

Board of Governors of the Federal Reserve System

RSSD ID: 1132449



Consolidated Financial Statements for 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)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, 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 holding companies own or control, or are owned or controlled by, other 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 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 Holding Companies. The Consolidated Financial Statements for Holding Companies is to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report: **September 30, 2013**

Month / Day / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for 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.

RBS CITIZENS FINANCIAL GROUP, INC.

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

Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

Signature of Chief Financial Officer (or Equivalent)

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

PROVIDENCE

RI

02903

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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.

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 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 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		924642	1.a.(1)(a)
(b) All other loans secured by real estate	4436		204891	1.a.(1)(b)
(c) All other loans	F821		1068695	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059			1.a.(2)
b. Income from lease financing receivables	4065		79820	1.b.
c. Interest income on balances due from depository institutions ¹	4115		4076	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		24	1.d.(1)
(2) Mortgage-backed securities	B489		323225	1.d.(2)
(3) All other securities	4060		463	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		4964	1.f.
g. Other interest income	4518		23969	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		2634769	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		26771	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		44315	2.a.(1)(b)
(c) Other deposits	6761		94464	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		1047	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		158369	2.b.
c. Interest on trading liabilities and other borrowed money				
(excluding subordinated notes and debentures)	4185		5376	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible				
securities	4397		15763	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		346105	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		2288664	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		350126	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		18585	5.a.
b. Service charges on deposit accounts in domestic offices	4483		376299	5.b.
c. Trading revenue ²	A220		47354	5.c.
d. (1) Fees and commissions from securities brokerage	C886		53997	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		35411	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		2786	5.d.(5)
e. Venture capital revenue	B491		-268	5.e.
f. Net servicing fees	B492		77412	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 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		76949		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		8943		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		288		5.k.
l. Other noninterest income ³	B497		437217		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		1134973		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		111818		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		1271314		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		441847		7.b.
c. (1) Goodwill impairment losses	C216		4435000		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		2184		7.c.(2)
d. Other noninterest expense ⁴	4092		711486		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		6861831		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		-3676502		8.
9. Applicable income taxes (foreign and domestic)	4302		-97933		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		-3578569		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		-3578569		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 holding company (item 12 minus item 13)	4340		-3578569		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		2301520		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		-3663647		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		945		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		253		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		18639		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		37241		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		57595		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0		M.6.f.

Schedule HI—Continued

Memoranda—Continued

Dollar Amounts in Thousands				BHCK				
6. g. Bank card and credit card interchange fees				F555			100716	M.6.g.
h. Gains on bargain purchases				J447			0	M.6.h.
i. TEXT 8562 UNUSED LINE COMMITMENT FEES				8562			42569	M.6.i.
j. TEXT 8563 LETTERS OF CREDIT				8563			34950	M.6.j.
k. TEXT 8564 MORTGAGE FEES				8564			33053	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			41238	M.7.a.
b. Advertising and marketing expenses				0497			56036	M.7.b.
c. Directors' fees				4136			0	M.7.c.
d. Printing, stationery, and supplies				C018			22177	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			104174	M.7. i.
j. Automated teller machine (ATM) and interchange expenses				F558			0	M.7. j.
k. Telecommunications expenses				F559			34210	M.7.k.
l. TEXT 8565 SOFTWARE AMORTIZATION EXPENSE				8565			73148	M.7. l.
m. TEXT 8566 NONPERFORMING ASSETS EXPENSE				8566			37853	M.7.m.
n. TEXT 8567 OPERATING LOSSES				8567			31926	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 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			45477	M.9.a.
b. Foreign exchange exposures				8758			1877	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			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		16825		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the 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		14323		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		89407		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		-21057		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		0		M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		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		61555		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		54470		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		7085		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2012.

Schedule HI-A—Changes in Holding Company Equity Capital

Dollar Amounts in Thousands

	BHCK			
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		24129001	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		24129001	3.
	BHCT			
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340		-3578569	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		811000	11.
12. Other comprehensive income ¹	B511		-326161	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591		0	13.
14. Other adjustments to equity capital (not included above)	3581		0	14.
15. Total 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		19413271	15.

