

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, 2010

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 (MM/DD/CCYY) (BHTX J196)

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:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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RSSD ID

C.I.

S.F.

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties	4435		1428970		1.a.(1)(a)
(b) All other loans secured by real estate	4436		308260		1.a.(1)(b)
(c) All other loans.....	F821		1186654		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		85465		1.b.
c. Interest income on balances due from depository institutions ¹	4115		10070		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		726		1.d.(1)
(2) Mortgage-backed securities.....	B489		681039		1.d.(2)
(3) All other securities.....	4060		4528		1.d.(3)
e. Interest income from trading assets	4069		1		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell.....	4020		0		1.f.
g. Other interest income	4518		25641		1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		3731354		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517		122373		2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		153195		2.a.(1)(b)
(c) Other deposits	6761		306785		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		879		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		102824		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		424963		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		19125		2.d.
e. Other interest expense	4398		0		2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		1130144		2.f.
3. Net interest income (item 1.h minus item 2.f).....	4074		2601210		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		1310767		4.
5. Noninterest income:					
a. Income from fiduciary activities	4070		18730		5.a.
b. Service charges on deposit accounts in domestic offices	4483		478903		5.b.
c. Trading revenue ²	A220		22225		5.c.
d. (1) Fees and commissions from securities brokerage	C886		36579		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		0		5.d.(2)
(3) Fees and commissions from annuity sales	C887		26036		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0		5.d.(4)
(5) Income from other insurance activities.....	C387		5899		5.d.(5)
e. Venture capital revenue.....	B491		2451		5.e.
f. Net servicing fees.....	B492		-486		5.f.
g. Net securitization income	B493		0		5.g.
h. Not applicable					

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. i. Net gains (losses) on sales of loans and leases	8560			29966	5.i.	
j. Net gains (losses) on sales of other real estate owned.....	8561			-303	5.j.	
k. Net gains (losses) on sales of other assets (excluding securities).....	B496			-105074	5.k.	
l. Other noninterest income ³	B497			347935	5.l.	
m. Total noninterest income (sum of items 5.a through 5.l).....	4079			862861	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			378920	6.b.	
7. Noninterest expense:						
a. Salaries and employee benefits	4135			1240467	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217			478963	7.b.	
c. (1) Goodwill impairment losses.....	C216			0	7.c.(1)	
(2) Amortization expense and impairment losses for other intangible assets.....	C232			68198	7.c.(2)	
d. Other noninterest expense ⁴	4092			794317	7.d.	
e. Total noninterest expense (sum of items 7.a through 7.d)	4093			2581945	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			-49721	8.	
9. Applicable income taxes (foreign and domestic).....	4302			-17163	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300			-32558	10.	
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320			9740	11.	
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104			-22818	12.	
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103			-5	13.	
14. Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340			-22813	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			2607040	M.1.	
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592			-43890	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			2375	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			4184	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK		Number			
	4150			21169	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			36829	M.6.b.	
c. Income and fees from automated teller machines (ATMs).....	C016			84850	M.6.c.	
d. Rent and other income from other real estate owned	4042			0	M.6.d.	
e. Safe deposit box rent	C015			0	M.6.e.	
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229			0	M.6.f.	

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands

		BHCK					
6. g.	Bank card and credit card interchange fees.....	F555				175707	M.6.g.
h.	Gains on bargain purchases	J447				0	M.6.h.
i.	TEXT 8562 LETTERS OF CREDIT FEES	8562				42570	M.6.i.
j.	TEXT 8563 FX FEE INCOME	8563				40089	M.6.j.
k.	TEXT 8564 UNUSED LINE COMMITMENT FEE	8564				33088	M.6.k.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):						
a.	Data processing expenses.....	C017				62186	M.7.a.
b.	Advertising and marketing expenses	0497				112865	M.7.b.
c.	Directors' fees	4136				0	M.7.c.
d.	Printing, stationery, and supplies.....	C018				0	M.7.d.
e.	Postage	8403				29483	M.7.e.
f.	Legal fees and expenses	4141				29750	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				26349	M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558				0	M.7.j.
k.	Telecommunications expenses	F559				28510	M.7.k.
l.	TEXT 8565 COLLECTION EXPENSE	8565				64749	M.7.l.
m.	TEXT 8566	8566				0	M.7.m.
n.	TEXT 8567	8567				0	M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT 3571 NET INCOME RELATED TO DISCONTINUED OPERATIONS	3571				14565	M.8.a.(1)
(2)	Applicable income tax effect	BHCK	3572			4825	M.8.a.(2)
b. (1)	TEXT 3573	3573				0	M.8.b.(1)
(2)	Applicable income tax effect	BHCK	3574			0	M.8.b.(2)
c. (1)	TEXT 3575	3575				0	M.8.c.(1)
(2)	Applicable income tax effect	BHCK	3576			0	M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (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				25079	M.9.a.
b.	Foreign exchange exposures	8758				-2854	M.9.b.
c.	Equity security and index exposures.....	8759				0	M.9.c.
d.	Commodity and other exposures	8760				0	M.9.d.
e.	Credit exposures	F186				0	M.9.e.

