Last Update: 20100820.073258

FR Y–9C
OMB Number 7100–0128
Avg. hrs. per response: 41.65
Expires March 31, 2011

Board of Governors of the Federal Reserve System

RSSD ID: 1132449

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

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

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

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

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

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

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

Signature of Chief Financial Officer (or Equivalent)

Date of Signature

Date of Report:

December 31, 2009
Month / Date / Year (BHCK 9999)

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

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

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

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

For Federal Reserve Bank Use Only

RSSD ID ____________

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

For Federal Reserve Bank Use Only
RSSD Number ______
S.F. ___

RSSD ID: 1132449

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands	BHCK		
1. Interest income			
a. Interest and fee income on loans:			
(1) In domestic offices:			
(a) Loans secured by 1–4 family residential properties	4435	2222232	1.a.(1)(a)
(b) All other loans secured by real estate	4436	454697	1.a.(1)(b)
(c) All other loans	F821	1854176	1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059	0	1.a.(2)
b. Income from lease financing receivables	4065	121738	1.b.
c. Interest income on balances due from depository institutions[1]	4115	13897	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	3876	1.d.(1)
(2) Mortgage-backed securities	B489	1164779	1.d.(2)
(3) All other securities	4060	7093	1.d.(3)
e. Interest income from trading assets	4069	56	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020	21	1.f.
g. Other interest income	4518	35977	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107	5878542	1.h.
2. Interest expense			
a. Interest on deposits:			
(1) In domestic offices:			
(a) Time deposits of $100,000 or more	A517	346150	2.a.(1)(a)
(b) Time deposits of less than $100,000	A518	372686	2.a.(1)(b)
(c) Other deposits	6761	581339	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172	1985	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180	135034	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185	891652	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397	65106	2.d.
e. Other interest expense	4398	0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073	2393952	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074	3484590	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230	2763752	4.
5. Noninterest income:			
a. Income from fiduciary activities	4070	24898	5.a.
b. Service charges on deposit accounts in domestic offices	4483	705764	5.b.
c. Trading revenue[2]	A220	-12974	5.c.
d. (1) Fees and commissions from securities brokerage	C886	37618	5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888	225	5.d.(2)
(3) Fees and commissions from annuity sales	C887	39717	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386	0	5.d.(4)
(5) Income from other insurance activities	C387	4259	5.d.(5)
e. Venture capital revenue	B491	-13765	5.e.
f. Net servicing fees	B492	324335	5.f.
g. Net securitization income	B493	0	5.g.
h. Not applicable			
i. Net gains (losses) on sales of loans and leases	8560	26290	5.i.
j. Net gains (losses) on sales of other real estate owned	8561	-7454	5.j.

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

Schedule HI—Continued

Dollar Amounts in Thousands	BHCK		
5. k. Net gains (losses) on sales of other assets (excluding securities)	B496	-7008	5.k.
l. Other noninterest income[3]	B497	696002	5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079	1817907	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	17934	6.b.
7. Noninterest expense:			
a. Salaries and employee benefits	4135	1643351	7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217	683310	7.b.
c. (1) Goodwill impairment losses	C216	0	7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232	154448	7.c.(2)
d. Other noninterest expense[4]	4092	1216249	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093	3697358	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	-1140679	8.
9. Applicable income taxes (foreign and domestic)	4302	-400697	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300	-739982	10.
11. Extraordinary items **and other adjustments**, net of income taxes[5]	4320	0	11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104	-739982	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	27	13.
14. **Net income (loss) attributable to bank holding company (item 12 minus item 13)**	4340	-740009	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	3494332	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592	-1130937	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	4714	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	6204	M.4.

	BHCK	Number	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	21297	M.5.

6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than $25,000 that exceed 3% of Schedule HI, item 5.l):	BHCK		
a. Income and fees from the printing and sale of checks	C013	0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014	49160	M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016	99896	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.

RSSD ID: 1132449

Schedule HI—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK	Amount	
6. g. Bank card and credit card interchange fees	F555	215209	M.6.g.
h. **Gains on bargain purchases**	J447	0	M.6.h.
i. TEXT 8562 FX FEE INCOME	8562	64413	M.6.i.
j. TEXT 8563 LETTERS OF CREDIT FEES	8563	64505	M.6.j.
k. TEXT 8564 UNUSED LINE COMMITMENT FEE	8564	26143	M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than $25,000 that exceed 3% of the sum of Schedule HI, item 7.d):			
a. Data processing expenses	C017	82867	M.7a.
b. Advertising and marketing expenses	0497	139818	M.7.b.
c. Directors' fees	4136	0	M.7.c.
d. Printing, stationery, and supplies	C018	0	M.7.d.
e. Postage	8403	41526	M.7.e.
f. Legal fees and expenses	4141	39214	M.7.f.
g. FDIC deposit insurance assessments	4146		M.7.g.
h. Accounting and auditing expenses	F556	0	M.7.h.
i. Consulting and advisory expenses	F557	0	M.7.i.
j. Automated teller machine (ATM) and interchange expenses	F558	0	M.7.j.
k. Telecommunications expenses	F559	44114	M.7.k.
l. TEXT 8565 COLLECTION EXPENSE	8565	65632	M.7.l.
m. TEXT 8566	8566	0	M.7.m.
n. TEXT 8567	8567	0	M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):			
a. (1) TEXT 3571	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.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year):			
a. Interest rate exposures	8757	2545	M.9.a.
b. Foreign exchange exposures	8758	-15519	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	Amount	
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	36078	M.11.
Memorandum item 12.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]			
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431	77336	M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242	0	M.12.b.(1)
(2) All other insurance premiums	C243	0	M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983	0	M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? **(Enter "1" for yes; enter "0" for no)**	A530	0	M.13.

