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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.

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

Signature of Chief Financial Officer (or Equivalent)

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

Date of Report:

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

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

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

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.

For Federal Reserve Bank Use Only

RSSD ID ____________

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

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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	1200051	1.a.(1)(a)
(b) All other loans secured by real estate	4436	269388	1.a.(1)(b)
(c) All other loans	F821	1076212	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		1.a.(2)
b. Income from lease financing receivables	4065	83940	1.b.
c. Interest income on balances due from depository institutions[1]	4115	4600	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	1969	1.d.(1)
(2) Mortgage-backed securities	B489	534010	1.d.(2)
(3) All other securities	4060	3636	1.d.(3)
e. Interest income from trading assets	4069	0	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	79	1.f.
g. Other interest income	4518	25848	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	3199733	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	A517	78622	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518	99388	2.a.(1)(b)
(c) Other deposits	6761	185134	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	1133	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	148099	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	150251	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	681752	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	2517981	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	715633	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	19563	5.a.
b. Service charges on deposit accounts in domestic offices	4483	441540	5.b.
c. Trading revenue[2]	A220	22978	5.c.
d. (1) Fees and commissions from securities brokerage	C886	39714	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	27442	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	4765	5.d.(5)
e. Venture capital revenue	B491	7818	5.e.
f. Net servicing fees	B492	-7829	5.f.
g. Net securitization income	B493	0	5.g.

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[1] Includes interest income on time certificates of deposit not held for trading.

[2] For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK		
5. h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	6038	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-98	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	-1952	5.k.
l. Other noninterest income[3]	B497	596962	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	1156941	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	90105	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1220618	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	491495	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	25138	7.c.(2)
d. Other noninterest expense[4]	4092	727770	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	2465021	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	584373	8.
9. Applicable income taxes (foreign and domestic)	4302	205115	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	379258	10.
11. Extraordinary items and other adjustments, net of income taxes[5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	379258	12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103	0	13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340	379258	14.

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[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	2521278	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	587670	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	1552	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	3339	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	19701	M.5.

6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3% of Schedule HI, item 5.l):	BHCK		
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	36256	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	65033	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	192721	M.6.g.
	h.	Gains on bargain purchases	J447	0	M.6.h.
	i.	TEXT 8562: LETTERS OF CREDIT FEES	8562	43651	M.6.i.
	j.	TEXT 8563: UNUSED LINE COMMITMENT FEE	8563	40896	M.6.j.
	k.	TEXT 8564: SYNDICATION FEES	8564	38021	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	43126	M.7a.
	b.	Advertising and marketing expenses	0497	78425	M.7.b.
	c.	Directors' fees	4136	0	M.7.c.
	d.	Printing, stationery, and supplies	C018	0	M.7.d.
	e.	Postage	8403	23874	M.7.e.
	f.	Legal fees and expenses	4141	25391	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	31813	M.7.i.
	j.	Automated teller machine (ATM) and interchange expenses	F558	0	M.7.j.
	k.	Telecommunications expenses	F559	30361	M.7.k.
	l.	TEXT 8565: COLLECTION EXPENSE	8565	66603	M.7.l.
	m.	TEXT 8566: CARRIER SERVICE EXPENSE	8566	22701	M.7.m.
	n.	TEXT 8567:	8567		M.7.n.

			BHCK			
8.		Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):				
	a. (1)	TEXT 3571:			3571	M.8.a.(1)
	(2)	Applicable income tax effect	3572	0		M.8.a.(2)
	b. (1)	TEXT 3573:			3573	M.8.b.(1)
	(2)	Applicable income tax effect	3574	0		M.8.b.(2)
	c. (1)	TEXT 3575:			3575	M.8.c.(1)
	(2)	Applicable income tax effect	3576	0		M.8.c.(2)

9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)

Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:

a.	Interest rate exposures	8757	18459	M.9.a.
b.	Foreign exchange exposures	8758	4519	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		
Memoranda items 9.f and 9.g are to be completed by bank holding companies with $100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.[1]			
9. f. **Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above)**	K090	-14504	M.9.f.
g. **Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above)**	K094	0	M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:			
a. Net gains (losses) on credit derivatives held for trading	C889	0	M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading	C890	0	M.10.b.
11. Credit losses on derivatives (see instructions)	A251	20586	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	67156	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.

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

Dollar Amounts in Thousands	BHCK		
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	15408	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.

	Year-to-date		
	BHCK		
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	0	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	J319	167265	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	155446	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	11819	M.17.c.

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

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

Dollar Amounts in Thousands	BHCK		
1. Total bank holding company equity capital **most recently reported** for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	22693916	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	22693916	3.
	bhct		
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).	4340	379258	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	289291	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	20317	14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	bhct 3210	23382782	15.

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

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

Dollar Amounts in Thousands	BHCK	(Column A) Charge-offs[1]	BHCK	(Column B) Recoveries	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	2176	C892	1092	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	25362	C894	11451	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	139239	5412	7838	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	96926	C217	12288	1.c.(2)(a)
(b) Secured by junior liens	C235	300039	C218	18511	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	31823	3589	2515	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	28891	C896	1397	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	53118	C898	13101	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	62193	4617	34164	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	65201	B515	6154	5.a.
b. **Automobile loans**	K129	34857	K133	26802	5.b.
c. **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K205	131400	K206	22549	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	26009	4628	6195	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	158	F188	928	8.b.
9. Total (sum of items 1 through 8)	4635	997392	4605	164985	9.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	(Column A) Charge-offs[1] Calendar year-to-date BHCK		(Column B) Recoveries Calendar year-to-date BHCK		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	264	4662	6	M.2.

