

## 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, 2012**

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)

RBS CITIZENS FINANCIAL GROUP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

*For Federal Reserve Bank Use Only*

RSSD ID

C.I.

S.F.

# Report of Income for Bank Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties .....	4435		369185		1.a.(1)(a)
(b) All other loans secured by real estate .....	4436		85946		1.a.(1)(b)
(c) All other loans .....	F821		348265		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		28650		1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		967		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		5		1.d.(1)
(2) Mortgage-backed securities .....	B489		167535		1.d.(2)
(3) All other securities .....	4060		1194		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		93		1.f.
g. Other interest income .....	4518		8927		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		1010767		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more .....	A517		18407		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		26616		2.a.(1)(b)
(c) Other deposits .....	6761		97434		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		281		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		20009		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		14427		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		183549		2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		827218		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		73406		4.
5. Noninterest income:					
a. Income from fiduciary activities .....	4070		6304		5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		135149		5.b.
c. Trading revenue <sup>2</sup> .....	A220		11133		5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		16048		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		8845		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		0		5.d.(4)
(5) Income from other insurance activities .....	C387		969		5.d.(5)
e. Venture capital revenue .....	B491		2428		5.e.
f. Net servicing fees .....	B492		15211		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		15930					5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-1295					5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		60					5.k.
l. Other noninterest income <sup>3</sup>	B497		185975					5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		396757					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		-5032					6.b.
7. Noninterest expense:								
a. Salaries and employee benefits	4135		438761					7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		167808					7.b.
c. (1) Goodwill impairment losses	C216		0					7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		634					7.c.(2)
d. Other noninterest expense <sup>4</sup>	4092		349298					7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		956501					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		189036					8.
9. Applicable income taxes (foreign and domestic)	4302		69943					9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		119093					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		119093					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		119093					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		828003					M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592		189820					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		449					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		1022					M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK	Number						
	4150		19049					M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):								
a. Income and fees from the printing and sale of checks	C013		0					M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		12772					M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		22494					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

Memorandum A - Continued													
Dollar Amounts in Thousands													
6. g. Bank card and credit card interchange fees.....			BHCK										
h. Gains on bargain purchases.....			F555				30480		M.6.g.				
i. <table><tr><td>TEXT</td><td>LETTERS OF CREDIT FEES</td></tr><tr><td>8562</td><td></td></tr></table>			TEXT	LETTERS OF CREDIT FEES	8562		J447				0		M.6.h.
TEXT	LETTERS OF CREDIT FEES												
8562													
j. <table><tr><td>TEXT</td><td>UNUSED LINE COMMITMENT FEE</td></tr><tr><td>8563</td><td></td></tr></table>			TEXT	UNUSED LINE COMMITMENT FEE	8563		8562				12857		M.6.i.
TEXT	UNUSED LINE COMMITMENT FEE												
8563													
k. <table><tr><td>TEXT</td><td>SYNDICATION FEES</td></tr><tr><td>8564</td><td></td></tr></table>			TEXT	SYNDICATION FEES	8564		8563				13713		M.6.j.
TEXT	SYNDICATION FEES												
8564													
			8564				19451		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				16763		M.7.a.				
b. Advertising and marketing expenses.....			0497				19858		M.7.b.				
c. Directors' fees.....			4136				0		M.7.c.				
d. Printing, stationery, and supplies.....			C018				0		M.7.d.				
e. Postage.....			8403				0		M.7.e.				
f. Legal fees and expenses.....			4141				0		M.7.f.				
g. FDIC deposit insurance assessments.....			4146						M.7.g.				
h. Accounting and auditing expenses.....			F556				0		M.7.h.				
i. Consulting and advisory expenses.....			F557				21993		M.7.i.				
j. Automated teller machine (ATM) and interchange expenses.....			F558				0		M.7.j.				
k. Telecommunications expenses.....			F559				0		M.7.k.				
l. <table><tr><td>TEXT</td><td>OPERATING LOSSES</td></tr><tr><td>8565</td><td></td></tr></table>			TEXT	OPERATING LOSSES	8565		8565				148318		M.7.l.
TEXT	OPERATING LOSSES												
8565													
m. <table><tr><td>TEXT</td><td>COLLECTION SERVICE EXPENSE</td></tr><tr><td>8566</td><td></td></tr></table>			TEXT	COLLECTION SERVICE EXPENSE	8566		8566				14252		M.7.m.
TEXT	COLLECTION SERVICE EXPENSE												
8566													
n. <table><tr><td>TEXT</td><td></td></tr><tr><td>8567</td><td></td></tr></table>			TEXT		8567		8567				0		M.7.n.
TEXT													
8567													
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):													
a. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3571</td><td></td></tr></table>			TEXT		3571		3571						M.8.a.(1)
TEXT													
3571													
(2) Applicable income tax effect.....			BHCK		3572		0		M.8.a.(2)				
b. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3573</td><td></td></tr></table>			TEXT		3573		3573						M.8.b.(1)
TEXT													
3573													
(2) Applicable income tax effect.....			BHCK		3574		0		M.8.b.(2)				
c. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3575</td><td></td></tr></table>			TEXT		3575		3575						M.8.c.(1)
TEXT													
3575													
(2) Applicable income tax effect.....			BHCK		3576		0		M.8.c.(2)				
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)													
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				10633		M.9.a.				
b. Foreign exchange exposures.....			8758				500		M.9.b.				
c. Equity security and index exposures.....			8759				0		M.9.c.				
d. Commodity and other exposures.....			8760				0		M.9.d.				
e. Credit exposures.....			F186				0		M.9.e.				