Dollar Amounts in Thousands	BHCK	Amount	
Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.			
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:			
a. Net gains (losses) on assets	F551	695	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.

	BHCK	Year-to-date	
Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.			
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a))	F228	3	M.16.

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

RSSD ID: 1132449

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

Dollar Amounts in Thousands			
	BHCK		
1. Total bank holding company equity capital **most recently reported** for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217	19952314	1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507	0	2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508	19952314	3.
	bhct		
4. Net income (loss) **attributable to bank holding company** (must equal Schedule HI, item 14)	4340	-740009	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	-1585000	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	3315000	6.b.
7. Sale of treasury stock	4782	0	7.
8. LESS: Purchase of treasury stock	4783	0	8.
9. Changes incident to business combinations, net	4356	0	9.
10. LESS: Cash dividends declared on preferred stock	4598	0	10.
11. LESS: Cash dividends declared on common stock	4460	0	11.
12. Other comprehensive income[1]	B511	1333714	12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591	0	13.
14. Other adjustments to equity capital (not included above)	3581	0	14.
	bhct		
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	3210	22276019	15.

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

RSSD ID: 1132449

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

Dollar Amounts in Thousands	BHCK	(Column A) Charge-offs[1]	BHCK	(Column B) Recoveries	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	C891	7902	C892	47	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893	110423	C894	250	1.a.(2)
b. Secured by farmland in domestic offices	3584	0	3585	0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411	191178	5412	11463	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:					
(a) Secured by first liens	C234	136649	C217	7337	1.c.(2)(a)
(b) Secured by junior liens	C235	673670	C218	54722	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	57050	3589	653	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895	56166	C896	649	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897	157504	C898	1917	1.e.(2)
f. In foreign offices	B512	0	B513	0	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions	4653	0	4663	0	2.a.
b. To foreign banks	4654	0	4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	4655	0	4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile)	4645	334437	4617	31871	4.a.
b. To non-U.S. addressees (domicile)	4646	0	4618	0	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards	B514	267008	B515	9322	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516	399932	B517	68161	5.b.
6. Loans to foreign governments and official institutions	4643	0	4627	0	6.
7. All other loans	4644	49153	4628	7184	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures	F185	0	F187	0	8.a.
b. All other leases	C880	38028	F188	161	8.b.
9. Total (sum of items 1 through 8)	4635	2479100	4605	193737	9.

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

Schedule HI-B—Continued

MEMORANDA

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

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

	Calendar year-to-date		
	BHCK		
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388	47847	M.3.

Dollar Amounts in Thousands	BHCK		
II. Changes in allowance for loan and lease losses			
1. Balance **most recently** reported at end of previous year (i.e., after adjustments from amended Reports of Income)	B522	1730999	1.
	bhct		
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605	193737	2.
	BHCK		
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	C079	2424100	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523	55000	4.
	bhct		
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230	2763752	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	2209388	7.

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

RSSD ID: 1132449

Schedule HI-B—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK	Amount	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435	0	M.1.
Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).			
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389	12123	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390	0	M.3.
Memorandum item 4 is to be completed by all bank holding companies.			
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781	0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

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

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only
C.I. ___

RSSD ID: 1132449

CITIZENS FINANCIAL GROUP, INC.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20091231

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	1846022	1.a.
b. Interest-bearing balances:[2]					
(1) In U.S. offices			0395	5513703	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	26823023	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	961578	4.a.
b. Loans and leases, net of unearned income	B528	95113029			4.b.
c. LESS: Allowance for loan and lease losses	3123	2209388			4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)			B529	92903641	4.d.
5. Trading assets (from Schedule HC-D)			3545	1031315	5.
6. Premises and fixed assets (including capitalized leases)			2145	1064374	6.
7. Other real estate owned (from Schedule HC-M)			2150	55610	7.
8. Investments in unconsolidated subsidiaries and associated companies			2130	1500	8.
9. **Direct and indirect investments in real estate ventures**			3656	133885	9.
10. Intangible assets:					
a. Goodwill			3163	11708913	10.a.
b. Other intangible assets (from Schedule HC-M)			0426	336753	10.b.
11. Other assets (from Schedule HC-F)			2160	5631975	11.
12. Total assets (sum of items 1 through 11)			2170	148012292	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.

RSSD ID:
1132449

Schedule HC—Continued

Dollar Amounts in Thousands			
LIABILITIES			
13. Deposits:			
a. In domestic offices (from Schedule HC-E):	BHDM		
(1) Noninterest-bearing[1]	6631	19224705	13.a.(1)
(2) Interest-bearing	6636	78330481	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	686371	13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM		
a. Federal funds purchased in domestic offices[2]	B993	1350000	14.a.
	BHCK		
b. Securities sold under agreements to repurchase[3]	B995	2827059	14.b.
15. Trading liabilities (from Schedule HC-D)	3548	878979	15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3190	18608327	16.
17. Not applicable			
18. Not applicable			
19. a. Subordinated notes and debentures[4]	4062	410633	19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	521821	19.b.
20. Other liabilities (from Schedule HC-G)	2750	2897769	20.
21. Total liabilities (sum of items 13 through 20)	2948	125736145	21.
22. **Not applicable**			
EQUITY CAPITAL			
Bank Holding Company Equity Capital			
23. Perpetual preferred stock and related surplus	3283	0	23.
24. Common stock (par value)	3230	0	24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18537864	25.
26. a. Retained earnings	3247	4836033	26.a.
b. Accumulated other comprehensive income[5]	B530	-1097878	26.b.
c. Other equity capital components[6]	A130	0	26.c.
27. a. Total **bank holding company** equity capital (sum of items 23 through 26.c)	3210	22276019	27.a.
b. **Noncontrolling (minority) interests in consolidated subsidiaries**	3000	128	27.b.
28. Total equity capital (sum of items 27.a and 27.b)	G105	22276147	28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	148012292	29.

