

## Board of Governors of the Federal Reserve System

RSSD ID: 1132449



## Consolidated Financial Statements for Holding Companies—FR Y-9C

### Report at the close of business as of the last calendar day of the quarter

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, holding companies meeting certain criteria must file this report (FR Y-9C)

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report: **March 31, 2013**

Month / Day / Year (BHCK 9999)

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

RBS CITIZENS FINANCIAL GROUP, INC.

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

Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

Signature of Chief Financial Officer (or Equivalent)

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

PROVIDENCE RI 02903

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

**For Federal Reserve Bank Use Only**

RSSD ID

C.I.

S.F.

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

# Report of Income for Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties .....	4435		317478	1.a.(1)(a)
(b) All other loans secured by real estate .....	4436		73626	1.a.(1)(b)
(c) All other loans .....	F821		347835	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		26879	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		1075	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		7	1.d.(1)
(2) Mortgage-backed securities .....	B489		111615	1.d.(2)
(3) All other securities .....	4060		173	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		2510	1.f.
g. Other interest income .....	4518		8025	1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		889223	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	A517		8747	2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		16590	2.a.(1)(b)
(c) Other deposits .....	6761		34933	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		276	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		59470	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures) .....	4185		5231	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities .....	4397		95	2.d.
e. Other interest expense .....	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		125342	2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		763881	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		89502	4.
5. Noninterest income:				
a. Income from fiduciary activities .....	4070		6264	5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		124227	5.b.
c. Trading revenue <sup>2</sup> .....	A220		23436	5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		17887	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		9941	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		0	5.d.(4)
(5) Income from other insurance activities .....	C387		992	5.d.(5)
e. Venture capital revenue .....	B491		-120	5.e.
f. Net servicing fees .....	B492		16099	5.f.
g. Net securitization income .....	B493		0	5.g.

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

2. For holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

**Schedule HI—Continued**

	Dollar Amounts in Thousands			BHCK				
5. h. Not applicable								
i. Net gains (losses) on sales of loans and leases	8560		41667					5.i.
j. Net gains (losses) on sales of other real estate owned	8561		1410					5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		0					5.k.
l. Other noninterest income <sup>3</sup>	B497		139832					5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		381635					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		48696					6.b.
7. Noninterest expense:								
a. Salaries and employee benefits	4135		437654					7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		150248					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		234046					7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		822582					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		282128					8.
9. Applicable income taxes (foreign and domestic)	4302		99027					9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		183101					10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup>	4320		0					11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		183101					12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		0					13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340		183101					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		766819					M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		285065					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		346					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		103					M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number					
	4150		18860					M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK							
a. Income and fees from the printing and sale of checks	C013		0					M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		12896					M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		18360					M.6.c.
d. Rent and other income from other real estate owned	4042		0					M.6.d.
e. Safe deposit box rent	C015		0					M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0					M.6.f.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands					BHCK				
6. g. Bank card and credit card interchange fees .....					F555			30898	M.6.g.
h. Gains on bargain purchases .....					J447			0	M.6.h.
i. <div>TEXT 8562</div> SYNDICATION FEES .....					8562			14920	M.6.i.
j. <div>TEXT 8563</div> UNUSED LINE COMMITMENT FEES .....					8563			13979	M.6.j.
k. <div>TEXT 8564</div> MORTGAGE FEES .....					8564			12715	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):									
a. Data processing expenses .....					C017			10103	M.7.a.
b. Advertising and marketing expenses .....					0497			18764	M.7.b.
c. Directors' fees .....					4136			0	M.7.c.
d. Printing, stationery, and supplies .....					C018			7647	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			41628	M.7. i.
j. Automated teller machine (ATM) and interchange expenses .....					F558			0	M.7. j.
k. Telecommunications expenses .....					F559			10898	M.7.k.
l. <div>TEXT 8565</div> SOFTWARE AMORTIZATION EXPENSE .....					8565			21435	M.7. l.
m. <div>TEXT 8566</div> OPERATING LOSSES .....					8566			12149	M.7.m.
n. <div>TEXT 8567</div> NONPERFORMING ASSETS EXPENSE .....					8567			10232	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1) <div>TEXT 3571</div> .....					3571			0	M.8.a.(1)
(2) Applicable income tax effect.....	BHCK	3572			0				M.8.a.(2)
b. (1) <div>TEXT 3573</div> .....					3573			0	M.8.b.(1)
(2) Applicable income tax effect.....	BHCK	3574			0				M.8.b.(2)
c. (1) <div>TEXT 3575</div> .....					3575			0	M.8.c.(1)
(2) Applicable income tax effect.....	BHCK	3576			0				M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)									
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:									
a. Interest rate exposures .....					8757			22589	M.9.a.
b. Foreign exchange exposures .....					8758			847	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			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		8285		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094		0		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251		14436		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		27828		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 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.).....	0=No 1=Yes	BHCK A530		0	M.13.
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
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		-12415		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.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319		49123		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		45988		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		3135		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2012.

