

## 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, 2011**

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)

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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		387936		1.a.(1)(a)
(b) All other loans secured by real estate .....	4436		91341		1.a.(1)(b)
(c) All other loans.....	F821		361801		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		26308		1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		2081		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		917		1.d.(1)
(2) Mortgage-backed securities.....	B489		170892		1.d.(2)
(3) All other securities.....	4060		1267		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		79		1.f.
g. Other interest income .....	4518		9016		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		1051638		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more .....	A517		26801		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		36766		2.a.(1)(b)
(c) Other deposits .....	6761		54847		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		465		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		51251		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		71542		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		248047		2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074		803591		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		285024		4.
5. Noninterest income:					
a. Income from fiduciary activities .....	4070		6340		5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		139384		5.b.
c. Trading revenue <sup>2</sup> .....	A220		1181		5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		12464		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		9387		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		0		5.d.(4)
(5) Income from other insurance activities.....	C387		1626		5.d.(5)
e. Venture capital revenue.....	B491		5958		5.e.
f. Net servicing fees.....	B492		18239		5.f.
g. Net securitization income .....	B493		0		5.g.

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

2. For 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. h. Not applicable					
i. Net gains (losses) on sales of loans and leases .....	8560			6701	5.i.
j. Net gains (losses) on sales of other real estate owned.....	8561			2290	5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....	B496			4505	5.k.
l. Other noninterest income <sup>3</sup> .....	B497			187044	5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079			395119	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			47377	6.b.
7. Noninterest expense:					
a. Salaries and employee benefits .....	4135			392835	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217			163857	7.b.
c. (1) Goodwill impairment losses.....	C216			0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232			8601	7.c.(2)
d. Other noninterest expense <sup>4</sup> .....	4092			231716	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093			797009	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			164054	8.
9. Applicable income taxes (foreign and domestic).....	4302			57583	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300			106471	10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup> .....	4320			0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11) .....	G104			106471	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103			0	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340			106471	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			804787	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	4592			165250	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			576	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			1168	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150			19769	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):	BHCK				
a. Income and fees from the printing and sale of checks .....	C013			0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance .....	C014			11962	M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016			31439	M.6.c.
d. Rent and other income from other real estate owned .....	4042			0	M.6.d.
e. Safe deposit box rent .....	C015			0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option .....	F229			0	M.6.f.

## Schedule HI—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands

		BHCK					
6. g. Bank card and credit card interchange fees.....		F555			47006		M.6.g.
h. Gains on bargain purchases .....		J447			0		M.6.h.
i. <div>TEXT 8562</div> LETTERS OF CREDIT FEES .....		8562			14199		M.6.i.
j. <div>TEXT 8563</div> UNUSED LINE COMMITMENT FEE .....		8563			12502		M.6.j.
k. <div>TEXT 8564</div> FX FEE INCOME .....		8564			12080		M.6.k.
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			15844		M.7.a.
b. Advertising and marketing expenses .....		0497			24936		M.7.b.
c. Directors' fees .....		4136			0		M.7.c.
d. Printing, stationery, and supplies.....		C018			0		M.7.d.
e. Postage .....		8403			8851		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			12006		M.7.i.
j. Automated teller machine (ATM) and interchange expenses.....		F558			0		M.7.j.
k. Telecommunications expenses .....		F559			9033		M.7.k.
l. <div>TEXT 8565</div> COLLECTION EXPENSE .....		8565			23386		M.7.l.
m. <div>TEXT 8566</div> CARRIER SERVICE EXPENSE .....		8566			7177		M.7.m.
n. <div>TEXT 8567</div> .....		8567			0		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):							
a. (1) <div>TEXT 3571</div> .....		3571					M.8.a.(1)
(2) Applicable income tax effect .....	BHCK	3572			0		M.8.a.(2)
b. (1) <div>TEXT 3573</div> .....		3573					M.8.b.(1)
(2) Applicable income tax effect .....	BHCK	3574			0		M.8.b.(2)
c. (1) <div>TEXT 3575</div> .....		3575					M.8.c.(1)
(2) Applicable income tax effect .....	BHCK	3576			0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)							
Memorandum items 9.a through 9.e are to be completed by 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			593		M.9.a.
b. Foreign exchange exposures .....		8758			588		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

MEMORANDA - CONTINUED

		Dollar Amounts in Thousands						
					BHCK			
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with total assets of \$100 billion or more.<sup>1</sup></b>								
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above) .....					K090		-3627	M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....					K094		0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:								
a. Net gains (losses) on credit derivatives held for trading.....					C889		0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....					C890		0	M.10.b.
11. Credit losses on derivatives (see instructions) .....					A251		9443	M.11.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>								
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....					8431		21850	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		784	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.

<b>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.</b>					
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)) .....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319		125151		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	J320		120915		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		4236		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2010.

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

Dollar Amounts in Thousands		BHCK				
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		2269	3916		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507			0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		2269	3916		3.
	bhct					
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		106	471		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 <sup>1</sup> .....	B511			41559		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		2284	1946		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 post retirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands					(Column A) Charge-offs¹			(Column B) Recoveries			
					BHCK				BHCK		
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)											
1. Loans secured by real estate:											
a. Construction, land development, and other land loans in domestic offices:											
(1) 1–4 family residential construction loans .....					C891		1326	C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans .....					C893		3866	C894		34	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		51445	5412		2465	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:											
(a) Secured by first liens .....					C234		32879	C217		3534	1.c.(2)(a)
(b) Secured by junior liens .....					C235		123992	C218		5776	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....					3588		4296	3589		2849	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:											
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					C895		9322	C896		811	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					C897		25577	C898		1461	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		13189	4617		13656	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		26787	B515		2812	5.a.
b. Automobile loans .....					K129		14925	K133		10535	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....					K205		44623	K206		8555	5.c.
6. Loans to foreign governments and official institutions .....					4643		0	4627		0	6.
7. All other loans .....					4644		8418	4628		2328	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		137	F188		0	8.b.
9. Total (sum of items 1 through 8).....					4635		360782	4605		54816	9.