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

RSSD ID:
1132449

Schedule HC—Continued

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

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

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

a.
DELOITTE & TOUCHE LLP
(1) Name of External Auditing Firm (TEXT C703)
BOSTON
(2) City (TEXT C708)
MA
(3) State Abbrev. (TEXT C714)
02116
(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 (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
1. U.S. Treasury securities	0211	0	0213	0	1286	95065	1287	95368	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	127117	8499	127616	3.
4. Mortgage-backed securities (MBS)									
a. **Residential** pass-through securities:									
(1) Guaranteed by GNMA	G300	0	G301	0	G302	146398	G303	156261	4.a.(1)
(2) Issued by FNMA and FHLMC	G304	0	G305	0	G306	7585701	G307	7886652	4.a.(2)
(3) Other pass-through securities	G308	0	G309	0	G310	1886892	G311	1692871	4.a.(3)
b. Other **residential** mortgage-backed securities (include CMOs, REMICs, and stripped MBS):									
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	G312	0	G313	0	G314	13258837	G315	13611211	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	G316	0	G317	0	G318	0	G319	0	4.b.(2)
(3) All other **residential** mortgage-backed securities	G320	0	G321	0	G322	1207202	G323	930507	4.b.(3)
c. **Commercial MBS:**									
(1) **Commercial pass-through securities**	G324	0	G325	0	G326	0	G327	0	4.c.(1)
(2) **Other commercial MBS**	G328	0	G329	0	G330	2238776	G331	2299188	4.c.(2)
5. **Asset-backed securities and structured financial products:**									
a. **Asset-backed Securities (ABS)**	C026	0	C988	0	C989	4976	C027	5336	5.a.
b. **Structured financial products:**									
(1) **Cash**	G336	0	G337	0	G338	0	G339	0	5.b.(1)
(2) **Synthetic**	G340	0	G341	0	G342	0	G343	0	5.b.(2)
(3) **Hybrid**	G344	0	G345	0	G346	0	G347	0	5.b.(3)
6. Other debt securities:									
a. Other domestic debt securities	1737	0	1738	0	1739	0	1741	0	6.a.
b. Foreign debt securities	1742	0	1743	0	1744	4500	1746	4501	6.b
7. Investments in mutual funds and other equity securities with readily determinable fair values					A510	12307	A511	13512	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754	0	1771	0	1772	26567771	bhct 1773	26823023	8.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export–Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Pledged securities[1]	0416	13098243	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	8280344	M.2.a.
b. Over 1 year to 5 years	0384	59669	M.2.b.
c. Over 5 years	0387	18469498	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.

	Held-to-Maturity				Available-for-Sale				
	(Column A) Amortized Cost		(Column B) Fair Value		(Column C) Amortized Cost		(Column D) Fair Value		
Dollar Amounts in Thousands	BHCK		BHCK		BHCK		BHCK		
Memorandum item 5 is to be completed by bank holding companies with total assets over $1 billion or with foreign offices.[4]									
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):									
a. Credit card receivables	B838	0	B839	0	B840	0	B841	0	M.5.a.
b. Home equity lines	B842	0	B843	0	B844	4976	B845	5336	M.5.b.
c. Automobile loans	B846	0	B847	0	B848	0	B849	0	M.5.c.
d. Other consumer loans	B850	0	B851	0	B852	0	B853	0	M.5.d.
e. Commercial and industrial loans	B854	0	B855	0	B856	0	B857	0	M.5.e.
f. Other	B858	0	B859	0	B860	0	B861	0	M.5.f.
6. **Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):**									
a. **Trust preferred securities issued by financial institutions**	G348	0	G349	0	G350	0	G351	0	M.6.a.
b. **Trust preferred securities issued by real estate investment trusts**	G352	0	G353	0	G354	0	G355	0	M.6.b.

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

Schedule HC-B—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost		Held-to-Maturity (Column B) Fair Value		Available-for-Sale (Column C) Amortized Cost		Available-for-Sale (Column D) Fair Value		
	BHCK		BHCK		BHCK		BHCK		
6. c. **Corporate and similar loans**	G356	0	G357	0	G358	0	G359	0	M.6.c.
d. **1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)**	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.

RSSD ID: 1132449

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	58106778			1.
a. Construction, land development, and other land loans:			BHCK		
(1) 1–4 family residential construction loans			F158	242263	1.a.(1)
(2) Other construction loans and all land development and other land loans			F159	2824307	1.a.(2)
			BHDM		
b. Secured by farmland			1420	923	1.b.
c. Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			1797	14992108	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens			5367	19694671	1.c.(2)(a)
(b) Secured by junior liens			5368	8389609	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties			1460	1300239	1.d.
e. Secured by nonfarm nonresidential properties:			BHCK		
(1) Loans secured by owner-occupied nonfarm nonresidential properties			F160	4243623	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties			F161	6419035	1.e.(2)
			BHDM		
2. Loans to depository institutions and acceptances of other banks			1288	74414	2.
a. To U.S. banks and other U.S. depository institutions	1292	74414			2.a.
b. To foreign banks	1296	0			2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	650	1590	650	3.
4. Commercial and industrial loans			1766	15150185	4.
a. To U.S. addressees (domicile)	1763	15103662			4.a.
b. To non-U.S. addressees (domicile)	1764	46523			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)			1975	18065933	6.
a. Credit cards	B538	2202343			6.a.
b. Other revolving credit plans	B539	337785			6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011	15525805			6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081	0	2081	0	7.
8. Not applicable					
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545	24133	1545	24133	9.a.
b. All other loans	1564	1730060	1564	1730060	9.b.
10. Lease financing receivables (net of unearned income)			2165	2922454	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	2922454			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	96074607	2122	96074607	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands	Code	Amount	
	BHDM		
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):			
a. Loans secured by 1–4 family residential properties in domestic offices	F576	193814	M.1.a.
	BHCK		
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	1616	1731	M.1.b.
	BHCK		
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	12978	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837	13018	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)			
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391	101962	M.4.
Memorandum item 5 is to be completed by all bank holding companies.			
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):			
a. Outstanding balance	C779	0	M.5.a.
b**.** Carrying amount included in Schedule HC-C, items 1 through 9	C780	0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:			
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b))	F230	78311	M.6.a.
*Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of **December 31, 2008**, 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).*			
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231	7831	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	1264	M.6.c.
7.–8. Not applicable.			
	BHDM		
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b))	F577	253602	M.9.