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

	Calendar year-to-date BHCK		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388	21174	M.3.

Dollar Amounts in Thousands	BHCK		
II. Changes in allowance for loan and lease losses			
1. Balance **most recently** reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	2004948	1.
	bhct		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	164985	2.
	BHCK		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	C079	997392	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	715633	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	-32928	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	1855246	7.

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

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	6224	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390		M.3.
Memorandum item 4 is to be completed by all bank holding companies.			
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

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

Notes to the Income Statement—Other, Continued

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

CITIZENS FINANCIAL GROUP, INC.

Name of Bank Holding Company

For Federal Reserve Bank Use Only

C.I. ____

RSSD ID:

1132449

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20110930

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	1460361	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	4631893	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	20891615	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	295238	4.a.
b. Loans and leases, net of unearned income	B528	86868233			4.b.
c. LESS: Allowance for loan and lease losses	3123	1855246			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	85012987	4.d.
5. Trading assets (from Schedule HC-D)			3545	1300764	5.
6. Premises and fixed assets (including capitalized leases)			2145	1084238	6.
7. Other real estate owned (from Schedule HC-M)			2150	132958	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	1500	8.
9. Direct and indirect investments in real estate ventures			3656	113645	9.
10. Intangible assets:					
a. Goodwill			3163	11311132	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	185303	10.b.
11. Other assets (from Schedule HC-F)			2160	4239257	11.
12. Total assets (sum of items 1 through 11)			2170	130660891	12.

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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	22130113	13.a.(1)
(2) Interest-bearing	6636	69544892	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631		13.b.(1)
(2) Interest-bearing	6636	549555	13.b.(2)
	BHDM		
14. Federal funds purchased and securities sold under agreements to repurchase:			
a. Federal funds purchased in domestic offices[2]	B993	1895100	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	2095739	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	1197707	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	7011310	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures[4]	4062	402363	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	508469	19.b.
20. Other liabilities (from Schedule HC-G)	2750	1942861	20.
21. Total liabilities (sum of items 13 through 20)	2948	107278109	21.
22. Not applicable			
EQUITY CAPITAL			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	0	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18558181	25.
26. a. Retained earnings	3247	5226719	26.a.
b. Accumulated other comprehensive income[5]	B530	-402118	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	23382782	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	23382782	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	130660891	29.

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

Schedule HC—Continued

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

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

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

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

____
(2) City (TEXT C708)

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

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

____
(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

	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		
1. U.S. Treasury securities	0211	0	0213	0	1286	15034	1287	15031	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	88720	8499	92344	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	278692	G303	296221	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	12509776	G307	12964411	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	964956	G311	887974	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) **Issued or guaranteed by U.S. Government agencies or sponsored agencies**[3]	G312	0	G313	0	G314	4903761	G315	5087991	4.b.(1)
(2) **Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies**[3]	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other residential mortgage-backed securities	G320	0	G321	0	G322	810234	G323	708843	4.b.(3)
c. Commercial MBS:									
(1) Commercial pass-through securities:									
(a) **Issued or guaranteed by FNMA, FHLMC, or GNMA**	K142	0	K143	0	K144	0	K145	0	4.c.(1)(a)
(b) **Other pass-through securities**	K146	0	K147	0	K148	0	K149	0	4.c.(1)(b)
(2) Other commercial MBS:									
(a) **Issued or guaranteed by U.S. Government agencies or sponsored agencies**[3]	K150	0	K151	0	K152	275245	K153	293708	4.c.(2)(a)
(b) **All other commercial MBS**	K154	0	K155	0	K156	549019	K157	530269	4.c.(2)(b)

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

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

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

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	4255	C027	4663	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	9660	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754	0	1771	0	1772	20407528	bhct 1773	20891615	8.

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Pledged securities[1]	0416	9454010	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	2365096	M.2.a.
b. Over 1 year to 5 years	0384	3288346	M.2.b.
c. Over 5 years	0387	15228513	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.

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

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

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

Schedule HC-B—Continued

MEMORANDA—Continued

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		BHCK		
Memorandum item 5 is to be completed by bank holding companies with total assets over $1 billion or with foreign offices.[1]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	4255	B845	4663	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.
c. Corporate and similar loans	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360	0	G361	0	G362	0	G363	0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs	G364	0	G365	0	G366	0	G367	0	M.6.e.
f. Diversified (mixed) pools of structured financial products	G368	0	G369	0	G370	0	G371	0	M.6.f.
g. Other collateral or reference assets	G372	0	G373	0	G374	0	G375	0	M.6.g.

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

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.

