**RSSD ID:** 1132449

**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 Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of $*500* million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature (MM/DD/YYYY) (BHTX J196)

Date of Report: **June 30, 2014**
Month / Day / Year (BHCK 9999)

CITIZENS FINANCIAL GROUP, INC.
Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA
(Mailing Address of the Holding Company) Street / PO Box (TEXT 9110)

| PROVIDENCE | RI | 02903 |
|---|---|---|
| City (TEXT 9130) | State (TEXT 9200) | Zip Code (TEXT 9220) |

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

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 45.59 hours per response, 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.

**RSSD ID:**
1132449

# 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 | | |
|---|---|---|---|
| 1. Interest income | | | |
| a. Interest and fee income on loans: | | | |
| (1) In domestic offices: | | | |
| (a) Loans secured by 1–4 family residential properties | 4435 | 607734 | 1.a.(1)(a) |
| (b) All other loans secured by real estate | 4436 | 97034 | 1.a.(1)(b) |
| (c) All other loans | F821 | 753401 | 1.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4059 | | 1.a.(2) |
| b. Income from lease financing receivables | 4065 | 51872 | 1.b. |
| c. Interest income on balances due from depository institutions[1] | 4115 | 2301 | 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 | 13 | 1.d.(1) |
| (2) Mortgage-backed securities | B489 | 285369 | 1.d.(2) |
| (3) All other securities | 4060 | 292 | 1.d.(3) |
| e. Interest income from trading assets | 4069 | 0 | 1.e. |
| f. Interest income on federal funds sold and securities purchased under agreements to resell | 4020 | 5 | 1.f. |
| g. Other interest income | 4518 | 17979 | 1.g. |
| h. Total interest income (sum of items 1.a through 1.g) | 4107 | 1816000 | 1.h. |
| 2. Interest expense | | | |
| a. Interest on deposits: | | | |
| (1) In domestic offices: | | | |
| (a) Time deposits of $100,000 or more | A517 | 11505 | 2.a.(1)(a) |
| (b) Time deposits of less than $100,000 | A518 | 20487 | 2.a.(1)(b) |
| (c) Other deposits | 6761 | 38411 | 2.a.(1)(c) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4172 | 356 | 2.a.(2) |
| b. Expense on federal funds purchased and securities sold under agreements to repurchase | 4180 | 15814 | 2.b. |
| c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) | 4185 | 49843 | 2.c. |
| d. Interest on subordinated notes and debentures and on mandatory convertible securities | 4397 | 32084 | 2.d. |
| e. Other interest expense | 4398 | 0 | 2.e. |
| f. Total interest expense (sum of items 2.a through 2.e) | 4073 | 168500 | 2.f. |
| 3. Net interest income (item 1.h minus item 2.f) | 4074 | 1647500 | 3. |
| 4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) | 4230 | 144833 | 4. |
| 5. Noninterest income: | | | |
| a. Income from fiduciary activities | 4070 | 13002 | 5.a. |
| b. Service charges on deposit accounts in domestic offices | 4483 | 219172 | 5.b. |
| c. Trading revenue[2] | A220 | 13580 | 5.c. |
| d. (1) Fees and commissions from securities brokerage | C886 | 37219 | 5.d.(1) |
| (2) Investment banking, advisory, and underwriting fees and commissions | C888 | 0 | 5.d.(2) |
| (3) Fees and commissions from annuity sales | C887 | 30091 | 5.d.(3) |
| (4) Underwriting income from insurance and reinsurance activities | C386 | 0 | 5.d.(4) |
| (5) Income from other insurance activities | C387 | 1432 | 5.d.(5) |
| e. Venture capital revenue | B491 | 283 | 5.e. |
| f. Net servicing fees | B492 | 18306 | 5.f. |
| g. Net securitization income | B493 | 0 | 5.g. |

1. Includes interest income on time certificates of deposit not held for trading.
2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

## Schedule HI—Continued

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 5. h. Not applicable | | | |
| i. Net gains (losses) on sales of loans and leases | 8560 | 29121 | 5.i. |
| j. Net gains (losses) on sales of other real estate owned | 8561 | 3287 | 5.j. |
| k. Net gains (losses) on sales of other assets (excluding securities) | B496 | -8414 | 5.k. |
| l. Other noninterest income[3] | B497 | 617384 | 5.l. |
| m. Total noninterest income (sum of items 5.a through 5.l) | 4079 | 974463 | 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 | 19484 | 6.b. |
| 7. Noninterest expense: | | | |
| a. Salaries and employee benefits | 4135 | 878205 | 7.a. |
| b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) | 4217 | 294709 | 7.b. |
| c. (1) Goodwill impairment losses | C216 | 0 | 7.c.(1) |
| (2) Amortization expense and impairment losses for other intangible assets | C232 | 1200 | 7.c.(2) |
| d. Other noninterest expense[4] | 4092 | 610748 | 7.d. |
| e. Total noninterest expense (sum of items 7.a through 7.d) | 4093 | 1784862 | 7.e. |
| 8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e) | 4301 | 711752 | 8. |
| 9. Applicable income taxes (foreign and domestic) | 4302 | 232562 | 9. |
| 10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) | 4300 | 479190 | 10. |
| 11. Extraordinary items and other adjustments, net of income taxes[5] | 4320 | 0 | 11. |
| 12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11) | G104 | 479190 | 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 | 479190 | 14. |

3. See Schedule HI, memoranda item 6.
4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

### Memoranda

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Net interest income (item 3 above) on a fully taxable equivalent basis | 4519 | 1647787 | M.1. |
| 2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis | 4592 | 712039 | 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 | 417 | 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 | 141 | M.4. |

| | BHCK | Number | |
|---|---|---|---|
| 5. Number of full-time equivalent employees at end of current period (round to nearest whole number) | 4150 | 18049 | M.5. |

| | BHCK | | |
|---|---|---|---|
| 6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3 percent of Schedule HI, item 5.l): | | | |
| a. Income and fees from the printing and sale of checks | C013 | 0 | M.6.a. |
| b. Earnings on/increase in value of cash surrender value of life insurance | C014 | 23471 | M.6.b. |
| c. Income and fees from automated teller machines (ATMs) | C016 | 35439 | M.6.c. |
| d. Rent and other income from other real estate owned | 4042 | 0 | M.6.d. |
| e. Safe deposit box rent | C015 | 0 | M.6.e. |
| f. Net change in the fair values of financial instruments accounted for under a fair value option | F229 | 0 | M.6.f. |

# Schedule HI—Continued

## Memoranda—Continued

| | | | | |
|---|---|---|---|---|
| | Dollar Amounts in Thousands | BHCK | | |
| 6. g. | Bank card and credit card interchange fees | F555 | 70704 | M.6.g. |
| h. | Gains on bargain purchases | J447 | 0 | M.6.h. |
| i. | TEXT 8562 GAIN ON SALE OF DEPOSITS | 8562 | 286343 | M.6.i. |
| j. | TEXT 8563 SYNDICATION FEES | 8563 | 45581 | M.6.j. |
| k. | TEXT 8564 UNUSED LINE COMMITMENT FEES | 8564 | 28543 | M.6.k. |
| 7. | Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d): | | | |
| a. | Data processing expenses | C017 | 36835 | M.7a. |
| b. | Advertising and marketing expenses | 0497 | 41021 | 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 | | M.7.g. |
| h. | Accounting and auditing expenses | F556 | 0 | M.7.h. |
| i. | Consulting and advisory expenses | F557 | 87121 | M.7. i. |
| j. | Automated teller machine (ATM) and interchange expenses | F558 | 0 | M.7. j. |
| k. | Telecommunications expenses | F559 | 18391 | M.7.k. |
| l. | TEXT 8565 SOFTWARE AMORTIZATION EXPENSE | 8565 | 63923 | M.7. l. |
| m. | TEXT 8566 PROVISION FOR UNFUNDED COMMITMENTS | 8566 | 25441 | M.7.m. |
| n. | TEXT 8567 NONPERFORMING ASSET EXPENSE | 8567 | 23758 | M.7.n. |
| 8. | Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments): | | | |
| a. (1) | TEXT 3571 | 3571 | 0 | M.8.a.(1) |
| (2) | Applicable income tax effect ... BHCK 3572: 0 | | | M.8.a.(2) |
| b. (1) | TEXT 3573 | 3573 | 0 | M.8.b.(1) |
| (2) | Applicable income tax effect ... BHCK 3574: 0 | | | M.8.b.(2) |
| c. (1) | TEXT 3575 | 3575 | 0 | M.8.c.(1) |
| (2) | Applicable income tax effect ... BHCK 3576: 0 | | | M.8.c.(2) |
| 9. | Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) *Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:* | | | |
| a. | Interest rate exposures | 8757 | 15213 | M.9.a. |
| b. | Foreign exchange exposures | 8758 | -1633 | M.9.b. |
| c. | Equity security and index exposures | 8759 | 0 | M.9.c. |
| d. | Commodity and other exposures | 8760 | 0 | M.9.d. |
| e. | Credit exposures | F186 | 0 | M.9.e. |

## Schedule HI—Continued

### Memoranda—Continued

| Dollar Amounts in Thousands | BHCK | Amount | |
|---|---|---|---|
| *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] | | | |
| 9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above) | K090 | 1288 | M.9.f. |
| g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) | K094 | 0 | M.9.g. |
| 10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account: | | | |
| a. Net gains (losses) on credit derivatives held for trading | C889 | 0 | M.10.a. |
| b. Net gains (losses) on credit derivatives held for purposes other than trading | C890 | 0 | M.10.b. |
| 11. Credit losses on derivatives (see instructions) | A251 | 400 | M.11. |
| *Memorandum item 12.a is to be completed by holding companies with $1 billion or more in total assets.*[1] | | | |
| 12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) | 8431 | 67310 | M.12.a. |
| b. (1) Premiums on insurance related to the extension of credit | C242 | 0 | M.12.b.(1) |
| (2) All other insurance premiums | C243 | 0 | M.12.b.(2) |
| c. Benefits, losses, and expenses from insurance-related activities | B983 | 0 | M.12.c. |

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

| Dollar Amounts in Thousands | BHCK | Amount | |
|---|---|---|---|
| *Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.* | | | |
| 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 | 5174 | M.14.a. |
| (1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk | F552 | 0 | M.14.a.(1) |
| b. Net gains (losses) on liabilities | F553 | 0 | M.14.b. |
| (1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk | F554 | 0 | M.14.b.(1) |
| 15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method | C409 | 0 | M.15. |

| | Year-to-date | | |
|---|---|---|---|
| *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.* | BHCK | | |
| 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 | 0 | M.16. |
| 17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities: | | | |
| a. Total other-than-temporary impairment losses | J319 | 39109 | M.17.a. |
| b. Portion of losses recognized in other comprehensive income (before income taxes) | J320 | 33263 | M.17.b. |
| c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b) | J321 | 5846 | M.17.c. |

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

## Schedule HI-A—Changes in Holding Company Equity Capital

| Dollar Amounts in Thousands | | | |
|---|---|---|---|
| | BHCK | | |
| 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 | 19195547 | 1. |
| 2. Cumulative effect of changes in accounting principles and corrections of material accounting errors | B507 | 0 | 2. |
| 3. Balance end of previous calendar year as restated (sum of items 1 and 2) | B508 | 19195547 | 3. |
| | BHCT | | |
| 4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) | 4340 | 479190 | 4. |
| 5. Sale of perpetual preferred stock (excluding treasury stock transactions): | BHCK | | |
| a. Sale of perpetual preferred stock, gross | 3577 | 0 | 5.a. |
| b. Conversion or retirement of perpetual preferred stock | 3578 | 0 | 5.b. |
| 6. Sale of common stock: | | | |
| a. Sale of common stock, gross | 3579 | 0 | 6.a. |
| b. Conversion or retirement of common stock | 3580 | 0 | 6.b. |
| 7. Sale of treasury stock | 4782 | 0 | 7. |
| 8. LESS: Purchase of treasury stock | 4783 | 0 | 8. |
| 9. Changes incident to business combinations, net | 4356 | 0 | 9. |
| 10. LESS: Cash dividends declared on preferred stock | 4598 | 0 | 10. |
| 11. LESS: Cash dividends declared on common stock | 4460 | 368000 | 11. |
| 12. Other comprehensive income[1] | B511 | 290726 | 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 | 19597463 | 15. |

