

Board of Governors of the Federal Reserve System

RSSD ID: 1132449



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

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

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

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general

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

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

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

Date of Report: **June 30, 2012**

Month / Day / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

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

RBS CITIZENS FINANCIAL GROUP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

 RSSD ID _____
 C.I. _____ S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		726894	1.a.(1)(a)
(b) All other loans secured by real estate	4436		166523	1.a.(1)(b)
(c) All other loans	F821		695091	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		0	1.a.(2)
b. Income from lease financing receivables	4065		56830	1.b.
c. Interest income on balances due from depository institutions ¹	4115		1647	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		9	1.d.(1)
(2) Mortgage-backed securities	B489		320071	1.d.(2)
(3) All other securities	4060		2258	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		111	1.f.
g. Other interest income	4518		17802	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		1987236	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		35767	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		50828	2.a.(1)(b)
(c) Other deposits	6761		137552	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		785	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		33044	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		68583	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		9563	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		336122	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		1651114	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		228854	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		12816	5.a.
b. Service charges on deposit accounts in domestic offices	4483		277230	5.b.
c. Trading revenue ²	A220		10464	5.c.
d. (1) Fees and commissions from securities brokerage	C886		32212	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		17724	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		2233	5.d.(5)
e. Venture capital revenue	B491		-10846	5.e.
f. Net servicing fees	B492		7006	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		31052		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		-497		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		3831		5.k.
l. Other noninterest income ³	B497		375683		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		758908		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		89554		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		864241		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		323780		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		1268		7.c.(2)
d. Other noninterest expense ⁴	4092		553444		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		1742733		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		527989		8.
9. Applicable income taxes (foreign and domestic)	4302		195356		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		332633		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		332633		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		332633		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		1651898		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		528773		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		949		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		2008		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		18780		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		25656		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		45285		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												
6. g. Bank card and credit card interchange fees				BHCK								
				F555				66607				
h. Gains on bargain purchases				J447				0				
i. <table><tr><td>TEXT</td><td>8562</td><td>LETTERS OF CREDIT FEES</td></tr></table>				TEXT	8562	LETTERS OF CREDIT FEES	8562				25328	
TEXT	8562	LETTERS OF CREDIT FEES										
j. <table><tr><td>TEXT</td><td>8563</td><td>UNUSED LINE COMMITMENT FEE</td></tr></table>				TEXT	8563	UNUSED LINE COMMITMENT FEE	8563				27942	
TEXT	8563	UNUSED LINE COMMITMENT FEE										
k. <table><tr><td>TEXT</td><td>8564</td><td>SYNDICATION FEES</td></tr></table>				TEXT	8564	SYNDICATION FEES	8564				33075	
TEXT	8564	SYNDICATION FEES										
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):												
a. Data processing expenses.....				C017				40226				
b. Advertising and marketing expenses				0497				42452				
c. Directors' fees				4136				0				
d. Printing, stationery, and supplies				C018				0				
e. Postage				8403				0				
f. Legal fees and expenses.....				4141				17757				
g. FDIC deposit insurance assessments				4146								
h. Accounting and auditing expenses.....				F556				0				
i. Consulting and advisory expenses				F557				47831				
j. Automated teller machine (ATM) and interchange expenses				F558				0				
k. Telecommunications expenses				F559				21783				
l. <table><tr><td>TEXT</td><td>8565</td><td>OPERATING LOSSES</td></tr></table>				TEXT	8565	OPERATING LOSSES	8565				159170	
TEXT	8565	OPERATING LOSSES										
m. <table><tr><td>TEXT</td><td>8566</td><td>NONPERFORMING ASSETS EXPENSE</td></tr></table>				TEXT	8566	NONPERFORMING ASSETS EXPENSE	8566				32545	
TEXT	8566	NONPERFORMING ASSETS EXPENSE										
n. <table><tr><td>TEXT</td><td>8567</td><td></td></tr></table>				TEXT	8567		8567				0	
TEXT	8567											
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):												
a. (1) <table><tr><td>TEXT</td><td>3571</td><td></td></tr></table>				TEXT	3571		3571				0	
TEXT	3571											
(2) Applicable income tax effect.....				BHCK		3572		0				
b. (1) <table><tr><td>TEXT</td><td>3573</td><td></td></tr></table>				TEXT	3573		3573				0	
TEXT	3573											
(2) Applicable income tax effect.....				BHCK		3574		0				
c. (1) <table><tr><td>TEXT</td><td>3575</td><td></td></tr></table>				TEXT	3575		3575				0	
TEXT	3575											
(2) Applicable income tax effect.....				BHCK		3576		0				
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				10561				
b. Foreign exchange exposures				8758				-97				
c. Equity security and index exposures				8759				0				
d. Commodity and other exposures.....				8760				0				
e. Credit exposures				F186				0				

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>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</i>					
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		-10096		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		13558		M.11.
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		49936		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.

