

Board of Governors of the Federal Reserve System



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 \$1 billion 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: **June 30, 2015**

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.

ERIC W. ABOAF, CHIEF FINANCIAL OFFICER

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

Signature of Chief Financial Officer (or Equivalent)

08/07/2015

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

CITIZENS FINANCIAL GROUP, INC.

Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

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:

JONATHAN M. GAUDIOSO, SVP, ACCOUNTING GROUP DIRECTOR

Name / Title (BHTX 8901)

401-734-5121

Area Code / Phone Number (BHTX 8902)

401-734-6350

Area Code / FAX Number (BHTX 9116)

JONATHAN.M.GAUDIOSO@CITIZENSBANK.COM

E-mail Address of Contact (BHTX 4086)

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

RSSD ID _____
S.F. _____RSSD ID:
1132449

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		584872	1.a.(1)(a)
(b) All other loans secured by real estate	4436		101097	1.a.(1)(b)
(c) All other loans	F821		845305	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		49569	1.b.
c. Interest income on balances due from depository institutions ¹	4115		2125	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		12	1.d.(1)
(2) Mortgage-backed securities	B489		293650	1.d.(2)
(3) All other securities	4060		168	1.d.(3)
e. Interest income from trading assets	4069		1275	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		0	1.f.
g. Other interest income	4518		20469	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		1898542	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		25594	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		22716	2.a.(1)(b)
(c) Other deposits	6761		63876	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		331	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		9317	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		34500	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		62345	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		218679	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		1679863	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		140350	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		12602	5.a.
b. Service charges on deposit accounts in domestic offices	4483		232886	5.b.
c. Trading revenue ²	A220		15115	5.c.
d. (1) Fees and commissions from securities brokerage	C886		40816	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		21910	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		3405	5.d.(5)
e. Venture capital revenue	B491		642	5.e.
f. Net servicing fees	B492		26948	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		25584	5.i.	
j. Net gains (losses) on sales of other real estate owned	8561		635	5.j.	
k. Net gains (losses) on sales of other assets (excluding securities)	B496		141	5.k.	
l. Other noninterest income ³	B497		305550	5.l.	
m. Total noninterest income (sum of items 5.a through 5.l)	4079		686234	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		17138	6.b.	
7. Noninterest expense:					
a. Salaries and employee benefits	4135		834899	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		290991	7.b.	
c. (1) Goodwill impairment losses	C216		0	7.c.(1)	
(2) Amortization expense and impairment losses for other intangible assets	C232		1200	7.c.(2)	
d. Other noninterest expense ⁴	4092		518378	7.d.	
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		1645468	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		597417	8.	
9. Applicable income taxes (foreign and domestic)	4302		198412	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		399005	10.	
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0	11.	
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		399005	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		399005	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		1692502	M.1.	
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		610055	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		95	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		128	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		17903	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		26167	M.6.b.	
c. Income and fees from automated teller machines (ATMs)	C016		32447	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		69074		M.6.g.
h. Gains on bargain purchases					J447		0		M.6.h.
i. <table border="1" data-bbox="207 352 305 415">TEXT 8562</table> SYNDICATION FEES					8562		48617		M.6.i.
j. <table border="1" data-bbox="207 422 305 485">TEXT 8563</table> UNUSED LINE COMMITMENT FEES					8563		28837		M.6.j.
k. <table border="1" data-bbox="207 491 305 554">TEXT 8564</table> LETTER OF CREDIT FEES					8564		17266		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		27636		M.7.a.
b. Advertising and marketing expenses					0497		51313		M.7.b.
c. Directors' fees					4136		0		M.7.c.
d. Printing, stationery, and supplies					C018		0		M.7.d.
e. Postage					8403		0		M.7.e.
f. Legal fees and expenses					4141		0		M.7.f.
g. FDIC deposit insurance assessments					4146				M.7.g.
h. Accounting and auditing expenses					F556		0		M.7.h.
i. Consulting and advisory expenses					F557		63250		M.7. i.
j. Automated teller machine (ATM) and interchange expenses					F558		0		M.7. j.
k. Telecommunications expenses					F559		16600		M.7.k.
l. <table border="1" data-bbox="207 961 305 1024">TEXT 8565</table> SOFTWARE AMORTIZATION EXPENSE					8565		72561		M.7. l.
m. <table border="1" data-bbox="207 1031 305 1094">TEXT 8566</table> NONPERFORMING ASSETS EXPENSE					8566		24492		M.7.m.
n. <table border="1" data-bbox="207 1100 305 1163">TEXT 8567</table> BUSINESS AND TRAVEL					8567		17654		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1) <table border="1" data-bbox="207 1226 305 1289">TEXT 3571</table>					3571		0		M.8.a.(1)
(2) Applicable income tax effect.....	BHCK	3572		0					M.8.a.(2)
b. (1) <table border="1" data-bbox="207 1316 305 1379">TEXT 3573</table>					3573		0		M.8.b.(1)
(2) Applicable income tax effect.....	BHCK	3574		0					M.8.b.(2)
c. (1) <table border="1" data-bbox="207 1407 305 1470">TEXT 3575</table>					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.)									
<i>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:</i>									
a. Interest rate exposures					8757		14002		M.9.a.
b. Foreign exchange exposures					8758		-1529		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		2642		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.¹</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		382		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		716		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		62727		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.

Dollar Amounts in Thousands		BHCK			
<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		-1787		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		9386		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>					
		Year-to-date			
		BHCK			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		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		31114		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		28579		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		2535		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2014.

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		19267863		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		19267863		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340		399005		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577		246924		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		38168		6.b.
7. Sale of treasury stock	4782		0		7.
8. LESS: Purchase of treasury stock	4783		271328		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		108382		11.
12. Other comprehensive income ¹	B511		13882		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		19586132		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 ¹				(Column B) Recoveries				
Dollar Amounts in Thousands	BHCK				BHCK				
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)									
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) 1–4 family residential construction loans	C891		0		C892		1604		1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		0		C894		15569		1.a.(2)
b. Secured by farmland in domestic offices	3584		0		3585		0		1.b.
c. Secured by 1–4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		35263		5412		7700		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:									
(a) Secured by first liens	C234		16876		C217		6125		1.c.(2)(a)
(b) Secured by junior liens	C235		31731		C218		16455		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		1025		3589		1208		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		2029		C896		1263		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		2565		C898		5980		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		17274		4617		9440		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		30897		B515		4041		5.a.
b. Automobile loans	K129		46660		K133		20530		5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		39106		K206		10982		5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0		6.
7. All other loans	4644		15429		4628		3465		7.
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures	F185		0		F187		0		8.a.
b. All other leases	C880		0		F188		42		8.b.
9. Total (sum of items 1 through 8)	4635		238855		4605		104404		9.

