Board of Governors of the Federal Reserve System

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

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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. 1844) and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)).

This report form is to be filed by bank holding companies with total consolidated assets of $**500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

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

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

Signature of Chief Financial Officer (or Equivalent)

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

Date of Report:

June 30, 2011
Month / Date / Year (BHCK 9999)

CITIZENS FINANCIAL GROUP, INC.
Legal Title of Bank Holding Company (TEXT 9010)

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

City (TEXT 9130)	State (TEXT 9200)	Zip Code (TEXT 9220)
PROVIDENCE	RI	02903

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

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RSSD ID ____________

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 45.0 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100–0128), Washington, D.C. 20503.

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RSSD Number ____________

S.F. ____

RSSD ID: 1132449

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK		
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties	4435	789896	1.a.(1)(a)
(b) All other loans secured by real estate	4436	181821	1.a.(1)(b)
(c) All other loans	F821	720443	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		1.a.(2)
b. Income from lease financing receivables	4065	55066	1.b.
c. Interest income on balances due from depository institutions[1]	4115	3147	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	1883	1.d.(1)
(2) Mortgage-backed securities	B489	356681	1.d.(2)
(3) All other securities	4060	2465	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	79	1.f.
g. Other interest income	4518	17397	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	2128878	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	A517	53683	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518	69723	2.a.(1)(b)
(c) Other deposits	6761	109824	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	818	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	128028	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	97990	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	12750	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	472816	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	1656062	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	500099	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	13531	5.a.
b. Service charges on deposit accounts in domestic offices	4483	288889	5.b.
c. Trading revenue[2]	A220	17119	5.c.
d. (1) Fees and commissions from securities brokerage	C886	24923	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	18390	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	3087	5.d.(5)
e. Venture capital revenue	B491	6861	5.e.
f. Net servicing fees	B492	17752	5.f.
g. Net securitization income	B493	0	5.g.

1. Includes interest income on time certificates of deposit not held for trading.
2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK		
5. h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	6325	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	596	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	4778	5.k.
l. Other noninterest income[3]	B497	389799	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	792050	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	71967	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	809355	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	322149	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	16956	7.c.(2)
d. Other noninterest expense[4]	4092	488073	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	1636533	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	383447	8.
9. Applicable income taxes (foreign and domestic)	4302	134590	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	248857	10.
11. Extraordinary items and other adjustments, net of income taxes[5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	248857	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340	248857	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	1658308	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	385693	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	1073	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	2267	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	19570	M.5.

6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3% of Schedule HI, item 5.l):	BHCK		
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	24057	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	67156	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	100349	M.6.g.
h. Gains on bargain purchases	J447	0	M.6.h.
i. TEXT 8562 LETTERS OF CREDIT FEES	8562	29276	M.6.i.
j. TEXT 8563 UNUSED LINE OF COMMITMENT FEE	8563	25372	M.6.j.
k. TEXT 8564 SYNDICATION FEES	8564	24286	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3% of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	29013	M.7a.
b. Advertising and marketing expenses	0497	53478	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	16529	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	24705	M.7.i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7.j.
k. Telecommunications expenses	F559	18951	M.7.k.
l. TEXT 8565 COLLECTION EXPENSE	8565	47324	M.7.l.
m. TEXT 8566 CARRIER SERVICE EXPENSE	8566	14868	M.7.m.
n. TEXT 8567	8567	0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):			
a. (1) TEXT 3571	3571	0	M.8.a.(1)
(2) Applicable income tax effect — BHCK 3572: 0			M.8.a.(2)
b. (1) TEXT 3573	3573	0	M.8.b.(1)
(2) Applicable income tax effect — BHCK 3574: 0			M.8.b.(2)
c. (1) TEXT 3575	3575	0	M.8.c.(1)
(2) Applicable income tax effect — BHCK 3576: 0			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) *Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:*			
a. Interest rate exposures	8757	14777	M.9.a.
b. Foreign exchange exposures	8758	2342	M.9.b.
c. Equity security and index exposures	8759	0	M.9.c.
d. Commodity and other exposures	8760	0	M.9.d.
e. Credit exposures	F186	0	M.9.e.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memoranda items 9.f and 9.g are to be completed by bank holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.[1]			
9. f. **Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)**	K090	-6542	M.9.f.
g. **Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)**	K094	0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	11007	M.11.
Memorandum item 12.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	43313	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.

	BHCK		
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)	A530	0	M.13.

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	7337	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552	0	M.14.a.(1)
b. Net gains (losses) on liabilities	F553	0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk	F554	0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409	0	M.15.

	BHCK	Year-to-date	
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	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	143229	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	137301	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	5928	M.17.c.