Dollar Amounts in Thousands		BHCK			
<i>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.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		24603		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		0		M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
		Year-to-date			
		BHCK			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319		145410		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		133775		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		11635		M.17.c.

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

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

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		23392897		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		23392897		3.
	BHCT				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340		332633		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		168061		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		-40000		14.
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)	BHCT				
	3210		23853591		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 postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		864		C892		2124	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		17306		C894		8945	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		69696		5412		5399	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		59671		C217		10631	1.c.(2)(a)
(b) Secured by junior liens	C235		147237		C218		13781	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		25096		3589		3107	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		17816		C896		4396	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		28535		C898		11180	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		55254		4617		22993	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		33075		B515		4304	5.a.
b. Automobile loans	K129		13887		K133		14090	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		71058		K206		12638	5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		20051		4628		5138	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		90		F188		795	8.b.
9. Total (sum of items 1 through 8)	4635		559636		4605		119521	9.

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

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹		(Column B) Recoveries					
				Calendar Year-to-date							
Dollar Amounts in Thousands				BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above											
				5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)											
				4652			35	4662			5

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			9707	M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			1697681			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			119521			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK						
	C079			559636			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			228854			5.
	BHCK						
6. Adjustments (see instructions for this schedule)	C233			0			6.
	BHCT						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			1486420			7.

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

Schedule HI-B—Continued**Memoranda**

	Dollar Amounts in Thousands				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	BHCK				M.1.
	C435			0	
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389			3337	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390				M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
4. Amount of allowance for post-acquisition credit losses on purchased credit -impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement (Other)

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

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

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

Example

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

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

Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK				
1.	5351	INCLUDED IN HI-CONTINUED LINE ITEM 7L IS ACCRUED LITIGATION SETTLEMENT EXPENSE.					
			5351			137500	1.
2.	5352						
			5352				2.
3.	5353						
			5353				3.
4.	5354						
			5354				4.
5.	5355						
			5355				5.
6.	B042						
			B042				6.
7.	B043						
			B043				7.
8.	B044						
			B044				8.
9.	B045						
			B045				9.
10.	B046						
			B046				10.

Notes to the Income Statement (Other)—Continued

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

Name of Bank Holding Company

For Federal Reserve Bank Use Only

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C.I. _____

RSSD ID:

1132449

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20120630

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹	0081		1378778		1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395		1079200		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		21082250		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		564151		4.a.
b. Loans and leases, net of unearned income	B528		87712477		4.b.
c. LESS: Allowance for loan and lease losses	3123		1486420		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		86226057		4.d.
5. Trading assets (from Schedule HC-D)	3545		1234369		5.
6. Premises and fixed assets (including capitalized leases)	2145		1177768		6.
7. Other real estate owned (from Schedule HC-M)	2150		103014		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		1500		8.
9. Direct and indirect investments in real estate ventures	3656		101835		9.
10. Intangible assets:					
a. Goodwill	3163		11311133		10.a.
b. Other intangible assets (from Schedule HC-M)	0426		164152		10.b.
11. Other assets (from Schedule HC-F)	2160		4889550		11.
12. Total assets (sum of items 1 through 11)	2170		129313757		12.

1. Includes cash items in process of collection and unposted debits.

2. Includes time certificates of deposit not held for trading.

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

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		25110565		13.a.(1)
(2) Interest-bearing	6636		67196274		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing	6631		0		13.b.(1)
(2) Interest-bearing	6636		815516		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices ²	B993		1175000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK				
15. Trading liabilities (from Schedule HC-D)	B995		1719675		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548		1154025		15.
17. Not applicable	3190		6151064		16.
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		0		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		308371		19.b.
20. Other liabilities (from Schedule HC-G)	2750		1829676		20.
21. Total liabilities (sum of items 13 through 20)	2948		105460166		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		18567725		25.
26. a. Retained earnings	3247		5645866		26.a.
b. Accumulated other comprehensive income ⁵	B530		-360000		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		23853591		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		23853591		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		129313757		29.

