

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, 2010

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 (MM/DD/CCYY) (BHTX J196)

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:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties	4435		475178	1.a.(1)(a)	
(b) All other loans secured by real estate	4436		104752	1.a.(1)(b)	
(c) All other loans.....	F821		404817	1.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		0	1.a.(2)	
b. Income from lease financing receivables	4065		29912	1.b.	
c. Interest income on balances due from depository institutions ¹	4115		2725	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		316	1.d.(1)	
(2) Mortgage-backed securities.....	B489		258264	1.d.(2)	
(3) All other securities.....	4060		1634	1.d.(3)	
e. Interest income from trading assets	4069		0	1.e.	
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		0	1.f.	
g. Other interest income	4518		8747	1.g.	
h. Total interest income (sum of items 1.a through 1.g)	4107		1286345	1.h.	
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517		42448	2.a.(1)(a)	
(b) Time deposits of less than \$100,000	A518		60197	2.a.(1)(b)	
(c) Other deposits	6761		105190	2.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		297	2.a.(2)	
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		40995	2.b.	
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		166612	2.c.	
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		6375	2.d.	
e. Other interest expense	4398		0	2.e.	
f. Total interest expense (sum of items 2.a through 2.e)	4073		422114	2.f.	
3. Net interest income (item 1.h minus item 2.f).....	4074		864231	3.	
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		528415	4.	
5. Noninterest income:					
a. Income from fiduciary activities	4070		5960	5.a.	
b. Service charges on deposit accounts in domestic offices	4483		160032	5.b.	
c. Trading revenue ²	A220		9252	5.c.	
d. (1) Fees and commissions from securities brokerage	C886		11541	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		8431	5.d.(3)	
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)	
(5) Income from other insurance activities.....	C387		1629	5.d.(5)	
e. Venture capital revenue.....	B491		1494	5.e.	
f. Net servicing fees.....	B492		18653	5.f.	
g. Net securitization income	B493		0	5.g.	
h. Not applicable					

1. Includes interest income on time certificates 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.

Schedule HI—Continued

	Dollar Amounts in Thousands	BHCK				
5. i. Net gains (losses) on sales of loans and leases	8560			4259	5.i.	
j. Net gains (losses) on sales of other real estate owned.....	8561			-176	5.j.	
k. Net gains (losses) on sales of other assets (excluding securities).....	B496			306	5.k.	
l. Other noninterest income ³	B497			179480	5.l.	
m. Total noninterest income (sum of items 5.a through 5.l).....	4079			400861	5.m.	
6. a. Realized gains (losses) on held-to-maturity securities	3521			0	6.a.	
b. Realized gains (losses) on available-for-sale securities.....	3196			32192	6.b.	
7. Noninterest expense:						
a. Salaries and employee benefits	4135			420567	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217			163167	7.b.	
c. (1) Goodwill impairment losses.....	C216			0	7.c.(1)	
(2) Amortization expense and impairment losses for other intangible assets.....	C232			24076	7.c.(2)	
d. Other noninterest expense ⁴	4092			253489	7.d.	
e. Total noninterest expense (sum of items 7.a through 7.d)	4093			861299	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			-92430	8.	
9. Applicable income taxes (foreign and domestic).....	4302			-31561	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300			-60869	10.	
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320			3032	11.	
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104			-57837	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			-5	13.	
14. Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340			-57832	14.	

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands	BHCK				
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519			867487	M.1.	
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592			-89174	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			817	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			1506	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number			
	4150			21237	M.5.	
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):						
a. Income and fees from the printing and sale of checks	C013			0	M.6.a.	
b. Earnings on/increase in value of cash surrender value of life insurance	C014			11824	M.6.b.	
c. Income and fees from automated teller machines (ATMs).....	C016			25977	M.6.c.	
d. Rent and other income from other real estate owned	4042			0	M.6.d.	
e. Safe deposit box rent	C015			0	M.6.e.	
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229			0	M.6.f.	

