

Board of Governors of the Federal Reserve System

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

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

This Report is required by law: Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)), section 10 of Home Owners' Loan Act (HOLA) (12 U.S.C. § 1467a(b)), section 618 of the Dodd-Frank Act (12 U.S.C. § 1850a(c)(1)), section 165 of the Dodd-Frank Act (12 U.S.C. § 5365), and section 252.153(b)(2) of Regulation YY (12 CFR 252.153(b)(2)).

This report form is to be filed by holding companies with total consolidated assets of \$3 billion or more. In addition, holding

companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2020**
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.

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

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

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

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

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

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

Person to whom questions about this report should be directed:

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

For Federal Reserve Bank Use Only

RSSD ID _____
C.I. _____ S.F. _____

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 46.34 hours per response for non-Advanced Approaches holding companies with \$5 billion or more and an average of 40.48 hours per response for non-Advanced Approaches holding companies with less than \$5 billion in total assets and 47.59 hours for Advanced Approaches holding companies, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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RSSD Number _____

S.F. _____

FR Y-9C

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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	886,163			1.a.(1)(a)
(b) All other loans secured by real estate.....	4436	409,801			1.a.(1)(b)
(c) All other loans.....	F821	2,356,278			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	49,934			1.b.
c. Interest income on balances due from depository institutions (1).....	4115	7,575			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	398			1.d.(1)
(2) Mortgage-backed securities.....	B489	387,889			1.d.(2)
(3) All other securities.....	4060	1,877			1.d.(3)
e. Interest income from trading assets (2).....	4069	6,095			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	7,997			1.g.
h. Total interest income (sum of items 1.a through 1.g).....	4107	4,114,007			1.h.
2. Interest expense:					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$250,000 or less.....	HK03	136,941			2.a.(1)(a)
(b) Time deposits of more than \$250,000.....	HK04	35,493			2.a.(1)(b)
(c) Other deposits.....	6761	266,175			2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	4172	1,752			2.a.(2)
b. Expense of federal funds purchased and securities sold under agreements to repurchase.....	4180	1,005			2.b.
c. Interest on trading liabilities and other borrowed money (2) (excluding subordinated notes and debentures).....	4185	155,716			2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities (2).....	4397	53,929			2.d.
e. Other interest expense.....	4398	0			2.e.
f. Total interest expense (sum of items 2.a through 2.e).....	4073	651,011			2.f.
3. Net interest income (item 1.h minus 2.f).....	4074	3,462,996			3.
4. Provision for loan and lease losses (3).....	JJ33	1,340,289			4.
5. Noninterest income:					
a. Income from fiduciary activities.....	4070	33,763			5.a.
b. Service charges on deposit accounts in domestic offices.....	4483	287,726			5.b.
c. Trading revenue (2,4).....	A220	59,663			5.c.

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

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

(3) Institutions that have adopted ASU 2016-13 should report in item 4 the provisions for credit losses for all financial assets that fall within the scope of the standard.

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

Schedule HI—Continued

	Dollar Amounts in Thousands		BHCK	Amount	
Holding companies with less than \$5 billion in total assets should report data items 5.d.(6) and 5.d.(7) only and leave 5.d.(1) through 5.d.(5) blank.					
5.d.(1) Fees and commissions from securities brokerage.....	C886	75,920			5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888	84,148			5.d.(2)
(3) Fees and commissions from annuity sales.....	C887	34,155			5.d.(3)
(4) Underwriting income from insurance and reinsurance activities.....	C386	0			5.d.(4)
(5) Income from other insurance activities.....	C387	2,834			5.d.(5)
(6) Fees and commissions from securities brokerage, investment banking, advisory, and underwriting fees and commissions.....	KX46				5.d.(6)
(7) Income from insurance activities (5).....	KX47				5.d.(7)
e. Venture capital revenue (6).....	B491	0			5.e.
f. Net servicing fees.....	B492	45,605			5.f.
g. Net securitization income (6).....	B493	0			5.g.
h. Not applicable					
i. Net gains (losses) on sales of loans and leases.....	8560	701,538			5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561	147			5.j.
k. Net gains (losses) on sales of other assets (7).....	B496	(2,427)			5.k.
l. Other noninterest income (8).....	B497	405,001			5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079	1,728,073			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	4,445			6.b.
7. Noninterest expense:					
a. Salaries and employee benefits.....	4135	1,591,202			7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217	471,867			7.b.
c. (1) Goodwill impairment losses.....	C216	0			7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232	8,291			7.c.(2)
d. Other noninterest expense (9).....	4092	1,056,882			7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093	3,128,242			7.e.
8. a. Income (loss) before unrealized holding gains (losses) on equity securities not held for trading, applicable income taxes, and discontinued operations (sum of items 3, 5.m, 6.a, 6.b, minus items 4 and 7.e).....	HT69	726,983			8.a.
b. Change in net unrealized holding gains (losses) on equity securities not held for trading (10).....	HT70	30			8.b.
c. Income (loss) before applicable income taxes and discontinued operations (sum of items 8.a and 8.b).....	4301	727,013			8.c.
9. Applicable income taxes (foreign and domestic).....	4302	125,523			9.
10. Income (loss) before discontinued operations (item 8.c. minus item 9).....	4300	601,490			10.
11. Discontinued operations, net of applicable income taxes (11).....	FT28	0			11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104	601,490			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	601,490			14.

(5) Includes underwriting income from insurance and reinsurance activities.

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

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

(8) See Schedule HI, Memoranda item 6.

(9) See Schedule HI, Memoranda item 7.

(10) Item 8.b is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

(11) Describe on Schedule HI, Memoranda item 8.

Schedule HI—Continued**Memoranda—Continued**

		Dollar Amounts in Thousands		BHCK	Amount					
<i>Memoranda items 1 and 2 are to be completed by holding companies with \$5 billion or more in total assets.¹</i>										
1. Net Interest income (item 3 above) on a fully taxable equivalent basis.....		4519	3,472,702			M.1.				
2. Net income before applicable income taxes, and discontinued operations (item 8.c. above) on a fully taxable equivalent basis.....		4592	728,856			M.2.				
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above).....		4313	0			M.3.				
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above).....		4507	82			M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....		BHCK	Number							
		4150	17,930			M.5.				
<i>Memoranda items 6.a through 6.j are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than \$5 billion in total assets. Holding companies with \$5 billion or more in total assets should report these items on a quarterly basis.¹</i>										
6. Other noninterest income (from Schedule HI, item 5.I, above) (only report amounts greater than \$100,000 that exceed 7 percent of Schedule HI, item 5.I):		BHCK	Amount							
a. Income and fees from the printing and sale of checks.....		C013	0			M.6.a.				
b. Earnings on/increase in value of cash surrender value of life insurance.....		C014	41,183			M.6.b.				
c. Income and fees from automated teller machines (ATMs).....		C016	0			M.6.c.				
d. Rent and other income from other real estate owned.....		4042	0			M.6.d.				
e. Safe deposit box rent.....		C015	0			M.6.e.				
f. Bank card and credit card interchange fees.....		F555	120,498			M.6.f.				
g. Income and fees from wire transfers.....		T047	0			M.6.g.				
h. <table><tr><td>TEXT</td><td>Letter of Credit and Loan Fees</td></tr><tr><td>8562</td><td></td></tr></table>		TEXT	Letter of Credit and Loan Fees	8562		8562	97,843			M.6.h.
TEXT	Letter of Credit and Loan Fees									
8562										
i. <table><tr><td>TEXT</td><td>Syndication Fee Income</td></tr><tr><td>8563</td><td></td></tr></table>		TEXT	Syndication Fee Income	8563		8563	77,261			M.6.i.
TEXT	Syndication Fee Income									
8563										
j. <table><tr><td>TEXT</td><td></td></tr><tr><td>8564</td><td></td></tr></table>		TEXT		8564		8564	0			M.6.j.
TEXT										
8564										
<i>Memoranda items 7.a through 7.p are to be completed annually on a calendar year-to-date basis in the December report only by holding companies with less than \$5 billion in total assets. Holding companies with \$5 billion or more in total assets should report these items on a quarterly basis.¹</i>										
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$100,000 that exceed 7 percent of the sum of Schedule HI, item 7.d):										
a. Data processing expenses.....		C017	0			M.7.a.				
b. Advertising and marketing expenses.....		0497	86,002			M.7.b.				
c. Directors' fees.....		4136	0			M.7.c.				
d. Printing, stationery, and supplies.....		C018	0			M.7.d.				
e. Postage.....		8403	0			M.7.e.				
f. Legal fees and expenses.....		4141	0			M.7.f.				
g. FDIC deposit insurance assessments.....		4146	CONF			M.7.g.				
h. Accounting and auditing expenses.....		F556	0			M.7.h.				
i. Consulting and advisory expenses.....		F557	139,199			M.7.i.				
j. Automated teller machine (ATM) and interchange expenses.....		F558	0			M.7.j.				
k. Telecommunications expenses.....		F559	0			M.7.k.				
l. Other real estate owned expenses.....		Y923	0			M.7.l.				

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					BHCK	Amount	
7.m. Insurance expenses (not included in employee expenses, premises and fixed assets expenses, and other real estate owned expenses).....					Y924	0	M.7.m.
n.	TEXT	Losses and Charge Offs	8565		8565	189,969	M.7.n.
o.	TEXT	Outside Services	8566		8566	164,535	M.7.o.
p.	TEXT		8567		8567	0	M.7.p.
Memoranda items 8.a.(1) through 8.b.(2) are to be completed by holding companies with \$5 billion or more in total assets. ¹							
8. Discontinued operations and applicable income tax effect (from Schedule HI, item 11) (itemize and describe each discontinued operation):							
a.(1)	TEXT				FT29	0	M.8.a.(1)
(2)	Applicable income tax effect.....			BHCK	FT30	0	M.8.a.(2)
b.(1)	TEXT				FT31	0	M.8.b.(1)
(2)	Applicable income tax effect.....			BHCK	FT32	0	M.8.b.(2)
9. Trading revenue (from cash instruments and derivative instruments) (sum of items 9.a through 9.e must equal Schedule HI, item 5.c)							
Memoranda items 9.a through 9.e are to be completed by holding companies with \$5 billion or more in total assets ¹ that reported total trading assets of \$10 million or more for any quarter of the preceding calendar year:							
a.	Interest rate exposures.....				8757	30,824	M.9.a.
b.	Foreign exchange exposures.....				8758	26,971	M.9.b.
c.	Equity security and index exposures.....				8759	(133)	M.9.c.
d.	Commodity and other exposures.....				8760	2,139	M.9.d.
e.	Credit exposures.....				F186	(138)	M.9.e.
Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. ¹							
f.	Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....				K090	(20,250)	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	(2,181)	M.9.g.
Memorandum items 10.a and 10.b are to be completed by holding companies with \$10 billion or more in total consolidated assets. ¹							
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:							
a.	Net gains (losses) on credit derivatives held for trading.....				C889	0	M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading.....				C890	0	M.10.b.
Memorandum item 11 is to be completed by holding companies with \$5 billion or more in total assets. ¹							
11. Credit losses on derivatives (see instructions).....					A251	2,959	M.11.

(1) The asset size test is based on the total assets reported as of June 30, 2019.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands	Year-to-date		
	BHCK	Amount	
<i>Memorandum items 12.a through 12.c are to be completed by holding companies with \$5 billion or more in total assets.¹</i>			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431	110,075	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 1=YES	BHCK A530	0
			M.13.
<i>Memorandum items 14.a through 14.b.(1) are to be completed by holding companies with \$5 billion or more in total assets that have elected to account for assets and liabilities under a fair value option.¹</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	146,997	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552	(2,468)	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.
<i>Memoranda item 15 is to be completed by holding companies with \$5 billion or more in total assets.¹</i>			
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409	25,502	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 and is to be completed semiannually in the June and December reports only by holding companies with \$5 billion or more in total assets and annually on a year-to-date basis in the December report by holding companies with less than \$5 billion in total assets.¹</i>			
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.
<i>Memorandum item 17 is to be completed semiannually in June and December by holding companies with less than \$5 billion in total assets. (Holding companies with more than \$5 billion will continue to report quarterly.)¹</i>			
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) (2).....	J321		M.17.

