

## Board of Governors of the Federal Reserve System



RSSD ID: 1132449

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

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

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

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

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

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

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

Date of Report:

**September 30, 2009**

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

CITIZENS FINANCIAL GROUP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

*For Federal Reserve Bank Use Only*

RSSD ID

C.I.

S.F.

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 41.65 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

**Report of Income for Bank Holding Companies**

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

For Federal Reserve Bank Use Only

RSSD Number \_\_\_\_\_

S.F. \_\_\_\_

**RSSD ID:**

1132449

**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	1719510	1.a.(1)(a)	
(b) All other loans secured by real estate .....	4436	345674	1.a.(1)(b)	
(c) All other loans .....	F821	1420113	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	92071	1.b.	
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115	10574	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	3585	1.d.(1)	
(2) Mortgage-backed securities .....	B489	892724	1.d.(2)	
(3) All other securities .....	4060	5353	1.d.(3)	
e. Interest income from trading assets .....	4069	55	1.e.	
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	4020	21	1.f.	
g. Other interest income .....	4518	26967	1.g.	
h. Total interest income (sum of items 1.a through 1.g) .....	4107	4516647	1.h.	
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more .....	A517	293402	2.a.(1)(a)	
(b) Time deposits of less than \$100,000 .....	A518	304895	2.a.(1)(b)	
(c) Other deposits .....	6761	465307	2.a.(1)(c)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172	1689	2.a.(2)	
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180	117296	2.b.	
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185	663785	2.c.	
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	4397	49648	2.d.	
e. Other interest expense .....	4398	0	2.e.	
f. Total interest expense (sum of items 2.a through 2.e) .....	4073	1896022	2.f.	
3. Net interest income (item 1.h minus item 2.f) .....	4074	2620625	3.	
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230	2174063	4.	
5. Noninterest income:				
a. Income from fiduciary activities .....	4070	18777	5.a.	
b. Service charges on deposit accounts in domestic offices .....	4483	527326	5.b.	
c. Trading revenue <sup>2</sup> .....	A220	-3047	5.c.	
d. (1) Fees and commissions from securities brokerage .....	C886	26172	5.d.(1)	
(2) Investment banking, advisory, and underwriting fees and commissions .....	C888	168	5.d.(2)	
(3) Fees and commissions from annuity sales .....	C887	32948	5.d.(3)	
(4) Underwriting income from insurance and reinsurance activities .....	C386	0	5.d.(4)	
(5) Income from other insurance activities .....	C387	2765	5.d.(5)	
e. Venture capital revenue .....	B491	-14826	5.e.	
f. Net servicing fees .....	B492	248501	5.f.	
g. Net securitization income .....	B493	0	5.g.	
h. Not applicable				
i. Net gains (losses) on sales of loans and leases .....	8560	19795	5.i.	
j. Net gains (losses) on sales of other real estate owned .....	8561	-6304	5.j.	

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. k. Net gains (losses) on sales of other assets (excluding securities).....	B496		-326		5.k.
l. Other noninterest income <sup>3</sup> .....	B497		503636		5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		1355585		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		21144		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits.....	4135		1208888		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		503260		7.b.
c. (1) Goodwill impairment losses.....	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets.....	C232		122506		7.c.(2)
d. Other noninterest expense <sup>4</sup> .....	4092		893567		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d).....	4093		2728221		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		-904930		8.
9. Applicable income taxes (foreign and domestic).....	4302		-317649		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		-587281		10.
11. Extraordinary items <b>and other adjustments</b> , net of income taxes <sup>5</sup> .....	4320		0		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		-587281		12.
13. <b>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)</b> .....	G103		52		13.
14. <b>Net income (loss) attributable to bank holding company (item 12 minus item 13)</b> .....	4340		-587333		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		2627112		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		-898443		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		3603		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		4660		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number		
	4150		21126		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks.....	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance.....	C014		37276		M.6.b.
c. Income and fees from automated teller machines (ATMs).....	C016		74080		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.....	F555			143380	M.6.g.
	TEXT <small>FX FEE INCOME</small>					
h.	8562	8562			52090	M.6.h.
	TEXT <small>LETTERS OF CREDIT FEES</small>					
i.	8563	8563			49107	M.6.i.
	TEXT <small>MORTGAGE APPLICATION FEE INCOME</small>					
j.	8564	8564			18703	M.6.j.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):					
a.	Data processing expenses.....	C017			57453	M.7.a.
b.	Advertising and marketing expenses.....	0497			104837	M.7.b.
c.	Directors' fees.....	4136			0	M.7.c.
d.	Printing, stationery, and supplies.....	C018			0	M.7.d.
e.	Postage.....	8403			31350	M.7.e.
f.	Legal fees and expenses.....	4141			0	M.7.f.
g.	FDIC deposit insurance assessments.....	4146				M.7.g.
h.	Accounting and auditing expenses.....	F556			0	M.7.h.
i.	Consulting and advisory expenses.....	F557			0	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558			0	M.7.j.
k.	Telecommunications expenses.....	F559			33281	M.7.k.
	TEXT <small>COLLECTION EXPENSE</small>					
l.	8565	8565			45136	M.7.l.
	TEXT					
m.	8566	8566			0	M.7.m.
	TEXT					
n.	8567	8567			0	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
	TEXT					
a. (1)	3571	3571			0	M.8.a.(1)
(2)	Applicable income tax effect.....	BHCK	3572		0	M.8.a.(2)
	TEXT					
b. (1)	3573	3573			0	M.8.b.(1)
(2)	Applicable income tax effect.....	BHCK	3574		0	M.8.b.(2)
	TEXT					
c. (1)	3575	3575			0	M.8.c.(1)
(2)	Applicable income tax effect.....	BHCK	3576		0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (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			11381	M.9.a.
b.	Foreign exchange exposures.....	8758			-14428	M.9.b.
c.	Equity security and index exposures.....	8759			0	M.9.c.
d.	Commodity and other exposures.....	8760			0	M.9.d.
e.	Credit exposures.....	F186			0	M.9.e.
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.

