Board of Governors of the Federal Reserve System

Consolidated Financial Statements for Holding Companies—FR Y-9C

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 BHC 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)).

This report form is to be filed by holding companies with total consolidated assets of $3 billion or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. 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: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) 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: **March 31, 2025**
Month / Date / Year (BHCK 9999)

CONF
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent) (BHCK H321)

CONF
Date of Signature (MM/DD/CCYY) (BHTX J196)

Citizens Financial Group, Inc.
Legal Title of Holding Company (RSSD 9017)

One Citizens Plaza
(Mailing Address of the Holding Company) Street/P.O. Box (RSSD 9110)

Providence	RI	02903
City (RSSD 9130)	State (RSSD 9200)	Zip Code (RSSD 9220)

Is confidential treatment requested for any portion of this report submission?.................... (0=No, 1=Yes) BHCK C447: 0

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 (BHCK KY38).. NR
2. a letter justifying this request has been provided separately (BHCK KY38).. NR

Person to whom questions about this report should be directed:

CONF
Name / Title (BHTX 8901)
CONF
Area Code / Phone Number (BHTX 8902)
CONF
Area Code / FAX Number (BHTX 9116)
CONF
E-mail Address of Contact (BHTX 4086)

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

Holding companies 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 vary from 5 to 1,250 hours per response, with an average of 44.79 hours per response for non-Advanced Approaches holding companines with $5 billion or more and an average of 40.48 hours per response for non-Advanced Approaches holding companies with less than $5 billion in total assets and 47.59 hours for Advanced Approaches holding companies, 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 (7100-0128), Washington, DC 20503.

Chief Executive Officer Contact Information

This information is being requested so the Board can distribute notifications about policy initiatives and other matters directly to the Chief Executive Officers of reporting institutions. Please provide contact information for the Chief Executive Officer of the reporting institution. Enter "none" for the Chief Executive Officer's email address if not available. Chief Executive Officer contact information is for the confidential use of the Board and will not be released to the public.

Chief Executive Officer

CONF
Name (BHCK FT42)

CONF
Area Code / Phone Number / Extension (BHCK FT43)

CONF
E-mail Address (BHCK FT44)

Report of Income for Holding Companies

Report all Schedules of the Report of Income on a calendar year-to-date basis.

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK	Amount	
1. Interest income:			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1-4 family residential properties	4435	621,993	1.a.(1)(a)
(b) All other loans secured by real estate	4436	422,326	1.a.(1)(b)
(c) All other loans	F821	785,037	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	10,734	1.b.
c. Interest income on balances due from depository institutions (1)	4115	88,896	1.c.
d. Interest and dividend income on securities:			
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488	35,748	1.d.(1)
(2) Mortgage-backed securities	B489	343,701	1.d.(2)
(3) All other securities	4060	29,026	1.d.(3)
e. Interest income from trading assets (2)	4069	6,287	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	0	1.f.
g. Other interest income	4518	8,819	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	**2,352,567**	1.h.
2. Interest expense:			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $250,000 or less	HK03	174,315	2.a.(1)(a)
(b) Time deposits of more than $250,000	HK04	65,223	2.a.(1)(b)
(c) Other deposits	6761	555,879	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	0	2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase	4180	6,846	2.b.
c. Interest on trading liabilities and other borrowed money (2) (excluding subordinated notes and debentures)	4185	139,753	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities (2)	4397	19,308	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	**961,324**	2.f.
3. Net interest income (item 1.h minus 2.f)	4074	**1,391,243**	3.
4. Provision for credit losses (3)	JJ33	**153,000**	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	5,811	5.a.
b. Service charges on deposit accounts in domestic offices	4483	103,430	5.b.
c. Trading revenue (2,4)	A220	20,817	5.c.

(1) Includes interest income on time certificates of deposit not held for trading.

(2) To be completed by holding companies with $5 billion or more in total assets (Asset-size test is based on the prior year June 30 report date). Income and or expenses pertaining to these items should be reported in the "other" categories 1.g, 2.e, and 5.l, respectively by holding companies with less than $5 billion in total assets.

(3) Holding companies should report in item 4 the provisions for credit losses for all financial assets and off-balance sheet credit exposures.

(4) For holding companies required to complete Schedule HI, Memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of Memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Holding companies with less than $5 billion in total assets should report data items 5.d.(6) and 5.d.(7) only and leave 5.d.(1) through 5.d.(5) blank.			
5.d. Income from securities-related and insurance activities:			
(1) Fees and commissions from securities brokerage	C886	12,461	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	93,410	5.d.(2)
(3) Fees and commissions from annuity sales	C887	17,939	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	3,622	5.d.(5)
(6) Fees and commissions from securities brokerage, investment banking, advisory, and underwriting fees and commissions	KX46		5.d.(6)
(7) Income from insurance activities (5)	KX47		5.d.(7)
e. Venture capital revenue (6)	B491	0	5.e.
f. Net servicing fees	B492	41,526	5.f.
g. Net securitization income (6)	B493	0	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	14,635	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	812	5.j.
k. Net gains (losses) on sales of other assets (7)	B496	229	5.k.
l. Other noninterest income (8)	B497	220,837	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	**535,529**	5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521	0	6.a.
b. Realized gains (losses) on available-for-sale debt securities	3196	7,412	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	697,705	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	223,053	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	8,322	7.c.(2)
d. Other noninterest expense (9)	4092	384,374	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	**1,313,454**	7.e.
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 (sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e)	HT69	**467,730**	8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading (10)	HT70	0	8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b)	4301	**467,730**	8.c.
9. Applicable income taxes (foreign and domestic)	4302	94,763	9.
10. Income (loss) before discontinued operations (item 8.c. minus item 9)	4300	**372,967**	10.
11. Discontinued operations, net of applicable income taxes (11)	FT28	0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	**372,967**	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340	**372,967**	14.

(5) Includes underwriting income from insurance and reinsurance activities.
(6) To be completed by holding companies with $5 billion or more in total assets (Asset-size test is based on the prior year June 30 report date). Income and or expenses pertaining to these items should be reported in the "other" categories.
(7) Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale debt securities.
(8) See Schedule HI, Memoranda item 6.
(9) See Schedule HI, Memoranda item 7.
(10) Item 8.b is to be completed by all holding companies. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
(11) Describe on Schedule HI, Memoranda item 8.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 1 and 2 are to be completed by holding companies with $5 billion or more in total assets.[1]			
1. Net Interest income (item 3 above) on a fully taxable equivalent basis	4519	1,394,844	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8.c. above) on a fully taxable equivalent basis	4592	468,258	M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313	0	M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507	8	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK 4150	Number 17,315	M.5.
Memoranda items 6.a through 6.j are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than $5 billion in total assets. Holding companies with $5 billion or more in total assets should report these items on a quarterly basis.[1]			
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $100,000 that exceed 7 percent of Schedule HI, item 5.l):	BHCK	Amount	
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	27,002	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	0	M.6.c.
d. Rent and other income from other real estate owned	4042	0	M.6.d.
e. Safe deposit box rent	C015	0	M.6.e.
f. Bank card and credit card interchange fees	F555	67,278	M.6.f.
g. Income and fees from wire transfers	T047	0	M.6.g.
h. TEXT 8562 Letter of Credit and Loan Fees	8562	43,815	M.6.h.
i. TEXT 8563 Syndication Fee Income	8563	47,327	M.6.i.
j. TEXT 8564	8564	0	M.6.j.
Memoranda items 7.a through 7.p are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than $5 billion in total assets. Holding companies with $5 billion or more in total assets should report these items on a quarterly basis.[1]			
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $100,000 that exceed 7 percent of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	39,431	M.7.a.
b. Advertising and marketing expenses	0497	42,006	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	0	M.7.e.
f. Legal fees and expenses	4141	0	M.7.f.
g. FDIC deposit insurance assessments (2)	4146	CONF	M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	0	M.7.i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7.j.
k. Telecommunications expenses	F559	0	M.7.k.
l. Other real estate owned expenses	Y923	0	M.7.l.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

(2) Amounts reported in Memorandum item 7.g will not be made available to the public on an individual institution basis.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
7.m. Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses)	Y924	0	M.7.m.
n. TEXT 8565 Capitalized Software Expense	8565	67,546	M.7.n.
o. TEXT 8566 Outside Services	8566	52,974	M.7.o.
p. TEXT 8567	8567	0	M.7.p.
Memoranda items 8.a.(1) through 8.b.(2) are to be completed by holding companies with $5 billion or more in total assets.[1]			
8. Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):			
a.(1) TEXT FT29	FT29	0	M.8.a.(1)
(2) Applicable income tax effect — BHCK FT30: 0			M.8.a.(2)
b.(1) TEXT FT31	FT31	0	M.8.b.(1)
(2) Applicable income tax effect — BHCK FT32: 0			M.8.b.(2)
9. Trading revenue (from cash instruments and derivative instruments) (sum of items 9.a through 9.e must equal Schedule HI, item 5.c)			
Memorandum items 9.a through 9.e are to be completed by holding companies with $5 billion or more in total assets[1] that reported total trading assets of $10 million or more for any quarter of the preceding calendar year:			
a. Interest rate exposures	8757	(177)	M.9.a.
b. Foreign exchange exposures	8758	16,456	M.9.b.
c. Equity security and index exposures	8759	(41)	M.9.c.
d. Commodity and other exposures	8760	7,385	M.9.d.
e. Credit exposures	F186	(2,806)	M.9.e.
Memoranda items 9.f and 9.g are to be completed by holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.[1]			
f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above)	K090	(1,810)	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)	K094	(1,492)	M.9.g.
Memorandum items 10.a and 10.b are to be completed by holding companies with $10 billion or more in total consolidated assets.[1]			
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	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
Memorandum item 11 is to be completed by holding companies with $5 billion or more in total assets.[1]			
11. Credit losses on derivatives (see instructions)	A251	0	M.11.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Year-to-date Amount	
Memorandum items 12.a through 12.c are to be completed by holding companies with $5 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	58,675	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.1.
(2) All other insurance premiums	C243	0	M.12.b.2.
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.

	0=NO 1=YES	BHCK		
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.)		A530	0	M.13.

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 14.a through 14.b.(1) are to be completed by holding companies with $5 billion or more in total assets that have elected to account for assets and liabilities under a fair value option.[1]			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	2,668	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	(2,062)	M.14.a.1.
b. Net gains (losses) on liabilities	F553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.14.b.1.
Memoranda item 15 is to be completed by holding companies with $5 billion or more in total assets.[1]			
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	22,700	M.15.

16. and 17. Not applicable.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands	BHCK	Amount	
1. Total holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	24,254,387	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	**24,254,387**	3.
	BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340	**372,967**	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	6,376	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	202,086	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	33,234	10.
11. LESS: Cash dividends declared on common stock	4460	186,123	11.
12. Other comprehensive income (1)	B511	654,040	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT 3210	**24,866,327**	15.

(1) Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale debt securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowances for Credit Losses

Part I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)

Part I includes charge-offs and recoveries through the allocated transfer risk reserve.

Dollar Amounts in Thousands	BHCK	(Column A) Charge-offs[1] Amount	BHCK	(Column B) Recoveries Amount	
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans	C891	0	C892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	972	C894	0	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411	4,599	5412	2,454	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	995	C217	2,935	1.c.(2)(a)
(b) Secured by junior liens	C235	94	C218	346	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	11,008	3589	51	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	27	C896	77	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	39,536	C898	68	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Not applicable.					
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
Holding companies with less than $5 billion in total assets should report item 4.c only and leave items 4.a and 4.b blank.[2]					
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	37,956	4617	4,132	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX48		KX49		4.c.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	30,432	B515	2,696	5.a.
b. Automobile loans	K129	18,428	K133	10,933	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	80,446	K206	8,561	5.c.
Item 6 is to be completed by holding companies with $5 billion or more in total consolidated assets.[2]					
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	9,444	4628	1,425	7.