## Schedule HI—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<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			1501	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			1597	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			24892	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			
<b>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.</b>					
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			15352	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				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			145944	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	J320			140249	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			5695	M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2011.

**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		2339	2897	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		2339	2897	3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	4340		119	093	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		117	232	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		2362	9222	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

					(Column A) Charge-offs¹				(Column B) Recoveries				
Dollar Amounts in Thousands					BHCK				BHCK				
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>													
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		863		C892		2573		1.a.(1)
(2) Other construction loans and all land development and other land loans .....					C893		4597		C894		2941		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		35363		5412		2441		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:													
(a) Secured by first liens .....					C234		31245		C217		6654		1.c.(2)(a)
(b) Secured by junior liens .....					C235		75122		C218		7303		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....					3588		2788		3589		1611		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					C895		10020		C896		2971		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....					C897		10149		C898		9504		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		23375		4617		16097		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		15997		B515		2134		5.a.
b. <b>Automobile loans</b> .....					K129		8289		K133		8032		5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....					K205		33472		K206		6223		5.c.
6. Loans to foreign governments and official institutions .....					4643		0		4627		0		6.
7. All other loans .....					4644		11426		4628		1839		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		0		F188		327		8.b.
9. Total (sum of items 1 through 8).....					4635		262706		4605		70650		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			35	4662			4

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		5154	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			1697681				1.
	bhct							
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			70650				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			262706				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			73406				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			1579031				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				4622	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	INCLUDED IN HI-CONTINUED LINE ITEM 7L IS ACCRUED LITIGATION SETTLEMENT EXPENSE.				
			5351		137500	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 20120331

## 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						1413062	1.a.
b. Interest-bearing balances: <sup>2</sup>								
(1) In U.S. offices.....	0395						1867251	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						21695456	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						571761	4.a.
b. Loans and leases, net of unearned income .....	B528						87805569	4.b.
c. LESS: Allowance for loan and lease losses .....	3123						1579031	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529						86226538	4.d.
5. Trading assets (from Schedule HC-D) .....	3545						1160173	5.
6. Premises and fixed assets (including capitalized leases) .....	2145						1162418	6.
7. Other real estate owned (from Schedule HC-M).....	2150						113603	7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130						1500	8.
9. Direct and indirect investments in real estate ventures.....	3656						99193	9.
10. Intangible assets:								
a. Goodwill.....	3163						11311133	10.a.
b. Other intangible assets (from Schedule HC-M).....	0426						178248	10.b.
11. Other assets (from Schedule HC-F).....	2160						4163304	11.
12. Total assets (sum of items 1 through 11) .....	2170						129963640	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>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		24812472	13.a.(1)	
(2) Interest-bearing .....	6636		67794899	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	6631		0	13.b.(1)	
(2) Interest-bearing .....	6636		1459397	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices <sup>2</sup> .....					
	B993		924000	14.a.	
b. Securities sold under agreements to repurchase <sup>3</sup> .....					
	B995		1864888	14.b.	
15. Trading liabilities (from Schedule HC-D) .....	3548		1057370	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3190		5503111	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		400000	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699		508404	19.b.	
20. Other liabilities (from Schedule HC-G) .....	2750		2009877	20.	
21. Total liabilities (sum of items 13 through 20) .....	2948		106334418	21.	
22. Not applicable					
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus .....	3283		0	23.	
24. Common stock (par value) .....	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock) .....	3240		18567725	25.	
26. a. Retained earnings .....	3247		5472325	26.a.	
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		-410828	26.b.	
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	3210		23629222	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000		0	27.b.	
28. Total equity capital (sum of items 27.a and 27.b) .....	G105		23629222	28.	
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300		129963640	29.	

