Board of Governors of the Federal Reserve System

RSSD ID: 1132449

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

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

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

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

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

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

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

Signature of Chief Financial Officer (or Equivalent)

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

Date of Report: **September 30, 2012**
Month / Day / Year (BHCK 9999)

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

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

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

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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C.I. ______ S.F. ______

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45 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, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

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	1076677	1.a.(1)(a)
(b) All other loans secured by real estate	4436	246878	1.a.(1)(b)
(c) All other loans	F821	1046151	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	85030	1.b.
c. Interest income on balances due from depository institutions[1]	4115	2596	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	17	1.d.(1)
(2) Mortgage-backed securities	B489	457281	1.d.(2)
(3) All other securities	4060	3298	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	934	1. f.
g. Other interest income	4518	26136	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	2944998	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	A517	52042	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518	72919	2.a.(1)(b)
(c) Other deposits	6761	177217	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	1157	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	68459	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	98796	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	9565	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	480155	2. f.
3. Net interest income (item 1.h minus item 2.f)	4074	2464843	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	333832	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	18934	5.a.
b. Service charges on deposit accounts in domestic offices	4483	414869	5.b.
c. Trading revenue[2]	A220	2687	5.c.
d. (1) Fees and commissions from securities brokerage	C886	48337	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	26692	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	3461	5.d.(5)
e. Venture capital revenue	B491	-10739	5.e.
f. Net servicing fees	B492	4045	5. f.
g. Net securitization income	B493	0	5.g.

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

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK		
5. h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	53857	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-183	5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496	4003	5.k.
l. Other noninterest income[3]	B497	566882	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	1132845	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	135542	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1274424	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	489595	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	1903	7.c.(2)
d. Other noninterest expense[4]	4092	773497	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	2539419	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	859979	8.
9. Applicable income taxes (foreign and domestic)	4302	318192	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	541787	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	541787	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	541787	14.

3. See Schedule HI, memoranda item 6.
4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519	2473058	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592	868194	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	1381	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	2975	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	18791	M.5.

	BHCK		
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3 percent of Schedule HI, item 5.l):			
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	38347	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	67002	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	Amount	
6. g. Bank card and credit card interchange fees	F555	99811	M.6.g.
h. Gains on bargain purchases	J447	0	M.6.h.
i. TEXT 8562 SYNDICATION FEES	8562	44678	M.6.i.
j. TEXT 8563 UNUSED LINE COMMITMENT FEE	8563	42128	M.6.j.
k. TEXT 8564 LETTERS OF CREDIT FEES	8564	37263	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	59818	M.7a.
b. Advertising and marketing expenses	0497	64356	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	0	M.7.e.
f. Legal fees and expenses	4141	0	M.7. f.
g. FDIC deposit insurance assessments	4146		M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	73091	M.7. i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7. j.
k. Telecommunications expenses	F559	34833	M.7.k.
l. TEXT 8565 OPERATING LOSSES	8565	172537	M.7. l.
m. TEXT 8566 NONPERFORMING ASSETS EXPENSE	8566	43731	M.7.m.
n. TEXT 8567	8567	0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):			
a. (1) TEXT 3571	3571	0	M.8.a.(1)
(2) Applicable income tax effect — BHCK 3572: 0			M.8.a.(2)
b. (1) TEXT 3573	3573	0	M.8.b.(1)
(2) Applicable income tax effect — BHCK 3574: 0			M.8.b.(2)
c. (1) TEXT 3575	3575	0	M.8.c.(1)
(2) Applicable income tax effect — BHCK 3576: 0			M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) *Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year:*			
a. Interest rate exposures	8757	2537	M.9.a.
b. Foreign exchange exposures	8758	150	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	-16803	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	22089	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	75029	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.

	0=No / 1=Yes	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	43596	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		
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.	BHCK		
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	0	M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:			
a. Total other-than-temporary impairment losses	J319	102179	M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes)	J320	84332	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	17847	M.17.c.

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

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

Dollar Amounts in Thousands	BHCK		
1. Total bank holding company equity capital *most recently reported* for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	23392897	1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	23392897	3.
	BHCT		
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340	541787	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	95000	11.
12. Other comprehensive income[1]	B511	269085	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
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	24108769	15.