## Schedule HI—Continued

## MEMORANDA—Continued

	Dollar Amounts in Thousands			BHCK			
11. Credit losses on derivatives (see instructions).....	A251		18328				M.11.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>							
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		59120				M.12.a.
b. (1) Premiums on insurance related to the extension of credit .....	C242		0				M.12.b.(1)
(2) All other insurance premiums .....	C243		0				M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities .....	B983		0				M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no).....				BHCK			
				A530		0	M.13.

	Dollar Amounts in Thousands			BHCK			
<b>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</b>							
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:							
a. Net gains (losses) on assets .....	F551		6952				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.

**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.**

	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		3				M.16.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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

Dollar Amounts in Thousands

	BHCK				
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		1995	2314	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507			0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		1995	2314	3.
	bhct				
4. Net income (loss) <b>attributable to bank holding company</b> (must equal Schedule HI, item 14).....	4340		-587	333	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		-158	5000	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		258	5000	6.b.
7. Sale of treasury stock.....	4782			0	7.
8. LESS: Purchase of treasury stock .....	4783			0	8.
9. Changes incident to business combinations, net.....	4356			0	9.
10. LESS: Cash dividends declared on preferred stock.....	4598			0	10.
11. LESS: Cash dividends declared on common stock .....	4460			0	11.
12. Other comprehensive income <sup>1</sup> .....	B511		114	2095	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company .....	4591			0	13.
14. Other adjustments to equity capital (not included above) .....	3581			0	14.
	bhct				
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC ) .....	3210		2150	7076	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 <sup>1</sup>				(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		5136		C892		46	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893		64552		C894		233	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		137456		5412		8253	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens .....	C234		96019		C217		4684	1.c.(2)(a)
(b) Secured by junior liens .....	C235		508993		C218		50077	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		34312		3589		371	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895		36895		C896		154	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897		86532		C898		1831	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		249926		4617		14512	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		155562		B515		6841	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		292657		B517		51988	5.b.
6. Loans to foreign governments and official institutions .....	4643		0		4627		0	6.
7. All other loans .....	4644		31751		4628		5593	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		33663		F188		51	8.b.
9. Total (sum of items 1 through 8).....	4635		1733454		4605		144634	9.

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



## Schedule HI-B—Continued

## MEMORANDA

MEMORANDA

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

M.1.

M.2.

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

		Calendar year-to-date			
		BHCK			
		C388		34829	M.3.
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) .....					

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <b>most recently</b> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			1730999			1.
	bhct						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			144634			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			1733454			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			2174063			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			2316242			7.

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



**Schedule HI-B—Continued**

## MEMORANDA

	Dollar Amounts in Thousands	BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....		C435		0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....		C389		11160	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		0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....		C781		0	M.4.

**Notes to the Income Statement—Predecessor Financial Items**

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

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

## Notes to the Income Statement—Other

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

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

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

### Example

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

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

## Notes to the Income Statement—Other

	TEXT	Dollar Amount in Thousands	BHCK				
1.		<b>Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment</b>					
			G894			0	1.
2.	5352						
			5352			0	2.
3.	5353						
			5353			0	3.
4.	5354						
			5354			0	4.
5.	5355						
			5355			0	5.
6.	B042						
			B042			0	6.
7.	B043						
			B043			0	7.
8.	B044						
			B044			0	8.
9.	B045						
			B045			0	9.
10.	B046						
			B046			0	10.

Notes to the Income Statement—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK			
11.	B047					
			B047		0	11.
12.	B048					
			B048		0	12.
13.	B049					
			B049		0	13.
14.	B050					
			B050		0	14.
15.	B051					
			B051		0	15.
16.	B052					
			B052		0	16.
17.	B053					
			B053		0	17.
18.	B054					
			B054		0	18.
19.	B055					
			B055		0	19.
20.	B056					
			B056		0	20.

Name of Bank Holding Company

# Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20090930

## Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands		BHCK			
<b>ASSETS</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081			1709531	1.a.
b. Interest-bearing balances: <sup>2</sup>					
(1) In U.S. offices.....	0395			3634667	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			28266443	2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices .....	BHDM	B987		0	3.a.
b. Securities purchased under agreements to resell <sup>3</sup> .....	BHCK	B989		0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....	5369			354751	4.a.
b. Loans and leases, net of unearned income .....	B528			99222582	4.b.
c. LESS: Allowance for loan and lease losses .....	3123			2316242	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c) .....	B529			96906340	4.d.
5. Trading assets (from Schedule HC-D) .....	3545			1273118	5.
6. Premises and fixed assets (including capitalized leases) .....	2145			1070850	6.
7. Other real estate owned (from Schedule HC-M) .....	2150			54680	7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130			1500	8.
9. <b>Direct and indirect investments in real estate ventures</b> .....	3656			146122	9.
10. Intangible assets:					
a. Goodwill.....	3163			11708913	10.a.
b. Other intangible assets (from Schedule HC-M) .....	0426			354990	10.b.
11. Other assets (from Schedule HC-F) .....	2160			5056338	11.
12. Total assets (sum of items 1 through 11) .....	2170			150538243	12.

