



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 \$1 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).

Date of Report: December 31, 2017
Month / Date / Year (BHCK 9999)

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.

John F. Woods, Chief Financial Officer
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Citizens Financial Group, Inc.
Legal Title of Holding Company (TEXT 9010)

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

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

02/14/2018
Date of Signature (MM/DD/CCYY) (BHTX J196)

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

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RSSD ID _____

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Joseph Thompson, SVP, Director of Regulatory Reporting
Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

E-mail Address of Contact (BHTX 4086)

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 50.84 hours per response for non-Advanced Approaches HCs and 52.09 hours for Advanced Approaches HCs, 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.

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	1,245,194	1.a.(1)(a)	
(b) All other loans secured by real estate.....	4436	503,755	1.a.(1)(b)	
(c) All other loans.....	F821	2,447,547	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	85,865	1.b.	
c. Interest income on balances due from depository institutions (1).....	4115	17,670	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	129	1.d.(1)	
(2) Mortgage-backed securities.....	B489	597,010	1.d.(2)	
(3) All other securities.....	4060	329	1.d.(3)	
e. Interest income from trading assets.....	4069	5,470	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	27,485	1.g.	
h. Total interest income (sum of items 1.a through 1.g).....	4107	4,930,454	1.h.	
2. Interest expense:				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$250,000 or less.....	HK03	131,362	2.a.(1)(a)	
(b) Time deposits of more than \$250,000.....	HK04	28,364	2.a.(1)(b)	
(c) Other deposits.....	6761	280,610	2.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172	636	2.a.(2)	
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180	2,989	2.b.	
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....				
	4185	216,090	2.c.	
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397	86,643	2.d.	
e. Other interest expense.....	4398	0	2.e.	
f. Total interest expense (sum of items 2.a through 2.e).....	4073	746,694	2.f.	
3. Net interest income (item 1.h minus 2.f).....	4074	4,183,760	3.	
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230	305,197	4.	
5. Noninterest income:				
a. Income from fiduciary activities.....				
	4070	25,561	5.a.	
b. Service charges on deposit accounts in domestic offices.....	4483	510,731	5.b.	
c. Trading revenue (2).....	A220	56,931	5.c.	
d.(1) Fees and commissions from securities brokerage.....	C886	79,730	5.d.(1)	
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888	40,361	5.d.(2)	
(3) Fees and commissions from annuity sales.....	C887	49,091	5.d.(3)	
(4) Underwriting income from insurance and reinsurance activities.....	C386	0	5.d.(4)	
(5) Income from other insurance activities.....	C387	3,428	5.d.(5)	
e. Venture capital revenue.....	B491	(51)	5.e.	
f. Net servicing fees.....	B492	71,543	5.f.	
g. Net securitization income.....	B493	0	5.g.	

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

(2) 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	
5. h. Not applicable				
i. Net gains (losses) on sales of loans and leases.....	8560		43,043	5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561		5,059	5.j.
k. Net gains (losses) on sales of other assets (3).....	B496		(1,255)	5.k.
l. Other noninterest income (4).....	B497		636,731	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		1,520,903	5.m.
6. a. Realized gains (losses) on held-to-maturity securities.....	3521		0	6.a.
b. Realized gains (losses) on available-for-sale securities.....	3196		5,044	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits.....	4135		1,768,650	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		571,377	7.b.
c. (1) Goodwill impairment losses.....	C216		0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		1,005	7.c.(2)
d. Other noninterest expense (5).....	4092		1,151,223	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093		3,492,255	7.e.
8. Income (loss) before applicable income taxes and discontinued operations (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e).....	4301		1,912,255	8.
9. Applicable income taxes (foreign and domestic).....	4302		260,451	9.
10. Income (loss) before discontinued operations (item 8 minus item 9).....	4300		1,651,804	10.
11. Discontinued operations, net of applicable income taxes (6).....	FT28		0	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		1,651,804	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		1,651,804	14.

(3) Exclude net gains (losses) on sales of trading assets and held-to-maturity and available-for-sale securities.

(4) See Schedule HI, memoranda item 6.

(5) See Schedule HI, memoranda item 7.

(6) Describe on Schedule HI, memoranda item 8.

Memoranda

	Dollar Amounts in Thousands	BHCK	Amount	
1. Net Interest income (item 3 above) on a fully taxable equivalent basis.....	4519		4,217,380	M.1.
2. Net income before applicable income taxes, and discontinued operations (item 8 above) on a fully taxable equivalent basis.....	4592		1,945,876	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		117	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		185	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number	
	4150		17,594	M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$100,000 that exceed 3% of Schedule HI, item 5.l):				
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		53,700	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. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229		0	M.6.f.

Schedule HI—Continued

Memoranda—Continued

Memorandum—continued					Dollar Amounts in Thousands		BHCK	Amount	
6.	g.	Bank card and credit card interchange fees.....					F555	160,176	M.6.g.
	h.	Gains on bargain purchases.....					J447	0	M.6.h.
	i.	Income and fees from wire transfers.....					T047	0	M.6.i.
		TEXT	Syndication Fee Income						
	j.	8562					8562	149,021	M.6.j.
		TEXT	Line of Credit Fees						
	k.	8563					8563	78,686	M.6.k.
		TEXT	Gain on Foreign Exchange Trading						
	l.	8564					8564	48,897	M.6.l.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 3% of the sum of Schedule HI, item 7.d):								
	a.	Data processing expenses.....					C017	44,266	M.7.a.
	b.	Advertising and marketing expenses.....					0497	111,513	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	38,316	M.7.f.
	g.	FDIC deposit insurance assessments.....					4146		M.7.g.
	h.	Accounting and auditing expenses.....					F556	0	M.7.h.
	i.	Consulting and advisory expenses.....					F557	92,625	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.
	m.	Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses).....					Y924	0	M.7.m.
		TEXT	Capitalized Software Expense						
	n.	8565					8565	179,926	M.7.n.
		TEXT	Outside Services						
	o.	8566					8566	148,042	M.7.o.
		TEXT	Losses and Charge Offs						
	p.	8567					8567	69,921	M.7.p.
8.	Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):								
		TEXT							
	a.(1)	FT29					FT29	0	M.8.a.(1)
	(2)	Applicable income tax effect.....					BHCK	FT30	0
		TEXT							
	b.(1)	FT31					FT31	0	M.8.b.(1)
	(2)	Applicable income tax effect.....					BHCK	FT32	0
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 that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:									
	a.	Interest rate exposures.....					8757	51,749	M.9.a.
	b.	Foreign exchange exposures.....					8758	1,329	M.9.b.
	c.	Equity security and index exposures.....					8759	0	M.9.c.
	d.	Commodity and other exposures.....					8760	0	M.9.d.
	e.	Credit exposures.....					F186	3,853	M.9.e.

Schedule HI—Continued

Memoranda—Continued

	Dollar Amounts in Thousands	BHCK	Amount	
<i>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)</i>				
9.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	(185)	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	0	M.9.g.
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.
11. Credit losses on derivatives (see instructions).....		A251	(348)	M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>				
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....		B431	128,822	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.
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).....		0=NO BHCK 1=YES A530	0	M.13.

	Dollar Amounts in Thousands	BHCK	Amount	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>				
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	11,581	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....		F552	0	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.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....		C409	24,492	M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>				
			Year-to-date	
			BHCK	Amount
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.1.a).....		F228		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities recognized in earnings (included in Schedule HI, items 6.a and 6.b).....		J321	6,517	M.17.

(1) The asset size test is generally based on the total assets reported as of June 30, 2016.

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		19,746,537	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		19,746,537	3.
	BHCT			
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14).....	4340		1,651,804	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		33,726	6.b.
7. Sale of treasury stock.....	4782		0	7.
8. LESS: Purchase of treasury stock.....	4783		820,000	8.
9. Changes incident to business combinations, net.....	4356		0	9.
10. LESS: Cash dividends declared on preferred stock.....	4598		13,750	10.
11. LESS: Cash dividends declared on common stock.....	4460		322,429	11.
12. Other comprehensive income (1).....	B511		(5,396)	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		20,270,492	15.