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



**Schedule HI-B—Continued**

## MEMORANDA

MEMORANDA

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			132	4662			2

M.1.

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		7778	M.3.

Dollar Amounts in Thousands				BHCK			
<b>II. Changes in allowance for loan and lease losses</b>							
1. Balance <b>most recently</b> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			2004948			1.
	bhct						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			54816			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			360782			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			285024			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			1984006			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				7241	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					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 Amounts in Thousands	BHCK			
1.	5351					
			5351			1.
2.	5352					
			5352			2.
3.	5353					
			5353			3.
4.	5354					
			5354			4.
5.	5355					
			5355			5.
6.	B042					
			B042			6.
7.	B043					
			B043			7.
8.	B044					
			B044			8.
9.	B045					
			B045			9.
10.	B046					
			B046			10.

Notes to the Income Statement—Other, Continued

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

Name of Bank Holding Company

**Consolidated Financial Statements for Bank Holding Companies**Report at the close of business 20110331**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands				BHCK				
<b>ASSETS</b>								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081					1399362		1.a.
b. Interest-bearing balances: <sup>2</sup>								
(1) In U.S. offices.....	0395					4720706		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					22552112		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 <sup>3</sup> .....	BHCK	B989				0		3.b.
4. Loans and lease financing receivables:								
a. Loans and leases held for sale.....	5369					294987		4.a.
b. Loans and leases, net of unearned income .....	B528					86723447		4.b.
c. LESS: Allowance for loan and lease losses .....	3123					1984006		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					84739441		4.d.
5. Trading assets (from Schedule HC-D) .....	3545					947008		5.
6. Premises and fixed assets (including capitalized leases) .....	2145					1030598		6.
7. Other real estate owned (from Schedule HC-M).....	2150					121636		7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130					1500		8.
9. Direct and indirect investments in real estate ventures.....	3656					116798		9.
10. Intangible assets:								
a. Goodwill.....	3163					11311132		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426					245952		10.b.
11. Other assets (from Schedule HC-F).....	2160					4490029		11.
12. Total assets (sum of items 1 through 11) .....	2170					131971261		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			
<b>LIABILITIES</b>					
<b>13. Deposits:</b>					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		20217514	13.a.(1)	
(2) Interest-bearing .....	6636		70561178	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	6631			13.b.(1)	
(2) Interest-bearing .....	6636		1142429	13.b.(2)	
<b>14. Federal funds purchased and securities sold under agreements to repurchase:</b>					
a. Federal funds purchased in domestic offices <sup>2</sup> .....					
	B993		3728000	14.a.	
	BHCK				
b. Securities sold under agreements to repurchase <sup>3</sup> .....					
	B995		2677527	14.b.	
<b>15. Trading liabilities (from Schedule HC-D) .....</b>	3548		818061	15.	
<b>16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....</b>	3190		6458730	16.	
<b>17. Not applicable</b>					
<b>18. Not applicable</b>					
<b>19. a. Subordinated notes and debentures<sup>4</sup> .....</b>	4062		404662	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....					
	C699		508534	19.b.	
<b>20. Other liabilities (from Schedule HC-G) .....</b>	2750		2612680	20.	
<b>21. Total liabilities (sum of items 13 through 20) .....</b>	2948		109129315	21.	
<b>22. Not applicable</b>					
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
<b>23. Perpetual preferred stock and related surplus .....</b>	3283		0	23.	
<b>24. Common stock (par value) .....</b>	3230		0	24.	
<b>25. Surplus (exclude all surplus related to preferred stock) .....</b>	3240		18537864	25.	
<b>26. a. Retained earnings .....</b>	3247		4953932	26.a.	
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		-649850	26.b.	
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.	
<b>27. a. Total bank holding company equity capital (sum of items 23 through 26.c) .....</b>	3210		22841946	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000		0	27.b.	
<b>28. Total equity capital (sum of items 27.a and 27.b) .....</b>	G105		22841946	28.	
<b>29. Total liabilities and equity capital (sum of items 21 and 28) .....</b>	3300		131971261	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. 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.<sup>7</sup>

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

b. \_\_\_\_\_  
(1) Name of Engagement Partner (TEXT C704)

\_\_\_\_\_  
(2) City (TEXT C708)

\_\_\_\_\_  
(2) E-mail Address (TEXT C705)

\_\_\_\_\_  
(3) State Abbrev. (TEXT C714)      (4) Zip Code (TEXT C715)

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			598348	1287			598498	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	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			94246	8499			95154	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			110656	G303			121370	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			12318081	G307			12436408	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			1128991	G311			1075697	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			5997429	G315			6197470	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			897832	G323			809257	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities.....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	K150			0	K151			0	K152			526615	K153			545222	4.c.(2)(a)
(b) All other commercial MBS .....	K154			0	K155			0	K156			682746	K157			658339	4.c.(2)(b)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS) .....	C026			0	C988			0	C989			4442	C027			4607	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			500	1746			500	6.b.

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

2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.



## Schedule HC-B—Continued

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				
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	7.
									A510		7336	A511		9590			
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			22367222	1773			22552112	8.

## MEMORANDA

Dollar Amounts in Thousands				BHCK				
1. Pledged securities <sup>1</sup> .....				0416			9648653	M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):								
a. 1 year and less .....				0383			3616526	M.2.a.
b. Over 1 year to 5 years .....				0384			3507252	M.2.b.
c. Over 5 years .....				0387			15418744	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				
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.<sup>4</sup></i>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			4442	B845			4607	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.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

**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	
5. e. Commercial and industrial loans .....		B854	0	B855	0	B856	0	B857	0
f. Other .....		B858	0	B859	0	B860	0	B861	0
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
b. Trust preferred securities issued by real estate investment trusts ..		G352	0	G353	0	G354	0	G355	0
c. Corporate and similar loans .....		G356	0	G357	0	G358	0	G359	0
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....		G360	0	G361	0	G362	0	G363	0
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....		G364	0	G365	0	G366	0	G367	0
f. Diversified (mixed) pools of structured financial products .....		G368	0	G369	0	G370	0	G371	0
g. Other collateral or reference assets .....		G372	0	G373	0	G374	0	G375	0

M.5.e.