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

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

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

## Schedule HC—Continued

Dollar Amounts in Thousands

	BHDM				
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		18791010	13.a.(1)	
(2) Interest-bearing .....	6636		80473832	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		531263	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993		625000	14.a.	
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK				
15. Trading liabilities (from Schedule HC-D) .....	B995		3012677	14.b.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3548		1104762	15.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....	3190		19839307	16.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	4062		1141815	19.a.	
20. Other liabilities (from Schedule HC-G) .....	C699		521854	19.b.	
21. Total liabilities (sum of items 13 through 20) .....	2750		2989507	20.	
22. <b>Not applicable</b>	2948		129031027	21.	
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus .....					
24. Common stock (par value) .....	3283		0	23.	
25. Surplus (exclude all surplus related to preferred stock) .....	3230		0	24.	
26. a. Retained earnings .....	3240		17807864	25.	
b. Accumulated other comprehensive income <sup>5</sup> .....	3247		4988709	26.a.	
c. Other equity capital components <sup>6</sup> .....	B530		-1289497	26.b.	
27. a. Total <b>bank holding company</b> equity capital (sum of items 23 through 26.c) .....	A130		0	26.c.	
b. <b>Noncontrolling (minority) interests in consolidated subsidiaries</b> .....	3210		21507076	27.a.	
28. Total equity capital (sum of items 27.a and 27.b) .....	3000		140	27.b.	
29. Total liabilities and equity capital (sum of items 21 and 28) .....	G105		21507216	28.	
	3300		150538243	29.	

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

**RSSD ID:**  
1132449

## Schedule HC—Continued

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

BHCK	
C884	

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

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

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

\_\_\_\_\_  
(3) State Abbrev. (TEXT C714)

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

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

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

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

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			85410	1287			85852	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S. .	8496			0	8497			0	8498			124393	8499			126402	3.
4. Mortgage-backed securities (MBS)																	
a. <b>Residential</b> pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			145892	G303			156717	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			7865997	G307			8226333	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			1995879	G311			1766665	4.a.(3)
b. Other <b>residential</b> mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			14286624	G315			14610655	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other <b>residential</b> mortgage-backed securities .....	G320			0	G321			0	G322			1260626	G323			972144	4.b.(3)
c. <b>Commercial MBS:</b>																	
(1) <b>Commercial pass-through securities</b> .....	G324			0	G325			0	G326			0	G327			0	4.c.(1)
(2) <b>Other commercial MBS</b> .....	G328			0	G329			0	G330			2242075	G331			2299711	4.c.(2)
5. <b>Asset-backed securities and structured financial products:</b>																	
a. <b>Asset-backed Securities (ABS)</b> .....	C026			0	C988			0	C989			5065	C027			5212	5.a.
b. <b>Structured financial products:</b>																	
(1) <b>Cash</b> .....	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) <b>Synthetic</b> .....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) <b>Hybrid</b> .....	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities .....	1742			0	1743			0	1744			4500	1746			4499	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	
									A510			12323	A511			12253	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	bhct												bhct				
	1754			0	1771			0	1772			28028784	1773			28266443	8.

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

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



## Schedule HC-B—Continued

## MEMORANDA

Dollar Amounts in Thousands				BHCK				
1. Pledged securities <sup>1</sup> .....	0416			15365630				M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):								
a. 1 year and less .....	0383			8657568				M.2.a.
b. Over 1 year to 5 years .....	0384			49865				M.2.b.
c. Over 5 years .....	0387			19546757				M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778			0				M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):								
a. Amortized cost.....	8782			0				M.4.a.
b. Fair value .....	8783			0				M.4.b.

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. <sup>4</sup>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			5065	B845			5212	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans .....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other .....	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions .....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts .....	G352			0	G353			0	G354			0	G355			0	M.6.b.

- Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
- Exclude investments in mutual funds and other equity securities with readily determinable fair values.
- Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
- The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

## Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity				Available-for-Sale			
		(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value	
Dollar Amounts in Thousands		BHCK		BHCK		BHCK		BHCK	
6. c. Corporate and similar loans.....		G356	0	G357	0	G358	0	G359	0
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....		G360	0	G361	0	G362	0	G363	0
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....		G364	0	G365	0	G366	0	G367	0
f. Diversified (mixed) pools of structured financial products.....		G368	0	G369	0	G370	0	G371	0
g. Other collateral or reference assets.....		G372	0	G373	0	G374	0	G375	0

M.6.c.

M.6.d.

M.6.e.

M.6.f.

M.6.g.

**Schedule HC-C—Loans and Lease Financing Receivables**

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate .....	1410		59718186						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		265797		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		2853164		1.a.(2)
b. Secured by farmland .....					BHDM				
c. Secured by 1–4 family residential properties:					1420		1183		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		14834530		1.c.(1)
(a) Secured by first liens .....									
(b) Secured by junior liens .....					5367		20582871		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties .....					5368		8974064		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460		1348853		1.d.
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....									
(2) Loans secured by other nonfarm nonresidential properties.....					BHCK				
2. Loans to depository institutions and acceptances of other banks .....					F160		4298178		1.e.(1)
a. To U.S. banks and other U.S. depository institutions .....					F161		6559546		1.e.(2)
b. To foreign banks .....					BHDM				
3. Loans to finance agricultural production and other loans to farmers .....					1288		27528		2.
4. Commercial and industrial loans .....	1292		27528						2.a.
a. To U.S. addressees (domicile) .....	1296		0						2.b.
b. To non-U.S. addressees (domicile) .....	1590		591		1590		591		3.
5. Not applicable .....									4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....					1766		15996087		4.a.
a. Credit cards .....	1763		15954080						4.b.
b. Other revolving credit plans.....	1764		42007						
c. Other consumer loans (includes single payment, installment, and all student loans).....									
7. Loans to foreign governments and official institutions (including foreign central banks).....					1975		18871290		6.
8. Not applicable .....	B538		2244973						6.a.
9. a. Loans for purchasing and carrying securities (secured and unsecured) .....	B539		334487						6.b.
b. All other loans.....									
10. Lease financing receivables (net of unearned income).....	2011		16291830						6.c.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....									
b. All other leases.....									
11. LESS: Any unearned income on loans reflected in items 1–9 above .....	2081		0		2081		0		7.
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).....									
	1545		17330		1545		17330		9.a.
	1564		2051959		1564		2051959		9.b.
					2165		2894362		10.
	F162		0						10.a.
	F163		2894362						10.b.
	2123		0		2123		0		11.
	2122		99577333		2122		99577333		12.