(1) Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale 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 Allowance for Loan and Lease Losses

	(Column A) Charge-offs (1)		(Column B) Recoveries		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
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	29	C892	1	1.a.(1)
(2) Other construction loans and all land development and other land loans.....					
	C893	0	C894	110	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	47,022	5412	18,653	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens.....					
	C234	14,242	C217	8,104	1.c.(2)(a)
(b) Secured by junior liens.....					
	C235	14,751	C218	34,871	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....					
	3588	24	3589	487	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					
	C895	2,164	C896	1,397	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					
	C897	14,117	C898	2,913	1.e.(2)
f. In foreign offices.....					
	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions.....					
	4653	0	4663	0	2.a.
b. To foreign banks.....					
	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....					
	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....					
	4645	48,782	4617	34,769	4.a.
b. To non-U.S. addressees (domicile).....					
	4646	17,123	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards.....					
	B514	58,016	B515	6,868	5.a.
b. Automobile loans.....					
	K129	176,396	K133	71,973	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....					
	K205	89,566	K206	20,390	5.c.
6. Loans to foreign governments and official institutions.....					
	4643	0	4627	0	6.
7. All other loans.....					
	4644	30,229	4628	6,585	7.
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.
9. Total (sum of items 1 through 8).....					
	4635	512,461	4605	207,121	9.

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

Schedule HI-B—Continued**Memoranda**

Memorandum

	(Column A) Chart-offs (1)		(Column B) Recoveries		
	Year-to-date				
Dollar Amounts in Thousands	BHCK	Amount	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	279	5410	1,496	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....					
	4652	0	4662	1	M.2.

Memorandum item 3 is 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).

	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 loan and lease losses).....	C388	10,556	M.3.

	Dollar Amounts in Thousands		
	BHCK	Amount	
II. Changes in allowance for loan and lease losses			
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522	1,236,243	1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above).....	BHCT		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	4605	207,121	2.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account.....	BHCK		
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....	C079	512,461	3.
6. Adjustments (see instructions for this schedule).....	5523	0	4.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c).....	BHCT		
	4230	305,197	5.
	BHCK		
	C233	0	6.
	BHCT		
	3123	1,236,100	7.

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

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435	0	M.1.
<i>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).</i>			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389	2,919	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390	0	M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>			
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781	0	M.4.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease LossesSchedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)		(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)		(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)		(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)		(Column E) Recorded Investment: Purchased Credit- Impaired Loans (ASC 310-30)		(Column F) Allowance Balance: Purchased Credit- Impaired Loans (ASC 310-30)		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Real estate loans:													
a. Construction loans.....	M708	1,675	M709	0	M710	3,764,081	M711	43,293	M712	0	M713	0	1.a.
b. Commercial real estate loans.....	M714	25,128	M715	4,990	M716	7,918,019	M717	48,400	M719	0	M720	0	1.b.
c. Residential real estate loans.....	M721	529,652	M722	8,536	M723	31,492,938	M724	143,660	M725	0	M726	0	1.c.
2. Commercial loans ²	M727	343,123	M728	41,726	M729	40,583,390	M730	446,177	M731	0	M732	0	2.
3. Credit Cards.....	M733	24,894	M734	7,134	M735	1,826,647	M736	62,730	M737	0	M738	0	3.
4. Other consumer loans.....	M739	206,584	M740	16,977	M741	23,917,360	M742	270,885	M743	0	M744	0	4.
5. Unallocated, if any.....							M745	141,592					5.
6. Total (sum of 1.a through 5).....	M746	1,131,056	M747	79,363	M748	109,502,435	M749	1,156,737	M750	0	M751	0	6.

(1) The asset size test is based on the total assets reported as of June 30, 2016.

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

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 loan and lease losses.....	4230			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.....	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.

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)

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
1.	5351				
			5351	0	1.
2.	5352				
			5352	0	2.
3.	5353				
			5353	0	3.
4.	5354				
			5354	0	4.
5.	5355				
			5355	0	5.
6.	B042				
			B042	0	6.
7.	B043				
			B043	0	7.
8.	B044				
			B044	0	8.
9.	B045				
			B045	0	9.
10.	B046				
			B046	0	10.

Notes to the Income Statement (Other)— Continued

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
11.	B047				
			B047	0	11.
12.	B048				
			B048	0	12.
13.	B049				
			B049	0	13.
14.	B050				
			B050	0	14.
15.	B051				
			B051	0	15.
16.	B052				
			B052	0	16.
17.	B053				
			B053	0	17.
18.	B054				
			B054	0	18.
19.	B055				
			B055	0	19.
20.	B056				
			B056	0	20.

Consolidated Financial Statements for Holding Companies

Report at the close of business December 31, 2017
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		1,239,175	1.a.
b. Interest-bearing balances: (2)				
(1) In U.S. offices.....	0395		2,220,620	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).....	1754		4,684,991	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		20,157,086	2.b.
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 (3).....	BHCK	B989	0	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale.....	5369		546,682	4.a.
b. Loans and leases, net of unearned income.....	B528		110,633,491	4.b.
c. LESS: Allowance for loan and lease losses.....	3123		1,236,100	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529		109,397,391	4.d.
5. Trading assets (from Schedule HC-D).....	3545		781,584	5.
6. Premises and fixed assets (including capitalized leases).....	2145		684,755	6.
7. Other real estate owned (from Schedule HC-M).....	2150		30,859	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		0	8.
9. Direct and indirect investments in real estate ventures.....	3656		1,006,368	9.
10. Intangible assets:				
a. Goodwill.....	3163		6,887,402	10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		200,154	10.b.
11. Other assets (from Schedule HC-F).....	2160		4,872,614	11.
12. Total assets (sum of items 1 through 11).....	2170		152,709,681	12.

(1) Includes cash items in process of collection and unposted debits.

(2) Includes time certificates of deposit not held for trading.

(3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

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	29,835,204	13.a.(1)	
(2) Interest-bearing.....	6636	85,172,409	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	414,889	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices (2).....	B993	460,000	14.a.	
	BHCK			
b. Securities sold under agreements to repurchase (3).....	B995	354,689	14.b.	
15. Trading liabilities (from Schedule HC-D).....	3548	309,868	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190	11,650,651	16.	
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures (4).....	4062	1,970,748	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	2,270,731	20.	
21. Total liabilities (sum of items 13 through 20).....	2948	132,439,189	21.	
22. Not applicable				
Equity Capital				
Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus.....	3283	247,108	23.	
24. Common stock (par value).....	3230	5,659	24.	
25. Surplus (exclude all surplus related to preferred stock).....	3240	18,780,667	25.	
26. a. Retained earnings.....	3247	4,163,771	26.a.	
b. Accumulated other comprehensive income (5).....	B530	(818,365)	26.b.	
c. Other equity capital components (6).....	A130	(2,108,348)	26.c.	
27. a. Total holding company equity capital (sum of items 23 through 26.c).....	3210	20,270,492	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	20,270,492	28.	
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300	152,709,681	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	BHCK	
1=YES	C884	1

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. Deloitte and Touche LLP
(1) Name of External Auditing Firm (TEXT C703)

Boston
(2) City (TEXT C708)

MA 02116
(3) State Abbrev. (TEXT C714) (4) Zip Code (TEXT C715)

b. Mark Wallis
(1) Name of Engagement Partner (TEXT C704)

mwallis@deloitte.com
(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

		Held-to-Maturity				Available-for-Sale				
		(Column A)		(Column B)		(Column C)		(Column D)		
		Amortized Cost		Fair value		Amortized Cost		Fair value		
		BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands										
1. U.S. Treasury securities.....		0211	0	0213	0	1286	11,906	1287	11,897	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):										
a. Issued by U.S. government agencies (1).....		1289	0	1290	0	1291	0	1293	0	2.a.
b. Issued by U.S. government-sponsored agencies (2).....		1294	0	1295	0	1297	0	1298	0	2.b.
3. Securities issued by states and political subdivisions in the U.S.....		8496	0	8497	0	8498	6,354	8499	6,515	3.
4. Mortgage-backed securities (MBS)										
a. Residential pass-through securities:										
(1) Guaranteed by GNMA.....		G300	1,505,387	G301	1,497,477	G302	5,379,748	G303	5,315,623	4.a.1.
(2) Issued by FNMA and FHLMC.....		G304	213,068	G305	205,222	G306	10,772,655	G307	10,664,796	4.a.2.
(3) Other pass-through securities.....		G308	802,912	G309	824,620	G310	149,106	G311	146,873	4.a.3.
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	0	G313	0	G314	2,850,825	G315	2,815,199	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	29,329	G321	29,428	G322	161,592	G323	164,253	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	2,134,295	K151	2,111,101	K152	1,059,286	K153	1,029,650	4.c.2a
(b) All other commercial MBS.....		K154	0	K155	0	K156	0	K157	0	4.c.2b

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.

(2) Includes 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.