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

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

Dollar Amounts in Thousands	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	2297	C892	2124	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	21613	C894	15443	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	124209	5412	8309	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	96304	C217	13885	1.c.(2)(a)
(b) Secured by junior liens	C235	242646	C218	21525	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	29374	3589	5822	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	21530	C896	7289	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	48995	C898	13546	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	69823	4617	40800	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	48016	B515	6537	5.a.
b. Automobile loans	K129	22913	K133	19134	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205	107162	K206	18484	5.c.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	30200	4628	6717	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	346	F188	1009	8.b.
9. Total (sum of items 1 through 8)	4635	865428	4605	180624	9.

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

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands		(Column A) Charge-offs[1] Calendar Year-to-date		(Column B) Recoveries Calendar Year-to-date	
	BHCK		BHCK		
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above	5409	0	5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)	4652	35	4662	7	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	13153	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	1697681	1.
	BHCT		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	180624	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	BHCK C079	865428	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	333832	5.
	BHCK		
6. Adjustments (see instructions for this schedule)	C233	0	6.
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)	BHCT 3123	1346709	7.

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

Schedule HI-B—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Amount	
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	3160	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 **credit** losses on purchased **credit**-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement (Other)—Continued

	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.

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20120930
Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands			BHCK		
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin[1]			0081	1355375	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	5404983	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	20256067	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	594265	4.a.
b. Loans and leases, net of unearned income	B528	86966246			4.b.
c. LESS: Allowance for loan and lease losses	3123	1346709			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	85619537	4.d.
5. Trading assets (from Schedule HC-D)			3545	1219957	5.
6. Premises and fixed assets (including capitalized leases)			2145	1211522	6.
7. Other real estate owned (from Schedule HC-M)			2150	96574	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	1500	8.
9. Direct and indirect investments in real estate ventures			3656	99331	9.
10. Intangible assets:					
a. Goodwill			3163	11311133	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	155076	10.b.
11. Other assets (from Schedule HC-F)			2160	4689604	11.
12. Total assets (sum of items 1 through 11)			2170	132014924	12.

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

Schedule HC—Continued

Dollar Amounts in Thousands	BHDM		
Liabilities			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):			
(1) Noninterest-bearing[1]	6631	27470535	13.a.(1)
(2) Interest-bearing	6636	67884151	13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN		
(1) Noninterest-bearing	6631	0	13.b.(1)
(2) Interest-bearing	6636	1400153	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices[2]	B993	1642000	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	1599475	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	1144421	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	4048694	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures[4]	4062	350000	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	290000	19.b.
20. Other liabilities (from Schedule HC-G)	2750	2076726	20.
21. Total liabilities (sum of items 13 through 20)	2948	107906155	21.
22. Not applicable			
Equity Capital			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	0	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18567725	25.
26. a. Retained earnings	3247	5800020	26.a.
b. Accumulated other comprehensive income[5]	B530	-258976	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	24108769	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	24108769	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	132014924	29.

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

Schedule HC—Continued

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

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.)	0=No 1=Yes	BHCK 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 Abbreviation (TEXT C714)
(4) Zip Code (TEXT C715)

b.
(1) Name of Engagement Partner (TEXT C704)
(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	15022	1287	15025	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	87185	8499	91731	3.
4. Mortgage-backed securities (MBS)									
a. Residential pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	279154	G303	299538	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	11638865	G307	12129109	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	702724	G311	671195	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	2918393	G315	3025212	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	629410	G323	587271	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	3134682	K153	3185058	4.c.(2)(a)
(b) All other commercial MBS	K154	0	K155	0	K156	245316	K157	241272	4.c.(2)(b)

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.
3. U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
5. Asset-backed securities and structured financial products:									
a. Asset-backed Securities (ABS)	C026	0	C988	0	C989	3882	C027	4266	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	0	1746	0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	4716	A511	6390	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	19659349	BHCT 1773	20256067	8.

Memoranda

Dollar Amounts in Thousands	BHCK		
1. Pledged securities[1]	0416	5215794	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	1749100	M.2.a.
b. Over 1 year to 5 years	0384	2802438	M.2.b.
c. Over 5 years	0387	15698139	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778	0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):			
a. Amortized cost	8782	0	M.4.a.
b. Fair value	8783	0	M.4.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed-rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-B—Continued

Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
Memorandum item 5 is to be completed by bank holding companies with total assets over $1 billion or with foreign offices.[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	3882	B845	4266	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.