	(Column A) Consolidated		(Column B) In Domestic Offices		
Dollar Amounts in Thousands	BHCK		BHDM		
1. Loans secured by real estate	1410	50721516			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	164667	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	1311403	1.a.(2)
			BHDM		
b. Secured by farmland			1420	2247	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	17586981	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	14607430	1.c.(2)(a)
(b) Secured by junior liens			5368	5414484	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	1339063	1.d.
e. Secured by nonfarm nonresidential properties:					
			BHCK		
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	4353679	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	5941562	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	65962	2.
a. To U.S. banks and other U.S. depository institutions	1292	65962			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	603	1590	603	3.
4. Commercial and industrial loans			1766	18133027	4.
a. To U.S. addressees (domicile)	1763	18001956			4.a.
b. To non-U.S. addressees (domicile)	1764	131071			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	13613336	6.
a. Credit cards	B538	1427012			6.a.
b. Other revolving credit plans	B539	341115			6.b.
c. **Automobile loans**	K137	7719050			6.c.
d. **Other consumer loans (includes single payment, installment, and all student loans)**	K207	4126159			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions	J454	542467	J454	542467	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	3651	1545	3651	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	994518	J451	994518	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	3088391	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162	0			10.a.
b. All other leases	F163	3088391			10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123	0	2123	0	11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122	87163471	2122	87163471	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands	BHDM		
1. **Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):**			
a. **Construction, land development, and other land loans in domestic offices:**			
(1) **1–4 family residential construction loans**	K158	0	M.1.a.(1)
(2) **All other construction loans and all land development and other land loans**	K159	3257	M.1.a.(2)
b. **Loans secured by 1–4 family residential properties in domestic offices**	F576	362452	M.1.b.
c. **Secured by multifamily (5 or more) residential properties in domestic offices**	K160	303	M.1.c.
d. **Secured by nonfarm nonresidential properties in domestic offices:**			
(1) **Loans secured by owner-occupied nonfarm nonresidential properties**	K161	17512	M.1.d.(1)
(2) **Loans secured by other nonfarm nonresidential properties**	K162	23985	M.1.d.(2)
e. **Commercial and industrial loans:**	BHCK		
(1) **To U.S. addressees (domicile)**	K163	12148	M.1.e.(1)
(2) **To non-U.S. addressees (domicile)**	K164	0	M.1.e.(2)
f. **All other loans (*include* loans to individuals for household, family, and other personal expenditures)**	K165	38173	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	BHDM		
(1) **Loans secured by farmland in domestic offices**	K166	0	M.1.f.(1)
	BHCK		
(2) **Loans to depository institutions and acceptances of other banks**	K167	0	M.1.f.(2)
(3) **Loans to finance agricultural production and other loans to farmers**	K168	0	M.1.f.(3)
(4) **Loans to individuals for household, family, and other personal expenditures:**			
(a) **Credit cards**	K098	0	M.1.f.(4)(a)
(b) **Automobile loans**	K203	0	M.1.f.(4)(b)
(c) **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K204	0	M.1.f.(4)(c)
(5) **Loans to foreign governments and official institutions**	K212	0	M.1.f.(5)
(6) **Other loans**[1]	K267	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (**not secured by real estate**) included in Schedule HC-C, items 4 and 9.b.(2), column A, above	2746	1596	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	13000	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391	135247	M.4.
Memorandum item 5 is to be completed by all bank holding companies.			
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230	60450	M.6.a.

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

Schedule HC-C—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK		
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of ***December 31, 2010****, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).*			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	6427	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	381	M.6.c
7.–8.Not applicable.			
	BHDM		
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	285002	M.9.

	(Column A) Consolidated		(Column B) Domestic Offices		
Dollar Amounts in Thousands	BHCK		BHDM		
Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.					
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	295167			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	295167	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	0	M.10.a.(5)
b. Commercial and industrial loans	F585	0	F585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586	0	F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.(2)
(3) **Automobile loans**	K196	0	K196	0	M.10.c.(3)
(4) **Other consumer loans (includes single payment, installment, and all student loans)**	K208	0	K208	0	M.10.c.(4)
d. Other loans	F589	0	F589	0	M.10.d.

Schedule HC-C—Continued

MEMORANDA—Continued

	(Column A) Consolidated		(Column B) Domestic Offices		
Dollar Amounts in Thousands	BHCK		BHDM		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	280491			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	280491	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.(5)
b. Commercial and industrial loans	F597	0	F597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	0	F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.(2)
(3) **Automobile loans**	K195	0	K195	0	M.11.c.(3)
(4) **Other consumer loans (includes single payment, installment, and all student loans)**	K209	0	K209	0	M.11.c.(4)
d. Other loans	F601	0	F601	0	M.11.d.

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

Dollar Amounts in Thousands	BHCK		
13. Not applicable			
14. Pledged loans and leases	G378	40496367	M.14.

Schedule HC-D—Trading Assets and Liabilities

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

	(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 G379	0	BHDM G379	0	4.a.
b. **Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies[1] (include CMOs, REMICs, and stripped MBS)**	G380	0	G380	0	4.b.
c. All other residential mortgage-backed securities	G381	0	G381	0	4.c.
d. **Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies[1]**	K197	0	K197	0	4.d.
e. **All other commercial MBS**	K198	0	K198	0	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash	G383	0	G383	0	5.a.(1)
(2) Synthetic	G384	0	G384	0	5.a.(2)
(3) Hybrid	G385	0	G385	0	5.a.(3)
b. All other debt securities	G386	0	G386	0	5.b.
6. Loans:					
a. Loans secured by real estate	F610	0			6.a.
(1) Construction, land development, and other land loans			F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F607	0	6.a.(3)(b)(i)
(ii) Secured by junior liens			F611	0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties			F613	0	6.a.(5)
b. Commercial and industrial loans	F614	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615	0	F615	0	6.c.(1)
(2) Other revolving credit plans	F616	0	F616	0	6.c.(2)
(3) **Automobile loans**	K199	0	K199	0	6.c.(3)
(4) **Other consumer loans (includes single payment, installment, and all student loans)**	K210	0	K210	0	6.c.(4)
d. Other loans	F618	0	F618	0	6.d.

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

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCK		BHDM		
7.–8. Not applicable					
	BHCM		BHCK		
9. Other trading assets	3541	8	3541	8	9.
10. Not applicable					
11. Derivatives with a positive fair value	3543	1300756	3543	1300756	11.
	bhct		BHDM		
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	3545	1300764	3545	1300764	12.
	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	1197707	3547	1197707	14.
	bhct				
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	3548	1197707	3548	1197707	15.