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

## Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

| Dollar Amounts in Thousands | BHCK | (Column A) Charge-offs[1] | BHCK | (Column B) Recoveries | |
|---|---|---|---|---|---|
| **I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)** | | | | | |
| 1. Loans secured by real estate: | | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | | |
| (1) 1–4 family residential construction loans | C891 | 0 | C892 | 217 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | C893 | 0 | C894 | 229 | 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 | 45992 | 5412 | 5619 | 1.c.(1) |
| (2) Closed-end loans secured by 1–4 family residential properties in domestic offices: | | | | | |
| (a) Secured by first liens | C234 | 28245 | C217 | 8064 | 1.c.(2)(a) |
| (b) Secured by junior liens | C235 | 50947 | C218 | 16348 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices | 3588 | 994 | 3589 | 3241 | 1.d. |
| e. Secured by nonfarm nonresidential properties in domestic offices: | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | C895 | 1929 | C896 | 3603 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | C897 | 1052 | C898 | 6799 | 1.e.(2) |
| f. In foreign offices | B512 | 0 | B513 | 0 | 1.f. |
| 2. Loans to depository institutions and acceptances of other banks: | | | | | |
| a. To U.S. banks and other U.S. depository institutions | 4653 | 0 | 4663 | 0 | 2.a. |
| b. To foreign banks | 4654 | 0 | 4664 | 0 | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers | 4655 | 0 | 4665 | 0 | 3. |
| 4. Commercial and industrial loans: | | | | | |
| a. To U.S. addressees (domicile) | 4645 | 12150 | 4617 | 19097 | 4.a. |
| b. To non-U.S. addressees (domicile) | 4646 | 0 | 4618 | 0 | 4.b. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | |
| a. Credit cards | B514 | 31992 | B515 | 3685 | 5.a. |
| b. Automobile loans | K129 | 13081 | K133 | 7826 | 5.b. |
| c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | K205 | 45129 | K206 | 9846 | 5.c. |
| 6. Loans to foreign governments and official institutions | 4643 | 0 | 4627 | 0 | 6. |
| 7. All other loans | 4644 | 14250 | 4628 | 5245 | 7. |
| 8. Lease financing receivables: | | | | | |
| a. Leases to individuals for household, family, and other personal expenditures | F185 | 0 | F187 | 0 | 8.a. |
| b. All other leases | C880 | 14 | F188 | 251 | 8.b. |
| 9. Total (sum of items 1 through 8) | 4635 | 245775 | 4605 | 90070 | 9. |

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

## Schedule HI-B—Continued

### Memoranda

| Dollar Amounts in Thousands | (Column A) Charge-offs[1] Calendar Year-to-date | | (Column B) Recoveries Calendar Year-to-date | | |
|---|---|---|---|---|---|
| | BHCK | | BHCK | | |
| 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 | 0 | 5410 | 0 | M.1. |
| 2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) | 4652 | 256 | 4662 | 2 | M.2. |

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

| | Calendar Year-to-date | | |
|---|---|---|---|
| | BHCK | | |
| 3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses) | C388 | 5718 | M.3. |

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| **II. Changes in allowance for loan and lease losses** | | | |
| 1. Balance *most recently reported* at end of previous year (i.e., after adjustments from amended Reports of Income) | B522 | 1220432 | 1. |
| | BHCT | | |
| 2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) | 4605 | 90070 | 2. |
| | BHCK | | |
| 3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) | C079 | 245775 | 3. |
| 4. LESS: Write-downs arising from transfers of loans to a held-for-sale account | 5523 | 0 | 4. |
| | BHCT | | |
| 5. Provision for loan and lease losses (must equal Schedule HI, item 4) | 4230 | 144833 | 5. |
| | BHCK | | |
| 6. Adjustments (see instructions for this schedule) | C233 | 0 | 6. |
| | BHCT | | |
| 7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) | 3123 | 1209560 | 7. |

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

### Memoranda

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 | C435 | 0 | M.1. |
| *Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).* | | | |
| 2. Separate valuation allowance for uncollectible retail credit card fees and finance charges | C389 | 2374 | M.2. |
| 3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) | C390 | 0 | M.3. |
| *Memorandum item 4 is to be completed by all holding companies.* | | | |
| 4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) | C781 | 0 | M.4. |

## Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with $1 billion or more in total assets.[1]

| Dollar Amounts in Thousands | (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 | | BHCK | | BHCK | | BHCK | | BHCK | | BHCK | | |
| 1. Real estate loans: | | | | | | | | | | | | | |
| a. Construction loans | M708 | 10588 | M709 | 6 | M710 | 1551722 | M711 | 10351 | M712 | 0 | M713 | 0 | 1.a. |
| b. Commercial real estate loans | M714 | 84985 | M715 | 7257 | M716 | 5674779 | M717 | 55807 | M719 | 0 | M720 | 0 | 1.b. |
| c. Residential real estate loans | M721 | 986640 | M722 | 70318 | M723 | 30964569 | M724 | 332276 | M725 | 0 | M726 | 0 | 1.c. |
| 2. Commercial loans[2] | M727 | 154944 | M728 | 15167 | M729 | 33660412 | M730 | 356254 | M731 | 0 | M732 | 0 | 2. |
| 3. Credit cards | M733 | 34589 | M734 | 14522 | M735 | 1612420 | M736 | 55702 | M737 | 0 | M738 | 0 | 3. |
| 4. Other consumer loans | M739 | 194644 | M740 | 31258 | M741 | 13925787 | M742 | 108948 | M743 | 0 | M744 | 0 | 4. |
| 5. Unallocated, if any | | | | | | | M745 | 151694 | | | | | 5. |
| 6. Total (sum of items 1.a. through 5.) | M746 | 1466390 | M747 | 138528 | M748 | 87389689 | M749 | 1071032 | M750 | 0 | M751 | 0 | 6. |

1. The asset size test is generally based on the total assets reported as of June 30, 2013.
2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement—Predecessor Financial Items

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

| Dollar Amounts in Thousands | BHBC | | |
|---|---|---|---|
| 1. Total interest income | 4107 | | 1. |
| a. Interest income on loans and leases | 4094 | | 1.a. |
| b. Interest income on investment securities | 4218 | | 1.b. |
| 2. Total interest expense | 4073 | | 2. |
| a. Interest expense on deposits | 4421 | | 2.a. |
| 3. Net interest income | 4074 | | 3. |
| 4. Provision for loan and lease losses | 4230 | | 4. |
| 5. Total noninterest income | 4079 | | 5. |
| a. Income from fiduciary activities | 4070 | | 5.a. |
| b. Trading revenue | A220 | | 5.b. |
| c. Investment banking, advisory, brokerage, and underwriting fees and commissions | B490 | | 5.c. |
| d. Venture capital revenue | B491 | | 5.d. |
| e. Net securitization income | B493 | | 5.e. |
| f. Insurance commissions and fees | B494 | | 5.f. |
| 6. Realized gains (losses) on held-to-maturity and available-for-sale securities | 4091 | | 6. |
| 7. Total noninterest expense | 4093 | | 7. |
| a. Salaries and employee benefits | 4135 | | 7.a. |
| b. Goodwill impairment losses | C216 | | 7.b. |
| 8. Income (loss) before taxes, extraordinary items, and other adjustments | 4301 | | 8. |
| 9. Applicable income taxes | 4302 | | 9. |
| 10. Noncontrolling (minority) interest | 4484 | | 10. |
| 11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest | 4320 | | 11. |
| 12. Net income (loss) | 4340 | | 12. |
| 13. Cash dividends declared | 4475 | | 13. |
| 14. Net charge-offs | 6061 | | 14. |
| 15. Net interest income (item 3 above) on a fully taxable equivalent basis | 4519 | | 15. |

## Notes to the Income Statement (Other)

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

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

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

### Example

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

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

## Notes to the Income Statement (Other)

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

## Notes to the Income Statement (Other)—Continued

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

CITIZENS FINANCIAL GROUP, INC.

Name of Holding Company



For Federal Reserve Bank Use Only

C.I. ________

RSSD ID:
1132449

# Consolidated Financial Statements for Holding Companies

Report at the close of business 20140630
Month / Day / Year

## Schedule HC—Consolidated Balance Sheet

| Dollar Amounts in Thousands | | | BHCK | | |
|---|---|---|---|---|---|
| **Assets** | | | | | |
| 1. Cash and balances due from depository institutions: | | | | | |
| a. Noninterest-bearing balances and currency and coin[1] | | | 0081 | 1708721 | 1.a. |
| b. Interest-bearing balances:[2] | | | | | |
| (1) In U.S. offices | | | 0395 | 4118690 | 1.b.(1) |
| (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | | | 0397 | 0 | 1.b.(2) |
| 2. Securities: | | | | | |
| a. Held-to-maturity securities (from Schedule HC-B, column A) | | | 1754 | 5381531 | 2.a. |
| b. Available-for-sale securities (from Schedule HC-B, column D) | | | 1773 | 18476127 | 2.b. |
| 3. Federal funds sold and securities purchased under agreements to resell: | | | | | |
| a. Federal funds sold in domestic offices | | BHDM | B987 | 0 | 3.a. |
| b. Securities purchased under agreements to resell[3] | | BHCK | B989 | 0 | 3.b. |
| 4. Loans and lease financing receivables: | | | | | |
| a. Loans and leases held for sale | | | 5369 | 261905 | 4.a. |
| b. Loans and leases, net of unearned income | B528 | 88856079 | | | 4.b. |
| c. LESS: Allowance for loan and lease losses | 3123 | 1209560 | | | 4.c. |
| d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c) | | | B529 | 87646519 | 4.d. |
| 5. Trading assets (from Schedule HC-D) | | | 3545 | 627368 | 5. |
| 6. Premises and fixed assets (including capitalized leases) | | | 2145 | 559813 | 6. |
| 7. Other real estate owned (from Schedule HC-M) | | | 2150 | 39542 | 7. |
| 8. Investments in unconsolidated subsidiaries and associated companies | | | 2130 | 1464 | 8. |
| 9. Direct and indirect investments in real estate ventures | | | 3656 | 309199 | 9. |
| 10. Intangible assets: | | | | | |
| a. Goodwill | | | 3163 | 6876133 | 10.a. |
| b. Other intangible assets (from Schedule HC-M) | | | 0426 | 181363 | 10.b. |
| 11. Other assets (from Schedule HC-F) | | | 2160 | 4391255 | 11. |
| 12. Total assets (sum of items 1 through 11) | | | 2170 | 130579630 | 12. |

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

## Schedule HC—Continued

| Dollar Amounts in Thousands | | | |
|---|---|---|---|
| | BHDM | | |
| **Liabilities** | | | |
| 13. Deposits: | | | |
| a. In domestic offices (from Schedule HC-E): | | | |
| (1) Noninterest-bearing[1] | 6631 | 27147451 | 13.a.(1) |
| (2) Interest-bearing | 6636 | 64282614 | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs: | BHFN | | |
| (1) Noninterest-bearing | 6631 | | 13.b.(1) |
| (2) Interest-bearing | 6636 | 585272 | 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 | 6806638 | 14.b. |
| 15. Trading liabilities (from Schedule HC-D) | 3548 | 533297 | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) | 3190 | 7750946 | 16. |
| 17. Not applicable | | | |
| 18. Not applicable | | | |
| 19. a. Subordinated notes and debentures[4] | 4062 | 1683000 | 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 | 2192949 | 20. |
| 21. Total liabilities (sum of items 13 through 20) | 2948 | 110982167 | 21. |
| 22. Not applicable | | | |
| **Equity Capital** | | | |
| **Holding Company Equity Capital** | | | |
| 23. Perpetual preferred stock and related surplus | 3283 | 0 | 23. |
| 24. Common stock (par value) | 3230 | 0 | 24. |
| 25. Surplus (exclude all surplus related to preferred stock) | 3240 | 18608537 | 25. |
| 26. a. Retained earnings | 3247 | 1346421 | 26.a. |
| b. Accumulated other comprehensive income[5] | B530 | -357495 | 26.b. |
| c. Other equity capital components[6] | A130 | 0 | 26.c. |
| 27. a. Total holding company equity capital (sum of items 23 through 26.c) | 3210 | 19597463 | 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 | 19597463 | 28. |
| 29. Total liabilities and equity capital (sum of items 21 and 28) | 3300 | 130579630 | 29. |

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

## Schedule HC—Continued

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

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

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

a.