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

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

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

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

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and **accumulated defined benefit pension and other postretirement plan adjustments**.

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

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

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

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

(2) City (TEXT C708)

(3) State Abbreviation (TEXT C714)

(4) Zip Code (TEXT C715)

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

(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			15006	1287			15006	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			79031	8499			83623	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			276095	G303			293793	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			14035825	G307			14522426	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			763097	G311			703262	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312			0	G313			0	G314			3361947	G315			3477527	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			0	G321			0	G322			669458	G323			592400	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150			0	K151			0	K152			1079735	K153			1096494	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			291364	K157			285441	4.c.(2)(b)

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

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

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

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale			
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value	
	BHCK		BHCK		BHCK		BHCK	
5. Asset-backed securities and structured financial products:								
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	3962	C027	4341
b. Structured financial products:								
(1) Cash	G336	0	G337	0	G338	0	G339	0
(2) Synthetic	G340	0	G341	0	G342	0	G343	0
(3) Hybrid	G344	0	G345	0	G346	0	G347	0
6. Other debt securities:								
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0
b. Foreign debt securities	1742	0	1743	0	1744	0	1746	0
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	5127	A511	7937
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT						BHCT	
	1754	0	1771	0	1772	20580647	1773	21082250

Memoranda

Dollar Amounts in Thousands		BHCK		
1. Pledged securities ¹		0416	5242206	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	1916215	M.2.a.
b. Over 1 year to 5 years		0384	3055551	M.2.b.
c. Over 5 years		0387	16102547	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):				
a. Amortized cost		8782	0	M.4.a.
b. Fair value		8783	0	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.

3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued**Memoranda—Continued**

	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK				BHCK				BHCK				BHCK			
Dollar Amounts in Thousands																
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. ¹																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables																
b. Home equity lines																
c. Automobile loans.....																
d. Other consumer loans.....																
e. Commercial and industrial loans																
f. Other.....																
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																
a. Trust preferred securities issued by financial institutions.....																
b. Trust preferred securities issued by real estate investment trusts																
c. Corporate and similar loans.....																
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)																
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....																
f. Diversified (mixed) pools of structured financial products.....																
g. Other collateral or reference assets																

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

Schedule HC-C—Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410	48501965					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	158555		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	1327590		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	1545		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	17795476		1.c.(1)
(a) Secured by first liens.....				5367	13946932		1.c.(2)(a)
(b) Secured by junior liens				5368	4461992		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	1037796		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	4295976		1.e.(1)
				F161	5476103		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	69927		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	69927					2.a.
b. To foreign banks	1296	0					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	850		1590	850		3.
4. Commercial and industrial loans				1766	20563682		4.
a. To U.S. addressees (domicile)	1763	20365571					4.a.
b. To non-U.S. addressees (domicile)	1764	198111					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975	14081641		6.
a. Credit cards	B538	1464721					6.a.
b. Other revolving credit plans.....	B539	327643					6.b.
c. Automobile loans.....	K137	8559840					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	3729437					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	830226		J454	830226		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	2327		1545	2327		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	918140		J451	918140		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	3307870		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	3307870					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	88276628		2122	88276628		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			44	M.1.a.(2)			
b. Loans secured by 1–4 family residential properties in domestic offices	F576			324919	M.1.b.			
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160			221	M.1.c.			
d. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161			26137	M.1.d.(1)			
(2) Loans secured by other nonfarm nonresidential properties.....	K162			29228	M.1.d.(2)			
e. Commercial and Industrial loans:								
(1) To U.S. addressees (domicile).....	K163			24954	M.1.e.(1)			
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)			
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165			29467	M.1.f.			
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>								
(1) Loans secured by farmland in domestic offices	K166			0	M.1.f.(1)			
(2) Loans to depository institutions and acceptances of other banks ...	K167			0	M.1.f.(2)			
(3) Loans to finance agricultural production and other loans to farmers.....	K168			0	M.1.f.(3)			
(4) Loans to individuals for household, family, and other personal expenditures:								
(a) Credit cards	K098			0	M.1.f.(4)(a)			
(b) Automobile loans	K203			0	M.1.f.(4)(b)			
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204			0	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			1271	M.2.			
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			12468	M.3.			
<i>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).</i>								
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391			76689	M.4.			
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>								
5. Purchased credit -impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):								
a. Outstanding balance.....	C779			0	M.5.a.			
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780			0	M.5.b.			
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:								
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230			54238	M.6.a.			