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889			0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading.....	C890			0	M.10.b.
11. Credit losses on derivatives (see instructions).....	A251			12907	M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431			62615	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					
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551			32128	M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552			0	M.14.a.(1)
b. Net gains (losses) on liabilities	F553			0	M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554			0	M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409			0	M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
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		4	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319			89269	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320			76971	M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b)(Memorandum item 17.a minus Memorandum item 17.b)	J321			12298	M.17.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

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

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		22276019		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		22276019		3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		-22813		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579		0		6.a.
b. Conversion or retirement of common stock.....	3580		0		6.b.
7. Sale of treasury stock.....	4782		0		7.
8. LESS: Purchase of treasury stock	4783		0		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		0		10.
11. LESS: Cash dividends declared on common stock	4460		0		11.
12. Other comprehensive income ¹	B511		315859		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		22569065		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

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
Dollar Amounts in Thousands								
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		20570		C892		1020	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		102563		C894		7716	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		157310		5412		6172	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		110302		C217		9383	1.c.(2)(a)
(b) Secured by junior liens	C235		418788		C218		15763	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		52236		3589		519	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		76361		C896		1583	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897		127825		C898		5264	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		119952		4617		20974	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		140327		B515		9029	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		237260		B517		102801	5.b.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		54867		4628		6026	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		1176		F188		1050	8.b.
9. Total (sum of items 1 through 8).....	4635		1619537		4605		187300	9.

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

Schedule HI-B—Continued

MEMORANDA

MEMORANDA

	(Column A) Charge-offs ¹				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			107	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).

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)	BHCK				
	C388			29581	M.3.

Dollar Amounts in Thousands					BHCK			
II. Changes in allowance for loan and lease losses								
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			2209388				1.
	bhct							
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			187300				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			1619537				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			1310767				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			2087918				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			7364	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.		Cumulative effect of the initial application of FAS 167 related to newly consolidated variable interest entities					
			J536			0	1.
2.	5352	HI 5.L. INCLUDES EXPENSE RELATED TO TERMINATED CASH FLOW SWAPS AS THIS HEDGE STRATEGY HAS BEEN PERMANENTLY DISCONTINUED.					
			5352			216400	2.
3.	5353	HI 5.K. NET GAINS (LOSSES) ON SALE OF OTHER ASSETS INCLUDES ACCELERATED AMORTIZATION RELATED TO TERMINATED CASH FLOW SWAPS.					
			5353			-104400	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
12.	B048					
			B048			0
13.	B049					
			B049			0
14.	B050					
			B050			0
15.	B051					
			B051			0
16.	B052					
			B052			0
17.	B053					
			B053			0
18.	B054					
			B054			0
19.	B055					
			B055			0
20.	B056					
			B056			0

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding CompaniesReport at the close of business 20100930**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands				BHCK				
ASSETS								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin ¹	0081						1621393	1.a.
b. Interest-bearing balances: ²								
(1) In U.S. offices.....	0395						7851340	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						19260207	2.b.
3. Federal funds sold and securities purchased under agreements to resell:								
a. Federal funds sold in domestic offices	BHDM	B987					0	3.a.
b. Securities purchased under agreements to resell ³	BHCK	B989					0	3.b.
4. Loans and lease financing receivables:								
a. Loans and leases held for sale.....	5369						588872	4.a.
b. Loans and leases, net of unearned income	B528						88445189	4.b.
c. LESS: Allowance for loan and lease losses	3123						2087918	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529						86357271	4.d.
5. Trading assets (from Schedule HC-D)	3545						1486310	5.
6. Premises and fixed assets (including capitalized leases)	2145						1024049	6.
7. Other real estate owned (from Schedule HC-M).....	2150						74811	7.
8. Investments in unconsolidated subsidiaries and associated companies	2130						1500	8.
9. Direct and indirect investments in real estate ventures.....	3656						125884	9.
10. Intangible assets:								
a. Goodwill.....	3163						11311132	10.a.
b. Other intangible assets (from Schedule HC-M).....	0426						221330	10.b.
11. Other assets (from Schedule HC-F).....	2160						6193660	11.
12. Total assets (sum of items 1 through 11)	2170						136117759	12.