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

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

Dollar Amounts in Thousands	BHCK		
1. Total bank holding company equity capital **most recently reported** for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	22693916	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	22693916	3.
	bhct		
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340	248857	4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK		
a. Sale of perpetual preferred stock, gross	3577	0	5.a.
b. Conversion or retirement of perpetual preferred stock	3578	0	5.b.
6. Sale of common stock:			
a. Sale of common stock, gross	3579	0	6.a.
b. Conversion or retirement of common stock	3580	0	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	0	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	0	11.
12. Other comprehensive income[1]	B511	169335	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	20317	14.
	bhct		
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210	23132425	15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other post retirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	BHCK	(Column A) Charge-offs[1]	BHCK	(Column B) Recoveries	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	1326	C892	9	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	17994	C894	6691	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	95683	5412	5087	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	63658	C217	8193	1.c.(2)(a)
(b) Secured by junior liens	C235	218683	C218	12422	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	11479	3589	2023	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	13120	C896	1057	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	39820	C898	8522	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	31657	4617	24433	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	48191	B515	5741	5.a.
b. **Automobile loans**	K129	24550	K133	19959	5.b.
c. **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K205	89999	K206	16534	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	14586	4628	3852	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	158	F188	900	8.b.
9. Total (sum of items 1 through 8)	4635	670904	4605	115423	9.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs[1] Calendar year-to-date		(Column B) Recoveries Calendar year-to-date		
	BHCK		BHCK		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	132	4662	3	M.2.

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

	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	14881	M.3.

Dollar Amounts in Thousands	BHCK		
II. Changes in allowance for loan and lease losses			
1. Balance **most recently** reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	2004948	1.
	bhct		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	115423	2.
	BHCK		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	C079	670904	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523	0	4.
	bhct		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	500099	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	-23428	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	1926138	7.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	6566	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 bank holding companies.			
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

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

Notes to the Income Statement—Other, Continued

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

CITIZENS FINANCIAL GROUP, INC.

Name of Bank Holding Company

For Federal Reserve Bank Use Only

C.I. ___

RSSD ID: 1132449

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20110630

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	1531062	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	4284436	1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs			0397	0	1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)			1754	0	2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)			1773	21776703	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	326732	4.a.
b. Loans and leases, net of unearned income	B528	87570427			4.b.
c. LESS: Allowance for loan and lease losses	3123	1926138			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	85644289	4.d.
5. Trading assets (from Schedule HC-D)			3545	1026951	5.
6. Premises and fixed assets (including capitalized leases)			2145	1044205	6.
7. Other real estate owned (from Schedule HC-M)			2150	130821	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	1500	8.
9. Direct and indirect investments in real estate ventures			3656	115078	9.
10. Intangible assets:					
a. Goodwill			3163	11311132	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	226869	10.b.
11. Other assets (from Schedule HC-F)			2160	4379926	11.
12. Total assets (sum of items 1 through 11)			2170	131799704	12.

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

Dollar Amounts in Thousands			
	BHDM		
LIABILITIES			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing[1]	6631	21673437	13.a.(1)
(2) Interest-bearing	6636	69438068	13.a.(2)
	BHFN		
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:			
(1) Noninterest-bearing	6631		13.b.(1)
(2) Interest-bearing	6636	446608	13.b.(2)
	BHDM		
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices[2]	B993	3668000	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	2210416	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	918454	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	7454266	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures[4]	4062	403419	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	508501	19.b.
20. Other liabilities (from Schedule HC-G)	2750	1946110	20.
21. Total liabilities (sum of items 13 through 20)	2948	108667279	21.
22. Not applicable			
EQUITY CAPITAL			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	0	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18558181	25.
26. a. Retained earnings	3247	5096318	26.a.
b. Accumulated other comprehensive income[5]	B530	-522074	26.b.
c. Other equity capital components[6]	A130	0	26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	23132425	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	23132425	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	131799704	29.

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
2. Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
3. Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
4. Includes limited-life preferred stock and related surplus.
5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
6. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC—Continued

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

	BHCK		
1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)	C884		M.1.

2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.[7]

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

(2) City (TEXT C708)

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

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

(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	70015	1287	70095	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	89353	8499	91600	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	287195	G303	300250	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	12721628	G307	12990410	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	1053556	G311	990228	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312	0	G313	0	G314	5412661	G315	5620465	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	851305	G323	759856	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) **Issued or guaranteed by FNMA, FHLMC, or GNMA**	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) **Other pass-through securities**	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) **Issued or guaranteed by FNMA, FHLMC, or GNMA**	K150	0	K151	0	K152	301440	K153	320858	4.c.(2)(a)
(b) **All other commercial MBS**	K154	0	K155	0	K156	639204	K157	618068	4.c.(2)(b)
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	4397	C027	4711	5.a.
b. Structured financial products:									
(1) Cash	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) Synthetic	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) Hybrid	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Foreign debt securities	1742	0	1743	0	1744	500	1746	502	6.b

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export–Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	7336	A511	9660	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754	0	1771	0	1772	21438590	bhct 1773	21776703	8.