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

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

Dollar Amounts in Thousands				BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231					5740	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					57	M.6.c.
7.-8. Not applicable.							
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM						
	F577					311516	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608			564067					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			564067	M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584			0	M.10.a.(5)
b. Commercial and industrial loans				F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		539463					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		539463	M.11.a.(3)(b)(i)
(ii) Secured by junior liens					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596		0	M.11.a.(5)
b. Commercial and industrial loans	F597		0		F597		0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		0		K209		0	M.11.c.(4)
d. Other loans	F601		0		F601		0	M.11.d.

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

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378		41856176				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				BHDM								
					G379			0	G379			0	4.a.				
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)					G380			0	G380			0	4.b.				
c. All other residential mortgage-backed securities					G381			0	G381			0	4.c.				
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹					K197			0	K197			0	4.d.				
e. All other commercial MBS					K198			0	K198			0	4.e.				
5. Other debt securities																	
a. Structured financial products:																	
(1) Cash					G383			0	G383			0	5.a.(1)				
(2) Synthetic					G384			0	G384			0	5.a.(2)				
(3) Hybrid					G385			0	G385			0	5.a.(3)				
b. All other debt securities					G386			0	G386			0	5.b.				
6. Loans:																	
a. Loans secured by real estate					F610			0					6.a.				
(1) Construction, land development, and other land loans									F604			0	6.a.(1)				
(2) Secured by farland (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.				

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

Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets		3541			10	3541			10
10. Not applicable									
11. Derivatives with a positive fair value		3543			1234359	3543			1234359
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)		3545			1234369	3545			1234369
Liabilities									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities		G209			0	G209			0
(2) Debt securities		G210			0	G210			0
(3) All other assets		G211			0	G211			0
b. All other trading liabilities		F624			0	F624			0
14. Derivatives with a negative fair value		3547			1154025	3547			1154025
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15)		3548			1154025	3548			1154025

Memoranda

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

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

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

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	2210		8748016		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		3321116		1.b.
c. Money market deposit accounts and other savings accounts	2389		67766696		1.c.
d. Time deposits of less than \$100,000.....	6648		8602868		1.d.
e. Time deposits of \$100,000 or more	2604		3868143		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		2028888		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		2702301		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		815516		M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		364220		1.
2. Net deferred tax assets ²	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		1104246		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		242550		5.a.
b. Separate account life insurance assets	K202		226315		5.b.
c. Hybrid account life insurance assets	K270		809359		5.c.
6. Other.....	2168		2142860		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4889550		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		163506		2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		33521		3.
4. Other	B984		1632649		4.
	BHCT				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		1829676		5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		47700307		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		9188959		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		1000000		3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		0		4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		0		5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Reinsurance recoverables.....	B988			0	1.
2. Total assets.....	C244			0	2.
Liabilities					
3. Claims and claims adjustment expense reserves	B990			0	3.
4. Unearned premiums	B991			0	4.
5. Total equity.....	C245			0	5.
6. Net income	C246			0	6.

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		15012		1.a.
b. Mortgage-backed securities	B559		20926140		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		89761		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		88445529		3.a.
(1) Loans secured by 1–4 family residential properties	3465		36512205		3.a.(1)
(2) All other loans secured by real estate	3466		12391192		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		598		3.a.(3)
(4) Commercial and industrial loans	3387		20467602		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		1621173		3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562		12722886		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		1227768		4.a.
b. Other earning assets	B985		2118320		4.b.
5. Total consolidated assets	3368		128692579		5.
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		86829577		6.
7. Interest-bearing deposits (foreign) ¹	3404		1257587		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		2781952		8.
9. All other borrowed money	2635		4821985		9.
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		23836238		11.

1. Includes interest-bearing demand deposits.

C.I. _____

RSSD ID:

1132449

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

Dollar Amounts in Thousands

Dollar Amounts in Thousands				BHCK						
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):										
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines) ..				3814		16456994	1.a.			
b. (1) Unused consumer credit card lines				J455		6849602	1.b.(1)			
(2) Other unused credit card lines				J456		565389	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		1760531	1.c.(1)			
(a) 1–4 family residential construction loan commitments				F164		104983	1.c.(1)(a)			
(b) Commercial real estate, other construction loan, and land development loan commitments				F165		1655548	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		23329454	1.e.(1)			
(2) Loans to financial institutions				J458		1065508	1.e.(2)			
(3) All other unused commitments				J459		3209514	1.e.(3)			
2. Financial standby letters of credit and foreign office guarantees				6566		4065093	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		731789	2.a.			
3. Performance standby letters of credit and foreign office guarantees				6570		147976	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		110444	4.			
5. Not applicable										
6. Securities lent				3433		0	6.			
7. Credit derivatives:										
a. Notional amounts:										
(1) Credit default swaps				C968		0	C969		0	7.a.(1)
(2) Total return swaps				C970		0	C971		0	7.a.(2)
(3) Credit options				C972		0	C973		0	7.a.(3)
(4) Other credit derivatives				C974		1039537	C975		0	7.a.(4)
b. Gross fair values:										
(1) Gross positive fair value				C219		33143	C221		0	7.b.(1)
(2) Gross negative fair value				C220		0	C222		0	7.b.(2)
c. Notional amounts by regulatory capital treatment:										
(1) Positions covered under the Market Risk Rule:										
(a) Sold protection				G401		0	7.c.(1)(a)			
(b) Purchased protection				G402		0	7.c.(1)(b)			
(2) All other positions:										
(a) Sold protection				G403		1039537	7.c.(2)(a)			
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes				G404		0	7.c.(2)(b)			
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes				G405		0	7.c.(2)(c)			

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

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

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406		388204		G407		592544		G408		58789	7.d.(1)(a)
(b) Subinvestment grade				G409		0		G410		0		G411		0	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade				G412		0		G413		0		G414		0	7.d.(2)(a)
(b) Subinvestment grade				G415		0		G416		0		G417		0	7.d.(2)(b)
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
		0				0				0				0		11.a.
b. Forward contracts	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
		1557750				6015225				0				0		11.b.
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
		0				0				0				0		11.c.(1)
(2) Purchased options	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
		0				0				0				0		11.c.(2)
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
		1309616				0				0				0		11.d.(1)
(2) Purchased options	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
		1309616				0				0				0		11.d.(2)
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
		32765028				588559				0				0		11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
		30184260				6603784				0				0		12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
		6757750				0				0				0		13.
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
		1216815				88861				0				0		14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
		1141076				84266				0				0		14.a.(2)
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
		40980				0				0				0		14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
		355716				0				0				0		14.b.(2)

Schedule HC-L—ContinuedItem 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				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418		1063		G419		0		G420		0		G421		0		G422		1201095	
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423		1080		G424		0		G425		0		G426		0		G427		2155	
(2) Cash—Other currencies	G428		0		G429		0		G430		0		G431		0		G432		0	
(3) U.S. Treasury securities	G433		0		G434		0		G435		0		G436		0		G437		0	
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438		0		G439		0		G440		0		G441		0		G442		0	
(5) Corporate bonds	G443		0		G444		0		G445		0		G446		0		G447		0	
(6) Equity securities	G448		0		G449		0		G450		0		G451		0		G452		0	
(7) All other collateral	G453		0		G454		0		G455		0		G456		0		G457		0	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) ...	G458		1080		G459		0		G460		0		G461		0		G462		2155	

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding	Number (Unrounded)				
	3459		3382		
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		6101266		
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		49798		
4. Other assets acquired in satisfaction of debts previously contracted	6557		2410		
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288		0		
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans	K169		0		6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170		0		6.a.(1)(a)(2)
(b) Secured by farmland	K171		0		6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172		0		6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173		0		6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174		0		6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175		0		6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176		0		6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177		0		6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK				
(3) Commercial and industrial loans	K178		0		6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179		0		6.a.(3)
(a) Credit cards	K180		0		6.a.(4)(a)
(b) Automobile loans	K181		0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182		0		6.a.(4)(c)
(5) All other loans and leases	K183		0		6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184		0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185		0		6.a.(5)(b)
(c) Other loans ¹	K186		0		6.a.(5)(c)
(d) Lease financing receivables	K273		0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land	K187		0		6.b.(1)
(2) Farmland in domestic offices	K188		0		6.b.(2)
(3) 1–4 family residential properties in domestic office	K189		0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic office	K190		0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191		0		6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices	BHFN			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)	J461			0	6.c.
7. Captive insurance and reinsurance subsidiaries:	J462			0	6.d.
a. Total assets of captive insurance subsidiaries ¹					
b. Total assets of captive reinsurance subsidiaries ¹	K193			0	7.a.
	K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK			
	1=Yes	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.)	0=No	BHCK			
	1=Yes	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	0=No	BHCK			
	1=Yes	6416		1	11.
TEXT					
6428					
Name of Bank Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)		Area Code / Phone Number (TEXT 9009)			
12. Intangible assets other than goodwill:	BHCK				
a. Mortgage servicing assets	3164			152000	12.a.
(1) Estimated fair value of mortgage servicing assets	6438			155071	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026			0	12.b.
c. All other identifiable intangible assets	5507			12152	12.c.
	BHCT				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426			164152	12.d.
13. Other real estate owned	2150			103014	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			6101266	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333			49798	14.c.
	BHCT				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190			6151064	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK			
	1=Yes	B569		1	15.
	BHCK				
16. Assets under management in proprietary mutual funds and annuities	B570			0	16.