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

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

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

Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
LIABILITIES					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		21488029	13.a.(1)	
(2) Interest-bearing	6636		73731091	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing	6631		0	13.b.(1)	
(2) Interest-bearing	6636		585265	13.b.(2)	
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices ²					
	B993		1885000	14.a.	
b. Securities sold under agreements to repurchase ³					
	B995		2809072	14.b.	
15. Trading liabilities (from Schedule HC-D)	3548		1331116	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190		7620415	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		407089	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		508598	19.b.	
20. Other liabilities (from Schedule HC-G)	2750		3183019	20.	
21. Total liabilities (sum of items 13 through 20)	2948		113548694	21.	
22. Not applicable					
EQUITY CAPITAL					
Bank Holding Company Equity Capital					
23. Perpetual preferred stock and related surplus	3283		0	23.	
24. Common stock (par value)	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock)	3240		18537864	25.	
26. a. Retained earnings	3247		4813220	26.a.	
b. Accumulated other comprehensive income ⁵	B530		-782019	26.b.	
c. Other equity capital components ⁶	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210		22569065	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries	3000		0	27.b.	
28. Total equity capital (sum of items 27.a and 27.b)	G105		22569065	28.	
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		136117759	29.	

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

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

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

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

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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

Schedule HC—Continued

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

BHCK	
C884	

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

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

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

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

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

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			105339	1287			105717	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			108896	8499			112549	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			122854	G303			134251	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			5828172	G307			6055551	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			1361672	G311			1300414	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			8499386	G315			8799743	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities	G320			0	G321			0	G322			1040782	G323			895767	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities	G324			0	G325			0	G326			0	G327			0	4.c.(1)
(2) Other commercial MBS.....	G328			0	G329			0	G330			1720381	G331			1842006	4.c.(2)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			4655	C027			4749	5.a.
b. Structured financial products:																	
(1) Cash	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic.....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities.....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities	1742			0	1743			0	1744			500	1746			500	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510			7336	A511			8960	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			18799973	1773			19260207	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 ¹	0416				14685496					M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):										
a. 1 year and less	0383				4631253					M.2.a.
b. Over 1 year to 5 years	0384				4054376					M.2.b.
c. Over 5 years	0387				10565618					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. ⁴																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines.....	B842			0	B843			0	B844			4655	B845			4749	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.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

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	M.6.c.
d.	1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....																	M.6.d.
		G360			0	G361			0	G362			0	G363			0	
e.	1–4 family residential MBS not issued or guaranteed by GSEs																	M.6.e.
		G364			0	G365			0	G366			0	G367			0	
f.	Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g.	Other collateral or reference assets	G372			0	G373			0	G374			0	G375			0	M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate	1410		54299504						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		186859		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		2269113		1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1–4 family residential properties:					1420		805		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		15984814		1.c.(1)
(a) Secured by first liens									
(b) Secured by junior liens					5367		17084303		1.c.(2)(a)
d. Secured by multifamily (5 or more) residential properties					5368		6977415		1.c.(2)(b)
e. Secured by nonfarm nonresidential properties:					1460		1293040		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		4187854		1.e.(1)
a. To U.S. banks and other U.S. depository institutions					F161		6315301		1.e.(2)
b. To foreign banks					BHDM				
3. Loans to finance agricultural production and other loans to farmers					1288		64979		2.
4. Commercial and industrial loans	1292		64979						2.a.
a. To U.S. addressees (domicile)	1296		0						2.b.
b. To non-U.S. addressees (domicile)	1590		5		1590		5		3.
5. Not applicable									4.
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1766		15164984		4.a.
a. Credit cards	1763		15097258						4.b.
b. Other revolving credit plans.....	1764		67726						
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		15264056		6.
8. Not applicable	B538		1511194						6.a.
9. Loans to nondepository financial institutions and other loans:	B539		346860						6.b.
a. Loans to nondepository financial institutions									
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured).....	2011		13406002						6.c.
(2) All other loans (exclude consumer loans).....									
10. Lease financing receivables (net of unearned income).....	2081		0		2081		0		7.
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	J454		532239		J454		532239		9.a.
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		6326		1545		6326		9.b.(1)
	J451		1050684		J451		1050684		9.b.(2)
					2165		2651284		10.
	F162		0						10.a.
	F163		2651284						10.b.
	2123		0		2123		0		11.
	2122		89034061		2122		89034061		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			301298	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
	1616			48788	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2) , column A, above	BHCK				
	2746			1787	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)					
	B837			13060	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			140008	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			68423	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 December 31, 2009, 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			7123	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			796	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			256475	M.9.