(1) Include write-downs arising from transfers of loans to a held-for-sale account.

(2) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HI-B—Continued

Part I.—Continued

Dollar Amounts in Thousands	(Column A) Charge-offs[1] BHCK	Amount	(Column B) Recoveries BHCK	Amount	
Holding companies with less than $5 billion in total assets should report item 8.c only and leave items 8.a and 8.b blank.[2]					
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	0	F188	0	8.b.
c. Leases to individuals for household, family, and other personal expenditures and all other leases	KX50		KX51		8.c.
9. Total (sum of items 1 through 8) (3)	4635	**233,937**	4605	**33,678**	9.

(1) Include write-downs arising from transfers of loans to a held-for-sale account.
(2) Asset-size test is based on the total assets reported as of June 30, 2024.
(3) For holding companies with less than $5 billion in total assets, Total loans and leases (sum of items 1 through 7 plus 8.c).

Memoranda

Dollar Amounts in Thousands	(Column A) Charge-offs[1] Year-to-date BHCK	Amount	(Column B) Recoveries Year-to-date BHCK	Amount	
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, Part I, items 4 and 7, above	5409	97	5410	25	M.1.
Memorandum item 2 is to be completed by holding companies with $5 billion or more in total assets.[2]					
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, Part I, item 1, above)	4652	1	4662	0	M.2.

Memorandum item 3 is to be completed by (1) holding companies with $5 billion or more in total assets[2] that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Year-to-date BHCK	Amount	
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for credit losses on loans and leases)	C388	6,127	M.3.

(1) Include write-downs arising from transfers of loans to a held-for-sale account.
(2) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HI-B—Continued

Part II. Changes in Allowance for Credit Losses

Dollar Amounts in Thousands	(Column A) Loans and leases held for investment BHCK	Amount	(Column B) Held-to-maturity debt securities BHCK	Amount	(Column C) Available-for-sale debt securities BHCK	Amount	
1. Balance most recently reported for the December 31, 2024, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income	B522	2,061,147	JH88	0	JH94	0	1.
	BHCT						
2. Recoveries (column A must equal Part I, item 9, column B, above)	4605	**33,678**	JH89	0	JH95	0	2.
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule HI-B, Part II, item 4, column A)	BHCK C079	**233,937**	JH92	0	JH98	0	3.
4. LESS: Write-downs arising from transfers of financial assets	5523	0	JJ00	0	JJ01	0	4.
5. Provisions for credit losses (1)	4230	153,426	JH90	0	JH96	0	5.
6. Adjustments (see instructions for this schedule)	C233	0	JH91	0	JH97	0	6.
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule HC, item 4.c)	BHCT 3123	**2,014,314**	JH93	**0**	JH99	**0**	7.

(1) The sum of item 5, columns A through C, plus Schedule HI-B, Part II, Memorandum items 5 and 7, below, must equal Schedule HI, item 4.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 1, 2, and 8 are to be completed by holding companies with $5 billion or more in total assets.[1]			
1. Allocated transfer risk reserve included in Schedule HI-B, Part II, item 7, column A, above	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	5,046	M.2.
3. Amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges	C390	0	M.3.
4. Not applicable.			
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above)	JJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above)	JJ03	0	M.6.
7. Provisions for credit losses on off-balance-sheet credit exposures	MG93	(426)	M.7.
8. Estimated amount of expected recoveries of amounts previously written off included within the allowance for credit losses on loans and leases held for investment (included in item 7, column A, "Balance end of current period," above)	MG94	42,603	M.8.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HI-C—Disaggregated Data on the Allowances for Credit Losses

Items 1 through 11 are to be completed semiannually in the June and December reports by holding companies with less than $5 billion in total assets.[1]

Dollar Amounts in Thousands	(Column A) Amortized Cost BHCK	Amount	(Column B) Allowance Balance BHCK	Amount	
Loans and Leases Held for Investment:					
1. Real estate loans:					
a. Construction loans	JJ04	6,591,247	JJ12	93,798	1.a.
b. Commercial real estate loans	JJ05	20,633,296	JJ13	556,807	1.b.
c. Residential real estate loans	JJ06	49,792,680	JJ14	278,246	1.c.
2. Commercial loans (2)	JJ07	43,774,100	JJ15	501,957	2.
3. Credit cards	JJ08	2,330,961	JJ16	198,978	3.
4. Other consumer loans	JJ09	14,828,411	JJ17	384,528	4.
5. Unallocated, if any			JJ18	0	5.
6. Total (sum of items 1.a through 5) (3)	JJ11	**137,950,695**	JJ19	**2,014,314**	6.

Dollar Amounts in Thousands	Allowance Balance BHCK	Amount	
Held-to-Maturity Securities:			
7. Securities issued by states and political subdivisions in the U.S.	JJ20	0	7.
8. Total mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS)	JJ21	0	8.
9. Asset-backed securities and structured financial products	JJ23	0	9.
10. Other debt securities	JJ24	0	10.
11. Total (sum of items 7 through 10) (4)	JJ25	**0**	11.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

(2) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4.

(3) Item 6, column B, must equal Schedule HC, item 4.c.

(4) Item 11 must equal Schedule HI-B, Part II, item 7, column B.

Notes to the Income Statement - Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below income statement information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less. Information should be reported year-to-date of acquisition.

Dollar Amounts in Thousands	BHBC	Amount	
1. Total interest income	4107		1.
a. Interest income on loans and leases	4094		1.a.
b. Interest income on investment securities	4218		1.b.
2. Total interest expense	4073		2.
a. Interest expense on deposits	4421		2.a.
3. Net interest income	4074		3.
4. Provision for credit losses	JJ33		4.
5. Total noninterest income	4079		5.
a. Income from fiduciary activities	4070		5.a.
b. Trading revenue	A220		5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490		5.c.
d. Venture capital revenue	B491		5.d.
e. Net securitization income	B493		5.e.
f. Insurance commissions and fees	B494		5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities (1)	4091		6.
7. Total noninterest expense	4093		7.
a. Salaries and employee benefits	4135		7.a.
b. Goodwill impairment losses	C216		7.b.
8. Income (loss) before applicable income taxes and discontinued operations	4301		8.
9. Applicable income taxes	4302		9.
10. Noncontrolling (minority) interest	4484		10.
	BHCK		
11. Discontinued operations, net of applicable income taxes and noncontrolling (minority) interest	FT41		11.
	BHBC		
12. Net income (loss)	4340		12.
13. Cash dividends declared	4475		13.
14. Net charge-offs	6061		14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		15.

(1) Includes provisions governing the accounting for investments in equity securities, include realized and unrealized gains (losses) (and all other value changes) on equity securities and other equity investments not held for trading in item 6.

Notes to the Income Statement (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Exclude any transactions that have been separately disclosed under the reporting requirements specified in memoranda items 6 through 8 to Schedule HI, the Consolidated Income Statement.

Also include any transactions which previously would have appeared as footnotes to Schedules HI through HI-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 holding company has received $1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Amount
0000	Sch. HI, item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country	0000	1,350

Notes to the Income Statement (Other)

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable.			
2. Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets (1)	JJ27	0	2.
3. Not applicable.			

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
4.	5351		5351	0	4.
5.	5352		5352	0	5.
6.	5353		5353	0	6.
7.	5354		5354	0	7.
8.	5355		5355	0	8.
9.	B042		B042	0	9.
10.	B043		B043	0	10.
11.	B044		B044	0	11.
12.	B045		B045	0	12.

(1) Institutions should report initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets after the adoption of FASB ASC Topic 326.

Notes to the Income Statement (Other)— Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
13.	B046		B046	0	13.
14.	B047		B047	0	14.
15.	B048		B048	0	15.
16.	B049		B049	0	16.
17.	B050		B050	0	17.
18.	B051		B051	0	18.
19.	B052		B052	0	19.
20.	B053		B053	0	20.
21.	B054		B054	0	21.
22.	B055		B055	0	22.
23.	B056		B056	0	23.

Citizens Financial Group, Inc.
Name of Holding Company

For Federal Reserve Bank Use Only
C.I. _______

Consolidated Financial Statements for Holding Companies

Report at the close of business March 31, 2025
Date

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK	Amount	
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1)			0081	1,787,049	1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices			0395	10,882,191	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A) (3)			JJ34	**8,468,716**	2.a.
b. Available-for-sale debt securities (from Schedule HC-B, column D)			1773	**34,207,653**	2.b.
c. Equity securities with readily determinable fair values not held for trading (4)			JA22	177,333	2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices		BHDM	B987	0	3.a.
b. Securities purchased under agreements to resell (5,6)		BHCK	B989	0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale			5369	2,605,024	4.a.
b. Loans and leases held for investment	B528	137,950,695			4.b.
c. LESS: Allowance for credit losses on loans and leases	3123	2,014,314			4.c.
d. Loans and leases, held for investment, net of allowance (item 4.b minus 4.c)			B529	**135,936,381**	4.d.
5. Trading assets (from Schedule HC-D)			3545	**998,209**	5.
6. Premises and fixed assets (including right-of-use assets)			2145	1,789,644	6.
7. Other real estate owned (from Schedule HC-M)			2150	**12,764**	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	0	8.
9. Direct and indirect investments in real estate ventures			3656	2,818,037	9.
10. Intangible assets (from Schedule HC-M)			2143	**9,722,954**	10.
11. Other assets (from Schedule HC-F) (6)			2160	**11,398,954**	11.
12. Total assets (sum of items 1 through 11)			2170	**220,804,909**	12.

(1) Includes cash items in process of collection and unposted debits.
(2) Includes time certificates of deposit not held for trading.
(3) Holding companies should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule HC-B, item 8, column A less Schedule HI-B, Part II, item 7, column B.
(4) Item 2.c is to be completed by all holding companies. See the instructions for this item and the Glossary entry for "Securities Activities" for further detail on accounting for investments in equity securities.
(5) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.
(6) Holding companies should report items 3.b and 11 amounts net of any applicable allowance for credit losses.

Schedule HC—Continued

Dollar Amounts in Thousands	BHDM	Amount	
Liabilities			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing (1)	6631	38,896,973	13.a.(1)
(2) Interest-bearing	6636	139,445,840	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	0	13.b.(1)
(2) Interest-bearing	6636	0	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices (2)	B993	0	14.a.
	BHCK		
b. Securities sold under agreements to repurchase (3)	B995	0	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	1,022,425	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	**10,839,056**	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures (4)	4062	1,703,181	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0	19.b.
20. Other liabilities (from Schedule HC-G)	2750	**4,031,107**	20.
21. Total liabilities (sum of items 13 through 20)	2948	**195,938,582**	21.
22. Not applicable			
Equity Capital			
Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	2,112,588	23.
24. Common stock (par value)	3230	6,517	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	22,370,448	25.
26. a. Retained earnings	3247	10,565,888	26.a.
b. Accumulated other comprehensive income (5)	B530	(2,940,434)	26.b.
c. Other equity capital components (6)	A130	(7,248,680)	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	**24,866,327**	27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	**24,866,327**	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	**220,804,909**	29.

(1) Includes noninterest-bearing demand, time, and savings deposits.
(2) Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
(3) Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
(4) Includes limited-life preferred stock and related surplus.
(5) Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.
(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

Memoranda (to be completed annually by holding companies for the December 31 report date)

1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No)	0=NO 1=YES	BHCK C884		M.1.

2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)

a.