(1) The asset size test is based on the total assets reported as of June 30, 2019.

(2) Memorandum item 17 is to be completed only by institutions that have not adopted ASU 2016-13.

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	22,201,369	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....		B507	(330,751)	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....		B508	21,870,618	3.
		BHCT		
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14).....		4340	601,490	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):		BHCK		
a. Sale of perpetual preferred stock, gross.....		3577	395,082	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	30,944	6.b.
7. Sale of treasury stock.....		4782	0	7.
8. LESS: Purchase of treasury stock.....		4783	270,000	8.
9. Changes incident to business combinations, net.....		4356	0	9.
10. LESS: Cash dividends declared on preferred stock.....		4598	75,135	10.
11. LESS: Cash dividends declared on common stock.....		4460	504,305	11.
12. Other comprehensive income (1).....		B511	420,026	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	22,468,720	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 Allowances for Credit Losses

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹		(Column B) Recoveries		
	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.....	C891	0	C892	130	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893	0	C894	0	1.a.(2)
b. Secured by farmland in domestic offices.....	3584	0	3585	0	1.b.
c. Secured by 1-4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5411	13,967	5412	10,179	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens.....	C234	5,449	C217	4,370	1.c.(2)(a)
(b) Secured by junior liens.....	C235	5,132	C218	17,282	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588	0	3589	302	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895	27,013	C896	883	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897	0	C898	0	1.e.(2)
f. In foreign offices.....	B512	0	B513	0	1.f.
2. Not applicable.					
3. Loans to finance agricultural production and other loans to farmers.....	4655	0	4665	0	3.
<i>Holding companies with less than \$5 billion in total assets should report item 4.c only and leave items 4.a and 4.b blank.²</i>					
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile).....	4645	176,392	4617	7,173	4.a.
b. To non-U.S. addressees (domicile).....	4646	0	4618	25	4.b.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile).....	KX48		KX49		4.c.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards.....	B514	58,157	B515	6,909	5.a.
b. Automobile loans.....	K129	87,991	K133	36,544	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K205	118,965	K206	20,186	5.c.
<i>Item 6 is to be completed by holding companies with \$5 billion or more in total consolidated assets.²</i>					
6. Loans to foreign governments and official institutions.....	4643	0	4627	0	6.
7. All other loans.....	4644	64,644	4628	4,729	7.

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

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HI-B—Continued**Part I.—Continued**

Part I.—Continued		(Column A) Charge-offs ¹		(Column B) Recoveries	
		BHCK	Amount	BHCK	Amount
Dollar Amounts in Thousands					
<i>Holding companies with less than \$5 billion in total assets should report item 8.c only and leave items 8.a and 8.b blank.²</i>					
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures.....		F185	0	F187	0
b. All other leases		C880	54,297	F188	0
c. Leases to individuals for household, family, and other personal expenditures and all other leases.....		KX50		KX51	
9. Total (sum of items 1 through 8) (3).....		4635	612,007	4605	108,712

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

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

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

Memoranda

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	42,000	5410	20	M.1.
<i>Memorandum item 2 is to be completed by holding companies with \$5 billion or more in total assets.³</i>					
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, Part I, item 1, above).....	4652	689	4662	1	M.2.

Memorandum item 3 is to be completed by (1) holding companies with \$5 billion or more in total assets³ 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) (2).....	C388	9,866	M.3.

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

(2) Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for credit losses on loans and leases).

(3) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HI-B—Continued**Part II. Changes in Allowance for Credit Losses¹**

	(Column A) Loans and leases held for investment		(Column B) Held-to-maturity debt securities (2)		(Column C) Available-for-sale debt securities (2)	
	BHCK	Amount	BHCK	Amount	BHCK	Amount
Dollar Amounts in Thousands						
1. Balance most recently reported for the December 31, 2019, Reports of Condition and Income (i.e., after adjustments from amended Reports of Income).....	B522	1,251,717	JH88	0	JH94	0
	BHCT					
2. Recoveries (column A must equal Part I, item 9, column B, above).....	4605	108,712	JH89	0	JH95	0
3. LESS: Charge-offs (column A must equal Part I, item 9, column A, above less Schedule HI-B, Part II, item 4, column A).....	C079	612,007	JH92	0	JH98	0
4. LESS: Write-downs arising from transfers of financial assets (3).....	5523	0	JJ00	0	JJ01	0
5. Provisions for credit losses (4,5).....	4230	1,340,289	JH90	0	JH96	0
6. Adjustments (see instructions for this schedule).....	C233	453,224	JH91	0	JH97	0
7. Balance end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (column A must equal Schedule HC, item 4.c).....	BHCT					
	3123	2,541,935	JH93	0	JH99	0

(1) Institutions that have not adopted ASU 2016-13 should report changes in allowance for loan and lease losses in column A.

(2) Columns B and C are to be completed only by institutions that have adopted ASU 2016-13.

(3) Institutions that have not adopted ASU 2016-13, should report write-downs arising from transfers of loans to a held-for-sale account in item 4, column A.

(4) Institutions that have not yet adopted ASU 2016-13 should report the provision for loan and lease losses in item 5, column A, and the amount reported must equal Schedule HI, item 4.

(5) For institutions that have adopted ASU 2016-13, the sum of item 5, columns A through C, plus schedule HI-B, Part II, Memorandum item 5, below, must equal Schedule HI, item 4.

Memoranda

Dollar Amounts in Thousands		BHCK	Amount
<i>Memorandum items 1, 2, 3 and 4 are to be completed by holding companies with \$5 billion or more in total assets.¹</i>			
1. Allocated transfer risk reserve included in Schedule HI-B, Part II, item 7, column A, above.....	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	2,546	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (2).....	C390	0	M.3.
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, column A, above) (3).....	C781		M.4.
5. Provisions for credit losses on other financial assets measured at amortized cost (not included in item 5, above) (4).....	JJ02	0	M.5.
6. Allowance for credit losses on other financial assets measured at amortized cost (not included in item 7, above) (4).....	JJ03	0	M.6.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

(2) Institutions that have adopted ASU 2016-13 should report in Memorandum item 3 the amount of allowance for credit losses on loans and leases attributable to retail credit card fees and finance charges.

(3) Memorandum item 4 is to be completed only by institutions that have not yet adopted ASU 2016-13.

(4) Memorandum items 5 and 6 are to be completed only by institutions that have adopted ASU 2016-13.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses**Part I. Disaggregated Data on the Allowance for Loan and Lease Losses to be Completed by Holding Companies with \$5 Billion or More in Total Assets.^{1,2}**

	(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)		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands													
1. Real estate loans:													
a. Construction loans.....	M708		M709		M710		M711		M712		M713		1.a.
b. Commercial real estate loans.....	M714		M715		M716		M717		M719		M720		1.b.
c. Residential real estate loans.....	M721		M722		M723		M724		M725		M726		1.c.
2. Commercial loans (3).....	M727		M728		M729		M730		M731		M732		2.
3. Credit cards.....	M733		M734		M735		M736		M737		M738		3.
4. Other consumer loans.....	M739		M740		M741		M742		M743		M744		4.
5. Unallocated, if any.....							M745						5.
6. Total (sum of 1.a through 5) (4).....	M746		M747		M748		M749		M750		M751		6.

(1) Only institutions with total assets greater than \$5 billion that have not adopted ASU 2016-13 are to complete Schedule HI-C, Part I.

(2) The asset size test is based on the total assets reported as of June 30, 2019.

(3) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 on Schedule HI-C, Part I.

(4) The sum of item 6, columns B, D, and F, must equal Schedule HC, item 4.c. Item 6, column E, must equal Schedule HC-C, Memorandum item 5.b. Item 6, column F, must equal Schedule HI-B, Part II, Memorandum item 4.

Schedule HI-C—Continued**Part II. Disaggregated Data on the Allowances for Credit Losses^{1,2}**

	(Column A) Amortized Cost		(Column B) Allowance Balance		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	
Loans and Leases Held for Investment: (1)					
1. Real estate loans:					
a. Construction loans.....	JJ04	4,310,777	JJ12	230,707	1.a.
b. Commercial real estate loans.....	JJ05	11,038,345	JJ13	205,892	1.b.
c. Residential real estate loans.....	JJ06	32,488,469	JJ14	268,980	1.c.
2. Commercial loans (3).....	JJ07	47,471,123	JJ15	855,766	2.
3. Credit cards.....	JJ08	1,896,361	JJ16	187,540	3.
4. Other consumer loans.....	JJ09	27,857,842	JJ17	793,050	4.
5. Unallocated, if any.....			JJ18	0	5.
6. Total (sum of items 1.a through 5) (4).....	JJ11	125,062,917	JJ19	2,541,935	6.

	Dollar Amounts in Thousands	Allowance Balance		
		BHCK	Amount	
Held-to-Maturity Securities: (5)				
7. Securities issued by states and political subdivisions in the U.S.....		JJ20	0	7.
8. Total mortgage-backed securities (MBS) (including CMOs, REMICs, and stripped MBS).....		JJ21	0	8.
9. Asset-backed securities and structured financial products.....		JJ23	0	9.
10. Other debt securities.....		JJ24	0	10.
11. Total (sum of items 7 through 10) (6).....		JJ25	0	11.

(1) Data items 1 - 6 are to be completed by holding companies that have adopted ASU 2016-13 and holding companies with less than \$5 billion that have not adopted ASU 2016-13 (and chose not to report on HI-C Part I). Holding companies that have less than \$5 billion in total assets and have not adopted ASU 2016-13 should report the recorded investment instead of the amortized cost in column A and report items 1 - 6 semiannually in June and December.

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

(3) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans in items 1, 3, or 4 of Schedule HI-C, Part II.

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

(5) Only institutions that have adopted ASU 2016-13 are to complete Schedule HI-C, Part II line items 7 through 11. Institutions with less than \$5 billion in total assets should report items 7 through 11 semiannually in the June and December reports only.

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

Notes to the Income Statement - Predecessor Financial Items

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

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

(1) Institutions that have adopted ASU 2016-13 should report in item 4, the provisions for credit losses for all financial assets that fall within the scope of the standard.

(2) For institutions that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, include realized and unrealized gains (losses) (and all other value changes) on equity securities and other equity investments not held for trading in item 6.

Notes to the Income Statement (Other)

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

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

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

A holding company has received \$1.35 million of back interest on loans and leases that are currently in nonaccrual status. The holding company's interest income for the quarter shows that increase which has been disclosed in the report to the stockholders and to the SEC. Enter on the line item below the following information:

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

Notes to the Income Statement (Other)

	Dollar Amounts in Thousands	BHCK	Amount	
1.	Adoption of Current Expected Credit Losses Methodology – ASU 2016-13 (1,2).....	JJ26	(336,754)	1.
2.	Initial allowances for credit losses recognized upon the acquisition of purchased credit-deteriorated assets on or after the effective date of ASU 2016-13 (1).....	JJ27	0	2.
3.	Effect of adoption of current expected credit losses methodology on allowances for credit losses on loans and leases held for investment and held-to-maturity debt securities (1,2).....	JJ28	453,224	3.

	TEXT	Dollar Amounts in Thousands	BHCK	Amount	
4.	5351 Election of fair value treatment for LOCOM MSRs		5351	6,003	4.
5.	5352		5352	0	5.
6.	5353		5353	0	6.
7.	5354		5354	0	7.
8.	5355		5355	0	8.
9.	B042		B042	0	9.
10.	B043		B043	0	10.
11.	B044		B044	0	11.
12.	B045		B045	0	12.

(1) Only institutions that have adopted ASU 2016-13 should report values in these items, if applicable.

(2) Institutions should complete this item in the quarter that they adopt ASU 2016-13 and in the quarter-end FR Y-9C report for the remainder of that calendar year only.

