

Board of Governors of the Federal Reserve System



RSSD ID: 1132449

Consolidated Financial Statements for Bank 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 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank 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 bank holding companies own or control, or are owned or controlled by, other bank 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 bank 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 Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

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

Date of Report:

March 31, 2009

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

CITIZENS FINANCIAL GROUP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Report of Income for Bank Holding Companies
Report all Schedules of the Report of Income on a calendar year-to-date basis.

FR Y-9C
Page 1

Schedule HI—Consolidated Income Statement

For Federal Reserve Bank Use Only	
RSSD Number	_____
S.F.	_____

RSSD ID:
1132449

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic of ces:				
(a) Loans secured by 1–4 family residential properties	4435		629812	1.a.(1)(a)
(b) All other loans secured by real estate	4436		121136	1.a.(1)(b)
(c) All other loans.....	F821		490392	1.a.(1)(c)
(2) In foreign of ces, Edge and Agreement subsidiaries, and IBFs	4059		0	1.a.(2)
b. Income from lease nancing receivables	4065		31581	1.b.
c. Interest income on balances due from depository institutions ¹	4115		4525	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		379	1.d.(1)
(2) Mortgage-backed securities.....	B489		309746	1.d.(2)
(3) All other securities.....	4060		1861	1.d.(3)
e. Interest income from trading assets	4069		33	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		21	1.f.
g. Other interest income	4518		8777	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		1598263	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic of ces:				
(a) Time deposits of \$100,000 or more	A517		118266	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		114301	2.a.(1)(b)
(c) Other deposits	6761		181744	2.a.(1)(c)
(2) In foreign of ces, Edge and Agreement subsidiaries, and IBFs	4172		1084	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		51774	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		199047	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		16437	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		682653	2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074		915610	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		678341	4.
5. Noninterest income:				
a. Income from duciary activities	4070		6148	5.a.
b. Service charges on deposit accounts in domestic of ces	4483		166294	5.b.
c. Trading revenue ²	A220		8571	5.c.
d. (1) Fees and commissions from securities brokerage.....	C886		6812	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		12644	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities.....	C386		0	5.d.(4)
(5) Income from other insurance activities.....	C387		506	5.d.(5)
e. Venture capital revenue.....	B491		-11702	5.e.
f. Net servicing fees.....	B492		59699	5.f.
g. Net securitization income	B493		0	5.g.
h. Not applicable				
i. Net gains (losses) on sales of loans and leases	8560		-3741	5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561		-2328	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	B496		-39	5.k.
l. Other noninterest income ³	B497		161075	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		403939	5.m.

1. Includes interest income on time certi cates of deposit not held for trading.

2. For bank 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.

3. See Schedule HI, memoranda item 6.

Schedule HI—Continued

Dollar Amounts in Thousands		BHCK				
6. a.	Realized gains (losses) on held-to-maturity securities	3521			0	6.a.
b.	Realized gains (losses) on available-for-sale securities	3196			15025	6.b.
7.	Noninterest expense:					
a.	Salaries and employee benefits	4135			420000	7.a.
b.	Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217			170510	7.b.
c.	(1) Goodwill impairment losses	C216			0	7.c.(1)
	(2) Amortization expense and impairment losses for other intangible assets	C232			42280	7.c.(2)
d.	Other noninterest expense ⁴	4092			278486	7.d.
e.	Total noninterest expense (sum of items 7.a through 7.d)	4093			911276	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			-255043	8.
9.	Applicable income taxes (foreign and domestic)	4302			-89505	9.
10.	Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300			-165538	10.
11.	Extraordinary items and other adjustments, net of income taxes ⁵	4320			0	11.
12.	Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104			-165538	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			-44	13.
14.	Net income (loss) attributable to bank holding company (item 12 minus item 13).	4340			-165494	14.

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			917269	M.1.
2.	Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592			-253383	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			1823	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			1540	M.4.
5.	Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
		4150			21407	M.5.
6.	Other noninterest income (from Schedule HI, item 5.I, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I):	BHCK				
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			12035	M.6.b.
c.	Income and fees from automated teller machines (ATMs)	C016			24999	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.
g.	Bank card and credit card interchange fees	F555			61798	M.6.g.
h.	TEXT LETTERS OF CREDIT FEES 8562	8562			17091	M.6.h.
i.	TEXT FX FEE INCOME 8563	8563			11878	M.6.i.
j.	TEXT GAIN ON SALE OF BRANCHES 8564	8564			6892	M.6.j.