(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

	Held-to-Maturity				Available-for-Sale			
	(Column A)		(Column B)		(Column C)		(Column D)	
	Amortized Cost		Fair value		Amortized Cost		Fair value	
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
5. Asset-backed securities and structured financial products:								
a. Asset-backed Securities (ABS).....	C026	0	C988	0	C989	2,084	C027	2,280
b. Structured financial products:								
(1) Cash.....	G336	0	G337	0	G338	0	G339	0
(2) Synthetic.....	G340	0	G341	0	G342	0	G343	0
(3) Hybrid.....	G344	0	G345	0	G346	0	G347	0
6. Other debt securities:								
a. Other domestic debt securities.....	1737	0	1738	0	1739	0	1741	0
b. Other foreign debt securities.....	1742	0	1743	0	1744	0	1746	0
7. Investments in mutual funds and other equity securities with readily determinable fair values.....					A510	0	A511	0
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b).....	BHCT						BHCT	
	1754	4,684,991	1771	4,667,848	1772	20,393,556	1773	20,157,086

Memoranda

	Dollar Amounts in Thousands		
	BHCK	Amount	
1. Pledged securities (1).....	.0416	4,277,592	M.1.
2. Remaining maturity or next repricing date of debt securities (2) (3) (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less.....	.0383	1,469,145	M.2.a.
b. Over 1 year to 5 years.....	.0384	418,201	M.2.b.
c. Over 5 years.....	.0387	22,954,731	M.2.c.
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	0	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) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

(2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.

(3) Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued**Memoranda—Continued**

	Held-to-Maturity				Available-for-Sale				
	(Column A)		(Column B)		(Column C)		(Column D)		
	Amortized Cost		Fair value		Amortized Cost		Fair value		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. (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	2,084	B845	2,280	M.5.b.
c. Automobile loans.....	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans.....	B850	0	B851	0	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.
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, sum of items 5.b.(1) through (3)):									
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	0	G359	0	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	0	G375	0	M.6.g.

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2016.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses 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.

	(Column A) Consolidated		(Column B) In Domestic Offices	
	BHCK	Amount	BHDM	Amount
Dollar Amounts in Thousands				
1. Loans secured by real estate.....	1410	47,707,297		
a. Construction, land development, and other land loans:				
(1) 1-4 family residential construction loans.....			BHCK	
(2) Other construction loans and all land development and other land loans.....			F158	592,266
b. Secured by farmland.....				
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.....			F159	3,161,847
(2) Closed-end loans secured by 1-4 family residential properties:			BHDM	
(a) Secured by first liens.....			1420	1,042
(b) Secured by junior liens.....				
d. Secured by multifamily (5 or more) residential properties.....				
e. Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....			1797	13,631,739
(2) Loans secured by other nonfarm nonresidential properties.....				
2. Loans to depository institutions and acceptances of other banks.....				
a. To U.S. banks and other U.S. depository institutions.....	1292	3,858		
b. To foreign banks.....	1296	0		
3. Loans to finance agricultural production and other loans to farmers.....	1590	0	1590	0
4. Commercial and industrial loans.....			1766	32,006,121
a. To U.S. addressees (domicile).....	1763	31,192,701		
b. To non-U.S. addressees (domicile).....	1764	813,420		
5. Not applicable				
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			1975	24,504,257
a. Credit cards.....	B538	1,580,958		
b. Other revolving credit plans.....	B539	212,024		
c. Automobile loans.....	K137	11,996,005		
d. Other consumer loans (includes single payment, installment, and all student loans).....	K207	10,715,270		
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081	0	2081	0
8. Not applicable				
9. Loans to nondepository financial institutions and other loans:				
a. Loans to nondepository financial institutions.....	J454	2,307,917	J454	2,307,917
b. Other loans				
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	0	1545	0
(2) All other loans (exclude consumer loans).....	J451	1,487,374	J451	1,487,374
10. Lease financing receivables (net of unearned income).....			2165	3,163,349
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162	0		
b. All other leases.....	F163	3,163,349		
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	0	2123	0
12. Total (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	111,180,173	2122	111,180,173

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands		BHDM	Amount	
1. Loans restructured in troubled debt restructurings 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	1,680		M.1.a.2
b. Loans secured by 1-4 family residential properties in domestic offices.....	F576	330,646		M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	K160	397		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161	23,993		M.1.d.1
(2) Loans secured by other nonfarm nonresidential properties.....	K162	335		M.1.d.2
e. Commercial and industrial loans:				
(1) To U.S. addressees (domicile).....	K163	62,622		M.1.e.1
(2) To non-U.S. addressees (domicile).....	K164	0		M.1.e.2
f. All other loans (include loans to individuals for household, family, and other personal expenditures) (1).....	K165	183,099		M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>				
(1) Loans secured by farmland in domestic offices.....	BHDM	0		M.1.f.1
	K166	0		
	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	150,785		M.1.f.3.c.
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	1,539,331		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837	16,344		M.3.
<i>Memorandum item 4 is 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)</i>				
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A).....	C391	57,156		M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>				
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):				
a. Outstanding balance.....	C779	0		M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9.....	C780	0		M.5.b.
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	20,308		M.6.a.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands		BHCK	Amount	
<i>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 December 31, 2016, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
6.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.				
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).....	BHDM			
	F577		233,246	M.9.
10.–11. Not applicable.				

		(Column A) Fair value of acquired loans and leases at acquisition date		(Column B) Gross contractual amounts receivable at acquisition		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected	
Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	Amount
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) 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	0	G092	0	G093	0
b. Commercial and industrial loans.....		G094	0	G095	0	G096	0
c. Loans to individuals for household, family, and other personal expenditures.....		G097	0	G098	0	G099	0
d. All other loans and all leases.....		G100	0	G101	0	G102	0

Dollar Amounts in Thousands		BHCK	Amount	
13. Not applicable				
14. Pledged loans and leases.....	G378		43,930,893	M.14.

Schedule HC-D—Trading Assets and Liabilities

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Schedule HC-D is to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more in any of the four preceding quarters.

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices	
		BHCM	Amount	BHCK	Amount
Assets					
1. U.S. Treasury securities.....	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	3533	0	3533	0	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK		BHDM		
G379	G379	0	G379	0	4. a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (1) (include CMOs, REMICs, and stripped MBS).....	G380	0	G380	0	4. b.
c. All other residential mortgage-backed securities.....	G381	0	G381	0	4. c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (1).....	K197	0	K197	0	4. d.
e. All other commercial MBS.....	K198	0	K198	0	4. e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash.....	G383	0	G383	0	5. a.(1)
(2) Synthetic.....	G384	0	G384	0	5. a.(2)
(3) Hybrid.....	G385	0	G385	0	5. a.(3)
b. All other debt securities.....	G386	0	G386	0	5. b.
6. Loans:					
a. Loans secured by real estate.....	F610	0			6. a.
(1) Construction, land development, and other land loans.....			F604	0	6. a.(1)
(2) Secured by farmland (including farm residential and other improvements).....			F605	0	6. a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....			F606	0	6. a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens.....			F607	0	6. a.3. b.i.
(ii) Secured by junior liens.....			F611	0	6. a.3. b.ii.
(4) Secured by multifamily (5 or more) residential properties.....			F612	0	6. a.(4)
(5) Secured by nonfarm nonresidential properties.....			F613	0	6. a.(5)
b. Commercial and industrial loans.....	F614	171,025	F614	171,025	6. b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards.....	F615	0	F615	0	6. c.(1)
(2) Other revolving credit plans.....	F616	0	F616	0	6. c.(2)
(3) Automobile loans.....	K199	0	K199	0	6. c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....	K210	0	K210	0	6. c.(4)
d. Other loans.....	F618	0	F618	0	6. d.

(1) 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

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
7.–8. Not applicable					
9. Other trading assets.....	3541	271	3541	271	9.
10. Not applicable					
11. Derivatives with a positive fair value.....	3543	610,288	3543	610,288	11.
12. Total trading assets (sum of items 1 through 11)	BHCT		BHDM		
(total of column A must equal Schedule HC, item 5).....	3545	781,584	3545	781,584	12.
Liabilities					
13. a. Liability for short positions:	BHCK		BHDM		
(1) Equity securities.....	G209	0	G209	0	13.a.1.
(2) Debt securities.....	G210	0	G210	0	13.a.2.
(3) All other assets.....	G211	0	G211	0	13.a.3.
b. All other trading liabilities.....	F624	197	F624	197	13.b.
14. Derivatives with a negative fair value.....	3547	309,671	3547	309,671	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT				
(total of column A must equal Schedule HC, item 15).....	3548	309,868	3548	309,868	15.