Notes to the Income Statement (Other)— Continued

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

Citizens Financial Group, Inc.
Name of Holding Company

For Federal Reserve Bank Use Only
C.I. _____

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Consolidated Financial Statements for Holding Companies

Report at the close of business September 30, 2020
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	1,103,464	1.a.
b. Interest-bearing balances: (2)				
(1) In U.S. offices.....		0395	8,484,872	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....		0397	0	1.b.(2)
2. Securities:				
a. Held-to-maturity securities (from Schedule HC-B, column A) (3).....		JJ34	2,577,533	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....		1773	22,884,385	2.b.
c. Equity securities with readily determinable fair values not held for trading (4).....		JA22	56,620	2.c.
3. Federal funds sold and securities purchased under agreements to resell:				
a. Federal funds sold in domestic offices.....	BHDM	B987	0	3.a.
b. Securities purchased under agreements to resell (5,6).....	BHCK	B989	0	3.b.
4. Loans and lease financing receivables:				
a. Loans and leases held for sale.....		5369	3,552,232	4.a.
b. Loans and leases held for investment.....	B528	125,062,917		4.b.
c. LESS: Allowance for loan and lease losses (7).....	3123	2,541,935		4.c.
d. Loans and leases held for investment, net of allowance for loan and lease losses (item 4.b minus 4.c).....		B529	122,520,982	4.d.
5. Trading assets (from Schedule HC-D).....		3545	2,126,527	5.
6. Premises and fixed assets (including capitalized leases).....		2145	1,434,072	6.
7. Other real estate owned (from Schedule HC-M).....		2150	23,729	7.
8. Investments in unconsolidated subsidiaries and associated companies.....		2130	0	8.
9. Direct and indirect investments in real estate ventures.....		3656	1,592,729	9.
10. Intangible assets (from Schedule HC-M).....		2143	7,717,598	10.
11. Other assets (from Schedule HC-F) (6).....		2160	5,508,683	11.
12. Total assets (sum of items 1 through 11).....		2170	179,583,426	12.

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

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

(3) Institutions that have adopted ASU 2016-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule HC-B, item 8, column A less Schedule HI-B, Part II, item 7, column B.

(4) Item 2.c is to be completed only by holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2016-01.

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

(6) Institutions that have adopted ASU 2016-13 should report items 3.b and 11 amounts net of any applicable allowance for credit losses.

(7) Institutions that have adopted ASU 2016-13 should report in item 4.c the allowance for credit losses on loans and leases.

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		42,030,554	13.a.(1)
(2) Interest-bearing.....	6636		100,658,177	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		603,751	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices (2).....	B993		0	14.a.
	BHCK			
b. Securities sold under agreements to repurchase (3).....	B995		233,756	14.b.
15. Trading liabilities (from Schedule HC-D).....	3548		92,694	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3190		8,516,954	16.
17. Not applicable				
18. Not applicable				
19. a. Subordinated notes and debentures (4).....	4062		1,550,183	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		3,428,637	20.
21. Total liabilities (sum of items 13 through 20).....	2948		157,114,706	21.
22. Not applicable				
Equity Capital				
Holding Company Equity Capital				
23. Perpetual preferred stock and related surplus.....	3283		1,964,870	23.
24. Common stock (par value).....	3230		5,697	24.
25. Surplus (exclude all surplus related to preferred stock).....	3240		18,921,522	25.
26. a. Retained earnings.....	3247		6,189,430	26.a.
b. Accumulated other comprehensive income (5).....	B530		10,549	26.b.
c. Other equity capital components (6).....	A130		(4,623,348)	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c).....	3210		22,468,720	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		22,468,720	28.
29. Total liabilities and equity capital (sum of items 21 and 28).....	3300		179,583,426	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 | |
- M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)

a. _____
(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b. CONF _____
(1) Name of Engagement Partner (TEXT C704)

CONF _____
(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair value		(Column C) Amortized Cost		(Column D) Fair value		
	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1. U.S. Treasury securities.....	0211	0	0213	0	1286	10,665	1287	10,681	1.
2. U.S. government agency and sponsored agency obligations (exclude mortgage-backed securities) (1).....	HT50	0	HT51	0	HT52	0	HT53	0	2.
3. Securities issued by states and political subdivisions in the U.S.....	8496	0	8497	0	8498	3,728	8499	3,785	3.
<i>Holding companies with less than \$5 billion in total assets should report item 4.a.(4) and should leave items 4.a.(1) through 4.a.(3) blank.²</i>									
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA.....	G300	804,217	G301	832,433	G302	2,259,214	G303	2,309,799	4.a.1.
(2) Issued by FNMA and FHLMC.....	G304	128,537	G305	130,857	G306	9,988,783	G307	10,285,257	4.a.2.
(3) Other pass-through securities.....	G308	0	G309	0	G310	469,985	G311	502,828	4.a.3.
(4) Guaranteed by GNMA, issued by FNMA and FHLMC, and other pass-through securities.....	KX52		KX53		KX54		KX55		4.a.4.
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies (3).....	G312	0	G313	0	G314	5,137,358	G315	5,366,168	4.b.1.
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (3).....	G316	0	G317	0	G318	0	G319	0	4.b.2.
(3) All other residential mortgage-backed securities.....	G320	0	G321	0	G322	11,744	G323	11,730	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	1,644,779	K151	1,745,350	K152	3,576,053	K153	3,580,049	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, Export-Import Bank participation certificates, and obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

(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	814,014	C027	814,088
b. Structured financial products.....	HT58	0	HT59	0	HT60	0	HT61	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 (1).....								
					A510		A511	
							BHCT	
8. Total (sum of 1 through 7) (2).....	1754	2,577,533	1771	2,708,640	1772	22,271,544	1773	22,884,385

Memoranda

	Dollar Amounts in Thousands		
1. Pledged securities (3).....	BHCK	Amount	
2. Remaining maturity or next repricing date of debt securities (4,5) (Schedule HC-B, Items 1 through 6.b in columns A and D above):	0416	4,363,275	M.1.
a. 1 year and less.....	0383	2,093,199	M.2.a.
b. Over 1 year to 5 years.....	0384	179,846	M.2.b.
c. Over 5 years.....	0387	23,188,873	M.2.c.
<i>Memorandum item 3 is to be completed semiannually in the June and December reports only.</i>			
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778		M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost.....	8782	0	M.4.a.
b. Fair value.....	8783	0	M.4.b.

(1) Item 7 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities.

See the instructions for further detail on ASU 2016-01.

(2) For institutions that have adopted ASU 2016-13, the total reported in column A must equal Schedule HC, item 2.a, plus Schedule HI-B, Part II, item 7, column B. For institutions that have not adopted ASU 2016-13, the total reported in column A must equal Schedule HC, item 2.a. For all institutions, the total reported in column D must equal Schedule HC, item 2.b.

(3) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

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

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

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

		Held-to-Maturity				Available-for-Sale					
		(Column A) Amortized Cost		(Column B) Fair value		(Column C) Amortized Cost		(Column D) Fair value			
		BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount		
Dollar Amounts in Thousands											
<i>Memorandum item 5.a through 5.f are to be completed by holding companies with \$10 billion or more in total assets.¹</i>											
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.....											
b. Home equity lines.....											
c. Automobile loans.....											
d. Other consumer loans.....											
e. Commercial and industrial loans.....											
f. Other.....											
<i>Memorandum items 6.a through 6.g are to be completed by holding companies with \$10 billion or more in total assets.¹</i>											
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, 5.b):											
a. Trust preferred securities issued by financial institutions.....											
b. Trust preferred securities issued by real estate investment trusts.....											
c. Corporate and similar loans.....											
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....											
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....											
f. Diversified (mixed) pools of structured financial products.....											
g. Other collateral or reference assets.....											

(1) The \$10 billion asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses¹ 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	54,012,222		1.
a. Construction, land development, and other land loans:			BHCK	
(1) 1-4 family residential construction loans.....			F158	488,805
(2) Other construction loans and all land development and other land loans.....			F159	3,869,040
b. Secured by farmland.....			BHDM	
c. Secured by 1-4 family residential properties:			1420	0
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				1.b.
(2) Closed-end loans secured by 1-4 family residential properties:			1797	11,474,776
(a) Secured by first liens.....				1.c.(1)
(b) Secured by junior liens.....			5367	23,921,229
d. Secured by multifamily (5 or more) residential properties.....			5368	524,074
e. Secured by nonfarm nonresidential properties:			1460	1,096,307
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....				1.d.
(2) Loans secured by other nonfarm nonresidential properties.....			BHCK	
			F160	4,893,993
			F161	7,743,998
			BHDM	
2. Loans to depository institutions and acceptances of other banks.....			1288	99,454
a. To U.S. banks and other U.S. depository institutions.....	1292	0		2.
b. To foreign banks.....	1296	99,454		2.a.
3. Loans to finance agricultural production and other loans to farmers.....	1590	0	1590	0
				2.b.
				3.
<i>Holding companies with less than \$5 billion in total assets should report item 4.c and leave items 4.a and 4.b blank.²</i>				
4. Commercial and industrial loans.....			1766	40,553,135
a. To U.S. addressees (domicile).....	1763	39,344,063		4.
b. To non-U.S. addressees (domicile).....	1764	1,209,072		4.a.
c. To U.S. addressees (domicile) and non-U.S. addressees (domicile).....	KX56			4.b.
5. Not applicable				4.c.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....			1975	28,191,100
a. Credit cards.....	B538	1,581,912		6.
b. Other revolving credit plans.....	B539	147,075		6.a.
c. Automobile loans.....	K137	10,732,468		6.b.
d. Other consumer loans (includes single payment, installment, and all student loans).....	K207	15,729,645		6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....				6.d.
8. Not applicable	2081	0	2081	0
				7.

(1) Institutions that have adopted ASU 2016-13 should not deduct the allowance for credit losses on loans and leases or the allocated transfer risk reserve from amounts reported on this schedule.

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-C—Continued

	(Column A) Consolidated		(Column B) In Domestic Offices	
	BHCK	Amount	BHDM	Amount
Dollar Amounts in Thousands				
<i>Holding companies with less than \$5 billion in total assets should report item 9.b.(3) and leave items 9.b.(1) and 9.b.(2) blank.²</i>				
9. Loans to nondepository financial institutions and other loans:				
a. Loans to nondepository financial institutions.....	J454	2,393,663	J454	2,393,663
b. Other loans				
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	73,777	1545	73,777
(2) All other loans (exclude consumer loans).....	J451	1,006,482	J451	1,006,482
(3) Loans for purchasing or carrying securities (secured or unsecured) and all other loans.....	KX57		KX57	
<i>Holding companies with less than \$5 billion in total assets should report item 10.c and should leave items 10.a and 10.b blank.¹</i>				
10. Lease financing receivables (net of unearned income).....			2165	2,285,316
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162	0		
b. All other leases.....	F163	2,285,316		
c. Lease finance receivables.....	KX58			
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	0	2123	0
12. Total loans and leases held for investment and held for sale (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122	128,615,149	2122	128,615,149

Memoranda

	Dollar Amounts in Thousands		BHDM	Amount
<i>Memoranda items 1.a.(1) through 1.f.(3)(c) are to be completed semiannually in June and December by holding companies with less than \$5 billion in total assets. These items are to be completed quarterly by holding companies with \$5 billion or more in total assets.¹</i>				
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		
(2) All other construction loans and all land development and other land loans.....	K159	0		
b. Loans secured by 1-4 family residential properties in domestic offices.....	F576	361,997		
c. Secured by multifamily (5 or more) residential properties in domestic offices.....	K160	0		
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	K161	3,775		
(2) Loans secured by other nonfarm nonresidential properties.....	K162	18,990		
<i>Holding companies with less than \$5 billion in total assets should report Memorandum item 1.e.(3) (semiannually in June and December) and leave items 1.e.(1) and 1.e.(2) blank.¹</i>				
e. Commercial and industrial loans:				
(1) To U.S. addressees (domicile).....	K163	112,329		
(2) To non-U.S. addressees (domicile).....	K164	0		
(3) To U.S. addressees (domicile) and non-U.S. addressees (domicile).....	KX59			

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-C—Continued

	Dollar Amounts in Thousands	BHCK	Amount	
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....		K165	139,912	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>				
		BHDM		
(1) Loans secured by farmland in domestic offices.....		K166	0	M.1.f.1
		BHCK		
(2) Loans to finance agricultural production and other loans to farmers.....		K168	0	M.1.f.2
(3) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards.....		K098	0	M.1.f.3.a.
(b) Automobile loans.....		K203	0	M.1.f.3.b.
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....		K204	118,065	M.1.f.3.c.
g. Total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a.(1) through 1.f).....		HK25	637,003	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....		2746	2,784,085	M.2.
<i>To be completed by holding companies with \$5 billion or more in total assets.¹</i>				
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....		B837	18,054	M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies with \$5 billion or more in total assets¹ 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	59,538	M.4.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-C—Continued**Memoranda—Continued**

	Dollar Amounts in Thousands	BHCK	Amount	
<i>Memorandum item 5 is to be completed by all holding companies. Memorandum item 5.a and 5.b are to be completed semiannually in the June and December reports only.¹</i>				
5. Purchased credit-impaired loans held for investment accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3) (exclude loans held for sale):				
a. Outstanding balance.....		C779		M.5.a.
b. Amount included in Schedule HC-C, items 1 through 9.....		C780		M.5.b.
<i>Memorandum item 6.a, 6.b, and 6.c are to be completed semiannually in the June and December reports only.</i>				
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:				
a. Total amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....		F230		M.6.a.
<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, 2019, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, held for investment and held for sale in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>				
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	160,272	M.9.
10.–11. Not applicable.				