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

Schedule HI-B—Continued**Memoranda**

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

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				
	BHCK				
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			5117	M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			1194675			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			104404			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK						
	C079			236995			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	5523			1860			4.
	BHCT						
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230			140350			5.
	BHCK						
6. Adjustments (see instructions for this schedule)	C233			0			6.
	BHCT						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			1200574			7.

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.
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).							
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389			2184			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.
Memorandum item 4 is to be completed by all holding companies.							
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 LossesSchedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

	(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			0	M709			0	M710			1743881	M711			15628	M712			0	M713			0	1.a.
b. Commercial																									
real estate loans	M714			32736	M715			172	M716			6702956	M717			68188	M719			0	M720			0	1.b.
c. Residential																									
real estate loans	M721			960635	M722			42002	M723			30564590	M724			229438	M725			0	M726			0	1.c.
2. Commercial loans ²	M727			123329	M728			21289	M729			36786659	M730			371778	M731			0	M732			0	2.
3. Credit cards	M733			30170	M734			12085	M735			1584501	M736			52100	M737			0	M738			0	3.
4. Other consumer loans	M739			198030	M740			52995	M741			17845679	M742			157570	M743			0	M744			0	4.
5. Unallocated, if any													M745			177329									5.
6. Total																									
(sum of items 1.a. through 5.)	M746			1344900	M747			128543	M748			95228266	M749			1072031	M750			0	M751			0	6.

1. The asset size test is generally based on the total assets reported as of June 30, 2014.

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					
12.	B048		B047			11.
13.	B049		B048			12.
14.	B050		B049			13.
15.	B051		B050			14.
16.	B052		B051			15.
17.	B053		B052			16.
18.	B054		B053			17.
19.	B055		B054			18.
20.	B056		B055			19.
			B056			20.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

FR Y-9C
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RSSD ID:

1132449

Consolidated Financial Statements for Holding Companies

20150630

Report at the close of business

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹	0081		1149943		1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395		2065285		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		5567363		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		18645180		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM B987		0		3.a.
b. Securities purchased under agreements to resell ³	BHCK B989		0		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	5369		618429		4.a.
b. Loans and leases, net of unearned income	B528		96573166		4.b.
c. LESS: Allowance for loan and lease losses	3123		1200574		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		95372592		4.d.
5. Trading assets (from Schedule HC-D)	3545		660914		5.
6. Premises and fixed assets (including capitalized leases)	2145		580073		6.
7. Other real estate owned (from Schedule HC-M)	2150		34401		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		0		8.
9. Direct and indirect investments in real estate ventures	3656		530256		9.
10. Intangible assets:					
a. Goodwill	3163		6876133		10.a.
b. Other intangible assets (from Schedule HC-M)	0426		170661		10.b.
11. Other assets (from Schedule HC-F)	2160		5293092		11.
12. Total assets (sum of items 1 through 11)	2170		137564322		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 ¹	6631	27185761		13.a.(1)
(2) Interest-bearing	6636	73102401		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	673493		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993	0		14.a.
b. Securities sold under agreements to repurchase ³	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	3784450		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	492444		15.
17. Not applicable	3190	8301598		16.
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062	2350000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	0		19.b.
20. Other liabilities (from Schedule HC-G)	2750	2088043		20.
21. Total liabilities (sum of items 13 through 20)	2948	117978190		21.
22. Not applicable				

Equity Capital**Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus	3283	246924		23.
24. Common stock (par value)	3230	5628		24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18714153		25.
26. a. Retained earnings	3247	1585040		26.a.
b. Accumulated other comprehensive income ⁵	B530	-358274		26.b.
c. Other equity capital components ⁶	A130	-607339		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210	19586132		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	19586132		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	137564322		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.⁷

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			30025	1287			30026	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			9530	8499			9248	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			1624009	G301			1627256	G302			4722870	G303			4751576	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			11186735	G307			11329486	4.a.(2)
(3) Other pass-through securities.....	G308			1264384	G309			1291601	G310			304353	G311			289532	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 ³	G312			0	G313			0	G314			549958	G315			566099	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			50042	G321			50482	G322			326177	G323			315606	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 ³	K150			2628928	K151			2641613	K152			1367133	K153			1350220	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			0	K157			0	4.c.(2)(b)

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

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

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

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
5. Asset-backed securities and structured financial products:																	5.a.
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			3126	C027			3387	
b. Structured financial products:																	5.b.(1) 5.b.(2) 5.b.(3)
(1) Cash	G336			0	G337			0	G338			0	G339			0	
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0	
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	
6. Other debt securities:																	6.a. 6.b.
a. Other domestic debt securities.....	1737			0	1738			0	1739			0	1741			0	
b. Other foreign debt securities	1742			0	1743			0	1744			0	1746			0	
7. Investments in mutual funds and other equity securities with readily determinable fair values																	7.
									A510			0	A511			0	
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																8.
	1754			5567363	1771			5610952	1772			18499907	1773			18645180	

Memoranda

Dollar Amounts in Thousands				
BHCK				
0416	9050427			M.1.
0383	1936800			M.2.a.
0384	766368			M.2.b.
0387	21509375			M.2.c.
1778	0			M.3.
8782	0			M.4.a.
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			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK			
Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. ¹																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables	B838			0	B839			0	B840			0	B841			0
b. Home equity lines	B842			0	B843			0	B844			3126	B845			3387
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0
e. Commercial and industrial loans	B854			0	B855			0	B856			0	B857			0
f. Other.....	B858			0	B859			0	B860			0	B861			0
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0
b. Trust preferred securities issued by real estate investment trusts	G352			0	G353			0	G354			0	G355			0
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360			0	G361			0	G362			0	G363			0
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0
g. Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2014.

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	43081252					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	396305		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	1488363		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	0		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	15411534		1.c.(1)
(a) Secured by first liens.....				5367	14176440		1.c.(2)(a)
(b) Secured by junior liens				5368	2240183		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	556219		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	4629248		1.e.(1)
				F161	4182960		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	31790		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	31790					2.a.
b. To foreign banks	1296	0					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	0		1590	0		3.
4. Commercial and industrial loans				1766	27112319		4.
a. To U.S. addressees (domicile)	1763	26693922					4.a.
b. To non-U.S. addressees (domicile)	1764	418397					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1975	18811511		6.
a. Credit cards	B538	1430334					6.a.
b. Other revolving credit plans.....	B539	263301					6.b.
c. Automobile loans.....	K137	13030145					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	4087731					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	2421599		J454	2421599		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	0		1545	0		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1762274		J451	1762274		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	3970850		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	3970850					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	97191595		2122	97191595		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		0				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		577453				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		32063				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		15376				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		39042				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) ¹	K165		188407				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							
	BHDM						
	K166		0				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...							
	BHCK						
(3) Loans to finance agricultural production and other loans to farmers.....	K167		0				M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168		0				M.1.f.(3)
(a) Credit cards	K098		0				M.1.f.(4)(a)
(b) Automobile loans	K203		0				M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K204		156605				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212		0				M.1.f.(5)
(6) Other loans ¹	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, Column A, above	2746		532				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837		7530				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		52211				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. 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 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		37891				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, 2014, 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		4047				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the amount reported in Memorandum item 6.a above	F232		8				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		353130				M.9.