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

(2) City (TEXT C708)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

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

## Schedule HC-B—Securities

| Dollar Amounts in Thousands | Held-to-Maturity | | | | Available-for-Sale | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | (Column A) Amortized Cost | | (Column B) Fair Value | | (Column C) Amortized Cost | | (Column D) Fair Value | | |
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| 1. U.S. Treasury securities | 0211 | 0 | 0213 | 0 | 1286 | 15003 | 1287 | 15002 | 1. |
| 2. U.S. government agency obligations (exclude mortgage-backed securities): | | | | | | | | | |
| a. Issued by U.S. government agencies[1] | 1289 | 0 | 1290 | 0 | 1291 | 0 | 1293 | 0 | 2.a. |
| b. Issued by U.S. government-sponsored agencies[2] | 1294 | 0 | 1295 | 0 | 1297 | 0 | 1298 | 0 | 2.b. |
| 3. Securities issued by states and political subdivisions in the U.S. | 8496 | 0 | 8497 | 0 | 8498 | 10595 | 8499 | 10407 | 3. |
| 4. Mortgage-backed securities (MBS) | | | | | | | | | |
| a. Residential pass-through securities: | | | | | | | | | |
| (1) Guaranteed by GNMA | G300 | 1005320 | G301 | 1021326 | G302 | 1930138 | G303 | 1967704 | 4.a.(1) |
| (2) Issued by FNMA and FHLMC | G304 | 0 | G305 | 0 | G306 | 12525648 | G307 | 12733982 | 4.a.(2) |
| (3) Other pass-through securities | G308 | 1428258 | G309 | 1444612 | G310 | 386827 | G311 | 371425 | 4.a.(3) |
| b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS): | | | | | | | | | |
| (1) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3] | G312 | 0 | G313 | 0 | G314 | 861784 | G315 | 885911 | 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 | 56693 | G321 | 56362 | G322 | 403726 | G323 | 391514 | 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.(1)(a) |
| (b) Other pass-through securities | K146 | 0 | K147 | 0 | K148 | 0 | K149 | 0 | 4.c.(1)(b) |
| (2) Other commercial MBS: | | | | | | | | | |
| (a) Issued or guaranteed by U.S. Government agencies or sponsored agencies[3] | K150 | 2891260 | K151 | 2875942 | K152 | 2021763 | K153 | 1994078 | 4.c.(2)(a) |
| (b) All other commercial MBS | K154 | 0 | K155 | 0 | K156 | 96476 | K157 | 94850 | 4.c.(2)(b) |

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

# Schedule HC-B—Continued

| Dollar Amounts in Thousands | Held-to-Maturity (Column A) Amortized Cost | | Held-to-Maturity (Column B) Fair Value | | Available-for-Sale (Column C) Amortized Cost | | Available-for-Sale (Column D) Fair Value | | |
|---|---|---|---|---|---|---|---|---|---|
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| 5. Asset-backed securities and structured financial products: | | | | | | | | | |
| a. Asset-backed Securities (ABS) | C026 | 0 | C988 | 0 | C989 | 3413 | C027 | 3693 | 5.a. |
| b. Structured financial products: | | | | | | | | | |
| (1) Cash | G336 | 0 | G337 | 0 | G338 | 0 | G339 | 0 | 5.b.(1) |
| (2) Synthetic | G340 | 0 | G341 | 0 | G342 | 0 | G343 | 0 | 5.b.(2) |
| (3) Hybrid | G344 | 0 | G345 | 0 | G346 | 0 | G347 | 0 | 5.b.(3) |
| 6. Other debt securities: | | | | | | | | | |
| a. Other domestic debt securities | 1737 | 0 | 1738 | 0 | 1739 | 0 | 1741 | 0 | 6.a. |
| b. Other foreign debt securities | 1742 | 0 | 1743 | 0 | 1744 | 0 | 1746 | 0 | 6.b. |
| 7. Investments in mutual funds and other equity securities with readily determinable fair values | | | | | A510 | 4716 | A511 | 7561 | 7. |
| 8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) | BHCT 1754 | 5381531 | 1771 | 5398242 | 1772 | 18260089 | BHCT 1773 | 18476127 | 8. |

## Memoranda

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Pledged securities[1] | 0416 | 10759178 | M.1. |
| 2. Remaining maturity or next repricing date of debt securities[2,3] (Schedule HC-B, items 1 through 6.b in columns A and D above): | | | |
| a. 1 year and less | 0383 | 2175898 | M.2.a. |
| b. Over 1 year to 5 years | 0384 | 1265721 | M.2.b. |
| c. Over 5 years | 0387 | 20408478 | M.2.c. |
| 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) | 1778 | 0 | M.3. |
| 4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6): | | | |
| a. Amortized cost | 8782 | 0 | M.4.a. |
| b. Fair value | 8783 | 0 | M.4.b. |

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

# Schedule HC-B—Continued

## Memoranda—Continued

| Dollar Amounts in Thousands | Held-to-Maturity (Column A) Amortized Cost | | Held-to-Maturity (Column B) Fair Value | | Available-for-Sale (Column C) Amortized Cost | | Available-for-Sale (Column D) Fair Value | | |
|---|---|---|---|---|---|---|---|---|---|
| | BHCK | | BHCK | | BHCK | | BHCK | | |
| *Memorandum item 5 is to be completed by holding companies with total assets over $1 billion or with foreign offices.*[1] | | | | | | | | | |
| 5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a): | | | | | | | | | |
| a. Credit card receivables | B838 | 0 | B839 | 0 | B840 | 0 | B841 | 0 | M.5.a. |
| b. Home equity lines | B842 | 0 | B843 | 0 | B844 | 3413 | B845 | 3693 | M.5.b. |
| c. Automobile loans | B846 | 0 | B847 | 0 | B848 | 0 | B849 | 0 | M.5.c. |
| d. Other consumer loans | B850 | 0 | B851 | 0 | B852 | 0 | B853 | 0 | M.5.d. |
| e. Commercial and industrial loans | B854 | 0 | B855 | 0 | B856 | 0 | B857 | 0 | M.5.e. |
| f. Other | B858 | 0 | B859 | 0 | B860 | 0 | B861 | 0 | M.5.f. |
| 6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)): | | | | | | | | | |
| a. Trust preferred securities issued by financial institutions | G348 | 0 | G349 | 0 | G350 | 0 | G351 | 0 | M.6.a. |
| b. Trust preferred securities issued by real estate investment trusts | G352 | 0 | G353 | 0 | G354 | 0 | G355 | 0 | M.6.b. |
| c. Corporate and similar loans | G356 | 0 | G357 | 0 | G358 | 0 | G359 | 0 | M.6.c. |
| d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) | G360 | 0 | G361 | 0 | G362 | 0 | G363 | 0 | M.6.d. |
| e. 1–4 family residential MBS not issued or guaranteed by GSEs | G364 | 0 | G365 | 0 | G366 | 0 | G367 | 0 | M.6.e. |
| f. Diversified (mixed) pools of structured financial products | G368 | 0 | G369 | 0 | G370 | 0 | G371 | 0 | M.6.f. |
| g. Other collateral or reference assets | G372 | 0 | G373 | 0 | G374 | 0 | G375 | 0 | M.6.g. |

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

## Schedule HC-C—Loans and Lease Financing Receivables

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

| Dollar Amounts in Thousands | (Column A) Consolidated BHCK | | (Column B) In Domestic Offices BHDM | | |
|---|---|---|---|---|---|
| 1. Loans secured by real estate | 1410 | 42389793 | | | 1. |
| a. Construction, land development, and other land loans: | | | BHCK | | |
| (1) 1–4 family residential construction loans | | | F158 | 204857 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | | | F159 | 1401513 | 1.a.(2) |
| | | | BHDM | | |
| b. Secured by farmland | | | 1420 | 449 | 1.b. |
| c. Secured by 1–4 family residential properties: | | | | | |
| (1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | 1797 | 16232216 | 1.c.(1) |
| (2) Closed-end loans secured by 1–4 family residential properties: | | | | | |
| (a) Secured by first liens | | | 5367 | 13129339 | 1.c.(2)(a) |
| (b) Secured by junior liens | | | 5368 | 2812426 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties | | | 1460 | 673855 | 1.d. |
| e. Secured by nonfarm nonresidential properties: | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | | | BHCK F160 | 3482806 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | | | F161 | 4452332 | 1.e.(2) |
| | | | BHDM | | |
| 2. Loans to depository institutions and acceptances of other banks | | | 1288 | 37666 | 2. |
| a. To U.S. banks and other U.S. depository institutions | 1292 | 37666 | | | 2.a. |
| b. To foreign banks | 1296 | 0 | | | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers | 1590 | 600 | 1590 | 600 | 3. |
| 4. Commercial and industrial loans | | | 1766 | 24370030 | 4. |
| a. To U.S. addressees (domicile) | 1763 | 23856179 | | | 4.a. |
| b. To non-U.S. addressees (domicile) | 1764 | 513851 | | | 4.b. |
| 5. Not applicable | | | | | |
| 6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) | | | 1975 | 15560311 | 6. |
| a. Credit cards | B538 | 1443556 | | | 6.a. |
| b. Other revolving credit plans | B539 | 303355 | | | 6.b. |
| c. Automobile loans | K137 | 10965624 | | | 6.c. |
| d. Other consumer loans (includes single payment, installment, and all student loans) | K207 | 2847776 | | | 6.d. |
| 7. Loans to foreign governments and official institutions (including foreign central banks) | 2081 | 0 | 2081 | 0 | 7. |
| 8. Not applicable | | | | | |
| 9. Loans to nondepository financial institutions and other loans: | | | | | |
| a. Loans to nondepository financial institutions | J454 | 1665803 | J454 | 1665803 | 9.a. |
| b. Other loans | | | | | |
| (1) Loans for purchasing or carrying securities (secured or unsecured) | 1545 | 0 | 1545 | 0 | 9.b.(1) |
| (2) All other loans (exclude consumer loans) | J451 | 1296797 | J451 | 1296797 | 9.b.(2) |
| 10. Lease financing receivables (net of unearned income) | | | 2165 | 3796984 | 10. |
| a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) | F162 | 0 | | | 10.a. |
| b. All other leases | F163 | 3796984 | | | 10.b. |
| 11. LESS: Any unearned income on loans reflected in items 1–9 above | 2123 | 0 | 2123 | 0 | 11. |
| 12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b) | 2122 | 89117984 | 2122 | 89117984 | 12. |

# Schedule HC-C—Continued

## Memoranda

| Dollar Amounts in Thousands | | | | |
|---|---|---|---|---|
| | | BHDM | | |
| 1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1): | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | |
| (1) 1–4 family residential construction loans | | K158 | 0 | M.1.a.(1) |
| (2) All other construction loans and all land development and other land loans | | K159 | 0 | M.1.a.(2) |
| b. Loans secured by 1–4 family residential properties in domestic offices | | F576 | 597878 | M.1.b. |
| c. Secured by multifamily (5 or more) residential properties in domestic offices | | K160 | 145 | M.1.c. |
| d. Secured by nonfarm nonresidential properties in domestic offices: | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | | K161 | 8358 | M.1.d.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | | K162 | 27799 | M.1.d.(2) |
| e. Commercial and Industrial loans: | | BHCK | | |
| (1) To U.S. addressees (domicile) | K163 90230 | | | M.1.e.(1) |
| (2) To non-U.S. addressees (domicile) | K164 0 | | | M.1.e.(2) |
| f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)[1] | | K165 | 206168 | M.1.f. |
| *Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent 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):* | | BHDM | | |
| (1) Loans secured by farmland in domestic offices | | K166 | 0 | M.1.f.(1) |
| | | BHCK | | |
| (2) Loans to depository institutions and acceptances of other banks | | K167 | 0 | M.1.f.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | | K168 | 0 | M.1.f.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures: | | | | |
| (a) Credit cards | | K098 | 0 | M.1.f.(4)(a) |
| (b) Automobile loans | | K203 | 0 | M.1.f.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | | K204 | 172085 | M.1.f.(4)(c) |
| (5) Loans to foreign governments and official institutions | | K212 | 0 | M.1.f.(5) |
| (6) Other loans[1] | | K267 | 0 | M.1.f.(6) |
| 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 | 690 | M.2. |
| 3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) | | B837 | 10411 | M.3. |
| *Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).* | | | | |
| 4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A) | | C391 | 51889 | M.4. |
| *Memorandum item 5 is to be completed by all holding companies.* | | | | |
| 5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale): | | | | |
| a. Outstanding balance | | C779 | 0 | M.5.a. |
| b. Carrying amount included in Schedule HC-C, items 1 through 9 | | C780 | 0 | M.5.b. |
| 6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices: | | | | |
| a. Total carrying 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 | 42150 | M.6.a. |

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-C—Continued

### Memoranda—Continued

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| *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, 2013, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).* | | | |
| 6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties | F231 | 4471 | M.6.b. |
| c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above | F232 | 8 | 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 | 228173 | M.9. |

| Dollar Amounts in Thousands | (Column A) Consolidated BHCK | | (Column B) Domestic Offices BHDM | | |
|---|---|---|---|---|---|
| *Memorandum items 10 and 11 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.* | | | | | |
| 10. Loans measured at fair value: | | | | | |
| a. Loans secured by real estate | F608 | 172943 | | | M.10.a. |
| (1) Construction, land development, and other land loans | | | F578 | 0 | M.10.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | F579 | 0 | M.10.a.(2) |
| (3) Secured by 1–4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | F580 | 0 | M.10.a.(3)(a) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | |
| (i) Secured by first liens | | | F581 | 172943 | M.10.a.(3)(b)(i) |
| (ii) Secured by junior liens | | | F582 | 0 | M.10.a.(3)(b)(ii) |
| (4) Secured by multifamily (5 or more) residential properties | | | F583 | 0 | M.10.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | F584 | 0 | M.10.a.(5) |
| b. Commercial and industrial loans | F585 | 0 | F585 | 0 | M.10.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | F586 | 0 | F586 | 0 | M.10.c.(1) |
| (2) Other revolving credit plans | F587 | 0 | F587 | 0 | M.10.c.(2) |
| (3) Automobile loans | K196 | 0 | K196 | 0 | M.10.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | K208 | 0 | K208 | 0 | M.10.c.(4) |
| d. Other loans | F589 | 0 | F589 | 0 | M.10.d. |