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Pledged securities[1]	0416	9055540	M.1.
2. Remaining maturity or next repricing date of debt securities[2,3] (Schedule HC-B, items 1 through 6.b in columns A and D above):			
a. 1 year and less	0383	2717409	M.2.a.
b. Over 1 year to 5 years	0384	3005126	M.2.b.
c. Over 5 years	0387	16044508	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
Memorandum item 5 is to be completed by bank holding companies with total assets over $1 billion or with foreign offices.[4]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	4397	B845	4711	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d.

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

Schedule HC-B—Continued

MEMORANDA—Continued

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

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 BHCK		(Column B) In Domestic Offices BHDM		
1. Loans secured by real estate	1410	51216820			1.
a. Construction, land development, and other land loans:					
(1) 1–4 family residential construction loans			BHCK F158	171000	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	1304923	1.a.(2)
b. Secured by farmland			BHDM 1420	815	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			1797	17317645	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	15007359	1.c.(2)(a)
(b) Secured by junior liens			5368	5740097	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	1307343	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK F160	4375835	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	5991803	1.e.(2)
2. Loans to depository institutions and acceptances of other banks			BHDM 1288	70574	2.
a. To U.S. banks and other U.S. depository institutions	1292	70574			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	907	1590	907	3.
4. Commercial and industrial loans			1766	18170506	4.
a. To U.S. addressees (domicile)	1763	18052232			4.a.
b. To non-U.S. addressees (domicile)	1764	118274			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	14142183	6.
a. Credit cards	B538	1423310			6.a.
b. Other revolving credit plans	B539	333424			6.b.
c. **Automobile loans**	K137	7696866			6.c.
d. **Other consumer loans (includes single payment, installment, and all student loans)**	K207	4688583			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	541124	J454	541124	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	5771	1545	5771	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	1010634	J451	1010634	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	2738640	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	2738640			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	87897159	2122	87897159	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	5421	M.1.a.(2)
b. **Loans secured by 1–4 family residential properties in domestic offices**	F576	281772	M.1.b.
c. **Secured by multifamily (5 or more) residential properties in domestic offices**	K160	1136	M.1.c.
d. **Secured by nonfarm nonresidential properties in domestic offices:**			
(1) **Loans secured by owner-occupied nonfarm nonresidential properties**	K161	9964	M.1.d.(1)
(2) **Loans secured by other nonfarm nonresidential properties**	K162	13986	M.1.d.(2)
e. **Commercial and industrial loans:**	BHCK		
(1) **To U.S. addressees (domicile)**	K163	11379	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)**	K165	43506	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM		
(1) **Loans secured by farmland in domestic offices**	K166	0	M.1.f.(1)
	BHCK		
(2) **Loans to depository institutions and acceptances of other banks**	K167	0	M.1.f.(2)
(3) **Loans to finance agricultural production and other loans to farmers**	K168	0	M.1.f.(3)
(4) **Loans to individuals for household, family, and other personal expenditures:**			
(a) **Credit cards**	K098	0	M.1.f.(4)(a)
(b) **Automobile loans**	K203	0	M.1.f.(4)(b)
(c) **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K204	39770	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.b.(2), column A, above	2746	1669	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	12754	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391	177753	M.4.
Memorandum item 5 is to be completed by all bank holding companies.			
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230	62055	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		
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of ***December 31, 2010****, 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).*			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	6587	M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1–4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232	457	M.6.c
7.–8. Not applicable.			
	BHDM		
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))	F577	234079	M.9.

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	326707			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	326707	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 BHCK		(Column B) Domestic Offices BHDM		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	319370			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	319370	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 BHCK		(Column B) Gross contractual amounts receivable at acquisition BHCK		(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected 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	40331949	M.14.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM		BHCK		
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 G379	0	BHDM G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	G381	0	4.c.
d. **Commercial MBS issued or guaranteed by FNMA, FHLMC, or GNMA**	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	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615	0	F615	0	6.c.(1)
(2) Other revolving credit plans	F616	0	F616	0	6.c.(2)
(3) **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.
7.–8. Not applicable					
9. Other trading assets	BHCM 3541	0	BHCK 3541	0	9.
10. Not applicable					
11. Derivatives with a positive fair value	3543	1026951	3543	1026951	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct 3545	1026951	BHDM 3545	1026951	12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
LIABILITIES					
13. a. Liability for short positions:					
(1) Equity securities	G209	0	G209	0	13.a.(1)
(2) Debt securities	G210	0	G210	0	13.a.(2)
(3) All other assets	G211	0	G211	0	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	918454	3547	918454	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	bhct 3548	918454	3548	918454	15.