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

Schedule HC-M—Continued

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for Yes; enter "0" for No.)

0=No	BHCK	
1=Yes	C161	1

 17.

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

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

0=No	BHCK	
1=Yes	C159	1

 18.

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

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

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

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period? (Enter "1" for Yes; enter "0" for No.)

0=No	BHCK	
1=Yes	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.)

0=No		
1=Yes	C701	

 19.b.

Dollar Amounts in Thousands

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.

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

Schedule HC-M—Continued

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

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

WWW.CITIZENSBANK.COM

TEXT
C497

http://

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

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

F064

0

23.a.

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

F065

6077243

23.b.

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

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

C.I. _____

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

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans				F172			0	F174			0	F176			4566
(2) Other construction loans and all land development and other land loans				F173			0	F175			0	F177			102826
b. Secured by farmland in domestic offices.....				3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				5398			103891	5399			0	5400			122821
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			142320	C237			10829	C229			516946
(b) Secured by junior liens				C238			71566	C239			0	C230			198193
d. Secured by multifamily (5 or more) residential properties in domestic offices.....				3499			8967	3500			0	3501			59283
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			3446	F180			0	F182			114319
(2) Loans secured by other nonfarm nonresidential properties				F179			14478	F181			0	F183			301536
f. In foreign offices				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions				5377			0	5378			0	5379			0
b. Foreign banks				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers				1594			0	1597			0	1583			0
4. Commercial and industrial loans				1606			7935	1607			1296	1608			171227
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			17878	B576			0	B577			17455
b. Automobile loans				K213			43421	K214			45	K215			3493
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K216			84266	K217			34498	K218			9015
6. Loans to foreign governments and official institutions				5389			0	5390			0	5391			0
7. All other loans				5459			7213	5460			0	5461			2258
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures				F166			0	F167			0	F168			0
b. All other leases				F169			1075	F170			323	F171			244

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	
10. TOTAL (sum of items 1 through 9)	5524		506456		5525		46991		5526		1624182	
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		36371		K037		32364		K038		158450	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		34165		K040		31394		K041		23832	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		247		K043		0		K044		27420	
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:												
a. Loans secured by real estate in domestic offices:												
(1) Construction, land development, and other land loans:												
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM			
	K045		0		K046		0		K047		0	
(b) Other construction loans and all land development and other land loans	K048		0		K049		0		K050		0	
(2) Secured by farmland	K051		0		K052		0		K053		0	
(3) Secured by 1–4 family residential properties:												
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054		0		K055		0		K056		0	
(b) Closed-end loans secured by 1–4 family residential properties:												
(1) Secured by first liens	K057		0		K058		0		K059		0	
(2) Secured by junior liens	K060		0		K061		0		K062		0	
(4) Secured by multifamily (5 or more) residential properties	K063		0		K064		0		K065		0	
(5) Secured by nonfarm nonresidential properties:												
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		0		K067		0		K068		0	
(b) Loans secured by other non-farm nonresidential properties	K069		0		K070		0		K071		0	
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK			
	K072		0		K073		0		K074		0	
c. Commercial and industrial loans	K075		0		K076		0		K077		0	

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.
<i>Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans 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			23583	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			24573	F662			193	F663			201529	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			5842	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			10122	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117			3527	K118			0	K119			53008	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		632		K121		0		K122		36690	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		3352		K127		0		K128		1060	M.1. f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1. f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1. f.(2)
(3) Loans to finance agricultural production and other loans to farmers												
	K138		0		K139		0		K140		0	M.1. f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		0		K275		0		K276		0	M.1. f.(4)(a)
(b) Automobile loan	K277		0		K278		0		K279		0	M.1. f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards												
	K280		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		1022		1912		215		1913		799	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			29	3530			0

M.6.

