

## Board of Governors of the Federal Reserve System

RSSD ID: 1132449



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

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

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

This report form is to be filed by bank holding companies with total consolidated assets of **\$500** million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for

further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

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

Date of Report:

**December 31, 2011**

Month / Date / Year (BHCK 9999)

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

Signature of Chief Financial Officer (or Equivalent)

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

CITIZENS FINANCIAL GROUP, INC.

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

*For Federal Reserve Bank Use Only*

RSSD ID

C.I.

S.F.

# Report of Income for Bank Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK				
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices:					
(a) Loans secured by 1–4 family residential properties .....	4435		1571680		1.a.(1)(a)
(b) All other loans secured by real estate .....	4436		356172		1.a.(1)(b)
(c) All other loans .....	F821		1419929		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		113015		1.b.
c. Interest income on balances due from depository institutions <sup>1</sup> .....	4115		6104		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		1974		1.d.(1)
(2) Mortgage-backed securities .....	B489		709816		1.d.(2)
(3) All other securities .....	4060		4792		1.d.(3)
e. Interest income from trading assets .....	4069		0		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		79		1.f.
g. Other interest income .....	4518		34468		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	4107		4218029		1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more .....	A517		97834		2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	A518		127174		2.a.(1)(b)
(c) Other deposits .....	6761		263478		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4172		1396		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		191381		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures) .....	4185		177193		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	4397		25500		2.d.
e. Other interest expense .....	4398		0		2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	4073		883956		2.f.
3. Net interest income (item 1.h minus item 2.f) .....	4074		3334073		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	4230		891208		4.
5. Noninterest income:					
a. Income from fiduciary activities .....	4070		25803		5.a.
b. Service charges on deposit accounts in domestic offices .....	4483		589634		5.b.
c. Trading revenue <sup>2</sup> .....	A220		27936		5.c.
d. (1) Fees and commissions from securities brokerage .....	C886		56677		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	C888		0		5.d.(2)
(3) Fees and commissions from annuity sales .....	C887		34744		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	C386		0		5.d.(4)
(5) Income from other insurance activities .....	C387		6548		5.d.(5)
e. Venture capital revenue .....	B491		8954		5.e.
f. Net servicing fees .....	B492		-2156		5.f.
g. Net securitization income .....	B493		0		5.g.

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

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

## Schedule HI—Continued

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases .....	8560		17963	5.i.	
j. Net gains (losses) on sales of other real estate owned.....	8561		-502	5.j.	
k. Net gains (losses) on sales of other assets (excluding securities).....	B496		5245	5.k.	
l. Other noninterest income <sup>3</sup> .....	B497		776848	5.l.	
m. Total noninterest income (sum of items 5.a through 5.l).....	4079		1547694	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		142883	6.b.	
7. Noninterest expense:					
a. Salaries and employee benefits .....	4135		1636363	7.a.	
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest).....	4217		705733	7.b.	
c. (1) Goodwill impairment losses.....	C216		0	7.c.(1)	
(2) Amortization expense and impairment losses for other intangible assets.....	C232		38099	7.c.(2)	
d. Other noninterest expense <sup>4</sup> .....	4092		982201	7.d.	
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		3362396	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		771046	8.	
9. Applicable income taxes (foreign and domestic).....	4302		277589	9.	
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300		493457	10.	
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup> .....	4320		12315	11.	
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11) .....	G104		505772	12.	
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103		0	13.	
14. Net income (loss) attributable to bank holding company (item 12 minus item 13).....	4340		505772	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		3338555	M.1.	
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	4592		775527	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		2035	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		4395	M.4.	
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		19638	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		48800	M.6.b.	
c. Income and fees from automated teller machines (ATMs).....	C016		87866	M.6.c.	
d. Rent and other income from other real estate owned .....	4042		0	M.6.d.	
e. Safe deposit box rent .....	C015		0	M.6.e.	
f. Net change in the fair values of financial instruments accounted for under a fair value option .....	F229		0	M.6.f.	