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

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
	BHCK		BHDM		
1. Loans secured by real estate	1410	47377861			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	165651	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	1372494	1.a.(2)
			BHDM		
b. Secured by farmland			1420	1423	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	17760374	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	13594054	1.c.(2)(a)
(b) Secured by junior liens			5368	4156168	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	1004049	1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties			BHCK F160	4142691	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	5180957	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	71409	2.
a. To U.S. banks and other U.S. depository institutions	1292	71409			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	550	1590	550	3.
4. Commercial and industrial loans			1766	20838139	4.
a. To U.S. addressees (domicile)	1763	20587623			4.a.
b. To non-U.S. addressees (domicile)	1764	250516			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	14174671	6.
a. Credit cards	B538	1489258			6.a.
b. Other revolving credit plans	B539	324904			6.b.
c. Automobile loans	K137	8721729			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	3638780			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	875938	J454	875938	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured)	1545	1881	1545	1881	9.b.(1)
(2) All other loans (exclude consumer loans)	J451	968928	J451	968928	9.b.(2)
10. Lease financing receivables (net of unearned income)			2165	3251134	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	3251134			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	87560511	2122	87560511	12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands			
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):	BHDM		
a. Construction, land development, and other land loans in domestic offices:			
(1) 1–4 family residential construction loans	K158	0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans	K159	44	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576	303183	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160	0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:			
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161	17176	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K162	31533	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK		
(1) To U.S. addressees (domicile)	K163	24550	M.1.e.(1)
(2) To non-U.S. addressees (domicile)	K164	0	M.1.e.(2)
f. All other loans (*include* loans to individuals for household, family, and other personal expenditures)[1]	K165	26648	M.1.f.
Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):	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	1230	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	11860	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	70138	M.4.
Memorandum item 5 is to be completed by all bank holding companies.			
5. Purchased **credit**-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230	52903	M.6.a.

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

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2011, that exceeded the lesser of $100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).			
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	5608	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	44	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	325538	M.9.

Dollar Amounts in Thousands	BHCK	(Column A) Consolidated	BHDM	(Column B) Domestic Offices	
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	594205			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	594205	M.10.a.(3)(b)(i)
(ii) Secured by junior liens			F582	0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties			F584	0	M.10.a.(5)
b. Commercial and industrial loans	F585	0	F585	0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F586	0	F586	0	M.10.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.(2)
(3) Automobile loans	K196	0	K196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K208	0	K208	0	M.10.c.(4)
d. Other loans	F589	0	F589	0	M.10.d.

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	560619			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	560619	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.(5)
b. Commercial and industrial loans	F597	0	F597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	0	F598	0	M.11.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.(2)
(3) Automobile loans	K195	0	K195	0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209	0	K209	0	M.11.c.(4)
d. Other loans	F601	0	F601	0	M.11.d.

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

Dollar Amounts in Thousands	BHCK		
13. Not applicable			
14. Pledged loans and leases	G378	41379932	M.14.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM		BHCK		
Assets					
1. U.S. Treasury securities	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	0	3533	0	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK G379	0	BHDM G379	0	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by 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.

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

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM		BHCK		
7.–8. Not applicable					
9. Other trading assets	3541	0	3541	0	9.
10. Not applicable					
11. Derivatives with a positive fair value	3543	1219957	3543	1219957	11.
12. Total trading assets (sum of items 1 through 11)	BHCT		BHDM		
(total of Column A must equal Schedule HC, item 5)	3545	1219957	3545	1219957	12.
Liabilities					
13. a. Liability for short positions:	BHCK		BHDM		
(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	1144421	3547	1144421	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT				
(total of column A must equal Schedule HC, item 15)	3548	1144421	3548	1144421	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 percent 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 percent 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	7955437	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	3098102	1.b.
c Money market deposit accounts and other savings accounts	2389	72415828	1.c.
d. Time deposits of less than $100,000	6648	8197567	1.d.
e. Time deposits of $100,000 or more	2604	3687752	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	0	2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than $100,000	6648	0	2.d.
e. Time deposits of $100,000 or more	2604	0	2.e.