(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b. CONF

(1) Name of Engagement Partner (TEXT C704)

CONF

(2) E-mail Address (TEXT C705)

(7) The Federal Reserve regards information submitted in response to Memorandum item 2.b as confidential.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Amount	(Column B) Fair Value BHCK	Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Amount	(Column D) Fair Value BHCK	Amount	
1. U.S. Treasury securities	0211	0	0213	0	1286	4,145,437	1287	4,069,231	1.
2. U.S. government agency and sponsored agency obligations (exclude mortgage-backed securities) (1)	HT50	0	HT51	0	HT52	0	HT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.	8496	0	8497	0	8498	1,267	8499	938	3.
Holding companies with less than $5 billion in total assets should report item 4.a.(4) and should leave items 4.a.(1) through 4.a.(3) blank.[2]									
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	846,569	G301	774,477	G302	7,993,112	G303	7,707,607	4.a.1.
(2) Issued by FNMA and FHLMC	G304	4,081,109	G305	3,662,201	G306	11,494,611	G307	10,463,827	4.a.2.
(3) Other pass-through securities	G308	0	G309	0	G310	0	G311	0	4.a.3.
(4) Guaranteed by GNMA, issued by FNMA and FHLMC, and other pass-through securities	KX52		KX53		KX54		KX55		4.a.4.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	G312	366,390	G313	339,985	G314	9,480,311	G315	9,176,384	4.b.1.
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	G316	0	G317	0	G318	0	G319	0	4.b.2.
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	0	G323	0	4.b.3.
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142	0	K143	0	K144	0	K145	0	4.c.1a
(b) Other pass-through securities	K146	0	K147	0	K148	0	K149	0	4.c.1b
(2) Other commercial MBS:									
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3)	K150	2,782,334	K151	2,351,780	K152	0	K153	0	4.c.2a
(b) All other commercial MBS	K154	0	K155	0	K156	272,028	K157	260,856	4.c.2b

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, Export–Import Bank participation certificates, and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

(2) Asset-size test is based on the total assets reported as of June 30, 2024.

(3) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC) and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC), and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Amount	(Column B) Fair Value BHCK	Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Amount	(Column D) Fair Value BHCK	Amount	
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	392,314	C988	386,964	C989	206	C027	202	5.a.
b. Structured financial products	HT58	0	HT59	0	HT60	2,599,561	HT61	2,528,608	5.b.
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Other foreign debt securities	1742	0	1743	0	1744	0	1746	0	6.b.
7. Unallocated portfolio layer fair value hedge basis adjustments (1)					MG95	(2,011)	BHCT		7.
8. Total (sum of 1 through 7) (2)	1754	**8,468,716**	1771	**7,515,407**	1772	**35,984,522**	1773	**34,207,653**	8.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Pledged securities (3)	0416	3,678,862	M.1.
2. Remaining maturity or next repricing date of debt securities (4) (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	7,498,193	M.2.a.
b. Over 1 year to 5 years	0384	5,518,917	M.2.b.
c. Over 5 years	0387	29,659,259	M.2.c.
Memorandum item 3 is to be completed semiannually in the June and December reports only.			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

(1) This item is to be completed by institutions that have adopted ASU 2022-01, as applicable.
(2) The total reported in column A must equal Schedule HC, item 2.a, plus Schedule HI-B, Part II, item 7, column B. The total reported in column D must equal Schedule HC, item 2.b.
(3) Includes held-to-maturity securities at amortized cost, available-for-sale debt securities at fair value, and equity securities with readily determinable fair values not held for trading (reported in Schedule HC, item 2.c) at fair value.
(4) Report fixed-rate debt securities by remaining maturity and floating-rate securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Amount	Held-to-Maturity (Column B) Fair Value BHCK	Amount	Available-for-Sale (Column C) Amortized Cost BHCK	Amount	Available-for-Sale (Column D) Fair Value BHCK	Amount	
Memorandum item 5.a through 5.f are to be completed by holding companies with $10 billion or more in total assets.[1]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	206	B845	202	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	392,314	B851	386,964	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	M.5.f.
Memorandum items 6.a through 6.g are to be completed by holding companies with $10 billion or more in total assets.[1]									
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, 5.b):									
a. Trust preferred securities issued by financial institutions	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352	0	G353	0	G354	0	G355	0	M.6.b.
c. Corporate and similar loans	G356	0	G357	0	G358	123,985	G359	123,993	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	2,475,576	G375	2,404,615	M.6.g.

(1) The $10 billion asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for credit losses on loans and leases from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated BHCK	Amount	(Column B) In Domestic Offices BHDM	Amount	
1. Loans secured by real estate	1410	80,508,968			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1-4 family residential construction loans			F158	526,815	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	6,082,856	1.a.(2)
			BHDM		
b. Secured by farmland			1420	0	1.b.
c. Secured by 1-4 family residential properties:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit			1797	16,633,379	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens			5367	34,132,934	1.c.(2)(a)
(b) Secured by junior liens			5368	105,812	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	7,725,028	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK F160	3,949,760	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	11,352,384	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	137,350	2.
a. To U.S. banks and other U.S. depository institutions	1292	1,484			2.a.
b. To foreign banks	1296	135,866			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0	1590	0	3.
Holding companies with less than $5 billion in total assets should report item 4.c and leave items 4.a and 4.b blank.[1]					
4. Commercial and industrial loans			1766	26,123,713	4.
a. To U.S. addressees (domicile)	1763	25,076,737			4.a.
b. To non-U.S. addressees (domicile)	1764	1,046,976			4.b.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX56				4.c.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	18,322,093	6.
a. Credit cards	B538	1,880,078			6.a.
b. Other revolving credit plans	B539	1,244,944			6.b.
c. Automobile loans	K137	3,718,327			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	11,478,744			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable.					

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-C—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Consolidated Amount	BHDM	(Column B) In Domestic Offices Amount	
Holding companies with less than $5 billion in total assets should report item 9.b.(3) and leave items 9.b.(1) and 9.b.(2) blank.[2]					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	13,962,759	J454	13,962,759	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	0	1545	0	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	500,678	J451	500,678	9.b.(2)
(3) Loans for purchasing or carrying securities (secured or unsecured) and all other loans	KX57		KX57		9.b.(3)
Holding companies with less than $5 billion in total assets should report item 10.c and should leave items 10.a and 10.b blank.[1]					
10. Lease financing receivables (net of unearned income)			2165	1,000,158	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	1,000,158			10.b.
c. Lease finance receivables	KX58				10.c.
11. LESS: Any unearned income on loans reflected in items 1-9 above	2123	0	2123	0	11.
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	**140,555,719**	2122	**140,555,719**	12.

Memoranda

Dollar Amounts in Thousands			BHDM	Amount	
Memoranda items 1.a.(1) through 1.f.(3)(c) are to be completed semiannually in June and December by holding companies with less than $5 billion in total assets. These items are to be completed quarterly by holding companies with $5 billion or more in total assets.[1]					
1. Loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans			K158	0	M.1.a.1.
(2) All other construction loans and all land development and other land loans			K159	193,129	M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices			F576	60,006	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices			K160	8,721	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			K161	56,456	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties			K162	168,145	M.1.d.2.
			BHCK		
Holding companies with less than $5 billion in total assets should report Memorandum item 1.e.(3) (semiannually in June and December) and leave items 1.e.(1) and 1.e.(2) blank.[1]					
e. Commercial and industrial loans:					
(1) To U.S. addressees (domicile)	K163	236,041			M.1.e.1.
(2) To non-U.S. addressees (domicile)	K164	0			M.1.e.2.
(3) To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX59				M.1.e.3.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-C—Continued

Dollar Amounts in Thousands	BHCK	Amount	
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K165	75,893	M.1.f.
Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM		
(1) Loans secured by farmland in domestic offices	K166	0	M.1.f.1.
	BHCK		
(2) Loans to finance agricultural production and other loans to farmers	K168	0	M.1.f.2.
(3) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	K098	0	M.1.f.3.a.
(b) Automobile loans	K203	0	M.1.f.3.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204	0	M.1.f.3.c.
g. Total loan modifications to borrowers experiencing financial difficulty that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f)	HK25	**798,391**	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above	2746	1,870,338	M.2.
To be completed by holding companies with $5 billion or more in total assets.[1]			
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	26,666	M.3.
Memorandum item 4 is to be completed by (1) holding companies with $5 billion or more in total assets[1] that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391	65,642	M.4.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
5. Not applicable.			
Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.			
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230		M.6.a.
Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of the preceding December 31 report date, that exceeded the lesser of $100 million or 5 percent of total loans and leases, held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above	F232		M.6.c.
7.–8. Not applicable.			
	BHDM		
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	332,156	M.9.
10.–11. Not applicable.			

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Fair value of acquired loans and leases at acquisition date Amount	BHCK	(Column B) Gross contractual amounts receivable at acquisition Amount	BHCK	(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected Amount	
Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only. Holding companies with less than $5 billion in total assets should report Memorandum item 12.e semiannually in June and December and and should leave 12.a, 12.b, 12.c, and 12.d blank.[1]							
12. Loans (not considered purchased credit-deteriorated) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate	G091		G092		G093		M.12.a.
b. Commercial and industrial loans	G094		G095		G096		M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097		G098		G099		M.12.c.
d. All other loans and all leases	G100		G101		G102		M.12.d.
e. Loans and leases	KX60		KX61		KX62		M.12.e.

Dollar Amounts in Thousands	BHCK	Amount	
13. Not applicable.			
14. Pledged loans and leases	G378	67,808,509	M.14.
Memorandum item 15 is to be completed by all holding companies.			
15. Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit in domestic offices that have converted to non-revolving closed-end status (included in item 1.c.(1) above)	LE75	1,114,963	M.15.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies with $5 billion or more in total assets[1] that reported total trading assets of $10 million or more in any of the four preceding calendar quarters.

Dollar Amounts in Thousands	BHCM	Amount	
Assets			
1. U.S. Treasury securities	3531	19,934	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S	3533	0	3.
4. Mortgage-backed securities (MBS):	BHCK		
a. Residential pass-through securities issued or guaranteed by FNMA,FHLMC, or GNMA	G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (2) (include CMOs, REMICs, and stripped MBS)	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (2)	K197	0	4.d.
e. All other commercial MBS	K198	0	4.e.
5. Other debt securities			
a. Structured financial products	HT62	0	5.a.
b. All other debt securities	G386	34,819	5.b.
6. Loans:			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	HT63	0	6.a.(1)
(2) All other loans secured by real estate	HT64	0	6.a.(2)
b. Commercial and industrial loans	F614	208,831	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT65	0	6.c.
d. Other loans	F618	6,508	6.d.
7.–8. Not applicable			
9. Other trading assets	3541	885	9.
10. Not applicable			
11. Derivatives with a positive fair value	3543	727,232	11.
12. Total trading assets (sum of items 1 through 11)	BHCT		
(must equal Schedule HC, item 5)	3545	**998,209**	12.
Liabilities			
13. a. Liability for short positions:	BHCK		
(1) Equity securities	G209	39,357	13.a.(1)
(2) Debt securities	G210	7,452	13.a.(2)
(3) All other assets	G211	105,949	13.a.(3)
b. All other trading liabilities	F624	133	13.b.
14. Derivatives with a negative fair value	3547	869,534	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT		
(must equal Schedule HC, item 15)	3548	**1,022,425**	15.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

(2) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC), and the Federal National Mortgage Association (FNMA).