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		588699					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		588699	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		567145					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		567145	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

MEMORANDUM – 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.

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.

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCM				BHCK				
ASSETS									
1. U.S. Treasury securities.....	3531			0	3531			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532			0	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533			0	3533			0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
	G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380			0	G380			0	4.b.
c. All other residential mortgage-backed securities.....	G381			0	G381			0	4.c.
d. Commercial MBS	G382			0	G382			0	4.d.
5. Other debt securities									
a. Structured financial products:									
(1) Cash	G383			0	G383			0	5.a.(1)
(2) Synthetic	G384			0	G384			0	5.a.(2)
(3) Hybrid	G385			0	G385			0	5.a.(3)
b. All other debt securities	G386			0	G386			0	5.b.
6. Loans:									
a. Loans secured by real estate	F610			0					6.a.
(1) Construction, land development, and other land loans.....					F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens.....					F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....					F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F612			0	6.a.(4)
(5) Secured by nonfarm nonresidential properties					F613			0	6.a.(5)
b. Commercial and industrial loans	F614			0	F614			0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615			0	F615			0	6.c.(1)
(2) Other revolving credit plans	F616			0	F616			0	6.c.(2)
(3) 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			16166	3541			16166	9.
10. Not applicable									
11. Derivatives with a positive fair value	3543			1470144	3543			1470144	11.
12. Total trading assets (sum of items 1 through 11)	bhct				BHDM				
(total of column A must equal Schedule HC, item 5).....	3545			1486310	3545			1486310	12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
LIABILITIES								
13. a. Liability for short positions:								
(1) Equity securities.....	G209		0		G209		0	13.a.(1)
(2) Debt securities.....	G210		0		G210		0	13.a.(2)
(3) All other assets.....	G211		0		G211		0	13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		1331116		3547		1331116	14.
15. Total trading liabilities (sum of items 13.a through 14)	bhct							
(total of column A must equal Schedule HC, item 15).....	3548		1331116		3548		1331116	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					M.1.a.
(1) Construction, land development, and other land loans.....					F625		0	M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626		0	M.1.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end land secured by 1–4 family residential properties and extended under lines of credit					F627		0	M.1.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F628		0	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....					F629		0	M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F630		0	M.1.a.(4)
(5) Secured by nonfarm nonresidential properties					F631		0	M.1.a.(5)
b. Commercial and industrial loans	F632		0		F632		0	M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards.....	F633		0		F633		0	M.1.c.(1)
(2) Other revolving credit plans	F634		0		F634		0	M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F635		0		F635		0	M.1.c.(3)
d. Other loans.....	F636		0		F636		0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value.....	F639		0		F639		0	M.2.a.
b. Unpaid principal balance	F640		0		F640		0	M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):								
a. Trust preferred securities issued by financial institutions	G299		0		G299		0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332		0		G332		0	M.3.b.
c. Corporate and similar loans	G333		0		G333		0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0		G334		0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G335		0		G335		0	M.3.e.
f. Diversified (mixed) pools of structured financial products	G651		0		G651		0	M.3.f.
g. Other collateral or reference assets	G652		0		G652		0	M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

		(Column A) Consolidated				(Column B) Domestic Offices			
Dollar Amounts in Thousands		BHCK				BHDM			
4. Pledged trading assets:									
a. Pledged securities.....		G387			0	G387			0
b. Pledged loans.....		G388			0	G388			0
		Dollar Amounts in Thousands				BHCK			
Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.									
5. Asset-backed securities:									
a. Credit card receivables.....						F643			0
b. Home equity lines.....						F644			0
c. Automobile loans.....						F645			0
d. Other consumer loans.....						F646			0
e. Commercial and industrial loans						F647			0
f. Other						F648			0
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....						F651			0
7. Equity securities:									
a. Readily determinable fair values						F652			0
b. Other						F653			0
8. Loans pending securitization.....						F654			0
9. a. (1) Gross fair value of commodity contracts.....						G212			0
(2) Gross fair value of physical commodities held in inventory						G213			0
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):									
(1)	BHTX F655					F655			0
(2)	BHTX F656					F656			0
(3)	BHTX F657					F657			0
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)									
a.	BHTX F658					F658			0
b.	BHTX F659					F659			0
c.	BHTX F660					F660			0

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Demand deposits	2210		674	1329	1.a.
b. NOW, ATS, and other transaction accounts	3187		413	9124	1.b.
c. Money market deposit accounts and other savings accounts.....	2389		656	22646	1.c.
d. Time deposits of less than \$100,000.....	6648		121	18365	1.d.
e. Time deposits of \$100,000 or more.....	2604		659	7656	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances	BHOD			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		141	0574	M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164			0	M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		502	6130	M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		585	265	M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		444	739	1.
2. Net deferred tax assets ²	2148		351	054	2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans.....	A519			0	3.a.
b. Other financial assets.....	A520			0	3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		128	0712	4.
5. Life insurance assets	C009		120	1129	5.
6. Other	2168		291	6026	6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		619	3660	7.