MEMORANDA

Dollar Amounts in Thousands	BHCK		BHDM		
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.):					
a. Loans secured by real estate	F790	0			M.1.a.
(1) Construction, land development, and other land loans			F625	0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F626	0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit			F627	0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F628	0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens			F629	0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F630	0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties			F631	0	M.1.a.(5)
b. Commercial and industrial loans	F632	0	F632	0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F633	0	F633	0	M.1.c.(1)
(2) Other revolving credit plans	F634	0	F634	0	M.1.c.(2)
(3) **Automobile loans**	K200	0	K200	0	M.1.c.(3)
(4) **Other consumer loans (includes single payment, installment, and all student loans)**	K211	0	K211	0	M.1.c.(4)
d. Other loans	F636	0	F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	0	F639	0	M.2.a.
b. Unpaid principal balance	F640	0	F640	0	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):					
a. Trust preferred securities issued by financial institutions	G299	0	G299	0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332	0	G332	0	M.3.b.
c. Corporate and similar loans	G333	0	G333	0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334	0	G334	0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G335	0	G335	0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651	0	G651	0	M.3.f.
g. Other collateral or reference assets	G652	0	G652	0	M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

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

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

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:			
a. Demand deposits	2210	7311858	1.a.
b. NOW, ATS, and other transaction accounts	3187	3802995	1.b.
c Money market deposit accounts and other savings accounts	2389	63959762	1.c.
d. Time deposits of less than $100,000	6648	10511499	1.d.
e. Time deposits of $100,000 or more	2604	5525391	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:	BHOD		
a. Noninterest-bearing balances	3189		2.a.
b. NOW, ATS, and other transaction accounts	3187		2.b.
c. Money market deposit accounts and other savings accounts	2389		2.c.
d. Time deposits of less than $100,000	6648		2.d.
e. Time deposits of $100,000 or more	2604		2.e.

MEMORANDA

Dollar Amounts in Thousands	BHDM		
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243	1722098	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	3873617	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	446608	M.4.

1. The sum of items 1.a through 1.e and items 2.a through 2.e must equal the sum of Schedule HC, items 13.a.(1) and 13.a.(2).

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK		
1. Accrued interest receivable[1]	B556	403574	1.
2. Net deferred tax assets[2]	2148	225590	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	1245738	4.
5. Life insurance assets:			
a. **General account life insurance assets**	K201	234283	5.a.
b. **Separate account life insurance assets**	K202	221154	5.b.
c. **Hybrid account life insurance assets**	K270	779836	5.c
6. Other	2168	1269751	6.
	bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	4379926	7.

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	BHCK		
1. Not applicable			
2. Net deferred tax liabilities[1]	3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557	67201	3.
4. Other	B984	1878909	4.
	bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	1946110	5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK		
1. Earning assets that are repriceable within one year or mature within one year	3197	48063702	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	10543829	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	2000000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	403419	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands	BHCK	Amount	
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	Amount	
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	Amount	Line
ASSETS			
1. **Securities:**			
a. **U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)**	B558	343370	1.a.
b. **Mortgage-backed securities**	B559	21268007	1.b.
c. **All other securities (includes securities issued by states and political subdivisions in the U.S.)**	B560	98815	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	87286537	3.a.
(1) Loans secured by 1–4 family residential properties	3465	38243271	3.a.(1)
(2) All other loans secured by real estate	3466	13262975	3.a.(2)
(3) **Loans to finance agricultural production and other loans to farmers**	3386	772	3.a.(3)
(4) **Commercial and industrial loans**	3387	17240674	3.a.(4)
(5) **Loans to individuals for household, family, and other personal expenditures:**			
(a) **Credit cards**	B561	1566895	3.a.(5)(a)
(b) **Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	B562	12769442	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	1055007	4.a.
b. Other earning assets	B985	2588502	4.b.
5. Total consolidated assets	3368	129050865	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)	3517	69763717	6.
7. Interest-bearing deposits (foreign)	3404	528800	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	3753421	8.
9. All other borrowed money	2635	6788639	9.
10. Not applicable			
EQUITY CAPITAL			
11. Total equity capital (excludes limited-life preferred stock)	3519	23577921	11.