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

Dollar Amounts in Thousands		BHCK			
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		24129001		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		24129001		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) .....	4340		183101		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		40000		11.
12. Other comprehensive income <sup>1</sup> .....	B511		-65350		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company .....	4591		0		13.
14. Other adjustments to equity capital (not included above) .....	3581		0		14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC) .....	BHCT				
	3210		24206752		15.

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



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

	(Column A) Charge-offs <sup>1</sup>				(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		0		C892		23	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893		830		C894		2163	1.a.(2)
b. Secured by farmland in domestic offices .....	3584		0		3585		1	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		29175		5412		4233	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens .....	C234		20671		C217		3487	1.c.(2)(a)
(b) Secured by junior liens .....	C235		55379		C218		6922	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3588		777		3589		13445	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895		1510		C896		1766	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897		8948		C898		1974	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		9179		4617		14199	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		15948		B515		1919	5.a.
b. Automobile loans .....	K129		6179		K133		4911	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K205		34151		K206		5691	5.c.
6. Loans to foreign governments and official institutions .....	4643		0		4627		0	6.
7. All other loans .....	4644		7482		4628		3789	7.
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures .....	F185		0		F187		0	8.a.
b. All other leases .....	C880		14		F188		319	8.b.
9. Total (sum of items 1 through 8) .....	4635		190243		4605		64842	9.

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

**Schedule HI-B—Continued****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				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....				4652				0				4662		2				M.2.

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

	Calendar Year-to-date			
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		3193	M.3.

Dollar Amounts in Thousands				BHCK			
<b>II. Changes in allowance for loan and lease losses</b>							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	B522			1254923			1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	BHCT						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) .....	4605			64842			
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account .....	BHCK						3.
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	C079			190243			4.
6. Adjustments (see instructions for this schedule) .....	5523			0			5.
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) .....	BHCT						6.
	4230			89502			7.
	BHCK						
	C233			0			
	BHCT						
	3123			1219024			

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

**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	C435			0			M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>							
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges .....	C389			3079			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 holding companies.</i>							
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	C781			0			M.4.



**Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses**Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup>

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK			
1. Real estate loans:																								
a. Construction loans .....	M708		28522		M709		92		M710		1439332		M711		21828		M712		0		M713		0	
b. Commercial real estate loans .....	M714		210721		M715		11624		M716		4910140		M717		72404		M719		0		M720		0	
c. Residential real estate loans .....	M721		1042894		M722		54021		M723		31985594		M724		362037		M725		0		M726		0	
2. Commercial loans <sup>2</sup> .....	M727		190974		M728		27920		M729		31576071		M730		351034		M731		0		M732		0	
3. Credit cards .....	M733		49913		M734		13660		M735		1582069		M736		61550		M737		0		M738		0	
4. Other consumer loans.....	M739		202647		M740		14517		M741		12586970		M742		131128		M743		0		M744		0	
5. Unallocated, if any .....													M745		97209									
6. Total (sum of items 1.a. through 5.)	M746		1725671		M747		121834		M748		84080176		M749		1097190		M750		0		M751		0	

1. The asset size test is generally based on the total assets reported as of June 30, 2012.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement—Predecessor Financial Items

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

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

## Notes to the Income Statement (Other)

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

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

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

### Example

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

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

## Notes to the Income Statement (Other)

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

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

		Dollar Amounts in Thousands	BHCK			
11.	TEXT 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 Holding Company

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

FR Y-9C  
Page 13 of 57

RSSD ID:

1132449

# Consolidated Financial Statements for Holding Companies

Report at the close of business 20130331

Month / Day / Year

## 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		1007844		1.a.
b. Interest-bearing balances: <sup>2</sup>					
(1) In U.S. offices .....	0395		2631807		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		17054381		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	2950000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale .....		5369	549659		4.a.
b. Loans and leases, net of unearned income .....	B528		85805847		4.b.
c. LESS: Allowance for loan and lease losses .....	3123		1219024		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c) .....	B529		84586823		4.d.
5. Trading assets (from Schedule HC-D) .....	3545		997908		5.
6. Premises and fixed assets (including capitalized leases) .....	2145		635355		6.
7. Other real estate owned (from Schedule HC-M) .....	2150		75478		7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130		1464		8.
9. Direct and indirect investments in real estate ventures .....	3656		86300		9.
10. Intangible assets:					
a. Goodwill .....	3163		11311133		10.a.
b. Other intangible assets (from Schedule HC-M) .....	0426		160537		10.b.
11. Other assets (from Schedule HC-F) .....	2160		4274132		11.
12. Total assets (sum of items 1 through 11) .....	2170		126322821		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

**Liabilities**

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>1</sup> .....	6631		25177638	13.a.(1)
(2) Interest-bearing .....	6636		68004223	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing .....	6631		0	13.b.(1)
(2) Interest-bearing .....	6636		1586291	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993		2087000	14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK			
15. Trading liabilities (from Schedule HC-D) .....	B995		1622337	14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3548		904113	15.
17. Not applicable	3190		43459	16.
18. Not applicable				
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		350000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699		290000	19.b.
20. Other liabilities (from Schedule HC-G) .....	2750		2051008	20.
21. Total liabilities (sum of items 13 through 20) .....	2948		102116069	21.
22. Not applicable				

**Equity Capital****Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus .....	3283		0	23.
24. Common stock (par value) .....	3230		0	24.
25. Surplus (exclude all surplus related to preferred stock) .....	3240		18594686	25.
26. a. Retained earnings .....	3247		5989744	26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		-377678	26.b.
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c) .....	3210		24206752	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		24206752	28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300		126322821	29.