Memoranda

Dollar Amounts in Thousands	BHDM		
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243	2042572	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	2617188	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	1400153	M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK		
1. Accrued interest receivable[1]	B556	358803	1.
2. Net deferred tax assets[2]	2148	0	2.
3. Interest-only strips receivable (not in the form of a security)[3] on:			
a. Mortgage loans	A519	0	3.a.
b. Other financial assets	A520	0	3.b.
4. Equity securities that DO NOT have readily determinable fair values[4]	1752	1079338	4.
5. Life insurance assets:			
a. General account life insurance assets	K201	245883	5.a.
b. Separate account life insurance assets	K202	227639	5.b.
c. Hybrid account life insurance assets	K270	816197	5.c.
6. Other	2168	1961744	6.
	BHCT		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	4689604	7.

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands	BHCK		
1. Not applicable			
2. Net deferred tax liabilities[1]	3049	221991	2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557	37911	3.
4. Other	B984	1816824	4.
	BHCT		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	2076726	5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK		
1. Earning assets that are repriceable within one year or mature within one year	3197	51775366	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	9484311	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	0	3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

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

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

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

I. Property and Casualty Underwriting

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK		
Assets			
1. Securities:			
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558	18768	1.a.
b. Mortgage-backed securities	B559	20420263	1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560	89175	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	87837362	3.a.
(1) Loans secured by 1–4 family residential properties	3465	35907451	3.a.(1)
(2) All other loans secured by real estate	3466	11957091	3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386	828	3.a.(3)
(4) Commercial and industrial loans	3387	20827773	3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:			
(a) Credit cards	B561	1640577	3.a.(5)(a)
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards	B562	12617317	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	1243958	4.a.
b. Other earning assets	B985	2817923	4.b.
5. Total consolidated assets	3368	127991044	5.
Liabilities			
6. Interest-bearing deposits (domestic)[1]	3517	87084760	6.
7. Interest-bearing deposits (foreign)[1]	3404	1086890	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	2292600	8.
9. All other borrowed money	2635	5060010	9.
10. Not applicable			
Equity Capital			
11. Total equity capital (excludes limited-life preferred stock)	3519	24059818	11.

1. Includes interest-bearing demand deposits.

RSSD ID:
1132449

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

(Report only transactions with nonrelated institutions)

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	16365537	1.a.
b. (1) Unused consumer credit card lines		J455	7031058	1.b.(1)
(2) Other unused credit card lines		J456	576386	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	1759503	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164 104518			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165 1654985			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	22928678	1.e.(1)
(2) Loans to financial institutions		J458	1399153	1.e.(2)
(3) All other unused commitments		J459	3211293	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees		6566	3879874	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	724160	2.a.
3. Performance standby letters of credit and foreign office guarantees		6570	160126	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	102115	4.
5. Not applicable				
6. Securities lent		3433	0	6.

7. Credit derivatives:	(Column A) Sold Protection		(Column B) Purchased Protection		
a. Notional amounts:	BHCK		BHCK		
(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	1118744	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	34385	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	1118744	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404	0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405	0	7.c.(2)(c)

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

Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	Remaining Maturity of: (Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
	BHCK		BHCK		BHCK		
7. d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade	G406	393461	G407	647819	G408	77464	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	57468	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 percent of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)	3430	0	9.
a. Securities borrowed	3432	0	9.a.
b. Commitments to purchase when-issued securities	3434	0	9.b.
c. Commitments to sell when-issued securities	3435	0	9.c.
d. TEXT 6561	6561	0	9.d.
e. TEXT 6562	6562	0	9.e.
f. TEXT 6568	6568	0	9.f.
g. TEXT 6586	6586	0	9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 1729500	BHCK 8698 6523938	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 1429618	BHCK 8710 0	BHCK 8711 0	BHCK 8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 1429618	BHCK 8714 0	BHCK 8715 0	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 33989154	BHCK 3826 635478	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 31636586	BHCK A127 7159416	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 6941304	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 1192830	BHCK 8734 92211	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 1122073	BHCK 8738 87432	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 59887	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 344067	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	BHCK		BHCK		BHCK		BHCK		BHCK		
15. Over-the-counter derivatives:											
a. Net current credit exposure	G418	1028	G419	0	G420	0	G421	0	G422	1177024	15.a.
b. Fair value of collateral:											
(1) Cash–U.S. dollar	G423	1080	G424	0	G425	0	G426	0	G427	3978	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	3978	15.b.(8)