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Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands				BHCK				
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):								
a.	Data processing expenses.....			C017			17419	M.7.a.
b.	Advertising and marketing expenses			0497			27628	M.7.b.
c.	Directors' fees			4136			0	M.7.c.
d.	Printing, stationery, and supplies.....			C018			8415	M.7.d.
e.	Postage			8403			10785	M.7.e.
f.	Legal fees and expenses			4141			0	M.7.f.
g.	FDIC deposit insurance assessments.....			4146			37750	M.7.g.
h.	Accounting and auditing expenses.....			F556			0	M.7.h.
i.	Consulting and advisory expenses.....			F557			0	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....			F558			13623	M.7.j.
k.	Telecommunications expenses			F559			11048	M.7.k.
l.	TEXT RESTRUCTURING EXPENSE							
	8565			8565			20436	M.7.l.
m.	TEXT COLLECTION EXPENSE							
	8566			8566			12697	M.7.m.
n.	TEXT CARRIER SERVICE EXPENSE							
	8567			8567			8470	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.) (To be completed by bank 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			7900	M.9.a.
b.	Foreign exchange exposures			8758			671	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.
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			3400	M.11.
Memorandum item 12 is to be completed by bank 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 of ces) ..			8431			19455	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.	Bene ts, losses, and expenses from insurance-related activities			B983			0	M.12.c.
13. Does the reporting bank 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).								
				BHCK				
				A530			0	M.13.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HI—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		BHCK			
Memorandum item 14 is to be completed by bank 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			20363	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.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.

Year-to-date		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			3	M.16.

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

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217			19952314	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508			19952314	3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).	4340			-165494	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			0	11.
12. Other comprehensive income ¹	B511			399980	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591			0	13.
14. Other adjustments to equity capital (not included above)	3581			0	14.
15. Total bank 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).....	3210			20186800	15.

1. Includes 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	(Column A) Charge-offs ¹			(Column B) Recoveries		
	BHCK			BHCK		
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 of ces:						
(1) 1–4 family residential construction loans	C891		49	C892		0
(2) Other construction loans and all land development and other land loans	C893		7584	C894		69
b. Secured by farmland in domestic of ces	3584		0	3585		0
c. Secured by 1–4 family residential properties in domestic of ces:						
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		36287	5412		2805
(2) Closed-end loans secured by 1–4 family residential properties in domestic of ces:						
(a) Secured by rst liens	C234		27285	C217		645
(b) Secured by junior liens	C235		142618	C218		7286
d. Secured by multifamily (5 or more) residential properties in domestic of ces	3588		15683	3589		3
e. Secured by nonfarm nonresidential properties in domestic of ces:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		11820	C896		148
(2) Loans secured by other nonfarm nonresidential properties	C897		33228	C898		763
f. In foreign of ces	B512		0	B513		0
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
b. To foreign banks	4654		0	4664		0
3. Loans to nance agricultural production and other loans to farmers	4655		0	4665		0
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile)	4645		65376	4617		2325
b. To non-U.S. addressees (domicile)	4646		0	4618		0
5. Loans to individuals for household, family, and other personal expenditures:						
a. Credit cards	B514		41823	B515		2000
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516		100940	B517		15118
6. Loans to foreign governments and of cial institutions	4643		0	4627		0
7. All other loans	4644		10789	4628		2198
8. Lease nancing receivables:						
a. Leases to individuals for household, family, and other personal expenditures	F185		0	F187		0
b. All other leases	C880		5101	F188		27
9. Total (sum of items 1 through 8)	4635		498583	4605		33387

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

Schedule HI-B—Continued

MEMORANDA

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

Memorandum item 3 is to be completed by (1) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

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)	BHCK				
	C388			9192	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			1730999			1.
	bhct						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			33387			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK						
	C079			498583			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			678341			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			1944144			7.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands		BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges...	C389			11086	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 bank holding companies.					
4. Amount of allowance for post-acquisition losses on purchased 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.

Notes to the Income Statement—Predecessor Financial Items

For bank 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 bank 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 Amount 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 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 bank holding company wishes to explain, that has been separately disclosed in the bank 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 bank 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 Amount in Thousands	BHCK			
1.	5351					
			5351			1.
2.	5352					
			5352		0	2.
3.	5353					
			5353		0	3.
4.	5354					
			5354		0	4.
5.	5355					
			5355		0	5.
6.	B042					
			B042		0	6.
7.	B043					
			B043		0	7.
8.	B044					
			B044		0	8.
9.	B045					
			B045		0	9.
10.	B046					
			B046		0	10.