RSSD ID:
1132449

Schedule HC-C—Continued

MEMORANDA—Continued

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
10. Loans measured at fair value:					
a. Loans secured by real estate	F608	443528			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	443528	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	518000	F586	518000	M.10.c.(1)
(2) Other revolving credit plans	F587	0	F587	0	M.10.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F588	0	F588	0	M.10.c.(3)
d. Other loans	F589	0	F589	0	M.10.d.
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):					
a. Loans secured by real estate	F609	438431			M.11.a.
(1) Construction, land development, and other land loans			F590	0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F591	0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F592	0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F593	438431	M.11.a.(3)(b)(i)
(ii) Secured by junior liens			F594	0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F595	0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties			F596	0	M.11.a.(5)
b.Commercial and industrial loans	F597	0	F597	0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F598	498107	F598	498107	M.11.c.(1)
(2) Other revolving credit plans	F599	0	F599	0	M.11.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F600	0	F600	0	M.11.c.(3)
d. Other loans	F601	0	F601	0	M.11.d.

Schedule HC-C—Continued

MEMORANDA—Continued

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 contractual 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	M.12.a.
b. Commercial and industrial loans	G094	0	G095	0	G096	0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097	0	G098	0	G099	0	M.12.c.
d. All other loans and all leases	G100	0	G101	0	G102	0	M.12.d.

Dollar Amounts in Thousands	BHCK		
13. **Not applicable.**			
14. **Pledged loans and leases**	G378	44583711	M.14.

RSSD ID: 1132449

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) Domestic Offices		
	BHCM		BHCK		
ASSETS					
1. U.S. Treasury securities	3531	0	3531	0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532	0	3532	0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533	0	3533	0	3.
4. Mortgage-backed securities (MBS):					
a. **Residential** pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	BHCK G379	0	BHDM G379	0	4.a.
b. Other **residential** mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	G380	0	G380	0	4.b.
c. All other **residential** mortgage-backed securities	G381	0	G381	0	4.c.
d. **Commercial MBS**	G382	0	G382	0	4.d.
5. Other debt securities					
a. **Structured financial products:**					
(1) **Cash**	G383	0	G383	0	5.a.(1)
(2) **Synthetic**	G384	0	G384	0	5.a.(2)
(3) **Hybrid**	G385	0	G385	0	5.a.(3)
b. **All other debt securities**	G386	0	G386	0	5.b.
6. Loans:					
a. Loans secured by real estate	F610	0			6.a.
(1) Construction, land development, and other land loans			F604	0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)			F605	0	6.a.(2)
(3) Secured by 1–4 family residential properties:					
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit			F606	0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:					
(i) Secured by first liens			F607	0	6.a.(3)(b)(i)
(ii) Secured by junior liens			F611	0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties			F612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties			F613	0	6.a.(5)
b. Commercial and industrial loans	F614	0	F614	0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards	F615	0	F615	0	6.c.(1)
(2) Other revolving credit plans	F616	0	F616	0	6.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans)	F617	0	F617	0	6.c.(3)
d. Other loans	F618	0	F618	0	6.d.
7.–8. Not applicable					
9. Other trading assets	BHCM 3541	11214	BHCK 3541	11214	9.
10. Not applicable					
11. Derivatives with a positive fair value	3543	1020101	3543	1020101	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5)	bhct 3545	1031315	BHDM 3545	1031315	12.

Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated BHCK		(Column B) Domestic Offices BHDM		
LIABILITIES					
13. a. Liability for short positions:					
(1) **Equity securities**	G209	0	G209	0	13.a.(1)
(2) **Debt securities**	G210	0	G210	0	13.a.(2)
(3) **All other assets**	G211	0	G211	0	13.a.(3)
b. All other trading liabilities	F624	0	F624	0	13.b.
14. Derivatives with a negative fair value	3547	878979	3547	878979	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15)	bhct 3548	878979	3548	878979	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) Other consumer loans (includes single payment, installment, and all student loans)	F635	0	F635	0	M.1.c.(3)
d. Other loans	F636	0	F636	0	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:					
a. Fair value	F639	0	F639	0	M.2.a.
b. Unpaid principal balance	F640	0	F640	0	M.2.b.
3. **Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):**					
a. **Trust preferred securities issued by financial institutions**	G299	0	G299	0	M.3.a.
b. **Trust preferred securities issued by real estate investment trusts**	G332	0	G332	0	M.3.b.
c. **Corporate and similar loans**	G333	0	G333	0	M.3.c.
d. **1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)**	G334	0	G334	0	M.3.d.
e. **1–4 family residential MBS not issued or guaranteed by GSEs**	G335	0	G335	0	M.3.e.
f. **Diversified (mixed) pools of structured financial products**	G651	0	G651	0	M.3.f.
g. **Other collateral or reference assets**	G652	0	G652	0	M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

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

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

RSSD ID:
1132449

Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands	BHCB		
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:			
a. Demand deposits	2210	6554960	1.a.
b. NOW, ATS, and other transaction accounts	3187	4467464	1.b.
c Money market deposit accounts and other savings accounts	2389	61887930	1.c.
d. Time deposits of less than $100,000	6648	14540077	1.d.
e. Time deposits of $100,000 or more	2604	10104755	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:	BHOD		
a. Noninterest-bearing balances	3189	0	2.a.
b. NOW, ATS, and other transaction accounts	3187	0	2.b.
c. Money market deposit accounts and other savings accounts	2389	0	2.c.
d. Time deposits of less than $100,000	6648	0	2.d.
e. Time deposits of $100,000 or more	2604	0	2.e.