## Schedule HC-C—Continued

### Memoranda—Continued

| Dollar Amounts in Thousands | (Column A) Consolidated BHCK | | (Column B) Domestic Offices BHDM | | |
|---|---|---|---|---|---|
| 11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10): | | | | | |
| a. Loans secured by real estate | F609 | 165958 | | | M.11.a. |
| (1) Construction, land development, and other land loans | | | F590 | 0 | M.11.a.(1) |
| (2) Secured by farmland (including farm residential and other improvements) | | | F591 | 0 | M.11.a.(2) |
| (3) Secured by 1–4 family residential properties: | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | | | F592 | 0 | M.11.a.(3)(a) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | |
| (i) Secured by first liens | | | F593 | 165958 | M.11.a.(3)(b)(i) |
| (ii) Secured by junior liens | | | F594 | 0 | M.11.a.(3)(b)(ii) |
| (4) Secured by multifamily (5 or more) residential properties | | | F595 | 0 | M.11.a.(4) |
| (5) Secured by nonfarm nonresidential properties | | | F596 | 0 | M.11.a.(5) |
| b. Commercial and industrial loans | F597 | 0 | F597 | 0 | M.11.b. |
| c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | |
| (1) Credit cards | F598 | 0 | F598 | 0 | M.11.c.(1) |
| (2) Other revolving credit plans | F599 | 0 | F599 | 0 | M.11.c.(2) |
| (3) Automobile loans | K195 | 0 | K195 | 0 | M.11.c.(3) |
| (4) Other consumer loans (includes single payment, installment, and all student loans) | K209 | 0 | K209 | 0 | M.11.c.(4) |
| d. Other loans | F601 | 0 | F601 | 0 | M.11.d. |

| Dollar Amounts in Thousands | (Column A) Fair value of acquired loans and leases at acquisition date BHCK | | (Column B) Gross contractual amounts receivable at acquisition BHCK | | (Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected BHCK | | |
|---|---|---|---|---|---|---|---|
| 12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year: | | | | | | | |
| a. Loans secured by real estate | G091 | 0 | G092 | 0 | G093 | 0 | M.12.a. |
| b. Commercial and industrial loans | G094 | 0 | G095 | 0 | G096 | 0 | M.12.b. |
| c. Loans to individuals for household, family, and other personal expenditures | G097 | 0 | G098 | 0 | G099 | 0 | M.12.c. |
| d. All other loans and all leases | G100 | 0 | G101 | 0 | G102 | 0 | M.12.d. |

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 13. Not applicable | | | |
| 14. Pledged loans and leases | G378 | 36170122 | M.14. |

## Schedule HC-D—Trading Assets and Liabilities

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

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

1. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (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

| Dollar Amounts in Thousands | (Column A) Consolidated BHCM | | (Column B) Domestic Offices BHCK | | |
|---|---|---|---|---|---|
| 7.–8. Not applicable | | | | | |
| 9. Other trading assets | 3541 | 0 | 3541 | 0 | 9. |
| 10. Not applicable | | | | | |
| 11. Derivatives with a positive fair value | 3543 | 627368 | 3543 | 627368 | 11. |
| 12. Total trading assets (sum of items 1 through 11) (total of Column A must equal Schedule HC, item 5) | BHCT 3545 | 627368 | BHDM 3545 | 627368 | 12. |
| **Liabilities** | | | | | |
| 13. a. Liability for short positions: | BHCK | | BHDM | | |
| (1) Equity securities | G209 | 0 | G209 | 0 | 13.a.(1) |
| (2) Debt securities | G210 | 0 | G210 | 0 | 13.a.(2) |
| (3) All other assets | G211 | 0 | G211 | 0 | 13.a.(3) |
| b. All other trading liabilities | F624 | 0 | F624 | 0 | 13.b. |
| 14. Derivatives with a negative fair value | 3547 | 533297 | 3547 | 533297 | 14. |
| 15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15) | BHCT 3548 | 533297 | 3548 | 533297 | 15. |

### Memoranda

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

## Schedule HC-D—Continued

### Memoranda—Continued

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

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| *Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of $1 billion or more in any of the four preceding quarters.* | | | |
| 5. Asset-backed securities: | | | |
| a. Credit card receivables | F643 | 0 | M.5.a. |
| b. Home equity lines | F644 | 0 | M.5.b. |
| c. Automobile loans | F645 | 0 | M.5.c. |
| d. Other consumer loans | F646 | 0 | M.5.d. |
| e. Commercial and industrial loans | F647 | 0 | M.5.e. |
| f. Other | F648 | 0 | M.5.f. |
| 6. Retained beneficial interests in securitizations (first-loss or equity tranches) | F651 | 0 | M.6. |
| 7. Equity securities: | | | |
| a. Readily determinable fair values | F652 | 0 | M.7.a. |
| b. Other | F653 | 0 | M.7.b. |
| 8. Loans pending securitization | F654 | 0 | M.8. |
| 9. a. (1) Gross fair value of commodity contracts | G212 | 0 | M.9.a.(1) |
| (2) Gross fair value of physical commodities held in inventory | G213 | 0 | 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 $25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)): | | | |
| (1) BHTX F655 | F655 | 0 | M.9.b.(1) |
| (2) BHTX F656 | F656 | 0 | M.9.b.(2) |
| (3) BHTX F657 | F657 | 0 | M.9.b.(3) |
| 10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than $25,000 and exceed 25 percent of the item) | | | |
| a. BHTX F658 | F658 | 0 | M.10.a. |
| b. BHTX F659 | F659 | 0 | M.10.b. |
| c. BHTX F660 | F660 | 0 | M.10.c. |

## Schedule HC-E—Deposit Liabilities[1]

| Dollar Amounts in Thousands | BHCB | | |
|---|---|---|---|
| 1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company: | | | |
| a. Noninterest-bearing balances[2] | 2210 | 9456195 | 1.a. |
| b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts | 3187 | 3241194 | 1.b. |
| c Money market deposit accounts and other savings accounts | 2389 | 69008763 | 1.c. |
| d. Time deposits of less than $100,000 | 6648 | 5968457 | 1.d. |
| e. Time deposits of $100,000 or more | 2604 | 3755456 | 1.e. |
| 2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company: | BHOD | | |
| a. Noninterest-bearing balances[2] | 3189 | | 2.a. |
| b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts | 3187 | | 2.b. |
| c. Money market deposit accounts and other savings accounts | 2389 | | 2.c. |
| d. Time deposits of less than $100,000 | 6648 | | 2.d. |
| e. Time deposits of $100,000 or more | 2604 | | 2.e. |

### Memoranda

| Dollar Amounts in Thousands | BHDM | | |
|---|---|---|---|
| 1. Brokered deposits less than $100,000 with a remaining maturity of one year or less | A243 | 1743579 | M.1. |
| 2. Brokered deposits less than $100,000 with a remaining maturity of more than one year | A164 | 0 | M.2. |
| 3. Time deposits of $100,000 or more with a remaining maturity of one year or less | A242 | 3067677 | M.3. |
| | BHFN | | |
| 4. Foreign office time deposits with a remaining maturity of one year or less | A245 | 585272 | M.4. |

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

## Schedule HC-F—Other Assets

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Accrued interest receivable[1] | B556 | 332534 | 1. |
| 2. Net deferred tax assets[2] | 2148 | 0 | 2. |
| 3. Interest-only strips receivable (not in the form of a security)[3] on: | | | |
| a. Mortgage loans | A519 | 0 | 3.a. |
| b. Other financial assets | A520 | 0 | 3.b. |
| 4. Equity securities that DO NOT have readily determinable fair values[4] | 1752 | 958863 | 4. |
| 5. Life insurance assets: | | | |
| a. General account life insurance assets | K201 | 252607 | 5.a. |
| b. Separate account life insurance assets | K202 | 238106 | 5.b. |
| c. Hybrid account life insurance assets | K270 | 870498 | 5.c. |
| 6. Other | 2168 | 1738647 | 6. |
| | BHCT | | |
| 7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11) | 2160 | 4391255 | 7. |

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.
2. See discussion of deferred income taxes in Glossary entry on "income taxes."
3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.
4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

## Schedule HC-G—Other Liabilities

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Not applicable | | | |
| 2. Net deferred tax liabilities[1] | 3049 | 403064 | 2. |
| 3. Allowance for credit losses on off-balance-sheet credit exposures | B557 | 64891 | 3. |
| 4. Other | B984 | 1724994 | 4. |
| | BHCT | | |
| 5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) | 2750 | 2192949 | 5. |

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

## Schedule HC-H—Interest Sensitivity[1]

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Earning assets that are repriceable within one year or mature within one year | 3197 | 53562384 | 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 | 7947801 | 2. |
| 3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet | 3298 | 0 | 3. |
| 4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) | 3408 | 0 | 4. |
| 5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year | 3409 | 0 | 5. |

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

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

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

## I. Property and Casualty Underwriting

| 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

| | 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 | | |
|---|---|---|---|
| **Assets** | | | |
| 1. Securities: | | | |
| a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) | B558 | 15014 | 1.a. |
| b. Mortgage-backed securities | B559 | 23465768 | 1.b. |
| c. All other securities (includes securities issued by states and political subdivisions in the U.S.) | B560 | 18827 | 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 | 89286669 | 3.a. |
| (1) Loans secured by 1–4 family residential properties | 3465 | 32438569 | 3.a.(1) |
| (2) All other loans secured by real estate | 3466 | 10489264 | 3.a.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | 3386 | 154 | 3.a.(3) |
| (4) Commercial and industrial loans | 3387 | 24836278 | 3.a.(4) |
| (5) Loans to individuals for household, family, and other personal expenditures: | | | |
| (a) Credit cards | B561 | 1498800 | 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 | 13978807 | 3.a.(5)(b) |
| | BHFN | | |
| b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs | 3360 | 0 | 3.b. |
| | BHCK | | |
| 4. a. Trading assets | 3401 | 629648 | 4.a. |
| b. Other earning assets | B985 | 3020117 | 4.b. |
| 5. Total consolidated assets | 3368 | 127526124 | 5. |
| **Liabilities** | | | |
| 6. Interest-bearing deposits (domestic)[1] | 3517 | 86263968 | 6. |
| 7. Interest-bearing deposits (foreign)[1] | 3404 | 617180 | 7. |
| 8. Federal funds purchased and securities sold under agreements to repurchase | 3353 | 5708427 | 8. |
| 9. All other borrowed money | 2635 | 6077917 | 9. |
| 10. Not applicable | | | |
| **Equity Capital** | | | |
| 11. Total equity capital (excludes limited-life preferred stock) | 3519 | 19804180 | 11. |

1. Includes interest-bearing demand deposits.

**RSSD ID:**
1132449

# 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 | 15557469 | 1.a. |
| b. (1) Unused consumer credit card lines | J455 | 7475739 | 1.b.(1) |
| (2) Other unused credit card lines | J456 | 695195 | 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 | 2453695 | 1.c.(1) |
| (a) 1–4 family residential construction loan commitments | F164 | 204819 | 1.c.(1)(a) |
| (b) Commercial real estate, other construction loan, and land development loan commitments | F165 | 2248876 | 1.c.(1)(b) |
| (2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate | 6550 | 0 | 1.c.(2) |
| d. Securities underwriting | 3817 | 0 | 1.d. |
| e. Other unused commitments: | | | |
| (1) Commercial and industrial loans | J457 | 22850326 | 1.e.(1) |
| (2) Loans to financial institutions | J458 | 2140241 | 1.e.(2) |
| (3) All other unused commitments | J459 | 3180711 | 1.e.(3) |
| 2. Financial standby letters of credit and foreign office guarantees | 6566 | 2622223 | 2. |
| *Item 2.a is to be completed by holding companies with $1 billion or more in total assets.*[1] | | | |
| 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 | 118237 | 3. |
| *Item 3.a is to be completed by holding companies with $1 billion or more in total assets.*[1] | | | |
| a. Amount of performance standby letters of credit conveyed to others | 3822 | 0 | 3.a. |
| 4. Commercial and similar letters of credit | 3411 | 55714 | 4. |
| 5. Not applicable | | | |
| 6. Securities lent | 3433 | 0 | 6. |

| 7. Credit derivatives: | BHCK | (Column A) Sold Protection | BHCK | (Column B) Purchased Protection | |
|---|---|---|---|---|---|
| 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 | 1478376 | C975 | 0 | 7.a.(4) |
| b. Gross fair values: | | | | | |
| (1) Gross positive fair value | C219 | 19586 | C221 | 0 | 7.b.(1) |
| (2) Gross negative fair value | C220 | 0 | C222 | 0 | 7.b.(2) |

| | BHCK | Amount | |
|---|---|---|---|
| c. Notional amounts by regulatory capital treatment: | | | |
| (1) Positions covered under the Market Risk Rule: | | | |
| (a) Sold protection | G401 | 0 | 7.c.(1)(a) |
| (b) Purchased protection | G402 | 0 | 7.c.(1)(b) |
| (2) All other positions: | | | |
| (a) Sold protection | G403 | 1478376 | 7.c.(2)(a) |
| (b) Purchased protection that is recognized as a guarantee for regulatory capital purposes | G404 | 0 | 7.c.(2)(b) |
| (c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes | G405 | 0 | 7.c.(2)(c) |

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

## Schedule HC-L—Continued

**(Report only transactions with nonrelated institutions)**

| 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 | | BHCK | | BHCK | | |
| 7. d. Notional amounts by remaining maturity: | | | | | | | |
| (1) Sold credit protection: | | | | | | | |
| (a) Investment grade | G406 | 149705 | G407 | 1145108 | G408 | 183563 | 7.d.(1)(a) |
| (b) Subinvestment grade | G409 | 0 | G410 | 0 | G411 | 0 | 7.d.(1)(b) |
| (2) Purchased credit protection: | | | | | | | |
| (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) |

| | BHCK | | |
|---|---|---|---|
| 8. Spot foreign exchange contracts | 8765 | 244133 | 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 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a) | 3430 | 0 | 9. |
| a. Securities borrowed | 3432 | 0 | 9.a. |
| b. Commitments to purchase when-issued securities | 3434 | 0 | 9.b. |
| c. Commitments to sell when-issued securities | 3435 | 0 | 9.c. |
| d. TEXT 6561 | 6561 | 0 | 9.d. |
| e. TEXT 6562 | 6562 | 0 | 9.e. |
| f. TEXT 6568 | 6568 | 0 | 9.f. |
| g. TEXT 6586 | 6586 | 0 | 9.g. |