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands				
1. Total number of bank holding company common shares outstanding (Number (Unrounded))	3459	3382		1.
	BHCK			
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	4001466		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	47228		3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	2650		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 and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):				
(a) Loans to depository institutions and acceptances of other banks	K184	0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185	0		6.a.(5)(b)
(c) Other loans[1]	K186	0		6.a.(5)(c)
(d) Lease financing receivables	K273	0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM			
(1) Construction, land development, and other land	K187	0		6.b.(1)
(2) Farmland in domestic offieces	K188	0		6.b.(2)
(3) 1–4 family residential properties in domestic office	K189	0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic office	K190	0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191	0		6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands			
	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.) (0=No, 1=Yes)	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.) (0=No, 1=Yes)	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 (0=No, 1=Yes)	BHCK 6416	1	11.

TEXT 6428

Name of Bank Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print) | Area Code / Phone Number (TEXT 9009)

12. Intangible assets other than goodwill:	BHCK		
a. Mortgage servicing assets	3164	143558	12.a.
(1) Estimated fair value of mortgage servicing assets	6438	141701	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026	0	12.b.
c. All other identifiable intangible assets	5507	11518	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	BHCT 0426	155076	12.d.
13. Other real estate owned	2150	96574	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	4001466	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333	47228	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	BHCT 3190	4048694	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.) (0=No, 1=Yes)	BHCK B569	1	15.
16. Assets under management in proprietary mutual funds and annuities	BHCK B570	0	16.

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

Schedule HC-M—Continued

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

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

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

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

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

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

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

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

Dollar Amounts in Thousands	BHCK		
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.			
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	4027046	23.b.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:			
a. Senior perpetual preferred stock or similar items	G234	0	24.a.
b. Warrants to purchase common stock or similar items	G235	0	24.b.

RSSD ID:
1132449

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing BHCK		(Column B) Past due 90 days or more and still accruing BHCK		(Column C) Nonaccrual BHCK		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	0	F174	0	F176	2956	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	275	F175	0	F177	55767	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	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	5398	94721	5399	0	5400	214460	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	138079	C237	52	C229	675255	1.c.(2)(a)
(b) Secured by junior liens	C238	66798	C239	0	C230	215519	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	11326	3500	0	3501	44723	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	10089	F180	133	F182	107525	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	25402	F181	2273	F183	259994	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	12457	1607	6136	1608	135556	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	19186	B576	0	B577	18238	5.a.
b. Automobile loans	K213	47762	K214	0	K215	17836	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K216	92246	K217	35468	K218	11599	5.c.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	11226	5460	0	5461	2083	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	112	F170	0	F171	469	8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands		(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual	
	BHCK		BHCK		BHCK		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	529679	5525	44062	5526	1761980	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	38602	K037	33075	K038	164965	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039	35620	K040	32082	K041	23469	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	K042	978	K043	0	K044	33439	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:							
a. Loans secured by real estate in domestic offices:							
(1) Construction, land development, and other land loans:							
	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 non-farm 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 and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):							
(1) Loans to depository institutions and acceptances of other banks	K091	0	K092	0	K093	0	12.e.(1)
(2) Loans to foreign governments and official institutions	K095	0	K096	0	K097	0	12.e.(2)
(3) Other loans[1]	K099	0	K100	0	K101	0	12.e.(3)
(4) Lease financing receivables	K269	0	K271	0	K272	0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements	K102	0	K103	0	K104	0	12. f.

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

Memoranda

Dollar Amounts in Thousands	BHDM		BHDM		BHDM		
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K105	0	K106	0	K107	0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108	0	K109	0	K110	16305	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK F661	18176	BHCK F662	0	BHCK F663	466670	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM K111	0	BHDM K112	0	BHDM K113	951	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114	8274	K115	0	K116	28316	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117	197	K118	0	K119	93085	M.1.d.(2)

Schedule HC-N—Continued

Memoranda–Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. e. Commercial and industrial loans:							
(1) To U.S. addressees (domicile)	K120	244	K121	0	K122	42900	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	3191	K127	0	K128	17911	M.1. f.
Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):							
	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 loan	K277	0	K278	0	K279	0	M.1. f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards	K280	0	K281	0	K282	0	M.1. f.(4)(c)
(5) Loans to foreign governments and official institutions	K283	0	K284	0	K285	0	M.1. f.(5)
(6) Other loans[1]	K286	0	K287	0	K288	0	M.1. f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	385	1912	249	1913	674	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	95	C241	0	C226	0	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664		F665		F666		M.5.b.(1)
(2) Unpaid principal balance	F667		F668		F669		M.5.b.(2)

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

Schedule HC-N—Continued

Memoranda–Continued

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

Dollar Amounts in Thousands	BHCK		BHCK		
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	85	3530	0	M.6.