MEMORANDA

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

Schedule HC-D—Continued

MEMORANDA (continued)

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

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

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:			
a. **Noninterest-bearing balances**[2]	2210	6852276	1.a.
b. **Interest-bearing demand deposits**, NOW, ATS, and other transaction accounts	3187	3837513	1.b.
c Money market deposit accounts and other savings accounts	2389	65933919	1.c.
d. Time deposits of less than $100,000	6648	9887122	1.d.
e. Time deposits of $100,000 or more	2604	5164175	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:	BHOD		
a. Noninterest-bearing balances[2]	3189		2.a.
b. **Interest-bearing demand deposits,** NOW, ATS, and other transaction accounts	3187		2.b.
c. Money market deposit accounts and other savings accounts	2389		2.c.
d. Time deposits of less than $100,000	6648		2.d.
e. Time deposits of $100,000 or more	2604		2.e.

MEMORANDA

Dollar Amounts in Thousands	BHDM		
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243	1635909	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	3399695	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	549555	M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK		
1. Accrued interest receivable[1]	B556	389057	1.
2. Net deferred tax assets[2]	2148	157073	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	1256421	4.
5. Life insurance assets:			
a. **General account life insurance assets**	K201	238106	5.a.
b. **Separate account life insurance assets**	K202	222111	5.b.
c. **Hybrid account life insurance assets**	K270	784148	5.c
6. Other	2168	1192341	6.
	bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	4239257	7.

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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	52341	3.
4. Other	B984	1890520	4.
	bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	1942861	5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK		
1. Earning assets that are repriceable within one year or mature within one year	3197	48776786	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	9719107	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	2000000	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	402363	5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands	BHCK		
ASSETS			
1. Reinsurance recoverables	B988	0	1.
2. Total assets	C244	0	2.
LIABILITIES			
3. Claims and claims adjustment expense reserves	B990	0	3.
4. Unearned premiums	B991	0	4.
5. Total equity	C245	0	5.
6. Net income	C246	0	6.

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK		
ASSETS			
1. Securities:			
a. **U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)**	B558	43170	1.a.
b. **Mortgage-backed securities**	B559	20941507	1.b.
c. **All other securities (includes securities issued by states and political subdivisions in the U.S.)**	B560	96738	1.c.
2. Federal funds sold and securities purchased under agreements to resell	3365	0	2.
	BHDM		
3. a. Total loans and leases in domestic offices	3516	87604796	3.a.
(1) Loans secured by 1–4 family residential properties	3465	37909196	3.a.(1)
(2) All other loans secured by real estate	3466	13045858	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	718	3.a.(3)
(4) Commercial and industrial loans	3387	18194609	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	1563820	3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B562	12570383	3.a.(5)(b)
	BHFN		
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360	0	3.b.
	BHCK		
4. a. Trading assets	3401	1234007	4.a.
b. Other earning assets	B985	3231620	4.b.
5. Total consolidated assets	3368	129487876	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)[1]	3517	69393870	6.
7. Interest-bearing deposits (foreign)[1]	3404	493574	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	3764630	8.
9. All other borrowed money	2635	6353172	9.
10. Not applicable			
EQUITY CAPITAL			
11. Total equity capital (excludes limited-life preferred stock)	3519	23797797	11.

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[1] **Includes interest-bearing demand deposits.**

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(Report only transactions with nonrelated institutions)

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

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	16015452	1.a.
b. (1) Unused consumer credit card lines	J455	6232372	1.b.(1)
(2) Other unused credit card lines	J456	514677	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	1341789	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164	108034	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165	1233755	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	20246164	1.e.(1)
(2) Loans to financial institutions	J458	749609	1.e.(2)
(3) All other unused commitments	J459	2823459	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees	6566	4486693	2.
Item 2.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]			
a. Amount of financial standby letters of credit conveyed to others	3820	739732	2.a.
3. Performance standby letters of credit and foreign office guarantees	6570	123863	3.
Item 3.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]			
a. Amount of performance standby letters of credit conveyed to others	3822	0	3.a.
4. Commercial and similar letters of credit	3411	95667	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	1013206	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	37498	C221	0	7.b.(1)
(2) Gross negative fair value	C220	0	C222	0	7.b.(2)

	BHCK		
c. Notional amounts by regulatory capital treatment:			
(1) Positions covered under the Market Risk Rule:			
(a) Sold protection	G401	0	7.c.(1)(a)
(b) Purchased protection	G402	0	7.c.(1)(b)
(2) All other positions:			
(a) Sold protection	G403	1013206	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)

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

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

	Remaining Maturity of:			
	(Column A) One year or less	(Column B) Over One Year Through Five Years	(Column C) Over Five Years	
Dollar Amounts in Thousands	BHCK	BHCK	BHCK	
7. d. Notional amounts by remaining maturity:				
(1) Sold credit protection:				
(a) Investment grade	G406 294644	G407 682800	G408 35762	7.d.(1)(a)
(b) Subinvestment grade	G409 0	G410 0	G411 0	7.d.(1)(b)
(2) Purchased credit protection:				
(a) Investment grade	G412 0	G413 0	G414 0	7.d.(2)(a)
(b) Subinvestment grade	G415 0	G416 0	G417 0	7.d.(2)(b)

