal Executive Officer or Comparable Officer
- 2) \_\_\_\_\_  
Principal Financial Officer or Comparable Officer
- 3) \_\_\_\_\_  
Principal Operations Officer or Comparable Officer

- \_\_\_\_\_ **12765**  
Principal Executive Officer or Comparable Officer
- \_\_\_\_\_ **12766**  
Principal Financial Officer or Comparable Officer
- \_\_\_\_\_ **12767**  
Principal Operations Officer or Comparable Officer

**ATTENTION:** Intentional misstatements and/or omissions of facts constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Name of Firm: \_\_\_\_\_

As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSB  
Bank MSBSP

<u>Assets</u>	<u>Totals</u>
1. Cash and balances due from depository institutions (from FFIEC Form 031's Schedule RC-A)	
A. Noninterest-bearing balances and currency and coin .....	\$ _____ 0081b
B. Interest-bearing balances .....	\$ _____ 0071b
2. Securities	
A. Held-to-maturity securities .....	\$ _____ 1754b
B. Available-for-sale securities .....	\$ _____ 1773b
3. Federal funds sold and securities purchased under agreements to resell	
A. Federal funds sold in domestic offices .....	\$ _____ B987b
B. Securities purchased under agreements to resell .....	\$ _____ B989b
4. Loans and lease financing receivables (from FFIEC Form 031's Schedule RC-C)	
A. Loans and leases held for sale .....	\$ _____ 5369b
B. Loans and leases, net of unearned income	\$ _____ B528b
C. LESS: Allowance for loan and lease losses	\$ _____ 3123b
D. Loans and leases, net of unearned income and allowance (Line 4B minus Line 4C) .....	\$ _____ B529b
5. Trading assets (from FFIEC Form 031's Schedule RC-D) .....	\$ _____ 3545b
6. Premises and fixed assets (including capitalized leases) .....	\$ _____ 2145b
7. Other real estate owned (from FFIEC Form 031's Schedule RC-M) .....	\$ _____ 2150b
8. Investments in unconsolidated subsidiaries and associated companies .....	\$ _____ 2130b
9. Direct and indirect investments in real estate ventures .....	\$ _____ 3656b
10. Intangible assets	
A. Goodwill .....	\$ _____ 3163b
B. Other intangible assets (from FFIEC Form 031's Schedule RC-M) .....	\$ _____ 0426b
11. Other assets (from FFIEC Form 031's Schedule RC-F) .....	\$ _____ 2160b
12. Total assets (sum of Lines 1 through 11) .....	\$ _____ 2170b

Name of Firm: \_\_\_\_\_

As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSB  
Bank MSBSP

**Liabilities**

**Totals**

13. Deposits		
A. In domestic offices (sum of totals of Columns A and C from FFIEC Form 031's Schedule RC-E, part I) .....	\$ _____	2200b
1. Noninterest-bearing	\$ _____	6631b
2. Interest-bearing	\$ _____	6636b
B. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from FFIEC Form 031's Schedule RC-E, part II) .....	\$ _____	2200bb
1. Noninterest-bearing	\$ _____	6631bb
2. Interest-bearing	\$ _____	6636bb
14. Federal funds purchased and securities sold under agreements to repurchase .....		
A. Federal funds purchased in domestic offices .....	\$ _____	B993b
B. Securities sold under agreements to repurchase .....	\$ _____	B995b
15. Trading liabilities .....	\$ _____	3548b
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from FFIEC Form 031's Schedule RC-M).....	\$ _____	3190b
17. Not applicable. ....		
18. Not applicable. ....		
19. Subordinated notes and debentures .....	\$ _____	3200b
20. Other liabilities (from FFIEC Form 031's Schedule RC-G) .....	\$ _____	2930b
21. Total liabilities (sum of Lines 13 through 20).....	\$ _____	2948b
22. Not applicable. ....		
<b>Equity Capital</b>		
23. Perpetual preferred stock and related surplus .....	\$ _____	3838b
24. Common stock.....	\$ _____	3230b
25. Surplus (exclude all surplus related to preferred stock).....	\$ _____	3839b
26 A. Retained earnings .....	\$ _____	3632b
B. Accumulated other comprehensive income .....	\$ _____	B530b
C. Other equity capital components .....	\$ _____	A130b
27A. Total bank equity capital (sum of Lines 23 through 26.C) .....	\$ _____	3210b
B. Non-controlling (minority) interests in consolidated subsidiaries.....	\$ _____	3000b
28. Total equity capital (sum of Lines 27A and 27B).....	\$ _____	G105b
29. Total liabilities and equity capital (sum of Lines 21 and 28).....	\$ _____	3300b