1. Includes, but is not limited to, changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹			(Column B) Recoveries		
	BHCK			BHCK		
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)						
1. Loans secured by real estate:						
a. Construction, land development, and other land loans in domestic offices:						
(1) 1–4 family residential construction loans	C891		191	C892		1689
(2) Other construction loans and all land development and other land loans	C893		1189	C894		5468
b. Secured by farmland in domestic offices	3584		0	3585		1
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		76986	5412		11635
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:						
(a) Secured by first liens	C234		57651	C217		9599
(b) Secured by junior liens	C235		157664	C218		25743
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		10385	3589		14576
e. Secured by nonfarm nonresidential properties in domestic offices:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		4033	C896		6233
(2) Loans secured by other nonfarm nonresidential properties	C897		21019	C898		12740
f. In foreign offices	B512		0	B513		0
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
b. To foreign banks	4654		0	4664		0
3. Loans to finance agricultural production and other loans to farmers	4655		0	4665		0
4. Commercial and industrial loans:						
a. To U.S. addressees (domicile)	4645		41085	4617		26516
b. To non-U.S. addressees (domicile)	4646		0	4618		0
5. Loans to individuals for household, family, and other personal expenditures:						
a. Credit cards	B514		47957	B515		5608
b. Automobile loans	K129		17084	K133		13300
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		87952	K206		17272
6. Loans to foreign governments and official institutions	4643		0	4627		0
7. All other loans	4644		22433	4628		7627
8. Lease financing receivables:						
a. Leases to individuals for household, family, and other personal expenditures	F185		0	F187		0
b. All other leases	C880		14	F188		1221
9. Total (sum of items 1 through 8)	4635		545643	4605		159228

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

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹	(Column B) Recoveries							
				Calendar Year-to-date								
Dollar Amounts in Thousands				BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above				5409			0	5410			0	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			121	4662			2	M.2.

Memorandum item 3 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar Year-to-date			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		9109	M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			1254923			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605			159228			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			545643			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			350126			5.
	BHCK						
6. Adjustments (see instructions for this schedule)	C233			0			6.
	BHCT						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	3123			1218634			7.

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

Memoranda

Dollar Amounts in Thousands				BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435			0			M.1.
Memoranda items 2 and 3 are to be completed by (1) 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) 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			2991			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 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.

Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease LossesSchedule HI-C is to be completed by holding companies with \$1 billion or more in total assets.¹

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK			
1. Real estate loans:																								
a. Construction loans	M708		30248		M709		97		M710		1563566		M711		17072		M712		0		M713		0	
b. Commercial real estate loans	M714		123797		M715		14919		M716		4935878		M717		51730		M719		0		M720		0	
c. Residential real estate loans	M721		905085		M722		69724		M723		31037506		M724		314743		M725		0		M726		0	
2. Commercial loans²	M727		144123		M728		21234		M729		32414907		M730		349615		M731		0		M732		0	
3. Credit cards	M733		43669		M734		15423		M735		1646268		M736		61273		M737		0		M738		0	
4. Other consumer loans.....	M739		192481		M740		24411		M741		12514761		M742		117349		M743		0		M744		0	
5. Unallocated, if any													M745		161044									
6. Total (sum of items 1.a. through 5.)	M746		1439403		M747		145808		M748		84112886		M749		1072826		M750		0		M751		0	

1. The asset size test is generally based on the total assets reported as of June 30, 2012.

2. Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

Notes to the Income Statement—Predecessor Financial Items

For 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 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				
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 holding company wishes to explain, that has been separately disclosed in the 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 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	SCHEDULE HI, ITEM 7.C.(1). - DURING THE SECOND QUARTER OF 2013, RBS CITIZENS FINANCIAL GROUP, INC. RECORDED A \$4.435 BILLION PRE-TAX GOODWILL IMPAIRMENT CHARGE (SEE REMARKS SECTION).				
			5351		4435000	1.
2.	5352					
			5352			2.
3.	5353					
			5353			3.
4.	5354					
			5354			4.
5.	5355					
			5355			5.
6.	B042					
			B042			6.
7.	B043					
			B043			7.
8.	B044					
			B044			8.
9.	B045					
			B045			9.
10.	B046					
			B046			10.

Notes to the Income Statement (Other)—Continued

		Dollar Amounts in Thousands	BHCK			
11.	TEXT B047					
			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.

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. _____

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RSSD ID:

1132449

Consolidated Financial Statements for Holding Companies

Report at the close of business 20130930

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			1309650	1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395			1933779	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			19871340	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	4.a.
b. Loans and leases, net of unearned income	B528			85552289	4.b.
c. LESS: Allowance for loan and lease losses	3123			1218634	4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529			84333655	4.d.
5. Trading assets (from Schedule HC-D)	3545			731193	5.
6. Premises and fixed assets (including capitalized leases)	2145			648385	6.
7. Other real estate owned (from Schedule HC-M)	2150			48458	7.
8. Investments in unconsolidated subsidiaries and associated companies	2130			1464	8.
9. Direct and indirect investments in real estate ventures	3656			164441	9.
10. Intangible assets:					
a. Goodwill	3163			6876133	10.a.
b. Other intangible assets (from Schedule HC-M)	0426			193359	10.b.
11. Other assets (from Schedule HC-F)	2160			4319416	11.
12. Total assets (sum of items 1 through 11)	2170			120738247	12.