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

Dollar Amounts in Thousands													
		BHCK											
6. g. Bank card and credit card interchange fees.....		F555						58265	M.6.g.				
h. Gains on bargain purchases		J447						0	M.6.h.				
i. <table><tr><td>TEXT</td><td>FX FEE INCOME</td></tr><tr><td>8562</td><td></td></tr></table>		TEXT	FX FEE INCOME	8562		8562						14289	M.6.i.
TEXT	FX FEE INCOME												
8562													
j. <table><tr><td>TEXT</td><td>LETTERS OF CREDIT FEES</td></tr><tr><td>8563</td><td></td></tr></table>		TEXT	LETTERS OF CREDIT FEES	8563		8563						13764	M.6.j.
TEXT	LETTERS OF CREDIT FEES												
8563													
k. <table><tr><td>TEXT</td><td>UNUSED LINE COMMITMENT FEE</td></tr><tr><td>8564</td><td></td></tr></table>		TEXT	UNUSED LINE COMMITMENT FEE	8564		8564						10028	M.6.k.
TEXT	UNUSED LINE COMMITMENT FEE												
8564													
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						19239	M.7.a.				
b. Advertising and marketing expenses		0497						35847	M.7.b.				
c. Directors' fees		4136						0	M.7.c.				
d. Printing, stationery, and supplies.....		C018						8215	M.7.d.				
e. Postage		8403						10740	M.7.e.				
f. Legal fees and expenses		4141						0	M.7.f.				
g. FDIC deposit insurance assessments.....		4146							M.7.g.				
h. Accounting and auditing expenses.....		F556						0	M.7.h.				
i. Consulting and advisory expenses.....		F557						0	M.7.i.				
j. Automated teller machine (ATM) and interchange expenses.....		F558						0	M.7.j.				
k. Telecommunications expenses		F559						9697	M.7.k.				
l. <table><tr><td>TEXT</td><td>COLLECTION EXPENSE</td></tr><tr><td>8565</td><td></td></tr></table>		TEXT	COLLECTION EXPENSE	8565		8565						22675	M.7.l.
TEXT	COLLECTION EXPENSE												
8565													
m. <table><tr><td>TEXT</td><td></td></tr><tr><td>8566</td><td></td></tr></table>		TEXT		8566		8566						0	M.7.m.
TEXT													
8566													
n. <table><tr><td>TEXT</td><td></td></tr><tr><td>8567</td><td></td></tr></table>		TEXT		8567		8567						0	M.7.n.
TEXT													
8567													
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):													
a. (1) <table><tr><td>TEXT</td><td>NET INCOME RELATED TO DISCONTINUED OPERATIONS</td></tr><tr><td>3571</td><td></td></tr></table>		TEXT	NET INCOME RELATED TO DISCONTINUED OPERATIONS	3571		3571						3315	M.8.a.(1)
TEXT	NET INCOME RELATED TO DISCONTINUED OPERATIONS												
3571													
(2) Applicable income tax effect		BHCK	3572					283	M.8.a.(2)				
b. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3573</td><td></td></tr></table>		TEXT		3573		3573						0	M.8.b.(1)
TEXT													
3573													
(2) Applicable income tax effect		BHCK	3574					0	M.8.b.(2)				
c. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3575</td><td></td></tr></table>		TEXT		3575		3575						0	M.8.c.(1)
TEXT													
3575													
(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						11914	M.9.a.				
b. Foreign exchange exposures		8758						-2662	M.9.b.				
c. Equity security and index exposures.....		8759						0	M.9.c.				
d. Commodity and other exposures		8760						0	M.9.d.				
e. Credit exposures		F186						0	M.9.e.				

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
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			63	M.11.
Memorandum item 12.a 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 offices).....	8431			19972	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242			0	M.12.b.(1)
(2) All other insurance premiums	C243			0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983			0	M.12.c.
13. Does the reporting 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.
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			1884	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.					
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		1	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319			64689	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320			59533	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b)(Memorandum item 17.a minus Memorandum item 17.b)	J321			5156	M.17.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

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		2227	6019	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		2227	6019	3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		-57832		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		165136		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.
	bhct				
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		22383323		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

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
Dollar Amounts in Thousands								
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		1305		C892		79	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		30657		C894		46	1.a.(2)
b. Secured by farmland in domestic offices.....	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5411		61303		5412		1633	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		40263		C217		1423	1.c.(2)(a)
(b) Secured by junior liens	C235		173445		C218		4357	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		23283		3589		79	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		14018		C896		248	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897		42872		C898		290	1.e.(2)
f. In foreign offices	B512		0		B513		0	1.f.
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions	4653		0		4663		0	2.a.
b. To foreign banks	4654		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655		0		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile)	4645		45933		4617		6141	4.a.
b. To non-U.S. addressees (domicile)	4646		0		4618		0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards	B514		51384		B515		3058	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		87543		B517		20338	5.b.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		26579		4628		2173	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures.....	F185		0		F187		0	8.a.
b. All other leases	C880		1175		F188		792	8.b.
9. Total (sum of items 1 through 8).....	4635		599760		4605		40657	9.