Schedule HC-D—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a.(1) through 6.d)			
a. Loans secured by real estate:			
(1) Loans secured by 1-4 family residential properties	HT66	0	M.1.a.(1)
(2) All other loans secured by real estate	HT67	0	M.1.a.(2)
b. Commercial and industrial loans	F632	219,818	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT68	0	M.1.c.
d. Other loans	F636	6,565	M.1.d.
Memorandum items 2 through 10 are to be completed by holding companies with $10 billion or more in total trading assets.[1]			
2. Loans measured at fair value that are past due 90 days or more:			
a. Fair value	F639		M.2.a.
b. Unpaid principal balance	F640		M.2.b.
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, item 5.a):			
a. Trust preferred securities issued by financial institutions	G299		M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		M.3.b.
c. Corporate and similar loans	G333		M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334		M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335		M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		M.3.f.
g. Other collateral or reference assets	G652		M.3.g.
4. Pledged trading assets:			
a. Pledged securities	G387		M.4.a.
b. Pledged loans	G388		M.4.b.
5. Asset-backed securities:			
a. Credit card receivables	F643		M.5.a.
b. Home equity lines	F644		M.5.b.
c. Automobile loans	F645		M.5.c.
d. Other consumer loans	F646		M.5.d.
e. Commercial and industrial loans	F647		M.5.e.
f. Other	F648		M.5.f.
6. Not applicable			
7. Equity securities:			
a. Readily determinable fair values	F652		M.7.a.
b. Other	F653		M.7.b.
8. Loans pending securitization	F654		M.8.

(1) The $10 billion trading asset-size test is based on total trading assets reported as of June 30, 2024.

Schedule HC-D—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
9. a. (1) Gross fair value of commodity contracts	G212		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory	G213		M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than $1,000,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)): [2]			
(1) BHTX F655	F655		M.9.b.(1)
(2) BHTX F656	F656		M.9.b.(2)
(3) BHTX F657	F657		M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than $1,000,000 and exceed 25% of the item)			
a. BHTX F658	F658		M.10.a.
b. BHTX F659	F659		M.10.b.
c. BHTX F660	F660		M.10.c.

(2) Exclude equity securities.

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB	Amount	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:			
a. Noninterest-bearing balances (2)	2210	38,896,973	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	42,604,576	1.b.
c. Money market deposit accounts and other savings accounts	2389	73,033,592	1.c.
d. Time deposits of $250,000 or less	HK29	17,107,433	1.d.
e. Time deposits of more than $250,000	J474	6,700,239	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:	BHOD		
a. Noninterest-bearing balances (2)	3189	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of $250,000 or less	HK29	0	2.d.
e. Time deposits of more than $250,000	J474	0	2.e.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	
1. Brokered deposits $250,000 or less with a remaining maturity of one year or less	HK06	7,107,934	M.1.
2. Brokered deposits $250,000 or less with a remaining maturity of more than one year	HK31	0	M.2.
3. Time deposits of more than $250,000 with a remaining maturity of one year or less	HK32	6,648,355	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	0	M.4.

(1) The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).
(2) Includes noninterest-bearing demand, time, and savings deposits.

Schedule HC-F—Other Assets[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Accrued interest receivable (2)	B556	950,088	1.
2. Net deferred tax assets (3)	2148	1,339,113	2.
3. Interest-only strips receivable (not in the form of a security) (4)	HT80	0	3.
4. Equity investments without readily determinable fair values (5)	1752	751,815	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	1,715,000	5.a.
b. Separate account life insurance assets	K202	260,652	5.b.
c. Hybrid account life insurance assets	K270	1,410,261	5.c.
6. Other	2168	4,972,025	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	**11,398,954**	7.

(1) Holding companies should report asset amounts in Schedule HC-F net of any applicable allowance for credit losses.
(2) Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on interest-bearing assets that are reported elsewhere on the balance sheet.
(3) See discussion of deferred income taxes in Glossary entry on "income taxes."
(4) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
(5) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable			
2. Net deferred tax liabilities (1)	3049	0	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	197,383	3.
4. Other	B984	3,833,724	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	**4,031,107**	5.

(1) See discussion of deferred income taxes in Glossary entry on "income taxes."

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	92,966,104	1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet	3296	23,394,838	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	258,686	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	593,000	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	469,729	5.

(1) Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the holding company's assets in foreign countries and 10 percent of the holding company's total consolidated assets as of the report date.

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

Schedule HC-I must be completed by all top-tier holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	B988	0	1.
2. Total assets	C244	0	2.
Liabilities			
3. Claims and claims adjustment expense reserves	B990	0	3.
4. Unearned premiums	B991	0	4.
5. Total equity	C245	0	5.
6. Net income	C246	0	6.

II. Life and Health Underwriting

Item 1 is to be completed by holding companies with $10,000,000 or more in reinsurance recoverables as of the effective date each quarter.

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Reinsurance recoverables	C247	0	1.
2. Separate account assets	B992	0	2.
3. Total assets	C248	0	3.
Liabilities			
4. Policyholder benefits and contractholder funds	B994	0	4.
5. Separate account liabilities	B996	0	5.
6. Total equity	C249	0	6.
7. Net income	C250	0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK	Amount	
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) (1)	B558	3,982,520	1.a.
b. Mortgage-backed securities (1)	B559	37,330,730	1.b.
c. All other debt securities (1) and equity securities with readily determinable fair values not held for trading (2)	B560	3,222,426	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	0	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	140,763,618	3.a.
(1) Loans secured by 1–4 family residential properties	3465	50,132,057	3.a.(1)
(2) All other loans secured by real estate	3466	29,983,862	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	0	3.a.(3)
(4) Commercial and industrial loans	3387	26,621,940	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	1,905,957	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562	17,293,512	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	0	3.b.
Item 4(a) is to be completed by holding companies with $5 billion or more in total assets and total trading assets of $10 million or more in any of the four preceding calendar quarters.[3]			
	BHCK		
4. a. Trading assets	3401	686,589	4.a.
b. Other earning assets	B985	8,555,868	4.b.
5. Total consolidated assets (4)	3368	218,763,975	5.
Liabilities			
6. Interest-bearing deposits (domestic) (5)	3517	135,130,300	6.
7. Interest-bearing deposits (foreign) (5)	3404	0	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	622,811	8.
9. All other borrowed money	2635	11,286,286	9.
10. Not applicable			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	24,300,950	11.

(1) Quarterly averages for all debt securities should be based on amortized cost.
(2) Quarterly averages for equity securities with readily determinable fair values should be based on fair value.
(3) Asset-size test is based on the total assets reported as of June 30, 2024.
(4) The quarterly average for total assets should reflect securities not held for trading as follows:
a) Debt securities at amortized cost.
b) Equity securities with readily determinable fair values should be reported at fair value.
c) Equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes).
(5) Includes interest-bearing demand deposits.

Schedule HC-L—Derivatives and Off-Balance-Sheet Items

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties (e.g., home equity lines)			3814	27,924,502	1.a.
Items 1.b.(1) and 1.b.(2) are to be completed by holding companies with $5 billion or more in total assets[1] semiannually in the June and December reports only.					
b. (1) Unused consumer credit card lines			J455		1.b.(1)
(2) Other unused credit card lines			J456		1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))			3816	2,761,636	1.c.(1)
(a) 1-4 family residential construction loan commitments	F164	315,195			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	2,446,441			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate			6550	86,636	1.c.(2)
Item 1(d) is to be completed by holding companies with $5 billion or more in total assets.[1]					
d. Securities underwriting			3817	0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans			J457	33,787,605	1.e.(1)
(2) Loans to financial institutions			J458	15,728,327	1.e.(2)
(3) All other unused commitments			J459	2,744,015	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees			6566	2,285,567	2.
Item 2.a is to be completed by holding companies with $5 billion or more in total assets.[1]					
a. Amount of financial standby letters of credit conveyed to others			3820	587,594	2.a.
3. Performance standby letters of credit and foreign office guarantees			6570	166,585	3.
Item 3.a is to be completed by holding companies with $5 billion or more in total assets.[1]					
a. Amount of performance standby letters of credit conveyed to others			3822	40,554	3.a.
4. Commercial and similar letters of credit			3411	50,772	4.
5. Not applicable					
6. Securities:					
a. Securities lent			3433	0	6.a.
b. Securities borrowed			3432	0	6.b.

Items 7.a through 7.d.(2)(b) are to be completed by holding companies with $5 billion or more in total assets.[1]

	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:	BHCK	Amount	BHCK	Amount	
a. Notional amounts:					
(1) Credit default swaps	C968	0	C969	0	7.a.(1)
(2) Total return swaps	C970	0	C971	0	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	2,242,526	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	0	C221	0	7.b.(1)
(2) Gross negative fair value	C220	4,910	C222	0	7.b.(2)

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands	BHCK	Amount	
7. c. Notional amounts by regulatory capital treatment: (1)			
(1) Positions covered under the Market Risk Rule:			
(a) Sold protection	G401	0	7.c.(1)(a)
(b) Purchased protection	G402	0	7.c.(1)(b)
(2) All other positions:			
(a) Sold protection	G403	2,242,526	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0	7.c.(2)(c)

	Remaining Maturity of:						
	(Column A) One Year or Less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
d. Notional amounts by remaining maturity:							
(1) Sold credit protection: (2)							
(a) Investment grade	G406	629,459	G407	1,563,872	G408	38,140	7.d.(1)(a)
(b) Subinvestment grade	G409	0	G410	5,400	G411	5,655	7.d.(1)(b)
(2) Purchased credit protection: (3)							
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)

Item 8 is to be completed by holding companies with foreign offices and by holding companies with domestic offices only and $100 billion or more in total consolidated assets. (4)

	BHCK	Amount	
8. Spot foreign exchange contracts	8765	132,166	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.f only amounts that exceed 25% of Schedule HC, item 27.a)	3430	4,661,089	9.
a. Commitments to purchase when-issued securities	3434	0	9.a.
b. Commitments to sell when-issued securities	3435	0	9.b.
c. TEXT 6561 Standby letters of credit issued by another party e.g., a Federal Home Loan Bank on the banks behalf	6561	4,661,089	9.c.
d. TEXT 6562	6562	0	9.d.
e. TEXT 6568	6568	0	9.e.
f. TEXT 6586	6586	0	9.f.

10. Not applicable

(1) Sum of items 7.c.(1)(a) and 7.c.(2)(a), must equal sum of items 7.a.(1) through (4), column A.
Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
(2) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
(3) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.
(4) The $100 billion asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-L—Continued

Derivatives Position Indicators (Dollar Amounts in Thousands)	(Column A) Interest Rate Contracts Amount	(Column B) Foreign Exchange Contracts Amount	(Column C) Equity Derivative Contracts Amount	(Column D) Commodity and Other Contracts Amount	
Items 11.a through 14.b.(2) are to be completed by holding companies with $5 billion or more in total assets.[1]					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts	BHCK 8693 584,500	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 4,162,333	BHCK 8698 5,211,898	BHCK 8699 39,168	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 6,791,850	BHCK 8710 1,357,410	BHCK 8711 0	BHCK 8712 67,045	11.d.(1)
(2) Purchased options	BHCK 8713 24,391,276	BHCK 8714 1,357,410	BHCK 8715 0	BHCK 8716 30,174	11.d.(2)
e. Swaps	BHCK 3450 204,308,504	BHCK 3826 28,949,245	BHCK 8719 0	BHCK 8720 1,080,948	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 155,464,110	BHCK A127 36,875,963	BHCK 8723 39,168	BHCK 8724 1,133,500	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 84,774,353	BHCK 8726 0	BHCK 8727 0	BHCK 8728 44,667	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 169,639	BHCK 8734 318,166	BHCK 8735 581	BHCK 8736 689,160	14.a.(1)
(2) Gross negative fair value	BHCK 8737 672,714	BHCK 8738 325,931	BHCK 8739 0	BHCK 8740 634,206	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 299,858	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 22,410	BHCK 8746 0	BHCK 8747 0	BHCK 8748 2,261	14.b.(2)

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-L—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Banks and Securities Firms Amount	(Column B) Not applicable	BHCK	(Column C) Hedge Funds Amount	BHCK	(Column D) Sovereign Governments Amount	BHCK	(Column E) Corporations and All Other Counterparties Amount	
Item 15 is to be completed only by holding companies with total assets of $10 billion or more.[1]										
15. Over-the counter derivatives:										
a. Net current credit exposure	G418	291,301		G420	0	G421	0	G422	774,540	15.a.
b. Fair value of collateral:										
(1) Cash - U.S. dollar	G423	318,045		G425	0	G426	0	G427	4,702	15.b.1
(2) Cash - Other currencies	G428	0		G430	0	G431	0	G432	0	15.b.2
(3) U.S. Treasury securities	G433	0		G435	0	G436	0	G437	0	15.b.3
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438	0		G440	0	G441	0	G442	0	15.b.4
(5) Corporate bonds	G443	0		G445	0	G446	0	G447	0	15.b.5
(6) Equity securities	G448	0		G450	0	G451	0	G452	0	15.b.6
(7) All other collateral	G453	0		G455	0	G456	0	G457	0	15.b.7
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	**318,045**		G460	**0**	G461	**0**	G462	**4,702**	15.b.8

(1) The $10 billion asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands			BHCK	Amount	
1. Total number of holding company common shares outstanding	NUMBER (UNROUNDED) 3459	437,668,127			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6555	1,565,249	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries			6556	5,873,265	3.
4. Other assets acquired in satisfaction of debts previously contracted			6557	1,856	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC			A288	0	5.
Item 6 is only completed by holding companies with $5 billion or more in assets.[1]					
6. Portion of covered other real estate owned included in Schedule HC, item 7 that is protected by FDIC loss-sharing agreements			K192	0	6.
Items 7.a and 7.b are to be completed annually in the December report only.					
7. Captive insurance and reinsurance subsidiaries:					
a. Total assets of captive insurance subsidiaries (2)			K193		7.a.
b. Total assets of captive reinsurance subsidiaries (2)			K194		7.b.