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

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

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

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		26338010		13.a.(1)
(2) Interest-bearing	6636		66757813		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		1154331		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices ²	B993		565000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK				
15. Trading liabilities (from Schedule HC-D)	B995		2859083		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548		634147		15.
17. Not applicable	3190		39527		16.
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		1016000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699		10000		19.b.
20. Other liabilities (from Schedule HC-G)	2750		1951065		20.
21. Total liabilities (sum of items 13 through 20)	2948		101324976		21.
22. Not applicable					

Equity Capital**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		18594686		25.
26. a. Retained earnings	3247		1457074		26.a.
b. Accumulated other comprehensive income ⁵	B530		-638489		26.b.
c. Other equity capital components ⁶	A130		0		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210		19413271		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		19413271		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		120738247		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, but is not limited to, 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 holding companies for the December 31 report date)**

- | | | |
|-------|------|--|
| 0=No | BHCK | |
| 1=Yes | C884 | |
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the 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			15053	1287			15062	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			11337	8499			10173	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			652787	G303			663650	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			10442377	G307			10583061	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			1575035	G311			1553685	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			1482249	G315			1524125	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			470380	G323			443136	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			5064886	K153			4947108	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			123569	K157			120585	4.c.(2)(b)

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

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

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

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
5. Asset-backed securities and structured financial products:																	5.a.
a. Asset-backed Securities (ABS)	C026			0	C988			0	C989			3546	C027			3850	
b. Structured financial products:																	5.b.(1)
(1) Cash	G336			0	G337			0	G338			0	G339			0	
(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:																	6.a.
a. Other domestic debt securities	1737			0	1738			0	1739			0	1741			0	
b. Foreign debt securities	1742			0	1743			0	1744			0	1746			0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values																	7.
									A510			4716	A511			6905	
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT												BHCT				8.
	1754			0	1771			0	1772			19845935	1773			19871340	

Memoranda

Dollar Amounts in Thousands		BHCK				
1. Pledged securities ¹		0416		6867668	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		2000008	M.2.a.	
b. Over 1 year to 5 years		0384		1549901	M.2.b.	
c. Over 5 years		0387		16314526	M.2.c.	
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)		1778		0	M.3.	
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost		8782		0	M.4.a.	
b. Fair value		8783		0	M.4.b.	

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

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

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

Schedule HC-B—Continued

Memoranda—Continued

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																	
Memorandum item 5 is to be completed by 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			3546	B845			3850	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, 2012.

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	43032898					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	136884		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	1451428		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	519		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit							
(2) Closed-end loans secured by 1–4 family residential properties:				1797	16881050		1.c.(1)
(a) Secured by first liens.....				5367	12261033		1.c.(2)(a)
(b) Secured by junior liens				5368	3216043		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	726618		1.d.
e. Secured by nonfarm nonresidential properties:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties				BHCK			
(2) Loans secured by other nonfarm nonresidential properties.....				F160	3776253		1.e.(1)
				F161	4583070		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	50295		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	50295					2.a.
b. To foreign banks	1296	0					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	1		1590	1		3.
4. Commercial and industrial loans				1766	22599929		4.
a. To U.S. addressees (domicile)	1763	22218731					4.a.
b. To non-U.S. addressees (domicile)	1764	381198					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)				1975	14186165		6.
a. Credit cards	B538	1493113					6.a.
b. Other revolving credit plans.....	B539	319369					6.b.
c. Automobile loans.....	K137	9053095					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	3320588					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	1247165		J454	1247165		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	83		1545	83		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1096116		J451	1096116		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	3646611		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	3646611					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	85859263		2122	85859263		12.

Schedule HC-C—Continued

Memoranda

Dollar Amounts in Thousands				BHDM			
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	K158		0				M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159		39				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		258950				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		25421				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		31504				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		20167				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		203562				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):							
(1) Loans secured by farmland in domestic offices							
	BHDM						
	K166		0				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...							
	BHCK						
(3) Loans to finance agricultural production and other loans to farmers.....	K167		0				M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168		0				M.1.f.(3)
(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		165706				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, Column A, above	2746		866				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		11458				M.3.
Memorandum item 4 is to be completed by (1) 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) 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		57249				M.4.
Memorandum item 5 is to be completed by all 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		46235				M.6.a.