1. Includes noninterest-bearing demand, time, and savings deposits.

2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."

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

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

5. Includes 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)

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

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

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

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

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

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities .....	0211			0	0213			0	1286			15015	1287			15013	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			81759	8499			86174	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			290464	G303			309218	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			14588459	G307			15039426	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			825759	G311			763367	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) <b>Issued or guaranteed by U.S. Government agencies or             sponsored agencies<sup>3</sup></b> .....	G312			0	G313			0	G314			3809861	G315			3950655	4.b.(1)
(2) <b>Collateralized by MBS issued or guaranteed by U.S.             Government agencies or sponsored agencies<sup>3</sup></b> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities .....	G320			0	G321			0	G322			716012	G323			634174	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) <b>Issued or guaranteed by FNMA, FHLMC, or GNMA</b> .....	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) <b>Other pass-through securities</b> .....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) <b>Issued or guaranteed by U.S. Government agencies                 or sponsored agencies<sup>3</sup></b> .....	K150			0	K151			0	K152			491374	K153			506225	4.c.(2)(a)
(b) <b>All other commercial MBS</b> .....	K154			0	K155			0	K156			388320	K157			379263	4.c.(2)(b)

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

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

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



## Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale										
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value						
	BHCK				BHCK				BHCK				BHCK						
5. Asset-backed securities and structured financial products:																	5.a.		
a. Asset-backed Securities (ABS) .....	C026			0	C988			0	C989			4033	C027			4408			
b. Structured financial products:																	5.b.(1) 5.b.(2) 5.b.(3)		
(1) Cash .....	G336			0	G337			0	G338			0	G339			0			
(2) Synthetic .....	G340			0	G341			0	G342			0	G343			0			
(3) Hybrid .....	G344			0	G345			0	G346			0	G347			0			
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		
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	7.		
									A510			5266	A511			7033			
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					8.
	1754			0	1771			0	1772			21216822	1773			21695456			

## MEMORANDA

Dollar Amounts in Thousands		BHCK			
1. Pledged securities <sup>1</sup> .....		0416		5346585	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		2129528	M.2.a.
b. Over 1 year to 5 years .....		0384		3205214	M.2.b.
c. Over 5 years .....		0387		16353681	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) .....		1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost .....		8782		0	M.4.a.
b. Fair value .....		8783		0	M.4.b.

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

## Schedule HC-B—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. <sup>1</sup>																	
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			4033	B845			4408	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans.....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts ..	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374			0	G375			0	M.6.g.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

**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		49293013						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		150167		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		1308171		1.a.(2)
b. Secured by farmland .....					BHDM				
c. Secured by 1–4 family residential properties:					1420		1564		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		17746840		1.c.(1)
(a) Secured by first liens .....					5367		14235584		1.c.(2)(a)
(b) Secured by junior liens .....					5368		4761027		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties .....					1460		1101151		1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....					BHCK				
(2) Loans secured by other nonfarm nonresidential properties.....					F160		4276481		1.e.(1)
					F161		5712028		1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks .....	1292		64406		1288		64406		2.
a. To U.S. banks and other U.S. depository institutions .....	1296		0						2.a.
b. To foreign banks .....	1590		2		1590		2		2.b.
3. Loans to finance agricultural production and other loans to farmers .....					1766		19704687		3.
4. Commercial and industrial loans .....	1763		19502917						4.
a. To U.S. addressees (domicile) .....	1764		201770						4.a.
b. To non-U.S. addressees (domicile) .....									4.b.
5. Not applicable .....									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....					1975		14267765		6.
a. Credit cards .....	B538		1445636						6.a.
b. Other revolving credit plans.....	B539		336776						6.b.
c. <b>Automobile loans</b> .....	K137		8579538						6.c.
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K207		3905815						6.d.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		0		2081		0		7.
8. Not applicable .....									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions.....	J454		765970		J454		765970		9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		2398		1545		2398		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		997739		J451		997739		9.b.(2)
10. Lease financing receivables (net of unearned income).....					2165		3281350		10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	F162		0						10.a.
b. All other leases .....	F163		3281350						10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above .....	2123		0		2123		0		11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122		88377330		2122		88377330		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			46	M.1.a.(2)
<b>b. Loans secured by 1–4 family residential properties in domestic offices .....</b>	F576			337837	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices .....</b>	K160			0	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			86	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K162			33310	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>	BHCK				
(1) To U.S. addressees (domicile) .....	K163			28123	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			32418	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>	BHDM				
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)
	BHCK				
(2) Loans to depository institutions and acceptances of other banks .....	K167			0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	K168			0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	K098			0	M.1.f.(4)(a)
(b) Automobile loans .....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K204			0	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			1419	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			13833	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			88554	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			55740	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, 2011</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>		F231			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....			5961		
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	146		
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	297026		