	0=NO 1=YES	BHCK		
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter ''1'' for Yes; enter ''0'' for No.)		C251	0	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter ''1'' for Yes; enter ''0'' for No.)		6689	0	9.
10. Not applicable.				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for Yes or for no changes to report; or enter "0" for No. If the answer to this question is No, complete the FR Y-10		6416	1	11.

TEXT 6428 Christopher J. Schnirel
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

Area Code and Phone Number (TEXT 9009)

			BHCK	Amount	
12. Intangible assets:					
a. Mortgage servicing assets			3164	1,397,288	12.a.
(1) Estimated fair value of mortgage servicing assets	6438	1,397,288			12.a.(1)
b. Goodwill			3163	8,186,649	12.b.
c. All other intangible assets			JF76	139,017	12.c.
			BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10)			2143	**9,722,954**	12.d.
13. Other real estate owned			2150	12,764	13.
14. Other borrowed money:			BHCK		
a. Commercial paper			2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less			2332	1,565,249	14.b.
c. Other borrowed money with a remaining maturity of more than one year			2333	9,273,807	14.c.
			BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)			3190	**10,839,056**	14.d.

	0=NO 1=YES	BHCK		
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter ''1'' for Yes; enter ''0" for No.)		B569	1	15.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.
(2) Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

Schedule HC-M—Continued

	BHCK	Amount	
16. Assets under management in proprietary mutual funds and annuities	B570	0	16.

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

	0=NO 1=YES	BHCK		
17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter ‘‘1’’ for Yes; enter ‘‘0’’ for No.)		C161	1	17.

If the answer to item 17 is no, your organization does not need to complete the FR Y–12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

	0=NO 1=YES	BHCK		
18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of $100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter ‘‘1’’ for Yes; enter ‘‘0’’ for No.)		C159	0	18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y–12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y–12. Proceed to items 19.a and 19.b below.

Items 19.a and 19.b are to be completed by all holding companies that are not required to file the FR Y-12.

	0=NO 1=YES	BHCK		
19. a. Has the holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter ‘‘1’’ for Yes; enter ‘‘0’’ for No.)		C700	0	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)		C701	0	19.b.

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.			
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:			
a. Net assets	C252	108,010	20.a.
b. Balances due from related institutions:			
(1) Due from the holding company (parent company only), gross	4832	0	20.b.(1)
(2) Due from subsidiary banks of the holding company, gross	4833	4,797	20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross	4834	0	20.b.(3)
c. Balances due to related institutions:			
(1) Due to holding company (parent company only), gross	5041	150,042	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross	5043	0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047	150,042	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1]	C253	0	21.

(1) A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

Memoranda item 22 is to be completed by holding companies with total assets of $30 billion or more.

22. Address (URL) for the reporting holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)

TEXT C497 http:// www.citizensbank.com 22.

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 23 and 24 are to be completed by all holding companies.			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	3,271,308	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

Schedule HC-N—Past Due and Nonaccrual Loans, Leases, and Other Assets

Amounts reported by loan and lease category in Schedule HC-N, items 1 through 8, include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in items 11 and 12 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days and still accruing Amount	BHCK	(Column B) Past due 90 days or more and still accruing Amount	BHCK	(Column C) Nonaccrual Amount	
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	0	F174	0	F176	106	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	5,963	F175	0	F177	48,198	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398	118,099	5399	0	5400	270,694	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	97,839	C237	413,629	C229	205,664	1.c.(2)(a)
(b) Secured by junior liens	C238	901	C239	0	C230	4,419	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	56,166	3500	3,623	3501	181,042	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	F178	35,354	F180	1,345	F182	31,017	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	73,286	F181	0	F183	496,323	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	34,684	1607	7,946	1608	250,450	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	31,519	B576	0	B577	25,662	5.a.
b. Automobile loans	K213	99,008	K214	0	K215	36,415	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	98,771	K217	3,755	K218	78,648	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	2,487	5460	0	5461	21,202	7.

Schedule HC-N—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days and still accruing Amount	BHCK	(Column B) Past due 90 days or more and still accruing Amount	BHCK	(Column C) Nonaccrual Amount	
Holding companies with less than $5 billion in total assets are to report item 8.c. columns A, B, and C and should leave items 8.a and 8.b columns A, B, and C blank.[1]							
8. Lease financing receivables:							
a. Leases to individuals for household family and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	6,695	F170	0	F171	41	8.b.
c. Lease finance receivables	KX63		KX64		KX65		8.c.
9. Total loans and leases (sum of items 1 through 8.b) (2)	1406	**660,772**	1407	**430,298**	1403	**1,649,881**	9.
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	213	3506	2,007	3507	0	10.
11. Loans and leases reported in items 1 through through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036	56,497	K037	417,567	K038	12,221	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	4,978	K040	7,345	K041	7,654	11.a.
b. Rebooked "GNMA loans" that have been been repurchased or are eligible for repurchase included in item 11 above	K042	49,454	K043	410,082	K044	1,923	11.b.
12. Portion of covered loans and leases reported in item 9 above that are protected by loss-sharing agreements with the FDIC	K102	0	K103	0	K104	0	12.

Memoranda

Dollar Amounts in Thousands	BHDM	Amount	BHDM	Amount	BHDM	Amount	
Memoranda items 1.a.(1) through 1.d.(2) and 1.e.(3) through 1.f.(3)(c) are to be completed semi-annually in June and December by holding companies with less than $5 billion in total assets.[1]							
1. Loan modifications to borrowers experiencing financial difficulty included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1-4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.1.
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	7,800	M.1.a.2.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

(2) For holding companies with less than $5 billion in total assets, Total loans and leases (sum of items 1 through 7 plus 8.c).

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days and still accruing Amount	BHCK	(Column B) Past due 90 days or more and still accruing Amount	BHCK	(Column C) Nonaccrual Amount	
1. b. Loans secured by 1-4 family residential properties in domestic offices	F661	7,252	F662	17,438	F663	30,960	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	1,116	BHDM K112	0	BHDM K113	28,459	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	1,945	K115	0	K116	19,585	M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties	K117	31,780	K118	0	K119	348,646	M.1.d.2.
Holding companies with less than $5 billion in total assets are to report Memoranda item 1.e.(3) columns A, B, and C and should leave Memoranda items 1.e.(1) and 1.e.(2) columns A, B, and C blank.[1]							
e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	1,268	K121	3,000	K122	31,340	M.1.e.1.
(2) To non-U.S. addressees (domicile)	K123	0	K124	0	K125	0	M.1.e.2.
(3) To U.S. addressees (domicile) and non-U.S. addressees (domicile)	KX66		KX67		KX68		M.1.e.3.
f. All other loans (include loans to individuals for household, family, and other personal expenditures)	K126	2,808	K127	57	K128	27,427	M.1.f.
Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loan modifications to borrowers experiencing financial difficulty that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
(1) Loans secured by farmland in domestic offices	BHDM K130	0	BHDM K131	0	BHDM K132	0	M.1.f.1.
(2) Loans to finance agricultural production and other loans to farmers	BHCK K138	0	BHCK K139	0	BHCK K140	0	M.1.f.2.
(3) Loans to individuals for household, family, and other personal expenditures:							
(a) Credit cards	K274	0	K275	0	K276	0	M.1.f.3.a.
(b) Automobile loans	K277	0	K278	0	K279	0	M.1.f.3.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K280	0	K281	0	K282	0	M.1.f.3.c.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days and still accruing Amount	BHCK	(Column B) Past due 90 days or more and still accruing Amount	BHCK	(Column C) Nonaccrual Amount	
1. g. Total loan modifications to borrowers experiencing financial difficulty included in Schedule HC-N, items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f) (1)	HK26	**46,169**	HK27	**20,495**	HK28	**494,217**	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	543	6559	0	6560	16,195	M.2.
3. Loans and leases included in Schedule HC-N items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	160	1912	0	1913	37	M.3.
4. Not applicable.							
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240	7,950	C241	442	C226	67,743	M.5.

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days Amount	BHCK	(Column B) Past due 90 days or more Amount	
Item 6 is to be reported only by holding companies with total consolidated assets[2] of $5 billion or more, or with $2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).					
6. Derivative contracts: Fair value of amounts carried as assets	3529	0	3530	0	M.6.

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 7 and 8 are to be completed semiannually in the June and December reports only.			
7. Additions to nonaccrual assets during the previous six months	C410		M.7.
8. Nonaccrual assets sold during the previous six months	C411		M.8.
9. Not applicable.			

(1) Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.
(2) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

Schedule HC-P is to be completed by holding companies with $5 billion or more in total assets[1] at which either 1– 4 family residential mortgage loan originations and purchases for resale[2] from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices that exceed $10 million for two consecutive quarters.

Dollar Amounts in Thousands	BHCK	Amount	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale (2)	HT81	441,543	1.
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale (2)	HT82	1,473,588	2.
3. 1-4 family residential mortgages sold during the quarter	FT04	1,636,631	3.
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5)	FT05	921,627	4.
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i)	HT85	16,467	5.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter	HT86	4,951	6.
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies (3)	L191	CONF	7.a.
b. For representations and warranties made to other parties (3)	L192	CONF	7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	**2,660**	7.c.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

(2) Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

(3) Amounts reported in items 7.a and 7.b will not be made available to the public on an individual institution basis.

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all holding companies with $5 billion or more in total assets[2] that:
(1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
(2) Are required to complete Schedule HC-D, Trading Assets and Liabilities.

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements	
	BHCY	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Assets											
1. Available-for-sale debt and equity securities with readily determinable fair values not held for trading[1]	JA36	**34,384,986**	G474	0	G475	4,246,564	G476	30,138,422	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale	G483	921,627	G484	0	G485	0	G486	921,627	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	BHCT										
a. Derivative assets	3543	727,232	G493	450,314	G494	0	G495	1,177,546	G496	0	5.a.
	BHCK										
b. Other trading assets	G497	270,977	G498	0	G499	19,934	G500	251,043	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	1,471,032	G392	267,238	G395	0	G396	332,548	G804	1,405,722	6.
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6)	G502	**37,775,854**	G503	**717,552**	G504	**4,266,498**	G505	**32,821,186**	G506	**1,405,722**	7.
Liabilities											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	BHCT										
a. Derivative liabilities	3547	869,534	G512	763,317	G513	0	G514	1,632,851	G515	0	10.a.
	BHCK										
b. Other trading liabilities	G516	152,891	G517	0	G518	39,357	G519	113,534	G520	0	10.b.