MEMORANDA

Dollar Amounts in Thousands	BHDM		
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243	416332	M.1.
2. Brokered deposits less than $100,000 with a remaining maturity of more than one year	A164	5291	M.2.
3. Time deposits of $100,000 or more with a remaining maturity of one year or less	A242	8892823	M.3.
	BHFN		
4. Foreign office time deposits with a remaining maturity of one year or less	A245	686371	M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands	BHCK		
1. Accrued interest receivable[1]	B556	524666	1.
2. Net deferred tax assets[2]	2148	532729	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	1338134	4.
5. Life insurance assets	C009	1169999	5.
6. Other	2168	2066447	6.
	bhct		
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11)	2160	5631975	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	Amount	
1. Not applicable			
2. Net deferred tax liabilities[1]	3049	0	2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557	71376	3.
4. Other	B984	2826393	4.
	bhct		
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750	2897769	5.

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

Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands	BHCK	Amount	
1. Earning assets that are repriceable within one year or mature within one year	3197	40655039	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	21545253	2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298	4260847	3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408	0	4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409	0	5.

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

RSSD ID:
1132449

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

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

I. Property and Casualty Underwriting

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands	BHCK		
ASSETS			
1. Securities	3515	27343245	1.
2. Federal funds sold and securities purchased under agreements to resell	3365	0	2.
3. Loans and leases	3516	97969434	3.
	BHDM		
a. Loans secured by 1–4 family residential properties in domestic offices	3465	43745613	3.a.
b. All other loans secured by real estate in domestic offices	3466	15217768	3.b.
c. All other loans in domestic offices	F724	36156217	3.c.
	BHCK		
4. a. Trading assets	3401	1240178	4.a.
b. Other earning assets	B985	6097039	4.b.
5. Total consolidated assets	3368	150940482	5.
LIABILITIES			
6. Interest-bearing deposits (domestic)	3517	79047636	6.
7. Interest-bearing deposits (foreign)	3404	615390	7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353	4348631	8.
9. All other borrowed money	2635	19544784	9.
10. Not applicable			
EQUITY CAPITAL			
11. **Total** equity capital (excludes limited-life preferred stock)	3519	22670842	11.

RSSD ID: 1132449

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands		BHCK		
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):				
a. Revolving, open-end loans secured by 1–4 family residential properties, e.g., home equity lines		3814	14138836	1.a.
b. Credit card lines		3815	8199141	1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1))		3816	1647939	1.c.(1)
(a) 1–4 family residential construction loan commitments	F164 99901			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165 1548038			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate		6550	20022	1.c.(2)
d. Securities underwriting		3817	0	1.d.
e. Other unused commitments		3818	19306954	1.e.
2. Financial standby letters of credit and foreign office guarantees		6566	5465999	2.
Item 2.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]				
a. Amount of financial standby letters of credit conveyed to others		3820	839686	2.a.
3. Performance standby letters of credit and foreign office guarantees		6570	129478	3.
Item 3.a is to be completed by bank holding companies with $1 billion or more in total assets.[1]				
a. Amount of performance standby letters of credit conveyed to others		3822	0	3.a.
4. Commercial and similar letters of credit		3411	59378	4.
5. Not applicable				
6. Securities lent		3433	0	6.

7. Credit derivatives:	(Column A) **Sold Protection** BHCK		(Column B) **Purchased Protection** BHCK		
a. Notional amounts:					
(1) Credit default swaps	C968	0	C969	0	7.a.(1)
(2) Total return swaps	C970	0	C971	0	7.a.(2)
(3) Credit options	C972	0	C973	0	7.a.(3)
(4) Other credit derivatives	C974	1332389	C975	0	7.a.(4)
b. Gross fair values:					
(1) Gross positive fair value	C219	50164	C221	0	7.b.(1)
(2) Gross negative fair value	C220	0	C222	0	7.b.(2)

	BHCK		
c. **Notional amounts by regulatory capital treatment:**			
(1) **Positions covered under the Market Risk Rule:**			
(a) **Sold protection**	G401	0	7.c.(1)(a)
(b) **Purchased protection**	G402	0	7.c.(1)(b)
(2) **All other positions:**			
(a) **Sold protection**	G403	1332389	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, 2008.

RSSD ID: 1132449

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

Dollar Amounts in Thousands	Remaining Maturity of: (Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
	BHCK		BHCK		BHCK		
7. d. **Notional amounts by remaining maturity:**							
(1) **Sold credit protection:**							
(a) **Investment grade**	G406	387345	G407	894840	G408	50204	7.d.(1)(a)
(b) **Subinvestment grade**	G409	0	G410	0	G411	0	7.d.(1)(b)
(2) **Purchased credit protection**:							
(a) **Investment grade**	G412	0	G413	0	G414	0	7.d.(2)(a)
(b) **Subinvestment grade**	G415	0	G416	0	G417	0	7.d.(2)(b)

	BHCK		
8. Spot foreign exchange contracts	8765	84348	8.
9. All other off-balance sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)	3430	0	9.
a. Securities borrowed	3432	0	9.a.
b. Commitments to purchase when-issued securities	3434	0	9.b.
c. Commitments to sell when-issued securities	3435	0	9.c.
d. TEXT 6561	6561	0	9.d.
e. TEXT 6562	6562	0	9.e.
f. TEXT 6568	6568	0	9.f.
g. TEXT 6586	6586	0	9.g.