Memoranda

Dollar Amounts in Thousands		BHCK	Amount	BHDM	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)						
a. Loans secured by real estate.....		F790	0			M.1.a.
(1) Construction, land development, and other land loans.....				F625	0	M.1.a.1.
(2) Secured by farmland (including farm residential and other improvements).....				F626	0	M.1.a.2.
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit.....				F627	0	M.1.a.3a
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens.....				F628	0	M.1.a.3bi
(ii) Secured by junior liens.....				F629	0	M.1.a.3bii
(4) Secured by multifamily (5 or more) residential properties.....						F630
(5) Secured by nonfarm nonresidential properties.....				F631	0	M.1.a.5.
b. Commercial and industrial loans.....		F632	173,105	F632	173,105	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards.....		F633	0	F633	0	M.1.c.1.
(2) Other revolving credit plans.....		F634	0	F634	0	M.1.c.2.
(3) Automobile loans.....		K200	0	K200	0	M.1.c.3.
(4) Other consumer loans (includes single payment, installment, and all student loans).....						
		K211	0	K211	0	M.1.c.4.
d. Other loans.....		F636	0	F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:						
a. Fair value.....		F639	0	F639	0	M.2.a.
b. Unpaid principal balance.....		F640	0	F640	0	M.2.b.

Schedule HC-D—Continued

Memoranda—Continued

Memoranda—Continued

	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK	Amount	BHDM	Amount	
Dollar Amounts in Thousands					
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions.....	G299	0	G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332	0	G332	0	M.3.b.
c. Corporate and similar loans.....	G333	0	G333	0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334	0	G334	0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335	0	G335	0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651	0	G651	0	M.3.f.
g. Other collateral or reference assets.....	G652	0	G652	0	M.3.g.
4. Pledged trading assets:					
a. Pledged securities.....	G387	0	G387	0	M.4.a.
b. Pledged loans.....	G388	0	G388	0	M.4.b.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
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. Retained beneficial interests in securitizations (first-loss or equity tranches).....	F651			M.6.
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.
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):				
(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.

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		7,222,463	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187		5,887,668	1.b.
c. Money market deposit accounts and other savings accounts.....	2389		85,700,859	1.c.
d. Time deposits of \$250,000 or less.....	HK29		11,806,896	1.d.
e. Time deposits of more than \$250,000.....	J474		4,389,727	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:				
a. Noninterest-bearing balances (2).....	BHOD			
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3189		0	2.a.
c. Money market deposit accounts and other savings accounts.....	3187		0	2.b.
d. Time deposits of \$250,000 or less.....	2389		0	2.c.
e. Time deposits of more than \$250,000.....	HK29		0	2.d.
	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		6,714,423	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		3,866,828	M.3.
	BHFN			
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		414,889	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

	Dollar Amounts in Thousands	BHCK	Amount	
1. Accrued interest receivable (1).....	B556		467,575	1.
2. Net deferred tax assets (2).....	2148		0	2.
3. Interest-only strips receivable (not in the form of a security) (3) on:				
a. Mortgage loans.....	A519		0	3.a.
b. Other financial assets.....	A520		0	3.b.
4. Equity securities that DO NOT have readily determinable fair values (4).....	1752		721,832	4.
5. Life insurance assets:				
a. General account life insurance assets.....	K201		269,340	5.a.
b. Separate account life insurance assets.....	K202		252,939	5.b.
c. Hybrid account life insurance assets.....	K270		1,133,495	5.c.
6. Other.....	2168		2,027,433	6.
	BHCT			
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4,872,614	7.

(1) Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.

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

(3) 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.

(4) 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	571,398	2.
3. Allowance for credit losses on off-balance-sheet credit exposures.....		B557	87,984	3.
4. Other.....		B984	1,611,349	4.
		BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		2750	2,270,731	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	64,641,792	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	13,745,989	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....		3298	1,130,508	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock).....		3408	0	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	0	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).....	B558	14,550	1.a.	
b. Mortgage-backed securities	B559	24,925,792	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.).....	B560	8,670	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	111,061,466	3.a.	
(1) Loans secured by 1–4 family residential properties.....	3465	32,259,311	3.a.(1)	
(2) All other loans secured by real estate.....	3466	15,402,265	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	33,218,187	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards.....	B561	1,508,551	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	22,723,039	3.a.(5)(b)	
	BHFN			
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....	3360	0	3.b.	
	BHCK			
4. a. Trading assets.....	3401	740,015	4.a.	
b. Other earning assets.....	B985	2,262,256	4.b.	
5. Total consolidated assets.....	3368	151,694,144	5.	
Liabilities				
6. Interest-bearing deposits (domestic) (1).....	3517	84,195,507	6.	
7. Interest-bearing deposits (foreign) (1).....	3404	467,862	7.	
8. Federal funds purchased and securities sold under agreements to repurchase.....	3353	685,193	8.	
9. All other borrowed money.....	2635	12,119,562	9.	
10. Not applicable				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock).....	3519	19,871,029	11.	

(1) 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	
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	15,081,911	1.a.
b. (1) Unused consumer credit card lines.....		J455	8,570,827	1.b.(1)
(2) Other unused credit card lines.....		J456	1,051,393	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	4,200,916	1.c.(1)
(a) 1-4 family residential construction loan commitments.....	F164	406,523		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165	3,794,393		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....		6550	0	1.c.(2)
d. Securities underwriting		3817	0	1.d.
e. Other unused commitments:				
(1) Commercial and industrial loans		J457	28,996,504	1.e.(1)
(2) Loans to financial institutions.....		J458	2,075,954	1.e.(2)
(3) All other unused commitments.....		J459	2,982,286	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....		6566	2,035,854	2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>				
a. Amount of financial standby letters of credit conveyed to others		3820	0	2.a.
3. Performance standby letters of credit and foreign office guarantees		6570	47,437	3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>				
a. Amount of performance standby letters of credit conveyed to others		3822	0	3.a.
4. Commercial and similar letters of credit		3411	53,254	4.
5. Not applicable				
6. Securities:				
a. Securities lent.....		3433	0	6.a.
b. Securities borrowed.....		3432	0	6.b.
7. Credit derivatives:				
a. Notional amounts:				
(1) Credit default swaps.....		C968	0	7.a.(1)
(2) Total return swaps.....		C970	0	7.a.(2)
(3) Credit options.....		C972	0	7.a.(3)
(4) Other credit derivatives.....		C974	2,954,495	7.a.(4)
b. Gross fair values:				
(1) Gross positive fair value		C219	16,373	7.b.(1)
(2) Gross negative fair value.....		C220	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:				
(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	2,954,495	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)

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2016.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

		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
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade.....		G406	417,132	G407	2,183,555	G408	353,808
(b) Subinvestment grade.....		G409	0	G410	0	G411	0
(2) Purchased credit protection:							
(a) Investment grade.....		G412	0	G413	0	G414	0
(b) Subinvestment grade.....		G415	0	G416	0	G417	0
8. Spot foreign exchange contracts.....		BHCK	Amount				
		8765	105,547	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	4,535,029	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						
		6561	0	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							

Schedule HC-L—Continued

Dollar Amounts in Thousands		(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts
Derivatives Position Indicators		Amount	Amount	Amount	Amount
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 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0
b. Forward contracts.....		BHCK 8697 1,033,716	BHCK 8698 3,573,662	BHCK 8699 0	BHCK 8700 0
c. Exchange-traded option contracts:					
(1) Written options.....		BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0
(2) Purchased options.....		BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0
d. Over-the-counter option contracts:					
(1) Written options.....		BHCK 8709 3,965,262	BHCK 8710 180,965	BHCK 8711 0	BHCK 8712 0
(2) Purchased options.....		BHCK 8713 5,740,677	BHCK 8714 180,965	BHCK 8715 0	BHCK 8716 0
e. Swaps.....		BHCK 3450 83,779,913	BHCK 3826 5,946,892	BHCK 8719 0	BHCK 8720 0
12. Total gross notional amount of derivative contracts held for trading.....		BHCK A126 80,185,852	BHCK A127 9,882,484	BHCK 8723 0	BHCK 8724 0
13. Total gross notional amount of derivative contracts held for purposes other than trading.....		BHCK 8725 14,333,716	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....		BHCK 8733 538,647	BHCK 8734 147,620	BHCK 8735 0	BHCK 8736 0
(2) Gross negative fair value.....		BHCK 8737 382,782	BHCK 8738 149,330	BHCK 8739 0	BHCK 8740 0
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....		BHCK 8741 8,782	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0
(2) Gross negative fair value.....		BHCK 8745 1,844	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0

Schedule HC-L—Continued

Item 15 is to be completed only by holding companies with total assets of \$10 billion or more. (1)

											(Column A)		(Column B)		(Column C)		(Column D)		(Column E)		
											Banks and Securities Firms		Monoline Financial Guarantors		Hedge Funds		Sovereign Governments		Corporations and All Other Counterparties		
Dollar Amounts in Thousands											BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
15. Over-the counter derivatives:																					
a. Net current credit exposure.....											G418	15,239	G419	0	G420	0	G421	0	G422	423,502	15.a.
b. Fair value of collateral:																					
(1) Cash - U.S. dollar.....											G423	5,403	G424	0	G425	0	G426	0	G427	1,779	15.b.1.
(2) Cash - Other currencies.....											G428	0	G429	0	G430	0	G431	0	G432	0	15.b.2.
(3) U.S. Treasury securities.....											G433	0	G434	0	G435	0	G436	0	G437	0	15.b.3.
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....																					
											G438	787	G439	0	G440	0	G441	0	G442	0	15.b.4.
(5) Corporate bonds.....											G443	0	G444	0	G445	0	G446	0	G447	0	15.b.5.
(6) Equity securities.....											G448	0	G449	0	G450	0	G451	0	G452	0	15.b.6.
(7) All other collateral.....											G453	0	G454	0	G455	0	G456	0	G457	0	15.b.7.
(8) Total fair value of collateral (sum of items 15.b.1 through 15.b.7).....											G458	6,190	G459	0	G460	0	G461	0	G462	1,779	15.b.8.