Dollar Amounts in Thousands				BHCK				BHCK			
7. Additions to nonaccrual assets during the quarter.....								C410			615950
8. Nonaccrual assets sold during the quarter								C411			25184

M.7.

M.8.

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):															
a. Outstanding balance.....				L183			0	L184			0	L185			0
b. Carrying amount included in Schedule HC-N, items 1 through 7, above				L186			0	L187			0	L188			0

M.9.a.

M.9.b.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ 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 resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:²					
a. Closed-end first liens	F066		1405215		1.a.
b. Closed-end junior liens	F067		165		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		1412812		3.a.
b. Closed-end junior liens	F071		178		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		564067		4.a.
b. Closed-end junior liens	F073		84		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		3703		6.a.
b. Closed-end junior liens	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit	F681		0		6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
	BHCK				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.

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

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK				
Assets																					
1. Available-for-sale securities	1773		21082250		G474			0	G475			21280	G476			21060970	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			564067	G484			0	G485			0	G486			564067	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			1234359	G493			71317	G494			0	G495			1305676	G496			0	5.a.
	BHCK																				
b. Other trading assets	G497			10	G498			0	G499			10	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			48968	G392			1015	G395			0	G396			40980	G804			9003	6.
7. Total assets measured at fair value on a recurring basis	G502			22929654	G503			72332	G504			21290	G505			22971693	G506			9003	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			1154025	G512			71317	G513			0	G514			1225342	G515			0	10.a.
	BHCK																				
b. Other trading liabilities	G516			0	G517			0	G518			0	G519			0	G520			0	10.b.
11. Other borrowed money	G521			0	G522			0	G523			0	G524			0	G525			0	11.
12. Subordinated notes and debentures	G526			0	G527			0	G528			0	G529			0	G530			0	12.
13. All other liabilities	G805			354701	G806			1015	G807			0	G808			355716	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis	G531			1508726	G532			72332	G533			0	G534			1581058	G535			0	14.

Schedule HC-Q—Continued

Memoranda

				(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements							
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				BHCK								
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.
b. Nontrading derivative assets.....				G541			39965	G542			1015	G543			0	G544			40980	G545			0	M.1.b.
c. <div>BHTX G546</div>				G546			9003	G547			0	G548			0	G549			0	G550			9003	M.1.c.
d. <div>BHTX G551</div>				G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
e. <div>BHTX G556</div>				G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
f. <div>BHTX G561</div>				G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																								
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	F262			0	F263			0	M.2.a.
b. Nontrading derivative liabilities				G566			354701	G567			1015	G568			0	G569			355716	G570			0	M.2.b.
c. <div>BHTX G571</div>				G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
d. <div>BHTX G576</div>				G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
e. <div>BHTX G581</div>				G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
f. <div>BHTX G586</div>				G586			0	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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C.I. _____

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Dollar Amounts in Thousands

	BHCH				
Tier 1 Capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		23853591		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		317610		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 and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-677609		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		306000		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		10702915		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		13816675		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		12436		9.a.
b. LESS: Disallowed deferred tax assets	5610		0		9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		0		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		13804239		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		1256570		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		1266		15.
16. Other Tier 2 capital components	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16)	5311		1257836		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		1257836		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		15062075		21.
Total Assets for Leverage Ratio					
22. Average total assets (from Schedule HC-K, item 5)	3368		128692579		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		10702915		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		12436		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		0		25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				
	B596		0		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		117977228		27.
28.-30. Not applicable					
Capital Ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		11.70		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		13.77		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		15.02		33.

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

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

Schedule HC-R—Continued

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

														C000				
														◀				
(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			
Allocation by Risk-Weight Category																		
0%			20%			50%			100%									
Dollar Amounts in Thousands																		
Balance Sheet Asset Categories			BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))			BHCK 0010															
			2457978			0			1978172			479806			0			
35. Held-to-maturity securities			BHCX 1754															
			0			0			0			0			0			
36. Available-for-sale securities			BHCX 1773															
			21082250			500336			4132179			15112935			107740			
37. Federal funds sold and securities purchased under agreements to resell			BHCK C225															
			0						0			0			0			
38. Loans and leases held for sale			BHCT 5369															
			564151			0			0			564067			84			
39. Loans and leases, net of unearned income			BHCT B528															
			87712477			0			8366			2200363			19137163			
40. LESS: Allowance for loan and lease losses			BHCX 3123															
			1486420			1486420												
41. Trading assets			BHCX 3545															
			1234369			1234369			0			0			0			
42. All other assets ¹			BHCK B639															
			17748952			10755316			805779			1406164			6205			
43. Total assets (sum of items 34 through 42)			BHCT 2170															
			129313757			11003601			6924496			19199268			19815175			