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

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

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

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

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

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



**Schedule HC—Continued****Memoranda (to be completed annually by holding companies for the December 31 report date)**

- |       |      |  |
|-------|------|--|
| 0=No  | BHCK |  |
| 1=Yes | C884 |  |
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) ..... M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.<sup>7</sup>

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

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

\_\_\_\_\_  
(3) State Abbreviation (TEXT C714)

\_\_\_\_\_  
(4) Zip Code (TEXT C715)

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

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

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

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			15009	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			11728	8499			11852	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			262143	G303			274954	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			8552336	G307			8856160	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			588735	G311			570692	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G312			0	G313			0	G314			2081329	G315			2143628	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			0	G321			0	G322			549423	G323			529827	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA .....	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities .....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	K150			0	K151			0	K152			4504615	K153			4466174	4.c.(2)(a)
(b) All other commercial MBS .....	K154			0	K155			0	K156			177444	K157			174524	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:																	
a. Asset-backed Securities (ABS) .....	C026			0	C988			0	C989			3724	C027			4087	5.a.
b. Structured financial products:																	
(1) Cash .....	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic .....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid .....	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities .....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities .....	1742			0	1743			0	1744			0	1746			0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	
									A510			4716	A511			7470	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	BHCT												BHCT				
	1754			0	1771			0	1772			16751202	1773			17054381	8.

## Memoranda

Dollar Amounts in Thousands		BHCK				
1. Pledged securities <sup>1</sup> .....	0416	5675218	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	1544306	M.2.a.			
b. Over 1 year to 5 years .....	0384	2195938	M.2.b.			
c. Over 5 years .....	0387	13306667	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

	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			
Dollar Amounts in Thousands																
<i>Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices.<sup>1</sup></i>																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables .....																
b. Home equity lines .....																
c. Automobile loans.....																
d. Other consumer loans.....																
e. Commercial and industrial loans .....																
f. Other.....																
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.....																
b. Trust preferred securities issued by real estate investment trusts .....																
c. Corporate and similar loans.....																
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....																
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....																
f. Diversified (mixed) pools of structured financial products.....																
g. Other collateral or reference assets .....																

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

**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		44858087						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		146640		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		1321522		1.a.(2)
b. Secured by farmland.....					BHDM				
c. Secured by 1–4 family residential properties:					1420		127		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		17303953		1.c.(1)
(a) Secured by first liens.....					5367		12696692		1.c.(2)(a)
(b) Secured by junior liens .....					5368		3662608		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460		824954		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		4021550		1.e.(1)
					F161		4880041		1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks .....					1288		53044		2.
a. To U.S. banks and other U.S. depository institutions.....	1292		53044						2.a.
b. To foreign banks .....	1296		0						2.b.
3. Loans to finance agricultural production and other loans to farmers ....	1590		1		1590		1		3.
4. Commercial and industrial loans .....					1766		21669598		4.
a. To U.S. addressees (domicile) .....	1763		21355751						4.a.
b. To non-U.S. addressees (domicile) .....	1764		313847						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....					1975		14255144		6.
a. Credit cards .....	B538		1455923						6.a.
b. Other revolving credit plans.....	B539		318761						6.b.
c. Automobile loans.....	K137		9005659						6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	K207		3474801						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		1024222		J454		1024222		9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		1329		1545		1329		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		980644		J451		980644		9.b.(2)
10. Lease financing receivables (net of unearned income) .....					2165		3513437		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		3513437						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		86355506		2122		86355506		12.