(1) The \$10 billion asset size test is based on the total assets reported on the June 30, 2016.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding.....	NUMBER (UNROUNDED)			
	3459	490,812,912		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	1,854,952		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	9,447,245		3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	5,302		4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288	0		5.
6. Assets covered by loss-sharing agreements with the FDIC:				
a. Loans and leases (included in Schedule HC, items 4.a and 4.b)				
(1) Loans secured by real estate in domestic offices:				
(a) Construction, land development, and other land loans:	BHDM			
(1) 1-4 family residential construction loans.....	K169	0		6.a.1.a.1.
(2) Other construction loans and all land development and other land loans.....	K170	0		6.a.1.a.2.
(b) Secured by farmland.....	K171	0		6.a.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.....	K172	0		6.a.1.c.1.
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens.....	K173	0		6.a.1.c.2a
(b) Secured by junior liens.....	K174	0		6.a.1.c.2b
(d) Secured by multifamily (5 or more) residential properties.....	K175	0		6.a.1.d.
(e) Secured by nonfarm nonresidential properties:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K176	0		6.a.1.e.1
(2) Loans secured by other nonfarm nonresidential properties.....	K177	0		6.a.1.e.2
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK			
(3) Commercial and industrial loans.....	K178	0		6.a.2.
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179	0		6.a.3.
(a) Credit cards.....	K180	0		6.a.4.a.
(b) Automobile loans.....	K181	0		6.a.4.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....	K182	0		6.a.4.c.
(5) All other loans and leases.....	K183	0		6.a.5.
b. Other real estate owned (included in Schedule HC, item 7):	BHDM			
(1) Construction, land development, and other land in domestic offices.....	K187	0		6.b.1.
(2) Farmland in domestic offices.....	K188	0		6.b.2.
(3) 1-4 family residential properties in domestic offices.....	K189	0		6.b.3.
(4) Multifamily (5 or more) residential properties in domestic offices.....	K190	0		6.b.4.
(5) Nonfarm nonresidential properties in domestic offices.....	K191	0		6.b.5.

Schedule HC-M—Continued

	Dollar Amounts in Thousands	BHFN	Amount	
6.b. (6) In foreign offices.....		K260	0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.1 through 6 above that is protected by FDIC loss-sharing agreements.....		BHCK		
		K192	0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b).....		J461	0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets).....		J462	0	6.d.
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries (1).....		K193	0	7.a.
b. Total assets of captive reinsurance subsidiaries (1).....		K194	0	7.b.

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).....

0=NO	BHCK	
1=YES	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)

0=NO	BHCK	
1=YES	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

0=NO	BHCK	
1=YES	6416	1

11.

TEXT
6428

Randall J. Black

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 other than goodwill:				
a. Mortgage servicing assets.....		3164	198,103	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438	218,329		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026	0	12.b.
c. All other identifiable intangible assets		5507	2,051	12.c.
		BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	200,154	12.d.
13. Other real estate owned		2150	30,859	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	1,854,952	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333	9,795,699	14.c.
		BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	11,650,651	14.d.

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

0=NO	BHCK	
1=YES	B569	1

15.

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

(1) 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

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.

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)

0=NO	BHCK	
1=YES	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.

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)

0=NO	BHCK	
1=YES	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.

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).....
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No).....

0=NO	BHCK	
1=YES	C700	0

19.a.

19.b.

Dollar Amounts in Thousands

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:

	BHCK	Amount	
a. Net assets	C252	58,145	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	5,737	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	70,148	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043	317	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	70,148	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](http://www.citizensbank.com)

22.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memoranda items 23 and 24 are to be completed by all holding companies.</i>				
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		4,863,306	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**

		(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual			
Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	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	358	F174	0	F176	705		1.a.(1)	
(2) Other construction loans and all land development and other land loans.....	F173	10,231	F175	0	F177	0		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	96,415	5399	0	5400	250,436		1.c.(1)	
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens.....	C236	69,633	C237	15,400	C229	177,853		1.c.(2)(a)	
(b) Secured by junior liens.....	C238	20,553	C239	0	C230	47,047		1.c.(2)(b)	
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	19,603	3500	0	3501	1,761		1.d.	
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	7,487	F180	1,092	F182	14,179		1.e.(1)	
(2) Loans secured by other nonfarm nonresidential properties.....	F179	28,221	F181	2,739	F183	24,817		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	35,130	1607	3,253	1608	226,521		4.	
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards.....	B575	18,889	B576	0	B577	16,288		5.a.	
b. Automobile loans.....	K213	264,168	K214	0	K215	67,957		5.b.	
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K216	65,389	K217	8,783	K218	42,741		5.c.	
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0		6.	
7. All other loans.....	5459	5,295	5460	1,114	5461	448		7.	
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	5,240	F170	0	F171	0		8.b.	

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

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....							9.
	3505	0	3506	0	3507	0	
10. TOTAL (sum of items 1 through 9).....	5524	646,612	5525	32,381	5526	870,753	10.
11. Loans and leases reported in items 1 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	19,716	K037	18,658	K038	30,690	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....							
	K039	12,395	K040	7,577	K041	12,279	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....							
	K042	7,050	K043	10,983	K044	18,411	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
(a) 1-4 family residential construction loans.....	BHDM		BHDM		BHDM		
	K045	0	K046	0	K047	0	12.a.1.a.
(b) Other construction loans and all land development and other land loans.....							
	K048	0	K049	0	K050	0	12.a.1.b.
(2) Secured by farmland.....	K051	0	K052	0	K053	0	12.a.2.
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....							
	K054	0	K055	0	K056	0	12.a.3.a.
(b) Closed-end loans secured by 1-4 family residential properties:							
(1) Secured by first liens.....	K057	0	K058	0	K059	0	12.a.3.b1
(2) Secured by junior liens.....	K060	0	K061	0	K062	0	12.a.3.b2
(4) Secured by multifamily (5 or more) residential properties.....	K063	0	K064	0	K065	0	12.a.4.
(5) Secured by nonfarm nonresidential properties:							
(a) Loans secured by owner-occupied nonfarm nonresidential properties.....	K066	0	K067	0	K068	0	12.a.5.a.
(b) Loans secured by other nonfarm nonresidential properties.....	K069	0	K070	0	K071	0	12.a.5.b.
b. Loans to finance agricultural production and other loans to farmers.....	BHCK		BHCK		BHCK		
	K072	0	K073	0	K074	0	12.b.
c. Commercial and industrial loans.....	K075	0	K076	0	K077	0	12.c.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	K078	0	K079	0	K080	0	12. d. 1.
(2) Automobile loans.....	K081	0	K082	0	K083	0	12. d. 2.
(3) Other consumer loans.....	K084	0	K085	0	K086	0	12. d. 3.
e. All other loans and leases.....	K087	0	K088	0	K089	0	12. e.
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements.....	K102	0	K103	0	K104	0	12. f.

Memoranda

Memorandum

	Dollar Amounts in Thousands		BHDM	Amount	BHDM	Amount	BHDM	Amount	
1. Loans restructured in troubled debt restructurings 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	0			M.1.a.2.
b. Loans secured by 1-4 family residential properties in domestic offices.....	BHCK		BHCK		BHCK				
	F661	15,829	F662	8,249	F663	175,907			M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	BHDM		BHDM		BHDM				
	K111	0	K112	0	K113	146			M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K114	0	K115	0	K116	2,772			M.1.d.1.
(2) Loans secured by other nonfarm nonresidential properties.....	K117	0	K118	0	K119	0			M.1.d.2.