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

Schedule HI-B—Continued

MEMORANDA

MEMORANDA

Dollar Amounts in Thousands		(Column A) Charge-offs ¹				(Column B) Recoveries				
		Calendar year-to-date								
		BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above		5409			0	5410			0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....		4652			99	4662			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).

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).	Calendar year-to-date			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		13661	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			2209388				1.
	bhct							
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			40657				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			599760				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			528415				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			2178700				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			11428	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390			0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
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 noncontrolling (minority) interest.....	4320				11.
12. Net income (loss)	4340				12.
13. Cash dividends declared.....	4475				13.
14. Net charge-offs.....	6061				14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				15.

Notes to the Income Statement—Other

Enter in the lines provided below any additional information on specific line items on the income statement or to its schedules that the 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.		Cumulative effect of the initial application of FAS 167 related to newly consolidated variable interest entities					
			J536			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement—Other, Continued

TEXT		Dollar 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.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding CompaniesReport at the close of business 20100331**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					1497444		1.a.
b. Interest-bearing balances: ²								
(1) In U.S. offices.....	0395					4509548		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397					0		1.b.(2)
2. Securities:								
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754					0		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773					26698536		2.b.
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic offices	BHDM	B987				0		3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989				0		3.b.
4. Loans and lease financing receivables:								
a. Loans and leases held for sale.....	5369					861575		4.a.
b. Loans and leases, net of unearned income	B528					92819821		4.b.
c. LESS: Allowance for loan and lease losses	3123					2178700		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					90641121		4.d.
5. Trading assets (from Schedule HC-D)	3545					1088690		5.
6. Premises and fixed assets (including capitalized leases)	2145					1020313		6.
7. Other real estate owned (from Schedule HC-M).....	2150					57051		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130					1500		8.
9. Direct and indirect investments in real estate ventures.....	3656					132269		9.
10. Intangible assets:								
a. Goodwill.....	3163					11311132		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426					292880		10.b.
11. Other assets (from Schedule HC-F).....	2160					5849976		11.
12. Total assets (sum of items 1 through 11)	2170					143962035		12.

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

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

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

Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		19529873	13.a.(1)	
(2) Interest-bearing	6636		75445963	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	6631		0	13.b.(1)	
(2) Interest-bearing	6636		523870	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²					
	B993		2836000	14.a.	
	BHCK				
b. Securities sold under agreements to repurchase ³					
	B995		4085337	14.b.	
15. Trading liabilities (from Schedule HC-D)	3548		940435	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		14505911	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures⁴	4062		409452	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities					
	C699		521577	19.b.	
20. Other liabilities (from Schedule HC-G)	2750		2780294	20.	
21. Total liabilities (sum of items 13 through 20)	2948		121578712	21.	
22. Not applicable					
EQUITY CAPITAL					
Bank Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus	3283		0	23.	
24. Common stock (par value)	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240		18537864	25.	
26. a. Retained earnings	3247		4778201	26.a.	
b. Accumulated other comprehensive income ⁵	B530		-932742	26.b.	
c. Other equity capital components ⁶	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210		22383323	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		0	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105		22383323	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		143962035	29.	

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 offices 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.

Schedule HC—Continued

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

BHCK	
C884	1

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) M.1.

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

a. DELOITTE & TOUCHE LLP

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

BOSTON

(2) City (TEXT C708)

MA

02116

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities	0211			0	0213			0	1286			95265	1287			95493	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			118531	8499			119464	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			136272	G303			146963	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			9167250	G307			9495201	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			1645211	G311			1496826	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			11660953	G315			12068792	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities	G320			0	G321			0	G322			1153794	G323			930895	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities	G324			0	G325			0	G326			0	G327			0	4.c.(1)
(2) Other commercial MBS.....	G328			0	G329			0	G330			2230884	G331			2323327	4.c.(2)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			4845	C027			5199	5.a.
b. Structured financial products:																	
(1) Cash	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities	1742			0	1743			0	1744			3000	1746			2999	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510			12312	A511			13377	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct												bhct				
	1754			0	1771			0	1772			26228317	1773			26698536	8.

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

MEMORANDA

Dollar Amounts in Thousands				BHCK				
1. Pledged securities ¹				0416			12136560	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			5560555	M.2.a.
b. Over 1 year to 5 years				0384			3439323	M.2.b.
c. Over 5 years				0387			17685281	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				
	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):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			4845	B845			5199	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts ...	G352			0	G353			0	G354			0	G355			0	M.6.b.