10. Not applicable

RSSD ID: 1132449

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts	BHCK 8697 1011780	BHCK 8698 4179606	BHCK 8699 0	BHCK 8700 0	11.b.
c. Exchange-traded option contracts:					
(1) Written options	BHCK 8701 0	BHCK 8702 0	BHCK 8703 0	BHCK 8704 0	11.c.(1)
(2) Purchased options	BHCK 8705 0	BHCK 8706 0	BHCK 8707 0	BHCK 8708 0	11.c.(2)
d. Over-the-counter option contracts:					
(1) Written options	BHCK 8709 1140189	BHCK 8710 0	BHCK 8711 0	BHCK8712 0	11.d.(1)
(2) Purchased options	BHCK 8713 1165189	BHCK 8714 0	BHCK 8715 404	BHCK 8716 0	11.d.(2)
e. Swaps	BHCK 3450 49425193	BHCK 3826 76790	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126 34519631	BHCK A127 4256396	BHCK 8723 0	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725 18222720	BHCK 8726 0	BHCK 8727 404	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value	BHCK 8733 944459	BHCK 8734 75642	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value	BHCK 8737 814714	BHCK 8738 64265	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value	BHCK 8741 13356	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value	BHCK 8745 1042634	BHCK 8746 0	BHCK 8747 0	BHCK 8748 0	14.b.(2)

Schedule HC-L—Continued

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms		(Column B) Monoline Financial Guarantors		(Column C) Hedge Funds		(Column D) Sovereign Governments		(Column E) Corporations and All Other Counterparties		
	BHCK		BHCK		BHCK		BHCK		BHCK		
15. **Over-the counter derivatives:**											
a. **Net current credit exposure**	G418	0	G419	0	G420	0	G421	0	G422	942721	15.a.
b. **Fair value of collateral:**											
(1) **Cash—U.S. dollar**	G423	0	G424	0	G425	0	G426	0	G427	8632	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	430	15.b.(4)
(5) **Corporate bonds**	G443	0	G444	0	G445	0	G446	0	G447	1653	15.b.(5)
(6) **Equity securities**	G448	0	G449	0	G450	0	G451	0	G452	6945	15.b.(6)
(7) **All other collateral**	G453	0	G454	0	G455	0	G456	0	G457	2358289	15.b.(7)
(8) **Total fair value of collateral (sum of items 15.b.(1) through (7))**	G458	0	G459	0	G460	0	G461	0	G462	2375949	15.b.(8)

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

RSSD ID: 1132449

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK		
1. Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED) 3459		3382	1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries		6555	13505113	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	5325848	3.
4. Other assets acquired in satisfaction of debts previously contracted		6557	9133	4.
5. Securities purchased under agreements to resell **offset** against securities sold under agreements to repurchase on Schedule HC		A288	0	5.
6. **Not applicable**				
7. Not applicable				

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

TEXT 6428 ______________________________ ______________________________
Name of bank holding company official verifying FR Y–10 reporting (Please type or print) Area Code and Phone Number (TEXT 9009)

		BHCK		
12. Intangible assets other than goodwill:				
a. Mortgage servicing assets		3164	178523	12.a.
(1) Estimated fair value of mortgage servicing assets	6438 198118			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026	20196	12.b.
c. All other identifiable intangible assets		5507	138034	12.c.
		bhct		
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426	336753	12.d.
13. **Other real estate owned**		2150	55610	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	13693113	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333	4915214	14.c.
		bhct		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190	18608327	14.d.

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

Schedule HC-M—Continued

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

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

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

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

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

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

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

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

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

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

RSSD ID:
1132449

Schedule HC-M—Continued

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

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

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

Dollar Amounts in Thousands	BHCK	Amount	
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	16837000	23.b.
24. **Issuances associated with the U.S. Department of Treasury Capital Purchase Program:**			
a. **Senior perpetual preferred stock or similar items**	G234	0	24.a.
b. **Warrants to purchase common stock or similar items**	G235	0	24.b.

RSSD ID:
1132449

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

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. Loans secured by real estate:							
a. Construction, land development, and other land loans in domestic offices:							
(1) 1–4 family residential construction loans	F172	5531	F174	264	F176	29815	1.a.(1)
(2) Other construction loans and all land development and other land loans	F173	84438	F175	41254	F177	272424	1.a.(2)
b. Secured by farmland in domestic offices	3493	0	3494	0	3495	58	1.b.
c. Secured by 1–4 family residential properties in domestic offices:							
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398	113310	5399	0	5400	142221	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:							
(a) Secured by first liens	C236	268097	C237	22132	C229	432215	1.c.(2)(a)
(b) Secured by junior liens	C238	188741	C239	52	C230	271138	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499	43893	3500	215	3501	112672	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178	41232	F180	0	F182	109865	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179	69359	F181	23750	F183	353847	1.e.(2)
f. In foreign offices	B572	0	B573	0	B574	0	1.f.
2. Loans to depository institutions and acceptances of other banks:							
a. U.S. banks and other U.S. depository institutions	5377	0	5378	0	5379	0	2.a.
b. Foreign banks	5380	0	5381	0	5382	0	2.b.
3. Loans to finance agricultural production and other loans to farmers	1594	0	1597	0	1583	0	3.
4. Commercial and industrial loans	1606	69484	1607	0	1608	208082	4.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards	B575	56345	B576	0	B577	72697	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578	321496	B579	28759	B580	43166	5.b.
6. Loans to foreign governments and official institutions	5389	0	5390	0	5391	0	6.
7. All other loans	5459	56695	5460	1000	5461	19672	7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures	F166	0	F167	0	F168	0	8.a.
b. All other leases	F169	2125	F170	0	F171	21599	8.b.