Schedule HC-N—Continued

Memoranda—Continued

Memoranda—continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile).....	K120	950	K121	0	K122	37,547	M.1.e.1.
(2) To non-U.S. addressees (domicile).....	K123	0	K124	0	K125	0	M.1.e.2.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....							
	K126	9,208	K127	2,411	K128	34,578	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings 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):</i>							
(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.....	K138	0	K139	0	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	6,559	K281	2,411	K282	0	M.1.f.3.c.
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	547	6559	0	6560	14	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	90	1912	0	1913	152	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale.....	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value.....	F664	0	F665	0	F666	0	M.5.b.1.
(2) Unpaid principal balance.....	F667	0	F668	0	F669	0	M.5.b.2.

Schedule HC-N—Continued

Memoranda—Continued

Item 6 is to be reported only by holding companies with total consolidated assets of \$1 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).

	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
6. Derivative contracts:					
Fair value of amounts carried as assets.....	3529	0	3530	0	M.6.

	Dollar Amounts in Thousands		BHCK	Amount	
7. Additions to nonaccrual assets during the quarter.....	C410	299,217			M.7.
8. Nonaccrual assets sold during the quarter.....	C411	1,272			M.8.

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands							
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance.....	L183	0	L184	0	L185	0	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above.....	L186	0	L187	0	L188	0	M.9.b.

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

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets¹ and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices 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)				
a. Closed-end first liens.....	F066	741,218		1.a.
b. Closed-end junior liens.....	F067	77		1.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F670	0		1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671	0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: (2)	BHCK			
a. Closed-end first liens.....	F068	0		2.a.
b. Closed-end junior liens.....	F069	0		2.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F672	0		2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673	0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK			
a. Closed-end first liens.....	F070	815,366		3.a.
b. Closed-end junior liens.....	F071	77		3.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F674	0		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675	0		3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):	BHCK			
a. Closed-end first liens.....	F072	325,677		4.a.
b. Closed-end junior liens.....	F073	0		4.b.
c. Open-end loans extended under lines of credit:	BHDM			
(1) Total commitment under the lines of credit.....	F676	0		4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677	0		4.c.(2)
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):	BHCK			
a. Closed-end 1-4 family residential mortgage loans.....	F184	46,259		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM			
	F560	1,677		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:				
a. Closed-end first liens.....	F678	764		6.a.
b. Closed-end junior liens.....	F679	0		6.b.
c. Open-end loans extended under lines of credit:				
(1) Total commitment under the lines of credit.....	F680	0		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681	0		6.c.(2)
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	BHCK			
	L191			7.a.
b. For representations and warranties made to other parties.....	L192	0		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b).....	M288	3,747		7.c.

(1) The \$1 billion asset size test is based on the total assets reported as of June 30, 2016.

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

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.

	(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	
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount
Assets										
1. Available-for-sale securities.....	1773	20,157,086	G474	0	G475	11,897	G476	20,145,189	G477	0
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK									
	G478	0	G479	0	G480	0	G481	0	G482	0
3. Loans and leases held for sale.....	G483	325,677	G484	0	G485	0	G486	325,677	G487	0
4. Loans and leases held for investment.....	G488	0	G489	0	G490	0	G491	0	G492	0
5. Trading assets:	BHCT									
a. Derivative assets.....	3543	610,288	G493	75,979	G494	0	G495	686,267	G496	0
	BHCK									
b. Other trading assets.....	G497	171,296	G498	0	G499	0	G500	171,296	G501	0
(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
6. All other assets.....	G391	178,105	G392	0	G395	164,760	G396	13,345	G804	0
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....										
	G502	21,442,452	G503	75,979	G504	176,657	G505	21,341,774	G506	0
Liabilities										
8. Deposits.....	F252	0	F686	0	F694	0	F253	0	F254	0
9. Federal funds purchased and securities sold under agreements to repurchase.....										
	G507	0	G508	0	G509	0	G510	0	G511	0
10. Trading liabilities:	BHCT									
a. Derivative liabilities.....	3547	309,671	G512	222,440	G513	0	G514	532,111	G515	0
	BHCK									
b. Other trading liabilities.....	G516	197	G517	0	G518	0	G519	197	G520	0
11. Other borrowed money.....	G521	0	G522	0	G523	0	G524	0	G525	0
12. Subordinated notes and debentures.....	G526	0	G527	0	G528	0	G529	0	G530	0
13. All other liabilities.....	G805	1,844	G806	0	G807	0	G808	1,844	G809	0
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....										
	G531	311,712	G532	222,440	G533	0	G534	534,152	G535	0

Schedule HC-Q—Continued

Memoranda

Memoranda

		(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		
		BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands												
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$100,000 and exceed 25% of item 6):												
a. Mortgage servicing assets.....		G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets.....		G541	0	G542	0	G543	0	G544	0	G545	0	M.1.b.
c. BHTX G546 Investments in Money Markets												
		G546	164,760	G547	0	G548	164,760	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% 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	1,844	G567	0	G568	0	G569	1,844	G570	0	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**

	(Column A) Consolidated		(Column B) In Domestic Offices	
	BHCK	Amount	BHDM	Amount
Dollar Amounts in Thousands				
<i>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.</i>				
3. Loans measured at fair value:				
a. Loans secured by real estate:	F608	325,677		M.3.a.
(1) Construction, land development, and other land loans:			F578	0 M.3.a.(1)
(2) Secured by farmland (including farm residential and other improvements):			F579	0 M.3.a.(2)
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit:			F580	0 M.3.a.3.a
(b) Closed-end loans secured by 1–4 family residential properties:				
(i) Secured by first liens:			F581	325,677 M.3.a3bi
(ii) Secured by junior liens:			F582	0 M.3.a3bii
(4) Secured by multifamily (5 or more) residential properties:			F583	0 M.3.a.(4)
(5) Secured by nonfarm nonresidential properties:			F584	0 M.3.a.(5)
b. Commercial and industrial loans:	F585	0	F585	0 M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards:	F586	0	F586	0 M.3.c.(1)
(2) Other revolving credit plans:	F587	0	F587	0 M.3.c.(2)
(3) Automobile loans:	K196	0	K196	0 M.3.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans):	K208	0	K208	0 M.3.c.(4)
d. Other loans:	F589	0	F589	0 M.3.d.
4. Unpaid principal balances of loans measured at fair value (reported in memorandum item 3):				
a. Loans secured by real estate:	F609	318,347		M.4.a.
(1) Construction, land development, and other land loans:			F590	0 M.4.a.(1)
(2) Secured by farmland (including farm residential and other improvements):			F591	0 M.4.a.(2)
(3) Secured by 1–4 family residential properties:				
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit:			F592	0 M.4.a.3.a
(b) Closed-end loans secured by 1–4 family residential properties:				
(i) Secured by first liens:			F593	318,347 M.4.a3bi
(ii) Secured by junior liens:			F594	0 M.4.a3bii
(4) Secured by multifamily (5 or more) residential properties:			F595	0 M.4.a.(4)
(5) Secured by nonfarm nonresidential properties:			F596	0 M.4.a.(5)
b. Commercial and industrial loans:	F597	0	F597	0 M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards:	F598	0	F598	0 M.4.c.(1)
(2) Other revolving credit plans:	F599	0	F599	0 M.4.c.(2)
(3) Automobile loans:	K195	0	K195	0 M.4.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans):	K209	0	K209	0 M.4.c.(4)
d. Other loans:	F601	0	F601	0 M.4.d.

Schedule HC-R—Regulatory Capital

For Federal Reserve Bank Use Only
C.I. _____

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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	16,677,978	1.
		BHCT		
2.	Retained earnings.....	3247	4,163,771	2.
		BHCA		
3.	Accumulated other comprehensive income (AOCI).....	B530	(818,365)	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	20,023,384	5.
Common Equity Tier 1 Capital: Adjustments and Deductions				
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841	6,531,896	6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842	1,641	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	0	8.
9.	AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (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 securities (if a gain, report as a positive value; if a loss, report as a negative value).....	P844	(179,536)	9.a.
	b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value).....	P845	0	9.b.
	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	(142,254)	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	(440,501)	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	(56,074)	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.
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.
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	0	11.
12.	Subtotal (item 5 minus items 6 through 11).....	P852	14,308,212	12.