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	571664				
(1) Construction, land development, and other land loans .....					F578	0	
(2) Secured by farmland (including farm residential and other improvements) .....					F579	0	
(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	
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens .....					F581	571664	
(ii) Secured by junior liens .....					F582	0	
(4) Secured by multifamily (5 or more) residential properties .....					F583	0	
(5) Secured by nonfarm nonresidential properties .....					F584	0	
b. Commercial and industrial loans .....		F585	0			F585	0
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
(2) Other revolving credit plans .....		F587	0			F587	0
(3) <b>Automobile loans</b> .....		K196	0			K196	0
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....		K208	0			K208	0
d. Other loans .....		F589	0			F589	0

## 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		556313					
(1) Construction, land development, and other land loans.....					F590			0
(2) Secured by farmland (including farm residential and other improvements) .....					F591			0
(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
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		556313	
(ii) Secured by junior liens.....					F594			0
(4) Secured by multifamily (5 or more) residential properties.....					F595			0
(5) Secured by nonfarm nonresidential properties .....					F596			0
b. Commercial and industrial loans .....	F597			0	F597			0
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
(2) Other revolving credit plans .....	F599			0	F599			0
(3) <b>Automobile loans</b> .....	K195			0	K195			0
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K209			0	K209			0
d. Other loans .....	F601			0	F601			0

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
b. Commercial and industrial loans .....	G094			0	G095			0	G096			0
c. Loans to individuals for household, family, and other personal expenditures .....	G097			0	G098			0	G099			0
d. All other loans and all leases .....	G100			0	G101			0	G102			0

Dollar Amounts in Thousands									
13. Not applicable									
14. Pledged loans and leases .....	G378			41893745					

## 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
2. U.S. government agency obligations (exclude mortgage-backed securities) .....	3532		0	3532		0
3. Securities issued by states and political subdivisions in the U.S. ....	3533		0	3533		0
4. Mortgage-backed securities (MBS):						
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK			BHDM		
b. <b>Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup> (include CMOs, REMICs, and stripped MBS)</b> .....	G379		0	G379		0
c. All other residential mortgage-backed securities .....	G380		0	G380		0
d. <b>Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup></b> .....	G381		0	G381		0
e. <b>All other commercial MBS</b> .....	K197		0	K197		0
5. Other debt securities	K198		0	K198		0
a. Structured financial products:						
(1) Cash .....	G383		0	G383		0
(2) Synthetic .....	G384		0	G384		0
(3) Hybrid .....	G385		0	G385		0
b. All other debt securities .....	G386		0	G386		0
6. Loans:						
a. Loans secured by real estate .....	F610		0			
(1) Construction, land development, and other land loans .....				F604		0
(2) Secured by farmland (including farm residential and other improvements) .....				F605		0
(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
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens .....				F607		0
(ii) Secured by junior liens .....				F611		0
(4) Secured by multifamily (5 or more) residential properties .....				F612		0
(5) Secured by nonfarm nonresidential properties .....				F613		0
b. Commercial and industrial loans .....	F614		0	F614		0
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
(2) Other revolving credit plans .....	F616		0	F616		0
(3) <b>Automobile loans</b> .....	K199		0	K199		0
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K210		0	K210		0
d. Other loans .....	F618		0	F618		0

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



## Schedule HC-D—Continued

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCK				BHDM				
7.–8. Not applicable									
	BHCM				BHCK				
9. Other trading assets.....	3541			9	3541			9	9.
10. Not applicable									
11. Derivatives with a positive fair value .....	3543		1160164		3543		1160164		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
	3545		1160173		3545		1160173		12.
	BHCK				BHDM				
LIABILITIES									
13. a. Liability for short positions:									
(1) Equity securities.....	G209			0	G209			0	13.a.(1)
(2) Debt securities .....	G210			0	G210			0	13.a.(2)
(3) All other assets.....	G211			0	G211			0	13.a.(3)
b. All other trading liabilities.....	F624			0	F624			0	13.b.
14. Derivatives with a negative fair value.....	3547		1057370		3547		1057370		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
	3548		1057370		3548		1057370		15.