- 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, 2009.

Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				
6. c. Corporate and similar loans		G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....		G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs		G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....		G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets		G372			0	G373			0	G374			0	G375			0	M.6.g.

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		5668	5687					1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		235	573	1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		270	3105	1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1–4 family residential properties:					1420		734		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797		1520	9002	1.c.(1)
(a) Secured by first liens					5367		187	29723	1.c.(2)(a)
(b) Secured by junior liens					5368		787	5220	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460		129	5389	1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties					BHCK				
(2) Loans secured by other nonfarm nonresidential properties.....					F160		418	0373	1.e.(1)
					F161		645	6568	1.e.(2)
					BHDM				
					1288		708	66	
2. Loans to depository institutions and acceptances of other banks	1292		708	66					2.
a. To U.S. banks and other U.S. depository institutions	1296		0						2.a.
b. To foreign banks	1590		0		1590		0		2.b.
3. Loans to finance agricultural production and other loans to farmers					1766		148	23843	3.
4. Commercial and industrial loans	1763		147	50942					4.
a. To U.S. addressees (domicile)	1764		72	901					4.a.
b. To non-U.S. addressees (domicile)									4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		176	47004	6.
a. Credit cards	B538		205	6573					6.a.
b. Other revolving credit plans.....	B539		33	4598					6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		152	55833					6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		0		2081		0		7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions	J454		65	8878	J454		65	8878	9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		207	36	1545		207	36	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		100	6170	J451		100	6170	9.b.(2)
10. Lease financing receivables (net of unearned income).....					2165		27	68212	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		27	68212					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		936	81396	2122		936	81396	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		256072		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
	1616		608		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.b.(2), column A, above	BHCK				
	2746		1864		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		12858		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		92030		M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
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		75084		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, 2009, 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		7718		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		1102		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		245962		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 Offices			
	BHCK				BHDM			
10. Loans measured at fair value:								
a. Loans secured by real estate	F608		387192					M.10.a.
(1) Construction, land development, and other land loans.....					F578		0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F579		0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					F580		0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F581		387192	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		474304		F586		474304	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		380211					M.11.a.
(1) Construction, land development, and other land loans.....					F590		0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		380211	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		443056		F598		443056	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

MEMORANDA – Continued

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

Schedule HC-D—Trading Assets and Liabilities

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. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK			BHDM			
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G379		0	G379		0	4.a.
c. All other residential mortgage-backed securities.....	G380		0	G380		0	4.b.
d. Commercial MBS	G381		0	G381		0	4.c.
5. Other debt securities	G382		0	G382		0	4.d.
a. Structured financial products:							
(1) Cash	G383		0	G383		0	5.a.(1)
(2) Synthetic	G384		0	G384		0	5.a.(2)
(3) Hybrid	G385		0	G385		0	5.a.(3)
b. All other debt securities	G386		0	G386		0	5.b.
6. Loans:							
a. Loans secured by real estate	F610		0				6.a.
(1) Construction, land development, and other land loans.....				F604		0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F605		0	6.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F606		0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F607		0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611		0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612		0	6.a.(4)
(5) Secured by nonfarm nonresidential properties				F613		0	6.a.(5)
b. Commercial and industrial loans	F614		0	F614		0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615		0	F615		0	6.c.(1)
(2) Other revolving credit plans	F616		0	F616		0	6.c.(2)
(3) 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		9911	3541		9911	9.
11. Derivatives with a positive fair value	3543		1078779	3543		1078779	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		1088690	3545		1088690	12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities.....	G209		0	G209		0	13.a.(1)
(2) Debt securities.....	G210		0	G210		0	13.a.(2)
(3) All other assets.....	G211		0	G211		0	13.a.(3)
b. All other trading liabilities.....	F624		0	F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		940435	3547		940435	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548		940435	3548		940435	15.