Dollar Amounts in Thousands	BHCK		
7. Additions to nonaccrual assets during the quarter	C410	729336	M.7.
8. Nonaccrual assets sold during the quarter	C411	12707	M.8.

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

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

Schedule HC-P is to be completed by (1) all bank holding companies with $1 billion or more in total 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	1354756	1.a.
b. Closed-end junior liens	F067	349	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	1324618	3.a.
b. Closed-end junior liens	F071	373	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	594205	4.a.
b. Closed-end junior liens	F073	60	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	1818	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:	BHCK		
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	L191		7.a.
b. For representations and warranties made to other parties	L192		7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	2000	7.c.

1. The $1 billion asset size test is generally based on the total assets reported as of June 30, 2011.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

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

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	
	BHCY		BHCK		BHCK		BHCK		BHCK		
Assets											
1. Available-for-sale securities	1773	20256067	G474	0	G475	21415	G476	20234652	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	594205	G484	0	G485	0	G486	594205	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	1219957	G493	65084	G494	0	G495	1285041	G496	0	5.a.
	BHCK										
b. Other trading assets	G497	0	G498	0	G499	0	G500	0	G501	0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)	F240	0	F684	0	F692	0	F241	0	F242	0	5.b.(1)
6. All other assets	G391	64802	G392	929	G395	0	G396	59887	G804	5844	6.
7. Total assets measured at fair value on a recurring basis	G502	22135031	G503	66013	G504	21415	G505	22173785	G506	5844	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	1144421	G512	65084	G513	0	G514	1209505	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	343138	G806	929	G807	0	G808	344067	G809	0	13.
14. Total liabilities measured at fair value on a recurring basis	G531	1487559	G532	66013	G533	0	G534	1553572	G535	0	14.

Schedule HC-Q—Continued

Memoranda

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		
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25 percent of item 6):											
a. Mortgage servicing assets	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. Nontrading derivative assets	G541	58958	G542	929	G543	0	G544	59887	G545	0	M.1.b.
c. BHTX G546 VENTURE CAPITAL INVESTMENTS	G546	5844	G547	0	G548	0	G549	0	G550	5844	M.1.c.
d. BHTX G551	G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.
e. BHTX G556	G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.
f. BHTX G561	G561	0	G562	0	G563	0	G564	0	G565	0	M.1. f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than $25,000 and exceed 25 percent of item 13):											
a. Loan commitments (not accounted for as derivatives)	F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.
b. Nontrading derivative liabilities	G566	343138	G567	929	G568	0	G569	344067	G570	0	M.2.b.
c. BHTX G571	G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.
d. BHTX G576	G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.
e. BHTX G581	G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.
f. BHTX G586	G586	0	G587	0	G588	0	G589	0	G590	0	M.2. f.

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RSSD ID: 1132449

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands	BHCX		
Tier 1 Capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	24108769	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities[1] (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK 8434	377775	2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges[1] **and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans** (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-636751	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	290000	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	10686231	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	13971514	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	16027	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	13955487	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	350000	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	1241218	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	753	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1591971	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1591971	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	15547458	21.
Total Assets for Leverage Ratio	BHCT		
22. Average total assets (from Schedule HC-K, item 5)	3368	127991044	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	10686231	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	16027	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	117288786	27.
28.-30. Not applicable			

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	11.90	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	14.07	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	15.68	33.