## MEMORANDA

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

**Schedule HC-D—Continued**

## MEMORANDA (continued)

MEMORANDUM (continued)

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

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

**Schedule HC-E—Deposit Liabilities<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. <b>Noninterest-bearing balances<sup>2</sup></b> .....	2210		8695277		1.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3187		3549755		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		67053821		1.c.
d. Time deposits of less than \$100,000.....	6648		9139922		1.d.
e. Time deposits of \$100,000 or more.....	2604		4168596		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	BHOD				
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3189				2.a.
c. Money market deposit accounts and other savings accounts.....	3187				2.b.
d. Time deposits of less than \$100,000.....	2389				2.c.
e. Time deposits of \$100,000 or more.....	6648				2.d.
	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		2070670		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		3006063		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		1459397		M.4.

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

**Schedule HC-F—Other Assets**

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		381057		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		0		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		1109437		4.
5. Life insurance assets:					
a. <b>General account life insurance assets</b> .....	K201		240494		5.a.
b. <b>Separate account life insurance assets</b> .....	K202		224811		5.b.
c. <b>Hybrid account life insurance assets</b> .....	K270		802669		5.c.
6. Other .....	2168		1404836		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4163304		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				
1. Not applicable					
2. Net deferred tax liabilities <sup>1</sup> .....	3049		69029		2.
3. Allowance for credit losses on off-balance sheet credit exposures .....	B557		56632		3.
4. Other .....	B984		1884216		4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750		2009877		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				
1. Earning assets that are repriceable within one year or mature within one year .....	3197		48211978		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		10658866		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		400000		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>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		15021	1.a.	
b. Mortgage-backed securities .....	B559		21082029	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		94710	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		0	2.	
3. a. Total loans and leases in domestic offices .....	BHDM				
(1) Loans secured by 1–4 family residential properties .....	3516		87330375	3.a.	
(2) All other loans secured by real estate .....	3465		37014515	3.a.(1)	
(3) Loans to finance agricultural production and other loans to farmers .....	3466		12609863	3.a.(2)	
(4) Commercial and industrial loans .....	3386		33	3.a.(3)	
(5) Loans to individuals for household, family, and other personal expenditures:	3387		19181098	3.a.(4)	
(a) Credit cards .....	B561		1611186	3.a.(5)(a)	
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B562		12046391	3.a.(5)(b)	
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	BHFN				
	3360		0	3.b.	
4. a. Trading assets .....	BHCK				
b. Other earning assets .....	3401		1233623	4.a.	
5. Total consolidated assets .....	B985		2533744	4.b.	
	3368		128079276	5.	
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		85176480	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		677358	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		3819122	8.	
9. All other borrowed money .....	2635		5147731	9.	
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		23656112	11.	

1. Includes interest-bearing demand deposits.

(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		16278177		1.a.
b. (1) Unused consumer credit card lines .....	J455		6686274		1.b.(1)
(2) Other unused credit card lines.....	J456		550438		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		1491198		1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164		107644		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165		1383554		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		22108877		1.e.(1)
(2) Loans to financial institutions.....	J458		1112551		1.e.(2)
(3) All other unused commitments .....	J459		2851473		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566		4171530		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		733881		2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570		139866		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		94654		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		1027565		C975		0			7.a.(4)

## b. Gross fair values:

(1) Gross positive fair value .....	C219		31491		C221		0			7.b.(1)
(2) Gross negative fair value.....	C220		608		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		1027565							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, 2011.



(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			322154	G407			652069	G408			53342	7.d.(1)(a)
(b) Subinvestment grade .....		G409			0	G410			0	G411			0	7.d.(1)(b)
(2) Purchased credit protection:														
(a) Investment grade .....		G412			0	G413			0	G414			0	7.d.(2)(a)
(b) Subinvestment grade.....		G415			0	G416			0	G417			0	7.d.(2)(b)
8. Spot foreign exchange contracts.....														
		BHCK				8765			59706					8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....														
a. Securities borrowed.....		3430			0								9.	
b. Commitments to purchase when-issued securities .....		3432			0								9.a.	
c. Commitments to sell when-issued securities .....		3434			0								9.b.	
		3435			0								9.c.	
d. TEXT 6561														
		6561			0								9.d.	
e. TEXT 6562														
		6562			0								9.e.	
f. TEXT 6568														
		6568			0								9.f.	
g. TEXT 6586														
		6586			0								9.g.	
10. Not applicable														

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	11.a.
	0	0	0	0	
b. Forward contracts.....	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	11.b.
	1541000	5820529	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)
	1062196	0	0	0	
(2) Purchased options .....	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1078196	0	0	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	34024548	600158	0	0	
12. Total gross notional amount of derivative contracts held for trading .....	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	29188710	6420687	0	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	8517230	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)
	1139849	73943	0	0	
(2) Gross negative fair value .....	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	1042245	68753	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)
	31124	0	0	0	
(2) Gross negative fair value .....	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	392635	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			1055	G419			0	G420			0	G421			0	G422			1126598
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423			1080	G424			0	G425			0	G426			0	G427			3358
(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			1080	G459			0	G460			0	G461			0	G462			3358

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2011.