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

Schedule HC-C—Continued

Memoranda—Continued

Dollar Amounts in Thousands				BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by 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, 2012, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231					4965	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					25	M.6.c.
7.-8. Not applicable.							
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	BHDM						
	F577					264039	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608			306946					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			306946	M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584			0	M.10.a.(5)
b. Commercial and industrial loans				F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609			299738				
(1) Construction, land development, and other land loans					F590			0
(2) Secured by farmland (including farm residential and other improvements)					F591			0
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592			0
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F593			299738
(ii) Secured by junior liens					F594			0
(4) Secured by multifamily (5 or more) residential properties.....					F595			0
(5) Secured by nonfarm nonresidential properties					F596			0
b. Commercial and industrial loans	F597			0	F597			0
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
(2) Other revolving credit plans	F599			0	F599			0
(3) Automobile loans	K195			0	K195			0
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209			0	K209			0
d. Other loans	F601			0	F601			0

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

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378			36052168			

Schedule HC-D—Trading Assets and Liabilities

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

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCM				BHCK				
Assets									
1. U.S. Treasury securities	3531			0	3531			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..	3532			0	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533			0	3533			0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
	G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaran- teed 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		731193		3543		731193	11.
12. Total trading assets (sum of items 1 through 11)	BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)	3545		731193		3545		731193	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		634147		3547		634147	14.
15. Total trading liabilities (sum of items 13.a through 14)	BHCT							
(total of column A must equal Schedule HC, item 15)	3548		634147		3548		634147	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				(Column B) Domestic Offices				
					BHCK				BHDM				
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):													
a. Trust preferred securities issued by financial institutions.....					G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts					G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....					G333			0	G333			0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)													
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G334			0	G334			0	M.3.d.
f. Diversified (mixed) pools of structured financial products.....					G335			0	G335			0	M.3.e.
g. Other collateral or reference assets					G651			0	G651			0	M.3.f.
					G652			0	G652			0	M.3.g.
4. Pledged trading assets:													
a. Pledged securities.....					G387			0	G387			0	M.4.a.
b. Pledged loans					G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands					BHCK								
Memoranda items 5 through 10 are to be completed by 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				0	M.5.a.
b. Home equity lines					F644			0				0	M.5.b.
c. Automobile loans					F645			0				0	M.5.c.
d. Other consumer loans.....					F646			0				0	M.5.d.
e. Commercial and industrial loans					F647			0				0	M.5.e.
f. Other.....					F648			0				0	M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches)					F651			0				0	M.6.
7. Equity securities:													
a. Readily determinable fair values					F652			0				0	M.7.a.
b. Other.....					F653			0				0	M.7.b.
8. Loans pending securitization					F654			0				0	M.8.
9. a. (1) Gross fair value of commodity contracts					G212			0				0	M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory					G213			0				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				0	M.9.b.(1)
(2)	BHTX F656				F656			0				0	M.9.b.(2)
(3)	BHTX F657				F657			0				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				0	M.10.a.
b.	BHTX F659				F659			0				0	M.10.b.
c.	BHTX F660				F660			0				0	M.10.c.

Schedule HC-E—Deposit Liabilities¹

	Dollar Amounts in Thousands	BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	2210		8911420		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		3166823		1.b.
c. Money market deposit accounts and other savings accounts	2389		70224077		1.c.
d. Time deposits of less than \$100,000.....	6648		6542501		1.d.
e. Time deposits of \$100,000 or more	2604		4251002		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

	Dollar Amounts in Thousands	BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		1095784		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		3556188		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		1154331		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		334951		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		975531		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		249763		5.a.
b. Separate account life insurance assets	K202		232798		5.b.
c. Hybrid account life insurance assets	K270		845592		5.c.
6. Other.....	2168		1680781		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4319416		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		146810				2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		37321				3.
4. Other	B984		1766934				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		1951065				5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repricable within one year or mature within one year	3197		50077951				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		9333847				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. Holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such 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 holding company's assets in foreign countries and 10 percent of the 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 holding companies. (See instructions for additional information.)