Dollar Amounts in Thousands				(Column A) Consolidated				(Column B) Domestic Offices			
				BHCK				BHDM			
<i>Memorandum items 10 and 11 are to be completed by 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		317983								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		317983	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		314695					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		314695	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	G097		0		G098		0		G099		0	M.12.c.
d. All other loans and all leases	G100		0		G101		0		G102		0	M.12.d.

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378		35831095				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.

					(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands					BHCM				BHCK				
Assets													
1. U.S. Treasury securities.....					3531			0	3531			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..					3532			0	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S.					3533			0	3533			0	3.
4. Mortgage-backed securities (MBS):													
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....					BHCK				BHDM				
					G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)					G380			0	G380			0	4.b.
c. All other residential mortgage-backed securities					G381			0	G381			0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹					K197			0	K197			0	4.d.
e. All other commercial MBS					K198			0	K198			0	4.e.
5. Other debt securities													
a. Structured financial products:													
(1) Cash.....					G383			0	G383			0	5.a.(1)
(2) Synthetic					G384			0	G384			0	5.a.(2)
(3) Hybrid					G385			0	G385			0	5.a.(3)
b. All other debt securities					G386			0	G386			0	5.b.
6. Loans:													
a. Loans secured by real estate.....					F610			0					6.a.
(1) Construction, land development, and other land loans.....									F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)									F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...									F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(i) Secured by first liens									F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....									F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties									F612			0	6.a.(4)
(5) Secured by nonfarm nonresidential properties									F613			0	6.a.(5)
b. Commercial and industrial loans.....					F614			79424	F614			79424	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards.....					F615			0	F615			0	6.c.(1)
(2) Other revolving credit plans					F616			0	F616			0	6.c.(2)
(3) Automobile loans					K199			0	K199			0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)					K210			0	K210			0	6.c.(4)
d. Other loans.....					F618			0	F618			0	6.d.

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		3	3541		3
10. Not applicable							
11. Derivatives with a positive fair value		3543		581487	3543		581487
12. Total trading assets (sum of items 1 through 11)		BHCT			BHDM		
(total of Column A must equal Schedule HC, item 5)		3545		660914	3545		660914
Liabilities							
13. a. Liability for short positions:		BHCK			BHDM		
(1) Equity securities		G209		0	G209		0
(2) Debt securities		G210		0	G210		0
(3) All other assets		G211		0	G211		0
b. All other trading liabilities		F624		50	F624		50
14. Derivatives with a negative fair value		3547		492394	3547		492394
15. Total trading liabilities (sum of items 13.a through 14)		BHCT					
(total of column A must equal Schedule HC, item 15)		3548		492444	3548		492444

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			
(1) Construction, land development, and other land loans					F625		0
(2) Secured by farmland (including farm residential and other improvements)					F626		0
(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
(b) Closed-end loans secured by 1–4 family residential properties:							
(i) Secured by first liens					F628		0
(ii) Secured by junior liens					F629		0
(4) Secured by multifamily (5 or more) residential properties					F630		0
(5) Secured by nonfarm nonresidential properties					F631		0
b. Commercial and industrial loans		F632		80155	F632		80155
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
(2) Other revolving credit plans		F634		0	F634		0
(3) Automobile loans		K200		0	K200		0
(4) Other consumer loans (includes single payment, installment, and all student loans)		K211		0	K211		0
d. Other loans		F636		0	F636		0
2. Loans measured at fair value that are past due 90 days or more:							
a. Fair value		F639		0	F639		0
b. Unpaid principal balance		F640		0	F640		0

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

Dollar Amounts in Thousands					(Column A) Consolidated				(Column B) Domestic Offices				
					BHCK				BHDM				
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):													
a. Trust preferred securities issued by financial institutions.....					G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....					G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....					G333			0	G333			0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....					G334			0	G334			0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G335			0	G335			0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....					G651			0	G651			0	M.3.f.
g. Other collateral or reference assets					G652			0	G652			0	M.3.g.
4. Pledged trading assets:													
a. Pledged securities.....					G387			0	G387			0	M.4.a.
b. Pledged loans					G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands					BHCK								
Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.													
5. Asset-backed securities:													
a. Credit card receivables					F643			0				0	M.5.a.
b. Home equity lines					F644			0				0	M.5.b.
c. Automobile loans					F645			0				0	M.5.c.
d. Other consumer loans.....					F646			0				0	M.5.d.
e. Commercial and industrial loans					F647			0				0	M.5.e.
f. Other.....					F648			0				0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)					F651			0				0	M.6.
7. Equity securities:													
a. Readily determinable fair values					F652			0				0	M.7.a.
b. Other.....					F653			0				0	M.7.b.
8. Loans pending securitization					F654			0				0	M.8.
9. a. (1) Gross fair value of commodity contracts					G212			0				0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory					G213			0				0	M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):													
(1)	BHTX F655				F655			0				0	M.9.b.(1)
(2)	BHTX F656				F656			0				0	M.9.b.(2)
(3)	BHTX F657				F657			0				0	M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)													
a.	BHTX F658				F658			0				0	M.10.a.
b.	BHTX F659				F659			0				0	M.10.b.
c.	BHTX F660				F660			0				0	M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	2210		9564759		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		4187526		1.b.
c. Money market deposit accounts and other savings accounts	2389		74191529		1.c.
d. Time deposits of less than \$100,000.....	6648		6672389		1.d.
e. Time deposits of \$100,000 or more	2604		5671959		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	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		2989339		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		4616081		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		673493		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 ¹	B556		351088		1.
2. Net deferred tax assets ²	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		878032		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		254140		5.a.
b. Separate account life insurance assets	K202		241675		5.b.
c. Hybrid account life insurance assets	K270		1047043		5.c.
6. Other.....	2168		2521114		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		5293092		7.

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹	3049		558079		2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		55959		3.
4. Other	B984		1474005		4.
	BHCT				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		2088043		5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		55530569		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		10276910		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			
Assets					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244			0	2.
Liabilities					
3. Claims and claims adjustment expense reserves	B990			0	3.
4. Unearned premiums	B991			0	4.
5. Total equity.....	C245			0	5.
6. Net income	C246			0	6.