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459			3382	1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555		3850757	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6556		2052354	3.
4. Other assets acquired in satisfaction of debts previously contracted .....		6557		3927	4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....		A288		0	5.
<b>6. Assets covered by loss-sharing agreements with the FDIC:</b>					
<b>a. Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>					
<b>(1) Loans secured by real estate in domestic offices:</b>					
<b>(a) Construction, land development, and other land loans:</b>					
<b>(1) 1–4 family residential construction loans.....</b>					
<b>(2) Other construction loans and all land development and other land loans .....</b>					
<b>(b) Secured by farmland .....</b>					
<b>(c) Secured by 1–4 family residential properties:</b>					
<b>(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....</b>					
<b>(2) Closed-end loans secured by 1–4 family residential properties:</b>					
<b>(a) Secured by first liens.....</b>					
<b>(b) Secured by junior liens .....</b>					
<b>(d) Secured by multifamily (5 or more) residential properties.....</b>					
<b>(e) Secured by nonfarm nonresidential properties:</b>					
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties .....</b>					
<b>(2) Loans secured by other nonfarm nonresidential properties .....</b>					
<b>(2) Loans to finance agricultural production and other loans to farmers.....</b>					
<b>(3) Commercial and industrial loans .....</b>					
<b>(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>					
<b>(a) Credit cards.....</b>					
<b>(b) Automobile loans .....</b>					
<b>(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....</b>					
<b>(5) All other loans and leases.....</b>					
<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>					
<b>(a) Loans to depository institutions and acceptances of other banks .....</b>					
<b>(b) Loans to foreign governments and official institutions .....</b>					
<b>(c) Other loans<sup>1</sup> .....</b>					
<b>(d) Lease financing receivables.....</b>					
<b>b. Other real estate owned (included in Schedule HC, item 7):</b>					
<b>(1) Construction, land development, and other land in domestic offices.....</b>					
<b>(2) Farmland in domestic offices .....</b>					
<b>(3) 1–4 family residential properties in domestic offices .....</b>					
<b>(4) Multifamily (5 or more) residential properties in domestic offices .....</b>					
<b>(5) Nonfarm nonresidential properties in domestic offices .....</b>					

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			165462	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				169836	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026			0	12.b.
c. All other identifiable intangible assets .....		5507			12786	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		0426			178248	12.d.
13. Other real estate owned .....		2150			113603	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			3450757	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....		2333			2052354	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		3190			5503111	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			20.a.
b.	Balances due from related institutions:				
	(1) Due from the bank holding company (parent company only), gross.....	4832			20.b.(1)
	(2) Due from subsidiary banks of the bank holding company, gross.....	4833			20.b.(2)
	(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834			20.b.(3)
c.	Balances due to related institutions:				
	(1) Due to bank holding company (parent company only), gross.....	5041			20.c.(1)
	(2) Due to subsidiary banks of the bank holding company, gross.....	5043			20.c.(2)
	(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045			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			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			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

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

5476977

23.b.

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

a. Senior perpetual preferred stock or similar items .....

G234

0

24.a.

b. Warrants to purchase common stock or similar items .....

G235

0

24.b.



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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans ...	F172		181		F174		0		F176		4765	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		25049		F175		0		F177		155909	1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....	5398		88471		5399		0		5400		130177	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens .....	C236		288142		C237		10747		C229		532094	1.c.(2)(a)
(b) Secured by junior liens .....	C238		71168		C239		0		C230		122336	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499		3112		3500		402		3501		30133	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties .....	F178		5993		F180		17691		F182		122654	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		37197		F181		2041		F183		274517	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		22549		1607		44		1608		138834	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards .....	B575		18196		B576		0		B577		21163	5.a.
b. <b>Automobile loans</b> .....	K213		44061		K214		15		K215		4309	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K216		95941		K217		36145		K218		11272	5.c.
6. Loans to foreign governments and official institutions .....	5389		0		5390		0		5391		0	6.
7. All other loans .....	5459		16288		5460		0		5461		3674	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		4808		F170		0		F171		816	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			0	3506			0	3507			0	
10. TOTAL (sum of items 1 through 9).....	5524			721156	5525			67085	5526			1552653	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			43565	K037			33993	K038			158105	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....													11.
	K039			40216	K040			32973	K041			24264	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													11.
	K042			582	K043			0	K044			26854	11.b.
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:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				12.a.(1)(a)
	K045			0	K046			0	K047			0	
(b) Other construction loans and all land development and other land loans .....													
	K048			0	K049			0	K050			0	12.a.(1)(b)
(2) Secured by farmland .....	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other 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.
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):													
(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