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

Schedule HC-R—Continued

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

C000

Dollar Amounts in Thousands	(Column A) Totals *(from Schedule HC)*	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 6760358	0	5896264	864094		0	34.
35. Held-to-maturity securities	BHCX 1754 0	0	0	0	0	0	35.
36. Available-for-sale securities	BHCX 1773 20256067	595965	5853755	12542126	112384	1151837	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 0		0	0		0	37.
38. Loans and leases held for sale	BHCT 5369 594265	0	0	0	594205	60	38.
39. Loans and leases, net of unearned income	BHCT B528 86966246	0	8218	2107932	18664258	66185838	39.
40. LESS: Allowance for loan and lease losses	BHCX 3123 1346709	1346709					40.
41. Trading assets	BHCX 3545 1219957	1219957	0	0	0	0	41.
42. All other assets[1]	BHCK B639 17564740	10761216	786206	1424968	5491	4586859	42.
43. Total assets (sum of items 34 through 42)	BHCT 2170 132014924	11230429	12544443	16939120	19376338	71924594	43.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C) Allocation by Risk-Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	3879874	1.00 or 12.5[2]	3879874	79387	724160	0	3076327	44.
	BHCT 6570							
45. Performance standby letters of credit	160126	.50	80063	1342	1013	0	77708	45.
	BHCT 3411							
46. Commercial and similar letters of credit	102115	.20	20423	0	4610	0	15813	46.
	BHCK 3429							
47. Risk participations in bankers acceptances acquired by the reporting institution	0	1.00	0	0	0		0	47.
	BHCT 3433							
48. Securities lent	0	1.00	0	0	0	0	0	48.
	BHCT A250							
49. Retained recourse on small business obligations sold with recourse	0	1.00	0	0	0	0	0	49.
	BHCK B541							
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	6344	12.5[3]	79300				79300	50.
	BHCK B675							
51. All other financial assets sold with recourse	10375	1.00	10375	0	0	10375	0	51.
	BHCK B681							
52. All other off-balance-sheet liabilities	38786	1.00	38786	0	0	0	38786	52.
53. Unused commitments:								
	BHCK 6572							
a. With an original maturity exceeding one year	22804919	.50	11402460	0	1652026	4937	9745497	53.a.
	BHCK G591							
b. With an original maturity of one year or less to asset-backed commercial paper conduits	0	.10	0	0	0	0	0	53.b.
			BHCE A167					
54. Derivative contracts			1684780	0	262176	1422604		54.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C) 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
	Allocation by Risk-Weight Category				
Totals					
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)	BHCK B696 12625172	BHCK B697 19583105	BHCK B698 20814254	BHCK B699 84958025	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 3916621	BHCK B702 10407127	BHCK B703 84958025	57.
58. Market risk equivalent assets				BHCK 1651 15682	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 99297455	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 143402	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 99154053	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	1344205	M.1.

Dollar Amounts in Thousands	With a remaining maturity of (Column A) One year or less		(Column B) Over one year through five years		(Column C) Over five years		
	BHCK		BHCK		BHCK		
2. Notional principal amounts of derivative contracts:[1]							
a. Interest rate contracts	3809	8511624	8766	20391525	8767	8245123	M.2.a.
b. Foreign exchange contracts	3812	6075770	8769	1083646	8770	0	M.2.b.
c. Gold contracts	8771	0	8772	0	8773	0	M.2.c.
d. Other precious metals contracts	8774	0	8775	0	8776	0	M.2.d.
e. Other commodity contracts	8777	0	8778	0	8779	0	M.2.e.
f. Equity derivative contracts	A000	0	A001	0	A002	0	M.2. f.
g. Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:							
(1) Investment grade	G597	0	G598	0	G599	0	M.2.g.(1)
(2) Subinvestment grade	G600	0	G601	0	G602	0	M.2.g.(2)

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

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

Schedule HC-R—Continued

Memoranda—Continued

Dollar Amounts in Thousands	BHCK		
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	0	M.6.
7. Not applicable			
8. Restricted core capital elements included in Tier 1 capital:			
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219	0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0	M.8.c.
d. Qualifying trust preferred securities[2] (included in Schedule HC, item 19.b)	C502	290000	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221	10674713	M.9.

	BHCK	Percentage	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222	2.07	M.10.

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

RSSD ID:
1132449

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

C000

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

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 6344	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 6344	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	Amount	
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	10375	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	18585724	M.2.b.
c. Other financial assets[1]	A591	5186464	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	194222	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2]	C407	0	M.4.

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

Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	BHCK	(Column A) Securitization Vehicles	BHCK	(Column B) ABCP Conduits	BHCK	(Column C) Other VIEs	
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.