M.5.f.

M.6.a.

M.6.b.

M.6.c.

M.6.d.

M.6.e.

M.6.f.

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		51965118						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		170246		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		1377048		1.a.(2)
b. Secured by farmland .....					BHDM				
c. Secured by 1–4 family residential properties:					1420		588		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		17043319		1.c.(1)
(a) Secured by first liens .....									
(b) Secured by junior liens .....					5367		15266968		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties .....					5368		6075031		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460		1401832		1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....									
(2) Loans secured by other nonfarm nonresidential properties.....					BHCK				
2. Loans to depository institutions and acceptances of other banks .....					F160		4355693		1.e.(1)
a. To U.S. banks and other U.S. depository institutions .....					F161		6274393		1.e.(2)
b. To foreign banks .....					BHDM				
3. Loans to finance agricultural production and other loans to farmers .....					1288		53420		2.
4. Commercial and industrial loans .....	1292		53420						2.a.
a. To U.S. addressees (domicile) .....	1296		0						2.b.
b. To non-U.S. addressees (domicile) .....	1590		676		1590		676		3.
5. Not applicable .....							16516297		4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....	1763		16424524						4.a.
a. Credit cards .....	1764		91773						4.b.
b. Other revolving credit plans.....									
c. <b>Automobile loans</b> .....									
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....					1975		14363294		6.
7. Loans to foreign governments and official institutions (including foreign central banks).....	B538		1434064						6.a.
8. Not applicable .....	B539		328594						6.b.
9. Loans to nondepository financial institutions and other loans:	K137		7702355						6.c.
a. Loans to nondepository financial institutions.....									
b. Other loans	K207		4898281						6.d.
(1) Loans for purchasing or carrying securities (secured or unsecured) .....									
(2) All other loans (exclude consumer loans).....	2081		0		2081		0		7.
10. Lease financing receivables (net of unearned income).....									
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	J454		449231		J454		449231		9.a.
b. All other leases.....									
11. LESS: Any unearned income on loans reflected in items 1–9 above .....	1545		5848		1545		5848		9.b.(1)
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).....	J451		1000720		J451		1000720		9.b.(2)
					2165		2663830		10.
	F162		0						10.a.
	F163		2663830						10.b.
	2123		0		2123		0		11.
	2122		87018434		2122		87018434		12.

## Schedule HC-C—Continued

## MEMORANDA

Dollar Amounts in Thousands

	BHDM				
<b>1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):</b>					
<b>a. Construction, land development, and other land loans in domestic offices:</b>					
(1) 1–4 family residential construction loans .....	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans .....	K159			5456	M.1.a.(2)
<b>b. Loans secured by 1–4 family residential properties in domestic offices .....</b>	F576			286678	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices .....</b>	K160			1150	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			10304	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K162			6962	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>					
(1) To U.S. addressees (domicile) .....	K163			9953	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	K164			0	M.1.e.(2)
<b>f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....</b>	K165			46252	M.1.f.
<b>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</b>					
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)
<b>(2) Loans to depository institutions and acceptances of other banks .....</b>					
(3) Loans to finance agricultural production and other loans to farmers .....	K167			0	M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168			0	M.1.f.(3)
(a) Credit cards .....	K098			0	M.1.f.(4)(a)
(b) Automobile loans .....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K204			41786	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267			0	M.1.f.(6)
<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 .....</b>	2746			1695	M.2.
<b>3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....</b>	B837			11594	M.3.
<b>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)</b>					
<b>4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....</b>	C391			233294	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>					
<b>5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):</b>					
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.
<b>6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:</b>					
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			65076	M.6.a.

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

## Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<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 <b>December 31, 2010</b>, 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>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....	F231			6876	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			567	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			281544	M.9.

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCK				BHDM			
<i>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.</i>									
10. Loans measured at fair value:									
a. Loans secured by real estate .....	F608			294987					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			294987	M.10.a.(3)(b)(i)
(ii) Secured by junior liens.....					F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F584			0	M.10.a.(5)
b. Commercial and industrial loans .....	F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans .....	F587			0	F587			0	M.10.c.(2)
(3) <b>Automobile loans</b> .....	K196			0	K196			0	M.10.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K208			0	K208			0	M.10.c.(4)
d. Other loans .....	F589			0	F589			0	M.10.d.

## Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate .....	F609		289638					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		289638	M.11.a.(3)(b)(i)
(ii) Secured by junior liens.....					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F596		0	M.11.a.(5)
b. Commercial and industrial loans .....	F597		0		F597		0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards.....	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans .....	F599		0		F599		0	M.11.c.(2)
(3) <b>Automobile loans</b> .....	K195		0		K195		0	M.11.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K209		0		K209		0	M.11.c.(4)
d. Other loans .....	F601		0		F601		0	M.11.d.

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

Dollar Amounts in Thousands									
13. Not applicable									
14. Pledged loans and leases .....	G378		41645414						M.14.