10. Not applicable

## Schedule HC-L—Continued

| Dollar Amounts in Thousands | (Column A) Interest Rate Contracts | (Column B) Foreign Exchange Contracts | (Column C) Equity Derivative Contracts | (Column D) Commodity and Other Contracts | |
|---|---|---|---|---|---|
| **Derivatives Position Indicators** | | | | | |
| 11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13): | | | | | |
| a. Futures contracts | BHCK 8693 0 | BHCK 8694 0 | BHCK 8695 0 | BHCK 8696 0 | 11.a. |
| b. Forward contracts | BHCK 8697 719047 | BHCK 8698 8150696 | BHCK 8699 0 | BHCK 8700 0 | 11.b. |
| c. Exchange-traded option contracts: | | | | | |
| (1) Written options | BHCK 8701 0 | BHCK 8702 0 | BHCK 8703 0 | BHCK 8704 0 | 11.c.(1) |
| (2) Purchased options | BHCK 8705 0 | BHCK 8706 0 | BHCK 8707 0 | BHCK 8708 0 | 11.c.(2) |
| d. Over-the-counter option contracts: | | | | | |
| (1) Written options | BHCK 8709 1123845 | BHCK 8710 0 | BHCK 8711 0 | BHCK 8712 0 | 11.d.(1) |
| (2) Purchased options | BHCK 8713 1123845 | BHCK 8714 0 | BHCK 8715 0 | BHCK 8716 0 | 11.d.(2) |
| e. Swaps | BHCK 3450 31145249 | BHCK 3826 0 | BHCK 8719 0 | BHCK 8720 0 | 11.e. |
| 12. Total gross notional amount of derivative contracts held for trading | BHCK A126 28381142 | BHCK A127 8150696 | BHCK 8723 0 | BHCK 8724 0 | 12. |
| 13. Total gross notional amount of derivative contracts held for purposes other than trading | BHCK 8725 5730844 | BHCK 8726 0 | BHCK 8727 0 | BHCK 8728 0 | 13. |
| 14. Gross fair values of derivative contracts: | | | | | |
| a. Contracts held for trading: | | | | | |
| (1) Gross positive fair value | BHCK 8733 611097 | BHCK 8734 74747 | BHCK 8735 0 | BHCK 8736 0 | 14.a.(1) |
| (2) Gross negative fair value | BHCK 8737 522680 | BHCK 8738 69093 | BHCK 8739 0 | BHCK 8740 0 | 14.a.(2) |
| b. Contracts held for purposes other than trading: | | | | | |
| (1) Gross positive fair value | BHCK 8741 30791 | BHCK 8742 0 | BHCK 8743 0 | BHCK 8744 0 | 14.b.(1) |
| (2) Gross negative fair value | BHCK 8745 236649 | BHCK 8746 0 | BHCK 8747 0 | BHCK 8748 0 | 14.b.(2) |

## Schedule HC-L—Continued

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

| Dollar Amounts in Thousands | (Column A) Banks and Securities Firms | | (Column B) Monoline Financial Guarantors | | (Column C) Hedge Funds | | (Column D) Sovereign Governments | | (Column E) Corporations and All Other Counterparties | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | BHCK | | BHCK | | BHCK | | BHCK | | BHCK | | |
| 15. Over-the-counter derivatives: | | | | | | | | | | | |
| a. Net current credit exposure | G418 | 0 | G419 | 0 | G420 | 0 | G421 | 0 | G422 | 565582 | 15.a. |
| b. Fair value of collateral: | | | | | | | | | | | |
| (1) Cash–U.S. dollar | G423 | 550 | G424 | 0 | G425 | 0 | G426 | 0 | G427 | 1605 | 15.b.(1) |
| (2) Cash–Other currencies | G428 | 0 | G429 | 0 | G430 | 0 | G431 | 0 | G432 | 0 | 15.b.(2) |
| (3) U.S. Treasury securities | G433 | 0 | G434 | 0 | G435 | 0 | G436 | 0 | G437 | 0 | 15.b.(3) |
| (4) U.S. government agency and U.S. government-sponsored agency debt securities | G438 | 0 | G439 | 0 | G440 | 0 | G441 | 0 | G442 | 0 | 15.b.(4) |
| (5) Corporate bonds | G443 | 0 | G444 | 0 | G445 | 0 | G446 | 0 | G447 | 0 | 15.b.(5) |
| (6) Equity securities | G448 | 0 | G449 | 0 | G450 | 0 | G451 | 0 | G452 | 0 | 15.b.(6) |
| (7) All other collateral | G453 | 0 | G454 | 0 | G455 | 0 | G456 | 0 | G457 | 0 | 15.b.(7) |
| (8) Total fair value of collateral (sum of items 15.b.(1) through (7)) | G458 | 550 | G459 | 0 | G460 | 0 | G461 | 0 | G462 | 1605 | 15.b.(8) |

1. The $10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

## Schedule HC-M—Memoranda

| Dollar Amounts in Thousands | | | |
|---|---|---|---|
| | BHCK | | |
| 1. Total number of holding company common shares outstanding (Number (Unrounded)) | 3459 | 3382 | 1. |
| 2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries | 6555 | 7702243 | 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 | 48703 | 3. |
| 4. Other assets acquired in satisfaction of debts previously contracted | 6557 | 2265 | 4. |
| 5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC | A288 | 0 | 5. |
| 6. Assets covered by loss-sharing agreements with the FDIC: | | | |
| a. Loans and leases (included in Schedule HC, items 4.a and 4.b): | | | |
| (1) Loans secured by real estate in domestic offices: | | | |
| (a) Construction, land development, and other land loans: | BHDM | | |
| (1) 1–4 family residential construction loans | K169 | 0 | 6.a.(1)(a)(1) |
| (2) Other construction loans and all land development and other land loans | K170 | 0 | 6.a.(1)(a)(2) |
| (b) Secured by farmland | K171 | 0 | 6.a.(1)(b) |
| (c) Secured by 1–4 family residential properties: | | | |
| (1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | K172 | 0 | 6.a.(1)(c)(1) |
| (2) Closed-end loans secured by 1–4 family residential properties: | | | |
| (a) Secured by first liens | K173 | 0 | 6.a.(1)(c)(2)(a) |
| (b) Secured by junior liens | K174 | 0 | 6.a.(1)(c)(2)(b) |
| (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) |
| | BHCK | | |
| (2) Loans to finance agricultural production and other loans to farmers | K178 | 0 | 6.a.(2) |
| (3) Commercial and industrial loans | K179 | 0 | 6.a.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | |
| (a) Credit cards | K180 | 0 | 6.a.(4)(a) |
| (b) Automobile loans | K181 | 0 | 6.a.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards | K182 | 0 | 6.a.(4)(c) |
| (5) All other loans and leases | K183 | 0 | 6.a.(5) |
| *Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):* | | | |
| (a) Loans to depository institutions and acceptances of other banks | K184 | 0 | 6.a.(5)(a) |
| (b) Loans to foreign governments and official institutions | K185 | 0 | 6.a.(5)(b) |
| (c) Other loans[1] | K186 | 0 | 6.a.(5)(c) |
| (d) Lease financing receivables | K273 | 0 | 6.a.(5)(d) |
| 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. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-M—Continued

| Dollar Amounts in Thousands | Code | Amount | Item |
|---|---|---|---|
| | BHFN | | |
| 6. b. (6) In foreign offices | K260 | 0 | 6.b.(6) |
| (7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements | BHCK K192 | 0 | 6.b.(7) |
| c. Debt securities (included in Schedule HC, items 2.a and 2.b) | J461 | 0 | 6.c. |
| d. Other assets (exclude FDIC loss-sharing indemnification assets) | J462 | 0 | 6.d. |
| 7. Captive insurance and reinsurance subsidiaries: | | | |
| a. Total assets of captive insurance subsidiaries[1] | K193 | 0 | 7.a. |
| b. Total assets of captive reinsurance subsidiaries[1] | K194 | 0 | 7.b. |
| 8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.) (0=No, 1=Yes) | BHCK C251 | 0 | 8. |
| 9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.) (0=No, 1=Yes) | BHCK 6689 | 0 | 9. |
| 10. Not applicable | | | |
| 11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 (0=No, 1=Yes) | BHCK 6416 | 1 | 11. |

TEXT 6428 ______ Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)

______ Area Code / Phone Number (TEXT 9009)

| Dollar Amounts in Thousands | Code | Amount | Item |
|---|---|---|---|
| 12. Intangible assets other than goodwill: | BHCK | | |
| a. Mortgage servicing assets | 3164 | 174763 | 12.a. |
| (1) Estimated fair value of mortgage servicing assets | 6438 | 186111 | 12.a.(1) |
| b. Purchased credit card relationships and nonmortgage servicing assets | B026 | 0 | 12.b. |
| c. All other identifiable intangible assets | 5507 | 6600 | 12.c. |
| d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) | BHCT 0426 | 181363 | 12.d. |
| 13. Other real estate owned | 2150 | 39542 | 13. |
| 14. Other borrowed money: | BHCK | | |
| a. Commercial paper | 2309 | 0 | 14.a. |
| b. Other borrowed money with a remaining maturity of one year or less | 2332 | 7702243 | 14.b. |
| c. Other borrowed money with a remaining maturity of more than one year | 2333 | 48703 | 14.c. |
| d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) | BHCT 3190 | 7750946 | 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 | 15. |
| 16. Assets under management in proprietary mutual funds and annuities | BHCK 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 nonfinancial 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 1=Yes | BHCK 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 1=Yes | BHCK 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 1=Yes | BHCK 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 | | |
|---|---|---|---|
| *Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.* | | | |
| 20. Balances of broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | |
| a. Net assets | C252 | 0 | 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 | 0 | 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 | 0 | 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 | 0 | 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B))[1] | C253 | 0 | 21. |

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

## Schedule HC-M—Continued

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

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

TEXT C497 http:// WWW.CITIZENSBANK.COM 22.

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| *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 | 7725350 | 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. |

RSSD ID:
1132449

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

| Dollar Amounts in Thousands | BHCK | (Column A) Past due 30 through 89 days and still accruing | BHCK | (Column B) Past due 90 days or more and still accruing | BHCK | (Column C) Nonaccrual | |
|---|---|---|---|---|---|---|---|
| 1. Loans secured by real estate: | | | | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | | | | |
| (1) 1–4 family residential construction loans | F172 | 0 | F174 | 0 | F176 | 0 | 1.a.(1) |
| (2) Other construction loans and all land development and other land loans | F173 | 882 | F175 | 0 | F177 | 10588 | 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 | 69527 | 5399 | 78 | 5400 | 327410 | 1.c.(1) |
| (2) Closed-end loans secured by 1–4 family residential properties: | | | | | | | |
| (a) Secured by first liens | C236 | 102951 | C237 | 35 | C229 | 492103 | 1.c.(2)(a) |
| (b) Secured by junior liens | C238 | 37353 | C239 | 0 | C230 | 137142 | 1.c.(2)(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices | 3499 | 16957 | 3500 | 0 | 3501 | 9457 | 1.d. |
| e. Secured by nonfarm nonresidential properties in domestic offices: | | | | | | | |
| (1) Loans secured by owner-occupied nonfarm non-residential properties | F178 | 7570 | F180 | 772 | F182 | 28446 | 1.e.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | F179 | 30840 | F181 | 0 | F183 | 80237 | 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 | 27433 | 1607 | 9 | 1608 | 64076 | 4. |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | | | |
| a. Credit cards | B575 | 16997 | B576 | 0 | B577 | 15762 | 5.a. |
| b. Automobile loans | K213 | 46619 | K214 | 0 | K215 | 12297 | 5.b. |
| c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) | K216 | 45811 | K217 | 9008 | K218 | 10097 | 5.c. |
| 6. Loans to foreign governments and official institutions | 5389 | 0 | 5390 | 0 | 5391 | 0 | 6. |
| 7. All other loans | 5459 | 5361 | 5460 | 1863 | 5461 | 7 | 7. |
| 8. Lease financing receivables: | | | | | | | |
| a. Leases to individuals for household, family, and other personal expenditures | F166 | 0 | F167 | 0 | F168 | 0 | 8.a. |
| b. All other leases | F169 | 440 | F170 | 27 | F171 | 112 | 8.b. |