1. Include accrued interest receivable on loans, leases, debt securities and other interest-bearing assets.

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

3. Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

4. Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands		BHCK			
1. Not applicable					
2. Net deferred tax liabilities ¹	3049			0	2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557			69290	3.
4. Other	B984			3113729	4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750			3183019	5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands		BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197			40555282	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			14196678	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet.....	3298			3260847	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		20408129		1.
2. Federal funds sold and securities purchased under agreements to resell.....	3365		0		2.
BHDM					
3. a. Total loans and leases in domestic offices	3516		90641825		3.a.
(1) Loans secured by 1–4 family residential properties in domestic offices	3465		40524942		3.a.(1)
(2) All other loans secured by real estate in domestic offices	3466		14321675		3.a.(2)
BHFN					
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		0		3.b.
BHCK					
4. a. Trading assets.....	3401		1410357		4.a.
b. Other earning assets.....	B985		6692210		4.b.
5. Total consolidated assets.....	3368		137355736		5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....	3517		73537057		6.
7. Interest-bearing deposits (foreign)	3404		491100		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		5103240		8.
9. All other borrowed money	2635		9050803		9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock).....	3519		23330239		11.

(Report only transactions with nonrelated institutions)

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

RSSD ID:

1132449

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			14822987	1.a.
b. (1) Unused consumer credit card lines	J455			5482879	1.b.(1)
(2) Other unused credit card lines	J456			428157	1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))	3816			1274424	1.c.(1)
(a) 1–4 family residential construction loan commitments.....	F164			106551	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165			1167873	1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550			0	1.c.(2)
d. Securities underwriting.....	3817			0	1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans	J457			16723713	1.e.(1)
(2) Loans to financial institutions	J458			850113	1.e.(2)
(3) All other unused commitments	J459			2755194	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees.....	6566			5292014	2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others.....	3820			888259	2.a.
3. Performance standby letters of credit and foreign office guarantees.....	6570			84548	3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others.....	3822			0	3.a.
4. Commercial and similar letters of credit.....	3411			111167	4.
5. Not applicable					
6. Securities lent	3433			0	6.

	(Column A) Sold Protection				(Column B) Purchased Protection				
7. Credit derivatives:	BHCK				BHCK				
a. Notional amounts:									
(1) Credit default swaps	C968			0	C969			0	7.a.(1)
(2) Total return swaps	C970			0	C971			0	7.a.(2)
(3) Credit options	C972			0	C973			0	7.a.(3)
(4) Other credit derivatives.....	C974			1183524	C975			0	7.a.(4)
b. Gross fair values:									
(1) Gross positive fair value	C219			54293	C221			0	7.b.(1)
(2) Gross negative fair value.....	C220			0	C222			0	7.b.(2)
c. Notional amounts by regulatory capital treatment:					BHCK				
(1) Positions covered under the Market Risk Rule:									
(a) Sold protection	G401			0				0	7.c.(1)(a)
(b) Purchased protection	G402							0	7.c.(1)(b)
(2) All other positions:									
(a) Sold protection	G403			1183524					7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404							0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405							0	7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

Dollar Amounts in Thousands		Remaining Maturity of:												
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
		BHCK				BHCK				BHCK				
7. d. Notional amounts by remaining maturity:														
(1) Sold credit protection:														
(a) Investment grade		G406			305414	G407			819082	G408			59028	7.d.(1)(a)
(b) Subinvestment grade		G409			0	G410			0	G411			0	7.d.(1)(b)
(2) Purchased credit protection:														
(a) Investment grade		G412			0	G413			0	G414			0	7.d.(2)(a)
(b) Subinvestment grade.....		G415			0	G416			0	G417			0	7.d.(2)(b)
8. Spot foreign exchange contracts.....														
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% 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.
	1794478	4863947	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)
	1391524	0	0	0	
(2) Purchased options	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	11.d.(2)
	1491524	0	194	0	
e. Swaps.....	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	11.e.
	40042944	181790	0	0	
12. Total gross notional amount of derivative contracts held for trading	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	12.
	31520052	5045737	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.
	13200418	0	194	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)
	1373054	97090	0	0	
(2) Gross negative fair value	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	14.a.(2)
	1241363	89753	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)
	44836	0	0	0	
(2) Gross negative fair value	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	14.b.(2)
	914362	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.¹