## 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			
<b>ASSETS</b>							
1. U.S. Treasury securities .....	3531		0	3531		0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) .....	3532		0	3532		0	2.
3. Securities issued by states and political subdivisions in the U.S. ....	3533		0	3533		0	3.
4. Mortgage-backed securities (MBS):							
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK			BHDM			
G379			0	G379		0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380		0	G380		0	4.b.
c. All other residential mortgage-backed securities.....	G381		0	G381		0	4.c.
d. <b>Commercial MBS issued or guaranteed by FNMA, FHLMC, or GNMA</b> .....	K197		0	K197		0	4.d.
e. <b>All other commercial MBS</b> .....	K198		0	K198		0	4.e.
5. Other debt securities							
a. Structured financial products:							
(1) Cash .....	G383		0	G383		0	5.a.(1)
(2) Synthetic .....	G384		0	G384		0	5.a.(2)
(3) Hybrid .....	G385		0	G385		0	5.a.(3)
b. All other debt securities .....	G386		0	G386		0	5.b.
6. Loans:							
a. Loans secured by real estate .....	F610		0				6.a.
(1) Construction, land development, and other land loans.....				F604		0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....				F605		0	6.a.(2)
(3) Secured by 1–4 family residential properties:							
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....				F606		0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens.....				F607		0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611		0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F612		0	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....				F613		0	6.a.(5)
b. Commercial and industrial loans .....	F614		0	F614		0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F615		0	F615		0	6.c.(1)
(2) Other revolving credit plans .....	F616		0	F616		0	6.c.(2)
(3) <b>Automobile loans</b> .....	K199		0	K199		0	6.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K210		0	K210		0	6.c.(4)
d. Other loans .....	F618		0	F618		0	6.d.
7.–8. Not applicable							
9. Other trading assets.....	3541		0	3541		0	9.
10. Not applicable							
11. Derivatives with a positive fair value .....	3543		947008	3543		947008	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		947008	3545		947008	12.



## Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
<b>LIABILITIES</b>								
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		818061		3547		818061	14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct							
(total of column A must equal Schedule HC, item 15).....	3548		818061		3548		818061	15.

## MEMORANDA

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	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) <b>Automobile loans</b> .....	K200		0		K200		0	M.1.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....								
d. Other loans.....	K211		0		K211		0	M.1.c.(4)
d. Other loans.....	F636		0		F636		0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value.....	F639		0		F639		0	M.2.a.
b. Unpaid principal balance .....	F640		0		F640		0	M.2.b.
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 Liabilities<sup>1</sup>**

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		6374578		1.a.
b. NOW, ATS, and other transaction accounts .....	3187		5637251		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		61824559		1.c.
d. Time deposits of less than \$100,000.....	6648		11168769		1.d.
e. Time deposits of \$100,000 or more.....	2604		5773535		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				2.a.
b. NOW, ATS, and other transaction accounts .....	3187				2.b.
c. Money market deposit accounts and other savings accounts.....	2389				2.c.
d. Time deposits of less than \$100,000.....	6648				2.d.
e. Time deposits of \$100,000 or more.....	2604				2.e.

**MEMORANDA**

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243		1704451		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		4031108		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		1142429		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 <sup>1</sup> .....	B556		423865		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		301336		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> 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 <sup>4</sup> .....	1752		1254569		4.
5. Life insurance assets:					
a. <b>General account life insurance assets</b> .....	K201		232246		5.a.
b. <b>Separate account life insurance assets</b> .....	K202		219526		5.b.
c. <b>Hybrid account life insurance assets</b> .....	K270		773429		5.c.
6. Other .....	2168		1285058		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4490029		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 <sup>1</sup> .....	3049						0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557						63946	3.
4. Other .....	B984						2548734	4.
	bhct							
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750						2612680	5.

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

**Schedule HC-H—Interest Sensitivity<sup>1</sup>**

Dollar Amounts in Thousands				BHCK				
1. Earning assets that are repriceable within one year or mature within one year .....	3197						37624205	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						12437911	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298						2000000	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				
<b>ASSETS</b>						
1. Reinsurance recoverables .....	B988				0	1.
2. Total assets .....	C244				0	2.
<b>LIABILITIES</b>						
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				
<b>ASSETS</b>						
1. Reinsurance recoverables .....	C247				0	1.
2. Separate account assets.....	B992				0	2.
3. Total assets .....	C248				0	3.
<b>LIABILITIES</b>						
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			
<b>ASSETS</b>					
<b>1. Securities:</b>					
a. <b>U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)</b> .....					
	B558		592130		1.a.
b. <b>Mortgage-backed securities</b> .....					
	B559		19897820		1.b.
c. <b>All other securities (includes securities issued by states and political subdivisions in the U.S.)</b> .....					
	B560		104033		1.c.
2. Federal funds sold and securities purchased under agreements to resell .....					
	3365		11667		2.
<b>3. a. Total loans and leases in domestic offices</b> .....					
	BHDM				
	3516		86931856		3.a.
(1) Loans secured by 1–4 family residential properties .....					
	3465		38363622		3.a.(1)
(2) All other loans secured by real estate .....					
	3466		13606517		3.a.(2)
(3) <b>Loans to finance agricultural production and other loans to farmers</b> .....					
	3386		413		3.a.(3)
(4) <b>Commercial and industrial loans</b> .....					
	3387		15968243		3.a.(4)
(5) <b>Loans to individuals for household, family, and other personal expenditures:</b>					
(a) <b>Credit cards</b> .....					
	B561		1599710		3.a.(5)(a)
(b) <b>Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....					
	B562		13197091		3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....					
	BHFN				
	3360		0		3.b.
<b>4. a. Trading assets</b> .....					
	BHCK				
	3401		972354		4.a.
b. Other earning assets .....					
	B985		3836817		4.b.
5. Total consolidated assets .....					
	3368		129081477		5.
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic) .....					
	3517		70785003		6.
7. Interest-bearing deposits (foreign) .....					
	3404		653236		7.
8. Federal funds purchased and securities sold under agreements to repurchase .....					
	3353		4743375		8.
9. All other borrowed money .....					
	2635		6968932		9.
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock) .....					
	3519		23427103		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		15865618		1.a.
b. (1) Unused consumer credit card lines .....	J455		5850619		1.b.(1)
(2) Other unused credit card lines.....	J456		474264		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		1290145		1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164		103322		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165		1186823		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		18271225		1.e.(1)
(2) Loans to financial institutions.....	J458		636585		1.e.(2)
(3) All other unused commitments .....	J459		2354626		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566		4967524		2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820		862095		2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		84550		3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822		0		3.a.
4. Commercial and similar letters of credit.....	3411		91540		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		1139764		C975		0			7.a.(4)

## b. Gross fair values:

(1) Gross positive fair value .....	C219		40440		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		1139764							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, 2010.