(1) Memorandum item 5 is to be completed only by holding companies that have not yet adopted ASU 2016-13.

Schedule HC-C—Continued**Memoranda—Continued**

	(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	
<i>Memorandum items 12.a, 12.b, 12.c, and 12.d are to be completed semiannually in the June and December reports only. Holding companies with less than \$5 billion in total assets should report Memorandum item 12.e semiannually in June and December and should leave 12.a, 12.b, 12.c, and 12.d blank.¹</i>							
12. Loans (not subject to the requirements of FASB ASC 310-30 (former AICPA Statement of Position 03-3)) ² and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:							
a. Loans secured by real estate.....	G091		G092		G093		M.12.a.
b. Commercial and industrial loans.....	G094		G095		G096		M.12.b.
c. Loans to individuals for household, family, and other personal expenditures.....	G097		G098		G099		M.12.c.
d. All other loans and all leases.....	G100		G101		G102		M.12.d.
e. Loans and leases.....	KX60		KX61		KX62		M.12.e.

		Dollar Amounts in Thousands		BHCK	Amount	
13. Not applicable						
14. Pledged loans and leases.....				G378	65,389,403	M.14.
15. Not applicable						
<i>Amounts reported in Memorandum items 16.a and 16.b will not be made available to the public on an individual institution basis.</i>						
16. Eligible loan modifications under Section 4013, Temporary Relief from Troubled Debt Restructurings, of the 2020 Coronavirus Aid, Relief, and Economic Security Act:					Number	
a. Number of Section 4013 loans outstanding.....				LG24	CONF	M.16.a.
					Amount	
b. Outstanding balance of Section 4013 loans.....				LG25	CONF	M.16.b.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

(2) Institutions that have adopted ASU 2016-13 should report only loans held for investment not considered purchased credit-deteriorated in Memorandum item 12.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by holding companies with \$5 billion or more in total assets¹ that reported total trading assets of \$10 million or more in any of the four preceding calendar quarters.

	Dollar Amounts in Thousands	BHCM	Amount	
Assets				
1. U.S. Treasury securities.....		3531	129,983	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....		3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.....		3533	0	3.
4. Mortgage-backed securities (MBS):		BHCK		
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....		G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (2) (include CMOs, REMICs, and stripped MBS).....		G380	0	4.b.
c. All other residential mortgage-backed securities.....		G381	0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies (2).....		K197	0	4.d.
e. All other commercial MBS.....		K198	0	4.e.
5. Other debt securities				
a. Structured financial products.....		HT62	0	5.a.
b. All other debt securities.....		G386	20,825	5.b.
6. Loans:				
a. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties.....		HT63	0	6.a.(1)
(2) All other loans secured by real estate.....		HT64	0	6.a.(2)
b. Commercial and industrial loans.....		F614	157,030	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....		HT65	0	6.c.
d. Other loans.....		F618	4,861	6.d.
7.–8. Not applicable				
9. Other trading assets.....		3541	675	9.
10. Not applicable				
11. Derivatives with a positive fair value.....		3543	1,813,153	11.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5).....		BHCT		
		3545	2,126,527	12.
Liabilities				
13. a. Liability for short positions:		BHCK		
(1) Equity securities.....		G209	0	13.a.(1)
(2) Debt securities.....		G210	7,086	13.a.(2)
(3) All other assets.....		G211	0	13.a.(3)
b. All other trading liabilities.....		F624	313	13.b.
14. Derivatives with a negative fair value.....		3547	85,295	14.
15. Total trading liabilities (sum of items 13.a through 14) (must equal Schedule HC, item 15).....		BHCT		
		3548	92,694	15.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

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

Schedule HC-D—Continued**Memoranda**

Dollar Amounts in Thousands		BHCK	Amount	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a.(1) through 6.d)				
a. Loans secured by real estate:				
(1) Loans secured by 1-4 family residential properties.....	HT66	0		M.1.a.(1)
(2) All other loans secured by real estate.....	HT67	0		M.1.a.(2)
b. Commercial and industrial loans.....	F632	166,611		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				
	HT68	0		M.1.c.
d. Other loans.....	F636	5,029		M.1.d.
Memorandum items 2 through 10 are to be completed by holding companies with \$10 billion or more in total trading assets. (1)				
2. Loans measured at fair value that are past due 90 days or more:				
a. Fair value.....	F639			M.2.a.
b. Unpaid principal balance.....	F640			M.2.b.
3. Structured financial products by underlying collateral or reference assets (sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, item 5.a):				
a. Trust preferred securities issued by financial institutions.....	G299			M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332			M.3.b.
c. Corporate and similar loans.....	G333			M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....				
	G334			M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G335			M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651			M.3.f.
g. Other collateral or reference assets.....	G652			M.3.g.
4. Pledged trading assets:				
a. Pledged securities.....	G387			M.4.a.
b. Pledged loans.....	G388			M.4.b.
5. Asset-backed securities:				
a. Credit card receivables.....	F643			M.5.a.
b. Home equity lines.....	F644			M.5.b.
c. Automobile loans.....	F645			M.5.c.
d. Other consumer loans.....	F646			M.5.d.
e. Commercial and industrial loans.....	F647			M.5.e.
f. Other.....	F648			M.5.f.
6. Not applicable				
7. Equity securities:				
a. Readily determinable fair values.....	F652			M.7.a.
b. Other.....	F653			M.7.b.
8. Loans pending securitization.....				
	F654			M.8.

(1) The \$10 billion trading asset-size test is based on total trading assets reported as of June 30, 2019.

Schedule HC-D—Continued**Memoranda—Continued**

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

(2) Exclude equity securities.

Schedule HC-E—Deposit Liabilities¹

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	6,052,897	1.a.
b.	Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187	9,310,729	1.b.
c.	Money market deposit accounts and other savings accounts.....	2389	117,024,090	1.c.
d.	Time deposits of \$250,000 or less.....	HK29	6,886,145	1.d.
e.	Time deposits of more than \$250,000.....	J474	3,414,870	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 3189	0	2.a.
b.	Interest-bearing demand deposits, NOW, ATS, and other transaction accounts.....	3187	0	2.b.
c.	Money market deposit accounts and other savings accounts.....	2389	0	2.c.
d.	Time deposits of \$250,000 or less.....	HK29	0	2.d.
e.	Time deposits of more than \$250,000.....	J474	0	2.e.

Memoranda

Dollar Amounts in Thousands		BHDM	Amount	
1. Brokered deposits \$250,000 or less with a remaining maturity of one year or less.....		HK06	4,358,102	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	2,821,794	M.3.
4. Foreign office time deposits with a remaining maturity of one year or less.....		BHFN A245	603,751	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 Assets¹

	Dollar Amounts in Thousands	BHCK	Amount	
1. Accrued interest receivable (2).....		B556	521,967	1.
2. Net deferred tax assets (3).....		.2148	0	2.
3. Interest-only strips receivable (not in the form of a security) (4).....		HT80	0	3.
4. Equity investments without readily determinable fair values (5).....		1752	604,828	4.
5. Life insurance assets:				
a. General account life insurance assets.....		K201	284,525	5.a.
b. Separate account life insurance assets.....		K202	261,912	5.b.
c. Hybrid account life insurance assets.....		K270	1,204,569	5.c.
6. Other.....		.2168	2,630,882	6.
		BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....		2160	5,508,683	7.

(1) Institutions that have adopted ASU 2016-13 should report asset amounts in Schedule HC-F net of any applicable allowance for credit losses.

(2) Include accrued interest receivable on loans, leases, debt securities, and other interest-bearing assets. Exclude accrued interest receivables on interest-bearing assets that are reported elsewhere on the balance sheet.

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

(4) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

(5) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

	Dollar Amounts in Thousands	BHCK	Amount	
1. Not applicable				
2. Net deferred tax liabilities (1).....		3049	637,616	2.
3. Allowance for credit losses on off-balance-sheet credit exposures (2).....		B557	193,900	3.
4. Other.....		B984	2,597,121	4.
		BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		2750	3,428,637	5.

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

(2) Holding companies that have adopted ASU 2016-13 should report in Schedule HC-G, item 3, the allowance for credit losses on those off-balance sheet credit exposures that fall within the scope of the standard.

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year.....		3197	76,223,190	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	8,626,898	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....		.3298	798,657	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock).....		3408	250,000	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year3409	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) (1).....	B558	10,668	1.a.	
b. Mortgage-backed securities (1).....	B559	23,747,294	1.b.	
c. All other debt securities (1) and equity securities with readily determinable fair values not held for trading (2).....	B560	211,076	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	129,931,378	3.a.	
(1) Loans secured by 1–4 family residential properties.....	3465	35,355,303	3.a.(1)	
(2) All other loans secured by real estate.....	3466	17,777,876	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	43,892,985	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards.....	B561	1,590,765	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	26,763,157	3.a.(5)(b)	
	BHFN			
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs.....	3360	0	3.b.	
<i>Item 4(a) is to be completed by holding companies with \$5 billion or more in total assets and total trading assets of \$10 million or more in any of the four preceding calendar quarters.³</i>				
	BHCK			
4. a. Trading assets.....	3401	2,249,688	4.a.	
b. Other earning assets.....	B985	6,691,137	4.b.	
5. Total consolidated assets (4).....	3368	177,569,332	5.	
Liabilities				
6. Interest-bearing deposits (domestic) (5).....	3517	99,848,470	6.	
7. Interest-bearing deposits (foreign) (5).....	3404	505,093	7.	
8. Federal funds purchased and securities sold under agreements to repurchase.....	3353	235,229	8.	
9. All other borrowed money.....	2635	8,367,670	9.	
10. Not applicable				
Equity Capital				
11. Total equity capital (excludes limited-life preferred stock).....	3519	22,498,353	11.	

(1) Quarterly averages for all debt securities should be based on amortized cost.

(2) For holding companies that have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, quarterly averages for equity securities with readily determinable fair values should be based on fair value. For holding companies that have not adopted ASU 2016-01, quarterly averages for equity securities with readily determinable fair values should be based on historical cost.

(3) The asset-size test is based on the total assets reported as of June 30, 2019.

(4) The quarterly average for total assets should reflect securities not held for trading as follows:

a) Debt securities at amortized cost.

b) For holding companies that have adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at fair value. For holding companies that have not adopted ASU 2016-01, equity securities with readily determinable fair values should be reported at the lower of cost or fair value.

c) For holding companies that have adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at their balance sheet carrying values (i.e., fair value or, if elected, cost minus impairment, if any, plus or minus changes resulting from observable price changes). For holding companies that have not adopted ASU 2016-01, equity investments without readily determinable fair values should be reported at historical cost.

(5) Includes interest-bearing demand deposits.