MEMORANDUM		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				27937	M.1.a.(2)										
b. Loans secured by 1–4 family residential properties in domestic offices .....		BHCK					BHCK					BHCK													
		F661			27792	F662			653	F663				212192	M.1.b.										
c. Secured by multifamily (5 or more) residential properties in domestic offices ...		BHDM					BHDM					BHDM													
		K111			0	K112			0	K113				9502	M.1.c.										
d. Secured by nonfarm nonresidential properties in domestic offices:																									
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....		K114			0	K115			17670	K116				6077	M.1.d.(1)										
(2) Loans secured by other nonfarm nonresidential properties.....		K117			5050	K118			0	K119				59150	M.1.d.(2)										

## Schedule HC-N—Continued

## MEMORANDA—Continued

MEMORANDUM—Continued												
Dollar Amounts in Thousands												

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			78	3530			0

M.6.

Dollar Amounts in Thousands		BHCK			
7. Additions to nonaccrual assets during the quarter .....		C410		393989	M.7.
8. Nonaccrual assets sold during the quarter .....		C411		58200	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 **or trading** in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	F066		1305152		1.a.
b. Closed-end junior liens.....	F067		336		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.....	BHCK				
b. Closed-end junior liens.....	F068		0		2.a.
c. Open-end loans extended under lines of credit:	F069		0		2.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F672		0		2.c.(1)
	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		1302641		3.a.
b. Closed-end junior liens.....	F071		267		3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit.....	F674		492		3.c.(1)
(2) Principal amount funded under the lines of credit.....	F675		267		3.c.(2)
4. 1-4 family residential mortgages held for sale <b>or trading</b> at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F072		571664		4.a.
c. Open-end loans extended under lines of credit:	F073		97		4.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F676		0		4.c.(1)
	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans.....	BHCK				
	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM				
	F560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		4739		6.a.
b. Closed-end junior liens.....	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit.....	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		0		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2011.

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	21695456		G474			0	G475		22046		G476		21673410		G477			0
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																		
	G478		0	G479			0	G480			0	G481			0	G482			0
3. Loans and leases held for sale .....	G483		571664	G484			0	G485			0	G486			571664	G487			0
4. Loans and leases held for investment .....	G488		0	G489			0	G490			0	G491			0	G492			0
5. Trading assets:	bhct																		
a. Derivative assets .....	3543		1160164	G493			53628	G494			0	G495			1213792	G496			0
	BHCK																		
b. Other trading assets .....	G497		9	G498			0	G499			9	G500			0	G501			0
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....																			
	F240		0	F684			0	F692			0	F241			0	F242			0
6. All other assets .....	G391		80489	G392			1214	G395			0	G396			31124	G804			50579
7. Total assets measured at fair value on a recurring basis .....	G502		23507782	G503			54842	G504			22055	G505			23489990	G506			50579
<b>LIABILITIES</b>																			
8. Deposits .....	F252		0	F686			0	F694			0	F253			0	F254			0
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507		0	G508			0	G509			0	G510			0	G511			0
10. Trading liabilities:	bhct																		
a. Derivative liabilities .....	3547		1057370	G512			53628	G513			0	G514			1110998	G515			0
	BHCK																		
b. Other trading liabilities .....	G516		0	G517			0	G518			0	G519			0	G520			0
11. Other borrowed money .....	G521		0	G522			0	G523			0	G524			0	G525			0
12. Subordinated notes and debentures .....	G526		0	G527			0	G528			0	G529			0	G530			0
13. All other liabilities .....	G805		391421	G806			1214	G807			0	G808			392635	G809			0
14. Total liabilities measured at fair value on a recurring basis .....	G531		1448791	G532			54842	G533			0	G534			1503633	G535			0



## 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	G537	G538	G539	G540
b. Nontrading derivative assets.....		G541	G542	G543	G544	G545
c. <small>BHTX</small> G546	VENTURE CAPITAL INVESTMENTS	G546	G547	G548	G549	G550
d. <small>BHTX</small> G551		G551	G552	G553	G554	G555
e. <small>BHTX</small> G556		G556	G557	G558	G559	G560
f. <small>BHTX</small> G561		G561	G562	G563	G564	G565
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	F689	F697	F262	F263
b. Nontrading derivative liabilities.....		G566	G567	G568	G569	G570
c. <small>BHTX</small> G571		G571	G572	G573	G574	G575
d. <small>BHTX</small> G576		G576	G577	G578	G579	G580
e. <small>BHTX</small> G581		G581	G582	G583	G584	G585
f. <small>BHTX</small> G586		G586	G587	G588	G589	G590