	BHCK	
8. Spot foreign exchange contracts	8765 107976	8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)	3430 0	9.
a. Securities borrowed	3432 0	9.a.
b. Commitments to purchase when-issued securities	3434 0	9.b.
c. Commitments to sell when-issued securities	3435 0	9.c.
d. TEXT 6561	6561 0	9.d.
e. TEXT 6562	6562 0	9.e.
f. TEXT 6568	6568 0	9.f.
g. TEXT 6586	6586 0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
	BHCK 8693	BHCK 8694	BHCK 8695	BHCK 8696	
a. Futures contracts	0	0	0	0	11.a.
	BHCK 8697	BHCK 8698	BHCK 8699	BHCK 8700	
b. Forward contracts	1195000	5602348	0	0	11.b.
c. Exchange-traded option contracts:					
	BHCK 8701	BHCK 8702	BHCK 8703	BHCK 8704	
(1) Written options	0	0	0	0	11.c.(1)
	BHCK 8705	BHCK 8706	BHCK 8707	BHCK 8708	
(2) Purchased options	0	0	0	0	11.c.(2)
d. Over-the-counter option contracts:					
	BHCK 8709	BHCK 8710	BHCK 8711	BHCK8712	
(1) Written options	1277091	0	0	0	11.d.(1)
	BHCK 8713	BHCK 8714	BHCK 8715	BHCK 8716	
(2) Purchased options	1277091	0	1	0	11.d.(2)
	BHCK 3450	BHCK 3826	BHCK 8719	BHCK 8720	
e. Swaps	37533316	598712	0	0	11.e.
12. Total gross notional amount of derivative contracts held for trading					
	BHCK A126	BHCK A127	BHCK 8723	BHCK 8724	
	29887498	6201060	1	0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading					
	BHCK 8725	BHCK 8726	BHCK 8727	BHCK 8728	
	11395000	0	0	0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
	BHCK 8733	BHCK 8734	BHCK 8735	BHCK 8736	
(1) Gross positive fair value	1263402	107593	0	0	14.a.(1)
	BHCK 8737	BHCK 8738	BHCK 8739	BHCK 8740	
(2) Gross negative fair value	1167573	100373	0	0	14.a.(2)
b. Contracts held for purposes other than trading:					
	BHCK 8741	BHCK 8742	BHCK 8743	BHCK 8744	
(1) Gross positive fair value	30916	0	0	0	14.b.(1)
	BHCK 8745	BHCK 8746	BHCK 8747	BHCK 8748	
(2) Gross negative fair value	577445	0	0	0	14.b.(2)

Schedule HC-L—Continued

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

	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		BHCK		BHCK		
15. Over-the counter derivatives:											
a. Net current credit exposure	G418	1142	G419	0	G420	0	G421	0	G422	1243964	15.a.
b. Fair value of collateral:											
(1) Cash—U.S. dollar	G423	1080	G424	0	G425	0	G426	0	G427	427	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	1080	G459	0	G460	0	G461	0	G462	427	15.b.(8)

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands	BHCK		
1. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED) 3459	3382	1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555	4957323	2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556	2456350	3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	3715	4.
5. Securities purchased under agreements to resell **offset** against securities sold under agreements to repurchase on Schedule HC	A288	0	5.
6. **Assets covered by loss-sharing agreements with the FDIC**:			
a. **Loans and leases (included in Schedule HC, items 4.a and 4.b)**:			
(1) **Loans secured by real estate in domestic offices:**			
(a) **Construction, land development, and other land loans:**	BHDM		
(1) **1–4 family residential construction loans**	K169	0	6.a.(1)(a)(1)
(2) **Other construction loans and all land development and other land loans**	K170	0	6.a.(1)(a)(2)
(b) **Secured by farmland**	K171	0	6.a.(1)(b)
(c) **Secured by 1–4 family residential properties:**			
(1) **Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit**	K172	0	6.a.(1)(c)(1)
(2) **Closed-end loans secured by 1–4 family residential properties:**			
(a) **Secured by first liens**	K173	0	6.a.(1)(c)(2)(a)
(b) **Secured by junior liens**	K174	0	6.a.(1)(c)(2)(b)
(d) **Secured by multifamily (5 or more) residential properties**	K175	0	6.a.(1)(d)
(e) **Secured by nonfarm nonresidential properties:**			
(1) **Loans secured by owner-occupied nonfarm nonresidential properties**	K176	0	6.a.(1)(e)(1)
(2) **Loans secured by other nonfarm nonresidential properties**	K177	0	6.a.(1)(e)(2)
	BHCK		
(2) **Loans to finance agricultural production and other loans to farmers**	K178	0	6.a.(2)
(3) **Commercial and industrial loans**	K179	0	6.a.(3)
(4) **Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):**			
(a) **Credit cards**	K180	0	6.a.(4)(a)
(b) **Automobile loans**	K181	0	6.a.(4)(b)
(c) **Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)**	K182	0	6.a.(4)(c)
(5) **All other loans and leases**	K183	0	6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):			
(a) **Loans to depository institutions and acceptances of other banks**	K184	0	6.a.(5)(a)
(b) **Loans to foreign governments and official institutions**	K185	0	6.a.(5)(b)
(c) **Other loans**[1]	K186	0	6.a.(5)(c)
(d) **Lease financing receivables**	K273	0	6.a.(5)(d)
b. **Other real estate owned (included in Schedule HC, item 7):**	BHDM		
(1) **Construction, land development, and other land in domestic offices**	K187	0	6.b.(1)
(2) **Farmland in domestic offices**	K188	0	6.b.(2)
(3) **1–4 family residential properties in domestic offices**	K189	0	6.b.(3)
(4) **Multifamily (5 or more) residential properties in domestic offices**	K190	0	6.b.(4)
(5) **Nonfarm nonresidential properties in domestic offices**	K191	0	6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands	BHFN		
6. b. (6) **In foreign offices**	K260	0	6.b.(6)
(7) **Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements**	BHCK K192	0	6.b.(7)
c. **Debt securities (included in Schedule HC, items 2.a and 2.b)**	J461	0	6.c.
d. **Other assets (exclude FDIC loss-sharing indemnification assets)**	J462	0	6.d.
7. **Captive insurance and reinsurance subsidiaries:**			
a. **Total assets of captive insurance subsidiaries**[1]	K193	0	7.a.
b. **Total assets of captive reinsurance subsidiaries**[1]	K194	0	7.b.