MEMORANDA

Dollar Amounts in Thousands							
	BHCK			BHDM			
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)							
a. Loans secured by real estate	F790		0				M.1.a.
(1) Construction, land development, and other land loans.....				F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)				F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit				F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F628		0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties				F631		0	M.1.a.(5)
b. Commercial and industrial loans	F632		0	F632		0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F633		0	F633		0	M.1.c.(1)
(2) Other revolving credit plans	F634		0	F634		0	M.1.c.(2)
(3) 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. Loans measured at fair value that are past due 90 days or more:							
a. Fair value.....	F639		0	F639		0	M.2.a.
b. Unpaid principal balance	F640		0	F640		0	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):							
a. Trust preferred securities issued by financial institutions	G299		0	G299		0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		0	G332		0	M.3.b.
c. Corporate and similar loans	G333		0	G333		0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0	G334		0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335		0	G335		0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		0	G651		0	M.3.f.
g. Other collateral or reference assets	G652		0	G652		0	M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

					(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands					BHCK				BHDM				
4. Pledged trading assets:													
a. Pledged securities.....					G387			0	G387			0	M.4.a.
b. Pledged loans.....					G388			0	G388			0	M.4.b.

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		6168328		1.a.
b. NOW, ATS, and other transaction accounts	3187		4891076		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		62460129		1.c.
d. Time deposits of less than \$100,000.....	6648		13572767		1.d.
e. Time deposits of \$100,000 or more.....	2604		7883536		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
	BHOD				
a. Noninterest-bearing balances	3189		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		737192		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164		5198		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less	A242		6497810		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		523870		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		534225		1.
2. Net deferred tax assets ²	2148		456202		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		1310009		4.
5. Life insurance assets	C009		1181233		5.
6. Other	2168		2368307		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		5849976		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			67148	3.
4. Other	B984			2713146	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750			2780294	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 repriceable within one year or mature within one year	3197			38089637	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			17639232	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298			4260847	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408			0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409			0	5.

1. 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		26201490		1.
2. Federal funds sold and securities purchased under agreements to resell.....	3365		0		2.
BHDM					
3. a. Total loans and leases in domestic offices	3516		94902280		3.a.
(1) Loans secured by 1–4 family residential properties in domestic offices	3465		42373579		3.a.(1)
(2) All other loans secured by real estate in domestic offices	3466		15003457		3.a.(2)
BHFN					
b. Total loans in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		0		3.b.
BHCK					
4. a. Trading assets	3401		1116018		4.a.
b. Other earning assets	B985		5559970		4.b.
5. Total consolidated assets	3368		146156209		5.
LIABILITIES					
6. Interest-bearing deposits (domestic)	3517		76312704		6.
7. Interest-bearing deposits (foreign)	3404		576490		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		6078355		8.
9. All other borrowed money	2635		16147629		9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock).....	3519		23333836		11.

(Report only transactions with nonrelated institutions)

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

RSSD ID:

1132449

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines).	3814		14499152		1.a.
b. (1) Unused consumer credit card lines	J455		8038267		1.b.(1)
(2) Other unused credit card lines	J456		396049		1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816		1459172		1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164		101195		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		1357977		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		0		1.c.(2)
d. Securities underwriting.....	3817		0		1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans	J457		15641648		1.e.(1)
(2) Loans to financial institutions	J458		829852		1.e.(2)
(3) All other unused commitments	J459		2505608		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566		5352823		2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820		820157		2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		101803		3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822		0		3.a.
4. Commercial and similar letters of credit.....	3411		73367		4.
5. Not applicable					
6. Securities lent	3433		0		6.

7. Credit derivatives:

a. Notional amounts:

	(Column A) Sold Protection				(Column B) Purchased Protection					
	BHCK				BHCK					
(1) Credit default swaps	C968		0		C969		0			7.a.(1)
(2) Total return swaps	C970		0		C971		0			7.a.(2)
(3) Credit options	C972		0		C973		0			7.a.(3)
(4) Other credit derivatives.....	C974		1368553		C975		0			7.a.(4)

b. Gross fair values:

(1) Gross positive fair value	C219		50254		C221		0			7.b.(1)
(2) Gross negative fair value.....	C220		0		C222		0			7.b.(2)

c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

(a) Sold protection	G401		0							7.c.(1)(a)
(b) Purchased protection	G402		0							7.c.(1)(b)

(2) All other positions:

(a) Sold protection	G403		1368553							7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404		0							7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405		0							7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Remaining Maturity of:													
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years					
Dollar Amounts in Thousands		BHCK				BHCK				BHCK					
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade		G406			531046	G407			757695	G408			79812	7.d.(1)(a)	
(b) Subinvestment grade		G409			0	G410			0	G411			0	7.d.(1)(b)	
(2) Purchased credit protection:															
(a) Investment grade		G412			0	G413			0	G414			0	7.d.(2)(a)	
(b) Subinvestment grade.....		G415			0	G416			0	G417			0	7.d.(2)(b)	
8. Spot foreign exchange contracts.....															
		BHCK													
		8765			26300									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 bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)															
		3430			0									9.	
a. Securities borrowed.....		3432			0									9.a.	
b. Commitments to purchase when-issued securities		3434			0									9.b.	
c. Commitments to sell when-issued securities		3435			0									9.c.	
d. TEXT 6561															
		6561			0									9.d.	
e. TEXT 6562															
		6562			0									9.e.	
f. TEXT 6568															
		6568			0									9.f.	
g. TEXT 6586															
		6586			0									9.g.	
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693	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.
	972539	4199386	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	BHCK 8712	11.d.(1)
	1150942	0	0	0	
(2) Purchased options	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1200942	0	404	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	47643709	76790	0	0	
12. Total gross notional amount of derivative contracts held for trading	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	33739653	4276176	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.
	17228479	0	404	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)
	1000234	78545	0	0	
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	870594	69841	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)
	11023	0	0	0	
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	1096445	0	0	0	

Schedule HC-L—Continued

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

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure	G418			0	G419			0	G420			0	G421			0	G422		978801	
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423			840	G424			0	G425			0	G426			0	G427		0	
(2) Cash—Other currencies	G428			0	G429			0	G430			0	G431			0	G432		0	
(3) U.S. Treasury securities.....	G433			0	G434			0	G435			0	G436			0	G437		0	
(4) U.S. government agency and U.S. government-sponsored agency debt securities.....	G438			0	G439			0	G440			0	G441			0	G442		0	
(5) Corporate bonds	G443			0	G444			0	G445			0	G446			0	G447		0	
(6) Equity securities.....	G448			0	G449			0	G450			0	G451			0	G452		0	
(7) All other collateral	G453			0	G454			0	G455			0	G456			0	G457		0	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458			840	G459			0	G460			0	G461			0	G462		0	

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2009.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK					
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459			3382			
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		9511693			
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		5227671			
4. Other assets acquired in satisfaction of debts previously contracted		6557		6828			
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....		A288		0			
6. Assets covered by loss-sharing agreements with the FDIC:							
a. Loans and leases (included in Schedule HC, items 4.a and 4.b)		J452		0			
b. Other real estate owned (included in Schedule HC, item 7)		J453		0			
c. Debt Securities (included in Schedule HC, items 2.a and 2.b)		J461		0			
d. Other assets		J462		0			
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			
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			
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 question is no, complete the FR Y-10.....		BHCK 6416		1			
<table border="1"> <tr> <td>TEXT</td> </tr> <tr> <td>6428</td> </tr> </table>						TEXT	6428
TEXT							
6428							
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)			Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK					
a. Mortgage servicing assets.....		3164		185295			
(1) Estimated fair value of mortgage servicing assets.....	6438			196901			
b. Purchased credit card relationships and nonmortgage servicing assets		B026		17868			
c. All other identifiable intangible assets		5507		89717			
		bhct					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426		292880			
13. Other real estate owned.....		2150		57051			
14. Other borrowed money:		BHCK					
a. Commercial paper		2309		0			
b. Other borrowed money with a remaining maturity of one year or less		2332		9687693			
c. Other borrowed money with a remaining maturity of more than one year		2333		4818218			
		bhct					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190		14505911			
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			
16. Assets under management in proprietary mutual funds and annuities		BHCK B570		0			

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 nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the 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 nonfinancial 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 nonfinancial 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](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 offices" that are secured (included in Schedule HC, item 14.a)	F064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065		12540378		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:					
a. Senior perpetual preferred stock or similar items.....	G234			0	24.a.
b. Warrants to purchase common stock or similar items.....	G235			0	24.b.

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans ...	F172		17966		F174		7365		F176		27806	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		126912		F175		882		F177		313910	1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		51	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398		99137		5399		50		5400		129426	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens	C236		260572		C237		22149		C229		484292	1.c.(2)(a)
(b) Secured by junior liens	C238		143949		C239		0		C230		228540	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		30416		3500		0		3501		127192	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		18525		F180		2982		F182		109335	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		103840		F181		407		F183		340776	1.e.(2)
f. In foreign offices	B572		0		B573		0		B574		0	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377		0		5378		0		5379		0	2.a.
b. Foreign banks.....	5380		0		5381		0		5382		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		0		1597		0		1583		0	3.
4. Commercial and industrial loans	1606		50906		1607		1660		1608		196579	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		48334		B576		0		B577		66998	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		267126		B579		29206		B580		29404	5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0	6.
7. All other loans	5459		10210		5460		0		5461		27824	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0		F167		0		F168		0	8.a.
b. All other leases.....	F169		1363		F170		0		F171		18227	8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9)	5524			1179256	5525			64701	5526			2100360	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (including loans and leases covered by FDIC loss-sharing agreements)	5612			44020	5613			26995	5614			86723	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615			36923	5616			26077	5617			28560	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866			257	C867			0	C868			1938	11.b.