**Schedule HI—Continued**

## MEMORANDA—Continued

Dollar Amounts in Thousands

Memorandum A - Continued													
Dollar Amounts in Thousands													
6. g. Bank card and credit card interchange fees.....			BHCK										
			F555				224901		M.6.g.				
h. Gains on bargain purchases.....			J447				0		M.6.h.				
i. <table><tr><td>TEXT</td><td>LETTERS OF CREDIT FEES</td></tr><tr><td>8562</td><td></td></tr></table>			TEXT	LETTERS OF CREDIT FEES	8562				8562		57322		M.6.i.
TEXT	LETTERS OF CREDIT FEES												
8562													
j. <table><tr><td>TEXT</td><td>UNUSED LINE COMMITTEMENT FEE</td></tr><tr><td>8563</td><td></td></tr></table>			TEXT	UNUSED LINE COMMITTEMENT FEE	8563				8563		54071		M.6.j.
TEXT	UNUSED LINE COMMITTEMENT FEE												
8563													
k. <table><tr><td>TEXT</td><td>SYNDICATION FEES</td></tr><tr><td>8564</td><td></td></tr></table>			TEXT	SYNDICATION FEES	8564				8564		45318		M.6.k.
TEXT	SYNDICATION FEES												
8564													
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				55091		M.7.a.				
b. Advertising and marketing expenses.....			0497				102379		M.7.b.				
c. Directors' fees.....			4136				0		M.7.c.				
d. Printing, stationery, and supplies.....			C018				29482		M.7.d.				
e. Postage.....			8403				31297		M.7.e.				
f. Legal fees and expenses.....			4141				40594		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				47108		M.7.i.				
j. Automated teller machine (ATM) and interchange expenses.....			F558				0		M.7.j.				
k. Telecommunications expenses.....			F559				40261		M.7.k.				
l. <table><tr><td>TEXT</td><td>COLLECTION EXPENSE</td></tr><tr><td>8565</td><td></td></tr></table>			TEXT	COLLECTION EXPENSE	8565				8565		82175		M.7.l.
TEXT	COLLECTION EXPENSE												
8565													
m. <table><tr><td>TEXT</td><td>CARRIER SERVICE EXPENSE</td></tr><tr><td>8566</td><td></td></tr></table>			TEXT	CARRIER SERVICE EXPENSE	8566				8566		29658		M.7.m.
TEXT	CARRIER SERVICE EXPENSE												
8566													
n. <table><tr><td>TEXT</td><td></td></tr><tr><td>8567</td><td></td></tr></table>			TEXT		8567				8567		0		M.7.n.
TEXT													
8567													
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):													
a. (1) <table><tr><td>TEXT</td><td>INCOME FROM DISCONTINUED OPERATIONS</td></tr><tr><td>3571</td><td></td></tr></table>			TEXT	INCOME FROM DISCONTINUED OPERATIONS	3571				3571		7118		M.8.a.(1)
TEXT	INCOME FROM DISCONTINUED OPERATIONS												
3571													
(2) Applicable income tax effect.....			BHCK		3572		-5197		M.8.a.(2)				
b. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3573</td><td></td></tr></table>			TEXT		3573				3573		0		M.8.b.(1)
TEXT													
3573													
(2) Applicable income tax effect.....			BHCK		3574		0		M.8.b.(2)				
c. (1) <table><tr><td>TEXT</td><td></td></tr><tr><td>3575</td><td></td></tr></table>			TEXT		3575				3575		0		M.8.c.(1)
TEXT													
3575													
(2) Applicable income tax effect.....			BHCK		3576		0		M.8.c.(2)				
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)													
Memorandum items 9.a through 9.e are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:													
a. Interest rate exposures.....			8757				25938		M.9.a.				
b. Foreign exchange exposures.....			8758				1998		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			
<b>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></b>					
9. f. Impact on trading revenue of changes in the creditworthiness of the bank holding company's derivatives counterparties on the bank holding company's derivative assets (included in Memorandum items 9.a through 9.e above) .....	K090		-12886		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the bank holding company on the bank holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094		0		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading .....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251		23669		M.11.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></b>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .....	8431		91420		M.12.a.
b. (1) Premiums on insurance related to the extension of credit .....	C242		0		M.12.b.(1)
(2) All other insurance premiums .....	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities .....	B983		0		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no) .....	BHCK				
	A530		0		M.13.
Dollar Amounts in Thousands		BHCK			
<b>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.</b>					
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		22160		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.
<b>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.</b>					
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				M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319		189638		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	J320		170323		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b) .....	J321		19315		M.17.c.