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505	0	3506	0	3507	0	9.
10. TOTAL (sum of items 1 through 9)	5524	1320746	5525	117426	5526	2089471	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government **(including loans and leases covered by FDIC loss-sharing agreements)**	5612	32333	5613	26469	5614	82356	11.
a. Guaranteed portion of loans and leases (exclude rebooked “GNMA loans”) included in item 11 above	5615	26146	5616	25675	5617	29309	11.a.
b. Rebooked “GNMA loans” that have been repurchased or are eligible for repurchase included in item 11 above	C866	178	C867	0	C868	2658	11.b.

MEMORANDA

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing		(Column B) Past due 90 days or more and still accruing		(Column C) Nonaccrual		
	BHCK		BHCK		BHCK		
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)							
a. Loans secured by 1–4 family residential properties in domestic offices	F661	13207	F662	596	F663	27421	M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures)	1658	216	1659	0	1661	8207	M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above	6558	0	6559	0	6560	0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees	3508	22	1912	0	1913	126	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	9700	C241	0	C226	11511	M.5.a.
b. Loans measured at fair value:							
(1) Fair value	F664	0	F665	0	F666	0	M.5.b.(1)
(2) Unpaid principal balance	F667	0	F668	0	F669	0	M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands	BHCK		BHCK		
6. Derivative contracts:					
Fair value of amounts carried as assets	3529	2141	3530	2383	M.6.

Dollar Amounts in Thousands	BHCK		
7. Additions to nonaccrual assets during the quarter	C410	1188956	M.7.
8. Nonaccrual assets sold during the quarter	C411	37343	M.8.

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

Schedule HC-P is to be completed by (1) all bank holding companies with $1 billion or more in total assets[1] and (2) bank holding companies with less than $1 billion in total assets at which either 1–4 family residential mortgage loan originations and purchases for resale[2] from all sources, loan sales, or quarter-end loans held for sale 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	1143646	1.a.
b. Closed-end junior liens	F067	455	1.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F670	0	1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0	1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:[2]	BHCK		
a. Closed-end first liens	F068	0	2.a.
b. Closed-end junior liens	F069	0	2.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F672	0	2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0	2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK		
a. Closed-end first liens	F070	1054771	3.a.
b. Closed-end junior liens	F071	503	3.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F674	0	3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0	3.c.(2)
4. 1–4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):	BHCK		
a. Closed-end first liens	F072	443528	4.a.
b. Closed-end junior liens	F073	50	4.b.
c. Open-end loans extended under lines of credit:	BHDM		
(1) Total commitment under the lines of credit	F676	0	4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0	4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):	BHCK		
a. Closed-end 1–4 family residential mortgage loans	F184	0	5.a.
	BHDM		
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0	5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:			
a. Closed-end first liens	F678	209	6.a.
b. Closed-end junior liens	F679	0	6.b.
c. Open-end loans extended under lines of credit:			
(1) Total commitment under the lines of credit	F680	0	6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0	6.c.(2)

1. The $1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.
2. Exclude originations and purchases of 1–4 family residential mortgage loans that are held for investment.

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

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

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
ASSETS	bhcy										
1. **Available-for-sale securities**	1773	26823023	G474	0	G475	95368	G476	26727655	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	961528	G484	0	G485	0	G486	961528	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	1020101	G493	0	G494	0	G495	1020101	G496	0	5.a.
b. **Other trading assets**	BHCK G497	11214	G498	0	G499	0	G500	11214	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	87143	G392	0	G395	4617	G396	176	G804	82350	6.
7. **Total assets measured at fair value on a recurring basis**	G502	28903009	G503	0	G504	99985	G505	28720674	G506	82350	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	878979	G512	0	G513	0	G514	878979	G515	0	10.a.
b. **Other trading liabilities**	BHCK 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	1042634	G806	0	G807	0	G808	1042634	G809	0	13.
14. **Total liabilities measured at fair value on a recurring basis**	G531	1921613	G532	0	G533	0	G534	1921613	G535	0	14.

Schedule HC-Q—Continued

Dollar Amounts in Thousands	(Column A) Total Fair Value Reported on Schedule HC		(Column B) LESS: Amounts Netted in the Determination of Total Fair Value		(Column C) Level 1 Fair Value Measurements		(Column D) Level 2 Fair Value Measurements		(Column E) Level 3 Fair Value Measurements		
	BHCK		BHCK		BHCK		BHCK		BHCK		
Memoranda											
1. **All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than $25,000 and exceed 25% of item 6):**											
a. **Mortgage servicing assets**	G536	0	G537	0	G538	0	G539	0	G540	0	M.1.a.
b. **Nontrading derivative assets**	G541	13356	G542	0	G543	4617	G544	176	G545	8563	M.1.b.
c. BHTX G546 VENTURE CAPITAL INVESTMENTS	G546	73787	G547	0	G548	0	G549	0	G550	73787	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% 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	1042634	G567	0	G568	0	G569	1042634	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.

For Federal Reserve Bank Use Only
C.I.

RSSD ID: 1132449

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands	BHCX		
Tier 1 capital			
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	22276019	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	126111	2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges[1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336	-1223989	4.
5. LESS: Nonqualifying perpetual preferred stock	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214	128	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock)[2]	G215	506000	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590	11795283	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	12084742	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591	2237	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	12082505	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	160000	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	1312063	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	542	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1472605	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1472605	18.
19. Tier 3 capital allocated for market risk	1395	0	19.
20. LESS: Deductions for total risk-based capital	B595	0	20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792	13555110	21.
Total assets for leverage ratio	bhct		
22. Average total assets (from Schedule HC-K, item 5)	3368	150940482	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590	11795283	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591	2237	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK B596	0	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224	139142962	27.
28.–30. Not applicable			

Capital ratios	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	8.68 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	11.62 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	13.03 %	33.