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(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands	BHCK	Amount	
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	16095705	1.a.
b. (1) Unused consumer credit card lines	J455	6035965	1.b.(1)
(2) Other unused credit card lines	J456	492810	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	1276792	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164	105011	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	1171781	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	19692807	1.e.(1)
(2) Loans to financial institutions	J458	831152	1.e.(2)
(3) All other unused commitments	J459	2529527	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	4910172	2.
Item 2.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]			
a. Amount of financial standby letters of credit conveyed to others	3820	851276	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	101420	3.
Item 3.a is to be completed by bank 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	116298	4.
5. Not applicable			
6. Securities lent	3433	0	6.

	(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:	BHCK		BHCK		
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	831005	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	32843	C221	0	7.b.(1)
(2) Gross negative fair value	C220	0	C222	0	7.b.(2)

	BHCK	Amount	
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	831005	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0	7.c.(2)(c)

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

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

Dollar Amounts in Thousands	Remaining Maturity of: (Column A) One year or less		Remaining Maturity of: (Column B) Over One Year Through Five Years		Remaining Maturity of: (Column C) Over Five Years		
	BHCK		BHCK		BHCK		
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	G406	201743	G407	593395	G408	35867	7.d.(1)(a)
(b) Subinvestment grade	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) Subinvestment grade	G415	0	G416	0	G417	0	7.d.(2)(b)

	BHCK		
8. Spot foreign exchange contracts	8765	71874	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)	3430	0	9.
a. Securities borrowed	3432	0	9.a.
b. Commitments to purchase when-issued securities	3434	0	9.b.
c. Commitments to sell when-issued securities	3435	0	9.c.
d. TEXT 6561	6561	0	9.d.
e. TEXT 6562	6562	0	9.e.
f. TEXT 6568	6568	0	9.f.
g. TEXT 6586	6586	0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 813000	BHCK 8698 5558659	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 1557292	BHCK 8710 0	BHCK 8711 0	BHCK8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 1557292	BHCK 8714 0	BHCK 8715 1	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 37353905	BHCK 3826 608502	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 30268489	BHCK A127 6167161	BHCK 8723 1	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 11013000	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 967942	BHCK 8734 112500	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 864444	BHCK 8738 107501	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 11206	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 581363	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms BHCK		(Column B) Monoline Financial Guarantors BHCK		(Column C) Hedge Funds BHCK		(Column D) Sovereign Governments BHCK		(Column E) Corporations and All Other Counterparties BHCK		
15. Over-the counter derivatives:											
a. Net current credit exposure	G418	957	G419	0	G420	0	G421	0	G422	968297	15.a.
b. Fair value of collateral:											
(1) Cash—U.S. dollar	G423	830	G424	0	G425	0	G426	0	G427	0	15.b.(1)
(2) Cash—Other currencies	G428	0	G429	0	G430	0	G431	0	G432	0	15.b.(2)
(3) U.S. Treasury securities	G433	0	G434	0	G435	0	G436	0	G437	0	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438	0	G439	0	G440	0	G441	0	G442	0	15.b.(4)
(5) Corporate bonds	G443	0	G444	0	G445	0	G446	0	G447	0	15.b.(5)
(6) Equity securities	G448	0	G449	0	G450	0	G451	0	G452	0	15.b.(6)
(7) All other collateral	G453	0	G454	0	G455	0	G456	0	G457	0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	830	G459	0	G460	0	G461	0	G462	0	15.b.(8)

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands				
	NUMBER (UNROUNDED)	BHCK		
1. Total number of bank holding company common shares outstanding	3459 3382			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	5401091	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	2456594	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	5101	4.
5. Securities purchased under agreements to resell **offset** against securities sold under agreements to repurchase on Schedule HC		A288	3000000	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)
		BHCK		
(2) **Loans to finance agricultural production and other loans to farmers**		K178	0	6.a.(2)
(3) **Commercial and industrial loans**		K179	0	6.a.(3)
(4) **Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):**				
(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)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):				
(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			
	BHFN		
6. b. (6) **In foreign offices**	K260	0	6.b.(6)
(7) **Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements**	BHCK K192	0	6.b.(7)
c. **Debt securities (included in Schedule HC, items 2.a and 2.b)**	J461	0	6.c.
d. **Other assets (exclude FDIC loss-sharing indemnification assets)**	J462	0	6.d.
7. **Captive insurance and reinsurance subsidiaries:**			
a. **Total assets of captive insurance subsidiaries**[1]	K193	0	7.a.
b. **Total assets of captive reinsurance subsidiaries**[1]	K194	0	7.b.

8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? **(Enter "1" for yes; enter "0" for no)**	BHCK C251	0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? **(Enter "1" for yes; enter "0" for no)**	BHCK 6689	0	9.
10. Not applicable			
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y–10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	BHCK 6416	1	11.