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount		Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹		(Column C)	(Column D)		(Column E)		(Column F)			
						Allocation by Risk-Weight Category								
						0%	20%		50%		100%			
Dollar Amounts in Thousands														
Derivatives and Off-Balance-Sheet Items	BHCK B546			BHCE		BHC0		BHC2		BHC5		BHC9		
44. Financial standby letters of credit.....	4065093		1.00 or 12.5 ²	4065093		82677		731789		0		3250627		44.
	BHCT 6570													
45. Performance standby letters of credit.....	147976		.50	73988		1430		1013		0		71545		45.
	BHCT 3411													
46. Commercial and similar letters of credit....	110444		.20	22089		8		5419		0		16662		46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429													
	0		1.00	0		0		0						0
	BHCT 3433													
48. Securities lent.....	0		1.00	0		0		0		0		0		48.
49. Retained recourse on small business obligations sold with recourse	BHCT A250													
	0		1.00	0		0		0		0		0		49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement														
	BHCK B541													
	6203		12.5 ³	77538								77538		50.
	BHCK B675													
51. All other financial assets sold with recourse	11391		1.00	11391		0		0		11391		0		51.
	BHCK B681													
52. All other off-balance-sheet liabilities.....	36988		1.00	36988		0		0		0		36988		52.
53. Unused commitments:														
a. With an original maturity exceeding one year	BHCK 6572													
	22496122		.50	11248061		0		1522194		4826		9721041		53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits														
	BHCK G591													
	0		.10	0		0		0		0		0		53.b.
				BHCE A167										
54. Derivative contracts				1675964		0		260676		1415288				54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

				(Column C)	(Column D)	(Column E)	(Column F)		
				Allocation by Risk-Weight Category					
				0%	20%	50%	100%		
Dollar Amounts in Thousands									
Totals									
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)				BHCK B696	BHCK B697	BHCK B698	BHCK B699		
				7008611	21720359	21246680	85545618		55.
56. Risk-weight factor				x 0%	x 20%	x 50%	x 100%		56.
				BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0	4344072	10623340	85545618		57.
58. Market risk equivalent assets							BHCK 1651		
							12555		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		
							100525585		59.
60. LESS: Excess allowance for loan and lease losses							BHCK A222		
							263371		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		
							100262214		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		1346001	M.1.
With a remaining maturity of													
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years			
Dollar Amounts in Thousands					BHCK					BHCK			
2. Notional principal amounts of derivative contracts: ¹													
a. Interest rate contracts	3809		7825609		8766		19347970		8767		8458815		M.2.a.
b. Foreign exchange contracts	3812		5596204		8769		1007580		8770		0		M.2.b.
c. Gold contracts	8771		0		8772		0		8773		0		M.2.c.
d. Other precious metals contracts	8774		0		8775		0		8776		0		M.2.d.
e. Other commodity contracts	8777		0		8778		0		8779		0		M.2.e.
f. Equity derivative contracts	A000		0		A001		0		A002		0		M.2.f.
g. Credit derivative contracts:													
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:													
(1) Investment grade	G597		0		G598		0		G599		0		M.2.g.(1)
(2) Subinvestment grade	G600		0		G601		0		G602		0		M.2.g.(2)
Dollar Amounts in Thousands										BHCK			
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:													
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)													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)													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)													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)													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													M.5.a.
b. In the form of common stock													M.5.b.

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

Schedule HC-R—Continued**Memoranda—Continued**

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031		0	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		306000	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		10690763	M.9.
	BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222		2.21	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.

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

Schedule HC-S—Continued

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	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
	0	0	0	0	0	0	0	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
	6203	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
	6203	0	0	0	0	0	0	

Schedule HC-S—Continued**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249		0				M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250		0				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804		11391				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805		18518703				M.2.b.
c. Other financial assets ¹	A591		5147164				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		205286				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

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet (Other)

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

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

Example

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

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

Notes to the Balance Sheet (Other)

Dollar Amounts in Thousands		BHCK			
1.	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
2.	5357				
		5357			
3.	5358				
		5358			
4.	5359				
		5359			
5.	5360				
		5360			
6.	B027				
		B027			

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.