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

## Schedule HC-N—Continued

| 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 | | BHCK | | BHCK | | |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) | 3505 | 0 | 3506 | 0 | 3507 | 0 | 9. |
| 10. TOTAL (sum of items 1 through 9) | 5524 | 408741 | 5525 | 11792 | 5526 | 1187734 | 10. |
| 11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S.Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) | K036 | 18455 | K037 | 7235 | K038 | 90319 | 11. |
| a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above | K039 | 16861 | K040 | 7019 | K041 | 27023 | 11.a. |
| b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above | K042 | 1169 | K043 | 0 | K044 | 61769 | 11.b. |
| 12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC: | | | | | | | |
| a. Loans secured by real estate in domestic offices: | | | | | | | |
| (1) Construction, land development, and other land loans: | | | | | | | |
| | BHDM | | BHDM | | BHDM | | |
| (a) 1–4 family residential construction loans | K045 | 0 | K046 | 0 | K047 | 0 | 12.a.(1)(a) |
| (b) Other construction loans and all land development and other land loans | K048 | 0 | K049 | 0 | K050 | 0 | 12.a.(1)(b) |
| (2) Secured by farmland | K051 | 0 | K052 | 0 | K053 | 0 | 12.a.(2) |
| (3) Secured by 1–4 family residential properties: | | | | | | | |
| (a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit | K054 | 0 | K055 | 0 | K056 | 0 | 12.a.(3)(a) |
| (b) Closed-end loans secured by 1–4 family residential properties: | | | | | | | |
| (1) Secured by first liens | K057 | 0 | K058 | 0 | K059 | 0 | 12.a.(3)(b)(1) |
| (2) Secured by junior liens | K060 | 0 | K061 | 0 | K062 | 0 | 12.a.(3)(b)(2) |
| (4) Secured by multifamily (5 or more) residential properties | K063 | 0 | K064 | 0 | K065 | 0 | 12.a.(4) |
| (5) Secured by nonfarm nonresidential properties: | | | | | | | |
| (a) Loans secured by owner-occupied nonfarm nonresidential properties | K066 | 0 | K067 | 0 | K068 | 0 | 12.a.(5)(a) |
| (b) Loans secured by other non-farm nonresidential properties | K069 | 0 | K070 | 0 | K071 | 0 | 12.a.(5)(b) |
| | BHCK | | BHCK | | BHCK | | |
| b. Loans to finance agricultural production and other loans to farmers | K072 | 0 | K073 | 0 | K074 | 0 | 12.b. |
| c. Commercial and industrial loans | K075 | 0 | K076 | 0 | K077 | 0 | 12.c. |

## Schedule HC-N—Continued

| 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 | | BHCK | | BHCK | | |
| 12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper): | | | | | | | |
| (1) Credit cards | K078 | 0 | K079 | 0 | K080 | 0 | 12.d.(1) |
| (2) Automobile loans | K081 | 0 | K082 | 0 | K083 | 0 | 12.d.(2) |
| (3) Other consumer loans | K084 | 0 | K085 | 0 | K086 | 0 | 12.d.(3) |
| e. All other loans and leases | K087 | 0 | K088 | 0 | K089 | 0 | 12.e. |
| *Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):* | | | | | | | |
| (1) Loans to depository institutions and acceptances of other banks | K091 | 0 | K092 | 0 | K093 | 0 | 12.e.(1) |
| (2) Loans to foreign governments and official institutions | K095 | 0 | K096 | 0 | K097 | 0 | 12.e.(2) |
| (3) Other loans[1] | K099 | 0 | K100 | 0 | K101 | 0 | 12.e.(3) |
| (4) Lease financing receivables | K269 | 0 | K271 | 0 | K272 | 0 | 12.e.(4) |
| 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. |

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Memoranda

| Dollar Amounts in Thousands | BHDM | | BHDM | | BHDM | | |
|---|---|---|---|---|---|---|---|
| 1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1): | | | | | | | |
| a. Construction, land development, and other land loans in domestic offices: | | | | | | | |
| (1) 1–4 family residential construction loans | K105 | 0 | K106 | 0 | K107 | 0 | M.1.a.(1) |
| (2) Other construction loans and all land development and other land loans | K108 | 0 | K109 | 0 | K110 | 458 | M.1.a.(2) |
| | BHCK | | BHCK | | BHCK | | |
| b. Loans secured by 1–4 family residential properties in domestic offices | F661 | 17487 | F662 | 0 | F663 | 371704 | M.1.b. |
| | BHDM | | BHDM | | BHDM | | |
| c. Secured by multifamily (5 or more) residential properties in domestic offices | K111 | 0 | K112 | 0 | K113 | 0 | M.1.c. |
| d. Secured by nonfarm nonresidential properties in domestic offices: | | | | | | | |
| (1) Loans secured by owner-occupied nonfarm nonresidential properties | K114 | 0 | K115 | 0 | K116 | 3410 | M.1.d.(1) |
| (2) Loans secured by other nonfarm nonresidential properties | K117 | 0 | K118 | 0 | K119 | 30496 | M.1.d.(2) |

## Schedule HC-N—Continued

### Memoranda–Continued

| 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 | | BHCK | | BHCK | | |
| 1. e. Commercial and industrial loans: | | | | | | | |
| (1) To U.S. addressees (domicile) | K120 | 452 | K121 | 0 | K122 | 32387 | M.1.e.(1) |
| (2) To non-U.S. addressees (domicile) | K123 | 0 | K124 | 0 | K125 | 0 | M.1.e.(2) |
| f. All other loans (*include* loans to individuals for household, family, and other personal expenditures) | K126 | 11270 | K127 | 1630 | K128 | 10164 | M.1.f. |
| *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):* | | | | | | | |
| | BHDM | | BHDM | | BHDM | | |
| (1) Loans secured by farmland in domestic offices | K130 | 0 | K131 | 0 | K132 | 0 | M.1.f.(1) |
| | BHCK | | BHCK | | BHCK | | |
| (2) Loans to depository institutions and acceptances of other banks | K134 | 0 | K135 | 0 | K136 | 0 | M.1.f.(2) |
| (3) Loans to finance agricultural production and other loans to farmers | K138 | 0 | K139 | 0 | K140 | 0 | M.1.f.(3) |
| (4) Loans to individuals for household, family, and other personal expenditures: | | | | | | | |
| (a) Credit cards | K274 | 0 | K275 | 0 | K276 | 0 | M.1.f.(4)(a) |
| (b) Automobile loan | K277 | 0 | K278 | 0 | K279 | 0 | M.1.f.(4)(b) |
| (c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards | K280 | 8197 | K281 | 1630 | K282 | 0 | M.1.f.(4)(c) |
| (5) Loans to foreign governments and official institutions | K283 | 0 | K284 | 0 | K285 | 0 | M.1.f.(5) |
| (6) Other loans[1] | K286 | 0 | K287 | 0 | K288 | 0 | M.1.f.(6) |
| 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 | 0 | 6559 | 0 | 6560 | 0 | 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 | 285 | 1912 | 0 | 1913 | 204 | M.3. |
| 4. Not applicable | | | | | | | |
| 5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above) | | | | | | | |
| a. Loans and leases held for sale | C240 | 0 | C241 | 0 | C226 | 0 | M.5.a. |
| b. Loans measured at fair value: | | | | | | | |
| (1) Fair value | F664 | 0 | F665 | 0 | F666 | 0 | M.5.b.(1) |
| (2) Unpaid principal balance | F667 | 0 | F668 | 0 | F669 | 0 | M.5.b.(2) |

1. Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

## Schedule HC-N—Continued

**Memoranda–Continued**

*Item 6 is to be reported only by holding companies with total consolidated assets of $1 billion or more, or with $2 billion or more in par/notional amounts of off-balance-sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).*

| Dollar Amounts in Thousands | (Column A) Past due 30 through 89 days | | (Column B) Past due 90 days or more | | |
|---|---|---|---|---|---|
| | BHCK | | BHCK | | |
| 6. Derivative contracts: | | | | | |
| Fair value of amounts carried as assets | 3529 | 0 | 3530 | 1804 | M.6. |

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 7. Additions to nonaccrual assets during the quarter | C410 | 216068 | M.7. |
| 8. Nonaccrual assets sold during the quarter | C411 | 0 | 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 | | BHCK | | BHCK | | |
| 9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3): | | | | | | | |
| a. Outstanding balance | L183 | 0 | L184 | 0 | L185 | 0 | M.9.a. |
| b. Carrying amount included in Schedule HC-N, items 1 through 7, above | L186 | 0 | L187 | 0 | L188 | 0 | M.9.b. |

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

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

| Dollar Amounts in Thousands | | | |
|---|---|---|---|
| | BHCK | | |
| 1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:[2] | | | |
| a. Closed-end first liens | F066 | 377425 | 1.a. |
| b. Closed-end junior liens | F067 | 31 | 1.b. |
| c. Open-end loans extended under lines of credit: | BHDM | | |
| (1) Total commitment under the lines of credit | F670 | 0 | 1.c.(1) |
| (2) Principal amount funded under the lines of credit | F671 | 0 | 1.c.(2) |
| 2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:[2] | BHCK | | |
| a. Closed-end first liens | F068 | 0 | 2.a. |
| b. Closed-end junior liens | F069 | 0 | 2.b. |
| c. Open-end loans extended under lines of credit: | BHDM | | |
| (1) Total commitment under the lines of credit | F672 | 0 | 2.c.(1) |
| (2) Principal amount funded under the lines of credit | F673 | 0 | 2.c.(2) |
| 3. 1–4 family residential mortgages sold during the quarter: | BHCK | | |
| a. Closed-end first liens | F070 | 381674 | 3.a. |
| b. Closed-end junior liens | F071 | 7234 | 3.b. |
| c. Open-end loans extended under lines of credit: | BHDM | | |
| (1) Total commitment under the lines of credit | F674 | 838540 | 3.c.(1) |
| (2) Principal amount funded under the lines of credit | F675 | 368333 | 3.c.(2) |
| 4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5): | BHCK | | |
| a. Closed-end first liens | F072 | 172943 | 4.a. |
| b. Closed-end junior liens | F073 | 0 | 4.b. |
| c. Open-end loans extended under lines of credit: | BHDM | | |
| (1) Total commitment under the lines of credit | F676 | 0 | 4.c.(1) |
| (2) Principal amount funded under the lines of credit | F677 | 0 | 4.c.(2) |
| 5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i): | BHCK | | |
| a. Closed-end 1–4 family residential mortgage loans | F184 | | 5.a. |
| | BHDM | | |
| b. Open-end 1–4 family residential mortgage loans extended under lines of credit | F560 | | 5.b. |
| 6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter: | | | |
| a. Closed-end first liens | F678 | 7433 | 6.a. |
| b. Closed-end junior liens | F679 | 0 | 6.b. |
| c. Open-end loans extended under lines of credit: | | | |
| (1) Total commitment under the lines of credit | F680 | 0 | 6.c.(1) |
| (2) Principal amount funded under the lines of credit | F681 | 0 | 6.c.(2) |
| 7. Representation and warranty reserves for 1–4 family residential mortgage loans sold: | BHCK | | |
| a. For representations and warranties made to U.S. government agencies and government-sponsored agencies | L191 | | 7.a. |
| b. For representations and warranties made to other parties | L192 | | 7.b. |
| c. Total representation and warranty reserves (sum of items 7.a and 7.b) | M288 | 6345 | 7.c. |

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2013.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

Schedule HC-Q is to be completed by all holding companies.

| Dollar Amounts in Thousands | (Column A) Total Fair Value Reported on Schedule HC | | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | | (Column C) Level 1 Fair Value Measurements | | (Column D) Level 2 Fair Value Measurements | | (Column E) Level 3 Fair Value Measurements | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | BHCY | | BHCK | | BHCK | | BHCK | | BHCK | | |
| **Assets** | | | | | | | | | | | |
| 1. Available-for-sale securities | 1773 | 18476127 | G474 | 0 | G475 | 22563 | G476 | 18453564 | G477 | 0 | 1. |
| 2. Federal funds sold and securities purchased under agreements to resell | BHCK G478 | 0 | G479 | 0 | G480 | 0 | G481 | 0 | G482 | 0 | 2. |
| 3. Loans and leases held for sale | G483 | 172943 | G484 | 0 | G485 | 0 | G486 | 172943 | G487 | 0 | 3. |
| 4. Loans and leases held for investment | G488 | 0 | G489 | 0 | G490 | 0 | G491 | 0 | G492 | 0 | 4. |
| 5. Trading assets: | BHCT | | | | | | | | | | |
| a. Derivative assets | 3543 | 627368 | G493 | 58476 | G494 | 0 | G495 | 685844 | G496 | 0 | 5.a. |
| | BHCK | | | | | | | | | | |
| b. Other trading assets | G497 | 0 | G498 | 0 | G499 | 0 | G500 | 0 | G501 | 0 | 5.b. |
| (1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) | F240 | 0 | F684 | 0 | F692 | 0 | F241 | 0 | F242 | 0 | 5.b.(1) |
| 6. All other assets | G391 | 9045 | G392 | 22810 | G395 | 0 | G396 | 30791 | G804 | 1064 | 6. |
| 7. Total assets measured at fair value on a recurring basis | G502 | 19285483 | G503 | 81286 | G504 | 22563 | G505 | 19343142 | G506 | 1064 | 7. |
| **Liabilities** | | | | | | | | | | | |
| 8. Deposits | F252 | 0 | F686 | 0 | F694 | 0 | F253 | 0 | F254 | 0 | 8. |
| 9. Federal funds purchased and securities sold under agreements to repurchase | G507 | 0 | G508 | 0 | G509 | 0 | G510 | 0 | G511 | 0 | 9. |
| 10. Trading liabilities: | BHCT | | | | | | | | | | |
| a. Derivative liabilities | 3547 | 533297 | G512 | 58476 | G513 | 0 | G514 | 591773 | G515 | 0 | 10.a. |
| | BHCK | | | | | | | | | | |
| b. Other trading liabilities | G516 | 0 | G517 | 0 | G518 | 0 | G519 | 0 | G520 | 0 | 10.b. |
| 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 | 213838 | G806 | 22810 | G807 | 0 | G808 | 236648 | G809 | 0 | 13. |
| 14. Total liabilities measured at fair value on a recurring basis | G531 | 747135 | G532 | 81286 | G533 | 0 | G534 | 828421 | G535 | 0 | 14. |