TEXT 6428

Name of bank holding company official verifying FR Y–10 reporting (Please type or print)

Area Code and Phone Number (TEXT 9009)

	BHCK		
12. Intangible assets other than goodwill:			
a. Mortgage servicing assets	3164	192371	12.a.
(1) Estimated fair value of mortgage servicing assets	6438	199298	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026	8364	12.b.
c. All other identifiable intangible assets	5507	26134	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	bhct 0426	226869	12.d.
13. Other real estate owned	2150	130821	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	5401091	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	2053175	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	bhct 3190	7454266	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCK B569	1	15.
16. Assets under management in proprietary mutual funds and annuities	BHCK B570	0	16.

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

Schedule HC-M—Continued

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

	BHCK		
17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial 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)**	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.

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

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

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

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

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

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

Dollar Amounts in Thousands	BHCK		
20. Balances of broker–dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm–Leach–Bliley Act:			
a. Net assets	C252	0	20.a.
b. Balances due from related institutions:			
(1) Due from the bank holding company (parent company only), gross	4832	0	20.b.(1)
(2) Due from subsidiary banks of the bank holding company, gross	4833	0	20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross	4834	0	20.b.(3)
c. Balances due to related institutions:			
(1) Due to bank holding company (parent company only), gross	5041	0	20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross	5043	0	20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross	5045	0	20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors	5047	0	20.d.
21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act	C253	0	21.

Schedule HC-M—Continued

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

22. Address (URL) for the reporting bank holding company's web page that displays risk disclosures, including those about credit and market risk. (Example: www.examplebhc.com/riskdisclosures)
TEXT C497 http:// WWW.CITIZENSBANK.COM 22.

Dollar Amounts in Thousands	BHCK		
Memoranda items 23 and 24 are to be completed by all bank holding companies.			
23. Secured liabilities:			
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065	7427572	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.

RSSD ID: 1132449

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

Dollar Amounts in Thousands	BHCK	(Column A) Past due 30 through 89 days and still accruing	BHCK	(Column B) Past due 90 days or more and still accruing	BHCK	(Column C) Nonaccrual	
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	2451	F174	0	F176	18628	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	56650	F175	14018	F177	208031	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	23	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398	93009	5399	138	5400	133207	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	166916	C237	12989	C229	600619	1.c.(2)(a)
(b) Secured by junior liens	C238	99353	C239	0	C230	171981	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	14187	3500	0	3501	58272	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	8984	F180	806	F182	122923	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	18667	F181	11672	F183	340641	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	74267	1607	2089	1608	193621	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	20730	B576	0	B577	24247	5.a.
b. **Automobile loans**	K213	75594	K214	0	K215	7478	5.b.
c. **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K216	105590	K217	32983	K218	10434	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	10225	5460	0	5461	19252	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	58	F170	340	F171	185	8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands		(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual	
	BHCK		BHCK		BHCK		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	746681	5525	75035	5526	1909542	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	37734	K037	30902	K038	133284	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	34491	K040	29944	K041	29699	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	114	K043	0	K044	14080	11.b.
12. **Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:**							
a. **Loans secured by real estate in domestic offices:**							
(1) **Construction, land development, and other land loans:**	BHDM		BHDM		BHDM		
(a) **1–4 family residential construction loans**	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 nonfarm nonresidential properties	K069	0	K070	0	K071	0	12.a.(5)(b)
	BHCK		BHCK		BHCK		
b **Loans to finance agricultural production and other loans to farmers**	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.
Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):							
(1) **Loans to depository institutions and acceptances of other banks**	K091	0	K092	0	K093	0	12.e.(1)
(2) **Loans to foreign governments and official institutions**	K095	0	K096	0	K097	0	12.e.(2)
(3) **Other loans**[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	1165	M.1.a.(1)
(2) **Other construction loans and all land development and other land loans**	K108	0	K109	0	K110	36168	M.1.a.(2)
	BHCK		BHCK		BHCK		
b. **Loans secured by 1–4 family residential properties in domestic offices**	F661	19689	F662	0	F663	283760	M.1.b.
	BHDM		BHDM		BHDM		
c. **Secured by multifamily (5 or more) residential properties in domestic offices**	K111	0	K112	0	K113	10327	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	6176	M.1.d.(1)
(2) **Loans secured by other nonfarm nonresidential properties**	K117	1781	K118	9633	K119	72417	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	892	K121	0	K122	38083	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	4537	K127	0	K128	1990	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):	BHDM		BHDM		BHDM		
(1) **Loans secured by farmland in domestic offices**	K130	0	K131	0	K132	0	M.1.f.(1)
	BHCK		BHCK		BHCK		
(2) **Loans to depository institutions and acceptances of other banks**	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 loans**	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	0	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	87	1912	0	1913	600	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664		F665		F666		M.5.b.(1)
(2) Unpaid principal balance	F667		F668		F669		M.5.b.(2)

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

Schedule HC-N—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands	BHCK		BHCK		
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	185	3530	0	M.6.