II. Life and Health Underwriting

	BHCK				
Assets					
1. Reinsurance recoverables.....	C247			0	1.
2. Separate account assets.....	B992			0	2.
3. Total assets.....	C248			0	3.
Liabilities					
4. Policyholder benefits and contractholder funds	B994			0	4.
5. Separate account liabilities.....	B996			0	5.
6. Total equity.....	C249			0	6.
7. Net income	C250			0	7.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		16489	1.a.	
b. Mortgage-backed securities	B559		23853638	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		13120	1.c.	
2. Federal funds sold and securities purchased under agreements to resell	3365		0	2.	
	BHDM				
3. a. Total loans and leases in domestic offices	3516		96108799	3.a.	
(1) Loans secured by 1–4 family residential properties	3465		31769451	3.a.(1)	
(2) All other loans secured by real estate	3466		11078056	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers	3386		0	3.a.(3)	
(4) Commercial and industrial loans	3387		28264698	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		1406992	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		16840723	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		757922	4.a.	
b. Other earning assets	B985		2931928	4.b.	
5. Total consolidated assets	3368		135559834	5.	
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		71283781	6.	
7. Interest-bearing deposits (foreign) ¹	3404		666946	7.	
8. Federal funds purchased and securities sold under agreements to repurchase	3353		4371884	8.	
9. All other borrowed money	2635		8049915	9.	
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		19624056	11.	

1. Includes interest-bearing demand deposits.

C.I. _____

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		14671636		1.a.	
b. (1) Unused consumer credit card lines				J455		7626603		1.b.(1)	
(2) Other unused credit card lines				J456		810172		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		2755748		1.c.(1)	
(a) 1–4 family residential construction loan commitments				F164		381513		1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments				F165		2374235		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		24242145		1.e.(1)	
(2) Loans to financial institutions				J458		1839020		1.e.(2)	
(3) All other unused commitments				J459		3941508		1.e.(3)	
2. Financial standby letters of credit and foreign office guarantees				6566		2180567		2.	
Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. ¹									
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		54960		3.	
Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. ¹									
a. Amount of performance standby letters of credit conveyed to others				3822		0		3.a.	
4. Commercial and similar letters of credit				3411		59144		4.	
5. Not applicable									
6. Securities:									
a. Securities lent				3433		0		6.a.	
b. Securities borrowed				3432		0		6.b.	
7. Credit derivatives:									
a. Notional amounts:									
(1) Credit default swaps				C968		0	C969	0	7.a.(1)
(2) Total return swaps				C970		0	C971	0	7.a.(2)
(3) Credit options				C972		0	C973	0	7.a.(3)
(4) Other credit derivatives				C974		1896321	C975	0	7.a.(4)
b. Gross fair values:									
(1) Gross positive fair value				C219		21905	C221	0	7.b.(1)
(2) Gross negative fair value				C220		0	C222	0	7.b.(2)
c. Notional amounts by regulatory capital treatment:									
(1) Positions covered under the Market Risk Rule:									
(a) Sold protection				G401		0		7.c.(1)(a)	
(b) Purchased protection				G402		0		7.c.(1)(b)	
(2) All other positions:									
(a) Sold protection				G403		1896321		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, 2014.

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			121994	G407			1275247	G408			499080
(b) Subinvestment grade				G409			0	G410			0	G411			0
(2) Purchased credit protection:															
(a) Investment grade				G412			0	G413			0	G414			0
(b) Subinvestment grade				G415			0	G416			0	G417			0
8. Spot foreign exchange contracts															
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.f only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Commitments to purchase when-issued securities															
b. Commitments to sell when-issued securities															
c. TEXT 6561															
d. TEXT 6562															
e. TEXT 6568															
f. 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		
b. Forward contracts	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
		1297824				7628892				0				0		
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
		0				0				0				0		
(2) Purchased options ..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
		0				0				0				0		
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
		1630239				0				0				0		
(2) Purchased options ..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
		1630239				0				0				0		
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
		39304193				0				0				0		
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
		33052106				7628892				0				0		
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
		10810389				0				0				0		
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
		543837				171688				0				0		
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
		459000				167433				0				0		
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
		106199				0				0				0		
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
		86728				0				0				0		

Schedule HC-L—ContinuedItem 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹

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			0	G419			0	G420			0	G421			0	G422			485360
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423			240	G424			0	G425			0	G426			0	G427			2884
(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			1130
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458			240	G459			0	G460			0	G461			0	G462			4014

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2014.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 537149717				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 6753989				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 1547609				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557 3135				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288 0				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 ¹	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 ¹	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries ¹						
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	RONALD S. OHSBERG					
					401-734-6450	
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				166461	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				180333	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026				0	12.b.
c. All other identifiable intangible assets	5507				4200	12.c.
	BHCT					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426				170661	12.d.
13. Other real estate owned	2150				34401	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				6753989	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333				1547609	14.c.
	BHCT					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190				8301598	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.
	BHCK					
16. Assets under management in proprietary mutual funds and annuities	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 | | 0 | 20.a. |
| b. Balances due from related institutions: | | | | |
| (1) Due from the holding company (parent company only), gross | 4832 | | 0 | 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross | 4833 | | 0 | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross | 4834 | | 0 | 20.b.(3) |
| c. Balances due to related institutions: | | | | |
| (1) Due to holding company (parent company only), gross | 5041 | | 0 | 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross | 5043 | | 0 | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the holding company, gross | 5045 | | 0 | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | 5047 | | 0 | 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) ¹ | C253 | | 0 | 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)

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

6772127

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			0	F174			0	F176			198
(2) Other construction loans and all land development and other land loans				F173			3550	F175			0	F177			0
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			88699	5399			0	5400			280283
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			82873	C237			0	C229			460675
(b) Secured by junior liens				C238			30544	C239			0	C230			102647
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			9809	F180			0	F182			19612
(2) Loans secured by other nonfarm nonresidential properties				F179			18711	F181			0	F183			22680
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			55190	1607			0	1608			63912
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			15193	B576			0	B577			12602
b. Automobile loans				K213			100697	K214			0	K215			29416
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			37794	K217			6140	K218			32522
6. Loans to foreign governments and official institutions															
				5389			0	5390			0	5391			0
7. All other loans															
				5459			5349	5460			1665	5461			0
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			2326	F170			0	F171			206

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		450735		5525		7805		5526		1042195		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		16109		K037		4829		K038		125037		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		13730		K040		4684		K041		57869		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		2176		K043		0		K044		66711		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

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				
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 ¹	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		0	M.1.a.(2)	
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661		13959		F662		0		F663		369613	M.1.b.	
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111		0		K112		0		K113		452	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		2765	M.1.d.(1)	
(2) Loans secured by other nonfarm nonresidential properties													
	K117		0		K118		0		K119		78	M.1.d.(2)	

Schedule HC-N—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		375		K121		0		K122		33713	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		6163		K127		0		K128		33250	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		4214		K281		0		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 ¹	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		0		1912		0		1913		116	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		309		C241		0		C226		233	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664		0		F665		0		F666		0	M.5.b.(1)
(2) Unpaid principal balance	F667		0		F668		0		F669		0	M.5.b.(2)

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).