I. Property and Casualty Underwriting

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		19301	1.a.	
b. Mortgage-backed securities	B559		18319831	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		19763	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		85204556	3.a.	
(1) Loans secured by 1–4 family residential properties	3465		32457990	3.a.(1)	
(2) All other loans secured by real estate	3466		10625300	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers	3386		415	3.a.(3)	
(4) Commercial and industrial loans	3387		22385583	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		1481732	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		12649022	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		709886	4.a.	
b. Other earning assets	B985		2609721	4.b.	
5. Total consolidated assets	3368		118014108	5.	
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		86608157	6.	
7. Interest-bearing deposits (foreign) ¹	3404		1145267	7.	
8. Federal funds purchased and securities sold under agreements to repurchase	3353		1634061	8.	
9. All other borrowed money	2635		40101	9.	
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		19983012	11.	

1. Includes interest-bearing demand deposits.

C.I. _____

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		16397991	1.a.	
b. (1) Unused consumer credit card lines	J455		7538385	1.b.(1)	
(2) Other unused credit card lines	J456		640008	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		1866626	1.c.(1)	
(a) 1–4 family residential construction loan commitments	F164		133214	1.c.(1)(a)	
(b) Commercial real estate, other construction loan, and land development loan commitments	F165		1733412	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		22439696	1.e.(1)	
(2) Loans to financial institutions	J458		1623268	1.e.(2)	
(3) All other unused commitments	J459		2685305	1.e.(3)	
2. Financial standby letters of credit and foreign office guarantees	6566		2797908	2.	
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of financial standby letters of credit conveyed to others	3820		0	2.a.	
3. Performance standby letters of credit and foreign office guarantees	6570		154000	3.	
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
a. Amount of performance standby letters of credit conveyed to others	3822		0	3.a.	
4. Commercial and similar letters of credit	3411		64890	4.	
5. Not applicable					
6. Securities lent	3433		0	6.	
7. Credit derivatives:					
a. Notional amounts:					
(1) Credit default swaps	C968		0	C969	0
(2) Total return swaps	C970		0	C971	0
(3) Credit options	C972		0	C973	0
(4) Other credit derivatives	C974		1418677	C975	0
b. Gross fair values:					
(1) Gross positive fair value	C219		19158	C221	0
(2) Gross negative fair value	C220		1550	C222	0
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		1418677		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, 2012.

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		124422		G407		1207740		G408		86515	7.d.(1)(a)
(b) Subinvestment grade				G409		0		G410		0		G411		0	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade				G412		0		G413		0		G414		0	7.d.(2)(a)
(b) Subinvestment grade				G415		0		G416		0		G417		0	7.d.(2)(b)
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
			0				0				0				0	11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
b. Forward contracts			1042210				7415359				0				0	11.b.
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
			0				0				0				0	11.c.(1)
(2) Purchased options ..	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
			0				0				0				0	11.c.(2)
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
			1594963				0				0				0	11.d.(1)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
(2) Purchased options ..			1594963				0				0				0	11.d.(2)
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
			33936518				384377				0				0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
			30414648				7799736				0				0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
			7754006				0				0				0	13.
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
			729987				86095				0				0	14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
			639124				79912				0				0	14.a.(2)
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
			33140				0				0				0	14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
			396331				0				0				0	14.b.(2)

Schedule HC-L—ContinuedItem 15 is to be completed only by holding companies with total assets of \$10 billion or more.¹

Dollar Amounts in Thousands																								
(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties								
BHCK				BHCK				BHCK				BHCK				BHCK								
15. Over-the-counter derivatives:																								
a. Net current credit exposure				G418			0	G419			0	G420			0	G421			0	G422			658964	15.a.
b. Fair value of collateral:																								
(1) Cash—U.S. dollar				G423			810	G424			0	G425			0	G426			0	G427			837	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			810	G459			0	G460			0	G461			0	G462			837	15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2012.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 3382				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555 1859				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 37668				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557 1215				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288 1900000				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)
(2) Loans to finance agricultural production and other loans to farmers	BHCK				
(3) Commercial and industrial loans	K178 0				6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179 0				6.a.(3)
(a) Credit cards	K180 0				6.a.(4)(a)
(b) Automobile loans	K181 0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182 0				6.a.(4)(c)
(5) All other loans and leases	K183 0				6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184 0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185 0				6.a.(5)(b)
(c) Other loans ¹	K186 0				6.a.(5)(c)
(d) Lease financing receivables	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices	K187 0				6.b.(1)
(2) Farmland in domestic offices	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic offices	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191 0				6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices	BHFN					
(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	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries ¹	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries ¹						
8. Has the 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.)	K193				0	7.a.
	K194				0	7.b.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	C251			0	8.
10. Not applicable	0=No	BHCK				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The 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	1=Yes	6689			0	9.
	0=No	BHCK				
	1=Yes	6416			1	11.
TEXT						
6428						
Name of 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				184659	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				192552	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026				0	12.b.
c. All other identifiable intangible assets	5507				8700	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	BHCT					
	0426				193359	12.d.
13. Other real estate owned	2150				48458	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				1859	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333				37668	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	BHCT					
	3190				39527	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	B569			1	15.
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 holding company.