For Federal Reserve Bank Use Only
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Page 33 of 73**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	16,440,443	1.a.
<i>Items 1.b.(1) and 1.b.(2) are to be completed by holding companies with \$5 billion or more in total assets¹ semiannually in the June and December reports only.</i>				
b. (1) Unused consumer credit card lines.....	J455			1.b.(1)
(2) Other unused credit card lines.....	J456			1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....		3816	5,488,881	1.c.(1)
(a) 1-4 family residential construction loan commitments.....	F164	482,105		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165	5,006,776		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....		6550	215,077	1.c.(2)
<i>Item 1(d) is to be completed by holding companies with \$5 billion or more in total assets.¹</i>				
d. Securities underwriting		3817	0	1.d.
e. Other unused commitments:				
(1) Commercial and industrial loans	J457		34,922,030	1.e.(1)
(2) Loans to financial institutions.....	J458		2,693,842	1.e.(2)
(3) All other unused commitments.....	J459		3,614,553	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....		6566	2,023,372	2.
<i>Item 2.a is to be completed by holding companies with \$5 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	68,973	3.
<i>Item 3.a is to be completed by holding companies with \$5 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	39,612	4.
5. Not applicable				
6. Securities:				
a. Securities lent.....		3433	0	6.a.
b. Securities borrowed.....		3432	0	6.b.

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

		(Column A)		(Column B)		
		Sold Protection		Purchased Protection		
		BHCK	Amount	BHCK	Amount	
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default swaps.....		C968	0	C969	0	7.a.(1)
(2) Total return swaps.....		C970	0	C971	0	7.a.(2)
(3) Credit options.....		C972	0	C973	0	7.a.(3)
(4) Other credit derivatives.....		C974	2,607,313	C975	0	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value		C219	0	C221	0	7.b.(1)
(2) Gross negative fair value.....		C220	103,282	C222	0	7.b.(2)

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-L—Continued

Report only transactions with nonrelated institutions

Dollar Amounts in Thousands		BHCK	Amount	
7. c. Notional amounts by regulatory capital treatment: (1)				
(1) Positions covered under the Market Risk Rule:				
(a) Sold protection.....	G401	0	7.c.(1)(a)	
(b) Purchased protection.....	G402	0	7.c.(1)(b)	
(2) All other positions:				
(a) Sold protection.....	G403	2,607,313	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)	

Dollar Amounts in Thousands		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	
d. Notional amounts by remaining maturity:								
(1) Sold credit protection: (2)								
(a) Investment grade.....	G406	221,830	G407	1,977,985	G408	407,498	7.d.(1)(a)	
(b) Subinvestment grade.....	G409	0	G410	0	G411	0	7.d.(1)(b)	
(2) Purchased credit protection: (3)								
(a) Investment grade.....	G412	0	G413	0	G414	0	7.d.(2)(a)	
(b) Subinvestment grade.....	G415	0	G416	0	G417	0	7.d.(2)(b)	

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

		BHCK	Amount	
8. Spot foreign exchange contracts.....		8765	91,223	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	3,911,766	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	0	9.c.	
d. TEXT	6562	0	9.d.	
e. TEXT	6568	0	9.e.	
f. TEXT	6586	0	9.f.	

10. Not applicable

- (1) Sum of items 7.c.(1)(a) and 7.c.(2)(a), must equal sum of items 7.a.(1) through (4), column A.
Sum of items 7.c.(1)(b), 7.c.(2)(b), and 7.c.(2)(c) must equal sum of items 7.a.(1) through (4), column B.
- (2) Sum of items 7.d.(1)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column A.
- (3) Sum of items 7.d.(2)(a) and (b), columns A through C, must equal sum of items 7.a.(1) through (4), column B.
- (4) The \$100 billion asset-size test is based on the total assets reported as of June 30, 2019.

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
<i>Items 11.a through 14.b.(2) are to be completed by holding companies with \$5 billion or more in total assets.¹</i>					
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 3,078,000	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0
b. Forward contracts.....		BHCK 8697 20,997,442	BHCK 8698 5,172,147	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 4,385,998	BHCK 8710 239,538	BHCK 8711 0	BHCK 8712 6,795
(2) Purchased options.....		BHCK 8713 10,167,377	BHCK 8714 247,645	BHCK 8715 0	BHCK 8716 1,438
e. Swaps.....		BHCK 3450 157,329,957	BHCK 3826 10,788,303	BHCK 8719 0	BHCK 8720 166,574
12. Total gross notional amount of derivative contracts held for trading.....		BHCK A126 138,882,332	BHCK A127 16,447,633	BHCK 8723 0	BHCK 8724 174,807
13. Total gross notional amount of derivative contracts held for purposes other than trading.....		BHCK 8725 57,076,442	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 1,753,862	BHCK 8734 239,124	BHCK 8735 0	BHCK 8736 67,525
(2) Gross negative fair value.....		BHCK 8737 202,827	BHCK 8738 189,166	BHCK 8739 0	BHCK 8740 65,628
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....		BHCK 8741 224,907	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0
(2) Gross negative fair value.....		BHCK 8745 48,456	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-L—Continued

	(Column A) Banks and Securities Firms		(Column B) Not applicable	(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties	
Dollar Amounts in Thousands	BHCK	Amount		BHCK	Amount	BHCK	Amount	BHCK	Amount
<i>Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹</i>									
15. Over-the counter derivatives:									
a. Net current credit exposure.....	G418	59,525		G420	0	G421	0	G422	2,063,404
b. Fair value of collateral:									
(1) Cash - U.S. dollar.....	G423	66,450		G425	0	G426	0	G427	10,589
(2) Cash - Other currencies.....	G428	0		G430	0	G431	0	G432	0
(3) U.S. Treasury securities.....	G433	0		G435	0	G436	0	G437	0
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438	0		G440	0	G441	0	G442	0
(5) Corporate bonds.....	G443	0		G445	0	G446	0	G447	0
(6) Equity securities.....	G448	0		G450	0	G451	0	G452	0
(7) All other collateral.....	G453	0		G455	0	G456	0	G457	0
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)).....	G458	66,450		G460	0	G461	0	G462	10,589

(1) The \$10 billion asset-size test is based on the total assets reported on the June 30, 2019.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Total number of holding company common shares outstanding.....	NUMBER (UNROUNDED)			1.
	3459		427,073,084	
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		2,713,259	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		3,907,182	3.
4. Other assets acquired in satisfaction of debts previously contracted	6557		2,904	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288		0	5.
<i>Items 6.a.(1)(a)(1) through 6.d. are to be completed by holding companies with \$5 billion or more in total assets.¹</i>				
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)-(4) Not applicable	BHCK			
(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.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

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.
<i>Items 7.a and 7.b are to be completed annually in the December report only.</i>				
7. Captive insurance and reinsurance subsidiaries:				
a. Total assets of captive insurance subsidiaries (1).....		K193		7.a.
b. Total assets of captive reinsurance subsidiaries (1).....		K194		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 1=YES	BHCK C251	0
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 1=YES	BHCK 6689	0
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 1=YES	BHCK 6416	1

TEXT
6428

C. Jack Read

Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

Area Code and Phone Number (TEXT 9009)

	BHCK	Amount	
12. Intangible assets:			
a. Mortgage servicing assets.....	3164	605,967	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438	605,967	12.a.(1)
b. Goodwill.....	3163	7,049,991	12.b.
c. All other intangible assets	JF76	61,640	12.c.
	BHCT		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10).....	2143	7,717,598	12.d.
13. Other real estate owned	2150	23,729	13.
14. Other borrowed money:			
a. Commercial paper.....	2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332	2,713,259	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	5,803,695	14.c.
	BHCT		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190	8,516,954	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 1=YES	BHCK B569	1

	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.).....

0=NO	BHCK	
1=YES	C700	0

19.a.

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

0=NO		
1=YES	C701	0

19.b.

	Dollar Amounts in Thousands	BHCK	Amount	
<i>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.</i>				
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:				
a. Net assets	C252		84,219	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		10,137	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		175,083	20.c.(1)
(2) Due to subsidiary banks of the holding company, gross.....	5043		0	20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross	5045		0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		175,000	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	
Memoranda items 23 and 24 are to be completed by all holding companies.				
23. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....	F064	0		23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....	F065	986,773		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.
25. U.S. Small Business Administration Paycheck Protection Program (PPP) loans (1) and the Federal Reserve PPP Liquidity Facility (PPPLF):				
a. Number of PPP loans outstanding.....	LG26	50,689		25.a.
		Amount		
b. Outstanding balance of PPP loans.....	LG27	4,726,086		25.b.
c. Outstanding balance of PPP loans pledged to the PPPLF.....	LG28	0		25.c.
d. Quarterly average amount of PPP loans pledged to the PPPLF and excluded from "Total assets for the leverage ratio" reported in Schedule HC-R, Part I, item 30.....	LL57	0		25.d.

- (1) Paycheck Protection Program (PPP) covered loans as defined in section 7(a)(36) of the Small Business Act (15 U.S.C. 636(a)(36)).
The PPP was established by Section 1102 of the 2020 Coronavirus Aid, Relief, and Economic Security Act.

For Federal Reserve Bank Use Only
C.I. _____FR Y-9C
Page 41 of 73**Schedule HC-N—Past Due and Nonaccrual Loans,
Leases, and Other Assets¹**

	(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	0	F174	356	F176	2,099	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	0	F175	0	F177	391	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	60,278	5399	0	5400	221,523	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens.....	C236	78,757	C237	964,078	C229	148,424	1.c.(2)(a)
(b) Secured by junior liens.....	C238	7,186	C239	90	C230	24,190	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	0	3500	0	3501	305	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	F178	44,214	F180	2,843	F182	62,626	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	66,315	F181	0	F183	201,136	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	106,745	1607	0	1608	386,726	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards.....	B575	16,624	B576	0	B577	15,906	5.a.
b. Automobile loans.....	K213	168,343	K214	0	K215	75,238	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K216	73,809	K217	8,054	K218	23,906	5.c.
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.
7. All other loans.....	5459	30,661	5460	6	5461	120,875	7.

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

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
<i>Holding companies with less than \$5 billion in total assets are to report item 8.c. columns A, B, and C and should leave items 8.a and 8.b columns A, B, and C blank.¹</i>						
8. Lease financing receivables:						
a. Leases to individuals for household, family, and other personal expenditures.....	F166	0	F167	0	F168	0
b. All other leases.....	F169	1,993	F170	171	F171	2,120
c. Lease finance receivables	KX63		KX64		KX65	
9. Total loans and leases (sum of items 1 through 8.b) (2).....	1406	654,925	1407	975,598	1403	1,285,465
10. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	4,398	3506	488	3507	0
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	18,743	K037	960,706	K038	40,772
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	K039	6,112	K040	3,351	K041	11,157
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	K042	12,422	K043	957,296	K044	29,233
12. Loans and leases in items 1 through 8 above above which are covered by loss-sharing agreements with the FDIC (items 12(a)(1)(a) through 12(f) are to be reported by holding companies with \$5 billion or more in total assets): (1)						
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	
(b) Other construction loans and all land development and other land loans.....	K045	0	K046	0	K047	0
(2) Secured by farmland.....	K051	0	K052	0	K053	0

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

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

Schedule HC-N—Continued

	(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						
12. Loans and leases in items 1 through 8 above above which are covered by loss-sharing agreements with the FDIC (items 12(a)(1)(a) through 12(f) are to be reported by holding companies with \$5 billion or more in total assets) (continued):						
(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
(b) Closed-end loans secured by 1-4 family residential properties						
(1) Secured by first liens.....	K057	0	K058	0	K059	0
(2) Secured by junior liens.....	K060	0	K061	0	K062	0
(4) Secured by multifamily (5 or more) residential properties.....	K063	0	K064	0	K065	0
(5) Secured by nonfarm nonresidential properties:						
(a) Loans secured by owner-occupied nonfarm nonresidential properties.....	K066	0	K067	0	K068	0
(b) Loans secured by other nonfarm nonresidential properties.....	K069	0	K070	0	K071	0
b.-d. Not applicable						

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							
12. 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

Dollar Amounts in Thousands											
<i>Memoranda items 1.a.(1) through 1.d.(2) and 1.e.(3) through 1.f.(3)(c) are to be completed semi-annually in June and December by holding companies with less than \$5 billion in total assets.¹</i>											
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.....											
(2) Other construction loans and all land development and other land loans.....											
b. Loans secured by 1-4 family residential properties in domestic offices.....											
c. Secured by multifamily (5 or more) residential properties in domestic offices.....											
d. Secured by nonfarm nonresidential properties in domestic offices:											
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....											
(2) Loans secured by other nonfarm nonresidential properties.....											