## Schedule HC-C—Continued

## Memoranda

Dollar Amounts in Thousands				BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans .....	K158			0	M.1.a.(1)			
(2) All other construction loans and all land development and other land loans.....	K159			41	M.1.a.(2)			
b. Loans secured by 1–4 family residential properties in domestic offices .....	F576			379363	M.1.b.			
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	K160			0	M.1.c.			
d. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			25699	M.1.d.(1)			
(2) Loans secured by other nonfarm nonresidential properties .....	K162			33586	M.1.d.(2)			
e. Commercial and Industrial loans:								
(1) To U.S. addressees (domicile).....	K163			33791	M.1.e.(1)			
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)			
f. All other loans (include loans to individuals for household, family, and other personal expenditures) <sup>1</sup> .....	K165			212500	M.1.f.			
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>								
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)			
(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			162727	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)			
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 .....	2746			979	M.2.			
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....	B837			11113	M.3.			
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>								
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A) .....	C391			60177	M.4.			
<i>Memorandum item 5 is to be completed by all holding companies.</i>								
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):								
a. Outstanding balance .....	C779			0	M.5.a.			
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	C780			0	M.5.b.			
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:								
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230			49805	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 holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2012, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....	F231					5299	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above .....	F232					33	M.6.c.
7.-8. Not applicable.							
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)) .....	BHDM						
	F577					278691	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608			549610					M.10.a.
(1) Construction, land development, and other land loans.....								F578			0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....								F579			0	M.10.a.(2)
(3) Secured by 1–4 family residential properties:												
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit								F580			0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:												
(i) Secured by first liens.....								F581			549610	M.10.a.(3)(b)(i)
(ii) Secured by junior liens .....								F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties ....								F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties.....								F584			0	M.10.a.(5)
b. Commercial and industrial loans .....				F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards .....				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans .....				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

**Schedule HC-C—Continued****Memoranda—Continued**

Dollar Amounts in Thousands	(Column A) Consolidated				(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		534404					M.11.a.
(1) Construction, land development, and other land loans .....					F590		0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens .....					F593		534404	M.11.a.(3)(b)(i)
(ii) Secured by junior liens .....					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F596		0	M.11.a.(5)
b. Commercial and industrial loans .....	F597		0		F597		0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards .....	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans .....	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans .....	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	K209		0		K209		0	M.11.c.(4)
d. Other loans .....	F601		0		F601		0	M.11.d.

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

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases .....				G378		38415216	M.14.

## Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
<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. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies <sup>1</sup> (include CMOs, REMICs, and stripped MBS ) .....		G379			0	G379			0
c. All other residential mortgage-backed securities .....		G380			0	G380			0
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>1</sup> .....		G381			0	G381			0
e. All other commercial MBS .....		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) Automobile loans .....		K199			0	K199			0
(4) Other consumer loans (includes single payment, installment, and all student loans) .....		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

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets .....		3541		0		3541		0	9.
10. Not applicable									
11. Derivatives with a positive fair value .....		3543		997908		3543		997908	11.
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5) .....		3545		997908		3545		997908	12.
<b>Liabilities</b>									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities .....		G209		0		G209		0	13.a.(1)
(2) Debt securities .....		G210		0		G210		0	13.a.(2)
(3) All other assets .....		G211		0		G211		0	13.a.(3)
b. All other trading liabilities .....		F624		0		F624		0	13.b.
14. Derivatives with a negative fair value .....		3547		904113		3547		904113	14.
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15) .....		3548		904113		3548		904113	15.

## Memoranda

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

**Schedule HC-D—Continued****Memoranda—Continued**

		(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
b. Trust preferred securities issued by real estate investment trusts .....		G332		0	G332		0
c. Corporate and similar loans.....		G333		0	G333		0
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....							
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....		G334		0	G334		0
f. Diversified (mixed) pools of structured financial products.....		G335		0	G335		0
g. Other collateral or reference assets .....		G651		0	G651		0
		G652		0	G652		0
4. Pledged trading assets:							
a. Pledged securities.....		G387		0	G387		0
b. Pledged loans .....		G388		0	G388		0
		</					

## 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 holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	2210		8614680		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187		5025182		1.b.
c. Money market deposit accounts and other savings accounts .....	2389		69597309		1.c.
d. Time deposits of less than \$100,000.....	6648		7173025		1.d.
e. Time deposits of \$100,000 or more .....	2604		2771665		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3189		0		2.a.
c. Money market deposit accounts and other savings accounts .....	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more .....	6648		0		2.d.
	2604		0		2.e.

## Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243		1795254		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		1806247		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		1586291		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		340493		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		1006280		4.
5. Life insurance assets:					
a. General account life insurance assets .....	K201		242824		5.a.
b. Separate account life insurance assets .....	K202		229777		5.b.
c. Hybrid account life insurance assets .....	K270		832845		5.c.
6. Other.....	2168		1621913		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4274132		7.

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



## Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities <sup>1</sup> .....	3049		408086				2.
3. Allowance for credit losses on off-balance-sheet credit exposures .....	B557		41326				3.
4. Other .....	B984		1601596				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750		2051008				5.

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

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

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197		54694824				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		7931893				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	3298		0				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409		0				5.

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

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

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

**I. Property and Casualty Underwriting**

Dollar Amounts in Thousands		BHCK				
<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		15013	1.a.	
b. Mortgage-backed securities .....	B559		17217443	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		22405	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		355333	2.	
	BHDM				
3. a. Total loans and leases in domestic offices .....	3516		87109402	3.a.	
(1) Loans secured by 1–4 family residential properties .....	3465		34162325	3.a.(1)	
(2) All other loans secured by real estate .....	3466		11276282	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers .....	3386		57	3.a.(3)	
(4) Commercial and industrial loans .....	3387		21935979	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	B561		1653700	3.a.(5)(a)	
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards) .....	B562		12849807	3.a.(5)(b)	
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	3360		0	3.b.	
	BHCK				
4. a. Trading assets .....	3401		1029405	4.a.	
b. Other earning assets .....	B985		2799596	4.b.	
5. Total consolidated assets .....	3368		124241809	5.	
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		87664868	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		939137	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		2337644	8.	
9. All other borrowed money .....	2635		594552	9.	
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		24151084	11.	