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

TEXT 6428 ____________________ Name of bank holding company official verifying FR Y–10 reporting (Please type or print)

____________________ Area Code and Phone Number (TEXT 9009)

	BHCK		
12. Intangible assets other than goodwill:			
a. Mortgage servicing assets	3164	158931	12.a.
(1) Estimated fair value of mortgage servicing assets	6438	158931	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026	6891	12.b.
c. All other identifiable intangible assets	5507	19481	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	bhct 0426	185303	12.d.
13. Other real estate owned	2150	132958	13.
14. Other borrowed money:	BHCK		
a. Commercial paper	2309	0	14.a.
b. Other borrowed money with a remaining maturity of one year or less	2332	4957323	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	2053987	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	bhct 3190	7011310	14.d.

15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCK B569	1	15.
16. Assets under management in proprietary mutual funds and annuities	BHCK B570	0	16.

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

Schedule HC-M—Continued

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

	BHCK		
17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any 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)**..	C161	1	17.

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

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

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

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

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

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

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

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

Schedule HC-M—Continued

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

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

Dollar Amounts in Thousands	BHCK		
Memoranda items 23 and 24 are to be completed by all bank holding companies.			
23. Secured liabilities:			
a. Amount of “Federal funds purchased in domestic offices” that are secured (included in Schedule HC, item 14.a)	F064	0	23.a.
b. Amount of “Other borrowings” that are secured (included in Schedule HC-M, item 14.d)	F065	6977370	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.

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1132449

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	3127	F174	0	F176	13984	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	2808	F175	0	F177	193117	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	16	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	100975	5399	4	5400	127509	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	162138	C237	11613	C229	553717	1.c.(2)(a)
(b) Secured by junior liens	C238	101129	C239	0	C230	130489	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	2724	3500	0	3501	55286	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	16629	F180	568	F182	160567	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	15079	F181	0	F183	324836	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	34727	1607	5117	1608	199019	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	21525	B576	0	B577	22258	5.a.
b. **Automobile loans**	K213	69695	K214	0	K215	8345	5.b.
c. **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K216	105909	K217	36514	K218	10877	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	9087	5460	0	5461	7205	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	227	F170	63	F171	42	8.b.

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

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	645779	5525	53879	5526	1807267	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government **(excluding loans and leases covered by loss-sharing agreements with the FDIC)**	K036	36640	K037	34332	K038	137986	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	33798	K040	33302	K041	28128	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	147	K043	0	K044	18728	11.b.
12. **Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:**							
a. **Loans secured by real estate in domestic offices:**							
(1) **Construction, land development, and other land loans:**	BHDM		BHDM		BHDM		
(a) **1–4 family residential construction loans**	K045	0	K046	0	K047	0	12.a.(1)(a)
(b) **Other construction loans and all land development and other land loans**	K048	0	K049	0	K050	0	12.a.(1)(b)
(2) **Secured by farmland**	K051	0	K052	0	K053	0	12.a.(2)
(3) **Secured by 1–4 family residential properties:**							
(a) **Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit**	K054	0	K055	0	K056	0	12.a.(3)(a)
(b) **Closed-end loans secured by 1–4 family residential properties:**							
(1) **Secured by first liens**	K057	0	K058	0	K059	0	12.a.(3)(b)(1)
(2) **Secured by junior liens**	K060	0	K061	0	K062	0	12.a.(3)(b)(2)
(4) **Secured by multifamily (5 or more) residential properties**	K063	0	K064	0	K065	0	12.a.(4)
(5) **Secured by nonfarm nonresidential properties:**							
(a) **Loans secured by owner-occupied nonfarm nonresidential properties**	K066	0	K067	0	K068	0	12.a.(5)(a)
(b) **Loans secured by other nonfarm nonresidential properties**	K069	0	K070	0	K071	0	12.a.(5)(b)
	BHCK		BHCK		BHCK		
b **Loans to finance agricultural production and other loans to farmers**	K072	0	K073	0	K074	0	12.b.
c. **Commercial and industrial loans**	K075	0	K076	0	K077	0	12.c.

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
12. d. **Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):**							
(1) **Credit cards**	K078	0	K079	0	K080	0	12.d.(1)
(2) **Automobile loans**	K081	0	K082	0	K083	0	12.d.(2)
(3) **Other consumer loans**	K084	0	K085	0	K086	0	12.d.(3)
e. **All other loans and leases**	K087	0	K088	0	K089	0	12.e.
Itemize the past due and nonaccrual amounts included in item 12.e above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):							
(1) **Loans to depository institutions and acceptances of other banks**	K091	0	K092	0	K093	0	12.e.(1)
(2) **Loans to foreign governments and official institutions**	K095	0	K096	0	K097	0	12.e.(2)
(3) **Other loans**[1]	K099	0	K100	0	K101	0	12.e.(3)
(4) **Lease financing receivables**	K269	0	K271	0	K272	0	12.e.(4)
f. **Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements**	K102	0	K103	0	K104	0	12.f.