**Schedule HC-C—Continued**

## MEMORANDA

Dollar Amounts in Thousands

	BHDM				
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1–4 family residential properties in domestic offices.....	F576			93759	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
	1616			906	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities ( <b>not secured by real estate</b> ) included in Schedule HC-C, items 4 and 9, column A, above.....	BHCK				
	2746			12371	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....					
	B837			12920	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			123299	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance .....	C779			0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780			0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230			81449	M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of <b>December 31, 2008</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231			8145	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			1409	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			231910	M.9.

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## Schedule HC-C—Continued

## MEMORANDA—Continued

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.

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
10. Loans measured at fair value:								
a. Loans secured by real estate .....	F608		354653					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		354653	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) Other consumer loans (includes single payment, installment, and all student loans).....	F588		0		F588		0	M.10.c.(3)
d. Other loans .....	F589		0		F589		0	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate .....	F609		343300					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		343300	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) Other consumer loans (includes single payment, installment, and all student loans).....	F600		0		F600		0	M.11.c.(3)
d. Other loans .....	F601		0		F601		0	M.11.d.

## Schedule HC-C—Continued

## MEMORANDA—Continued

MEMORANDA—Continued

	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
Dollar Amounts in Thousands	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			4831	6809								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			
<b>ASSETS</b>								
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. <b>Residential</b> pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK				BHDM			
G379			0		G379		0	4.a.
b. Other <b>residential</b> mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS) .....	G380		0		G380		0	4.b.
c. All other <b>residential</b> mortgage-backed securities .....	G381		0		G381		0	4.c.
d. <b>Commercial MBS</b> .....	G382		0		G382		0	4.d.
5. Other debt securities								
a. <b>Structured financial products:</b>								
(1) <b>Cash</b> .....	G383		0		G383		0	5.a.(1)
(2) <b>Synthetic</b> .....	G384		0		G384		0	5.a.(2)
(3) <b>Hybrid</b> .....	G385		0		G385		0	5.a.(3)
b. <b>All other debt securities</b> .....	G386		0		G386		0	5.b.
6. Loans:								
a. Loans secured by real estate .....	F610		0					6.a.
(1) Construction, land development, and other land loans .....					F604		0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....					F605		0	6.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....					F606		0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens .....					F607		0	6.a.(3)(b)(i)
(ii) Secured by junior liens .....					F611		0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....					F612		0	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F613		0	6.a.(5)
b. Commercial and industrial loans .....	F614		0		F614		0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards .....	F615		0		F615		0	6.c.(1)
(2) Other revolving credit plans .....	F616		0		F616		0	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans) .....	F617		0		F617		0	6.c.(3)
d. Other loans .....	F618		0		F618		0	6.d.
7.–8. Not applicable								
	BHCM				BHCK			
9. Other trading assets .....	3541		11210		3541		11210	9.
10. Not applicable								
11. Derivatives with a positive fair value .....	3543		1261908		3543		1261908	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5) .....	bhct				BHDM			
	3545		1273118		3545		1273118	12.



## Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
<b>LIABILITIES</b>								
13. a. Liability for short positions:								
(1) <b>Equity securities</b> .....	G209			0	G209			0
(2) <b>Debt securities</b> .....	G210			0	G210			0
(3) <b>All other assets</b> .....	G211			0	G211			0
b. All other trading liabilities.....	F624			0	F624			0
14. Derivatives with a negative fair value.....	3547			1104762	3547			1104762
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct							
	3548			1104762	3548			1104762

13.a.(1)  
13.a.(2)  
13.a.(3)  
13.b.  
14.  
15.

## 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) Other consumer loans (includes single payment, installment, and all student loans).....	F635			0	F635			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
3. <b>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)):</b>								
a. <b>Trust preferred securities issued by financial institutions</b> .....	G299			0	G299			0
b. <b>Trust preferred securities issued by real estate investment trusts</b> .....	G332			0	G332			0
c. <b>Corporate and similar loans</b> .....	G333			0	G333			0
d. <b>1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)</b> .....	G334			0	G334			0
e. <b>1–4 family residential MBS not issued or guaranteed by GSEs</b> ..	G335			0	G335			0
f. <b>Diversified (mixed) pools of structured financial products</b> .....	G651			0	G651			0
g. <b>Other collateral or reference assets</b> .....	G652			0	G652			0

M.1.a.  
M.1.a.(1)  
  
M.1.a.(2)  
  
M.1.a.(3)(a)  
  
M.1.a.(3)(b)(i)  
M.1.a.(3)(b)(ii)  
M.1.a.(4)  
M.1.a.(5)  
M.1.b.  
  
M.1.c.(1)  
M.1.c.(2)  
  
M.1.c.(3)  
M.1.d.  
  
M.2.a.  
M.2.b.  
  
M.3.a.  
  
M.3.b.  
M.3.c.  
  