(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			204330	G407			899462	G408			35972
(b) Subinvestment grade .....				G409			0	G410			0	G411			0
(2) Purchased credit protection:															
(a) Investment grade .....				G412			0	G413			0	G414			0
(b) Subinvestment grade .....				G415			0	G416			0	G417			0
8. Spot foreign exchange contracts .....															
				BHCK				BHCK				BHCK			
				8765			50309								
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) .....															
a. Securities borrowed .....															
b. Commitments to purchase when-issued securities .....															
c. Commitments to sell when-issued securities .....															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
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.
	605500	5232563	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)
	1399144	0	0	0	
(2) Purchased options .....	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1399144	0	1	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	38811967	437901	0	0	
12. Total gross notional amount of derivative contracts held for trading .....	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	31244755	5670464	1	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	10971000	0	0	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)
	908590	103446	5	0	
(2) Gross negative fair value .....	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	782923	100171	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)
	12917	0	0	0	
(2) Gross negative fair value .....	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	592457	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.<sup>1</sup>

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure .....	G418			856	G419			0	G420			0	G421			0	G422			887910
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423			830	G424			0	G425			0	G426			0	G427			350
(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			830	G459			0	G460			0	G461			0	G462			350

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2010.

## 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		4403358	
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		2460033	
4. Other assets acquired in satisfaction of debts previously contracted .....		6557		4484	
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....		A288		250000	
6. <b>Assets covered by loss-sharing agreements with the FDIC:</b>					
a. <b>Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>					
(1) <b>Loans secured by real estate in domestic offices:</b>					
(a) <b>Construction, land development, and other land loans:</b>		BHDM			
(1) <b>1–4 family residential construction loans.....</b>		K169		0	6.a.(1)(a)(1)
(2) <b>Other construction loans and all land development and other land loans .....</b>		K170		0	6.a.(1)(a)(2)
(b) <b>Secured by farmland .....</b>		K171		0	6.a.(1)(b)
(c) <b>Secured by 1–4 family residential properties:</b>					
(1) <b>Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....</b>		K172		0	6.a.(1)(c)(1)
(2) <b>Closed-end loans secured by 1–4 family residential properties:</b>					
(a) <b>Secured by first liens.....</b>		K173		0	6.a.(1)(c)(2)(a)
(b) <b>Secured by junior liens .....</b>		K174		0	6.a.(1)(c)(2)(b)
(d) <b>Secured by multifamily (5 or more) residential properties.....</b>		K175		0	6.a.(1)(d)
(e) <b>Secured by nonfarm nonresidential properties:</b>					
(1) <b>Loans secured by owner-occupied nonfarm nonresidential properties .....</b>		K176		0	6.a.(1)(e)(1)
(2) <b>Loans secured by other nonfarm nonresidential properties .....</b>		K177		0	6.a.(1)(e)(2)
(2) <b>Loans to finance agricultural production and other loans to farmers.....</b>		BHCK			
(3) <b>Commercial and industrial loans .....</b>		K178		0	6.a.(2)
(4) <b>Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>		K179		0	6.a.(3)
(a) <b>Credit cards.....</b>		K180		0	6.a.(4)(a)
(b) <b>Automobile loans .....</b>		K181		0	6.a.(4)(b)
(c) <b>Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....</b>		K182		0	6.a.(4)(c)
(5) <b>All other loans and leases.....</b>		K183		0	6.a.(5)
<b>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</b>					
(a) <b>Loans to depository institutions and acceptances of other banks .....</b>		K184		0	6.a.(5)(a)
(b) <b>Loans to foreign governments and official institutions .....</b>		K185		0	6.a.(5)(b)
(c) <b>Other loans<sup>1</sup> .....</b>		K186		0	6.a.(5)(c)
(d) <b>Lease financing receivables.....</b>		K273		0	6.a.(5)(d)
b. <b>Other real estate owned (included in Schedule HC, item 7):</b>		BHDM			
(1) <b>Construction, land development, and other land in domestic offices.....</b>		K187		0	6.b.(1)
(2) <b>Farmland in domestic offices .....</b>		K188		0	6.b.(2)
(3) <b>1–4 family residential properties in domestic offices .....</b>		K189		0	6.b.(3)
(4) <b>Multifamily (5 or more) residential properties in domestic offices .....</b>		K190		0	6.b.(4)
(5) <b>Nonfarm nonresidential properties in domestic offices .....</b>		K191		0	6.b.(5)

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

## Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices .....		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....		BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....		K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....		J461			0	6.c.
7. Captive insurance and reinsurance subsidiaries:		J462			0	6.d.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....						
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....		K193			0	7.a.
		K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....		BHCK				
		6416			1	11.
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			203119	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				211859	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026			9980	12.b.
c. All other identifiable intangible assets .....		5507			32853	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		0426			245952	12.d.
13. Other real estate owned .....		2150			121636	13.
14. Other borrowed money:		BHCK				
a. Commercial paper .....		2309			0	14.a.
b. Other borrowed money with a remaining maturity of one year or less .....		2332			4403358	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....		2333			2055372	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		3190			6458730	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		B569			1	15.
16. Assets under management in proprietary mutual funds and annuities .....		BHCK				
		B570			0	16.

1. Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting bank holding company.

**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](http://www.examplebhc.com/riskdisclosures))

TEXT  
C497

[http:// WWW.CITIZENSBANK.COM](http://WWW.CITIZENSBANK.COM)

22.