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

MEMORANDA

Dollar Amounts in Thousands	BHDM		BHDM		BHDM		
1. **Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):**							
a. **Construction, land development, and other land loans in domestic offices:**							
(1) **1–4 family residential construction loans**	K105	0	K106	0	K107	1165	M.1.a.(1)
(2) **Other construction loans and all land development and other land loans**	K108	0	K109	0	K110	34266	M.1.a.(2)
	BHCK		BHCK		BHCK		
b. **Loans secured by 1–4 family residential properties in domestic offices**	F661	18875	F662	0	F663	202424	M.1.b.
	BHDM		BHDM		BHDM		
c. **Secured by multifamily (5 or more) residential properties in domestic offices**	K111	0	K112	0	K113	11282	M.1.c.
d. **Secured by nonfarm nonresidential properties in domestic offices:**							
(1) **Loans secured by owner-occupied nonfarm nonresidential properties**	K114	9449	K115	0	K116	7947	M.1.d.(1)
(2) **Loans secured by other nonfarm nonresidential properties**	K117	0	K118	0	K119	68431	M.1.d.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		
1. e. **Commercial and industrial loans:**							
(1) **To U.S. addressees (domicile)**	K120	1824	K121	0	K122	37176	M.1.e.(1)
(2) **To non-U.S. addressees (domicile)**	K123	0	K124	0	K125	0	M.1.e.(2)
f. **All other loans (*include* loans to individuals for household, family, and other personal expenditures)**	K126	5671	K127	0	K128	1911	M.1.f.
Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
	BHDM		BHDM		BHDM		
(1) **Loans secured by farmland in domestic offices**	K130	0	K131	0	K132	0	M.1.f.(1)
	BHCK		BHCK		BHCK		
(2) **Loans to depository institutions and acceptances of other banks**	K134	0	K135	0	K136	0	M.1.f.(2)
(3) **Loans to finance agricultural production and other loans to farmers**	K138	0	K139	0	K140	0	M.1.f.(3)
(4) **Loans to individuals for household, family, and other personal expenditures:**							
(a) **Credit cards**	K274	0	K275	0	K276	0	M.1.f.(4)(a)
(b) **Automobile loans**	K277	0	K278	0	K279	0	M.1.f.(4)(b)
(c) **Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)**	K280	0	K281	0	K282	0	M.1.f.(4)(c)
(5) **Loans to foreign governments and official institutions**	K283	0	K284	0	K285	0	M.1.f.(5)
(6) **Other loans**[1]	K286	0	K287	0	K288	0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	99	1912	0	1913	637	M.3.
4. Not applicable							
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)							
a. Loans and leases held for sale	C240	0	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664		F665		F666		M.5.b.(1)
(2) Unpaid principal balance	F667		F668		F669		M.5.b.(2)

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

Schedule HC-N—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands	BHCK		BHCK		
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	51	3530	0	M.6.

Dollar Amounts in Thousands	BHCK		
7. Additions to nonaccrual assets during the quarter	C410	561758	M.7.
8. Nonaccrual assets sold during the quarter	C411	11694	M.8.

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

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

Dollar Amounts in Thousands	BHCK		
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:[2]			
a. Closed-end first liens	F066	873662	1.a.
b. Closed-end junior liens	F067	256	1.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:[2]	BHCK		
a. Closed-end first liens	F068	0	2.a.
b. Closed-end junior liens	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0	2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens	F070	905202	3.a.
b. Closed-end junior liens	F071	210	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0	3.c.(2)
4. 1–4 family residential mortgages held for sale **or trading** at quarter-end (included in Schedule HC, **items 4.a and 5**):	BHCK		
a. Closed-end first liens	F072	295167	4.a.
b. Closed-end junior liens	F073	71	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1–4 family residential mortgage loans	F184	0	5.a.
	BHDM		
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0	5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	5300	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)

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

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

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

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

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
			BHCK		BHCK		BHCK		BHCK		
ASSETS	bhcy										
1. Available-for-sale securities	1773	20891615	G474	0	G475	24691	G476	20866924	G477	0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK G478	0	G479	0	G480	0	G481	0	G482	0	2.
3. Loans and leases held for sale	G483	295167	G484	0	G485	0	G486	295167	G487	0	3.
4. Loans and leases held for investment	G488	0	G489	0	G490	0	G491	0	G492	0	4.
5. Trading assets:	bhct										
a. Derivative assets	3543	1300756	G493	70239	G494	0	G495	1370995	G496	0	5.a.
	BHCK										
b. Other trading assets	G497	8	G498	0	G499	8	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	82938	G392	1367	G395	0	G396	30916	G804	53389	6.
7. Total assets measured at fair value on a recurring basis	G502	22570484	G503	71606	G504	24699	G505	22564002	G506	53389	7.
LIABILITIES											
8. Deposits	F252	0	F686	0	F694	0	F253	0	F254	0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	0	G508	0	G509	0	G510	0	G511	0	9.
10. Trading liabilities:	bhct										
a. Derivative liabilities	3547	1197707	G512	70239	G513	0	G514	1267946	G515	0	10.a.
	BHCK										
b. Other trading liabilities	G516	0	G517	0	G518	0	G519	0	G520	0	10.b.
11. Other borrowed money	G521	0	G522	0	G523	0	G524	0	G525	0	11.
12. Subordinated notes and debentures	G526	0	G527	0	G528	0	G529	0	G530	0	12.
13. All other liabilities	G805	576078	G806	1367	G807	0	G808	577445	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	1773785	G532	71606	G533	0	G534	1845391	G535	0	14.