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only
C.I. _____

CITIZENS FINANCIAL GROUP, INC.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20090331

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						1990383	1.a.
b. Interest-bearing balances: ²								
(1) In U.S. of ces.....	0395						10130780	1.b.(1)
(2) In foreign of ces, 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						0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773						27658943	2.b.
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic of ces	BHDM	B987					0	3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989					0	3.b.
4. Loans and lease nancing receivables:								
a. Loans and leases held for sale.....	5369						665037	4.a.
b. Loans and leases, net of unearned income	B528						108297218	4.b.
c. LESS: Allowance for loan and lease losses	3123						1944144	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529						106353074	4.d.
5. Trading assets (from Schedule HC-D)	3545						1730695	5.
6. Premises and xed assets (including capitalized leases)	2145						1102681	6.
7. Other real estate owned (from Schedule HC-M)	2150						185163	7.
8. Investments in unconsolidated subsidiaries and associated companies	2130						1500	8.
9. Not applicable								
10. Intangible assets:								
a. Goodwill.....	3163						11708913	10.a.
b. Other intangible assets (from Schedule HC-M).....	0426						377361	10.b.
11. Other assets (from Schedule HC-F).....	2160						5636422	11.
12. Total assets (sum of items 1 through 11)	2170						167540952	12.

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

2. Includes time certi cates of deposit not held for trading.

3. Includes all securities resale agreements in domestic and foreign of ces, regardless of maturity.

Schedule HC—Continued

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Dollar Amounts in Thousands

LIABILITIES

13. Deposits:

a. In domestic of ces (from Schedule HC-E):

(1) Noninterest-bearing ¹	BHDM	6631	17765963	13.a.(1)
(2) Interest-bearing	BHDM	6636	79948544	13.a.(2)

b. In foreign of ces, Edge and Agreement subsidiaries, and IBFs:

(1) Noninterest-bearing	BHFN	6631	0	13.b.(1)
(2) Interest-bearing	BHFN	6636	512757	13.b.(2)

14. Federal funds purchased and securities sold under agreements to repurchase:

a. Federal funds purchased in domestic of ces ²	BHDM	B993	1900000	14.a.
b. Securities sold under agreements to repurchase ³	BHCK	B995	3905167	14.b.

15. Trading liabilities (from Schedule HC-D)

3548		1541950	15.
------	--	---------	-----

16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)

3190		35641250	16.
------	--	----------	-----

17. Not applicable

18. Not applicable

19. a. Subordinated notes and debentures⁴

4062		2144178	19.a.
------	--	---------	-------

b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities

C699		521919	19.b.
------	--	--------	-------

20. Other liabilities (from Schedule HC-G)

2750		3472310	20.
------	--	---------	-----

21. Total liabilities (sum of items 13 through 20)

2948		147354038	21.
------	--	-----------	-----

22. Not applicable

EQUITY CAPITAL

Bank Holding Company Equity Capital

23. Perpetual preferred stock and related surplus

3283		1585000	23.
------	--	---------	-----

24. Common stock (par value)

3230		0	24.
------	--	---	-----

25. Surplus (exclude all surplus related to preferred stock)

3240		15222864	25.
------	--	----------	-----

26. a. Retained earnings

3247		5410548	26.a.
------	--	---------	-------

b. Accumulated other comprehensive income⁵

B530		-2031612	26.b.
------	--	----------	-------

c. Other equity capital components⁶

A130		0	26.c.
------	--	---	-------

27. a. Total bank holding company equity capital (sum of items 23 through 26.c)

3210		20186800	27.a.
------	--	----------	-------

b. Noncontrolling (minority) interests in consolidated subsidiaries

3000		114	27.b.
------	--	-----	-------

28. Total equity capital (sum of items 27.a and 27.b)

G105		20186914	28.
------	--	----------	-----

29. Total liabilities and equity capital (sum of items 21 and 28)

3300		167540952	29.
------	--	-----------	-----

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

1. Has the bank 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)	BHCK			
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. ⁷	C884			

a. _____
(1) Name of External Auditing Firm (TEXT C703)b. _____
(1) Name of Engagement Partner (TEXT C704)_____
(2) City (TEXT C708)_____
(2) E-mail Address (TEXT C705)_____
(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

1. Includes total demand deposits and noninterest-bearing 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 of ces regardless of maturity.

4. Includes limited-life preferred stock and related surplus.

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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			84092	1287			84785	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			122604	8499			120837	3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698			0	1699			0	1701			172863	1702			182349	4.a.(1)
(2) Issued by FNMA and FHLMC	1703			0	1705			0	1706			7672225	1707			7953886	4.a.(2)
(3) Other pass-through securities.....	1709			0	1710			0	1711			2295900	1713			1935104	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714			0	1715			0	1716			15323201	1717			15695178	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718			0	1719			0	1731			0	1732			0	4.b.(2)
(3) All other mortgage-backed securities.....	1733			0	1734			0	1735			2265854	1736			1665578	4.b.(3)
5. Asset-backed securities (ABS).....	C026			0	C988			0	C989			5281	C027			5591	5.
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities.....	1742			0	1743			0	1744			4450	1746			4450	6.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.