MEMORANDA

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. 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 offices.....	F661			17485	F662			1875	F663			109058	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658			158	1659			0	1661			8203	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508			259	1912			0	1913			17	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240			8254	C241			0	C226			10813	M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance.....	F667			0	F668			0	F669			0	M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by 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).

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets				3529			1368	3530			4079

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter				C410		901011	M.7.
8. Nonaccrual assets sold during the quarter.....				C411		0	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		992211		1.a.
b. Closed-end junior liens.....	F067		424		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		1048547		3.a.
b. Closed-end junior liens.....	F071		395		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):	BHCK				
a. Closed-end first liens.....	F072		387192		4.a.
b. Closed-end junior liens.....	F073		79		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.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		698		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		76		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		76		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands					BHCK				BHCK				BHCK				BHCK			
ASSETS	bhcy																			
1. Available-for-sale securities	1773	26698536			G474	0			G475	95492			G476	26603044			G477	0		1.
2. Federal funds sold and securities purchased under agreements to resell.....	BHCK																			
	G478	0			G479	0			G480	0			G481	0			G482	0		2.
3. Loans and leases held for sale	G483	861496			G484	0			G485	0			G486	861496			G487	0		3.
4. Loans and leases held for investment.....	G488	0			G489	0			G490	0			G491	0			G492	0		4.
5. Trading assets:	bhct																			
a. Derivative assets	3543	1078779			G493	0			G494	0			G495	1078779			G496	0		5.a.
	BHCK																			
b. Other trading assets	G497	9911			G498	0			G499	0			G500	9911			G501	0		5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																				
	F240	0			F684	0			F692	0			F241	0			F242	0		5.b.(1)
6. All other assets.....	G391	83121			G392	0			G395	2501			G396	0			G804	80620		6.
7. Total assets measured at fair value on a recurring basis	G502	28731843			G503	0			G504	97993			G505	28553230			G506	80620		7.
LIABILITIES	F252	0			F686	0			F694	0			F253	0			F254	0		8.
8. Deposits.....																				
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	0			G508	0			G509	0			G510	0			G511	0		9.
10. Trading liabilities:	bhct																			
a. Derivative liabilities.....	3547	940435			G512	0			G513	0			G514	940435			G515	0		10.a.
	BHCK																			
b. Other trading liabilities.....	G516	0			G517	0			G518	0			G519	0			G520	0		10.b.
11. Other borrowed money	G521	0			G522	0			G523	0			G524	0			G525	0		11.
12. Subordinated notes and debentures	G526	0			G527	0			G528	0			G529	0			G530	0		12.
13. All other liabilities	G805	1096445			G806	0			G807	1428			G808	1095017			G809	0		13.
14. Total liabilities measured at fair value on a recurring basis.....	G531	2036880			G532	0			G533	1428			G534	2035452			G535	0		14.