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

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

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		22693916		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors.....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		22693916		3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14) .....	4340		505772		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross .....	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock .....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	3579		0		6.a.
b. Conversion or retirement of common stock .....	3580		0		6.b.
7. Sale of treasury stock .....	4782		0		7.
8. LESS: Purchase of treasury stock .....	4783		0		8.
9. Changes incident to business combinations, net .....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock .....	4598		0		10.
11. LESS: Cash dividends declared on common stock .....	4460		0		11.
12. Other comprehensive income <sup>1</sup> .....	B511		163348		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		29861		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		23392897		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 post retirement plan related changes other than net periodic benefit cost.



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

Dollar Amounts in Thousands					(Column A) Charge-offs <sup>1</sup>			(Column B) Recoveries					
					BHCK				BHCK				
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>													
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							4864	C892				1818	1.a.(1)
(2) Other construction loans and all land development and other land loans .....													
C893							33858	C894				21500	1.a.(2)
b. Secured by farmland in domestic offices.....													
3584							16	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							171229	5412				10546	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:													
(a) Secured by first liens .....													
C234							144792	C217				16416	1.c.(2)(a)
(b) Secured by junior liens .....													
C235							378683	C218				24937	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....													
3588							52090	3589				2429	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....													
C895							52757	C896				4023	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....													
C897							104907	C898				18735	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							102102	4617				39001	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							81761	B515				8121	5.a.
b. <b>Automobile loans</b> .....													
K129							45896	K133				33863	5.b.
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....													
K205							175674	K206				28875	5.c.
6. Loans to foreign governments and official institutions .....													
4643							0	4627				0	6.
7. All other loans .....													
4644							38514	4628				7930	7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....													
F185							0	F187				0	8.a.
b. All other leases.....													
C880							158	F188				3560	8.b.
9. Total (sum of items 1 through 8).....													
4635							1387301	4605				221754	9.

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

**Schedule HI-B—Continued**

## MEMORANDA

MEMORANDA

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
	Calendar year-to-date							
Dollar Amounts in Thousands	BHCK				BHCK			
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....	5409			0	5410			0
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652			300	4662			36

M.1.

M.2.

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

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			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses) .....	C388		27334	M.3.

Dollar Amounts in Thousands		BHCK			
<b>II. Changes in allowance for loan and lease losses</b>					
1. Balance <b>most recently</b> reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522			2004948	1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			221754	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK				
	C079			1387301	3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0	4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			891208	5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233			-32928	6.
	bhct				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	3123			1697681	7.

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



**Schedule HI-B—Continued**

## MEMORANDA

	Dollar Amounts in Thousands	BHCK				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7.....	C435				0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>						
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges.....	C389				5486	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7).....	C390					M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>						
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above).....	C781				0	M.4.

**Notes to the Income Statement—Predecessor Financial Items**

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

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

## Notes to the Income Statement—Other

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

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

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

### Example

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

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

## Notes to the Income Statement—Other

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

Notes to the Income Statement—Other, Continued

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

Name of Bank Holding Company

**Consolidated Financial Statements for Bank Holding Companies**Report at the close of business 20111231**Schedule HC—Consolidated Balance Sheet**

Dollar Amounts in Thousands				BHCK				
<b>ASSETS</b>								
1. Cash and balances due from depository institutions:								
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081					1629512		1.a.
b. Interest-bearing balances: <sup>2</sup>								
(1) In U.S. offices.....	0395					2357695		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					22137342		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 <sup>3</sup> .....	BHCK	B989				0		3.b.
4. Loans and lease financing receivables:								
a. Loans and leases held for sale.....	5369					564374		4.a.
b. Loans and leases, net of unearned income .....	B528					86816802		4.b.
c. LESS: Allowance for loan and lease losses .....	3123					1697681		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....	B529					85119121		4.d.
5. Trading assets (from Schedule HC-D) .....	3545					1260159		5.
6. Premises and fixed assets (including capitalized leases) .....	2145					1163570		6.
7. Other real estate owned (from Schedule HC-M).....	2150					116469		7.
8. Investments in unconsolidated subsidiaries and associated companies .....	2130					1500		8.
9. Direct and indirect investments in real estate ventures.....	3656					101640		9.
10. Intangible assets:								
a. Goodwill.....	3163					11311133		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426					170157		10.b.
11. Other assets (from Schedule HC-F).....	2160					3877870		11.
12. Total assets (sum of items 1 through 11) .....	2170					129810542		12.