Schedule HC-B—Continued

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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 ¹				
	BHCK				BHCK				BHCK				BHCK				
7. Investments in mutual funds and other equity securities with readily determinable fair values.....																	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).....																	8.
	bhct												bhct				
	1754			0	1771			0	1772			27958691	1773			27658943	

MEMORANDA

Dollar Amounts in Thousands		BHCK			
1. Pledged securities ¹		0416	24019782	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	6362894	M.2.a.	
b. Over 1 year to 5 years		0384	56710	M.2.b.	
c. Over 5 years		0387	21228154	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.	

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 ¹					
	BHCK				BHCK			BHCK				BHCK					
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.⁴																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			5281	B845			5591	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.

- Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
- The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		64507747						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		233489		1.a.(1)
(2) Other construction loans and all land development and other land loans					F159		2531477		1.a.(2)
					BHDM				
b. Secured by farmland					1420		224		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		14161963		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by 1st liens					5367		24273105		1.c.(2)(a)
(b) Secured by junior liens					5368		10513862		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		1192262		1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties					BHCK				
					F160		4553401		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties					F161		7047964		1.e.(2)
2. Loans to depository institutions and acceptances of other banks					BHDM				
a. To U.S. banks and other U.S. depository institutions	1292		21135		1288		21135		2.
b. To foreign banks	1296		0						2.a.
3. Loans to finance agricultural production and other loans to farmers	1590		301		1590		301		2.b.
4. Commercial and industrial loans					1766		18665765		3.
a. To U.S. addressees (domicile)	1763		18612240						4.
b. To non-U.S. addressees (domicile)	1764		53525						4.a.
5. Not applicable									4.b.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		20780656		6.
a. Credit cards	B538		2270636						6.a.
b. Other revolving credit plans	B539		297686						6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011		18212334						6.c.
7. Loans to foreign governments and of cial institutions (including foreign central banks)	2081		0		2081		0		7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545		7260		1545		7260		9.a.
b. All other loans	1564		2077455		1564		2077455		9.b.
10. Lease financing receivables (net of unearned income)					2165		2901936		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		2901936						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		108962255		2122		108962255		12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands		BHDM			
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1–4 family residential properties in domestic offices.....	F576			11409	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	BHCK				
	1616			0	M.1.b.
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		BHCK			
	2746			0	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)		B837		12743	M.3.
<i>Memorandum item 4 is to be completed by (1) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)		C391		116044	M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased 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			91480	M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank 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, 2008, 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).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231			9148	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			1910	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			181345	M.9.

Schedule HC-C—Continued

MEMORANDA (continued)

Memorandum items 10 and 11 are to be completed by bank 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.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Of ces			
	BHCK				BHDM			
10. Loans measured at fair value:								
a. Loans secured by real estate	F608		664988					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 rst liens					F581		664988	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) Other consumer loans (includes single payment, installment, and all student loans)	F588		0		F588		0	M.10.c.(3)
d. Other loans	F589		0		F589		0	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		644625					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 rst liens					F593		644625	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) Other consumer loans (includes single payment, installment, and all student loans)	F600		0		F600		0	M.11.c.(3)
d. Other loans	F601		0		F601		0	M.11.d.

Schedule HC-C—Continued

MEMORANDA (continued)

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

b. Commercial and industrial loans.....

c. Loans to individuals for household, family, and other personal expenditures

d. All other loans and all leases

(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected			
BHCK				BHCK				BHCK			
G091			0	G092			0	G093			0
G094			0	G095			0	G096			0
G097			0	G098			0	G099			0
G100			0	G101			0	G102			0

M.12.a.

M.12.b.

M.12.c.

M.12.d.