(1) The amount reported in item 1, column A, must equal the sum of Schedule HC, items 2.b and 2.c.
(2) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-Q—Continued

Dollar Amounts in Thousands	BHCK	(Column A) Total Fair Value Reported on Schedule HC Amount	BHCK	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value Amount	BHCK	(Column C) Level 1 Fair Value Measurements Amount	BHCK	(Column D) Level 2 Fair Value Measurements Amount	BHCK	(Column E) Level 3 Fair Value Measurements Amount	
Liabilities (continued)											
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities	G805	13,747	G806	10,924	G807	0	G808	22,110	G809	2,561	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13)	G531	**1,036,172**	G532	**774,241**	G533	**39,357**	G534	**1,768,495**	G535	**2,561**	14.

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $100,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets	G536	1,397,288	G537	0	G538	0	G539	0	G540	1,397,288	M.1.a.
b. Nontrading derivative assets	G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. BHTX G546	G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
d. BHTX G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $100,000 and exceed 25 percent of item 13):											
a. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	13,747	G567	10,924	G568	0	G569	22,110	G570	2,561	M.2.b.
c. BHTX G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule HC-Q—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 3 and 4 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.			
3. Loans measured at fair value:			
a. Loans secured by real estate:			
(1) Secured by 1-4 family residential properties	HT87	921,627	M.3.a.(1)
(2) All other loans secured by real estate	HT88	0	M.3.a.(2)
b. Commercial and industrial loans	F585	0	M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT89	0	M.3.c.
d. Other loans	F589	0	M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Memorandum item 3):			
a. Loans secured by real estate:			
(1) Secured by 1-4 family residential properties	HT91	894,210	M.4.a.(1)
(2) All other loans secured by real estate	HT92	0	M.4.a.(2)
b. Commercial and industrial loans	F597	0	M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)	HT93	0	M.4.c.
d. Other loans	F601	0	M.4.d.

Schedule HC-R—Regulatory Capital

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Part I. Regulatory Capital Components and Ratios

Dollar Amounts in Thousands	BHCA	Amount	
Common Equity Tier 1 Capital			
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742	15,128,285	1.
2. Retained earnings (1)	KW00	**10,565,888**	2.
a. Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	BHCA JJ29	Number 0	2.a.
	BHCA	Amount	
3. Accumulated other comprehensive income (AOCI)	B530	(2,940,434)	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No 1=Yes BHCA P838	1	3.a.
	BHCA	Amount	
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840	**22,753,739**	5.
Common Equity Tier 1 Capital: Adjustments and Deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	7,766,547	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	121,498	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843	54,831	8.
9. AOCI-related adjustments ((if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			
a. LESS: Net unrealized gains (losses) on available-for-sale debt securities (if a gain, report as a positive value; if a loss, report as a negative value)	P844	(1,336,333)	9.a.
b. Not applicable			
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	P846	(568,580)	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	P847	(298,233)	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	P848	(737,288)	9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849		9.f.

(1) Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

Schedule HC-R—Continued

Part I.—Continued

Dollar Amounts in Thousands	BHCA	Amount	
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850	0	10.b.

Dollar Amounts in Thousands	(Column A) Non-advanced Approaches Holding Companies¹		(Column B) Advanced Approaches Holding Companies¹		
	BHCA	Amount	BHCW	Amount	
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments			P851		11.
12. Subtotal (for column A, item 5 minus items 6 through 10.b; for column B, item 5 minus items 6 through 11)	P852	17,751,297	P852		12.
13.a. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12	LB58	0			13.a.
b. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			P853		13.b.
14.a. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12	LB59	0			14.a.
b. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			P854		14.b.
15.a. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12	LB60	0			15.a.
b. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold			P855		15.b.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold			P856		16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital (2) to cover deductions	P857	0	P857		17.
18. Total adjustments and deductions for common equity tier 1 capital (3) (sum of items 13 through 17)	P858	**0**	P858		18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859	17,751,297	P859		19.

(1) All non-advanced approaches holding companies should complete column A for items 11-19; all advanced approaches holding companies should complete column B for items 11-19.
(2) A holding company that has a CBLR framework election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.
(3) All non-advanced approaches holding companies should report in item 18, column A, the sum of items 13.a, 14.a, 15.a, and 17, column A; all advanced approaches holding companies should report in item 18, column B, the sum of items 13.b, 14.b, 15.b, 16, and 17, column B.

Schedule HC-R—Continued

Part I.—Continued

Dollar Amounts in Thousands	BHCA	Amount	
Additional Tier 1 Capital			
20. Additional tier 1 capital instruments plus related surplus	P860	2,112,588	20.
21. Non-qualifying capital instruments subject to phase-out from additional tier 1 capital	P861	0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862	0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863	**2,112,588**	23.
24. LESS: Additional tier 1 capital deductions	P864	0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865	**2,112,588**	25.
Tier 1 Capital			
26. Tier 1 capital (1)	8274	**19,863,885**	26.
Total Assets for the Leverage Ratio			
27. Average total consolidated assets (2)	KWO3	**218,763,975**	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (3)	P875	7,942,876	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596	(298,233)	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29)	A224	**211,119,332**	30.

Leverage Ratio*	BHCA	Percentage	
31. Leverage ratio (item 26 divided by item 30)	7204	**9.4088**	31.

a. Does your holding company have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter “1” for Yes; enter “0” for No) — 0=No / 1=Yes — BHCA LE74 — 0 — 31.a.

If your holding company entered “1” for Yes in item 31.a:
- Complete items 32 through 36,
- Do not complete items 37 through 69, and
- Do not complete Part II of Schedule HC-R.

If your holding company entered “0” for No in item 31.a:
- Skip (do not complete) items 32 through 36,
- Complete items 37 through 69 as applicable, and
- Complete Part II of Schedule HC-R.

Item 31.b is to be completed only by non-advanced approaches holding companies that elect to use the Standardized Approach for Counterparty Credit Risk (SA-CCR) for purposes of the standardized approach and supplementary leverage ratio.

b. Standardized Approach for Counterparty Credit Risk opt-in election (enter "1" for Yes; leave blank for No.) — 1=Yes — BHCA NC99 — 31.b.

* Report each ratio as a percentage, rounded to four decimal places, e.g., 12.3456.
(1) All non-advanced approaches holding companies should report the sum of item 19, column A, and item 25 in item 26; all advanced approaches institutions should report the sum of item 19, column B, and item 25 in item 26.
(2) Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.
(3) All non-advanced approaches holding companies should report in item 28 the sum of items 6, 7, 8, 10.b, 13.a, 14.a, 15.a, 17 (column A), and certain elements of item 24 - see instructions; all advanced approaches holding companies should report in item 28, the sum of items 6, 7, 8, 10.b, 11, 13.b, 14.b, 15.b, 16, 17 (column B), and certain elements of item 24 - see instructions.

Schedule HC-R—Continued

Part I.—Continued

Qualifying Criteria and Other Information for CBLR Holding Companies*

Dollar Amounts in Thousands	BHCA	(Column A) Amount	BHCA	(Column B) Percentage	
32. Total assets (Schedule HC, item 12); (must be less than $10 billion)	2170				32.
33. Trading assets and trading liabilities (Schedule HC, sum of items 5 and 15). Report as a dollar amount in Column A and as a percentage of total assets (5% limit) in Column B	KX77		KX78		33.
34. Off-balance sheet exposures:					
a. Unused portion of conditionally cancellable commitments	KX79				34.a.
b. Securities lent and borrowed (Schedule HC-L, sum of items 6.a and 6.b)	KX80				34.b.
c. Other off-balance sheet exposures	KX81				34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c). Report as a dollar amount in Column A and as a percentage of total assets (25% limit) in Column B	KX82		KX83		34.d.

Dollar Amounts in Thousands	BHCA	Amount	
35. Unconditionally cancellable commitments	S540		35.
36. Investments in the tier 2 capital of unconsolidated financial institutions	LB61		36.

If your holding company entered "0" for No in item 31.a, complete items 37 through 69, as applicable, and Part II of Schedule HC-R. If your holding company entered "1" for Yes in item 31.a, do not complete items 37 through 69 or Part II of Schedule HC-R.

Dollar Amounts in Thousands	BHCA	Amount	
Tier 2 Capital[1]			
37. Tier 2 capital instruments plus related surplus	P866	1,233,473	37.
38. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867	0	38.
39. Total capital minority interest that is not included in tier 1 capital	P868	0	39.
40. a. Adjusted allowances for credit losses (AACL) includable in tier 2 capital (2)	5310	2,058,161	40.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW 5310		40.b.
41. Not applicable.			
42. a. Tier 2 capital before deductions (sum of items 37 through 40.a)	BHCA P870	**3,291,634**	42.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 37 through 39, plus item 40.b)	BHCW P870		42.b.

* Report each ratio as a percentage, rounded to four decimal places, e.g., 12.3456.

(1) A holding company that has a CBLR election in effect as of the quarter-end report date is neither required to calculate tier 2 capital nor make any deductions that would have been taken from tier 2 capital as of the report date.

(2) Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provision.

Schedule HC-R—Continued

Part I.—Continued

Dollar Amounts in Thousands	BHCA	Amount	
43. LESS: Tier 2 capital deductions	P872	0	43.
44. a. Tier 2 capital (greater of item 42.a minus item 43, or zero)	5311	**3,291,634**	44.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 42.b minus item 43, or zero)	BHCW 5311		44.b.
Total Capital	BHCA		
45. a. Total capital (sum of items 26 and 44.a)	3792	**23,155,519**	45.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 44.b)	BHCW 3792		45.b.

Dollar Amounts in Thousands	BHCA	Amount	
Total Risk-Weighted Assets			
46. a. Total risk-weighted assets (from Schedule HC-R, Part II, item 31)	A223	**166,908,411**	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW A223		46.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios*					
47. Common equity tier 1 capital ratio (Column A: item 19, column A or B, as applicable, divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19, column B, divided by item 46.b)	P793	**10.6354**	P793		47.
48. Tier 1 capital ratio (Column A: item 26 divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 46.b)	7206	**11.9011**	7206		48.
49. Total capital ratio (Column A: item 45.a divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 45.b divided by item 46.b)	7205	**13.8732**	7205		49.

	BHCA	Percentage	
Capital Buffer* for Holding Companies not Subject to the Capital Plan Rule (items 50-52)			
50. Capital conservation buffer	H311		50.

Dollar Amounts in Thousands	BHCA	Amount	
Holding companies must complete items 51 and 52 if the amount in item 50 is less than or equal to the applicable minimum capital conservation buffer:			
51. Eligible retained income (1)	H313		51.
52. Distributions and discretionary bonus payments during the quarter (2)	H314		52.

	BHCA	Percentage	
Supplementary Leverage Ratio*			
53. Advanced approaches holding companies and holding companies subject to category III capital standards only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22)	H036		53.

Items 54 through 59 are to be completed only by top-tier holding companies of U.S. global systemically imporant BHCs (i.e., GSIBs) and the intermediate holding companies (IHCs) of foreign GSIBs.

Dollar Amounts in Thousands	BHCA	Amount	
Long-Term Debt and Total Loss Absorbing Capacity			
54. Outstanding eligible long-term debt	LF21		54.
55. Total loss absorbing capacity	LF22		55.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.
(1) Holding companies not subject to the capital plan rule must complete item 51 only if the amount reported in item 50 above is less than or equal to 2.5000 percent.
(2) Holding companies not subject to the capital plan rule must complete item 52 only if the amount reported in item 50 above for the previous calendar quarter-end report date was less than or equal to 2.5000 percent.