Schedule HC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				BHCK				BHCK				
Memoranda																						
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																						
a. Mortgage servicing assets.....		G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. Nontrading derivative assets.....		G541			11023	G542			0	G543			2501	G544			0	G545			8522	M.1.b.
c. <div>BHTX G546</div> VENTURE CAPITAL INVESTMENTS		G546			72098	G547			0	G548			0	G549			0	G550			72098	M.1.c.
d. <div>BHTX G551</div>		G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>		G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>		G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																						
a. Loan commitments (not accounted for as derivatives)		F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities.....		G566			1096445	G567			0	G568			1428	G569			1095017	G570			0	M.2.b.
c. <div>BHTX G571</div>		G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>		G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>		G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>		G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands		BHCX			
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	22383323			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	260426			2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value) ..	A221	0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-1193168			4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0			5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ² ...	G215	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	11779511			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	12042554			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	9462			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	12033092			11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	160000			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	1278443			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	479			15.
16. Other Tier 2 capital components	B594	0			16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1438922			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1438922			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	13472014			21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5)	bhct				
	3368	146156209			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	11779511			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) ..	B591	9462			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	134367236			27.
28.–30. Not applicable					
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	8.96 %			31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	11.88 %			32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	13.30 %			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.....	5352823			1.00 or 12.5 ²	5352823			118684		820157		0		4413982		44.
45. Performance standby letters of credit	bhct 6570															
46. Commercial and similar letters of credit	101803			.50	50901			5631		1730		0		43540		45.
47. Risk participations in bankers acceptances acquired by the reporting institution	bhct 3411															
	73367			.20	14673			5		4775		0		9893		46.
	BHCK 3429															
	0			1.00	0			0		0				0		47.
	bhct 3433															
48. Securities lent.....	0			1.00	0			0		0		0		0		48.
49. Retained recourse on small business obligations sold with recourse	bhct A250															
	0			1.00	0			0		0		0		0		49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																
	BHCK B541															
	5678			12.5 ³	70975									70975		50.
51. All other financial assets sold with recourse	BHCK B675															
	7563			1.00	7563			0		0		7563		0		51.
52. All other off-balance sheet liabilities.....	BHCK B681															
	55240			1.00	55240			0		0		0		55240		52.
53. Unused commitments:																
a. With an original maturity exceeding one year.....	BHCK 6572															
	15183915			.50	7591958			0		479878		343		7111737		53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591															
	0			.10	0			0		0		0		0		53.b.
					BHCE A167											
54. Derivative contracts.....					1483280			0		329525		1153755				54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

			(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	
			15216102		22930787		22935257		86221668	
56. Risk weight factor.....			× 0%		× 20%		× 50%		× 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		4586157		11467629		86221668	
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	
									102275454	
60. LESS: Excess allowance for loan and lease losses.....									BHCK A222	
									967405	
61. LESS: Allocated transfer risk reserve.....									BHCK 3128	
									0	
62. Total risk-weighted assets (item 59 minus items 60 and 61).....									BHCK A223	
									101308049	

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands										BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764		1087868	M.1.
With a remaining maturity of													
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years			
Dollar Amounts in Thousands					BHCK					BHCK			
BHCK					BHCK					BHCK			
2. Notional principal amounts of derivative contracts: ¹													
a. Interest rate contracts	3809		6199604		8766		31766427		8767		11851159		M.2.a.
b. Foreign exchange contracts	3812		3879199		8769		391417		8770		5560		M.2.b.
c. Gold contracts	8771		0		8772		0		8773		0		M.2.c.
d. Other precious metals contracts	8774		0		8775		0		8776		0		M.2.d.
e. Other commodity contracts	8777		0		8778		0		8779		0		M.2.e.
f. Equity derivative contracts	A000		0		A001		404		A002		0		M.2.f.
g. Credit derivative contracts:													
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:													
(1) Investment grade	G597		0		G598		0		G599		0		M.2.g.(1)
(2) Subinvestment grade	G600		0		G601		0		G602		0		M.2.g.(2)
Dollar Amounts in Thousands													
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											0	M.3.a.
b. Not applicable.													
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)	C498											0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	A507											0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	2771											0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):													
a. In the form of perpetual preferred stock	5483											0	M.5.a.
b. In the form of common stock	5484											0	M.5.b.

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

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031			0
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
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220			0
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990			0
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502			506000
9. Goodwill net of any associated deferred tax liability	G221			11311132
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			4.04 %

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.

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

3/06

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 5767	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 5767	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands				
		BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:						
a. Outstanding principal balance	A249				0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250				0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):						
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804				7563	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805				16745140	M.2.b.
c. Other financial assets ¹	A591				677362	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				133025	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 Amounts in Thousands	BHBC				
1.	Average loans and leases (net of unearned income).....		3516				1.
2.	Average earning assets		3402				2.
3.	Average total consolidated assets		3368				3.
4.	Average equity capital.....		3519				4.

Notes to the Balance Sheet—Other

Enter in the lines provided below any additional information on specific line items on the balance sheet or its supporting schedules that the 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

		Dollar Amounts in Thousands	BHCK				
1.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.						1.
			G914			0	
2.	Amount of assets included in Schedule HC-R, item 43, Column B, that were booked on-balance-sheet on the implementation date as a result of the bank holding company's implementation of FAS 167		J463			0	2.
3.	Amount of ALLL recognized on the implementation date for assets that were booked on-balance-sheet as a result of the bank holding company's implementation of FAS 167		J537			0	3.
4.	5359						
			5359				4.
5.	5360						
			5360				5.
6.	B027						
			B027				6.

Notes to the Balance Sheet—Other, Continued

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