Dollar Amounts in Thousands	BHCK		
7. Additions to nonaccrual assets during the quarter	C410	434997	M.7.
8. Nonaccrual assets sold during the quarter	C411	10935	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with $1 billion or more in total assets[1] and (2) bank holding companies with less than $1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale[2] 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			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:[2]	BHCK		
a. Closed-end first liens	F066	683887	1.a.
b. Closed-end junior liens	F067	218	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]	BHCK		
a. Closed-end first liens	F068	0	2.a.
b. Closed-end junior liens	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0	2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens	F070	652167	3.a.
b. Closed-end junior liens	F071	193	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0	3.c.(2)
4. 1–4 family residential mortgages held for sale **or trading** at quarter-end (included in Schedule HC, **items 4.a and 5**):	BHCK		
a. Closed-end first liens	F072	326707	4.a.
b. Closed-end junior liens	F073	25	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1–4 family residential mortgage loans	F184	0	5.a.
	BHDM		
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0	5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	2520	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2010.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

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

Dollar Amounts in Thousands	(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		
			BHCK		BHCK		BHCK		BHCK		
ASSETS	bhcy										
1. Available-for-sale securities	1773	21776703	G474	0	G475	79754	G476	21696949	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale	G483	326707	G484	0	G485	0	G486	326707	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	bhct										
a. Derivative assets	3543	1026951	G493	53491	G494	0	G495	1080442	G496	0	5.a.
b. Other trading assets	BHCK G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	66925	G392	1392	G395	0	G396	11206	G804	57111	6.
7. Total assets measured at fair value on a recurring basis	G502	23197286	G503	54883	G504	79754	G505	23115304	G506	57111	7.
LIABILITIES											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	bhct										
a. Derivative liabilities	3547	918454	G512	53491	G513	0	G514	971945	G515	0	10.a.
b. Other trading liabilities	BHCK G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities	G805	579971	G806	1392	G807	0	G808	581363	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	1498425	G532	54883	G533	0	G534	1553308	G535	0	14.

Schedule HC-Q—Continued

Dollar Amounts in Thousands	(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	
	BHCK	BHCK	BHCK	BHCK	BHCK	
Memoranda						
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25% of item 6):						
a. Mortgage servicing assets	G536 0	G537 0	G538 0	G539 0	G540 0	M.1.a.
b. Nontrading derivative assets	G541 9814	G542 1392	G543 0	G544 11206	G545 0	M.1.b.
c. BHTX G546 VENTURE CAPITAL INVESTMENTS	G546 57111	G547 0	G548 0	G549 0	G550 57111	M.1.c.
d. BHTX G551	G551	G552 0	G553 0	G554 0	G555 0	M.1.d.
e. BHTX G556	G556	G557 0	G558 0	G559 0	G560 0	M.1.e.
f. BHTX G561	G561	G562 0	G563 0	G564 0	G565 0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25% of item 13):						
a. Loan commitments (not accounted for as derivatives)	F261 0	F689 0	F697 0	F262 0	F263 0	M.2.a.
b. Nontrading derivative liabilities	G566 579971	G567 1392	G568 0	G569 581363	G570 0	M.2.b.
c. BHTX G571	G571	G572 0	G573 0	G574 0	G575 0	M.2.c.
d. BHTX G576	G576	G577 0	G578 0	G579 0	G580 0	M.2.d.
e. BHTX G581	G581	G582 0	G583 0	G584 0	G585 0	M.2.e.
f. BHTX G586	G586	G587 0	G588 0	G589 0	G590 0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands			
Tier 1 capital	BHCX		
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	23132425	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities[1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK 8434	214533	2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges[1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-736606	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)[2]	G215	506000	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	10814713	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227	13345785	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	13839	9.a.
b. LESS: Disallowed deferred tax assets	5610	76443	9.b.
10. Other additions to (deductions from) Tier 1 capital	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274	13255503	11.
Tier 2 capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements[2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	0	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	1236226	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	1046	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1237272	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1237272	18.
19. Tier 3 capital allocated for market risk	1395	0	19.
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	14492775	21.
Total assets for leverage ratio	bhct		
22. Average total assets (from Schedule HC-K, item 5)	3368	129050865	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	10814713	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	13839	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	76443	25.
	BHCK		
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	118145870	27.