M.3.d.  
M.3.e.  
M.3.f.  
M.3.g.

**Schedule HC-D—Continued**

MEMORANDA (continued)

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

**Schedule HC-E—Deposit Liabilities<sup>1</sup>**

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits .....	2210		6603223		1.a.
b. NOW, ATS, and other transaction accounts .....	3187		4295778		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		60534292		1.c.
d. Time deposits of less than \$100,000.....	6648		15167106		1.d.
e. Time deposits of \$100,000 or more.....	2604		12664443		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:		BHOD			
a. Noninterest-bearing balances .....	3189		0		2.a.
b. NOW, ATS, and other transaction accounts .....	3187		0		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		0		2.c.
d. Time deposits of less than \$100,000.....	6648		0		2.d.
e. Time deposits of \$100,000 or more.....	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		658559		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164		5205		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242		11385185		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		531263		M.4.

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

**Schedule HC-F—Other Assets**

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		567556		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		629224		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage loans.....	A519		0		3.a.
b. Other financial assets.....	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752		1345423		4.
5. Life insurance assets .....	C009		1163839		5.
6. Other .....	2168		1350296		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		5056338		7.

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

**Schedule HC-G—Other Liabilities**

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities <sup>1</sup> .....	3049			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557			62021	3.
4. Other.....	B984			2927486	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750			2989507	5.

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

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

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197			39812946	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			24372731	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298			4981669	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 .....	3515			28517691	1.
2. Federal funds sold and securities purchased under agreements to resell .....	3365			0	2.
3. Loans and leases .....	3516			101979055	3.
a. Loans secured by 1–4 family residential properties in domestic offices .....	BHDM				
b. All other loans secured by real estate in domestic offices .....	3465			45365360	3.a.
c. All other loans in domestic offices .....	3466			15267587	3.b.
4. a. Trading assets .....	F724			38482523	3.c.
b. Other earning assets .....	BHCK				
5. Total consolidated assets .....	3401			1219276	4.a.
	B985			4327090	4.b.
	3368			154292916	5.
LIABILITIES					
6. Interest-bearing deposits (domestic) .....					
7. Interest-bearing deposits (foreign) .....	3517			80522801	6.
8. Federal funds purchased and securities sold under agreements to repurchase .....	3404			493821	7.
9. All other borrowed money .....	3353			3595157	8.
10. Not applicable	2635			22382783	9.
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock) .....	3519			22178214	11.

(Report only transactions with nonrelated institutions)

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

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		14248568	1.a.
b. Credit card lines				3815		8169446	1.b.
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		1733582	1.c.(1)
(a) 1–4 family residential construction loan commitments				F164		111911	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments				F165		1621671	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate				6550		20629	1.c.(2)
d. Securities underwriting				3817		0	1.d.
e. Other unused commitments				3818		19562578	1.e.
2. Financial standby letters of credit and foreign office guarantees				6566		6370828	2.
<b>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>							
a. Amount of financial standby letters of credit conveyed to others				3820		913628	2.a.
3. Performance standby letters of credit and foreign office guarantees				6570		144967	3.
<b>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>							
a. Amount of performance standby letters of credit conveyed to others				3822		0	3.a.
4. Commercial and similar letters of credit				3411		95650	4.
5. Not applicable							
6. Securities lent				3433		0	6.

(Column A) Sold Protection				(Column B) Purchased Protection			
BHCK				BHCK			
C968			0	C969			0
C970			0	C971			0
C972			0	C973			0
C974			1517247	C975			578
C219			65333	C221			0
C220			1634	C222			0

7. Credit derivatives:				BHCK			
a. Notional amounts:							
(1) Credit default swaps				G401			0
(2) Total return swaps				G402			0
(3) Credit options				G403			0
(4) Other credit derivatives				G404			0
				G405			0
b. Gross fair values:							
(1) Gross positive fair value				G406			0
(2) Gross negative fair value				G407			0
				G408			0
c. Notional amounts by regulatory capital treatment:							
(1) Positions covered under the Market Risk Rule:							
(a) Sold protection				G409			0
(b) Purchased protection				G410			0
(2) All other positions:							
(a) Sold protection				G411			0
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes				G412			0
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes				G413			0

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

## Schedule HC-L—Continued

		Remaining Maturity of:											
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
Dollar Amounts in Thousands		BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:													
(1) Sold credit protection:													
(a) Investment grade .....		G406			335800	G407			994296	G408			187151
(b) Subinvestment grade .....		G409			0	G410			0	G411			0
(2) Purchased credit protection:													
(a) Investment grade .....		G412			0	G413			0	G414			578
(b) Subinvestment grade .....		G415			0	G416			0	G417			0
8. Spot foreign exchange contracts.....													
9. All other off-balance sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....													
a. Securities borrowed.....													
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	11.a.
	0	0	0	0	
b. Forward contracts.....	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	11.b.
	841086	4009258	0	0	
c. Exchange-traded option contracts:					
(1) Written options .....	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	11.c.(1)
	0	0	0	0	
(2) Purchased options .....	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	11.c.(2)
	0	0	0	0	
d. Over-the-counter option contracts:					
(1) Written options .....	BHCK 8709	BHCK 8710	BHCK 8711	BHCK 8712	11.d.(1)
	1024210	0	0	0	
(2) Purchased options .....	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1024210	0	554	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	51867566	76790	0	0	
12. Total gross notional amount of derivative contracts held for trading .....	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	36000046	4086048	0	0	
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	13.
	18757026	0	554	0	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	14.a.(1)
	1165986	95922	0	0	
(2) Gross negative fair value ....	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	1021290	83472	0	0	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	14.b.(1)
	13856	0	0	0	
(2) Gross negative fair value ....	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	1157325	0	0	0	

## Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.<sup>1</sup>

	(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			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
<b>15. Over-the counter derivatives:</b>																				
a. Net current credit exposure .....	G418			0	G419			0	G420			0	G421			0	G422		1154728	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423			0	G424			0	G425			0	G426			0	G427		174236	15.b.(1)
(2) Cash—Other currencies .....	G428			0	G429			0	G430			0	G431			0	G432		0	15.b.(2)
(3) U.S. Treasury securities .....	G433			0	G434			0	G435			0	G436			0	G437		0	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....	G438			0	G439			0	G440			0	G441			0	G442		145749	15.b.(4)
(5) Corporate bonds .....	G443			0	G444			0	G445			0	G446			0	G447		0	15.b.(5)
(6) Equity securities .....	G448			0	G449			0	G450			0	G451			0	G452		87183	15.b.(6)
(7) All other collateral .....	G453			0	G454			0	G455			0	G456			0	G457		1303575	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....	G458			0	G459			0	G460			0	G461			0	G462		1710743	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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## Schedule HC-M—Memoranda

Dollar Amounts in Thousands

		BHCK					
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459		3255				
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		14731875			
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		5339447			
4. Other assets acquired in satisfaction of debts previously contracted .....		6557		7886			
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....		A288		0			
6. <b>Not applicable</b>							
7. Not applicable							
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....		BHCK C251		0			
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no).....		BHCK 6689		0			
10. Not applicable							
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.....		BHCK 6416		1			
<table border="1"> <tr> <td>TEXT</td> </tr> <tr> <td>6428</td> </tr> </table>		TEXT	6428				
TEXT							
6428							
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)					
12. Intangible assets other than goodwill:		BHCK					
a. Mortgage servicing assets.....		3164		164819			
(1) Estimated fair value of mortgage servicing assets.....	6438		176267				
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026		22668			
c. All other identifiable intangible assets .....		5507		167503			
		bhct					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		0426		354990			
13. <b>Other real estate owned</b> .....		2150		54680			
14. Other borrowed money:		BHCK					
a. Commercial paper .....		2309		0			
b. Other borrowed money with a remaining maturity of one year or less .....		2332		14731875			
c. Other borrowed money with a remaining maturity of more than one year .....		2333		5107432			
		bhct					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		3190		19839307			
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....		BHCK B569		1			
16. Assets under management in proprietary mutual funds and annuities .....		BHCK B570		0			

**Schedule HC-M—Continued**

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4 (c)(7) of the Bank Holding Company Act, or pursuant to the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K? (Enter "1" for yes; enter "0" for no).....
- |      |   |
|------|---|
| BHCK |   |
| C161 | 1 |
- 17.

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

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

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

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

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

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

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

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

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## Schedule HC-M—Continued

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

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

TEXT  
C497 [http:// WWW.CITIZENSBANK.COM](http://WWW.CITIZENSBANK.COM)

22.

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

		Dollar Amounts in Thousands		BHCK			
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			7050090		23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:							
a. Senior perpetual preferred stock or similar items .....		G234				0	24.a.
b. Warrants to purchase common stock or similar items .....		G235				0	24.b.

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
1. Loans secured by real estate:												
a. Construction, land development, and other land loans in domestic offices:												
(1) 1–4 family residential construction loans	F172		18003		F174		0		F176		33975	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173		121678		F175		8379		F177		215530	1.a.(2)
b. Secured by farmland in domestic offices	3493		0		3494		0		3495		58	1.b.
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398		130116		5399		0		5400		121205	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens	C236		257043		C237		20235		C229		374127	1.c.(2)(a)
(b) Secured by junior liens	C238		265057		C239		0		C230		242750	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		12935		3500		1198		3501		126062	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		17588		F180		154		F182		113872	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179		77276		F181		8621		F183		304440	1.e.(2)
f. In foreign offices	B572		0		B573		0		B574		0	1.f.
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions	5377		0		5378		0		5379		0	2.a.
b. Foreign banks	5380		0		5381		0		5382		0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594		0		1597		0		1583		0	3.
4. Commercial and industrial loans	1606		94246		1607		1322		1608		238921	4.
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards	B575		57998		B576		0		B577		64219	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		341942		B579		25629		B580		41352	5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0	6.
7. All other loans	5459		33748		5460		2800		5461		13386	7.
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures	F166		0		F167		0		F168		0	8.a.
b. All other leases	F169		21367		F170		0		F171		15478	8.b.

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

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9) .....	5524			1448997	5525			68338	5526			1905375	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612			47317	5613			23177	5614			89526	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....	5615			39647	5616			22481	5617			34785	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866			615	C867			0	C868			1798	11.b.

## MEMORANDA

MEMORANDA

	(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. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)												
a. Loans secured by 1–4 family residential properties in domestic offices.....	F661		8119		F662		0		F663		15218	
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....												
	1658		71		1659		0		1661		51	
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	
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		23		1912		0		1913		126	
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		119		C241		0		C226		271	
b. Loans measured at fair value:												
(1) Fair value .....	F664		0		F665		0		F666		0	
(2) Unpaid principal balance.....	F667		0		F668		0		F669		0	



**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			1607	3530			1467

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter .....				C410			1027713
8. Nonaccrual assets sold during the quarter.....				C411			0

M.7.