Schedule HC-D—Trading Assets and Liabilities

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Schedule HC-D is to be completed by bank 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. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534		0	3534		0	4.a.
b. Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535		0	3535		0	4.b.
c. All other mortgage-backed securities	3536		0	3536		0	4.c.
5. Other debt securities	3537		0	3537		0	5.
6. Loans:	BHCK						
a. Loans secured by real estate	F610		0				6.a.
(1) Construction, land development, and other land loans				BHDM			
(2) Secured by farmland (including farm residential and other improvements)				F604		0	6.a.(1)
(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				F605		0	6.a.(2)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by 1st liens				F606		0	6.a.(3)(a)
(ii) Secured by junior liens				F607		0	6.a.(3)(b)(i)
(iii) 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) Other consumer loans (includes single payment, installment, and all student loans)	F617		0	F617		0	6.c.(3)
d. Other loans	F618		0	F618		0	6.d.
7.–8. Not applicable							
9. Other trading assets	BHCM			BHCK			
10. Not applicable	3541		11738	3541		11738	9.
11. Derivatives with a positive fair value	3543		1718957	3543		1718957	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct			BHDM			
	3545		1730695	3545		1730695	12.
LIABILITIES							
13.a. Liability for short positions:	BHCK						
(1) Equity securities	G209		0	G209			13.a.(1)
(2) Debt securities	G210		0	G210			13.a.(2)
(3) All other assets	G211		0	G211			13.a.(3)
b. All other trading liabilities	F624		0	F624		0	13.b.
14. Derivatives with a negative fair value	3547		1541950	3547		1541950	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	bhct						
	3548		1541950	3548		1541950	15.

Schedule HC-D—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Of ces			
	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) Other consumer loans (includes single payment, installment, and all student loans)	F635			0	F635		0	M.1.c.(3)
d. Other loans	F636			0	F636		0	M.1.d.
2. Not applicable								
3. Loans measured at fair value that are past due 90 days or more:								
a. Fair value	F639			0	F639		0	M.3.a.
b. Unpaid principal balance	F640			0	F640		0	M.3.b.

Dollar Amounts in Thousands					BHCK			
Memoranda items 4 through 10 are to be completed by bank 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.								
4. Asset-backed securities:								
a. Residential mortgage-backed securities					F641		0	M.4.a.
b. Commercial mortgage-backed securities					F642		0	M.4.b.
c. Credit card receivables					F643		0	M.4.c.
d. Home equity lines					F644		0	M.4.d.
e. Automobile loans					F645		0	M.4.e.
f. Other consumer loans					F646		0	M.4.f.
g. Commercial and industrial loans					F647		0	M.4.g.
h. Other					F648		0	M.4.h.

Schedule HC-D—Continued

MEMORANDA (continued)

Dollar Amounts in Thousands		BHCK				
5. Collateralized debt obligations:						
a. Synthetic.....	F649			0	M.5.a.	
b. Other	F650			0	M.5.b.	
6. Retained bene cial interests in securitizations (rst-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)	
9. 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% 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 that are greater than \$25,000 and exceed 25% 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 Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits.....	2210			7337513	1.a.
b. NOW, ATS, and other transaction accounts.....	3187			3021237	1.b.
c. Money market deposit accounts and other savings accounts.....	2389			53665657	1.c.
d. Time deposits of less than \$100,000.....	6648			17227625	1.d.
e. Time deposits of \$100,000 or more.....	2604			16462475	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances.....	BHOD			0	2.a.
b. NOW, ATS, and other transaction accounts.....	3187			0	2.b.
c. Money market deposit accounts and other savings accounts.....	2389			0	2.c.
d. Time deposits of less than \$100,000.....	6648			0	2.d.
e. Time deposits of \$100,000 or more.....	2604			0	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			1367936	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164			14891	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242			15161346	M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245			512757	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).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556			628969	1.
2. Net deferred tax assets ²	2148			1049389	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			1376074	4.
5. Life insurance assets	C009			1143188	5.
6. Other	2168			1438802	6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160			5636422	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			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557			56157	3.
4. Other	B984			3416153	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750			3472310	5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repricable within one year or mature within one year	3197			45735783	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			30279596	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298			7730000	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408			1585000	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. Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank 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 bank holding company's assets in foreign countries and 10 percent of the bank 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 bank holding companies.
(See instructions for additional information.)

I. Property and Casualty Underwriting

Dollar Amounts in Thousands		BHCK				
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				
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	3515				27541536	1.
2. Federal funds sold and securities purchased under agreements to resell	3365				28889	2.
3. Loans and leases	3516				109864642	3.
		BHDM				
a. Loans secured by 1–4 family residential properties in domestic offices	3465				49870957	3.a.
b. All other loans secured by real estate in domestic offices	3466				15154434	3.b.
c. All other loans in domestic offices	F724				41945574	3.c.
		BHCK				
4. a. Trading assets	3401				1674045	4.a.
b. Other earning assets	B985				7581182	4.b.
5. Total consolidated assets	3368				166726001	5.
LIABILITIES						
6. Interest-bearing deposits (domestic)	3517				77587121	6.
7. Interest-bearing deposits (foreign)	3404				2741180	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353				6851548	8.
9. All other borrowed money	2635				32527197	9.
10. Not applicable						
EQUITY CAPITAL						
11. Total equity capital (excludes limited-life preferred stock)	3519				22340956	11.