Schedule HC-R—Continued

Part I.—Continued

	(Column A) BHCA	Percentage	(Column B) BHCW	Percentage	
Long-Term Debt and Total Loss Absorbing Capacity Ratios*					
56. LTD and TLAC total risk-weighted assets ratios (Column A: item 54 divided by item 46.a) (Column B: item 55 divided by item 46.a)	LF23		LF23		56.
57. Top-tier BHCs of U.S. GSIBs only: LTD and TLAC total risk-weighted assets ratios using advanced approaches rule (Column A: item 54 divided by item 46.b) (Column B: item 55 divided by item 46.b)	MK66		MK66		57.
58. IHCs of foreign GSIBs only: LTD and TLAC leverage ratios (Column A: item 54 divided by item 30) (Column B: item 55 divided by item 30)	LF24		LF24		58.
59. Holding companies subject to Category I, II, or III standards: LTD and TLAC supplementary leverage ratios (Column A: item 54 divided by FFIEC 101 Schedule A, Table 2, item 2.21) (Column B: item 55 divided by FFIEC 101 Schedule A, Table 2, item 2.21)	LF25		LF25		59.

	(Column A) Standardized Approach BHCA	Percentage	(Column B) Advanced Approaches BHCW	Percentage	
Risk-Based Capital Buffer for holding companies subject to the Board's capital plan rule only:					
60. Capital conservation buffer requirement (sum of items 60.a through 60.c):					
a. of which: Stress capital buffer or 2.500% (for advanced approaches)	LE85	4.5000	LE85		60.a.
b. of which: GSIB surcharge (if applicable)	LE86	0.0000	LE86		60.b.
c. of which: Countercyclical capital buffer amount (if applicable)	LE87	0.0000	LE87		60.c.
61. Capital conservation buffer	MK76	**5.8732**	H311		61.

Item 62.a. is to be completed only by top-tier holding companies of U.S. GSIBs and the IHCs of foreign GSIBs.
Item 62.b. is to be completed only by top-tier holding companies of U.S. GSIBs.

Dollar Amounts in Thousands	BHCA	Percentage	
TLAC Buffers*			
62. Institution-specific buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. TLAC risk-weighted asset buffer	LF27		62.a.
b. TLAC leverage buffer	LF28		62.b.

Dollar Amounts in Thousands	BHCA	Amount	
Leverage buffer and requirements for holding companies subject to the capital plan rule:			
63. Total leverage exposure for the supplementary leverage ratio (SLR) (if applicable)	LE88	0	63.
		Percentage	
64. Leverage buffer requirement (if applicable)	LE89	0.0000	64.
65. Leverage ratio buffer (if applicable)	LE90	0.0000	65.
Maximum payout ratios and amounts for holding companies subject to the capital plan rule:		Amount	
66. Eligible retained income	MK77	387,091	66.
		Percentage	
67. Maximum payout ratio	LE91	0.0000	67.
		Amount	
68. Maximum payout amount	LE92	**0**	68.
69. Distributions and discretionary bonus payments during the quarter	MK78	421,443	69.

* Report each ratio and buffer as a percentage, rounded to four decimal places, e.g., 12.3456.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets

Holding companies that entered "1" for Yes in Schedule HC-R, Part I, item 31.a, do not have to complete Schedule HC-R, Part II.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules[1] and not deducted from tier 1 or tier 2 capital.

Items 1 through 25 (columns A through U, as applicable) are to be reported semiannually in June and December by holding companies with less than $5 billion in total consolidated assets.[2]

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Totals From Schedule HC	Adjustments to Totals Reported in Column A	Allocation by Risk-Weight Category								
			0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Balance Sheet Asset Categories[3]											
1. Cash and balances due from depository institutions	BHCK D957 **12,669,240**	BHCK S396 0	BHCK D958 10,961,576				BHCK D959 1,512,065	BHCK S397 1,217	BHCK D960 194,229	BHCK S398 153	1.
2. Securities:											
a. Held-to-maturity securities (4)	BHCK D961 **8,076,402**	BHCK S399 (980,310)	BHCK D962 3,966,863	BHCK HJ74 0	BHCK HJ75 0		BHCK D963 5,089,849	BHCK D964 0	BHCK D965 0	BHCK S400 0	2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK JA21 **34,000,137**	BHCK S402 (1,767,716)	BHCK D967 17,075,623	BHCK HJ76 0	BHCK HJ77 0		BHCK D968 18,690,963	BHCK D969 1,267	BHCK D970 0	BHCK S403 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices)	BHCK D971 **0**		BHCK D972 0				BHCK D973 0	BHCK S410 0	BHCK D974 0	BHCK S411 0	3.a.
b. Securities purchased under agreements to resell	BHCK H171 **0**	BHCK H172 0									3.b.
4. Loans and leases held for sale:											
a. Residential mortgage exposures	BHCK S413 **921,627**	BHCK S414 0	BHCK H173 0				BHCK S415 19,883	BHCK S416 785,655	BHCK S417 116,089		4.a.
b. High volatility commercial real estate exposures	BHCK S419 **0**	BHCK S420 0	BHCK H174 0				BHCK H175 0	BHCK H176 0	BHCK H177 0	BHCK S421 0	4.b.

(1) For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.
(2) Asset-size test is based on the total assets reported as of June 30, 2024.
(3) All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.
(4) Holding companies that have reported held-to-maturity securities net of allowances or credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column K) 250% Amount	(Column L) 300% Amount	(Column M) 400% Amount	(Column N) 600% Amount	(Column O) 625% Amount	(Column P) 937.5% Amount	(Column Q) 1250% Amount	(Column R) Application of Other Risk-Weighting Approaches (5) Exposure Amount	(Column S) Application of Other Risk-Weighting Approaches (5) Risk-Weighted Asset Amount	
Balance Sheet Asset Categories (continued)										
1. Cash and balances due from depository institutions										1.
2. Securities:										
a. Held-to-maturity securities										2.a.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading	BHCK H270 0	BHCK S405 0		BHCK S406 0				BHCK H271 0	BHCK H272 0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:										
a. Federal funds sold (in domestic offices)										3.a.
b. Securities purchased under agreements to resell										3.b.
4. Loans and leases held for sale:										
a. Residential mortgage exposures								BHCK H273 0	BHCK H274 0	4.a.
b. High volatility commercial real estate exposures								BHCK H275 0	BHCK H276 0	4.b.

(5) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%	(Column I) 100%	(Column J) 150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
4. Loans and leases held for sale (continued):											
c. Exposures past due 90 days or	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429	
more or on nonaccrual (6)	**68,771**	0	0	0	0		0	0	0	68,771	4.c.
	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437	
d. All other exposures	**1,614,626**	0	0	0	0		749	0	1,613,877	0	4.d.
5. Loans and leases held for investment: (7)	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443		
a. Residential mortgage exposures	**53,425,149**	2,448	0				1,083,053	38,868,539	13,471,109		5.a.
b. High volatility commercial	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447	
real estate exposures	**150,779**	0	0				0	0	0	150,779	5.b.
c. Exposures past due 90 days or	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455	
more or on nonaccrual (8)	**1,104,040**	17,341	0	0	0		0	0	106	1,086,593	5.c.
	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463	
d. All other exposures	**79,049,790**	133,452	12,101	0	0		165,115	74,504	78,664,307	311	5.d.
6. LESS: Allowance for credit losses	BHCX 3123	BHCY 3123									
on loans and leases	**2,014,314**	**2,014,314**									6.

(6) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
(7) Holding companies should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.
(8) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches (9)		
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
4. Loans and leases held for sale (continued):										
c. Exposures past due 90 days or more or on nonaccrual (10)................								BHCK H277 0	BHCK H278 0	4.c.
d. All other exposures............................								BHCK H279 0	BHCK H280 0	4.d.
5. Loans and leases held for investment:										
a. Residential mortgage exposures.........								BHCK H281 0	BHCK H282 0	5.a.
b. High volatility commercial real estate exposures..........................								BHCK H283 0	BHCK H284 0	5.b.
c. Exposures past due 90 days or more or on nonaccrual (11)................								BHCK H285 0	BHCK H286 0	5.c.
d. All other exposures............................								BHCK H287 0	BHCK H288 0	5.d.
6. LESS: Allowance for credit losses on loans and leases................................										6.

(9) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.
(10) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.
(11) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C) 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%	(Column I) 100%	(Column J) 150%	
			Allocation by Risk-Weight Category								
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467	
7. Trading assets	**998,209**	998,209	0	0	0		0	0	0	0	7.
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185	
8. All other assets (12,13,14)	**25,706,468**	8,730,331	1,684,253	0	0		76,397	249	11,527,460	34	8.
a. Separate account bank-owned life insurance											8.a.
b. Default fund contributions to central counterparties											8.b.

(12) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

(13) Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount as determined in accordance with the 3-year or the 5-year 2020 CECL transition rule, respectively.

(14) Holding companies that have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches (15)		
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292	
7. Trading assets	0	0	0	0				0	0	7.
	BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295	
8. All other assets (16)	2,006,831	0	0	0				0	0	8.
								BHCK H296	BHCK H297	
a. Separate account bank-owned life insurance								1,670,913	1,545,733	8.a.
								BHCK H298	BHCK H299	
b. Default fund contributions to central counterparties								10,000	1,800	8.b.

(15) Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, separate account bank-owned life insurance, and default fund contributions to central counterparties.

(16) Includes premises and fixed assets; other real estate owned; investments in unconsolidated subsidiaries and associated companies; direct and indirect investments in real estate ventures; intangible assets; and other assets.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Allocation by Risk-Weight Category	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)	
			1250%	SSFA (17)	Gross-Up	
	Amount	Amount	Amount	Amount	Amount	
Securitization Exposures: On-and Off-Balance Sheet						
9. On-balance sheet securitization exposures:						
	BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479	
a. Held-to-maturity securities (18)	**392,314**	392,314	0	78,463	0	9.a.
	BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484	
b. Available-for-sale securities	**384,849**	384,849	0	79,203	0	9.b.
	BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489	
c. Trading assets	**0**	0	0	0	0	9.c.
	BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494	
d. All other on-balance sheet securitization exposures	**4,256,822**	4,256,822	0	858,690	0	9.d.
	BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499	
10. Off-balance sheet securitization exposures	**2,875,592**	2,875,592	0	583,680	0	10.

Dollar Amounts in Thousands	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C) Allocation by Risk-Weight Category	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
			0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503	
11. Total balance sheet assets (19)	**220,804,909**	**10,153,426**	**33,700,416**	**0**	**0**		**26,638,074**	**39,731,431**	**105,587,177**	**1,306,641**	11.

Dollar Amounts in Thousands	(Column K) Allocation by Risk-Weight Category	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R) Application of Other Risk-Weighting Approaches	
	250%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
	BHCK S504	BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300	
11. Total balance sheet assets (19)	**2,006,831**	**0**	**0**	**0**			**0**	**1,680,913**	11.

(17) Simplified Supervisory Formula Approach.
(18) Holding companies that have reported held-to-maturity securities net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.
(19) For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule HC, item 12.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column A) Face, Notional, or Other Amount	CCF (20)	(Column B) Credit Equivalent Amount (21)	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 2%	(Column E) 4%	(Column F) 10%	(Column G) 20%	(Column H) 50%	(Column I) 100%	(Column J) 150%	
	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposures) (22)												
12. Financial standby	BHCK D991		BHCK D992	BHCK D993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511	
letters of credit	1,697,972	1.0	**1,697,972**	2,420	0	0		1,300	0	1,694,252	0	12.
13. Performance standby letters of credit and transaction-related	BHCK D997		BHCK D998	BHCK D999				BHCK G603	BHCK G604	BHCK G605	BHCK S512	
contingent items	126,032	0.5	**63,016**	0				0	0	63,016	0	13.
14. Commercial and similar letters of credit with an original maturity of	BHCK G606		BHCK G607	BHCK G608	BHCK HJ94	BHCK HJ95		BHCK G609	BHCK G610	BHCK G611	BHCK S513	
one year or less	15,104	0.2	**3,021**	0	0	0		1,025	771	1,056	169	14.
15. Retained recourse on small business obligations sold	BHCK G612		BHCK G613	BHCK G614				BHCK G615	BHCK G616	BHCK G617	BHCK S514	
with recourse	0	1.0	**0**	0				0	0	0	0	15.