Name of Firm: \_\_\_\_\_  
As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSB  
Bank MSBSP

<u>Capital</u>	<u>Totals</u>
1. Total bank equity capital (from FFIEC Form 031's Schedule RC, Line 27A) .....	\$ _____ 3210b
2. Tier 1 capital .....	\$ _____ 8274b
3. Tier 2 capital .....	\$ _____ 5311b
4. Tier 3 capital allocated for market risk.....	\$ _____ 1395b
5. Total risk-based capital.....	\$ _____ 3792b
6. Total risk-weighted assets.....	\$ _____ A223b
7. Total assets for the leverage ratio.....	\$ _____ A224b

Capital Ratios (Column B is to be completed by all banks. Column A is to be completed by banks with financial subsidiaries.)

	<u>Column A</u>	<u>Column B</u>
8. Tier 1 leverage ratio.....	\$ _____ 7204b	
9. Tier 1 risk-based capital ratio .....	\$ _____ 7206b	\$ _____ 7206bb
10. Total risk-based capital ratio.....	\$ _____ 7205b	\$ _____ 7205bb

Name of Firm: \_\_\_\_\_

As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSB  
Bank MSBSP

	<u>Totals</u>
1. Total interest income .....	\$ 4107b
2. Total interest expense .....	\$ 4073b
3. Total noninterest income .....	\$ 4079b
4. Total noninterest expense .....	\$ 4093b
5. Realized gains (losses) on held-to-maturity securities .....	\$ 3521b
6. Realized gains (losses) on available-for-sale securities .....	\$ 3196b
7. Income (loss) before income taxes and extraordinary items and other adjustments .....	\$ 4301b
8. Net income (loss) attributable to bank.....	\$ 4340b
9. Trading revenue (from cash instruments and derivative instruments)	
A. Interest rate exposures .....	\$ 8757b
B. Foreign exchange exposures .....	\$ 8758b
C. Equity security and index exposures .....	\$ 8759b
D. Commodity and other exposures .....	\$ 8760b
E. Credit exposures .....	\$ F186b
<b>Lines 9F and 9G are to be completed by banks with \$100 billion or more in total assets that are required to complete lines 9A through 9E above.</b>	
F. Impact on trading revenue of changes in the creditworthiness of the bank's derivative counterparties on the bank's derivative assets) .....	\$ K090b
G. Impact on trading revenue of changes in the creditworthiness of the bank on the bank's derivative liabilities.....	\$ K094b
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account	
A. Net gains (losses) on credit derivatives held for trading.....	\$ C889b
B. Net gains (losses) on credit derivatives held for purposes other than trading.....	\$ C890b
11. Credit losses on derivatives.....	\$ A251b

Name of Firm: \_\_\_\_\_  
As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSD (if not exempt from Rule 18a-4)

**CREDIT BALANCES**

1. Free credit balances and other credit balances in the accounts carried for security-based swap customers (see Note A).....	\$	_____	12768
2. Monies borrowed collateralized by securities in accounts carried for security-based swap customers (see Note B).....	\$	_____	12769
3. Monies payable against security-based swap customers' securities loaned (see Note C) .....	\$	_____	12770
4. Security-based swap customers' securities failed to receive (see Note D) .....	\$	_____	12771
5. Credit balances in firm accounts attributable to principal sales to security-based swap customers .....	\$	_____	12772
6. Market value of stock dividends, stock splits and similar distributions receivable outstanding over 30 calendar days .....	\$	_____	12773
7. Market value of short securities and credits (not to be offset by longs or by debits) in all suspense accounts over 30 calendar days.....	\$	_____	12774
8. Market value of securities which are in transfer in excess of 40 calendar days and have not been confirmed to be in transfer by the transfer agent or the issuer during the 40 days .....	\$	_____	12775
9. Other (List: _____) .....	\$	_____	12776
10. TOTAL CREDITS.....	\$	_____	12785