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-N—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	
<i>Holding companies with less than \$5 billion in total assets are to report Memoranda item 1.e.(3) columns A, B, and C and should leave Memoranda items 1.e.(1) and 1.e.(2) columns A, B, and C blank.¹</i>							
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile).....	K120	10,908	K121	0	K122	117,836	M.1.e.1.
(2) To non-U.S. addressees (domicile).....	K123	0	K124	0	K125	0	M.1.e.2.
(3) To U.S. addressees (domicile) and non-U.S. addressees (domicile).....	KX66		KX67		KX68		M.1.e.3.
f. All other loans (include loans to individuals for household, family, and other personal expenditures).....	K126	6,002	K127	1,585	K128	49,178	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		BHDM		BHDM		
(2) Loans to finance agricultural production and other loans to farmers.....	BHCK		BHCK		BHCK		
(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	37,508	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	4,001	K281	1,585	K282	0	M.1.f.3.c.
g. Total loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (sum of Memorandum items 1.a.(1) through item 1.f) (2).....	HK26	35,306	HK27	7,300	HK28	335,067	M.1.g.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558	31,350	6559	0	6560	47,613	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	0	1912	0	1913	1,236	M.3.
4. Not applicable							
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above).....	C240	918	C241	438	C226	8,350	M.5.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

(2) Exclude amounts reported in Memorandum items 1.f.(1) through 1.f.(3) when calculating the total in Memorandum item 1.g.

Schedule HC-N—Continued**Memoranda—Continued**

	(Column A) Past due 30 through 89 days		(Column B) Past due 90 days or more	
	BHCK	Amount	BHCK	Amount
<i>Item 6 is to be reported only by holding companies with total consolidated assets of \$5 billion or more, or with \$2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).</i>				
6. Derivative contracts:				
Fair value of amounts carried as assets.....	3529	3,387	3530	0

M.6.

Dollar Amounts in Thousands		BHCK	Amount	
<i>Memorandum items 7, 8, 9.a, and 9.b are to be completed semiannually in the June and December reports only.</i>				
7. Additions to nonaccrual assets during the previous six months.....		C410		M.7.
8. Nonaccrual assets sold during the previous six months.....		C411		M.8.

Dollar Amounts in Thousands	(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	
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3): (1)							
a. Outstanding balance.....	L183		L184		L185		M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above.....	L186		L187		L188		M.9.b.

(1) Memorandum items 9.a and 9.b should be completed only by holding companies that have not yet adopted ASU 2016-13.

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

Schedule HC-P is to be completed by holding companies with \$5 billion or more in total assets¹ 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 that exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK	Amount	
1.	Retail originations during the quarter of 1-4 family residential mortgage loans for sale (2).....	HT81	2,285,189	1.
2.	Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale (2).....	HT82	6,810,561	2.
3.	1-4 family residential mortgages sold during the quarter.....	FT04	9,074,742	3.
4.	1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5).....	FT05	3,424,771	4.
5.	Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i).....	HT85	288,877	5.
6.	Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter.....	HT86	12,699	6.
7.	Representation and warranty reserves for 1-4 family residential mortgage loans sold:			
a.	For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191	CONF	7.a.
b.	For representations and warranties made to other parties.....	L192	CONF	7.b.
c.	Total representation and warranty reserves (sum of items 7.a and 7.b).....	M288	CONF	7.c.

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

(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 BasisSchedule HC-Q is to be completed by all holding companies with \$5 billion or more in total assets² that:

- (1) Have elected to report financial instruments or servicing assets and liabilities at fair value under a fair value option with changes in fair value recognized in earnings, or
- (2) Are required to complete Schedule HC-D, Trading Assets and Liabilities.

	(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 debt and equity securities with readily determinable fair values not held for trading ¹	JA36	22,941,005	G474	0	G475	67,301	G476	22,060,831	G477	812,873
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK									
3. Loans and leases held for sale.....	G478	0	G479	0	G480	0	G481	0	G482	0
4. Loans and leases held for investment.....	G483	3,424,771	G484	0	G485	0	G486	3,424,771	G487	0
5. Trading assets:	G488	0	G489	0	G490	0	G491	0	G492	0
a. Derivative assets.....	BHCT									
	3543	1,813,153	G493	247,358	G494	0	G495	2,060,511	G496	0
	BHCK									
b. Other trading assets.....	G497	313,374	G498	0	G499	0	G500	313,374	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	822,152	G392	8,722	G395	235	G396	15,549	G804	815,090
7. Total assets measured at fair value on a recurring basis (sum of items 1 through 5.b plus item 6).....										
	G502	29,314,455	G503	256,080	G504	67,536	G505	27,875,036	G506	1,627,963
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	85,295	G512	372,326	G513	62	G514	457,559	G515	0
	BHCK									
b. Other trading liabilities.....	G516	7,399	G517	0	G518	0	G519	7,399	G520	0

(1) For holding companies that have adopted ASU 2016-01, which includes provisions for governing the accounting for investments in equity securities, the amount reported in item 1, column A, must equal the sum of Schedule HC, items 2.b and 2.c. For holding companies that have not adopted ASU 2016-01, the amount reported in item 1, column A, must equal Schedule HC, item 2.b.

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

Schedule HC-Q—Continued

	(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		
Dollar Amounts in Thousands	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
Liabilities (continued)											
11. Other borrowed money.....	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures.....	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities.....	G805	14,916	G806	33,540	G807	0	G808	48,456	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis (sum of items 8 through 13).....	G531	107,610	G532	405,866	G533	62	G534	513,414	G535	0	14.

Memoranda

		Dollar Amounts in Thousands		BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	BHCK	Amount	
1.	All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$100,000 and exceed 25 percent of item 6):													
	a. Mortgage servicing assets.....			G536	605,967	G537	0	G538	0	G539	0	G540	605,967	M.1.a.
	b. Nontrading derivative assets.....			G541	216,185	G542	8,722	G543	235	G544	15,549	G545	209,123	M.1.b.
	c. BHTX G546			G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.
	d. BHTX G551			G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
	e. BHTX G556			G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
	f. BHTX G561			G561	0	G562	0	G563	0	G564	0	G565	0	M.1.f.
2.	All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$100,000 and exceed 25 percent of item 13):													
	a. Loan commitments (not accounted for as derivatives).....			F261	14,916	F689	33,540	F697	0	F262	48,456	F263	0	M.2.a.
	b. Nontrading derivative liabilities.....			G566	0	G567	0	G568	0	G569	0	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**

	Dollar Amounts in Thousands	BHCK	Amount	
<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:				
(1) Secured by 1-4 family residential properties.....	HT87	3,424,771		M.3.a.(1)
(2) All other loans secured by real estate.....	HT88	0		M.3.a.(2)
b. Commercial and industrial loans.....	F585	0		M.3.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT89	0		M.3.c.
d. Other loans.....	F589	0		M.3.d.
4. Unpaid principal balance of loans measured at fair value (reported in Memorandum item 3):				
a. Loans secured by real estate:				
(1) Secured by 1-4 family residential properties.....	HT91	3,256,422		M.4.a.(1)
(2) All other loans secured by real estate.....	HT92	0		M.4.a.(2)
b. Commercial and industrial loans.....	F597	0		M.4.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	HT93	0		M.4.c.
d. Other loans.....	F601	0		M.4.d.

Schedule HC-R—Regulatory CapitalFor Federal Reserve Bank Use Only
C.I. _____FR Y-9C
Page 50 of 73**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	14,303,872	1.
2.	Retained earnings (1).....	KW00	6,773,283	2.
a.	To be completed only by institutions that have adopted ASU 2016-13: Does your institution have a CECL transition election in effect as of the quarter-end report date? (enter "0" for No; enter "1" for Yes with a 3-year CECL transition election; enter "2" for Yes with a 5-year 2020 CECL transition election.)	BHCA JJ29	Number 2	2.a.
3.	Accumulated other comprehensive income (AOCI).....	BHCA B530	Amount 10,549	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
4.	Common equity tier 1 minority interest includable in common equity tier 1 capital.....	BHCA P839	Amount 0	4.
5.	Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4).....	P840	21,087,704	5.
Common Equity Tier 1 Capital: Adjustments and Deductions				
6.	LESS: Goodwill net of associated deferred tax liabilities (DTLs).....	P841	6,672,678	6.
7.	LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs.....	P842	60,778	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 ((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) (2).....	P844	463,077	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) (3).....	P845		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	11,644	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	(404,467)	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	(59,704)	9.e.
f.	To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value).....	P849		9.f.

(1) Holding companies that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in this item.

(2) Holding companies that entered "1" for Yes in item 3.a and have adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities, should report net unrealized gains (losses) on available-for-sale debt securities in item 9.a. Holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01 should report net unrealized gains (losses) on available-for-sale debt and equity securities in item 9.a.

(3) Item 9.b is to be completed only by holding companies that entered "1" for Yes in item 3.a and have not adopted ASU 2016-01. See instructions for further detail on ASU 2016-01.

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Part I.—Continued

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

	Dollar Amounts in Thousands		(Column A) Non-advanced Approaches Holding Companies (1)	(Column B) Advanced Approaches Holding Companies (1)	
	BHCA	Amount	BHCW	Amount	
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments.....			P851		11.
12. Subtotal (for column A, item 5 minus items 6 through 10.b; for column B, item 5 minus items 6 through 11).....	P852	14,343,698	P852		12.
13.a. LESS: Investments in the capital of unconsolidated financial institutions, net of associated DTLs, that exceed 25 percent of item 12.....	LB58	0			13.a.
b. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....			P853		13.b.
14.a. LESS: MSAs, net of associated DTLs, that exceed 25 percent of item 12.....	LB59	0			14.a.
b. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....			P854		14.b.
15.a. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed 25 percent of item 12.....	LB60	0			15.a.
b. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....			P855		15.b.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold.....			P856		16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital (2) to cover deductions.....	P857	0	P857		17.
18. Total adjustments and deductions for common equity tier 1 capital (3) (sum of items 13 through 17).....	P858	0	P858		18.
19. Common equity tier 1 capital (item 12 minus item 18).....	P859	14,343,698	P859		19.

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

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Part I.—Continued

	Dollar Amounts in Thousands	BHCA	Amount	
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus.....	P860		1,964,870	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		1,964,870	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		1,964,870	25.
Tier 1 Capital				
26. Tier 1 capital (1).....	8274		16,308,568	26.
Total Assets for the Leverage Ratio				
27. Average total consolidated assets (2).....	KWO3		178,267,703	27.
28. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (3).....	P875		6,733,456	28.
29. LESS: Other deductions from (additions to) assets for leverage ratio purposes.....	B596		(404,467)	29.
30. Total assets for the leverage ratio (item 27 minus items 28 and 29).....	A224		171,938,714	30.
Leverage Ratio *				
31. Leverage ratio (item 26 divided by item 30)7204		9.4851	31.
a. Does your holding company have a community bank leverage ratio (CBLR) framework election in effect as of the quarter-end report date? (enter "1" for Yes; enter "0" for No)				
		0=No BHCA		
		1=Yes LE74	0	31.a.
If your holding company entered "1" for Yes in item 31.a:				
• Complete items 32 through 36,				
• Do not complete items 37 through 53, and				
• Do not complete Part II of Schedule HC-R.				
If your holding company entered "0" for No in item 31.a:				
• Skip (do not complete) items 32 through 36,				
• Complete items 37 through 53 as applicable, and				
• Complete Part II of Schedule HC-R.				