(20) Credit conversion factor.

(21) Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

(22) All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (23)	(Column B) Credit Equivalent Amount (24)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
				Allocation by Risk-Weight Category								
				0%	2%	4%	10%	20%	50%	100%	150%	
Dollar Amounts in Thousands	Amount		Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
16. Repo-style	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523	
transactions (25)..	0	1.0	**0**	0	0	0		0	0	0	0	16.
17. All other off-balance	BHCK G618		BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524	
sheet liabilities...	117,985	1.0	**117,985**	0				90,269	0	27,716	0	17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):												
a. Original maturity of	BHCK S525		BHCK S526	BHCK S527	BHCK HJ96	BHCK HJ97		BHCK S528	BHCK S529	BHCK S530	BHCK S531	
one year or less...	5,316,416	0.2	**1,063,283**	0	0	0		0	0	1,059,706	3,577	18.a.
b. Original maturity exceeding	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539	
one year	41,450,728	0.5	**20,725,364**	4,051	0	0		24,307	0	20,676,282	20,724	18.b.
19. Unconditionally cancelable	BHCK S540		BHCK S541									
commitments	44,521,409	0.0	**0**									19.
			BHCK S542	BHCK S543	BHCK HK00	BHCK HK01	BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548	
20. Over-the-counter derivatives			1,874,738	0	0	0	0	356,384	0	1,518,354	0	20.
			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557	
21. Centrally cleared derivatives			675,874	0	0	675,874		0	0	0	0	21.
22. Unsettled transactions	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197	
(failed trades) (26)	0			0				0	0	0	0	22.

(23) Credit conversion factor.
(24) For items 18.b through 19, column A multiplied by credit conversion factor.
(25) Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
(26) For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column O) Allocation by Risk-Weight Category 625% Amount	(Column P) 937.5% Amount	(Column Q) 1250% Amount	(Column R) Application of Other Risk-Weighting Approaches (27) Credit Equivalent Amount	(Column S) Risk-Weighted Asset Amount	
16. Repo-style transactions (28)				BHCK H301 0	BHCK H302 0	16.
17. All other off-balance sheet liabilities						17.
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):						
a. Original maturity of one year or less				BHCK H303 0	BHCK H304 0	18.a.
b. Original maturity exceeding one year				BHCK H307 0	BHCK H308 0	18.b.
19. Unconditionally cancelable commitments						19.
20. Over-the-counter derivatives				BHCK H309 0	BHCK H310 0	20.
21. Centrally cleared derivatives						21.
22. Unsettled transactions (failed trades) (29)	BHCK H198 0	BHCK H199 0	BHCK H200 0			22.

(27) Includes, for example, exposures collateralized by securitization exposures or mutual funds.
(28) Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
(29) For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Allocation by Risk-Weight Category								
	0%	2%	4%	10%	20%	50%	100%	150%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	BHCK G630 33,706,887	BHCK S558 0	BHCK S559 675,874	BHCK S560 0	BHCK G631 27,111,359	BHCK G632 39,732,202	BHCK G633 130,627,559	BHCK S561 1,331,111	23.
24. Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK G634 0	BHCK S569 0	BHCK S570 27,035	BHCK S571 0	BHCK G635 5,422,272	BHCK G636 19,866,101	BHCK G637 130,627,559	BHCK S572 1,996,667	25.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250%	300%	400%	600%	625%	937.5%	1250%	
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)	BHCK S562 2,006,831	BHCK S563 0	BHCK S564 0	BHCK S565 0	BHCK S566 0	BHCK S567 0	BHCK S568 0	23.
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)	BHCK S573 5,017,078	BHCK S574 0	BHCK S575 0	BHCK S576 0	BHCK S577 0	BHCK S578 0	BHCK S579 0	25.

Items 26 through 31 are to be reported quarterly by all holding companies.

Dollar Amounts in Thousands	BHCK	Totals Amount	
26. Risk-weighted assets for purposes of calculating the adjusted allowance for credit losses (AACL) 1.25 percent threshold	S580	166,104,281	26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)	S581	804,130	27.
28. Risk-weighted assets before deductions for excess AACL (30) and allocated transfer risk reserve (31)	B704	166,908,411	28.
29. LESS: Excess AACL (30)	A222	0	29.
30. LESS: Allocated transfer risk reserve	3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)	G641	166,908,411	31.

(30) Holding companies that have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

(31) Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Memoranda

Memoranda items 1, 2 and 3, columns A, B and C are to be completed semiannually in June and December by holding companies with less than $5 billion in total assets.[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules	G642	678,097	M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:							
a. Interest rate	S582	20,506,429	S583	54,293,056	S584	4,782,272	M.2.a.
b. Foreign exchange rate and gold	S585	12,238,399	S586	11,129,370	S587	885,208	M.2.b.
c. Credit (investment grade reference asset)	S588	0	S589	0	S590	0	M.2.c.
d. Credit (non-investment grade reference asset)	S591	0	S592	0	S593	0	M.2.d.
e. Equity	S594	39,168	S595	0	S596	0	M.2.e.
f. Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.
g. Other	S600	651,519	S601	404,115	S602	55,488	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:							
a. Interest rate	S603	153,864,856	S604	0	S605	0	M.3.a.
b. Foreign exchange rate and gold	S606	11,265,576	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset)	S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset)	S612	0	S613	0	S614	0	M.3.d.
e. Equity	S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold)	S618	0	S619	0	S620	0	M.3.f.
g. Other	S621	0	S622	0	S623	0	M.3.g.

Dollar Amounts in Thousands	BHCK	Amount	
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27)	S624	341,325	M.4.
5. Amount of allowances for credit losses on purchased credit-deteriorated assets:			
a. Loans and leases held for investment	JJ30	153,536	M.5.a.
b. Held-to-maturity debt securities	JJ31	0	M.5.b.
c. Other financial assets measured at amortized cost	JJ32	0	M.5.c.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

To be completed by holding companies with $5 billion or more in total assets.[1]

C000

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans Amount	(Column B) Home Equity Lines Amount	(Column C) Credit Card Receivables Amount	(Column D) Auto Loans Amount	(Column E) Other Consumer Loans Amount	(Column F) Commercial and Industrial Loans Amount	(Column G) All Other Loans, All Leases, and All Other Assets Amount	
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements	BHCK B705 0	BHCK B706 0	BHCK B707 0	BHCK B708 0	BHCK B709 0	BHCK B710 0	BHCK B711 0	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1	BHCK HU09 0	BHCK HU10 0	BHCK HU11 0	BHCK HU12 0	BHCK HU13 0	BHCK HU14 0	BHCK HU15 0	2.
Item 3 is to be completed by holding companies with $100 billion or more in total assets.[1]								
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726 0	BHCK B727 0	BHCK B728 0	BHCK B729 0	BHCK B730 0	BHCK B731 0	BHCK B732 0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due	BHCK B733 0	BHCK B734 0	BHCK B735 0	BHCK B736 0	BHCK B737 0	BHCK B738 0	BHCK B739 0	4.a.
b. 90 days or more past due	BHCK B740 0	BHCK B741 0	BHCK B742 0	BHCK B743 0	BHCK B744 0	BHCK B745 0	BHCK B746 0	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs	BHCK B747 0	BHCK B748 0	BHCK B749 0	BHCK B750 0	BHCK B751 0	BHCK B752 0	BHCK B753 0	5.a.
b. Recoveries	BHCK B754 0	BHCK B755 0	BHCK B756 0	BHCK B757 0	BHCK B758 0	BHCK B759 0	BHCK B760 0	5.b.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-S—Continued

Dollar Amounts in Thousands	(Column A) 1-4 Family Residential Loans Amount	(Column B) Home Equity Lines Amount	(Column C) Credit Card Receivables Amount	(Column D) Auto Loans Amount	(Column E) Other Consumer Loans Amount	(Column F) Commercial and Industrial Loans Amount	(Column G) All Other Loans, All Leases, and All Other Assets Amount	
Items 6 and 10 are to be completed by holding companies with $10 billion or more in total assets.²								
6. Total amount of ownership (or seller's) interest carried as securities or loans		BHCK HU16 0	BHCK HU17 0			BHCK HU18 0		6.
7. - 8. Not applicable.								
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0			BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0			BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 105,944						BHCK B796 90,268	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797 4,484						BHCK B803 90,268	12.

(2) The $10 billion asset-size test is based on the total assets reported as of June 30, 2024.

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable			
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):			
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	105,944	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	95,096,097	M.2.b.
c. Other financial assets (1)	A591	2,489,521	M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699	208,861	M.2.d.
Memorandum item 3 is to be completed by holding companies with $10 billion or more in total assets.²			
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company (2)	B806	0	M.3.a1.
(2) Conduits sponsored by other unrelated institutions (2)	B807	0	M.3.a2.
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808	0	M.3.b1.
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b2.
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column G) (2,3)	C407	0	M.4.

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
(2) The $10 billion asset-size test is based on the total assets reported as of June 30, 2024.
(3) Memorandum item 4 is to be completed by holding companies with $10 billion or more in total assets that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

To be completed by holding companies with $5 billion or more in total assets.[1]

Dollar Amounts in Thousands	BHCK	(Column A) Securitization Vehicles Amount	BHCK	(Column B) Other VIEs Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					
a. Cash and balances due from depository institutions	J981	0	JF84	196,865	1.a.
b. Securities not held for trading	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale	HU22	0	HU23	3,313,253	1.c.
d. Other real estate owned	K009	0	JF89	0	1.d.
e. Other assets	JF91	0	JF90	20,878	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:					
a. Other borrowed money	JF92	0	JF85	2,885,325	2.a.
b. Other liabilities	JF93	0	JF86	6,990	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above)	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above)	K033	0	JF88	0	4.

Dollar Amounts in Thousands	BHCK	Amount	
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs	JF77	0	5.
6. Total liabilities of ABCP conduit VIEs	JF78	0	6.

(1) Asset-size test is based on the total assets reported as of June 30, 2024.

Notes to the Balance Sheet—Predecessor Financial Items

For holding companies involved in a business combination(s) during the quarter, provide on the lines below quarterly average information for any acquired company(ies) with aggregated assets of $10 billion or more or 5 percent of the reporting holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands	BHBC	Amount	
1. Average loans and leases (held for investment and held for sale)	3516		1.
2. Average earning assets	3402		2.
3. Average total consolidated assets	3368		3.
4. Average equity capital	3519		4.

Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC).

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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for $750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

TEXT		BHCK	Amount
0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company	0000	750

Notes to the Balance Sheet (Other)

	TEXT		BHCK	Amount	
1.		Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)	K141	0	1.
2.	5357		5357	0	2.
3.	5358		5358	0	3.
4.	5359		5359	0	4.
5.	5360		5360	0	5.
6.	B027		B027	0	6.

Notes to the Balance Sheet (Other)—Continued

	TEXT		BHCK	Amount	
7.	B028		B028	0	7.
8.	B029		B029	0	8.
9.	B030		B030	0	9.
10	B031		B031	0	10.
11	B032		B032	0	11.
12	B033		B033	0	12.
13	B034		B034	0	13.
14	B035		B035	0	14.
15	B036		B036	0	15.
16	B037		B037	0	16.
17	B038		B038	0	17.
18	B039		B039	0	18.
19	B040		B040	0	19.
20	B041		B041	0	20.