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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FR Y-9C  
Page 44

RSSD ID:

1132449

Dollar Amounts in Thousands

	BHCH				
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		23629222		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				
	8434		303052		2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value)	A221		0		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-713880		4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup>	G215		506000		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		0		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		10725444		7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		0		7.b.
8. Subtotal (sum of items 1, 6.a, 6.b, and 6.c, less items 2, 3, 4, 5, 7.a, and 7.b)	C227		13820606		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		12609		9.a.
b. LESS: Disallowed deferred tax assets	5610		0		9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		0		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		13807997		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b or 6.c	G217		0		12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b, but includible in Tier 2 capital	G218		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		1251523		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		795		15.
16. Other Tier 2 capital components	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16)	5311		1252318		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		1252318		18.
19. Tier 3 capital allocated for market risk	1395		0		19.
20. LESS: Deductions for total risk-based capital	B595		0		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		15060315		21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368		128079276		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		10725444		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		12609		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		0		25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				
	B596		0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		117341223		27.
28.–30. Not applicable					

	BHCK	Percentage	
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	11.77 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.84 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	15.10 %	33.

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

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

**Schedule HC-R—Continued**

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

															C000			◀	
Dollar Amounts in Thousands																			
</																			

## Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <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.....	4171530			1.00 or 12.5 <sup>2</sup>	4171530			85135			733881			0			3352514			44.
45. Performance standby letters of credit .....	bhct 6570																			
	139866			.50	69933			1538			1013			0			67382			45.
46. Commercial and similar letters of credit .....	bhct 3411																			
	94654			.20	18931			0			5254			0			13677			46.
47. Risk participations in bankers acceptances acquired by the reporting institution .....																				
	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																			
	6305			12.5 <sup>3</sup>	78813												78813			50.
51. All other financial assets sold with recourse .....	BHCK B675																			
	12544			1.00	12544			0			0			12544			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	35551			1.00	35551			0			0			0			35551			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	21217851			.50	10608926			0			1283857			6453			9318616			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.
54. Derivative contracts.....					BHCE A167															
					1576506			0			248084			1328422						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	
			7594906	21726044	21240918	85147563	55.
56. Risk weight factor.....			× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....			BHCK B700	BHCK B701	BHCK B702	BHCK B703	
			0	4345209	10620459	85147563	57.
58. Market risk equivalent assets.....						BHCK 1651	
						8605	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....						BHCK B704	
						100121836	59.
60. LESS: Excess allowance for loan and lease losses.....						BHCK A222	
						384140	60.
61. LESS: Allocated transfer risk reserve.....						BHCK 3128	
						0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61).....						BHCK A223	
						99737696	62.

## Schedule HC-R—Continued

## MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		1244455	M.1.

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
Dollar Amounts in Thousands					BHCK					BHCK				
2. Notional principal amounts of derivative contracts: <sup>1</sup>														
a. Interest rate contracts.....					3809		7644046	8766		20564333	8767		8435365	M.2.a.
b. Foreign exchange contracts.....					3812		5458407	8769		962280	8770		0	M.2.b.
c. Gold contracts.....					8771		0	8772		0	8773		0	M.2.c.
d. Other precious metals contracts.....					8774		0	8775		0	8776		0	M.2.d.
e. Other commodity contracts.....					8777		0	8778		0	8779		0	M.2.e.
f. Equity derivative contracts.....					A000		0	A001		0	A002		0	M.2.f
g. Credit derivative contracts:														
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:														
(1) Investment grade.....					G597		0	G598		0	G599		0	M.2.g.(1)
(2) Subinvestment grade.....					G600		0	G601		0	G602		0	M.2.g.(2)

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

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

**Schedule HC-R—Continued**

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	F031				0	M.6.
7. Not applicable						
8. Restricted core capital elements included in Tier 1 capital:						
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G219				0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G220				0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	5990				0	M.8.c.
d. Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502				506000	M.8.d.
9. Goodwill net of any associated deferred tax liability .....	G221				10712657	M.9.
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	BHCK			Percentage		
	G222				3.66 %	M.10.

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

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



# Schedule HC-S—Continued

RSSD ID: 1132449

FR Y-9C  
Page 51

	(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.
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
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.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790 6305	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 6305	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			12544		M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805			18366642		M.2.b.
c. Other financial assets <sup>1</sup> .....	A591			4975512		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			197948		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

		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

		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.