Qualifying Criteria and Other Information for CBLR Holding Companies *

	(Column A)		(Column B)		
	Dollar Amounts in Thousands	BHCA	Amount	BHCA	Percentage
32. Total assets (Schedule HC, item 12) (must be less than \$10 billion).....	2170				32.
33. Trading assets and trading liabilities (Schedule HC, sum of items 5 and 15). Report as a dollar amount in Column A and as a percentage of total assets (5% limit) in Column B	KX77			KX78	33.

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

- (1) All non-advanced approaches holding companies should report the sum of item 19, column A, and item 25 in item 26; all advanced approaches institutions should report the sum of item 19, column B, and item 25 in item 26.
- (2) Holding companies that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should include the applicable portion of the CECL transitional amount or the modified CECL transitional amount, respectively, in item 27.
- (3) All non-advanced approaches holding companies should report in item 28 the sum of items 6, 7, 8, 10.b, 13.a, 14.a, 15.a, 17 (column A), and certain elements of item 24 - see instructions; all advanced approaches holding companies should report in item 28, the sum of items 6, 7, 8, 10.b, 11, 13.b, 14.b, 15.b, 16, 17 (column B), and certain elements of item 24 - see instructions.

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		(Column A)		(Column B)	
Dollar Amounts in Thousands		BHCA	Amount	BHCA	Percentage
34. Off-balance sheet exposures:					
a. Unused portion of conditionally cancellable commitments.....	KX79				34.a.
b. Securities lent and borrowed (Schedule HC-L, sum of items 6.a and 6.b).....	KX80				34.b.
c. Other off-balance sheet exposures.....	KX81				34.c.
d. Total off-balance sheet exposures (sum of items 34.a through 34.c).					
Report as a dollar amount in Column A and as a percentage of total assets (25% limit) in Column B.....	KX82			KX83	34.d.
		Dollar Amounts in Thousands		BHCA	Amount
35. Unconditionally cancellable commitments.....				S540	35.
36. Investments in the tier 2 capital of unconsolidated financial institutions.....				LB61	36.

If your holding company entered "0" for No in item 31.a, complete items 37 through 53, as applicable, and Part II of Schedule HC-R. If your holding company entered "1" for Yes in item 31.a, do not complete items 37 through 53 or Part II of Schedule HC-R.

	Dollar Amounts in Thousands	BHCA	Amount	
Tier 2 Capital (1)				
37. Tier 2 capital instruments plus related surplus.....		P866	1,297,886	37.
38. Non-qualifying capital instruments subject to phase out from tier 2 capital.....		P867	0	38.
39. Total capital minority interest that is not included in tier 1 capital.....		P868	0	39.
40. a. Allowance for loan and lease losses includable in tier 2 capital (2,3).....		5310	1,818,953	40.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital.....		BHCW		
		5310		40.b.
41. 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 (4).....		BHCA		
		Q257		41.
42. a. Tier 2 capital before deductions (sum of items 37 through 40.a, plus item 41).....		P870	3,116,839	42.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 37 through 39, plus items 40.b and 41).....		BHCW		
		P870		42.b.
		BHCA		
43. LESS: Tier 2 capital deductions.....		P872	0	43.
44. a. Tier 2 capital (greater of item 42.a minus item 43, or zero).....		5311	3,116,839	44.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 42.b minus item 43, or zero).....		BHCW		
		5311		44.b.
Total Capital		BHCA		
45. a. Total capital (sum of items 26 and 44.a).....		3792	19,425,407	45.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 44.b).....		BHCW		
		3792		45.b.

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

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

(2) Holding companies that have adopted ASU 2016-13 should report in item 40.a the adjusted allowances for credit losses (AACL), as defined in the regulatory capital rule includable in tier 2 capital in item 40.a.

(3) Holding companies that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of AACL includable in tier 2 capital. See instructions for further detail on the CECL transition provision.

(4) Item 41 is to be completed only by holding companies that have not adopted ASU 2016-01, which includes provisions governing the accounting for investments in equity securities. See instructions for further detail on ASU 2016-01.

Schedule HC-R—Continued

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Part I.—Continued

	Dollar Amounts in Thousands	BHCA	Amount	
Total Risk-Weighted Assets				
46. a. Total risk-weighted assets (from Schedule HC-R, Part II, item 31).....		A223	146,131,465	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60).....		BHCW		
		A223		46.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios *					
47. Common equity tier 1 capital ratio (Column A: item 19 divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 46.b).....	P793	9.8156	P793		47.
48. Tier 1 capital ratio (Column A: item 26 divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 46.b).....	7206	11.1602	7206		48.
49. Total capital ratio (Column A: item 45.a divided by item 46.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 45.b divided by item 46.b).....	7205	13.2931	7205		49.

	BHCA	Percentage	
Capital Buffer *			
50. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments:			
a. Capital conservation buffer	H311	5.1602	50.a.
b. (Advanced approaches holding companies and holding companies subject to category III capital standards only): Total applicable capital buffer	H312		50.b.

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

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

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

- (1) Non-advanced approaches holding companies other than Category III holding companies must complete item 51 only if the amount reported in item 50.a above is less than or equal to 2.5000 percent. Advanced approaches holding companies and Category III holding companies must complete item 51 only if the amount reported in item 50.a above is less than or equal to the amount reported in item 50.b above.
- (2) Non-advanced approaches holding companies other than Category III holding companies must complete item 52 only if the amount reported in Schedule HC-R, Part I, item 50.a, in the FR Y-9C report for the previous calendar quarter-end report date was less than or equal to 2.5000 percent. Advanced approaches holding companies and Category III holding companies must complete item 52 only if the amount reported in Schedule HC-R, Part I, item 50.a, in the FR Y-9C report for the previous calendar quarter-end report date was less than or equal to the amount reported in Schedule HC-R, Part I, item 50.b, in the FR Y-9C report for that previous report date.

Schedule HC-R—ContinuedFR Y-9C
Page 55 of 73**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 rules¹ and not deducted from tier 1 or tier 2 capital.

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

	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)		
	Totals	Adjustments to	Allocation by Risk-Weight Category									
	From Schedule	Totals Reported	0%	2%	4%	10%	20%	50%	100%	150%		
	HC	in Column A										
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount		
Balance Sheet Asset Categories³												
1. Cash and balances due from depository institutions.....	BHCK D957	BHCK S396	BHCK D958				BHCK D959	BHCK S397	BHCK D960	BHCK S398	1.	
	9,588,337	0	8,813,114				715,441	1,152	58,564	66		
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 (4).....	2,577,533	(59,704)	2,508,700	0	0		128,537	0	0	0	2.a.	
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	BHCK JA21	BHCK S402	BHCK D967	BHCK HJ76	BHCK HJ77		BHCK D968	BHCK D969	BHCK D970	BHCK S403	2.b.	
	21,646,403	612,841	9,830,672	0	0		11,199,162	3,728	0	0		
3. Federal funds sold and securities purchased under agreements to resell:												
	BHCK D971		BHCK D972				BHCK D973	BHCK S410	BHCK D974	BHCK S411		
a. Federal funds sold (in domestic offices).....	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.....	3,424,772	0	0				90,313	2,752,383	582,076		4.a.	
b. High volatility commercial real estate exposures.....	BHCK S419	BHCK S420	BHCK H174				BHCK H175	BHCK H176	BHCK H177	BHCK S421	4.b.	
	0	0	0				0	0	0	0		

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

(2) The asset-size test is based on the total assets reported as of June 30, 2019.

(3) All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

(4) Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances or credit losses in item 2.a, column A, should report as a negative number in item 2.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

Schedule HC-R—Continued

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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 (5)	
	250%	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.
b. Available-for-sale debt securities and equity securities with readily determinable fair values not held for trading.....	BHCK H270	BHCK S405		BHCK S406				BHCK H271	BHCK H272
		0		0				0	0
2.b.									
3. Federal funds sold and securities purchased under agreements to resell:									
a. Federal funds sold (in domestic offices).....									3.a.
b. Securities purchased under agreements to resell.....									3.b.
4. Loans and leases held for sale:								BHCK H273	BHCK H274
a. Residential mortgage exposures.....								0	0
b. High volatility commercial real estate exposures.....								BHCK H275	BHCK H276
								0	0
4.b.									

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

Schedule HC-R—Continued

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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):											
c. Exposures past due 90 days or more or on nonaccrual (6).....	BHCK S423	BHCK S424	BHCK S425	BHCK HJ78	BHCK HJ79		BHCK S426	BHCK S427	BHCK S428	BHCK S429	4.c.
	8,350	0	0	0	0		0	0	0	8,350	
	BHCK S431	BHCK S432	BHCK S433	BHCK HJ80	BHCK HJ81		BHCK S434	BHCK S435	BHCK S436	BHCK S437	
d. All other exposures.....	119,111	0	0	0	0		749	0	118,362	0	4.d.
5. Loans and leases held for investment: (7)	BHCK S439	BHCK S440	BHCK H178				BHCK S441	BHCK S442	BHCK S443		
a. Residential mortgage exposures.....	32,469,248	6	0				953,627	24,110,528	7,405,087		5.a.
b. High volatility commercial real estate exposures.....	BHCK S445	BHCK S446	BHCK H179				BHCK H180	BHCK H181	BHCK H182	BHCK S447	
	352,657	0	0				0	0	0	352,657	5.b.
c. Exposures past due 90 days or more or on nonaccrual (8).....	BHCK S449	BHCK S450	BHCK S451	BHCK HJ82	BHCK HJ83		BHCK S452	BHCK S453	BHCK S454	BHCK S455	
	1,048,920	0	0	0	0	0	0	7,119	1,041,801	5.c.	
	BHCK S457	BHCK S458	BHCK S459	BHCK HJ84	BHCK HJ85	BHCK S460	BHCK S461	BHCK S462	BHCK S463		
d. All other exposures.....	90,144,464	(5)	4,732,090	0	0	217,664	75,333	85,119,382	0	5.d.	
	BHCX 3123	BHCY 3123									
6. LESS: Allowance for loan and lease losses (9).....	2,541,935	2,541,935								6.	

(6) For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(7) Institutions that have adopted ASU 2016-13 should report as a positive number in column B of items 5.a through 5.d, as appropriate, any allowances for credit losses on purchased credit-deteriorated assets reported in column A of items 5.a through 5.d, as appropriate.

(8) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

(9) Institutions that have adopted ASU 2016-13 should report the allowance for credit losses on loans and leases in item 6, columns A and B.

Schedule HC-R—ContinuedFR Y-9C
Page 58 of 73**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 (10)	
	250%	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):									
c. Exposures past due 90 days or more or on nonaccrual (11).....								BHCK H277	BHCK H278
								0	0
d. All other exposures.....								BHCK H279	BHCK H280
								0	0
5. Loans and leases held for investment:								BHCK H281	BHCK H282
a. Residential mortgage exposures.....								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 (12).....								BHCK H285	BHCK H286
								0	0
d. All other exposures.....								BHCK H287	BHCK H288
								0	0
6. LESS: Allowance for loan and lease losses.....									

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

(11) 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.

(12) For loans and leases held for investment, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

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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
7. Trading assets.....	BHCK D976	BHCK S466	BHCK D977	BHCK HJ86	BHCK HJ87		BHCK D978	BHCK D979	BHCK D980	BHCK S467
	2,126,527	1,996,544	129,983	0	0		0	0	0	0
	BHCK D981	BHCK S469	BHCK D982	BHCK HJ88	BHCK HJ89		BHCK D983	BHCK D984	BHCK D985	BHCK H185
8. All other assets (13,14,15).....	16,270,438	6,922,485	605,567	0	0		67,069	3,250	6,593,465	1,154
a. Separate account bank-owned life insurance.....										
b. Default fund contributions to central counterparties.....										

(13) 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.

(14) Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should report as a positive number in item 8, column B, the applicable portion of the DTA transitional amount as determined in accordance with the 3-year or the 5-year 2020 CECL transition rule, respectively.