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

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

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

## Schedule HC—Continued

Dollar Amounts in Thousands		BHDM			
<b>LIABILITIES</b>					
13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing <sup>1</sup> .....	6631		23222089	13.a.(1)	
(2) Interest-bearing .....	6636		68218506	13.a.(2)	
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:					
(1) Noninterest-bearing .....	BHFN			13.b.(1)	
(2) Interest-bearing .....	6631			13.b.(2)	
	6636		1562823		
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased in domestic offices <sup>2</sup> .....					
	B993		2064400	14.a.	
	BHCK				
b. Securities sold under agreements to repurchase <sup>3</sup> .....	B995		2088214	14.b.	
15. Trading liabilities (from Schedule HC-D) .....	3548		1158368	15.	
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3190		5405824	16.	
17. Not applicable					
18. Not applicable					
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062		400929	19.a.	
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699		508436	19.b.	
20. Other liabilities (from Schedule HC-G) .....	2750		1788056	20.	
21. Total liabilities (sum of items 13 through 20) .....	2948		106417645	21.	
22. Not applicable					
<b>EQUITY CAPITAL</b>					
<b>Bank Holding Company Equity Capital</b>					
23. Perpetual preferred stock and related surplus .....	3283		0	23.	
24. Common stock (par value) .....	3230		0	24.	
25. Surplus (exclude all surplus related to preferred stock) .....	3240		18567725	25.	
26. a. Retained earnings .....	3247		5353233	26.a.	
b. Accumulated other comprehensive income <sup>5</sup> .....	B530		-528061	26.b.	
c. Other equity capital components <sup>6</sup> .....	A130		0	26.c.	
27. a. Total bank holding company equity capital (sum of items 23 through 26.c) .....	3210		23392897	27.a.	
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	3000		0	27.b.	
28. Total equity capital (sum of items 27.a and 27.b) .....	G105		23392897	28.	
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300		129810542	29.	

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

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

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

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

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

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

Schedule HC—Continued

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

BHCK	
C884	1

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) .....
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.<sup>7</sup>

M.1.

- a.

(1) Name of External Auditing Firm (TEXT C703)

BOSTON

(2) City (TEXT C708)

MA02116

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)
- b.

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

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

## Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities .....	0211			0	0213			0	1286			15024	1287			15027	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	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			86157	8499			90245	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			268713	G303			288481	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			14777302	G307			15188009	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			891185	G311			807088	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) <b>Issued or guaranteed by U.S. Government agencies or             sponsored agencies<sup>3</sup></b> .....	G312			0	G313			0	G314			4229581	G315			4374968	4.b.(1)
(2) <b>Collateralized by MBS issued or guaranteed by U.S.             Government agencies or sponsored agencies<sup>3</sup></b> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities .....	G320			0	G321			0	G322			763453	G323			657766	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) <b>Issued or guaranteed by FNMA, FHLMC, or GNMA</b> .....	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) <b>Other pass-through securities</b> .....	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) <b>Issued or guaranteed by U.S. Government agencies                 or sponsored agencies<sup>3</sup></b> .....	K150			0	K151			0	K152			257211	K153			272840	4.c.(2)(a)
(b) <b>All other commercial MBS</b> .....	K154			0	K155			0	K156			440600	K157			428431	4.c.(2)(b)

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

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

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



## Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale										
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value						
	BHCK				BHCK				BHCK				BHCK						
5. Asset-backed securities and structured financial products:																			
a. Asset-backed Securities (ABS) .....	C026			0	C988			0	C989			4086	C027			4467	5.a.		
b. Structured financial products:																			
(1) Cash .....	G336			0	G337			0	G338			0	G339			0	5.b.(1)		
(2) Synthetic .....	G340			0	G341			0	G342			0	G343			0	5.b.(2)		
(3) Hybrid .....	G344			0	G345			0	G346			0	G347			0	5.b.(3)		
6. Other debt securities:																			
a. Other domestic debt securities .....	1737			0	1738			0	1739			0	1741			0	6.a.		
b. Foreign debt securities .....	1742			0	1743			0	1744			500	1746			500	6.b		
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																			
									A510			7336	A511			9520	7.		
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	bhct													bhct					
	1754			0	1771			0	1772			21741148	1773			22137342	8.		