1. Includes interest-bearing demand deposits.

C.I. \_\_\_\_\_

RSSD ID:

1132449

**Schedule HC-L—Derivatives and Off-Balance-Sheet Items****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

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		16455091	1.a.			
b. (1) Unused consumer credit card lines .....				J455		7331171	1.b.(1)			
(2) Other unused credit card lines .....				J456		595144	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		1578645	1.c.(1)			
(a) 1–4 family residential construction loan commitments .....				F164		103957	1.c.(1)(a)			
(b) Commercial real estate, other construction loan, and land development loan commitments .....				F165		1474688	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		20549478	1.e.(1)			
(2) Loans to financial institutions .....				J458		1316567	1.e.(2)			
(3) All other unused commitments .....				J459		2904582	1.e.(3)			
2. Financial standby letters of credit and foreign office guarantees .....				6566		3006898	2.			
Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup>										
a. Amount of financial standby letters of credit conveyed to others .....				3820		0	2.a.			
3. Performance standby letters of credit and foreign office guarantees .....				6570		153174	3.			
Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup>										
a. Amount of performance standby letters of credit conveyed to others .....				3822		0	3.a.			
4. Commercial and similar letters of credit .....				3411		87977	4.			
5. Not applicable .....										
6. Securities lent .....				3433		0	6.			
7. Credit derivatives:										
a. Notional amounts:										
(1) Credit default swaps .....				(Column A) Sold Protection	(Column B) Purchased Protection					
(2) Total return swaps .....				BHCK						
(3) Credit options .....				C968		0	C969		0	7.a.(1)
(4) Other credit derivatives .....				C970		0	C971		0	7.a.(2)
				C972		0	C973		0	7.a.(3)
				C974		1325190	C975		0	7.a.(4)
b. Gross fair values:										
(1) Gross positive fair value .....				C219		26410	C221		0	7.b.(1)
(2) Gross negative fair value .....				C220		1291	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		1325190	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, 2012.

**Schedule HC-L—Continued****(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade .....				G406		266164		G407		989024		G408		70002	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 .....															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a) .....															
a. Securities borrowed .....															
b. Commitments to purchase when-issued securities .....															
c. Commitments to sell when-issued securities .....															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
			0				0				0				0	11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
b. Forward contracts .....			2390434				6667511				0				0	11.b.
c. Exchange-traded option contracts:																
(1) Written options .....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
			0				0				0				0	11.c.(1)
(2) Purchased options ..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
			0				0				0				0	11.c.(2)
d. Over-the-counter option contracts:																
(1) Written options .....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
			1559506				0				0				0	11.d.(1)
(2) Purchased options ..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
			1559506				0				0				0	11.d.(2)
e. Swaps .....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
			34018330				451740				0				0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
			30925546				7119251				0				0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
			8602230				0				0				0	13.
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			
			977574				89003				0				0	14.a.(1)
(2) Gross negative fair value .....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
			888929				83853				0				0	14.a.(2)
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value .....	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
			46202				0				0				0	14.b.(1)
(2) Gross negative fair value .....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
			232556				0				0				0	14.b.(2)



**Schedule HC-L—Continued**Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.<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		143		G419		0		G420		0		G421		0		G422		951068	
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423		1080		G424		0		G425		0		G426		0		G427		3371	
(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		3371	

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2012.

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding .....	Number (Unrounded) 3459 3382				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555 256				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 43203				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557 2592				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC .....	A288 6250000				5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans .....	K169 0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	K170 0				6.a.(1)(a)(2)
(b) Secured by farmland .....	K171 0				6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K172 0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens .....	K173 0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	K174 0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	K175 0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K176 0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K177 0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCK				
(3) Commercial and industrial loans .....	K178 0				6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179 0				6.a.(3)
(a) Credit cards .....	K180 0				6.a.(4)(a)
(b) Automobile loans .....	K181 0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	K182 0				6.a.(4)(c)
(5) All other loans and leases .....	K183 0				6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks .....	K184 0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	K185 0				6.a.(5)(b)
(c) Other loans <sup>1</sup> .....	K186 0				6.a.(5)(c)
(d) Lease financing receivables .....	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices .....	K187 0				6.b.(1)
(2) Farmland in domestic offices .....	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic offices .....	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	K191 0				6.b.(5)

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

## Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices .....	BHFN					
(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 .....	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....						
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.) .....	K193				0	7.a.
	K194				0	7.b.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	C251			0	8.
10. Not applicable	0=No	BHCK				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....	1=Yes	6689			0	9.
	0=No	BHCK				
	1=Yes	6416			1	11.
TEXT						
6428						
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)				Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets .....	3164				150287	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				152294	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	B026				0	12.b.
c. All other identifiable intangible assets .....	5507				10250	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	BHCT					
	0426				160537	12.d.
13. Other real estate owned .....	2150				75478	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				256	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	2333				43203	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	BHCT					
	3190				43459	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	B569			1	15.
16. Assets under management in proprietary mutual funds and annuities .....	BHCK					
	B570				0	16.