	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more				
Dollar Amounts in Thousands	BHCK				BHCK				
6. Derivative contracts:									
Fair value of amounts carried as assets	3529			0	3530			0	M.6.

	Dollar Amounts in Thousands				
	BHCK				
7. Additions to nonaccrual assets during the quarter	C410			230070	M.7.
8. Nonaccrual assets sold during the quarter	C411			0	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	M.9.a.
b. Amount included in Schedule HC-N, items 1 through 7, above	L186			0	L187			0	L188			0	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 assets¹ 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 resale² 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: ²					
a. Closed-end first liens	F066		681886		1.a.
b. Closed-end junior liens	F067		34		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F068		0		2.a.
b. Closed-end junior liens	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
a. Closed-end first liens	F070		629161		3.a.
b. Closed-end junior liens	F071		34		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):					
a. Closed-end first liens	F072		317983		4.a.
b. Closed-end junior liens	F073		0		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	F184		0		5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560		0		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678		3478		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:					
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		3915		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2014.

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			
Assets																					
1. Available-for-sale securities		1773		18645180		G474			0	G475			30026	G476			18615154	G477			0
2. Federal funds sold and securities purchased under agreements to resell		BHCK																			
		G478		0		G479			0	G480			0	G481			0	G482			0
3. Loans and leases held for sale		G483		317983		G484			0	G485			0	G486			317983	G487			0
4. Loans and leases held for investment		G488		0		G489			0	G490			0	G491			0	G492			0
5. Trading assets:		BHCT																			
a. Derivative assets		G493		581487		G493			134039	G494			0	G495			715526	G496			0
		BHCK																			
b. Other trading assets		G497		79427		G498			0	G499			0	G500			79427	G501			0
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																					
		F240		0		F684			0	F692			0	F241			0	F242			0
6. All other assets		G391		105438		G392			22920	G395			0	G396			127848	G804			510
7. Total assets measured at fair value on a recurring basis																					
		G502		19729515		G503			156959	G504			30026	G505			19855938	G506			510
Liabilities																					
8. Deposits		F252		0		F686			0	F694			0	F253			0	F254			0
9. Federal funds purchased and securities sold under agreements to repurchase																					
		G507		0		G508			0	G509			0	G510			0	G511			0
10. Trading liabilities:		BHCT																			
a. Derivative liabilities		G512		492394		G512			134039	G513			0	G514			626433	G515			0
		BHCK																			
b. Other trading liabilities		G516		50		G517			0	G518			0	G519			50	G520			0
11. Other borrowed money		G521		0		G522			0	G523			0	G524			0	G525			0
12. Subordinated notes and debentures		G526		0		G527			0	G528			0	G529			0	G530			0
13. All other liabilities		G805		63808		G806			22920	G807			0	G808			86728	G809			0
14. Total liabilities measured at fair value on a recurring basis																					
		G531		556252		G532			156959	G533			0	G534			713211	G535			0

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			83279	G542			22920	G543			0	G544			106199	G545			0	M.1.b.
c. <div>BHTX G546</div>				G546				G547			0	G548			0	G549			0	G550			0	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			63808	G567			22920	G568			0	G569			86728	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.

C.I. _____

Schedule HC-R—Regulatory Capital**Part I. Regulatory Capital Components and Ratios**

Dollar Amounts in Thousands

Common Equity Tier 1 Capital

1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742	18112442	1.
2. Retained earnings	BHCT		
	3247	1585040	2.
3. Accumulated other comprehensive income (AOCI)	BHCA		
	B530	-358274	3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)	0=No 1=Yes	BHCA P838	1
			3.a.
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	BHCA		
	P839	0	4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840	19339208	5.
Common Equity Tier 1 Capital: Adjustments and Deductions			
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841	6425905	6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842	1680	7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843	0	8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):			
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)	P844	91141	9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)	P845	0	9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)	P846	-12632	9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)	P847	-372389	9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)	P848	-64394	9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849		9.f.
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:			
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value)	Q258	0	10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850	0	10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851	0	11.
12. Subtotal (item 5 minus items 6 through 11)	P852	13269897	12.

Schedule HC-R—Continued**Part I.—Continued**

Dollar Amounts in Thousands

	BHCA			
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853		0	13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854		0	14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855		0	15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856		0	16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857		0	17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858		0	18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859		13269897	19.
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus	P860		246924	20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861		0	21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862		0	22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863		246924	23.
24. LESS: Additional tier 1 capital deductions	P864		0	24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865		246924	25.
Tier 1 Capital				
26. Tier 1 capital (sum of items 19 and 25)	8274		13516821	26.
Tier 2 Capital				
27. Tier 2 capital instruments plus related surplus	P866		2350000	27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867		0	28.
29. Total capital minority interest that is not included in tier 1 capital	P868		0	29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310		1256533	30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW			
	5310			30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA			
	Q257		0	31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870		3606533	32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW			
	P870			32.b.
	BHCA			
33. LESS: Tier 2 capital deductions	P872		0	33.
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311		3606533	34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW			
	5311			34.b.
Total Capital				
35. a. Total capital (sum of items 26 and 34.a)	BHCA			
	3792		17123354	35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW			
	3792			35.b.

Schedule HC-R—Continued**Part I.—Continued**

Dollar Amounts in Thousands		BHCX				
Total Assets for the Leverage Ratio						
36. Average total consolidated assets	3368			135559834		36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions)	BHCA					
	P875			6427585		37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596			-372389		38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224			129504638		39.
Total Risk-Weighted Assets						
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 31)	A223			112130992		40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW					
	A223					40.b.

	Column A		Column B		
	BHCA	Percentage	BHCW	Percentage	
Risk-Based Capital Ratios					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b)	P793	11.83	P793		41.
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)	7206	12.05	7206		42.
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)	7205	15.27	7205		43.

	BHCA	Percentage	
Leverage Capital Ratios			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204	10.44	44.
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective date to be determined)		---	45.

	BHCA	Percentage	
Capital Buffer			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a. Capital conservation buffer		---	46.a.
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer		---	46.b.

Dollar Amounts in Thousands		BHCA				
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:						
47. Eligible retained income						47.
48. Distributions and discretionary bonus payments during the quarter						48.

Schedule HC-R—Continued**Part II. Risk-Weighted Assets**

This schedule is to be submitted on a consolidated basis.