## MEMORANDA

		Dollar Amounts in Thousands			
		BHCK			
1. Pledged securities <sup>1</sup> .....		0416		8345781	M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less .....		0383		2199320	M.2.a.
b. Over 1 year to 5 years .....		0384		3143397	M.2.b.
c. Over 5 years .....		0387		16785105	M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) .....		1778		0	M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost .....		8782		0	M.4.a.
b. Fair value .....		8783		0	M.4.b.

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

## Schedule HC-B—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. <sup>1</sup>																	
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			4086	B845			4467	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans.....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts ..	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets.....	G372			0	G373			0	G374			0	G375			0	M.6.g.

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

**Schedule HC-C—Loans and Lease Financing Receivables**

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK				BHDM				
1. Loans secured by real estate .....	1410		502	772	73				1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans .....					F158		153	966	1.a.(1)
(2) Other construction loans and all land development and other land loans .....					F159		135	5982	1.a.(2)
b. Secured by farmland .....					BHDM				
c. Secured by 1–4 family residential properties:					1420		1994		1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....									
(2) Closed-end loans secured by 1–4 family residential properties:					1797		1776	0603	1.c.(1)
(a) Secured by first liens .....					5367		1454	5685	1.c.(2)(a)
(b) Secured by junior liens .....					5368		5080	179	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties .....					1460		1254	500	1.d.
e. Secured by nonfarm nonresidential properties:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....					BHCK				
(2) Loans secured by other nonfarm nonresidential properties .....					F160		442	1437	1.e.(1)
					F161		570	2927	1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks .....	1292		61	463	1288		61	463	2.
a. To U.S. banks and other U.S. depository institutions .....	1296		0						2.a.
b. To foreign banks .....	1590		203		1590		203		2.b.
3. Loans to finance agricultural production and other loans to farmers .....					1766		189	25776	3.
4. Commercial and industrial loans .....	1763		1880	1773					4.
a. To U.S. addressees (domicile) .....	1764		124	003					4.a.
b. To non-U.S. addressees (domicile) .....									4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....					1975		1336	4542	6.
a. Credit cards .....	B538		149	3490					6.a.
b. Other revolving credit plans .....	B539		338	530					6.b.
c. <b>Automobile loans</b> .....	K137		753	7989					6.c.
d. <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K207		399	4533					6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	2081		0		2081		0		7.
8. Not applicable									
9. Loans to nondepository financial institutions and other loans:									
a. Loans to nondepository financial institutions .....	J454		571	662	J454		571	662	9.a.
b. Other loans									
(1) Loans for purchasing or carrying securities (secured or unsecured) .....	1545		3158		1545		3158		9.b.(1)
(2) All other loans (exclude consumer loans) .....	J451		1005	476	J451		1005	476	9.b.(2)
10. Lease financing receivables (net of unearned income) .....					2165		317	1623	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		317	1623					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		8738	1176	2122		8738	1176	12.

## Schedule HC-C—Continued

## MEMORANDA

Dollar Amounts in Thousands

	BHDM				
<b>1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):</b>					
<b>a. Construction, land development, and other land loans in domestic offices:</b>					
(1) 1–4 family residential construction loans .....	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans .....	K159			47	M.1.a.(2)
<b>b. Loans secured by 1–4 family residential properties in domestic offices .....</b>	F576			365373	M.1.b.
<b>c. Secured by multifamily (5 or more) residential properties in domestic offices .....</b>	K160			0	M.1.c.
<b>d. Secured by nonfarm nonresidential properties in domestic offices:</b>					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K161			8912	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K162			23352	M.1.d.(2)
<b>e. Commercial and industrial loans:</b>					
(1) To U.S. addressees (domicile) .....	K163			23758	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	K164			0	M.1.e.(2)
<b>f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....</b>	K165			34748	M.1.f.
<b>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</b>					
(1) Loans secured by farmland in domestic offices .....	K166			0	M.1.f.(1)
<b>(2) Loans to depository institutions and acceptances of other banks .....</b>					
(3) Loans to finance agricultural production and other loans to farmers .....	K167			0	M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168			0	M.1.f.(3)
(a) Credit cards .....	K098			0	M.1.f.(4)(a)
(b) Automobile loans .....	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K204			0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212			0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267			0	M.1.f.(6)
<b>2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), column A, above .....</b>	2746			1454	M.2.
<b>3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....</b>	B837			13718	M.3.
<b>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)</b>					
<b>4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....</b>	C391			107973	M.4.
<b>Memorandum item 5 is to be completed by all bank holding companies.</b>					
<b>5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):</b>					
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.
<b>6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:</b>					
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			58590	M.6.a.