Dollar Amounts in Thousands		BHCK			
Memoranda items 23 and 24 are to be completed by all bank holding companies.					
23. Secured liabilities:					
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....					
	F064			0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) .....					
	F065		5929742		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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans ...	F172		1827		F174		1753		F176		17631	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		32992		F175		7688		F177		262717	1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		30	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		96639		5399		7809		5400		133639	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens .....	C236		307649		C237		11628		C229		600970	1.c.(2)(a)
(b) Secured by junior liens .....	C238		114462		C239		0		C230		184558	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499		22106		3500		0		3501		71102	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties .....	F178		7200		F180		0		F182		125669	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		102376		F181		17792		F183		430436	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		39169		1607		7343		1608		219234	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards .....	B575		22716		B576		0		B577		29325	5.a.
b. <b>Automobile loans</b> .....	K213		79893		K214		0		K215		8225	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K216		124016		K217		30216		K218		12452	5.c.
6. Loans to foreign governments and official institutions .....	5389		0		5390		0		5391		0	6.
7. All other loans .....	5459		6947		5460		0		5461		19463	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		4108		F170		0		F171		3372	8.b.

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

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....													9.
	3505		15		3506		0		3507		0		
10. TOTAL (sum of items 1 through 9).....	5524		962115		5525		84229		5526		2118823		10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) .....													11.
	K036		45735		K037		28187		K038		122517		
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....													11.a.
	K039		41339		K040		27341		K041		28297		
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													11.b.
	K042		371		K043		0		K044		9758		
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													12.a.(1)(a)
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				
	K045		0		K046		0		K047		0		
(b) Other construction loans and all land development and other land loans .....													12.a.(1)(b)
	K048		0		K049		0		K050		0		
(2) Secured by farmland .....	K051		0		K052		0		K053		0		12.a.(2)
(3) Secured by 1–4 family residential properties:													12.a.(3)(a)
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054		0		K055		0		K056		0		
(b) Closed-end loans secured by 1–4 family residential properties:													12.a.(3)(b)(1)
(1) Secured by first liens .....	K057		0		K058		0		K059		0		
(2) Secured by junior liens .....	K060		0		K061		0		K062		0		12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063		0		K064		0		K065		0		12.a.(4)
(5) Secured by nonfarm nonresidential properties:													12.a.(5)(a)
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066		0		K067		0		K068		0		
(b) Loans secured by other nonfarm nonresidential properties .....	K069		0		K070		0		K071		0		12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCK				BHCK				BHCK				12.b.
	K072		0		K073		0		K074		0		
c. Commercial and industrial loans.....	K075		0		K076		0		K077		0		12.c.

## Schedule HC-N—Continued

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
12. d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):															
(1) Credit cards .....	K078			0	K079			0	K080			0	12.d.(1)		
(2) Automobile loans .....	K081			0	K082			0	K083			0	12.d.(2)		
(3) Other consumer loans .....	K084			0	K085			0	K086			0	12.d.(3)		
e. All other loans and leases .....	K087			0	K088			0	K089			0	12.e.		
<i>Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>															
(1) Loans to depository institutions and acceptances of other banks .....	K091			0	K092			0	K093			0	12.e.(1)		
(2) Loans to foreign governments and official institutions .....	K095			0	K096			0	K097			0	12.e.(2)		
(3) Other loans <sup>1</sup> .....	K099			0	K100			0	K101			0	12.e.(3)		
(4) Lease financing receivables .....	K269			0	K271			0	K272			0	12.e.(4)		
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements .....	K102			0	K103			0	K104			0	12.f.		

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

## MEMORANDA

Dollar Amounts in Thousands				BHDM				BHDM				BHDM			
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1-4 family residential construction loans .....	K105			0	K106			0	K107			1165	M.1.a.(1)		
(2) Other construction loans and all land development and other land loans .....	K108			0	K109			0	K110			47010	M.1.a.(2)		
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHCK				BHCK				BHCK						
	F661			19957	F662			0	F663			264922	M.1.b.		
c. Secured by multifamily (5 or more) residential properties in domestic offices ...	BHDM				BHDM				BHDM						
	K111			0	K112			0	K113			9862	M.1.c.		
d. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			5482	M.1.d.(1)		
(2) Loans secured by other nonfarm nonresidential properties .....	K117			0	K118			0	K119			80638	M.1.d.(2)		

## Schedule HC-N—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. <b>Commercial and industrial loans:</b>												
(1) To U.S. addressees (domicile) .....	K120			507	K121			0	K122			32658
(2) To non-U.S. addressees (domicile) .....	K123			0	K124			0	K125			0
f. <b>All other loans (include loans to individuals for household, family, and other personal expenditures) .....</b>												
	K126			4474	K127			0	K128			2853
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices .....	BHDM				BHDM				BHDM			
	K130			0	K131			0	K132			0
(2) Loans to depository institutions and acceptances of other banks .....	BHCK				BHCK				BHCK			
	K134			0	K135			0	K136			0
(3) Loans to finance agricultural production and other loans to farmers .....	K138			0	K139			0	K140			0
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards .....	K274			2759	K275			0	K276			0
(b) Automobile loans .....	K277			0	K278			0	K279			0
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K280			0	K281			0	K282			0
(5) Loans to foreign governments and official institutions .....	K283			0	K284			0	K285			0
(6) Other loans <sup>1</sup> .....	K286			0	K287			0	K288			0
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
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			407	1912			0	1913			0
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			1062	C241			0	C226			0
b. Loans measured at fair value:												
(1) Fair value .....	F664				F665				F666			
(2) Unpaid principal balance .....	F667				F668				F669			

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

Schedule HC-N—Continued

MEMORANDA—Continued

Item 6 is to be reported only by 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			243	3530			0

M.6.