# Schedule HC-Q—Continued

## Memoranda

| Dollar Amounts in Thousands | (Column A) Total Fair Value Reported on Schedule HC | | (Column B) LESS: Amounts Netted in the Determination of Total Fair Value | | (Column C) Level 1 Fair Value Measurements | | (Column D) Level 2 Fair Value Measurements | | (Column E) Level 3 Fair Value Measurements | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | BHCK | | BHCK | | BHCK | | BHCK | | BHCK | | |
| 1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25 percent of item 6): | | | | | | | | | | | |
| a. Mortgage servicing assets | G536 | 0 | G537 | 0 | G538 | 0 | G539 | 0 | G540 | 0 | M.1.a. |
| b. Nontrading derivative assets | G541 | 7981 | G542 | 22810 | G543 | 0 | G544 | 30791 | G545 | 0 | M.1.b. |
| c. BHTX G546 VENTURE CAPITAL INVESTMENTS | G546 | 1064 | G547 | 0 | G548 | 0 | G549 | 0 | G550 | 1064 | M.1.c. |
| d. BHTX G551 | G551 | | G552 | 0 | G553 | 0 | G554 | 0 | G555 | 0 | M.1.d. |
| e. BHTX G556 | G556 | | G557 | 0 | G558 | 0 | G559 | 0 | G560 | 0 | M.1.e. |
| f. BHTX G561 | G561 | | 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 $25,000 and exceed 25 percent of item 13): | | | | | | | | | | | |
| a. Loan commitments (not accounted for as derivatives) | F261 | 0 | F689 | 0 | F697 | 0 | F262 | 0 | F263 | 0 | M.2.a. |
| b. Nontrading derivative liabilities | G566 | 213838 | G567 | 22810 | G568 | 0 | G569 | 236648 | G570 | 0 | M.2.b. |
| c. BHTX G571 | G571 | | G572 | 0 | G573 | 0 | G574 | 0 | G575 | 0 | M.2.c. |
| d. BHTX G576 | G576 | | G577 | 0 | G578 | 0 | G579 | 0 | G580 | 0 | M.2.d. |
| e. BHTX G581 | G581 | | G582 | 0 | G583 | 0 | G584 | 0 | G585 | 0 | M.2.e. |
| f. BHTX G586 | G586 | | G587 | 0 | G588 | 0 | G589 | 0 | G590 | 0 | M.2.f. |

# Schedule HC-R—Regulatory Capital

## Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

| Dollar Amounts in Thousands | BHCX | Amount | |
|---|---|---|---|
| **Tier 1 Capital** | | | |
| 1. Total bank holding company equity capital (from Schedule HC, item 27.a) | 3210 | 19597463 | 1. |
| 2. LESS: Net unrealized gains (losses) on available-for-sale securities[1] (if a gain, report as a positive value; if a loss, report as a negative value) | BHCK 8434 | 64225 | 2. |
| 3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value) | A221 | 0 | 3. |
| 4. LESS: Accumulated net gains (losses) on cash flow hedges[1] and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) | 4336 | -421721 | 4. |
| 5. LESS: Nonqualifying perpetual preferred stock | B588 | 0 | 5. |
| 6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries | G214 | 0 | 6.a. |
| b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)[2] | G215 | 0 | 6.b. |
| c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies | G216 | 0 | 6.c. |
| 7. a. LESS: Disallowed goodwill and other disallowed intangible assets | B590 | 6499803 | 7.a. |
| b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.) | F264 | 0 | 7.b. |
| 8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) | C227 | 13455156 | 8. |
| 9. a. LESS: Disallowed servicing assets and purchased credit card relationships | B591 | 7263 | 9.a. |
| b. LESS: Disallowed deferred tax assets | 5610 | 0 | 9.b. |
| 10. Other additions to (deductions from) Tier 1 capital | B592 | 0 | 10. |
| 11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) | 8274 | 13447893 | 11. |
| **Tier 2 Capital** | | | |
| 12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements[2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. | G217 | 1683000 | 12. |
| 13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital | G218 | 0 | 13. |
| 14. Allowance for loan and lease losses includible in Tier 2 capital | 5310 | 1267550 | 14. |
| 15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital | 2221 | 1280 | 15. |
| 16. Other Tier 2 capital components | B594 | 0 | 16. |
| 17. Tier 2 capital (sum of items 12 through 16) | 5311 | 2951830 | 17. |
| 18. Allowable Tier 2 capital (lesser of item 11 or 17) | 8275 | 2951830 | 18. |
| 19. Not applicable | | | |
| 20. LESS: Deductions for total risk-based capital | B595 | 0 | 20. |
| 21. Total risk-based capital (sum of items 11 and 18, less item 20) | 3792 | 16399723 | 21. |
| **Total Assets for Leverage Ratio** | BHCT | | |
| 22. Average total assets (from Schedule HC-K, item 5) | 3368 | 127526124 | 22. |
| 23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) | B590 | 6499803 | 23. |
| 24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) | B591 | 7263 | 24. |
| 25. LESS: Disallowed deferred tax assets (from item 9.b above) | 5610 | 0 | 25. |
| 26. LESS: Other deductions from assets for leverage capital purposes | BHCK B596 | -256899 | 26. |
| 27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) | A224 | 121275957 | 27. |
| 28.-30. Not applicable | | | |

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income (AOCI)."
2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

# Schedule HC-R—Continued

## Part I.A.—Continued

| | BHCK | Percentage | |
|---|---|---|---|
| **Capital Ratios** | | | |
| 31. Tier 1 leverage ratio (item 11 divided by item 27) | 7204 | 11.09 | 31. |
| 32. Tier 1 risk-based capital ratio (item 11 divided by item 62) | 7206 | 13.26 | 32. |
| 33. Total risk-based capital ratio (item 21 divided by item 62) | 7205 | 16.17 | 33. |

## Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B. On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.
Part I.B. is to be submitted on a consolidated basis.

| Dollar Amounts in Thousands | BHCA | | |
|---|---|---|---|
| **Common Equity Tier 1 Capital** | | | |
| 1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares | P742 | | 1. |
| | BHCT | | |
| 2. Retained earnings | 3247 | | 2. |
| | BHCA | | |
| 3. Accumulated other comprehensive income (AOCI) | B530 | | 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 | | 3.a. |
| | BHCA | | |
| 4. Common equity tier 1 minority interest includable in common equity tier 1 capital | P839 | | 4. |
| 5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4) | P840 | | 5. |
| **Common Equity Tier 1 Capital: Adjustments and Deductions** | | | |
| 6. LESS: Goodwill net of associated deferred tax liabilities (DTLs) | P841 | | 6. |
| 7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs | P842 | | 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 | | 8. |
| 9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered “1” for Yes in item 3.a, complete only items 9.a through 9.e; if entered “0” for No in item 3.a, complete only item 9.f): | | | |
| a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) | | | 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) | | | 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) | | | 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) | | | 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) | | | 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. |

# Schedule HC-R—Continued

## Part I.B.—Continued

| Dollar Amounts in Thousands | BHCA | | |
|---|---|---|---|
| 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 | | 10.a. |
| b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions | P850 | | 10.b. |
| 11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments | P851 | | 11. |
| 12. Subtotal (item 5 minus items 6 through 11) | P852 | | 12. |
| 13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold | P853 | | 13. |
| 14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold | P854 | | 14. |
| 15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold | P855 | | 15. |
| 16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold | P856 | | 16. |
| 17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions | P857 | | 17. |
| 18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17) | P858 | | 18. |
| 19. **Common equity tier 1 capital** (item 12 minus item 18) | P859 | | 19. |
| **Additional Tier 1 Capital** | | | |
| 20. Additional tier 1 capital instruments plus related surplus | P860 | | 20. |
| 21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital | P861 | | 21. |
| 22. Tier 1 minority interest not included in common equity tier 1 capital | P862 | | 22. |
| 23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22) | P863 | | 23. |
| 24. LESS: Additional tier 1 capital deductions | P864 | | 24. |
| 25. **Additional tier 1 capital** (greater of item 23 minus item 24, or zero) | P865 | | 25. |
| **Tier 1 Capital** | | | |
| 26. **Tier 1 capital** (sum of items 19 and 25) | 8274 | | 26. |
| **Tier 2 Capital** | | | |
| 27. Tier 2 capital instruments plus related surplus | P866 | | 27. |
| 28. Non-qualifying capital instruments subject to phase out from tier 2 capital | P867 | | 28. |
| 29. Total capital minority interest that is not included in tier 1 capital | P868 | | 29. |
| 30. a. Allowance for loan and lease losses includable in tier 2 capital | 5310 | | 30.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital | BHCW 5310 | | 30.b. |
| 31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital | BHCA Q257 | | 31. |
| 32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31) | P870 | | 32.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31) | BHCW P870 | | 32.b. |
| 33. LESS: Tier 2 capital deductions | BHCA P872 | | 33. |

## Schedule HC-R—Continued

### Part I.B.—Continued

| Dollar Amounts in Thousands | | | |
|---|---|---|---|
| | BHCA | | |
| 34. a. **Tier 2 capital** (greater of item 32.a minus item 33, or zero) | 5311 | | 34.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero) | BHCW 5311 | | 34.b. |
| **Total Capital** | BHCA | | |
| 35. a. **Total capital** (sum of items 26 and 34.a) | 3792 | | 35.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b) | BHCW 3792 | | 35.b. |
| **Total Assets for the Leverage Ratio** | BHCX | | |
| 36. Average total consolidated assets | 3368 | | 36. |
| 37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) | BHCA P875 | | 37. |
| 38. LESS: Other deductions from (additions to) assets for leverage ratio purposes | B596 | | 38. |
| 39. **Total assets for the leverage ratio** (item 36 minus items 37 and 38) | A224 | | 39. |
| **Total Risk-Weighted Assets** | | | |
| 40. a. **Total risk-weighted assets** (from Schedule HC-R, Part II item 62) | A223 | | 40.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60) | BHCW A223 | | 40.b. |

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

| | BHCA | Percentage | |
|---|---|---|---|
| **Leverage Capital Ratios** | | | |
| 44. Tier 1 leverage ratio (item 26 divided by item 39) | 7204 | | 44. |
| 45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015) | | __.__ | 45. |

| | BHCA | Percentage | |
|---|---|---|---|
| **Capital Buffer** | | | |
| 46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016): | | | |
| a. Capital conservation buffer | | __.__ | 46.a. |
| b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer | | __.__ | 46.b. |

| Dollar Amounts in Thousands | BHCA | | |
|---|---|---|---|
| Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer: | | | |
| 47. Eligible retained income | | | 47. |
| 48. Distributions and discretionary bonus payments during the quarter | | | 48. |

# Schedule HC-R—Continued

## Part II. Risk-Weighted Assets

### This schedule is to be submitted on a consolidated basis.

Bank holding companies are not required to risk-weight each on-balance-sheet asset and the credit equivalent amount of each off-balance-sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-weight analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance-sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

C000

| Dollar Amounts in Thousands | (Column A) Totals *(from Schedule HC)* | (Column B) Items Not Subject to Risk-Weighting | (Column C) Allocation by Risk-Weight Category 0% | (Column D) 20% | (Column E) 50% | (Column F) 100% | |
|---|---|---|---|---|---|---|---|
| **Balance Sheet Asset Categories** | | BHCE | BHC0 | BHC2 | BHC5 | BHC9 | |
| 34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)) | BHCK 0010 5827411 | 0 | 5158874 | 668537 | | 0 | 34. |
| 35. Held-to-maturity securities | BHCX 1754 5381531 | 0 | 3896579 | 1484952 | 0 | 0 | 35. |
| 36. Available-for-sale securities | BHCX 1773 18476127 | 214758 | 4753595 | 12705974 | 42499 | 759301 | 36. |
| 37. Federal funds sold and securities purchased under agreements to resell | BHCK C225 0 | | 0 | 0 | | 0 | 37. |
| 38. Loans and leases held for sale | BHCT 5369 261905 | 0 | 0 | 0 | 172943 | 88962 | 38. |
| 39. Loans and leases, net of unearned income | BHCT B528 88856079 | 0 | 6097 | 1081567 | 20432666 | 67335749 | 39. |
| 40. LESS: Allowance for loan and lease losses | BHCX 3123 1209560 | 1209560 | | | | | 40. |
| 41. Trading assets | BHCX 3545 627368 | 627368 | 0 | 0 | 0 | 0 | 41. |
| 42. All other assets[1] | BHCK B639 12358769 | 6641078 | 488132 | 506548 | 10710 | 4712301 | 42. |
| 43. Total assets (sum of items 34 through 42) | BHCT 2170 130579630 | 6273644 | 14303277 | 16447578 | 20658818 | 72896313 | 43. |

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, intangible assets, and other assets.