Schedule HC-R — Continued

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Part I - Continued

Part 1 continued

Dollar Amounts in Thousands		BHCA	Amount	
13. 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		0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....				
	P854		0	14.
15. 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		0	15.
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		0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....				
	P857		0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17).....				
	P858		0	18.
19. Common equity tier 1 capital (item 12 minus item 18).....				
	P859		14,308,212	19.
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus.....				
	P860		247,108	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		247,108	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		247,108	25.
Tier 1 Capital				
26. Tier 1 capital (sum of items 19 and 25).....				
	8274		14,555,320	26.
Tier 2 Capital				
27. Tier 2 capital instruments plus related surplus.....				
	P866		1,901,237	27.
28. Non-qualifying capital instruments subject to phase-out from tier 2 capital.....				
	P867		0	28.
29. Total capital minority interest that is not included in tier 1 capital.....				
	P868		0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital.....				
	5310		1,324,084	30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....				
	BHCW			
	5310			30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital.....				
	BHCA			
	Q257		0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31).....				
	P870		3,225,321	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31).....				
	BHCW			
	P870			32.b.
	BHCA			
33. LESS: Tier 2 capital deductions.....				
	P872		0	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero).....				
	5311		3,225,321	34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero).....				
	BHCW			
	5311			34.b.
Total Capital				
35. a. Total capital (sum of items 26 and 34.a).....				
	BHCA			
	3792		17,780,641	35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b).....				
	BHCW			
	3792			35.b.

Schedule HC-R—Continued

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Part I - Continued

	Dollar Amounts in Thousands	BHCX	Amount	
Total Assets for the Leverage Ratio				
36. Average total consolidated assets.....		3368	151,694,144	36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions).....		BHCA		
		P875	6,533,537	37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....		B596	(440,501)	38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38).....		A224	145,601,108	39.
Total Risk-Weighted Assets				
40. a. Total risk-weighted assets (from Schedule HC-R, Part II, item 31).....		A223	127,691,870	40.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		40.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793	11.2053	P793		41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b).....	7206	11.3988	7206		42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b).....	7205	13.9246	7205		43.

	BHCA	Percentage	
Leverage Capital Ratios *			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	9.9967	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (From FFIEC 101 Schedule A, Table 2, item 2.22).....	H036		45.

	BHCA	Percentage	
Capital Buffer *			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	5.3988	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer	H312		46.b.

	Dollar Amounts in Thousands	BHCA	Amount	
Institutions must complete items 47 and 48 if the amount in item 46.a is less than or equal to the applicable minimum capital conservation buffer:				
47. Eligible retained income		H313		47.
48. Distributions and discretionary bonus payments during the quarter		H314		48.

* 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

This schedule is to be submitted on a consolidated basis.

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.

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)	
	Totals	Adjustments to	Allocation by Risk-Weight Category								
	From Schedule	Totals Reported	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 (2)											
1. Cash and balances due from depository institutions.....	BHCK D957 3,459,795	BHCK S396 0	BHCK D958 2,579,167				BHCK D959 880,417	BHCK S397 19	BHCK D960 192	BHCK S398 0	1.
2. Securities:	BHCK D961	BHCK S399	BHCK D962	BHCK HJ74	BHCK HJ75		BHCK D963	BHCK D964	BHCK D965	BHCK S400	
a. Held-to-maturity securities.....	3,852,750	(56,074)	3,695,756	0	0		213,068	0	0	0	2.a.
b. Available-for-sale securities.....	BHCK D966	BHCK S402	BHCK D967	BHCK HJ76	BHCK HJ77		BHCK D968	BHCK D969	BHCK D970	BHCK S403	
	19,846,388	(236,470)	8,916,735	0	0		11,159,768	6,355	0	0	2.b.
3. Federal funds sold and securities purchased under agreements to resell:											
a. Federal funds sold (in domestic offices).....	BHCK D971		BHCK D972				BHCK D973	BHCK S410	BHCK D974	BHCK S411	
	0		0				0	0	0	0	3.a.
b. Securities purchased under agreements to resell.....	BHCK H171	BHCK H172									3.b.
	0	0									
4. Loans and leases held for sale:	BHCK S413	BHCK S414	BHCK H173				BHCK S415	BHCK S416	BHCK S417		
a. Residential mortgage exposures.....	325,677	0	0				25,430	224,081	76,166		4.a.
b. High volatility commercial real estate exposures.....	BHCK S419	BHCK S420	BHCK H174				BHCK H175	BHCK H176	BHCK H177	BHCK S421	
	0	0	0				0	0	0	0	4.b.
c. Exposures past due 90 days or more or on nonaccrual (3).....	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429	
	0	0	0	0	0		0	0	0	0	4.c.

1 For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.

2 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.

3 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.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(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 (4)	
	250% (5)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Balance Sheet Asset Categories (continued)									
1. Cash and balances due from depository institutions.....									1.
2. Securities:									
a. Held-to-maturity securities.....									2.a.
		BHCK S405		BHCK S406				BHCK H271	BHCK H272
b. Available-for-sale securities.....		0		0				0	0
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:								BHCK H273	BHCK H274
a. Residential mortgage exposures.....								0	0
b. High volatility commercial real estate exposures.....								BHCK H275	BHCK H276
c. Exposures past due 90 days or more or on nonaccrual (6).....								0	0
								BHCK H277	BHCK H278
								0	0

⁴ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

⁵ Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

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.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(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
4. Loans and leases held for sale (continued):										
d. All other exposures.....	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437
	221,005	0	0	0	0		0	0	221,005	0
5. Loans and leases, net of unearned income:	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443	
a. Residential mortgage exposures.....	32,032,189	0	0				261,272	23,542,562	8,228,355	
b. High volatility commercial real estate exposures.....	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447
	1,222,639	0	0				0	0	0	1,222,639
c. Exposures past due 90 days or more or on nonaccrual (7).....	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455
	436,053	0	0	0	0		0	0	771	435,282
	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85		BHCK S460	BHCK S461	BHCK S462	BHCK S463
d. All other exposures.....	76,942,610	0	5,264	0	0		282,751	35,101	76,619,494	0
	BHCX 3123	BHCY 3123								
6. LESS: Allowance for loan and lease losses.....	1,236,100	1,236,100								
	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467
7. Trading assets.....	781,584	610,559	0	0	0		0	0	171,025	0
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185
8. All other assets (8).....	13,678,459	6,457,324	491,748	0	0		285,187	12,478	5,026,179	3,109
a. Separate account bank-owned life insurance.....										
b. Default fund contributions to central counterparties.....										

7 For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

8 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

	(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% (10)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
4. Loans and leases held for sale (continued):									
d. All other exposures.....								BHCK H279	BHCK H280
								0	0
5. Loans and leases, net of unearned income:									
a. Residential mortgage exposures.....								BHCK H281	BHCK H282
								0	0
b. High volatility commercial real estate exposures.....								BHCK H283	BHCK H284
								0	0
c. Exposures past due 90 days or more or on nonaccrual (11).....								BHCK H285	BHCK H286
								0	0
d. All other exposures.....								BHCK H287	BHCK H288
								0	0
6. LESS: Allowance for loan and lease losses.....									
		BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292
7. Trading assets.....		0	0	0				0	0
		BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295
		0	0	0				0	0
8. All other assets (12).....								BHCK H296	BHCK H297
a. Separate account bank-owned life insurance.....								1,386,434	1,246,314
b. Default fund contributions to central counterparties.....								BHCK H298	BHCK H299
								16,000	2,880

⁹ Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

¹⁰ Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

¹¹ For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

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.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

						(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)
						Amount	Amount	1250%	SSFA (13)	Gross-Up
						Amount	Amount	Amount	Amount	Amount
Dollar Amounts in Thousands										
Securitization Exposures: On-and Off-Balance Sheet										
9. On-balance sheet securitization exposures:										
a. Held-to-maturity securities.....						BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479
						832,241	832,241	0	166,448	0
b. Available-for-sale securities.....						BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484
						310,698	310,698	0	624,511	0
c. Trading assets.....						BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489
						0	0	0	0	0
d. All other on-balance sheet securitization exposures.....						BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494
						3,693	3,693	0	2,991	0
10. Off-balance sheet securitization exposures.....						BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499
						0	0	0	0	0

	(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(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
11. Total balance sheet assets (14).....	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503
	152,709,681	6,685,871	15,688,670	0	0		13,107,893	23,820,596	90,343,187	1,661,030

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
	Allocation by Risk-Weight Category							Application of Other Risk- Weighting Approaches
	250% (15)	300%	400%	600%	625%	937.5%	1250%	Exposure Amount
Dollar Amounts in Thousands								
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
		BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300
11. Total balance sheet assets (14).....		0	0	0			0	1,402,434

13 Simplified Supervisory Formula Approach.
14 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.
15 Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (16)	(Column B) Credit Equivalent Amount (17)	(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
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk- Weighting (Excluding Securitization Exposures) (18)											
12. Financial standby letters of credit.....	BHCK D991		BHCK D992	BHCK D993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511
	2,035,855	1.0	2,035,855	6,582	0	0		0	4	2,029,269	0
13. Performance standby letters of credit and transaction-related contingent items.....	BHCK D997		BHCK D998	BHCK D999				BHCK G603	BHCK G604	BHCK G605	BHCK S512
	47,437	0.5	23,719	0				0	0	23,719	0
14. Commercial and similar letters of credit with an original maturity of one year or less.....	BHCK G606		BHCK G607	BHCK G608	BHCK HJ94	BHCK HJ95		BHCK G609	BHCK G610	BHCK G611	BHCK S513
	19,111	0.2	3,822	0	0	0		1,200	113	2,509	0
15. Retained recourse on small business obligations sold with recourse.....	BHCK G612		BHCK G613	BHCK G614				BHCK G615	BHCK G616	BHCK G617	BHCK S514
	0	1.0	0	0				0	0	0	0

¹⁶ Credit conversion factor.