(Report only transactions with nonrelated institutions)

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

For Federal Reserve Bank Use Only
C.I.

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1132449

Dollar Amounts in Thousands

1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																								</
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¹ The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Dollar Amounts in Thousands			BHCK				
8.	Spot foreign exchange contracts.....				8765			55032	8.
9.	All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)								
	a. Securities borrowed.....				3430			0	9.
	b. Commitments to purchase when-issued securities				3432			0	9.a.
	c. Commitments to sell when-issued securities				3434			0	9.b.
					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	BHCK 8694	BHCK 8695	BHCK 8696	11.a.
	0	0	0	0	
b. Forward contracts.....	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	11.b.
	1140596	4614619	0	0	
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	11.c.(1)
	0	0	0	0	
(2) Purchased options	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	11.c.(2)
	0	0	0	0	
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	11.d.(1)
	1116488	0	0	0	
(2) Purchased options	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1116488	0	929	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	55208142	76790	0	0	
12. Total gross notional amount of derivative contracts held for trading	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	37025178	4691409	0	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	21556536	0	929	0	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	14.a.(1)
	1485507	233450	0	0	
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	1336046	205904	0	0	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	14.b.(1)
	20465	0	0	0	
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	1578053	0	0	0	

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459			2883	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		29851891	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		6084637	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557		9511	4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....		A288		0	5.
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....		3656		0	6.
7. Not applicable					
8. Has the bank 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).....		BHCK C251		0	8.
9. Has the bank 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).....		BHCK 6689		0	9.
10. Not applicable					
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.....		BHCK 6416		1	11.
<div style="display: flex; justify-content: space-between;"> <div> <div style="border: 1px solid black; padding: 2px;">TEXT 6428</div> <div style="font-size: small;">Name of bank holding company of cial verifying FR Y-10 reporting (Please type or print)</div> </div> <div> <div style="font-size: small;">Area Code and Phone Number (TEXT 9009)</div> </div> </div>					
12. Intangible assets other than goodwill:		BHCK			
a. Mortgage servicing assets.....		3164		107198	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438			107198	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026		28038	12.b.
c. All other identi able intangible assets		5507		242125	12.c.
		bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426		377361	12.d.
13. Other real estate owned:		BHCK			
a. Real estate acquired in satisfaction of debts previously contracted.....		2744		47968	13.a.
b. Other real estate owned.....		2745		137195	13.b.
		bhct			
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)		2150		185163	13.c.
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		29851891	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333		5789359	14.c.
		bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190		35641250	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)		BHCK B569		1	15.
16. Assets under management in proprietary mutual funds and annuities		BHCK B570		0	16.

Schedule HC-M—Continued

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|---|
| 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 non-financial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|---|
| BHCK | |
| C159 | 1 |
- 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 bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any non-financial equity investment since the previous reporting period? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| BHCK | |
| C700 | |
- 19.a.
- b. Does the bank holding company manage any non-financial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no).....
- | | |
|------|--|
| C701 | |
|------|--|
- 19.b.

Memoranda items 20 and 21 are to be completed only by bank holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.

Dollar Amounts in Thousands		BHCK			
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 bank holding company (parent company only), gross.....	4832			0	20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross.....	4833			0	20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834			0	20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041			0	20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043			0	20.c.(2)
(3) Due to nonbank subsidiaries of the bank 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.....	C253			0	21.

Schedule HC-M—Continued

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

22. Address (URL) for the reporting bank 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.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

Dollar Amounts in Thousands		BHCK			
23. Secured liabilities:					
a. Amount of "Federal funds purchased in domestic of ces" 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		18300125		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	(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. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic of ces:												
(1) 1–4 family residential construction loans.....	F172		284		F174		419		F176		7559	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		59129		F175		11948		F177		112952	1.a.(2)
b. Secured by farmland in domestic of ces.....	3493		0		3494		0		3495		72	1.b.
c. Secured by 1–4 family residential properties in domestic of ces:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398		92914		5399		0		5400		108722	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by rst liens	C236		210375		C237		13939		C229		268668	1.c.(2)(a)
(b) Secured by junior liens	C238		158766		C239		0		C230		218402	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic of ces	3499		56782		3500		0		3501		74803	1.d.
e. Secured by nonfarm nonresidential properties in domestic of ces:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		33852		F180		0		F182		78289	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		177084		F181		0		F183		221491	1.e.(2)
f. In foreign of ces	B572		0		B573		0		B574		0	1.f.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
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			155775	1607			24749	1608			164921	4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards.....	B575			55107	B576			0	B577			66095	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)													
	B578			313438	B579			17764	B580			45620	5.b.
6. Loans to foreign governments and of cial institutions													
	5389			0	5390			0	5391			0	6.
7. All other loans	5459			18935	5460			349	5461			9172	7.
8. Lease nancing 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			15053	F170			5	F171			26522	8.b.
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			1347494	5525			69173	5526			1403288	10.