(15) Institutions that have adopted ASU 2016-13 and have reported any assets net of allowances for credit losses in item 8, column A, should report as a negative number in item 8, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

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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 (16)	
		250%	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
7.	Trading assets.....	BHCK H289	BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292
			0	0	0				0	0
		BHCK H293	BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295
		605,967	0	0	0				0	0
									BHCK H296	BHCK H297
8.	All other assets (17).....								1,466,481	1,313,092
a.	Separate account bank-owned life insurance.....								BHCK H298	BHCK H299
b.	Default fund contributions to central counterparties.....								5,000	900

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

(17) 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

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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)
							1250%	SSFA (18)	Gross-Up
					Amount	Amount	Amount	Amount	Amount
</									

	(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 (20).....	BHCT 2170	BHCK S500	BHCK D987	BHCK HJ90	BHCK HJ91		BHCK D988	BHCK D989	BHCK D990	BHCK S503
	179,583,426	9,278,833	26,620,126	0	0		13,372,562	26,946,374	99,884,055	1,404,028

	(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%	300%	400%	600%	625%	937.5%	1250%	Exposure Amount
Dollar Amounts in Thousands								
11. Total balance sheet assets (20).....	BHCK S504	BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300
	605,967	0	0	0			0	1,471,481

(18) Simplified Supervisory Formula Approach.

(19) Institutions that have adopted ASU 2016-13 and have reported held-to-maturity securities net of allowances for credit losses in item 9.a, column A, should report as a negative number in item 9.a, column B, those allowances for credit losses eligible for inclusion in tier 2 capital, which excludes allowances for credit losses on purchased credit-deteriorated assets.

(20) For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A. Item 11, column A, must equal Schedule HC, item 12.

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Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (21)	(Column B) Credit Equivalent Amount (22)	(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) (23)											
12. Financial standby letters of credit.....	BHCK D991		BHCK D992	BHCK D993	BHCK HJ92	BHCK HJ93		BHCK D994	BHCK D995	BHCK D996	BHCK S511
	2,023,372	1.0	2,023,372	0	0	0		3,039	8	1,985,482	34,843
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
	68,973	0.5	34,487	0				0	0	34,487	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
	19,815	0.2	3,963	0	0	0		455	37	3,471	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

(21) Credit conversion factor.

(22) 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.

(23) 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.

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Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount	CCF (24)	(Column B) Credit Equivalent Amount (25)	(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 (26).....	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
	83,230	1.0	83,230	0				44,411	0	38,819	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
	2,759,346	0.2	551,869	16,212	0	0		0	0	533,644	2,013
b. Original maturity exceeding one year.....	BHCK G624		BHCK G625	BHCK G626	BHCK HJ98	BHCK HJ99		BHCK G627	BHCK G628	BHCK G629	BHCK S539
	37,446,333	0.5	18,723,167	8,295	0	0		42,133	195	18,638,475	34,069
19. Unconditionally cancelable commitments.....	BHCK S540		BHCK S541								
	31,676,863	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
			2,671,864	0	0	0	0	296,787	0	2,375,077	0
			BHCK S549	BHCK S550	BHCK S551	BHCK S552		BHCK S554	BHCK S555	BHCK S556	BHCK S557
			610,179	0	0	610,179		0	0	0	0
21. Centrally cleared derivatives.....											
22. Unsettled transactions (failed trades) (27).....	BHCK H191			BHCK H193				BHCK H194	BHCK H195	BHCK H196	BHCK H197
	0			0				0	0	0	0

(24) Credit conversion factor.

(25) For items 18.b through 19, column A multiplied by credit conversion factor.

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

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

Schedule HC-R—ContinuedFR Y-9C
Page 64 of 73**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 (28)		
	625%	937.5%	1250%	Credit Equivalent Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	
16. Repo-style transactions (29).....				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.
22. Unsettled transactions (failed trades) (30).....	BHCK H198	BHCK H199	BHCK H200			22.
	0	0	0			

(28) Includes, for example, exposures collateralized by securitization exposures or mutual funds.

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

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

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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		
		26,644,633	0	610,179	0	13,759,387	26,946,614	123,493,510	1,474,953	23.	
24.	Risk weight factor	X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.	
25.	Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)									25.	
		BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572		
		0	0	24,407	0	2,751,877	13,473,307	123,493,510	2,212,430		

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Part II. Risk-Weighted Assets—Continued

	Dollar Amounts in Thousands						
	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)
	Allocation by Risk-Weight Category						
	250%	300%	400%	600%	625%	937.5%	1250%
	Amount	Amount	Amount	Amount	Amount	Amount	Amount
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)							
	BHCK S562	BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568
	605,967	0	0	0	0	0	0
24. Risk weight factor	X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)							
	BHCK S573	BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579
	1,514,918	0	0	0	0	0	0

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

	Totals	
	BHCK	Amount
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold (31).....	S580	145,516,218
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules).....	S581	833,756
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated transfer risk reserve (32, 33).....	B704	146,349,976
29. LESS: Excess allowance for loan and lease losses (34, 35)	A222	218,511
30. LESS: Allocated transfer risk reserve	3128	0
31. Total risk-weighted assets (item 28 minus items 29 and 30).....	G641	146,131,465

(31) For institutions that have adopted ASU 2016-13, the risk-weighted assets reported in item 26 is for purposes of calculating the adjusted allowances for credit losses (AACL) 1.25 percent threshold.

(32) 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).

(33) For institutions that have adopted ASU 2016-13, the risk-weighted assets reported in item 28 represents the amount of risk-weighted assets before deductions for excess AACL and allocated transfer risk reserve.

(34) Institutions that have adopted ASU 2016-13 should report the excess AACL.

(35) Institutions that have adopted ASU 2016-13 and have elected to apply the 3-year or the 5-year 2020 CECL transition provision should subtract the applicable portion of the AACL transitional amount or the modified AACL transitional amount, respectively, from the AACL, as defined in the regulatory capital rule, before determining the amount of excess AACL.

Schedule HC-R—ContinuedFR Y-9C
Page 67 of 73**Part II. Risk-Weighted Assets—Continued****Memoranda**

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

						Dollar Amounts in Thousands		BHCK	Amount			
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules								G642	1,972,784	M.1.		
						With a remaining maturity of						
						(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands						BHCK	Amount	BHCK	Amount	BHCK	Amount	
2. Notional principal amounts of over-the-counter derivative contracts:												
a. Interest rate						S582	25,822,452	S583	27,931,118	S584	6,857,248	M.2.a.
b. Foreign exchange rate and gold						S585	9,466,623	S586	6,330,413	S587	411,060	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	87,258	S601	79,883	S602	870	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:												
a. Interest rate						S603	36,910,512	S604	80,448,618	S605	13,602,828	M.3.a.
b. Foreign exchange rate and gold						S606	0	S607	0	S608	0	M.3.b.
c. Credit (investment grade reference asset)						S609	0	S610	0	S611	0	M.3.c.
d. Credit (non-investment grade reference asset)						S612	0	S613	0	S614	0	M.3.d.
e. Equity						S615	0	S616	0	S617	0	M.3.e.
f. Precious metals (except gold)						S618	0	S619	0	S620	0	M.3.f.
g. Other						S621	0	S622	0	S623	0	M.3.g.
						Dollar Amounts in Thousands						
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....								S624	147,512	M.4.		
5. Amount of allowances for credit losses on purchased credit-deteriorated assets: (2)												
a. Loans and leases held for investment.....								JJ30	0	M.5.a.		
b. Held-to-maturity debt securities.....								JJ31	0	M.5.b.		
c. Other financial assets measured at amortized cost.....								JJ32	0	M.5.c.		

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

(2) Memorandum items 5.a through 5.c should be completed only by institutions that have adopted ASU 2016-13.

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C.I. _____FR Y-9C
Page 68 of 73**Schedule HC-S—Servicing, Securitization, and Asset Sale Activities***To be completed by holding companies with \$5 billion or more in total assets.¹*

							C000
Dollar Amounts in Thousands							
	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
	Amount	Amount	Amount	Amount	Amount	Amount	Amount
Securitization Activities							
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
	0	0	0	0	0	0	0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1.....	BHCK HU09	BHCK HU10	BHCK HU11	BHCK HU12	BHCK HU13	BHCK HU14	BHCK HU15
	0	0	0	0	0	0	0
<i>Item 3 is to be completed by holding companies with \$100 billion or more in total assets.¹</i>							
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....	BHCK B726	BHCK B727	BHCK B728	BHCK B729	BHCK B730	BHCK B731	BHCK B732
	0	0	0	0	0	0	0
4. Past due loan amounts included in item 1:	BHCK B733	BHCK B734	BHCK B735	BHCK B736	BHCK B737	BHCK B738	BHCK B739
a. 30-89 days past due.....	0	0	0	0	0	0	0
b. 90 days or more past due.....	BHCK B740	BHCK B741	BHCK B742	BHCK B743	BHCK B744	BHCK B745	BHCK B746
	0	0	0	0	0	0	0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
a. Charge-offs.....	0	0	0	0	0	0	0
b. Recoveries.....	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760
	0	0	0	0	0	0	0

(1) The asset-size test is based on the total assets reported as of June 30, 2019.

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands	Amount	Amount	Amount	Amount	Amount	Amount	Amount
<i>Items 6 and 10 are to be completed by holding companies with \$10 billion or more in total assets.²</i>							
6. Total amount of ownership (or seller's) interest carried as securities or loans.....		BHCK HU16 0	BHCK HU17 0			BHCK HU18 0	6.
7. - 8. Not applicable.							
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776 0			BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0 9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures.....	BHCK B783 0			BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0 10.
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790 3,103						BHCK B796 44,411 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 3,103						BHCK B803 44,411 12.

(2) The \$10 billion asset-size test is based on the total assets reported on the June 30, 2019 report.

Schedule HC-S—Continued

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Memoranda

Dollar Amounts in Thousands		BHCK	Amount	
1. Not applicable				
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....		B804	3,103	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....		B805	80,698,342	M.2.b.
c. Other financial assets (1).....		A591	3,518,184	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	113,759	M.2.d.
Memorandum item 3 is to be completed by holding companies with \$10 billion or more in total assets. ²				
3. Asset-backed commercial paper conduits:				
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:				
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company (2)		B806	0	M.3.a1.
(2) Conduits sponsored by other unrelated institutions (2).....		B807	0	M.3.a2.
b. Unused commitments to provide liquidity to conduit structures:				
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company.....		B808	0	M.3.b1.
(2) Conduits sponsored by other unrelated institutions.....		B809	0	M.3.b2.
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column G) (2,3).....		C407	0	M.4.

(1) Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

(2) The \$10 billion asset-size test is based on the total assets reported on the June 30, 2019 report.

(3) Memorandum item 4 is to be completed by holding companies with \$10 billion or more in total assets that (1) together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities¹FR Y-9C
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	(Column A) Securitization Vehicles		(Column B) Other VIEs		
	BHCK	Amount	BHCK	Amount	
Dollar Amounts in Thousands					
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of the consolidated VIEs:					
a. Cash and balances due from depository institutions.....	J981	0	JF84	0	1.a.
b. Securities not held for trading.....	HU20	0	HU21	0	1.b.
c. Loans and leases held for investment, net of allowance, and held for sale.....	HU22	0	HU23	0	1.c.
d. Other real estate owned.....	K009	0	JF89	0	1.d.
e. Other assets.....	JF91	0	JF90	0	1.e.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:					
a. Other borrowed money.....	JF92	0	JF85	0	2.a.
b. Other liabilities.....	JF93	0	JF86	0	2.b.
3. All other assets of consolidated VIEs (not included in items 1.a. through 1.e above).....	K030	0	JF87	0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.b above).....	K033	0	JF88	0	4.
Dollar Amounts in Thousands					
5. Total assets of asset-backed commercial paper (ABCP) conduit VIEs.....	JF77	0			5.
6. Total liabilities of ABCP conduit VIEs.....	JF78	0			6.

⁽¹⁾ Institutions that have adopted ASU 2016-13 should report assets net of any applicable allowance for credit losses.⁽²⁾ The asset-size test is based on the total assets reported as of June 30, 2019.

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet (Other)

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

Each additional piece of information disclosed should include the appropriate reference to schedule and item number, as well as a description of the additional information and the dollar amount (in thousands of dollars) associated with that disclosure.

Example

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

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

Notes to the Balance Sheet (Other)

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

Notes to the Balance Sheet (Other)—Continued

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