¹⁷ 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.

¹⁸ 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 (19)	(Column B) Credit Equivalent Amount (20)	(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 transactions (21).....	BHCK S515		BHCK S516	BHCK S517	BHCK S518	BHCK S519		BHCK S520	BHCK S521	BHCK S522	BHCK S523
	0	1.0	0	0	0	0		0	0	0	0
17. All other off-balance sheet liabilities.....	BHCK G618		BHCK G619	BHCK G620				BHCK G621	BHCK G622	BHCK G623	BHCK S524
	39,305	1.0	39,305	0				0	0	39,305	0
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):											
a. Original maturity of one year or less.....	BHCK S525		BHCK S526	BHCK S527	BHCK HJ96	BHCK HJ97		BHCK S528	BHCK S529	BHCK S530	BHCK S531
	2,633,637	0.2	526,727	0	0	0		0	0	526,574	153
b. Original maturity exceeding one year	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539
	29,843,289	0.5	14,921,645	1,332	0	0		13,039	1,768	14,647,594	257,912
19. Unconditionally cancelable commitments	BHCK S540		BHCK S541								
	30,517,007	0.0	0								
20. Over-the-counter derivatives			BHCK S542	BHCK S543	BHCK HK00	BHCK HK01	BHCK S544	BHCK S545	BHCK S546	BHCK S547	BHCK S548
			786,950	0	0	0	0	238,224	0	548,726	0
21. Centrally cleared derivatives			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557
			647,189	0	0	647,189		0	0	0	0
22. Unsettled transactions (failed trades) (22)	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197
	0			0				0	0	0	0

¹⁹ Credit conversion factor.

²⁰ For items 18.b through 19, column A multiplied by credit conversion factor.

²¹ Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

²² For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)		
	Allocation by Risk-Weight Category			Application of Other Risk-Weighting Approaches (23)			
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount		
	Amount	Amount	Amount	Amount	Amount		
Dollar Amounts in Thousands							
16. Repo-style transactions (24).....				BHCK H301	BHCK H302	16.	
				0	0		
17. All other off-balance sheet liabilities.....						17.	
18. Unused commitments: (exclude unused commitments to asset-backed commercial paper conduits):				BHCK H303	BHCK H304		
a. Original maturity of one year or less.....				0	0	18.a.	
				BHCK H307	BHCK H308		
b. Original maturity exceeding one year				0	0	18.b.	
19. Unconditionally cancelable commitments						19.	
				BHCK H309	BHCK H310		
20. Over-the-counter derivatives				0	0	20.	
21. Centrally cleared derivatives						21.	
				BHCK H198	BHCK H199	BHCK H200	
22. Unsettled transactions (failed trades) (25).....				0	0	0	

²³ Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.
²⁴ Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
²⁵ For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

		(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		
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)									23.	
		BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561		
		15,696,584	0	647,189	0	13,360,356	23,822,481	108,160,883	1,919,095		
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)									25.	
		BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572		
		0	0	25,888	0	2,672,071	11,911,241	108,160,883	2,878,643		

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	
	Allocation by Risk-Weight Category							
	250% (26)	300%	400%	600%	625%	937.5%	1250%	
Dollar Amounts in Thousands	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)								23.
		BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568	
		0	0	0	0	0	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 S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579	
		0	0	0	0	0	0	25.
Dollar Amounts in Thousands								
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold.....								26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules).....								27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated transfer risk reserve (27).....								28.
29. LESS: Excess allowance for loan and lease losses								29.
30. LESS: Allocated transfer risk reserve								30.
31. Total risk-weighted assets (item 28 minus items 29 and 30).....								31.

Totals	
BHCK	Amount
S580	127,691,870
S581	0
B704	127,691,870
A222	0
3128	0
G641	127,691,870

²⁶ Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

²⁷ 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

		Dollar Amounts in Thousands		BHCK	Amount																			
1.	Current credit exposure across all derivative contracts covered by the regulatory capital rules			G642	693,565	M.1.																		
		<table><tr><th colspan="6">With a remaining maturity of</th></tr><tr><th colspan="2">(Column A) One year or less</th><th colspan="2">(Column B) Over one year through five years</th><th colspan="2">(Column C) Over five years</th></tr><tr><th>BHCK</th><th>Amount</th><th>BHCK</th><th>Amount</th><th>BHCK</th><th>Amount</th></tr></table>					With a remaining maturity of						(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		BHCK	Amount	BHCK	Amount	BHCK	Amount
With a remaining maturity of																								
(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years																				
BHCK	Amount	BHCK	Amount	BHCK	Amount																			
2.	Notional principal amounts of over-the-counter derivative contracts:																							
a.	Interest rate	S582	4,491,893	S583	18,633,901	S584	7,146,640	M.2.a.																
b.	Foreign exchange rate and gold	S585	7,798,973	S586	1,926,041	S587	47,252	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	0	S595	0	S596	0	M.2.e.																
f.	Precious metals (except gold)	S597	0	S598	0	S599	0	M.2.f.																
g.	Other	S600	0	S601	0	S602	0	M.2.g.																
3.	Notional principal amounts of centrally cleared derivative contracts:																							
a.	Interest rate	S603	5,755,275	S604	45,726,982	S605	8,799,614	M.3.a.																
b.	Foreign exchange rate and gold	S606	0	S607	34,800	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.																
		<table><tr><th colspan="2">Dollar Amounts in Thousands</th><th>BHCK</th><th>Amount</th><th></th></tr><tr><td>4.</td><td>Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....</td><td>S624</td><td>0</td><td>M.4.</td></tr></table>					Dollar Amounts in Thousands		BHCK	Amount		4.	Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....	S624	0	M.4.								
Dollar Amounts in Thousands		BHCK	Amount																					
4.	Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....	S624	0	M.4.																				

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Schedule HC-S—Continued

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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	
6. Amount of ownership (or seller's) interests carried as:									
a. Securities (included in HC-B).....			BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C).....			BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:									
a. 30-89 days past due.....			BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due.....			BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):									
a. Charge-offs.....			BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries.....			BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
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 B777 0	BHCK B778 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 B784 0	BHCK B785 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 6,708	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	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 6,708	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

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Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:				
a. Outstanding principal balance.....	A249		0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date.....	A250		0	M.1.b.
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		4,171	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		20,285,927	M.2.b.
c. Other financial assets (1).....	A591		2,685,487	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		81,650	M.2.d.
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.....	B806		0	M.3.a1.
(2) Conduits sponsored by other unrelated institutions.....	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 C) (2).....	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 Memorandum item 4 is 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).

Schedule HC-V—Variable Interest Entities

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	(Column A) Securitization Vehicles		(Column B) ABCP Conduits		(Column C) Other VIEs		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:							
a. Cash and balances due from depository institutions.....	J981	0	J982	0	J983	0	1.a.
b. Held-to-maturity securities.....	J984	0	J985	0	J986	0	1.b.
c. Available-for-sale securities.....	J987	0	J988	0	J989	0	1.c.
d. Securities purchased under agreements to resell.....	J990	0	J991	0	J992	0	1.d.
e. Loans and leases held for sale.....	J993	0	J994	0	J995	0	1.e.
f. Loans and leases, net of unearned income.....	J996	0	J997	0	J998	0	1.f.
g. Less: Allowance for loan and lease losses.....	J999	0	K001	0	K002	0	1.g.
h. Trading assets (other than derivatives).....	K003	0	K004	0	K005	0	1.h.
i. Derivative trading assets.....	K006	0	K007	0	K008	0	1.i.
j. Other real estate owned.....	K009	0	K010	0	K011	0	1.j.
k. Other assets.....	K012	0	K013	0	K014	0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:							
a. Securities sold under agreements to repurchase.....	K015	0	K016	0	K017	0	2.a.
b. Derivative trading liabilities.....	K018	0	K019	0	K020	0	2.b.
c. Commercial paper.....	K021	0	K022	0	K023	0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024	0	K025	0	K026	0	2.d.
e. Other liabilities.....	K027	0	K028	0	K029	0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above).....	K030	0	K031	0	K032	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above).....	K033	0	K034	0	K035	0	4.

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 (net of income).....		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). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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 Per SR18-2 the impact from tax reform was reclassified between RE and AOCI			
	5357	1	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.