Schedule HC-N—Continued

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.

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				
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government													11.
	5612		49302		5613		19536		5614		79280		
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..													11.a.
	5615		37979		5616		18869		5617		40746		
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above													11.b.
	C866		380		C867		0		C868		535		

MEMORANDA

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)												
a. Loans secured by 1–4 family residential properties in domestic of ces.....	F661			74	F662			196	F663			2072
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....												
	1658			0	1659			0	1661			0

Schedule HC-N—Continued

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
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.....													M.2.
	6558			0	6559			0	6560			0	
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees													M.3.
	3508			0	1912			0	1913			392	
4. Not applicable													M.5.a.
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			513	C241			0	C226			0	
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	
(2) Unpaid principal balance	F667			0	F668			0	F669			0	M.5.b.(2)

Item 6 is to be reported only by bank 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).

	BHCK				BHCK			
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets	3529			1033	3530			200

M.6.

	Dollar Amounts in Thousands			BHCK			
7. Additions to nonaccrual assets during the quarter	C410					766197	M.7.
8. Nonaccrual assets sold during the quarter.....	C411					105	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale 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		1249810		1.a.
b. Closed-end junior liens.....	F067		494		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					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F068		0		2.a.
c. Open-end loans extended under lines of credit:	F069		0		2.b.
(1) Total commitment under the lines of credit	BHDM				
(2) Principal amount funded under the lines of credit.....	F672		0		2.c.(1)
	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		722815		3.a.
b. Closed-end junior liens.....	F071		484		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674		0		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675		0		3.c.(2)
4. 1–4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F072		664988		4.a.
c. Open-end loans extended under lines of credit:	F073		49		4.b.
(1) Total commitment under the lines of credit	BHDM				
(2) Principal amount funded under the lines of credit.....	F676		0		4.c.(1)
	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.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	BHCK				
	F184		0		5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	BHDM				
	F560		0		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		1169		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		110		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		111		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.

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

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

		Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)																			
		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				BHCK			
ASSETS																					
1. Loans and leases		F243		664988		F682		0		F690		0		F244		664988		F245		0	1.
2. Trading assets.....		F246		1730695		F683		0		F691		0		F247		1730695		F248		0	2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)																					
		F240		0		F684		0		F692		0		F241		0		F242		0	2.a.
3. All other financial assets and servicing assets.....																					
		F249		0		F685		0		F693		0		F250		0		F251		0	3.
LIABILITIES																					
4. Deposits.....		F252		0		F686		0		F694		0		F253		0		F254		0	4.
5. Trading liabilities.....		F255		1541950		F687		0		F695		0		F256		1541950		F257		0	5.
6. All other financial liabilities and servicing liabilities.....																					
		F258		0		F688		0		F696		0		F259		0		F260		0	6.
7. Loan commitments (not accounted for as derivatives)		F261		0		F689		0		F697		0		F262		0		F263		0	7.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands

Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a).....	3210		20186800		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		-235743		2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		1036		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		-1795869		4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		114		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)²	G215		506000		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		11877139		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		10846351		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		13524		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		10832827		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		1970000		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		1468473		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		0		15.
16. Other Tier 2 capital components	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		3438473		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		3438473		18.
19. Tier 3 capital allocated for market risk	1395		0		19.
20. LESS: Deductions for total risk-based capital	B595		0		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20).....	3792		14271300		21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368		166726001		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ...	B590		11877139		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		13524		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		0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		154835338		27.
28.–30. Not applicable					

Capital ratios

31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
	7204		7.00		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		9.26		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		12.20		33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."