Dollar Amounts in Thousands		BHCK			
7. Additions to nonaccrual assets during the quarter .....		C410		529562	M.7.
8. Nonaccrual assets sold during the quarter.....		C411		34602	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 assets<sup>1</sup> 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 resale<sup>2</sup> 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: <sup>2</sup>					
a. Closed-end first liens.....	F066		896676		1.a.
b. Closed-end junior liens.....	F067		290		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: <sup>2</sup>					
a. Closed-end first liens.....	F068		0		2.a.
b. Closed-end junior liens.....	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. Closed-end first liens.....	F070		1317625		3.a.
b. Closed-end junior liens.....	F071		327		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F674		0		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675		0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. Closed-end first liens.....	F072		294987		4.a.
b. Closed-end junior liens.....	F073		0		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit.....	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans.....	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	F560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		2303		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		605		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		607		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2010.

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				
<b>ASSETS</b>	bhcy																				
1. Available-for-sale securities .....	1773	22552112			G474	0			G475	608089			G476	21944023			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	294987			G484	0			G485	0			G486	294987			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	947008			G493	65033			G494	0			G495	1012041			G496	0			5.a.
	BHCK																				
b. Other trading assets .....	G497	0			G498	0			G499	0			G500	0			G501	0			5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....																					
	F240	0			F684	0			F692	0			F241	0			F242	0			5.b.(1)
6. All other assets.....	G391	67251			G392	5341			G395	0			G396	12917			G804	59675			6.
7. Total assets measured at fair value on a recurring basis .....	G502	23861358			G503	70374			G504	608089			G505	23263968			G506	59675			7.
<b>LIABILITIES</b>	F252	0			F686	0			F694	0			F253	0			F254	0			8.
9. Federal funds purchased and securities sold under agreements to repurchase.....	G507	0			G508	0			G509	0			G510	0			G511	0			9.
10. Trading liabilities:	bhct																				
a. Derivative liabilities .....	3547	818061			G512	65033			G513	0			G514	883094			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	587116			G806	5341			G807	0			G808	592457			G809	0			13.
14. Total liabilities measured at fair value on a recurring basis.....	G531	1405177			G532	70374			G533	0			G534	1475551			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				
<b>Memoranda</b>																						
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			7576	G542			5341	G543			0	G544			12917	G545			0	M.1.b.
c.	<div>BHTX G546</div> VENTURE CAPITAL INVESTMENTS	G546			59675	G547			0	G548			0	G549			0	G550			59675	M.1.c.
d.	<div>BHTX G551</div>	G551				G552			0	G553			0	G554			0	G555			0	M.1.d.
e.	<div>BHTX G556</div>	G556				G557			0	G558			0	G559			0	G560			0	M.1.e.
f.	<div>BHTX G561</div>	G561				G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% 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			587116	G567			5341	G568			0	G569			592457	G570			0	M.2.b.
c.	<div>BHTX G571</div>	G571				G572			0	G573			0	G574			0	G575			0	M.2.c.
d.	<div>BHTX G576</div>	G576				G577			0	G578			0	G579			0	G580			0	M.2.d.
e.	<div>BHTX G581</div>	G581				G582			0	G583			0	G584			0	G585			0	M.2.e.
f.	<div>BHTX G586</div>	G586				G587			0	G588			0	G589			0	G590			0	M.2.f.



This schedule is to be submitted on a consolidated basis.

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BHCX			
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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																		
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			
Allocation by Risk Weight Category																			
0%							20%			50%			100%						
Dollar Amounts in Thousands																			
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010																		
	6120068			0			5392436			727632						0			
	bhcx 1754																		
35. Held-to-maturity securities .....	0			0			0			0			0			0			
	bhcx 1773																		
36. Available-for-sale securities .....	22552112			183875			5906463			14781897			124713			1555164			
37. Federal funds sold and securities purchased under agreements to resell.....	BHCK C225																		
	0						0			0						0			
	bhct 5369																		
38. Loans and leases held for sale .....	294987			0			0			0			294987			0			
	bhct B528																		
39. Loans and leases, net of unearned income .....	86723447			0			9281			2627853			19388041			64698272			
	bhcx 3123																		
40. LESS: Allowance for loan and lease losses .....	1984006			1984006															
	bhcx 3545																		
41. Trading assets.....	947008			947008			0			0			0			0			
	BHCK B639																		
42. All other assets¹ .....	17317645			10842451			915008			765158			9794			4785234			
	bhct 2170																		
43. Total assets (sum of items 34 through 42).....	131971261			9989328			12223188			18902540			19817535			71038670			

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

## Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>	(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.....	4967524	1.00 or 12.5 <sup>2</sup>	4967524	83959	862095	0	4021470	44.				
45. Performance standby letters of credit .....	bhct 6570											
46. Commercial and similar letters of credit .....	84550	.50	42275	5561	1063	0	35651	45.				
	bhct 3411											
47. Risk participations in bankers acceptances acquired by the reporting institution .....	91540	.20	18308	0	3284	0	15024	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											
	6286	12.5 <sup>3</sup>	78575				78575	50.				
51. All other financial assets sold with recourse .....	BHCK B675											
	14312	1.00	14312	0	0	14312	0	51.				
52. All other off-balance sheet liabilities.....	BHCK B681											
	45477	1.00	45477	0	0	0	45477	52.				
53. Unused commitments:												
a. With an original maturity exceeding one year .....	BHCK 6572											
	16543277	.50	8271639	0	560862	7989	7702788	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.....			1400400	0	290110	1110290		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											
<b>Totals</b>											
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	
			12312708			20619954		20950126		82937655	
56. Risk weight factor.....			x 0%			x 20%		x 50%		x 100%	
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....			BHCK B700			BHCK B701		BHCK B702		BHCK B703	
			0			4123991		10475063		82937655	
58. Market risk equivalent assets.....										BHCK 1651	
										69	
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	
										97536778	
										BHCK A222	
60. LESS: Excess allowance for loan and lease losses.....										828743	
										BHCK 3128	
61. LESS: Allocated transfer risk reserve.....										0	
										BHCK A223	
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										96708035	