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure	G418			0	G419			0	G420			0	G421			0	G422		1347346	15.a.
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423			1090	G424			0	G425			0	G426			0	G427		227	15.b.(1)
(2) Cash—Other currencies	G428			0	G429			0	G430			0	G431			0	G432		0	15.b.(2)
(3) U.S. Treasury securities	G433			0	G434			0	G435			0	G436			0	G437		0	15.b.(3)
(4) U.S. government agency and U.S. government-sponsored agency debt securities	G438			0	G439			0	G440			0	G441			0	G442		0	15.b.(4)
(5) Corporate bonds	G443			0	G444			0	G445			0	G446			0	G447		0	15.b.(5)
(6) Equity securities	G448			0	G449			0	G450			0	G451			0	G452		0	15.b.(6)
(7) All other collateral	G453			0	G454			0	G455			0	G456			0	G457		0	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458			1090	G459			0	G460			0	G461			0	G462		227	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2009.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK					
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459			3382			
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555		5052950			
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		2822954			
4. Other assets acquired in satisfaction of debts previously contracted		6557		5048			
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....		A288		0			
6. Assets covered by loss-sharing agreements with the FDIC:							
a. Loans and leases (included in Schedule HC, items 4.a and 4.b).....		J452		0			
b. Other real estate owned (included in Schedule HC, item 7).....		J453		0			
c. Debt Securities (included in Schedule HC, items 2.a and 2.b).....		J461		0			
d. Other assets (exclude FDIC loss-sharing indemnification assets)		J462		0			
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		157869			
(1) Estimated fair value of mortgage servicing assets.....	6438			157869			
b. Purchased credit card relationships and nonmortgage servicing assets		B026		13639			
c. All other identifiable intangible assets		5507		49822			
		bhct					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426		221330			
13. Other real estate owned.....		2150		74811			
14. Other borrowed money:		BHCK					
a. Commercial paper		2309		0			
b. Other borrowed money with a remaining maturity of one year or less		2332		5204550			
c. Other borrowed money with a remaining maturity of more than one year		2333		2415865			
		bhct					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190		7620415			
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.

Schedule HC-M—Continued

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

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

TEXT
C497

http:// [www.CITIZENSBANK.COM](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		6821194		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				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ...	F172		675		F174		0		F176		34101		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		104843		F175		6312		F177		359274		1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		38		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		103375		5399		324		5400		129663		1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:													
(a) Secured by first liens	C236		210445		C237		12522		C229		551094		1.c.(2)(a)
(b) Secured by junior liens	C238		127847		C239		757		C230		212667		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499		9063		3500		0		3501		84909		1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178		18103		F180		0		F182		110992		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		44585		F181		0		F183		360096		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		118552		1607		1366		1608		242160		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575		31607		B576		0		B577		38883		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578		245614		B579		33875		B580		29235		5.b.
6. Loans to foreign governments and official institutions	5389		0		5390		0		5391		0		6.
7. All other loans	5459		6493		5460		0		5461		51252		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		689		F170		0		F171		1396		8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9)	5524			1021891	5525			55156	5526			2205760	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (including loans and leases covered by FDIC loss-sharing agreements)	5612			48810	5613			31357	5614			108516	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	5615			44088	5616			30417	5617			30853	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866			399	C867			0	C868			7735	11.b.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
1. 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			23105	F662			3404	F663			260153	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658			412	1659			950	1661			159801	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558			0	6559			0	6560			0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508			0	1912			0	1913			0	M.3.
4. Not applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)													
a. Loans and leases held for sale.....	C240			0	C241			0	C226			0	M.5.a.
b. Loans measured at fair value:													
(1) Fair value	F664			0	F665			0	F666			0	M.5.b.(1)
(2) Unpaid principal balance.....	F667			0	F668			0	F669			0	M.5.b.(2)

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			884	3530			5376

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter				C410			621082
8. Nonaccrual assets sold during the quarter.....				C411			64651

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 assets¹ and (2) bank holding companies with less than \$1 billion in total assets at which either 1-4 family residential mortgage loan originations and purchases for resale² from all sources, loan sales, or quarter-end loans held for sale in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F066		1412202		1.a.
b. Closed-end junior liens.....	F067		511		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit.....	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²					
a. Closed-end first liens.....	F068		0		2.a.
b. Closed-end junior liens.....	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit.....	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		1286708		3.a.
b. Closed-end junior liens.....	F071		361		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		588699		4.a.
b. Closed-end junior liens.....	F073		173		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	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit	F560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		2319		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		280		6.c.(1)
(2) Principal amount funded under the lines of credit.....	F681		284		6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