Schedule HC-Q—Continued

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	BHCK		BHCK		BHCK		BHCK		BHCK		
Memoranda											
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25% of item 6):											
a. Mortgage servicing assets	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets	G541	29549	G542	1367	G543	0	G544	30916	G545	0	M.1.b.
c. BHTX G546 VENTURE CAPITAL INVESTMENTS	G546	53389	G547	0	G548	0	G549	0	G550	53389	M.1.c.
d. BHTX G551	G551		G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX G556	G556		G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX G561	G561		G562	0	G563	0	G564	0	G565	0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25% of item 13):											
a. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	576078	G567	1367	G568	0	G569	577445	G570	0	M.2.b.
c. BHTX G571	G571		G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX G576	G576		G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX G581	G581		G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX G586	G586		G587	0	G588	0	G589	0	G590	0	M.2.f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands	BHCX		
Tier 1 capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	23382782	1.
	BHCK		
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)	8434	307155	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	-709272	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	10808059	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	13482840	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	16582	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	13466258	11.
Tier 2 capital			
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements[2] (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	0	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	1227590	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	1046	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1228636	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1228636	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	14694894	21.
Total assets for leverage ratio	bhct		
22. Average total assets (from Schedule HC-K, item 5)	3368	129487876	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	10808059	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	16582	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
	BHCK		
26. LESS: Other deductions from assets for leverage capital purposes	B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	118663235	27.
28.–30. Not applicable			

	BHCK	Percentage	
Capital ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	11.35 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.81 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	15.07 %	33.

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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).

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	(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	
	Totals *(from Schedule HC)*	Items Not Subject to Risk-Weighting	Allocation by Risk Weight Category				
			0%	20%	50%	100%	
Dollar Amounts in Thousands							
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
	BHCK 0010						
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	6092254	0	5134147	958107		0	34.
	bhcx 1754						
35. Held-to-maturity securities	0	0	0	0	0	0	35.
	bhcx 1773						
36. Available-for-sale securities	20891615	483042	4530342	14295048	142450	1440733	36.
	BHCK C225						
37. Federal funds sold and securities purchased under agreements to resell	0		0	0		0	37.
	bhct 5369						
38. Loans and leases held for sale	295238	0	0	0	295167	71	38.
	bhct B528						
39. Loans and leases, net of unearned income	86868233	0	8730	2491178	19335296	65033029	39.
	bhcx 3123						
40. LESS: Allowance for loan and lease losses	1855246	1855246					40.
	bhcx 3545						
41. Trading assets	1300764	1300764	0	0	0	0	41.
	BHCK B639						
42. All other assets[1]	17068033	10854190	872004	749463	8329	4584047	42.
	bhct 2170						
43. Total assets (sum of items 34 through 42)	130660891	10782750	10545223	18493796	19781242	71057880	43.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C)	(Column D)	(Column E)	(Column F)	
				Allocation by Risk Weight Category				
				0%	20%	50%	100%	
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	4486693	1.00 or 12.5[2]	4486693	86955	739732	0	3660006	44.
45. Performance standby letters of credit	bhct 6570 123863	.50	61932	2844	1063	0	58025	45.
46. Commercial and similar letters of credit	bhct 3411 95667	.20	19133	0	3704	0	15429	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429 0	1.00	0	0	0		0	47.
48. Securities lent	bhct 3433 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 6229	12.5[3]	77863				77863	50.
51. All other financial assets sold with recourse	BHCK B675 13604	1.00	13604	0	0	13604	0	51.
52. All other off-balance sheet liabilities	BHCK B681 41448	1.00	41448	0	0	0	41448	52.
53. Unused commitments:								
a. With an original maturity exceeding one year	BHCK 6572 19002787	.50	9501394	0	920313	12573	8568508	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 1753869	0	281488	1472381		54.

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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 10635022	BHCK B697 20440096	BHCK B698 21279800	BHCK B699 83479159	55.
56. Risk weight factor	× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700 0	BHCK B701 4088019	BHCK B702 10639900	BHCK B703 83479159	57.
58. Market risk equivalent assets				BHCK 1651 107	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 98207185	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 679997	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 97527188	62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	8764	1401296	M.1.

	With a remaining maturity of						
	(Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		
2. Notional principal amounts of derivative contracts:[1]							
a. Interest rate contracts	3809	9475704	8766	21167181	8767	9362522	M.2.a.
b. Foreign exchange contracts	3812	5093835	8769	1107225	8770	0	M.2.b.
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts	A000	0	A001	1	A002	0	M.2.f
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	G597	0	G598	0	G599	0	M.2.g.(1)
(2) Subinvestment grade	G600	0	G601	0	G602	0	M.2.g.(2)

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

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

Schedule HC-R—Continued

MEMORANDA—Continued

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

	BHCK	Percentage	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222	3.75 %	M.10.

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

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

C000 ◀

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

Schedule HC-S—Continued

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30–89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 6229	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 6229	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	13604	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	18355269	M.2.b.
c. Other financial assets[1]	A591	4393860	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	191661	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.

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

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

Schedule HC-V—Variable Interest Entities

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

	TEXT	Dollar Amounts in Thousands	BHCK		
1.		**Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)**	K141	0	1.
2.	5357		5357		2.
3.	5358		5358		3.
4.	5359		5359		4.
5.	5360		5360		5.
6.	B027		B027		6.

Notes to the Balance Sheet—Other, Continued

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