Holding companies (HC) are required to assign a 100 percent risk-weight to all assets not specifically assigned a risk-weight under Subpart D of the Federal Reserve's regulatory capital rules¹ and not deducted from tier 1 or tier 2 capital.

	(Column A) Totals From Schedule HC			(Column B) Adjustments to Totals Reported in Column A			(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
							Allocation by Risk-Weight Category							
							0%	2%	4%	10%	20%	50%	100%	150%
Dollar Amounts in Thousands														
Balance Sheet Asset Categories²														
1. Cash and balances due from depository institutions.....	BHCK D957	BHCK S396	BHCK D958								BHCK D959	BHCK S397	BHCK D960	BHCK S398
	3215227	0	2415624								797062	64	2463	14
2. Securities:														
a. Held-to-maturity securities.....	BHCK D961	BHCK S399	BHCK D962								BHCK D963	BHCK D964	BHCK D965	BHCK S400
	4252937	0	4252937								0	0	0	0
b. Available-for-sale securities.....	BHCK D966	BHCK S402	BHCK D967								BHCK D968	BHCK D969	BHCK D970	BHCK S403
	18014650	145272	6625336								11234512	9530	0	0
3. Federal funds sold and securities purchased under agreements to resell:														
a. Federal funds sold (in domestic offices)...	BHCK D971		BHCK D972								BHCK D973	BHCK S410	BHCK D974	BHCK S411
	0		0								0	0	0	0
b. Securities purchased under agreements to resell	BHCK H171	BHCK H172												
	0	0												
4. Loans and leases held for sale:														
a. Residential mortgage exposures	BHCK S413	BHCK S414	BHCK H173								BHCK S415	BHCK S416	BHCK S417	
	317982	0	0								27238	195005	95739	
b. High volatility commercial real estate exposures.....	BHCK S419	BHCK S420	BHCK H174								BHCK H175	BHCK H176	BHCK H177	BHCK S421
	0	0	0								0	0	0	0
c. Exposures past due 90 days or more or on nonaccrual ³	BHCK S423	BHCK S424	BHCK S425								BHCK S426	BHCK S427	BHCK S428	BHCK S429
	0	0	0								0	0	0	0

1. For bank holding companies, 12 CFR Part 217 and 225; and for covered savings and loan holding companies, 12 CFR Part 217.

2. All securitization exposures held as on-balance sheet assets of the reporting institution are to be excluded from items 1 through 8 and are to be reported instead in item 9.

3. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)			(Column L)			(Column M)			(Column N)			(Column O)			(Column P)			(Column Q)			(Column R)			(Column S)			
	Allocation by Risk-Weight Category																		Application of Other Risk-Weighting Approaches ⁴									
	250% ⁵			300%			400%			600%			625%			937.5%			1250%			Exposure Amount			Risk-Weighted Asset Amount			
Dollar Amounts in Thousands																												
Balance Sheet Asset Categories (continued)																												
1. Cash and balances due from depository institutions.....																												
2. Securities:																												
a. Held-to-maturity securities.....																												
b. Available-for-sale securities.....				BHCK S405						BHCK S406												BHCK H271			BHCK H272			
				0						0												0			0			
3. Federal funds sold and securities purchased under agreements to resell:																												
a. Federal funds sold (in domestic offices).....																												
b. Securities purchased under agreements to resell																												
4. Loans and leases held for sale:																												
a. Residential mortgage exposures																						BHCK H273			BHCK H274			
																						0			0			
b. High volatility commercial real estate exposures.....																												
																						BHCK H275			BHCK H276			
																						0			0			
c. Exposures past due 90 days or more or on nonaccrual ⁶																												
																						BHCK H277			BHCK H278			
																						0			0			

4. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

5. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

6. For loans and leases held for sale, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Totals From Schedule HC			(Column B) Adjustments to Totals Reported in Column A			(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)																												
							Allocation by Risk-Weight Category																																			
	0%			2%			4%			10%			20%			50%			100%			150%																				
Dollar Amounts in Thousands																																										
4. Loans and leases held for sale (continued):																																										
d. All other exposures.....	BHCK S431			BHCK S432																								BHCK S433			BHCK S434			BHCK S435			BHCK S436			BHCK S437		
	300447			0																								0			0			0			300447			0		
5. Loans and leases, net of unearned income:																																										
a. Residential mortgage exposures.....	BHCK S439			BHCK S440																								BHCK H178			BHCK S441			BHCK S442			BHCK S443					
	31844846			0																								0			587507			19862764			11394575					
b. High volatility commercial real estate exposures.....	BHCK S445			BHCK S446																								BHCK H179			BHCK H180			BHCK H181			BHCK H182					
	151871			0																								0			0			0			0			151871		
c. Exposures past due 90 days or more on nonaccrual ⁷																																										
	BHCK S449			BHCK S450																								BHCK S451			BHCK S452			BHCK S453			BHCK S454			BHCK S455		
	173514			0			0			0			0			0			173514																							
d. All other exposures	BHCK S457			BHCK S458			BHCK S459			BHCK S460			BHCK S461			BHCK S462			BHCK S463																							
	64402936			0			12766			357143			24269			64000902			7856																							
6. LESS: Allowance for loan and lease losses	BHCX 3123			BHCY 3123																																						
	1200574			1200574																																						
	BHCK D976			BHCK S466			BHCK D977			BHCK D978			BHCK D979			BHCK D980			BHCK S467																							
7. Trading Assets	660914			660914			0			0			0			0			0																							
	BHCK D981			BHCK S469			BHCK D982			BHCK D983			BHCK D984			BHCK D985			BHCK H185																							
8. All other assets ⁸	13484616			6588705			468234			1332460			0			3777245			254																							
a. Separate account bank-owned life insurance																																										
b. Default fund contributions to central counterparties																																										

7. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)	(Column S)	
	Allocation by Risk-Weight Category							Application of Other Risk-Weighting Approaches ⁹		
	250% ¹⁰	300%	400%	600%	625%	937.5%	1250%	Exposure Amount	Risk-Weighted Asset Amount	
Dollar Amounts in Thousands										
4. Loans and leases held for sale (continued):										
d. All other exposures.....								BHCK H279	BHCK H280	4.d.
								0	0	
5. Loans and leases, net of unearned income:										
a. Residential mortgage exposures.....								BHCK H281	BHCK H282	5.a.
								0	0	
b. High volatility commercial real estate exposures.....								BHCK H283	BHCK H284	5.b.
								0	0	
c. Exposures past due 90 days or more or on nonaccrual ¹¹								BHCK H285	BHCK H286	5.c.
								0	0	
d. All other exposures								BHCK H287	BHCK H288	5.d.
								0	0	
6. LESS: Allowance for loan and lease losses										6.
		BHCK H186	BHCK H290	BHCK H187				BHCK H291	BHCK H292	
7. Trading Assets		0	0	0				0	0	7.
		BHCK H188	BHCK S470	BHCK S471				BHCK H294	BHCK H295	
8. All other assets ¹²		0	0	0				0	0	8.
a. Separate account bank-owned life insurance								BHCK H296	BHCK H297	8.a.
								1288718	1154649	
b. Default fund contributions to central counterparties								BHCK H298	BHCK H299	8.b.
								29000	5220	

9. Includes, for example, investments in mutual funds/investment funds, exposures collateralized by securitization exposures or mutual funds, exposures to which the collateral haircut approach is applied, separate account bank-owned life insurance, and default fund contributions to central counterparties.

10. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

11. For loans and leases, net of unearned income, exclude residential mortgage exposures, high volatility commercial real estate exposures, or sovereign exposures that are past due 90 days or more or on nonaccrual.

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

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

			(Column A) Totals	(Column B) Adjustments to Totals Reported in Column A	(Column Q) Allocation by Risk-Weight Category	(Column T) Total Risk-Weighted Asset Amount by Calculation Methodology	(Column U)
					1250%	SSFA ¹³	Gross-Up
Dollar Amounts in Thousands							
Securitization Exposures: On-and Off-Balance Sheet							
9. On-balance sheet securitization exposures:							
a. Held-to-maturity securities.....			BHCK S475	BHCK S476	BHCK S477	BHCK S478	BHCK S479
			1314426	1314426	0	264739	0
b. Available-for-sale securities.....			BHCK S480	BHCK S481	BHCK S482	BHCK S483	BHCK S484
			630530	630394	136	1332410	0
c. Trading assets.....			BHCK S485	BHCK S486	BHCK S487	BHCK S488	BHCK S489
			0	0	0	0	0
d. All other on-balance sheet securitization exposures.....			BHCK S490	BHCK S491	BHCK S492	BHCK S493	BHCK S494
			0	0	0	0	0
10. Off-balance sheet securitization exposures.....			BHCK S495	BHCK S496	BHCK S497	BHCK S498	BHCK S499
			0	0	0	0	0

			(Column A) Totals From Schedule HC	(Column B) Adjustments to Totals Reported in Column A	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)
			Allocation by Risk-Weight Category									
			0%	2%	4%	10%	20%	50%	100%	150%		
Dollar Amounts in Thousands												
11. Total balance sheet assets ¹⁴			BHCT 2170	BHCK S500	BHCK D987			BHCK D988	BHCK D989	BHCK D990	BHCK S503	
			137564322	8139137	13774897			14335922	20091632	79571371	333509	

			(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)	(Column R)
			Allocation by Risk-Weight Category							
			250% ¹⁵	300%	400%	600%	625%	937.5%	1250%	Exposure Amount
Dollar Amounts in Thousands										
11. Total balance sheet assets ¹⁴				BHCK S505	BHCK S506	BHCK S507			BHCK S510	BHCK H300
				0	0	0			136	1317718

13. Simplified Supervisory Formula Approach.

14. For each of columns A through R of item 11, report the sum of items 1 through 9. For item 11, the sum of columns B through R must equal column A.

15. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount			CCF ¹⁶	(Column B) Credit Equivalent Amount ¹⁷			(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)													
	Allocation by Risk-Weight Category																											
	0%				2%			4%			10%			20%			50%			100%			150%					
Dollar Amounts in Thousands																												
Derivatives, Off-Balance Sheet Items, and Other Items Subject to Risk-Weighting (Excluding Securitization Exposure) ¹⁸																												
12. Financial standby letters of credit	BHCK D991			1.0	BHCK D992			BHCK D993						BHCK D994			BHCK D995			BHCK D996			BHCK S511					
	2180567				2180567			8540						60387			0			2103572			8068					
13. Performance standby letters of credit and transaction-related contingent items				0.5																								
	BHCK D997				BHCK D998			BHCK D999						BHCK G603			BHCK G604			BHCK G605			BHCK S512					
	54960			27480			483						0			0			26997			0						
14. Commercial and similar letters of credit with an original maturity of one year or less				0.2																								
	BHCK G606				BHCK G607			BHCK G608						BHCK G609			BHCK G610			BHCK G611			BHCK S513					
	23456			4691			0						79			499			4113			0						
15. Retained recourse on small business obligations sold with recourse																												
	BHCK G612				BHCK G613			BHCK G614						BHCK G615			BHCK G616			BHCK G617			BHCK S514					
	0			0			0						0			0			0			0						

16. Credit conversion factor.

17. Column A multiplied by credit conversion factor. For each of items 12 through 21, the sum of columns C through J plus column R must equal column B.

18. All derivatives and off-balance sheet items that are securitization exposures are to be excluded from items 12 through 21 and are to be reported instead in item 10.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

	(Column A) Face, Notional, or Other Amount			CCF ¹⁹	(Column B) Credit Equivalent Amount ²⁰			(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)														
	Allocation by Risk-Weight Category																												
	0%				2%			4%			10%			20%			50%			100%			150%						
Dollar Amounts in Thousands																													
16. Repo-style transactions ²¹	BHCK S515			BHCK S516			BHCK S517			BHCK S518			BHCK S519			BHCK S520		BHCK S521		BHCK S522		BHCK S523						16.	
	3179401		1.0	3179401		0			3179401		0					0		0		0		0							
17. All other off-balance sheet liabilities	BHCK G618			BHCK G619			BHCK G620									BHCK G621		BHCK G622		BHCK G623		BHCK S524							17.
	47805		1.0	47805		0										0		7475		40330		0							
18. Unused commitments:																													
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits	BHCK S525			BHCK S526			BHCK S527									BHCK S528		BHCK S529		BHCK S530		BHCK S531							18.a.
	2340560		0.2	468112		0										1410		20400		445269		1033							
b. Original maturity of one year or less to ABCP conduits																													18.b.
c. Original maturity exceeding one year	BHCK G624			BHCK G625			BHCK G626									BHCK G627		BHCK G628		BHCK G629		BHCK S539							18.c.
	25067626		0.5	12533813		2492										3147		8215		12463495		56464							
19. Unconditionally cancelable commitments																													19.
	BHCK S540			BHCK S541		0																							
20. Over-the-counter derivatives				BHCK S542			BHCK S543					BHCK S544		BHCK S545		BHCK S546		BHCK S547		BHCK S548									20.
				1157819		0						0		423184		0		734635		0									
21. Centrally cleared derivatives				BHCK S549			BHCK S550		BHCK S551		BHCK S552					BHCK S554		BHCK S555		BHCK S556		BHCK S557							21.
				115226		0			115226		0					0		0		0		0							
22. Unsettled transactions (failed trades) ²²	BHCK H191						BHCK H193									BHCK H194		BHCK H195		BHCK H196		BHCK H197							22.
	0					0										0		0		0		0							

19. Credit conversion factor.

20. For items 18.c. and 19, column A multiplied by credit conversion factor.

21. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.

22. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued
Part II. Risk-Weighted Assets—Continued

Dollar Amounts in Thousands										(Column O)			(Column P)			(Column Q)			(Column R)			(Column S)			
										Allocation by Risk-Weight Category									Application of Other Risk-Weighting Approaches ²³						
										625%			937.5%			1250%			Credit Equivalent Amount			Risk-Weighted Asset Amount			
16. Repo-style transactions ²⁴														BHCK H301			BHCK H302			16.					
17. All other off-balance sheet liabilities														0			0			17.					
18. Unused commitments:														18.a.											
a. Original maturity of one year or less, excluding asset-backed commercial paper (ABCP) conduits																									
b. Original maturity of one year or less to ABCP conduits																							18.b.		
c. Original maturity exceeding one year														BHCK H307			BHCK H308			18.c.					
														0			0								
19. Unconditionally cancelable commitments														19.											
20. Over-the-counter derivatives																									
21. Centrally cleared derivatives														21.											
22. Unsettled transactions (failed trades) ²⁵																									
														BHCK H198			BHCK H199			BHCK H200			22.		
														0			0			0					

23. Includes, for example, exposures collateralized by securitization exposures or mutual funds and exposures to which the collateral haircut approach is applied.
24. Includes securities purchased under agreements to resell (reverse repos), securities sold under agreements to repurchase (repos), securities borrowed, and securities lent.
25. For item 22, the sum of columns C through Q must equal column A.

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

		(Column C)	(Column D)	(Column E)	(Column F)	(Column G)	(Column H)	(Column I)	(Column J)		
		Allocation by Risk-Weight Category									
		0%	2%	4%	10%	20%	50%	100%	150%		
Dollar Amounts in Thousands											
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)											
		BHCK G630	BHCK S558	BHCK S559	BHCK S560	BHCK G631	BHCK G632	BHCK G633	BHCK S561		
		13786412	3294627	0	0	14824129	20128221	95389782	399074	23.	
24. Risk weight factor		X 0%	X 2%	X 4%	X 10%	X 20%	X 50%	X 100%	X 150%	24.	
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)											
		BHCK G634	BHCK S569	BHCK S570	BHCK S571	BHCK G635	BHCK G636	BHCK G637	BHCK S572		
		0	65893	0	0	2964826	10064111	95389782	598611	25.	

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

				(Column K)	(Column L)	(Column M)	(Column N)	(Column O)	(Column P)	(Column Q)		
				Allocation by Risk-Weight Category								
				250% ²⁶	300%	400%	600%	625%	937.5%	1250%		
Dollar Amounts in Thousands												
23. Total assets, derivatives, off-balance sheet items, and other items subject to risk weighting by risk-weight category (for each of columns C through P, sum of items 11 through 22; for column Q, sum of items 10 through 22)												
					BHCK S563	BHCK S564	BHCK S565	BHCK S566	BHCK S567	BHCK S568		
					0	0	0	0	0	136	23.	
24. Risk weight factor				X 250%	X 300%	X 400%	X 600%	X 625%	X 937.5%	X 1250%	24.	
25. Risk-weighted assets by risk-weight category (for each column, item 23 multiplied by item 24)												
					BHCK S574	BHCK S575	BHCK S576	BHCK S577	BHCK S578	BHCK S579		
					0	0	0	0	0	1700	25.	
Dollar Amounts in Thousands										Totals		
										BHCK		
26. Risk-weighted assets for purposes of calculating the allowance for loan and lease losses 1.25 percent threshold										S580	111841941	26.
27. Standardized market-risk weighted assets (applicable only to holding companies that are covered by the market risk capital rules)										S581	289051	27.
28. Risk-weighted assets before deductions for excess allowance of loan and lease losses and allocated risk transfer risk reserve ²⁷										B704	112130992	28.
29. LESS: Excess allowance for loan and lease losses										A222	0	29.
30. LESS: Allocated transfer risk reserve										3128	0	30.
31. Total risk-weighted assets (item 28 minus items 29 and 30)										G641	112130992	31.

26. Column K - 250% risk weight is not applicable until the March 31, 2018, report date.

27. Sum of items 2.b. through 20, column S; items 9.a., 9.b., 9.c., 9.d., and 10, columns T and U; item 25, columns C through Q; and item 27 (if applicable).

Schedule HC-R—Continued

Part II. Risk-Weighted Assets—Continued

Memoranda

Dollar Amounts in Thousands										BHCK																								
1. Current credit exposure across all derivative contracts covered by the regulatory capital rules										G642				820493				M.1.																
										With a remaining maturity of																								
(Column A) One year or less										(Column B) Over one year through five years										(Column C) Over 5 years														
Dollar Amounts in Thousands										BHCK									BHCK															
2. Notional principal amounts of over-the-counter derivative contracts:																																		
a. Interest rate										S582							6436597	S583							15629163	S584							12296421	M.2.a.
b. Foreign exchange rate and gold.....										S585							6669434	S586							936720	S587							22738	M.2.b.
c. Credit (investment grade reference asset).....										S588							0	S589							0	S590							0	M.2.c.
d. Credit (non-investment grade reference asset).....										S591							0	S592							0	S593							0	M.2.d.
e. Equity										S594							0	S595							0	S596							0	M.2.e.
f. Precious metals (except gold)										S597							0	S598							0	S599							0	M.2.f.
g. Other										S600							0	S601							0	S602							0	M.2.g.
3. Notional principal amounts of centrally cleared derivative contracts:																																		
a. Interest rate										S603							411037	S604							4548371	S605							2910666	M.3.a.
b. Foreign exchange rate and gold										S606							0	S607							0	S608							0	M.3.b.
c. Credit (investment grade reference asset)										S609							0	S610							0	S611							0	M.3.c.
d. Credit (non-investment grade reference asset)										S612							0	S613							0	S614							0	M.3.d.
e. Equity										S615							0	S616							0	S617							0	M.3.e.
f. Precious metals (except gold)										S618							0	S619							0	S620							0	M.3.f.
g. Other										S621							0	S622							0	S623							0	M.3.g.
										Dollar Amounts in Thousands										BHCK														
4. Standardized market risk-weighted assets attributable to specific risk (included in Schedule HC-R, item 27).....										S624														67784				M.4.						

C000

Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	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		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	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	
Asset Sales								
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.
	12037	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.
	12037	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		7474	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements				B805		17762977	M.2.b.
c. Other financial assets ¹				A591		3027585	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		109522	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) ²				C407		0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.

2. Memorandum item 4 is to be completed by (1) 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)

		Dollar Amounts in Thousands				
	TEXT	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.