Schedule HC-M—Continued

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

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

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for Yes; enter "0" for No.).....
- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C159 | 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 holding companies that are not required to file the FR Y-12.

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

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

- | | BHCK | | | |
|--|------|--|--|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act: | | | | |
| a. Net assets | C252 | | | 20.a. |
| b. Balances due from related institutions: | | | | |
| (1) Due from the holding company (parent company only), gross | 4832 | | | 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross | 4833 | | | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross | 4834 | | | 20.b.(3) |
| c. Balances due to related institutions: | | | | |
| (1) Due to holding company (parent company only), gross | 5041 | | | 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross | 5043 | | | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the 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 (12 U.S.C. § 1843(k)(4)(B)) ¹ | C253 | | | 21. |

1. A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

Schedule HC-M—Continued

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

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

www.CITIZENSBANK.COM

TEXT
C497

http://

22.

Dollar Amounts in Thousands

Memoranda items 23 and 24 are to be completed by all 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

25999

23.b.

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

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

C.I. _____

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

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			594	F174			0	F176			180
(2) Other construction loans and all land development and other land loans				F173			0	F175			547	F177			20644
b. Secured by farmland in domestic offices.....				3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:															
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit				5398			68018	5399			66	5400			355189
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			111052	C237			35	C229			746739
(b) Secured by junior liens				C238			48852	C239			0	C230			170350
d. Secured by multifamily (5 or more) residential properties in domestic offices.....				3499			24507	3500			0	3501			22240
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			9788	F180			155	F182			56486
(2) Loans secured by other nonfarm nonresidential properties				F179			19417	F181			11168	F183			124399
f. In foreign offices				B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:															
a. U.S. banks and other U.S. depository institutions				5377			0	5378			0	5379			0
b. Foreign banks				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers				1594			0	1597			0	1583			0
4. Commercial and industrial loans				1606			22477	1607			50	1608			102310
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			19022	B576			0	B577			19185
b. Automobile loans				K213			35445	K214			0	K215			17214
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..				K216			74184	K217			32342	K218			11207
6. Loans to foreign governments and official institutions				5389			0	5390			0	5391			0
7. All other loans				5459			13846	5460			0	5461			472
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures				F166			0	F167			0	F168			0
b. All other leases				F169			287	F170			0	F171			191

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505		0		3506		0		3507		0	
10. TOTAL (sum of items 1 through 9)	5524		447489		5525		44363		5526		1646806	
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		38208		K037		30793		K038		86581	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		36215		K040		29869		K041		30027	
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		605		K043		0		K044		54956	
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:												
a. Loans secured by real estate in domestic offices:												
(1) Construction, land development, and other land loans:												
(a) 1–4 family residential construction loans	BHDM				BHDM				BHDM			
(b) Other construction loans and all land development and other land loans	K045		0		K046		0		K047		0	
(2) Secured by farmland	K048		0		K049		0		K050		0	
(3) Secured by 1–4 family residential properties:	K051		0		K052		0		K053		0	
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K054		0		K055		0		K056		0	
(b) Closed-end loans secured by 1–4 family residential properties:												
(1) Secured by first liens	K057		0		K058		0		K059		0	
(2) Secured by junior liens	K060		0		K061		0		K062		0	
(4) Secured by multifamily (5 or more) residential properties	K063		0		K064		0		K065		0	
(5) Secured by nonfarm nonresidential properties:												
(a) Loans secured by owner-occupied nonfarm nonresidential properties	K066		0		K067		0		K068		0	
(b) Loans secured by other non-farm nonresidential properties	K069		0		K070		0		K071		0	
b. Loans to finance agricultural production and other loans to farmers	BHCK				BHCK				BHCK			
c. Commercial and industrial loans	K072		0		K073		0		K074		0	
	K075		0		K076		0		K077		0	