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

**Schedule HC-M—Continued**

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

17. Does the holding company hold, either directly or indirectly through a subsidiary or affiliate, any 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.) ....
- |       |      |   |
|-------|------|---|
| 0=No  | BHCK |   |
| 1=Yes | C161 | 1 |
- 17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip item 18 and proceed to items 19.a and 19.b below. If the answer to item 17 is yes, proceed to item 18.

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....
- |       |      |   |
|-------|------|---|
| 0=No  | BHCK |   |
| 1=Yes | C159 | 0 |
- 18.

If the answer to both item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to either item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a. and 19.b. below.

Items 19.a. and 19.b. are to be completed by all holding companies that are not required to file the FR Y-12.

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

## Dollar Amounts in Thousands

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

- |  | 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 holding company (parent company only), gross .....  | 4832 |  |  | 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross .....  | 4833 |  |  | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross .....  | 4834 |  |  | 20.b.(3) |
| c. Balances due to related institutions:   |      |  |  |          |
| (1) Due to holding company (parent company only), gross .....  | 5041 |  |  | 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross .....  | 5043 |  |  | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the 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 (12 U.S.C. § 1843(k)(4)(B)) <sup>1</sup> ..... | C253 |  |  | 21.      |

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

**Schedule HC-M—Continued**

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

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

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

TEXT  
C497

http://

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

F065

26492

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.

C.I. \_\_\_\_\_

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

Dollar Amounts in Thousands				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			5802	F174			0	F176			2253
(2) Other construction loans and all land development and other land loans .....				F173			91	F175			0	F177			37711
b. Secured by farmland in domestic offices.....				3493			0	3494			0	3495			0
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			83931	5399			105	5400			303161
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens .....				C236			131433	C237			5907	C229			714761
(b) Secured by junior liens .....				C238			47750	C239			235	C230			185513
d. Secured by multifamily (5 or more) residential properties in domestic offices.....															
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties .....				F178			11304	F180			346	F182			80243
(2) Loans secured by other nonfarm nonresidential properties .....				F179			89741	F181			31433	F183			181721
f. In foreign offices .....				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions .....															
b. Foreign banks .....				5377			0	5378			0	5379			0
				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers .....															
				1594			0	1597			0	1583			0
4. Commercial and industrial loans .....															
				1606			31122	1607			63878	1608			130832
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards .....				B575			18242	B576			0	B577			19317
b. Automobile loans .....				K213			36392	K214			0	K215			12617
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			79863	K217			30155	K218			11189
6. Loans to foreign governments and official institutions .....															
				5389			0	5390			0	5391			0
7. All other loans .....															
				5459			4514	5460			0	5461			667
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures .....															
				F166			0	F167			0	F168			0
b. All other leases .....				F169			5677	F170			0	F171			517

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

## Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9) .....	5524			557480	5525			132059	5526			1700496	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) ....	K036			35636	K037			28604	K038			63560	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....	K039			34064	K040			27725	K041			24561	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042			0	K043			0	K044			36571	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				
	K045			0	K046			0	K047			0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans .....	K048			0	K049			0	K050			0	12.a.(1)(b)
(2) Secured by farmland .....	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens .....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other non-farm nonresidential properties .....	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCK				BHCK				BHCK				
	K072			0	K073			0	K074			0	12.b.
c. Commercial and industrial loans .....	K075			0	K076			0	K077			0	12.c.



## Schedule HC-N—Continued

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

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

## Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....	K108			0	K109			0	K110			14495	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices .....	BHCK				BHCK				BHCK				
	F661			32078	F662			0	F663			632270	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			1137	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			20491	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K117			0	K118			0	K119			56430	M.1.d.(2)



## Schedule HC-N—Continued

## Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		762		K121		0		K122		33110	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123		0		K124		0		K125		0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....												
	K126		15713		K127		1812		K128		20731	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices .....	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....												
	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards .....	K274		0		K275		0		K276		0	M.1.f.(4)(a)
(b) Automobile loan .....	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards .....												
	K280		10730		K281		1812		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....												
	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		0		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....												
	3508		1057		1912		501		1913		600	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale .....	C240		0		C241		0		C226		0	M.5.a.
b. Loans measured at fair value:												
(1) Fair value .....	F664				F665				F666			M.5.b.(1)
(2) Unpaid principal balance .....	F667				F668				F669			M.5.b.(2)

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

**Schedule HC-N—Continued****Memoranda—Continued**

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

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets.....				3529			1038	3530			24

M.6.

Dollar Amounts in Thousands				BHCK				BHCK			
7. Additions to nonaccrual assets during the quarter.....								C410			404737
8. Nonaccrual assets sold during the quarter .....								C411			0

M.7.