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

# Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands		BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by 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 <b>December 31, 2010</b>, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....	F231			6253	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			320	M.6.c
7.–8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).	BHDM				
	F577			277521	M.9.

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCK				BHDM			
<i>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.</i>									
10. Loans measured at fair value:									
a. Loans secured by real estate .....	F608			564346					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			564346	M.10.a.(3)(b)(i)
(ii) Secured by junior liens .....					F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....					F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....					F584			0	M.10.a.(5)
b. Commercial and industrial loans .....	F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards .....	F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans .....	F587			0	F587			0	M.10.c.(2)
(3) <b>Automobile loans</b> .....	K196			0	K196			0	M.10.c.(3)
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K208			0	K208			0	M.10.c.(4)
d. Other loans .....	F589			0	F589			0	M.10.d.

## Schedule HC-C—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate .....	F609		542919					
(1) Construction, land development, and other land loans.....					F590			0
(2) Secured by farmland (including farm residential and other improvements) .....					F591			0
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....					F592			0
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens.....					F593		542919	
(ii) Secured by junior liens.....					F594			0
(4) Secured by multifamily (5 or more) residential properties.....					F595			0
(5) Secured by nonfarm nonresidential properties .....					F596			0
b. Commercial and industrial loans .....	F597			0	F597			0
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards.....	F598			0	F598			0
(2) Other revolving credit plans .....	F599			0	F599			0
(3) <b>Automobile loans</b> .....	K195			0	K195			0
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K209			0	K209			0
d. Other loans .....	F601			0	F601			0

Dollar Amounts in Thousands	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of 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
b. Commercial and industrial loans .....	G094			0	G095			0	G096			0
c. Loans to individuals for household, family, and other personal expenditures .....	G097			0	G098			0	G099			0
d. All other loans and all leases .....	G100			0	G101			0	G102			0

Dollar Amounts in Thousands									
13. Not applicable									
14. Pledged loans and leases .....	G378			41439589					

## 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		
<b>ASSETS</b>						
1. U.S. Treasury securities .....	3531		0	3531		0
2. U.S. government agency obligations (exclude mortgage-backed securities) .....	3532		0	3532		0
3. Securities issued by states and political subdivisions in the U.S. ....	3533		0	3533		0
4. Mortgage-backed securities (MBS):						
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCK			BHDM		
b. <b>Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup> (include CMOs, REMICs, and stripped MBS)</b> .....	G379		0	G379		0
c. All other residential mortgage-backed securities .....	G380		0	G380		0
d. <b>Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies<sup>1</sup></b> .....	G381		0	G381		0
e. <b>All other commercial MBS</b> .....	K197		0	K197		0
5. Other debt securities	K198		0	K198		0
a. Structured financial products:						
(1) Cash .....	G383		0	G383		0
(2) Synthetic .....	G384		0	G384		0
(3) Hybrid .....	G385		0	G385		0
b. All other debt securities .....	G386		0	G386		0
6. Loans:						
a. Loans secured by real estate .....	F610		0			
(1) Construction, land development, and other land loans .....				F604		0
(2) Secured by farmland (including farm residential and other improvements) .....				F605		0
(3) Secured by 1–4 family residential properties:						
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....				F606		0
(b) Closed-end loans secured by 1–4 family residential properties:						
(i) Secured by first liens .....				F607		0
(ii) Secured by junior liens .....				F611		0
(4) Secured by multifamily (5 or more) residential properties .....				F612		0
(5) Secured by nonfarm nonresidential properties .....				F613		0
b. Commercial and industrial loans .....	F614		0	F614		0
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
(2) Other revolving credit plans .....	F616		0	F616		0
(3) <b>Automobile loans</b> .....	K199		0	K199		0
(4) <b>Other consumer loans (includes single payment, installment, and all student loans)</b> .....	K210		0	K210		0
d. Other loans .....	F618		0	F618		0