28.–30. Not applicable

	BHCK	Percentage	
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	11.22 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.51 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	14.77 %	33.

1. Report amount included in Schedule HC, item 26.b, "Accumulated other comprehensive income."
2. Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

C000

Dollar Amounts in Thousands	(Column A) Totals *(from Schedule HC)*	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 5815498	0	5057041	758457		0	34.
35. Held-to-maturity securities	bhcx 1754 0	0	0	0	0	0	35.
36. Available-for-sale securities	bhcx 1773 21776703	337068	4951580	14818726	149972	1519357	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 0		0	0		0	37.
38. Loans and leases held for sale	bhct 5369 326732	0	0	0	326707	25	38.
39. Loans and leases, net of unearned income	bhct B528 87570427	0	8849	2506741	19390541	65664296	39.
40. LESS: Allowance for loan and lease losses	bhcx 3123 1926138	1926138					40.
41. Trading assets	bhcx 3545 1026951	1026951	0	0	0	0	41.
42. All other assets[1]	BHCK B639 17209531	10838367	882129	804607	9007	4675421	42.
43. Total assets (sum of items 34 through 42)	bhct 2170 131799704	10276248	10899599	18888531	19876227	71859099	43.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	4910172	1.00 or 12.5[2]	4910172	90720	851276	0	3968176	44.
	bhct 6570							
45. Performance standby letters of credit	101420	.50	50710	5053	1063	0	44594	45.
	bhct 3411							
46. Commercial and similar letters of credit	116298	.20	23260	0	4481	0	18779	46.
	BHCK 3429							
47. Risk participations in bankers acceptances acquired by the reporting institution	0	1.00	0	0	0		0	47.
	bhct 3433							
48. Securities lent	0	1.00	0	0	0	0	0	48.
	bhct A250							
49. Retained recourse on small business obligations sold with recourse	0	1.00	0	0	0	0	0	49.
	BHCK B541							
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	6256	12.5[3]	78200				78200	50.
	BHCK B675							
51. All other financial assets sold with recourse	14102	1.00	14102	0	0	14102	0	51.
	BHCK B681							
52. All other off-balance sheet liabilities	36348	1.00	36348	0	0	0	36348	52.
53. Unused commitments:								
	BHCK 6572							
a. With an original maturity exceeding one year	18073415	.50	9036708	0	844962	8519	8183227	53.a.
	BHCK G591							
b. With an original maturity of one year or less to asset-backed commercial paper conduits	0	.10	0	0	0	0	0	53.b.
			BHCE A167					
54. Derivative contracts			1439026	0	258003	1181023		54.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C) 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
	Allocation by Risk Weight Category				
Totals					
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54)	BHCK B696 10995372	BHCK B697 20848316	BHCK B698 21079871	BHCK B699 84188423	55.
56. Risk weight factor	× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700 0	BHCK B701 4169663	BHCK B702 10539936	BHCK B703 84188423	57.
58. Market risk equivalent assets				BHCK 1651 44	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704 98898066	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 757113	60.
61. LESS: Allocated transfer risk reserve				BHCK 3128 0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)				BHCK A223 98140953	62.

Schedule HC-R—Continued

MEMORANDA

	Dollar Amounts in Thousands	BHCK		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		8764	1090913	M.1.

Dollar Amounts in Thousands	With a remaining maturity of (Column A) One year or less		With a remaining maturity of (Column B) Over one year through five years		With a remaining maturity of (Column C) Over five years		
	BHCK		BHCK		BHCK		
2. Notional principal amounts of derivative contracts:[1]							
a. Interest rate contracts	3809	10300857	8766	20015236	8767	9408104	M.2.a.
b. Foreign exchange contracts	3812	5036062	8769	1131099	8770	0	M.2.b.
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts	A000	0	A001	1	A002	0	M.2.f
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	G597	0	G598	0	G599	0	M.2.g.(1)
(2) Subinvestment grade	G600	0	G601	0	G602	0	M.2.g.(2)

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

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

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK		
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	0	M.6.
7. Not applicable			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219	0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0	M.8.c.
d. Qualifying trust preferred securities[2] (included in Schedule HC, item 19.b)	C502	506000	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221	10788579	M.9.

	BHCK	Percentage	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222	3.78 %	M.10.

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

RSSD ID:
1132449

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

C000

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

Dollar Amounts in Thousands	(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	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30–89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 6256	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797 6256	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others **(includes participations serviced for others)**:			
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	14102	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	18260176	M.2.b.
c. Other financial assets[1]	A591	4356292	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	168435	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2]	C407	0	M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than $10 million.
2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

	TEXT	Dollar Amounts in Thousands	BHCK		
1.		**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

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