M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	F066		1156823		1.a.
b. Closed-end junior liens.....	F067		396		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F068		0		2.a.
c. Open-end loans extended under lines of credit:	F069		0		2.b.
(1) Total commitment under the lines of credit .....	BHDM				
(2) Principal amount funded under the lines of credit.....	F672		0		2.c.(1)
	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		1654546		3.a.
b. Closed-end junior liens.....	F071		332		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 at quarter-end (included in Schedule HC, item 4.a):	BHCK				
a. Closed-end first liens.....	F072		354653		4.a.
b. Closed-end junior liens.....	F073		98		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):					
a. Closed-end 1-4 family residential mortgage loans .....	BHCK				
	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit .....	BHDM				
	F560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		633		6.a.
b. Closed-end junior liens.....	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		0		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.

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

**Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis**Schedule HC-Q is to be completed by **all** bank holding companies.

		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements		
Dollar Amounts in Thousands			BHCK		BHCK		BHCK	
<b>ASSETS</b>		bhcy						
1. Available-for-sale securities .....	1773	28266443	G474	0	G475	93295	G476	28173148
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK							
	G478	0	G479	0	G480	0	G481	0
3. Loans and leases held for sale .....	G483	354653	G484	0	G485	0	G486	350517
4. Loans and leases held for investment .....	G488	0	G489	0	G490	0	G491	0
5. Trading assets:	bhct							
a. Derivative assets .....	3543	1261908	G493	0	G494	0	G495	1261908
	BHCK							
b. Other trading assets .....	G497	11210	G498	0	G499	0	G500	11210
(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
6. All other assets .....	G391	13856	G392	0	G395	0	G396	6673
7. Total assets measured at fair value on a recurring basis .....	G502	29908070	G503	0	G504	93295	G505	29803456
<b>LIABILITIES</b>								
8. Deposits .....	F252	0	F686	0	F694	0	F253	0
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507	0	G508	0	G509	0	G510	0
10. Trading liabilities:	bhct							
a. Derivative liabilities .....	3547	1104762	G512	0	G513	0	G514	1104762
	BHCK							
b. Other trading liabilities .....	G516	0	G517	0	G518	0	G519	0
11. Other borrowed money .....	G521	0	G522	0	G523	0	G524	0
12. Subordinated notes and debentures .....	G526	0	G527	0	G528	0	G529	0
13. All other liabilities .....	G805	10504	G806	0	G807	10504	G808	0
14. Total liabilities measured at fair value on a recurring basis .....	G531	1115266	G532	0	G533	10504	G534	1104762

## Schedule HC-Q—Continued

										(Column A) Total Fair Value Reported on Schedule HC					(Column B) LESS: Amounts Netted in the Determination of Total Fair Value					(Column C) Level 1 Fair Value Measurements					(Column D) Level 2 Fair Value Measurements					(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					BHCK					BHCK				
<b>Memoranda</b>																																		
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																																		
a. Mortgage servicing assets .....										G536			0		G537			0		G538			0		G539			0		G540			0	M.1.a.
b. Nontrading derivative assets .....										G541			13856		G542			0		G543			0		G544			6673		G545			7183	M.1.b.
c. <small>BHTX G546</small> .....										G546			0		G547			0		G548			0		G549			0		G550			0	M.1.c.
d. <small>BHTX G551</small> .....										G551			0		G552			0		G553			0		G554			0		G555			0	M.1.d.
e. <small>BHTX G556</small> .....										G556			0		G557			0		G558			0		G559			0		G560			0	M.1.e.
f. <small>BHTX G561</small> .....										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% 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			10504		G567			0		G568			10504		G569			0		G570			0	M.2.b.
c. <small>BHTX G571</small> .....										G571			0		G572			0		G573			0		G574			0		G575			0	M.2.c.
d. <small>BHTX G576</small> .....										G576			0		G577			0		G578			0		G579			0		G580			0	M.2.d.
e. <small>BHTX G581</small> .....										G581			0		G582			0		G583			0		G584			0		G585			0	M.2.e.
f. <small>BHTX G586</small> .....										G586			0		G587			0		G588			0		G589			0		G590			0	M.2.f.

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**Schedule HC-R—Regulatory Capital**

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

	BHCX				
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	3210		21507076		1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK				
	8434		111312		2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221		70		3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	4336		-1400809		4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		0		5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214		140		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	G215		506000		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G216		0		6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		11819670		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		11482973		8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		8117		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		11474856		11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, <b>and restricted core capital elements<sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.</b> .....	G217		890000		12.
13. Cumulative perpetual preferred stock <b>included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but</b> includible in Tier 2 capital .....	G218		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310		1367987		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		0		15.
16. Other Tier 2 capital components .....	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311		2257987		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		2257987		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		13732843		21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5) .....	3368		154292916		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590		11819670		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591		8117		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		142465129		27.
28.–30. Not applicable					
Capital ratios	BHCK		Percentage		
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204		8.05 %		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		10.58 %		32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205		12.67 %		33.

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

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

**Schedule HC-R—Continued**

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

																		C000																													
																		(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																													
																		5344198																		0			4379756			964442			0		
																		bhcx 1754																													
35. Held-to-maturity securities .....																		0			0			0			0			0			0														
																		bhcx 1773																													
36. Available-for-sale securities .....																		28266443			237659			10351611			15233367			526332			1917474														
37. Federal funds sold and securities purchased under agreements to resell.....																		BHCK C225																													
																		0																		0			0			0					
																		bhct 5369																													
38. Loans and leases held for sale .....																		354751			0			0			0			354653			98														
																		bhct B528																													
39. Loans and leases, net of unearned income .....																		99222582			0			48804			4079667			22682841			72411270														
																		bhcx 3123			2316242																										
40. LESS: Allowance for loan and lease losses .....																		2316242																													
																		bhcx 3545																													
41. Trading assets.....																		1273118			1261908			0			0			0			11210														
																		BHCK B639																													
42. All other assets¹ .....																		18393393			11957463			499287			838696			20423			5077524														
																		bhct 2170																													
43. Total assets (sum of items 34 through 42) .....																		150538243			11140788			15279458			21116172			23584249			79417576														