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
12.d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):													
(1) Credit cards	K078			0	K079			0	K080			0	12.d.(1)
(2) Automobile loans	K081			0	K082			0	K083			0	12.d.(2)
(3) Other consumer loans	K084			0	K085			0	K086			0	12.d.(3)
e. All other loans and leases	K087			0	K088			0	K089			0	12.e.
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			3310	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	BHCK				BHCK				BHCK				M.1.b.
	F661			10670	F662			0	F663			636497	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				M.1.c.
	K111			0	K112			0	K113			877	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			0	K115			0	K116			17692	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117			0	K118			0	K119			57421	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		659		K121		0		K122		43013	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		13622		K127		2224		K128		16740	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers												
	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		3692		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		9570		K281		2224		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		607		1912		125		1913		486	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		0		C241		0		C226		0	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664				F665				F666			M.5.b.(1)
(2) Unpaid principal balance	F667				F668				F669			M.5.b.(2)

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

Schedule HC-N—Continued**Memoranda—Continued**

Item 6 is to be reported only by 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			328	3530			106

M.6.

Dollar Amounts in Thousands				BHCK							
7. Additions to nonaccrual assets during the quarter.....								C410			345874
8. Nonaccrual assets sold during the quarter								C411			0

M.7.

M.8.

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

M.9.a.

M.9.b.

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

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

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F066		903151		1.a.
b. Closed-end junior liens	F067		144		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F068		0		2.a.
b. Closed-end junior liens	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
a. Closed-end first liens	F070		1025179		3.a.
b. Closed-end junior liens	F071		116		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):					
a. Closed-end first liens	F072		306946		4.a.
b. Closed-end junior liens	F073		28		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.c, 5.f, 5.g, and 5.i):					
a. Closed-end 1–4 family residential mortgage loans	F184		0		5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560		0		5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678		6131		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:					
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		4091		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

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 holding companies.

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK				
Assets																					
1. Available-for-sale securities	1773		19871340		G474			0	G475			21967	G476			19849373	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			306974	G484			0	G485			0	G486			306974	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			731193	G493			84889	G494			0	G495			816082	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			11392	G392			22446	G395			0	G396			33140	G804			698	6.
7. Total assets measured at fair value on a recurring basis.....	G502			20920899	G503			107335	G504			21967	G505			21005569	G506			698	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			634147	G512			84889	G513			0	G514			719036	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			373885	G806			22446	G807			0	G808			396331	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis.....	G531			1008032	G532			107335	G533			0	G534			1115367	G535			0	14.

Schedule HC-Q—Continued

Memoranda

				(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements							
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				BHCK								
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																								
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	G539			0	M.1.a.				
b. Nontrading derivative assets.....				G541			10694	G542			22446	G543			0	G544			33140	G545			0	M.1.b.
c.	BHTX G546	VENTURE CAPITAL INVESTMENTS		G546			698	G547			0	G548			0	G549			0	G550			698	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			373885	G567			22446	G568			0	G569			396331	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.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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C.I. _____

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Dollar Amounts in Thousands

Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	19413271	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	16113	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	-654601	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	10000	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	6551578	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	13510181	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	11362	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	13498819	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	1016000	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	1209761	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	985	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	2226746	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	2226746	18.

19. Not applicable

20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20)	3792	15725565	21.

Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5)	BHCT		
	3368	118014108	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	6551578	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	11362	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	-373033	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	111824201	27.
28.-30. Not applicable			

Capital Ratios

	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	12.07	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	13.95	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	16.26	33.

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

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

Schedule HC-R—Continued

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

													C000					
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)		
							Allocation by Risk-Weight Category											
							0%			20%			50%			100%		
Dollar Amounts in Thousands																		
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9		
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010																	
	3243429			0			2584699			658730						0		
	BHCX 1754																	
35. Held-to-maturity securities	0			0			0			0			0			0		
	BHCX 1773																	
36. Available-for-sale securities	19871340			24420			6963540			11942041			53137			888202		
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225																	
	0						0			0						0		
	BHCT 5369																	
38. Loans and leases held for sale	306974			0			0			0			306946			28		
	BHCT B528																	
39. Loans and leases, net of unearned income	85552289			0			6858			1489473			19370993			64684965		
	BHCX 3123																	
40. LESS: Allowance for loan and lease losses	1218634			1218634														
	BHCX 3545																	
41. Trading assets	731193			731193			0			0			0			0		
	BHCK B639																	
42. All other assets¹	12251656			6533856			504128			499251			4247			4710174		
	BHCT 2170																	
43. Total assets (sum of items 34 through 42)	120738247			6070835			10059225			14589495			19735323			70283369		