## Schedule HC-R—Continued

### Part II—Continued

| Dollar Amounts in Thousands | (Column A) Face Value or Notional Amount | Credit Conversion Factor | (Column B) Credit Equivalent Amount[1] | (Column C) Allocation by Risk-Weight Category 0% | (Column D) 20% | (Column E) 50% | (Column F) 100% | |
|---|---|---|---|---|---|---|---|---|
| **Derivatives and Off-Balance-Sheet Items** | BHCK B546 | | BHCE | BHC0 | BHC2 | BHC5 | BHC9 | |
| 44. Financial standby letters of credit | 2622223 | 1.00 or 12.5[2] | 2622223 | 68251 | 0 | 0 | 2553972 | 44. |
| | BHCT 6570 | | | | | | | |
| 45. Performance standby letters of credit | 118237 | .50 | 59119 | 1428 | 995 | 0 | 56696 | 45. |
| | BHCT 3411 | | | | | | | |
| 46. Commercial and similar letters of credit | 55714 | .20 | 11143 | 0 | 0 | 0 | 11143 | 46. |
| | BHCK 3429 | | | | | | | |
| 47. Risk participations in bankers acceptances acquired by the reporting institution | 0 | 1.00 | 0 | 0 | 0 | | 0 | 47. |
| | BHCT 3433 | | | | | | | |
| 48. Securities lent | 0 | 1.00 | 0 | 0 | 0 | 0 | 0 | 48. |
| | BHCT A250 | | | | | | | |
| 49. Retained recourse on small business obligations sold with recourse | 0 | 1.00 | 0 | 0 | 0 | 0 | 0 | 49. |
| | BHCK B541 | | | | | | | |
| 50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement | 5411 | 12.5[3] | 67638 | | | | 67638 | 50. |
| | BHCK B675 | | | | | | | |
| 51. All other financial assets sold with recourse | 6506 | 1.00 | 6506 | 0 | 0 | 6506 | 0 | 51. |
| | BHCK B681 | | | | | | | |
| 52. All other off-balance-sheet liabilities | 28065 | 1.00 | 28065 | 0 | 0 | 0 | 28065 | 52. |
| 53. Unused commitments: | | | | | | | | |
| | BHCK 6572 | | | | | | | |
| a. With an original maturity exceeding one year | 23228266 | .50 | 11614133 | 0 | 9997 | 9 | 11604127 | 53.a. |
| | BHCK G591 | | | | | | | |
| b. With an original maturity of one year or less to asset-backed commercial paper conduits | 0 | .10 | 0 | 0 | 0 | 0 | 0 | 53.b. |
| | | | BHCE A167 | | | | | |
| 54. Derivative contracts | | | 1089025 | 0 | 320889 | 768136 | | 54. |

1. Column A multiplied by credit conversion factor.
2. For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an-institution specific factor. For other financial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.
3. Or institution-specific factor.

# Schedule HC-R—Continued

## Part II—Continued

| Dollar Amounts in Thousands | (Column C) Allocation by Risk-Weight Category 0% | (Column D) 20% | (Column E) 50% | (Column F) 100% | |
|---|---|---|---|---|---|
| **Totals** | | | | | |
| 55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54) | BHCK B696 14372956 | BHCK B697 16779459 | BHCK B698 21433469 | BHCK B699 87217954 | 55. |
| 56. Risk-weight factor | × 0% | × 20% | × 50% | × 100% | 56. |
| 57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56) | BHCK B700 0 | BHCK B701 3355892 | BHCK B702 10716735 | BHCK B703 87217954 | 57. |
| 58. Market risk equivalent assets | | | | BHCK 1651 113447 | 58. |
| 59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) | | | | BHCK B704 101404028 | 59. |
| 60. LESS: Excess allowance for loan and lease losses | | | | BHCK A222 6901 | 60. |
| 61. LESS: Allocated transfer risk reserve | | | | BHCK 3128 0 | 61. |
| 62. Total risk-weighted assets (item 59 minus items 60 and 61) | | | | BHCK A223 101397127 | 62. |

# Schedule HC-R—Continued

## Part II—Continued

## Memoranda

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Current credit exposure across all derivative contracts covered by the risk-based capital standards | 8764 | 716625 | 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 | | BHCK | | BHCK | | |
| 2. Notional principal amounts of derivative contracts:[1] | | | | | | | |
| a. Interest rate contracts | 3809 | 3356341 | 8766 | 19208014 | 8767 | 10423785 | M.2.a. |
| b. Foreign exchange contracts | 3812 | 7188281 | 8769 | 962415 | 8770 | 0 | M.2.b. |
| c. Gold contracts | 8771 | 0 | 8772 | 0 | 8773 | 0 | M.2.c. |
| d. Other precious metals contracts | 8774 | 0 | 8775 | 0 | 8776 | 0 | M.2.d. |
| e. Other commodity contracts | 8777 | 0 | 8778 | 0 | 8779 | 0 | M.2.e. |
| f. Equity derivative contracts | A000 | 0 | A001 | 0 | A002 | 0 | M.2.f. |
| g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes: | | | | | | | |
| (1) Investment grade | G597 | 0 | G598 | 0 | G599 | 0 | M.2.g.(1) |
| (2) Subinvestment grade | G600 | 0 | G601 | 0 | G602 | 0 | M.2.g.(2) |

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital: | | | |
| a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) | 5479 | 0 | M.3.a. |
| b. Not applicable. | | | |
| c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b) | C498 | 0 | M.3.c. |
| d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) | A507 | 0 | M.3.d. |
| 4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) | 2771 | 0 | M.4. |
| 5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c): | | | |
| a. In the form of perpetual preferred stock | 5483 | 0 | M.5.a. |
| b. In the form of common stock | 5484 | 0 | M.5.b. |

1. Exclude foreign exchange contracts with an original maturity of 14 days or less and all future contracts.

# Schedule HC-R—Continued

## Part II—Continued

### Memoranda—Continued

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58) | F031 | 0 | M.6. |
| 7. Not applicable | | | |
| 8. Restricted core capital elements included in Tier 1 capital: | | | |
| a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) | G219 | 0 | M.8.a |
| b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) | G220 | 0 | M.8.b. |
| c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) | 5990 | 0 | M.8.c. |
| d. Qualifying trust preferred securities[2] (included in Schedule HC, item 19.b) | C502 | 0 | M.8.d. |
| 9. Goodwill net of any associated deferred tax liability | G221 | 6493203 | M.9. |

| | BHCK | Percentage | |
|---|---|---|---|
| 10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) | G222 | 0.00 | M.10. |

2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

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**RSSD ID:**
1132449

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

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 | |
|---|---|---|---|---|---|---|---|---|
| **Securitization Activities** | | | | | | | | |
| 1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements | BHCK B705 0 | BHCK B706 0 | BHCK B707 0 | BHCK B708 0 | BHCK B709 0 | BHCK B710 0 | BHCK B711 0 | 1. |
| 2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of: | | | | | | | | |
| a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F) | BHCK B712 0 | BHCK B713 0 | BHCK B714 0 | BHCK B715 0 | BHCK B716 0 | BHCK B717 0 | BHCK B718 0 | 2.a. |
| b. Subordinated securities and other residual interests | BHCK C393 0 | BHCK C394 0 | BHCK C395 0 | BHCK C396 0 | BHCK C397 0 | BHCK C398 0 | BHCK C399 0 | 2.b. |
| c. Standby letters of credit and other enhancements | BHCK C400 0 | BHCK C401 0 | BHCK C402 0 | BHCK C403 0 | BHCK C404 0 | BHCK C405 0 | BHCK C406 0 | 2.c. |
| 3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 | BHCK B726 0 | BHCK B727 0 | BHCK B728 0 | BHCK B729 0 | BHCK B730 0 | BHCK B731 0 | BHCK B732 0 | 3. |
| 4. Past due loan amounts included in item 1: | | | | | | | | |
| a. 30-89 days past due | BHCK B733 0 | BHCK B734 0 | BHCK B735 0 | BHCK B736 0 | BHCK B737 0 | BHCK B738 0 | BHCK B739 0 | 4.a. |
| b. 90 days or more past due | BHCK B740 0 | BHCK B741 0 | BHCK B742 0 | BHCK B743 0 | BHCK B744 0 | BHCK B745 0 | BHCK B746 0 | 4.b. |
| 5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date): | | | | | | | | |
| a. Charge-offs | BHCK B747 0 | BHCK B748 0 | BHCK B749 0 | BHCK B750 0 | BHCK B751 0 | BHCK B752 0 | BHCK B753 0 | 5.a. |
| b. Recoveries | BHCK B754 0 | BHCK B755 0 | BHCK B756 0 | BHCK B757 0 | BHCK B758 0 | BHCK B759 0 | BHCK B760 0 | 5.b. |

| 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 | |
|---|---|---|---|---|---|---|---|---|
| 6. Amount of ownership (or seller's) interests carried as: | | | | | | | | |
| a. Securities (included in HC-B) | | BHCK B761 0 | BHCK B762 0 | | | BHCK B763 0 | | 6.a. |
| b. Loans (included in HC-C) | | BHCK B500 0 | BHCK B501 0 | | | BHCK B502 0 | | 6.b. |
| 7. Past due loan amounts included in interests reported in item 6.a: | | | | | | | | |
| a. 30-89 days past due | | BHCK B764 0 | BHCK B765 0 | | | BHCK B766 0 | | 7.a. |
| b. 90 days or more past due | | BHCK B767 0 | BHCK B768 0 | | | BHCK B769 0 | | 7.b. |
| 8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date): | | | | | | | | |
| a. Charge-offs | | BHCK B770 0 | BHCK B771 0 | | | BHCK B772 0 | | 8.a. |
| b. Recoveries | | BHCK B773 0 | BHCK B774 0 | | | BHCK B775 0 | | 8.b. |
| **For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions** | | | | | | | | |
| 9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements | BHCK B776 0 | BHCK B777 0 | BHCK B778 0 | BHCK B779 0 | BHCK B780 0 | BHCK B781 0 | BHCK B782 0 | 9. |
| 10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures | BHCK B783 0 | BHCK B784 0 | BHCK B785 0 | BHCK B786 0 | BHCK B787 0 | BHCK B788 0 | BHCK B789 0 | 10. |
| **Asset Sales** | | | | | | | | |
| 11. Assets sold with recourse or other seller-provided credit enhancements and not securitized | BHCK B790 11917 | BHCK B791 0 | BHCK B792 0 | BHCK B793 0 | BHCK B794 0 | BHCK B795 0 | BHCK B796 0 | 11. |
| 12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 | BHCK B797 11917 | BHCK B798 0 | BHCK B799 0 | BHCK B800 0 | BHCK B801 0 | BHCK B802 0 | BHCK B803 0 | 12. |

# Schedule HC-S—Continued

## Memoranda

| Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|
| 1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994: | | | |
| a. Outstanding principal balance | A249 | 0 | M.1.a. |
| b. Amount of retained recourse on these obligations as of the report date | A250 | 0 | M.1.b. |
| 2. Outstanding principal balance of assets serviced for others (includes participations serviced for others): | | | |
| a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements | B804 | 6506 | M.2.a. |
| b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements | B805 | 18344697 | M.2.b. |
| c. Other financial assets[1] | A591 | 3654941 | 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 | 136508 | M.2.d. |
| 3. Asset-backed commercial paper conduits: | | | |
| a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements: | | | |
| (1) Conduits sponsored by the bank, a bank affiliate, or the holding company | B806 | 0 | M.3.a.(1) |
| (2) Conduits sponsored by other unrelated institutions | B807 | 0 | M.3.a.(2) |
| 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.b.(1) |
| (2) Conduits sponsored by other unrelated institutions | B809 | 0 | M.3.b.(2) |
| 4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2] | C407 | 0 | M.4. |

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

## Schedule HC-V—Variable Interest Entities

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

## Notes to the Balance Sheet—Predecessor Financial Items

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

| Dollar Amounts in Thousands | BHBC | | |
|---|---|---|---|
| 1. Average loans and leases (net of unearned income) | 3516 | | 1. |
| 2. Average earning assets | 3402 | | 2. |
| 3. Average total consolidated assets | 3368 | | 3. |
| 4. Average equity capital | 3519 | | 4. |

## Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the holding company's quarterly reports to its shareholders, in its press releases, or on its quarterly reports to the Securities and Exchange Commission (SEC). Also include any transactions which previously would have appeared as footnotes to Schedules HC through HC-S.

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

### Example

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

| TEXT | | BHCK | |
|---|---|---|---|
| 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 | Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|---|---|
| 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 | | 2. |
| 3. | 5358 | | 5358 | | 3. |
| 4. | 5359 | | 5359 | | 4. |
| 5. | 5360 | | 5360 | | 5. |
| 6. | B027 | | B027 | | 6. |

## Notes to the Balance Sheet (Other)—Continued

| | TEXT | Dollar Amounts in Thousands | BHCK | | |
|---|---|---|---|---|---|
| 7. | B028 | | B028 | | 7. |
| 8. | B029 | | B029 | | 8. |
| 9. | B030 | | B030 | | 9. |
| 10. | B031 | | B031 | | 10. |
| 11. | B032 | | B032 | | 11. |
| 12. | B033 | | B033 | | 12. |
| 13. | B034 | | B034 | | 13. |
| 14. | B035 | | B035 | | 14. |
| 15. | B036 | | B036 | | 15. |
| 16. | B037 | | B037 | | 16. |
| 17. | B038 | | B038 | | 17. |
| 18. | B039 | | B039 | | 18. |
| 19. | B040 | | B040 | | 19. |
| 20. | B041 | | B041 | | 20. |