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	
ASSETS		bhcy						
1. Available-for-sale securities	1773	19260207	G474	0	G475	105717	G476	19154490
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	588699	G484	0	G485	0	G486	588699
4. Loans and leases held for investment.....	G488	0	G489	0	G490	0	G491	0
5. Trading assets:	bhct							
a. Derivative assets	3543	1470144	G493	0	G494	0	G495	1470144
	BHCK							
b. Other trading assets	G497	16166	G498	0	G499	0	G500	16166
(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	115489	G392	0	G395	5244	G396	27494
7. Total assets measured at fair value on a recurring basis	G502	21450705	G503	0	G504	110961	G505	21256993
LIABILITIES								
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	1331116	G512	0	G513	0	G514	1331116
	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	914362	G806	0	G807	11627	G808	902735
14. Total liabilities measured at fair value on a recurring basis.....	G531	2245478	G532	0	G533	11627	G534	2233851

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						
Memoranda																								
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																								
a. Mortgage servicing assets.....		G536			0	G537			0	G538			0	G539			0	G540			0	M.1.a.		
b. Nontrading derivative assets.....		G541			44836	G542			0	G543			243	G544			27494	G545			17099	M.1.b.		
c. <table border="1"><tr><td>BHTX G546</td><td>VENTURE CAPITAL INVESTMENTS</td></tr></table>		BHTX G546	VENTURE CAPITAL INVESTMENTS	G546			70653	G547			0	G548			5001	G549			0	G550			65652	M.1.c.
BHTX G546	VENTURE CAPITAL INVESTMENTS																							
d. <table border="1"><tr><td>BHTX G551</td><td></td></tr></table>		BHTX G551		G551			0	G552			0	G553			0	G554			0	G555			0	M.1.d.
BHTX G551																								
e. <table border="1"><tr><td>BHTX G556</td><td></td></tr></table>		BHTX G556		G556			0	G557			0	G558			0	G559			0	G560			0	M.1.e.
BHTX G556																								
f. <table border="1"><tr><td>BHTX G561</td><td></td></tr></table>		BHTX G561		G561			0	G562			0	G563			0	G564			0	G565			0	M.1.f.
BHTX G561																								
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			914362	G567			0	G568			11627	G569			902735	G570			0	M.2.b.		
c. <table border="1"><tr><td>BHTX G571</td><td></td></tr></table>		BHTX G571		G571			0	G572			0	G573			0	G574			0	G575			0	M.2.c.
BHTX G571																								
d. <table border="1"><tr><td>BHTX G576</td><td></td></tr></table>		BHTX G576		G576			0	G577			0	G578			0	G579			0	G580			0	M.2.d.
BHTX G576																								
e. <table border="1"><tr><td>BHTX G581</td><td></td></tr></table>		BHTX G581		G581			0	G582			0	G583			0	G584			0	G585			0	M.2.e.
BHTX G581																								
f. <table border="1"><tr><td>BHTX G586</td><td></td></tr></table>		BHTX G586		G586			0	G587			0	G588			0	G589			0	G590			0	M.2.f.
BHTX G586																								

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands		BHCX				
Tier 1 capital						
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		22569065			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK					
	8434		246204			2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value) ..	A221		0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336		-1028223			4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0			5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ² ...	G215		506000			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		0			6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		11779907			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		12077177			8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		17151			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		12060026			11.
Tier 2 capital						
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		80000			12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218		0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		1234336			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		731			15.
16. Other Tier 2 capital components	B594		0			16.
17. Tier 2 capital (sum of items 12 through 16).....	5311		1315067			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17).....	8275		1315067			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		13375093			21.
Total assets for leverage ratio						
22. Average total assets (from Schedule HC-K, item 5)	3368		137355736			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		11779907			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) ..	B591		17151			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		125558678			27.
28.–30. Not applicable						
	BHCK	Percentage				
Capital ratios						
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204		9.61	%		31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		12.33	%		32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205		13.67	%		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	◀
Dollar Amounts in Thousands																