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

Schedule HC-R—Continued

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

C000

Dollar Amounts in Thousands	(Column A) Totals *(from Schedule HC)*	(Column B) Items Not Subject to Risk-Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Balance Sheet Asset Categories		BHCE	BHC0	BHC2	BHC5	BHC9	
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 7359725	0	6239945	1119780		0	34.
35. Held-to-maturity securities	bhcx 1754 0	0	0	0	0	0	35.
36. Available-for-sale securities	bhcx 1773 26823023	254710	9610890	14665863	453604	1837956	36.
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225 0		0	0		0	37.
38. Loans and leases held for sale	bhct 5369 961578	0	0	0	443528	518050	38.
39. Loans and leases, net of unearned income	bhct B528 95113029	0	13386	4393618	21790836	68915189	39.
40. LESS: Allowance for loan and lease losses	bhcx 3123 2209388	2209388					40.
41. Trading assets	bhcx 3545 1031315	1020101	0	0	0	11214	41.
42. All other assets[1]	BHCK B639 18933010	11931126	1086329	837034	18261	5060260	42.
43. Total assets (sum of items 34 through 42)	bhct 2170 148012292	10996549	16950550	21016295	22706229	76342669	43.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
Derivatives and Off-Balance Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	5465999	1.00 or 12.5[2]	5465999	121600	839686	0	4504713	44.
45. Performance standby letters of credit	bhct 6570 129478	.50	64739	16878	1729	0	46132	45.
46. Commercial and similar letters of credit	bhct 3411 59378	.20	11876	0	4843	0	7033	46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429 0	1.00	0	0	0		0	47.
48. Securities lent	bhct 3433 0	1.00	0	0	0	0	0	48.
49. Retained recourse on small business obligations sold with recourse	bhct A250 0	1.00	0	0	0	0	0	49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCK B541 5504	12.5[3]	68800				68800	50.
51. All other financial assets sold with recourse	BHCK B675 7802	1.00	7802	0	0	7802	0	51.
52. All other off-balance sheet liabilities	BHCK B681 55391	1.00	55391	0	0	0	55391	52.
53. **Unused commitments:**								
a. **With an original maturity exceeding one year**	BHCK 6572 15973186	.50	7986593	0	491276	845	7494472	53.a.
b. **With an original maturity of one year or less to asset-backed commercial paper conduits**	BHCK G591 0	.10	0	0	0	0	0	53.b.
54. Derivative contracts			BHCE A167 1439673	0	340681	1098992		54.

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

Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C) Allocation by Risk Weight Category 0%	(Column D) 20%	(Column E) 50%	(Column F) 100%	
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 17089028	BHCK B697 22694510	BHCK B698 23813868	BHCK B699 88519210	55.
56. Risk weight factor	× 0%	× 20%	× 50%	× 100%	56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700 0	BHCK B701 4538902	BHCK B702 11906934	BHCK B703 88519210	57.
58. Market risk equivalent assets				BHCK 1651 0	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)				BHCK B704 104965046	59.
60. LESS: Excess allowance for loan and lease losses				BHCK A222 968701	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 103996345	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	1031277	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	6948109	8766	32453606	8767	12200447	M.2.a.
b. Foreign exchange contracts	3812	3748487	8769	499572	8770	8337	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	404	A002	0	M.2.f
g. **Credit derivative contracts: Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:**							
(1) **Investment grade**	G597	0	G598	0	G599	0	M.2.g.(1)
(2) **Subinvestment grade**	G600	0	G601	0	G602	0	M.2.g.(2)

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

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

Schedule HC-R—Continued

MEMORANDA—Continued

Dollar Amounts in Thousands	BHCK	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031	0	M.6.
7. **Not applicable**			
8. **Restricted core capital elements included in Tier 1 capital:**			
a. **Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)**	G219	0	M.8.a
b. **Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)**	G220	0	M.8.b.
c. **Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)**	5990	0	M.8.c.
d. **Qualifying trust preferred securities[2] (included in Schedule HC, item 19.b)**	C502	506000	M.8.d.
9. **Goodwill net of any associated deferred tax liability**	G221	11708913	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	4.16 %	M.10.

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

RSSD ID: 1132449

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

C000

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

Dollar Amounts in Thousands	(Column A) 1–4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B)		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C)		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30–89 days past due		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776 0	BHCK B777 0	BHCK B778 0	BHCK B779 0	BHCK B780 0	BHCK B781 0	BHCK B782 0	9.
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783 0	BHCK B784 0	BHCK B785 0	BHCK B786 0	BHCK B787 0	BHCK B788 0	BHCK B789 0	10.
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790 5595	BHCK B791 0	BHCK B792 0	BHCK B793 0	BHCK B794 0	BHCK B795 0	BHCK B796 0	11.
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797 5595	BHCK B798 0	BHCK B799 0	BHCK B800 0	BHCK B801 0	BHCK B802 0	BHCK B803 0	12.

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands	BHCK		
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:			
a. Outstanding principal balance	A249	0	M.1.a.
b. Amount of retained recourse on these obligations as of the report date	A250	0	M.1.b.
2. Outstanding principal balance of assets serviced for others **(includes participations serviced for others)**:			
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804	7785	M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805	16307446	M.2.b.
c. Other financial assets[1]	A591	689122	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	135616	M.2.d.
3. Asset-backed commercial paper conduits:			
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806	0	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807	0	M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:			
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808	0	M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809	0	M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2]	C407	0	M.4.

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

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

Notes to the Balance Sheet—Other, Continued

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