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

## Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			(Column C)			(Column D)			(Column E)			(Column F)			
								Allocation by Risk Weight Category												
								0%			20%			50%			100%			
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	6370828			1.00 or 12.5 <sup>2</sup>	6370828			98448			913628			0			5358752			44.
45. Performance standby letters of credit .....	bhct 6570																			
46. Commercial and similar letters of credit .....	144967			.50	72483			20900			1730			0			49853			45.
	bhct 3411																			
47. Risk participations in bankers acceptances acquired by the reporting institution .....	95650			.20	19130			3			4890			0			14237			46.
	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	bhct 3433																			
48. Securities lent.....	0			1.00	0			0			0			0			0			48.
49. Retained recourse on small business obligations sold with recourse .....	bhct A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																				
	BHCK B541																			
	5219			12.5 <sup>3</sup>	65238												65238			50.
51. All other financial assets sold with recourse .....	BHCK B675																			
	8162			1.00	8162			0			0			8162			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	73112			1.00	73112			0			0			0			73112			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year .....	BHCK 6572																			
	16036904			.50	8018453			0			622294			11640			7384519			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.....					1693653			0			349723			1343930						54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

## Schedule HC-R—Continued

		(Column C)			(Column D)			(Column E)			(Column F)		
		Allocation by Risk Weight Category											
		0%			20%			50%			100%		
Dollar Amounts in Thousands													
<b>Totals</b>													
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....		BHCK B696			BHCK B697			BHCK B698			BHCK B699		
		15398809			23008437			24947981			92363287		
56. Risk weight factor.....		× 0%			× 20%			× 50%			× 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56) .....		BHCK B700			BHCK B701			BHCK B702			BHCK B703		
		0			4601687			12473991			92363287		
58. Market risk equivalent assets.....											BHCK 1651		
											0		
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		
											109438965		
60. LESS: Excess allowance for loan and lease losses.....											BHCK A222		
											1010276		
61. LESS: Allocated transfer risk reserve.....											BHCK 3128		
											0		
62. Total risk-weighted assets (item 59 minus items 60 and 61).....											BHCK A223		
											108428689		



## Schedule HC-R—Continued

## MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK														
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		1273276	M.1.											
										With a remaining maturity of														
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years						
Dollar Amounts in Thousands										BHCK				BHCK				BHCK						
2. Notional principal amounts of derivative contracts: <sup>1</sup>																								
a. Interest rate contracts.....										3809		9421526		8766		30696019		8767		13615317		M.2.a.		
b. Foreign exchange contracts.....										3812		3548949		8769		525986		8770		11113		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		554		A002		0		M.2.f.		
g. <b>Credit derivative contracts:</b>																								
<b>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:</b>																								
(1) <b>Investment grade</b> .....										G597		0		G598		0		G599		0		M.2.g.(1)		
(2) <b>Subinvestment grade</b> .....										G600		0		G601		0		G602		0		M.2.g.(2)		
										Dollar Amounts in Thousands										BHCK				
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																								
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479											0		M.3.a.	
b. Not applicable.																								
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498											0		M.3.c.	
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital ( <b>excluding trust preferred securities</b> ) (included in Schedule HC, item 20 or 27.b).....										A507											0		M.3.d.	
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771											0		M.4.	
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																								
a. In the form of perpetual preferred stock.....										5483											0		M.5.a.	
b. In the form of common stock.....										5484											0		M.5.b.	

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

**Schedule HC-R—Continued**

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....		F031			0
7. <b>Not applicable</b>					
8. <b>Restricted core capital elements included in Tier 1 capital:</b>					
a. <b>Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)</b> .....		G219			0
b. <b>Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)</b> .....		G220			0
c. <b>Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)</b> .....		5990			0
d. <b>Qualifying trust preferred securities<sup>2</sup> (included in Schedule HC, item 19.b)</b> .....		C502			506000
9. <b>Goodwill net of any associated deferred tax liability</b> .....		G221			11708913
10. <b>Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....</b>		BHCK	Percentage		
		G222			4.36 %

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.

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

		C000						
		(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets
Dollar Amounts in Thousands								
<b>Securitization Activities</b>								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....		BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711
		0	0	0	0	0	0	0
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):		BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753
a. Charge-offs.....		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 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C) .....		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due .....		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs .....		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries .....		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements ....								
	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures .....								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790 5311	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11 .....								
	BHCK B797 5311	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

## Schedule HC-S—Continued

## MEMORANDA

Dollar Amounts in Thousands

	BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance .....	A249			0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date .....	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others <b>(includes participations serviced for others)</b> :					
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements .....	B804			8145	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805			15953657	M.2.b.
c. Other financial assets <sup>1</sup> .....	A591			697785	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			128764	M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B806			0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	B807			0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company .....	B808			0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	B809			0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407			0	M.4.

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

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

## Notes to the Balance Sheet—Predecessor Financial Items

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

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

## Notes to the Balance Sheet—Other

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

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

### Example

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

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

## Notes to the Balance Sheet—Other

		Dollar Amounts in Thousands	BHCK				
1.		<b>Amount of excess restricted core capital elements included in Schedule HC-R, item 10.</b>					1.
			G914			0	
2.	5357						
			5357				2.
3.	5358						
			5358				3.
4.	5359						
			5359				4.
5.	5360						
			5360				5.
6.	B027	Hi					
			B027				6.

**Notes to the Balance Sheet—Other, Continued**

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