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Dollar Amounts in Thousands								
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit.....	5292014	1.00 or 12.5 ²	5292014	112272	888259	0	4291483	44.
45. Performance standby letters of credit	bhct 6570							
	84548	.50	42274	5409	1730	0	35135	45.
46. Commercial and similar letters of credit	bhct 3411							
	111167	.20	22233	13	3338	0	18882	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429							
	0	1.00	0	0	0		0	47.
	bhct 3433							
48. Securities lent.....	0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250							
	0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541							
	6078	12.5 ³	75975				75975	50.
51. All other financial assets sold with recourse	BHCK B675							
	7314	1.00	7314	0	0	7314	0	51.
52. All other off-balance sheet liabilities.....	BHCK B681							
	59274	1.00	59274	0	0	0	59274	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK 6572							
	15710119	.50	7855060	0	490921	343	7363796	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.
54. Derivative contracts.....	BHCE A167							
	1873211			0	292402	1580809		54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

			(Column C)	(Column D)	(Column E)	(Column F)		
			Allocation by Risk Weight Category					
			0%	20%	50%	100%		
Dollar Amounts in Thousands								
Totals								
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....			BHCK B696	BHCK B697	BHCK B698	BHCK B699	55.	
			16837828	16205264	22225155	84393245		
56. Risk weight factor.....			× 0%	× 20%	× 50%	× 100%	56.	
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)			BHCK B700	BHCK B701	BHCK B702	BHCK B703		
			0	3241053	11112578	84393245	57.	
58. Market risk equivalent assets.....						BHCK 1651		
							0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)						BHCK B704		
						98746876	59.	
60. LESS: Excess allowance for loan and lease losses.....						BHCK A222		
						922872	60.	
61. LESS: Allocated transfer risk reserve.....						BHCK 3128		
							0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61).....						BHCK A223		
						97824004	62.	

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			1513091	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	Tril			
2. Notional principal amounts of derivative contracts: ¹																			
a. Interest rate contracts.....					3809			8674615		8766			23913334		8767			10740997	M.2.a.
b. Foreign exchange contracts					3812			4321603		8769			724134		8770			0	M.2.b.
c. Gold contracts					8771			0		8772			0		8773			0	M.2.c.
d. Other precious metals contracts.....					8774			0		8775			0		8776			0	M.2.d.
e. Other commodity contracts					8777			0		8778			0		8779			0	M.2.e.
f. Equity derivative contracts					A000			0		A001			194		A002			0	M.2.f
g. Credit derivative contracts:																			
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																			
(1) Investment grade.....					G597			0		G598			0		G599			0	M.2.g.(1)
(2) Subinvestment grade.....					G600			0		G601			0		G602			0	M.2.g.(2)

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

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

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031			0
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219			0
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220			0
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990			0
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		506000	
9. Goodwill net of any associated deferred tax liability	G221		11311132	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	BHCK	Percentage		
	G222		4.03	%

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.

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

	(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	C000
Dollar Amounts in Thousands								
Securitization Activities								
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....	BHCK B705	BHCK B706	BHCK B707	BHCK B708	BHCK B709	BHCK B710	BHCK B711	1.
	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	2.a.
	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	2.b.
	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	2.c.
	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	3.
	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	4.a.
	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	4.b.
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):								
a. Charge-offs.....	BHCK B747	BHCK B748	BHCK B749	BHCK B750	BHCK B751	BHCK B752	BHCK B753	5.a.
	0	0	0	0	0	0	0	
b. Recoveries	BHCK B754	BHCK B755	BHCK B756	BHCK B757	BHCK B758	BHCK B759	BHCK B760	5.b.
	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.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790 6078	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 6078	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

		Dollar Amounts in Thousands				
		BHCK				
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:						
a.	Outstanding principal balance	A249			0	M.1.a.
b.	Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):						
a.	1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804			7314	M.2.a.
b.	1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			17460077	M.2.b.
c.	Other financial assets ¹	A591			1453815	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			120858	M.2.d.
3. Asset-backed commercial paper conduits:						
a.	Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806			0	M.3.a.(1)
	(2) Conduits sponsored by other unrelated institutions	B807			0	M.3.a.(2)
b.	Unused commitments to provide liquidity to conduit structures:					
	(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808			0	M.3.b.(1)
	(2) Conduits sponsored by other unrelated institutions	B809			0	M.3.b.(2)
4.	Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			0	M.4.

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

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

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.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.						1.
			G914			0	
2.	Amount of assets included in Schedule HC-R, item 43, Column B, that were booked on-balance-sheet on the implementation date as a result of the bank holding company's implementation of FAS 167		J463			0	2.
3.	Amount of ALLL recognized on the implementation date for assets that were booked on-balance-sheet as a result of the bank holding company's implementation of FAS 167		J537			0	3.
4.	5359						
			5359				4.
5.	5360						
			5360				5.
6.	B027						
			B027				6.

Notes to the Balance Sheet—Other, Continued

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