# 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			1023589	M.1.																																																																																																																																																																																																																		
<div> <div>Dollar Amounts in Thousands</div> <table> <tr> <th colspan="15">With a remaining maturity of</th></tr> <tr> <th colspan="5">(Column A) One year or less</th><th colspan="5">(Column B) Over one year through five years</th><th colspan="5">(Column C) Over five years</th></tr> <tr> <th>BHCK</th><th></th><th></th><th></th><th></th><th>BHCK</th><th></th><th></th><th></th><th></th><th>BHCK</th><th></th><th></th><th></th><th></th></tr> <tr> <td colspan="5"></td><td colspan="5"></td><td colspan="5"></td></tr> <tr> <td>3809</td><td></td><td></td><td>9840758</td><td></td><td>8766</td><td></td><td></td><td>21000973</td><td></td><td>8767</td><td></td><td></td><td>9974880</td><td>M.2.a.</td></tr> <tr> <td>3812</td><td></td><td></td><td>4033522</td><td></td><td>8769</td><td></td><td></td><td>1636942</td><td></td><td>8770</td><td></td><td></td><td>0</td><td>M.2.b.</td></tr> <tr> <td>8771</td><td></td><td></td><td>0</td><td></td><td>8772</td><td></td><td></td><td>0</td><td></td><td>8773</td><td></td><td></td><td>0</td><td>M.2.c.</td></tr> <tr> <td>8774</td><td></td><td></td><td>0</td><td></td><td>8775</td><td></td><td></td><td>0</td><td></td><td>8776</td><td></td><td></td><td>0</td><td>M.2.d.</td></tr> <tr> <td>8777</td><td></td><td></td><td>0</td><td></td><td>8778</td><td></td><td></td><td>0</td><td></td><td>8779</td><td></td><td></td><td>0</td><td>M.2.e.</td></tr> <tr> <td>A000</td><td></td><td></td><td>0</td><td></td><td>A001</td><td></td><td></td><td>1</td><td></td><td>A002</td><td></td><td></td><td>0</td><td>M.2.f.</td></tr> <tr> <td colspan="5"></td><td colspan="5"></td><td colspan="5"></td></tr> <tr> <td colspan="5"></td><td colspan="5"></td><td colspan="5"></td></tr> <tr> <td>G597</td><td></td><td></td><td>0</td><td></td><td>G598</td><td></td><td></td><td>0</td><td></td><td>G599</td><td></td><td></td><td>0</td><td>M.2.g.(1)</td></tr> <tr> <td>G600</td><td></td><td></td><td>0</td><td></td><td>G601</td><td></td><td></td><td>0</td><td></td><td>G602</td><td></td><td></td><td>0</td><td>M.2.g.(2)</td></tr> </table> </div>															With a remaining maturity of															(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years					BHCK					BHCK					BHCK																				3809			9840758		8766			21000973		8767			9974880	M.2.a.	3812			4033522		8769			1636942		8770			0	M.2.b.	8771			0		8772			0		8773			0	M.2.c.	8774			0		8775			0		8776			0	M.2.d.	8777			0		8778			0		8779			0	M.2.e.	A000			0		A001			1		A002			0	M.2.f.																															G597			0		G598			0		G599			0	M.2.g.(1)	G600			0		G601			0		G602			0	M.2.g.(2)
With a remaining maturity of																																																																																																																																																																																																																																
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years																																																																																																																																																																																																																						
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3812			4033522		8769			1636942		8770			0	M.2.b.																																																																																																																																																																																																																		
8771			0		8772			0		8773			0	M.2.c.																																																																																																																																																																																																																		
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8777			0		8778			0		8779			0	M.2.e.																																																																																																																																																																																																																		
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G600			0		G601			0		G602			0	M.2.g.(2)																																																																																																																																																																																																																		
2. Notional principal amounts of derivative contracts: <sup>1</sup>																																																																																																																																																																																																																																
a. Interest rate contracts .....																																																																																																																																																																																																																																
b. Foreign exchange contracts .....																																																																																																																																																																																																																																
c. Gold contracts .....																																																																																																																																																																																																																																
d. Other precious metals contracts .....																																																																																																																																																																																																																																
e. Other commodity contracts .....																																																																																																																																																																																																																																
f. Equity derivative contracts .....																																																																																																																																																																																																																																
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 .....																																																																																																																																																																																																																																
(2) Subinvestment grade .....																																																																																																																																																																																																																																
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																																																																																																																																																																																																																																
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....										5479			0	M.3.a.																																																																																																																																																																																																																		
b. Not applicable.																																																																																																																																																																																																																																
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b) .....										C498			0	M.3.c.																																																																																																																																																																																																																		
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) .....										A507			0	M.3.d.																																																																																																																																																																																																																		
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) .....										2771			0	M.4.																																																																																																																																																																																																																		
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																																																																																																																																																																																																																																
a. In the form of perpetual preferred stock .....										5483			0	M.5.a.																																																																																																																																																																																																																		
b. In the form of common stock .....										5484			0	M.5.b.																																																																																																																																																																																																																		

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

## Schedule HC-R—Continued

### 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 <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502			506000
9. Goodwill net of any associated deferred tax liability .....	G221			10788579
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			3.83 %

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

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

Schedule HC-S—Continued

	(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 6286	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 6286	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				14312	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805				18225371	M.2.b.
c. Other financial assets <sup>1</sup> .....	A591				1096042	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				177424	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) <sup>2</sup> .....	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).

## Schedule HC-V—Variable Interest Entities

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

## Notes to the Balance Sheet—Predecessor Financial Items

For 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

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

Notes to the Balance Sheet—Other, Continued

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