**DEBIT BALANCES**

11. Debit balances in accounts carried for security-based swap customers, excluding unsecured accounts and accounts doubtful of collection (see Note E).....	\$	_____	12777
12. Securities borrowed to effectuate short sales by security-based swap customers and securities borrowed to make delivery on security-based swap customers' securities failed to deliver .....	\$	_____	12778
13. Failed to deliver of security-based swap customers' securities not older than 30 calendar days .....	\$	_____	12779
14. Margin required and on deposit with Options Clearing Corporation for all option contracts written or purchased in accounts carried for security-based swap customers (see Note F) .....	\$	_____	12780
15. Margin related to security future products written, purchased or sold in accounts carried for security-based swap customers required and on deposit in a qualified clearing agency account at a clearing agency registered with the Commission under section 17A of the Exchange Act (15 U.S.C. 78q-1) or a derivative clearing organization registered with the Commodity Futures Trading Commission under section 5b of the Commodity Exchange Act (7 U.S.C. 7a-1) (see Note G) .....	\$	_____	12781
16. Margin related to cleared security-based swap transactions in accounts carried for security-based swap customers required and on deposit in a qualified clearing agency account at a clearing agency registered with the Commission pursuant to section 17A of the Exchange Act (15 U.S.C. 78q-1) .....	\$	_____	12782
17. Margin related to non-cleared security-based swap transactions in accounts carried for security-based swap customers required and held in a qualified registered security-based swap dealer account at another security-based swap dealer.....	\$	_____	12783
18. Other (List: _____) .....	\$	_____	12784
19. TOTAL DEBITS.....	\$	_____	12786

**RESERVE COMPUTATION**

20. Excess of total debits over total credits (Line 19 less Line 10) .....	\$	_____	12787
21. Excess of total credits over total debits (Line 10 less Line 19) .....	\$	_____	12788
22. Amount held on deposit in "Reserve Account(s)," including value of qualified securities, at end of reporting period .....	\$	_____	12789
23. Amount of deposit (or withdrawal) including \$ _____ value of qualified securities .....	\$	_____	12791
24. New amount in Reserve Account(s) after adding deposit or subtracting withdrawal including \$ _____ value of qualified securities .....	\$	_____	12793
25. Date of deposit (MM/DD/YY).....	\$	_____	12794

References to notes in this section refer to the notes to 17 CFR 240.18a-4a.

Name of Firm: \_\_\_\_\_  
As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSB (if not exempt from Rule 18a-4)

State the market valuation and number of items of:

1. Security-based swap customers' excess securities collateral not in the respondent's possession or control as of the report date (for which instructions to reduce to possession or control had been issued as of the report date) but for which the required action was not taken by respondent within the time frame specified under Rule 18a-4. Notes A and B..... \$ 12795  
 A. Number of items..... 12796
2. Security-based swap customers' excess securities collateral for which instructions to reduce possession or control had not been issued as of the report date under Rule 18a-4. .... \$ 12797  
 A. Number of items..... 12798
3. The system and procedures utilized in complying with the requirement to maintain physical possession or control of security-based swap customers' excess securities collateral have been tested and are functioning in a manner adequate to fulfill the requirements of Rule 18a-4 ..... Yes 12799 No 12800

**Notes:**

A – Do not include in Line 1 security-based swap customers' excess securities collateral required by Rule 18a-4 to be in possession or control but for which no action was required by the respondent as of the report date or required action was taken by respondent within the time frames specified under Rule 18a-4.

B – State separately in response to Line 1 whether the securities reported in response thereto were subsequently reduced to possession or control by the respondent.

Name of Firm: \_\_\_\_\_

As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSD

**EXEMPTION FROM RULE 18a-4**

If an exemption from Rule 18a-4 is claimed, check the box.....  12104

Name of Firm: \_\_\_\_\_  
As of: \_\_\_\_\_

Items on this page to be reported by a: Bank SBSDs  
Bank MSBSPs

<u>Aggregate Positions</u>	<u>LONG/BOUGHT</u>	<u>SHORT/SOLD</u>
1. Security-based swaps		
A. Cleared.....	\$ _____ 12801	\$ _____ 12809
B. Non-cleared.....	\$ _____ 12802	\$ _____ 12810
2. Mixed swaps		
A. Cleared.....	\$ _____ 12803	\$ _____ 12811
B. Non-cleared.....	\$ _____ 12804	\$ _____ 12812
3. Swaps		
A. Cleared.....	\$ _____ 12805	\$ _____ 12813
B. Non-cleared.....	\$ _____ 12806	\$ _____ 12814
4. Other derivatives .....	\$ _____ 12807	\$ _____ 12815
5. Total (sum of Lines 1-4) .....	\$ _____ 12808	\$ _____ 12816

Name of Firm: \_\_\_\_\_  
As of: \_\_\_\_\_