M.8.

				(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. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):															
a. Outstanding balance .....				L183			0	L184			0	L185			0
b. Carrying amount included in Schedule HC-N, items 1 through 7, above .....				L186			0	L187			0	L188			0

M.9.a.

M.9.b.

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

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) holding companies with less than \$1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale<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	1296857			1.a.
b. Closed-end junior liens .....	F067	230			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>					
	BHCK				
a. Closed-end first liens .....	F068	0			2.a.
b. Closed-end junior liens .....	F069	0			2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F672	0			2.c.(1)
(2) Principal amount funded under the lines of credit .....	F673	0			2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
	BHCK				
a. Closed-end first liens .....	F070	1371548			3.a.
b. Closed-end junior liens .....	F071	246			3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F674	0			3.c.(1)
(2) Principal amount funded under the lines of credit .....	F675	0			3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
	BHCK				
a. Closed-end first liens .....	F072	549610			4.a.
b. Closed-end junior liens .....	F073	49			4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F676	0			4.c.(1)
(2) Principal amount funded under the lines of credit .....	F677	0			4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
	BHCK				
a. Closed-end 1–4 family residential mortgage loans .....	F184	0			5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit .....	F560	0			5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens .....	F678	23719			6.a.
b. Closed-end junior liens .....	F679	0			6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	F680	0			6.c.(1)
(2) Principal amount funded under the lines of credit .....	F681	0			6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
	BHCK				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies .....	L191				7.a.
b. For representations and warranties made to other parties .....	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b) .....	M288	5157			7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

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

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

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

	(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	BHCY				BHCK				BHCK				BHCK				BHCK				
<b>Assets</b>																					
1. Available-for-sale securities .....	1773		17054381		G474			0	G475			22483	G476			17031898	G477			0	1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																				
	G478			0	G479			0	G480			0	G481			0	G482			0	2.
3. Loans and leases held for sale .....	G483			549610	G484			0	G485			0	G486			549610	G487			0	3.
4. Loans and leases held for investment .....	G488			0	G489			0	G490			0	G491			0	G492			0	4.
5. Trading assets:	BHCT																				
a. Derivative assets .....	3543			997908	G493			68669	G494			0	G495			1066577	G496			0	5.a.
	BHCK																				
b. Other trading assets .....	G497			0	G498			0	G499			0	G500			0	G501			0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....	F240			0	F684			0	F692			0	F241			0	F242			0	5.b.(1)
6. All other assets .....	G391			23458	G392			23503	G395			0	G396			46202	G804			759	6.
7. Total assets measured at fair value on a recurring basis .....	G502			18625357	G503			92172	G504			22483	G505			18694287	G506			759	7.
<b>Liabilities</b>																					
8. Deposits .....	F252			0	F686			0	F694			0	F253			0	F254			0	8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507			0	G508			0	G509			0	G510			0	G511			0	9.
10. Trading liabilities:	BHCT																				
a. Derivative liabilities .....	3547			904113	G512			68669	G513			0	G514			972782	G515			0	10.a.
	BHCK																				
b. Other trading liabilities .....	G516			0	G517			0	G518			0	G519			0	G520			0	10.b.
11. Other borrowed money .....	G521			0	G522			0	G523			0	G524			0	G525			0	11.
12. Subordinated notes and debentures .....	G526			0	G527			0	G528			0	G529			0	G530			0	12.
13. All other liabilities .....	G805			209021	G806			23534	G807			0	G808			232555	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis .....	G531			1113134	G532			92203	G533			0	G534			1205337	G535			0	14.

Schedule HC-Q—Continued

Memoranda

				(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								
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	M.1.a.				
b. Nontrading derivative assets.....				G541			22699	G542			23503	G543			0	G544			46202	G545			0	M.1.b.
c. <div>BHTX G546</div> VENTURE CAPITAL INVESTMENTS				G546			759	G547			0	G548			0	G549			0	G550			759	M.1.c.
d. <div>BHTX G551</div>				G551				G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>				G556				G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>				G561				G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																								
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities .....				G566			209021	G567			23534	G568			0	G569			232555	G570			0	M.2.b.
c. <div>BHTX G571</div>				G571				G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>				G576				G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>				G581				G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>				G586				G587			0	G588			0	G589			0	G590			0	M.2.f.

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

FR Y-9C  
Page 46 of 57

RSSD ID:

1132449

Dollar Amounts in Thousands

## Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	3210	24206752	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		
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	8434	191896	2.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	A221	0	3.
5. LESS: Nonqualifying perpetual preferred stock .....			
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	4336	-569574	4.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	B588	0	5.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G214	0	6.a.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	G215	290000	6.b.
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.) .....	G216	0	6.c.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) .....	B590	10665920	7.a.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....			
b. LESS: Disallowed deferred tax assets .....	F264	0	7.b.
10. Other additions to (deductions from) Tier 1 capital .....	C227	14208510	8.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	B591	13223	9.a.
	5610	0	9.b.
	B592	0	10.
	8274	14195287	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	350000	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	1221091	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221	1239	15.
16. Other Tier 2 capital components .....	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311	1572330	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275	1572330	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	15767617	21.

## Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5) .....	BHCT		
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	3368	124241809	22.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B590	10665920	23.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	B591	13223	24.
26. LESS: Other deductions from assets for leverage capital purposes .....	5610	0	25.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	BHCK		
28.-30. Not applicable	B596	-378662	26.
	A224	113941328	27.

## Capital Ratios

31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	Percentage	
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7204	12.46	31.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7206	14.54	32.
	7205	16.15	33.

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

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

**Schedule HC-R—Continued**

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	
															◀	

## 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.....	3006898	1.00 or 12.5 <sup>2</sup>	3006898	79634	0	0	2927264			44.		
	BHCT 6570											
45. Performance standby letters of credit.....	153174	.50	76587	1705	1000	0	73882			45.		
	BHCT 3411											
46. Commercial and similar letters of credit....	87977	.20	17595	0	0	0	17595			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											
	5966	12.5 <sup>3</sup>	74575				74575			50.		
	BHCK B675											
51. All other financial assets sold with recourse ..	9731	1.00	9731	0	0	9731	0			51.		
	BHCK B681											
52. All other off-balance-sheet liabilities.....	32405	1.00	32405	0	0	0	32405			52.		
53. Unused commitments:												
a. With an original maturity exceeding one year .....	BHCK 6572											
	19052391	.50	9526196	0	26759	38	9499399			53.a.		
b. With an original maturity of one year or less to asset-backed commercial paper conduits .....												
	BHCK G591											
	0	.10	0	0	0	0	0			53.b.		
			BHCE A167									
54. Derivative contracts .....			1457101	0	309055	1148046				54.		

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.



## Schedule HC-R—Continued

					(Column C)	(Column D)	(Column E)	(Column F)		
					Allocation by Risk-Weight Category					
					0%	20%	50%	100%		
Dollar Amounts in Thousands										
Totals										
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54) .....					BHCK B696	BHCK B697	BHCK B698	BHCK B699		
					10811059	14804660	19811808	84710100	55.	
56. Risk-weight factor .....					× 0%	× 20%	× 50%	× 100%	56.	
					BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56) .....					0	2960932	9905904	84710100	57.	
58. Market risk equivalent assets .....								BHCK 1651		
								110362	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		
								97687298	59.	
								BHCK A222		
60. LESS: Excess allowance for loan and lease losses .....								39259	60.	
								BHCK 3128		
61. LESS: Allocated transfer risk reserve .....					0	61.				
					BHCK A223					
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....					97648039	62.				

## Schedule HC-R—Continued

## Memoranda

Dollar Amounts in Thousands										BHCK															
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards .....										8764		1112086	M.1.												
										With a remaining maturity of															
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					
2. Notional principal amounts of derivative contracts: <sup>1</sup>																									
a. Interest rate contracts .....										3809		9686419			8766		18505767			8767		9776084			M.2.a.
b. Foreign exchange contracts .....										3812		6252930			8769		866321			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				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	BHCK				
7. Not applicable	F031			0	M.6.
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			290000	M.8.d.
9. Goodwill net of any associated deferred tax liability .....	G221			10655671	M.9.
	BHCK	Percentage			
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	G222			2.04	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.

C.I. \_\_\_\_\_

RSSD ID:

1132449

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

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

## Schedule HC-S—Continued

RSSD ID: 1132449

FR Y-9C  
Page 53 of 57

	(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	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C) .....		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
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	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
<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	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
	0	0	0	0	0	0	0	
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
	15697	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 .....								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
	15697	0	0	0	0	0	0	

**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		9731				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805		18623201				M.2.b.
c. Other financial assets <sup>1</sup> .....	A591		5181021				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		162807				M.2.d.
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	B806		0				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807		0				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	B808		0				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809		0				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <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) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

**Schedule HC-V—Variable Interest Entities**

	(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 holding company:													
a. Securities sold under agreements to repurchase ...	K015			0	K016			0	K017			0	2.a.
b. Derivative trading liabilities.....	K018			0	K019			0	K020			0	2.b.
c. Commercial paper .....	K021			0	K022			0	K023			0	2.c.
d. Other borrowed money (exclude commercial paper).....	K024			0	K025			0	K026			0	2.d.
e. Other liabilities .....	K027			0	K028			0	K029			0	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....	K030			0	K031			0	K032			0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....	K033			0	K034			0	K035			0	4.

## Notes to the Balance Sheet—Predecessor Financial Items

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

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

## Notes to the Balance Sheet (Other)

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

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

### Example

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

TEXT	BHCK			
0000 Sch. HC, item 16, New loan to holding company's ESOP guaranteed				
by holding company				
	0000			750

## Notes to the Balance Sheet (Other)

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



Notes to the Balance Sheet (Other)—Continued

		Dollar Amounts in Thousands		BHCK			
7.	TEXT						
	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.