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹	(Column C)	(Column D)	(Column E)	(Column F)					
				Allocation by Risk-Weight Category								
				0%		20%			50%		100%	
Dollar Amounts in Thousands												
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9					
44. Financial standby letters of credit.....	2797908	1.00 or 12.5 ²	2797908	71106	0	0	2726802	44.				
	BHCT 6570											
45. Performance standby letters of credit.....	154000	.50	77000	2153	1000	0	73847	45.				
	BHCT 3411											
46. Commercial and similar letters of credit....	64890	.20	12978	0	0	0	12978	46.				
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429											
	0	1.00	0	0	0		0	47.				
	BHCT 3433											
48. Securities lent.....	0	1.00	0	0	0	0	0	48.				
49. Retained recourse on small business obligations sold with recourse	BHCT A250											
	0	1.00	0	0	0	0	0	49.				
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement												
	BHCK B541											
	5778	12.5 ³	72225				72225	50.				
	BHCK B675											
51. All other financial assets sold with recourse ..	8178	1.00	8178	0	0	8178	0	51.				
	BHCK B681											
52. All other off-balance-sheet liabilities.....	26494	1.00	26494	0	0	0	26494	52.				
53. Unused commitments:												
a. With an original maturity exceeding one year	BHCK 6572											
	20212988	.50	10106494	0	24762	40	10081692	53.a.				
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCK G591											
	0	.10	0	0	0	0	0	53.b.				
			BHCE A167									
54. Derivative contracts			1239722	0	356674	883048		54.				

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

					(Column C)	(Column D)	(Column E)	(Column F)		
					Allocation by Risk-Weight Category					
					0%	20%	50%	100%		
Dollar Amounts in Thousands										
Totals										
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)					BHCK B696	BHCK B697	BHCK B698	BHCK B699		
					10132484	14971931	20626589	83277407	55.	
56. Risk-weight factor					x 0%	x 20%	x 50%	x 100%	56.	
					BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)					0	2994386	10313295	83277407	57.	
58. Market risk equivalent assets								BHCK 1651		
								195814	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		
								96780902	59.	
60. LESS: Excess allowance for loan and lease losses								BHCK A222		
								46194	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					
					96734708	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		848650	M.1.													
										With a remaining maturity of																
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years								
Dollar Amounts in Thousands										BHCK					BHCK					BHCK						
2. Notional principal amounts of derivative contracts: ¹																										
a. Interest rate contracts										3809			6571222		8766			18774242		8767			11228227		M.2.a.	
b. Foreign exchange contracts										3812			6530239		8769			1269497		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				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK				
7. Not applicable	F031			0	M.6.
8. Restricted core capital elements included in Tier 1 capital:					
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219			0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220			0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990			0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502			10000	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221			6542878	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			0.07	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.

C.I. _____

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

	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
	0	0	0	0	0	0	0	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
	13956	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
	13956	0	0	0	0	0	0	

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249					0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250					0	M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804					8178	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805					18789530	M.2.b.
c. Other financial assets ¹	A591					4398903	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					131475	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 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 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) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Schedule HC-V—Variable Interest Entities

	(Column A) Securitization Vehicles				(Column B) ABCP Conduits				(Column C) Other VIEs				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:													
a. Cash and balances due from depository institutions	J981			0	J982			0	J983			0	1.a.
b. Held-to-maturity securities	J984			0	J985			0	J986			0	1.b.
c. Available-for-sale securities	J987			0	J988			0	J989			0	1.c.
d. Securities purchased under agreements to resell...	J990			0	J991			0	J992			0	1.d.
e. Loans and leases held for sale	J993			0	J994			0	J995			0	1.e.
f. Loans and leases, net of unearned income	J996			0	J997			0	J998			0	1.f.
g. Less: Allowance for loan and lease losses.....	J999			0	K001			0	K002			0	1.g.
h. Trading assets (other than derivatives)	K003			0	K004			0	K005			0	1.h.
i. Derivative trading assets	K006			0	K007			0	K008			0	1.i.
j. Other real estate owned	K009			0	K010			0	K011			0	1.j.
k. Other assets	K012			0	K013			0	K014			0	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting 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 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 holding company's total consolidated assets as of the previous quarter-end, whichever is less.

		Dollar Amounts in Thousands				
	TEXT	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 holding company wishes to explain, that has been separately disclosed in the 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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The 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 holding company				
	0000			750

Notes to the Balance Sheet (Other)

		Dollar Amounts in Thousands				
	TEXT	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

		Dollar Amounts in Thousands	BHCK			
7.	TEXT					
	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.