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

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																			

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)	(Column D)	(Column E)	(Column F)									
								Allocation by Risk Weight Category												
								0%			20%			50%			100%			
Dollar Amounts in Thousands																				
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	7032548			1.00 or 12.5 ²	7032548			144144			961996			0			5926408			44.
45. Performance standby letters of credit	bhct 6570																			
45. credit	155279			.50	77639			31568			1730			0			44341			45.
46. Commercial and similar letters of credit	bhct 3411																			
46. credit	108072			.20	21615			1			9782			0			11832			46.
47. Risk participations in bankers accep- tances acquired by the reporting institution.....																				
	BHCK 3429																			
	0			1.00	0			0			0									0
	bhct 3433																			47.
48. Securities lent.....	0			1.00	0			0			0			0			0			48.
49. Retained recourse on small business obligations sold with recourse	bhct A250																			
49. obligations sold with recourse	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than nancial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																				
	BHCK B541																			
	5117			12.5 ³	63963												63963			50.
51. All other nancial assets sold with recourse	BHCK B675																			
51. recourse	8808			1.00	8808			0			0			8808			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
52. liabilities.....	65297			1.00	65297			0			0			0			65297			52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572																			
53. maturity exceeding one year	16328286			.50	8164143			0			532146			360			7631637			53.
54. Derivative contracts.....					BHCE A167															
54. Derivative contracts.....					2197695			0			499233			1698462						54.

1. Column A multiplied by credit conversion factor.

2. For nancial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution speci c factor. For other nancial standby letters of credit, use a credit conversion factor of 1.00. See instructions for further information.

3. Or institution-speci c factor.

Schedule HC-R—Continued

				(Column C)	(Column D)	(Column E)	(Column F)				
				Allocation by Risk Weight Category							
				0%		20%		50%		100%	
Dollar Amounts in Thousands											
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		BHCK B697		BHCK B698		BHCK B699	
				21103728		26717301		27448133		98410341	
56. Risk weight factor.....				x 0%		x 20%		x 50%		x 100%	
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)				BHCK B700		BHCK B701		BHCK B702		BHCK B703	
				0		5343460		13724067		98410341	
58. Market risk equivalent assets.....										BHCK 1651	
										0	
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	
										117477868	
										BHCK A222	
60. LESS: Excess allowance for loan and lease losses.....										531828	
										BHCK 3128	
61. LESS: Allocated transfer risk reserve.....										0	
				BHCK A223							
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										116946040	

Schedule HC-R—Continued

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Dollar Amounts in Thousands										BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		1737062	M.1.
With a remaining maturity of													
(Column A) One year or less				(Column B) Over one year through ve years				(Column C) Over ve years					
BHCK				BHCK				BHCK					
3809		10225064		8766		32535682		8767		14704480		M.2.a.	
3812		3941847		8769		732905		8770		16657		M.2.b.	
8771		0		8772		0		8773		0		M.2.c.	
8774		0		8775		0		8776		0		M.2.d.	
8777		0		8778		0		8779		0		M.2.e.	
A000		0		A001		929		A002		0		M.2.f	
g. Credit derivative contracts:													
(1) Investment grade													
C980		2686		C981		60934		C982		198179		M.2.g.(1)	
C983		0		C984		0		C985		0		M.2.g.(2)	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:										BHCK			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)										5479		1585000	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.
6. Market risk equivalent assets attributable to speci c risk (included in Schedule HC-R, 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 securities² (included in Schedule HC, item 19.b)										C502		506000	M.8.d.
9. Goodwill net of any associated deferred tax liability										G221		11708913	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)										BHCK	Percentage		
										G222		4.59	% M.10.

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

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

																			C000
	(Column A) 1–4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands																			
Securitization Activities																			
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711
	0			0			0			0			0			0			0
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																			
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F)	BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718
	0			0			0			0			0			0			0
b. Subordinated securities and other residual interests	BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399
	0			0			0			0			0			0			0
c. Standby letters of credit and other enhancements.....	BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406
	0			0			0			0			0			0			0
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1	BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732
	0			0			0			0			0			0			0
4. Past due loan amounts included in item 1:	BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739
a. 30–89 days past due.....	0			0			0			0			0			0			0
	BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746
b. 90 days or more past due.....	0			0			0			0			0			0			0
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																			
a. Charge-offs.....	BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753
	0			0			0			0			0			0			0
	BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760
b. Recoveries	0			0			0			0			0			0			0

Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
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 5214	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 5214	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				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:	BHCK			
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		8786	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		13976385	M.2.b.
c. Other financial assets ¹	A591		688992	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		92804	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 bank 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 bank 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) bank 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) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

For bank 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 bank holding company's total consolidated assets as of the previous quarter-end, whichever is less.

	Dollar Amount 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 bank holding company wishes to explain, that has been separately disclosed in the bank 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 bank holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the bank holding company's long-term unsecured debt by a material amount. The bank 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 bank holding company					
		0000			750	

Notes to the Balance Sheet—Other

	TEXT	Dollar Amount in Thousands	BHCK				
1.	5356						
			5356				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 Amount 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.