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



## Schedule HC-D—Continued

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) Domestic Offices			
	BHCK			BHDM			
7.–8. Not applicable							
	BHCM			BHCK			
9. Other trading assets.....	3541		9	3541		9	9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543		1260150	3543		1260150	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct			BHDM			
	3545		1260159	3545		1260159	12.
	BHCK			BHDM			
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities.....	G209		0	G209		0	13.a.(1)
(2) Debt securities.....	G210		0	G210		0	13.a.(2)
(3) All other assets.....	G211		0	G211		0	13.a.(3)
b. All other trading liabilities.....	F624		0	F624		0	13.b.
14. Derivatives with a negative fair value.....	3547		1158368	3547		1158368	14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct						
	3548		1158368	3548		1158368	15.

## MEMORANDA

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

**Schedule HC-D—Continued**

## MEMORANDA (continued)

MEMORANDUM (continued)

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

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

**Schedule HC-E—Deposit Liabilities<sup>1</sup>**

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. <b>Noninterest-bearing balances<sup>2</sup></b> .....	2210		7915008		1.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3187		5634079		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		64029298		1.c.
d. Time deposits of less than \$100,000.....	6648		9453715		1.d.
e. Time deposits of \$100,000 or more.....	2604		4408495		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 <sup>2</sup> .....	3189				2.a.
b. <b>Interest-bearing demand deposits</b> , NOW, ATS, and other transaction accounts .....	3187				2.b.
c. Money market deposit accounts and other savings accounts.....	2389				2.c.
d. Time deposits of less than \$100,000.....	6648				2.d.
e. Time deposits of \$100,000 or more.....	2604				2.e.

**MEMORANDA**

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243		1876492		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year .....	A164		0		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less .....	A242		3060375		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		1562823		M.4.

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

**Schedule HC-F—Other Assets**

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556		381989		1.
2. Net deferred tax assets <sup>2</sup> .....	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> 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 <sup>4</sup> .....	1752		1152631		4.
5. Life insurance assets:					
a. <b>General account life insurance assets</b> .....	K201		238004		5.a.
b. <b>Separate account life insurance assets</b> .....	K202		223459		5.b.
c. <b>Hybrid account life insurance assets</b> .....	K270		795597		5.c.
6. Other .....	2168		1086190		6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		3877870		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				
1. Not applicable					
2. Net deferred tax liabilities <sup>1</sup> .....	3049		14641		2.
3. Allowance for credit losses on off-balance sheet credit exposures .....	B557		61010		3.
4. Other .....	B984		1712405		4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750		1788056		5.

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

**Schedule HC-H—Interest Sensitivity<sup>1</sup>**

	Dollar Amounts in Thousands				
1. Earning assets that are repriceable within one year or mature within one year .....	3197		47846081		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		10782947		2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	3298		2000000		3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408		0		4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409		400929		5.

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

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

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

**I. Property and Casualty Underwriting**

Dollar Amounts in Thousands		BHCK				
<b>ASSETS</b>						
1. Reinsurance recoverables .....	B988				0	1.
2. Total assets .....	C244				0	2.
<b>LIABILITIES</b>						
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				
<b>ASSETS</b>						
1. Reinsurance recoverables .....	C247				0	1.
2. Separate account assets .....	B992				0	2.
3. Total assets .....	C248				0	3.
<b>LIABILITIES</b>						
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			
<b>ASSETS</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		15031	1.a.	
b. Mortgage-backed securities .....	B559		21051809	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		95463	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		0	2.	
3. a. Total loans and leases in domestic offices .....	BHDM				
(1) Loans secured by 1–4 family residential properties .....	3516		87033536	3.a.	
(2) All other loans secured by real estate .....	3465		37579706	3.a.(1)	
(3) Loans to finance agricultural production and other loans to farmers .....	3466		12869340	3.a.(2)	
(4) Commercial and industrial loans .....	3386		233	3.a.(3)	
(5) Loans to individuals for household, family, and other personal expenditures:	3387		18285552	3.a.(4)	
(a) Credit cards .....	B561		1588421	3.a.(5)(a)	
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	B562		11971698	3.a.(5)(b)	
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs .....	BHFN				
	3360		0	3.b.	
4. a. Trading assets .....	BHCK				
b. Other earning assets .....	3401		1237480	4.a.	
5. Total consolidated assets .....	B985		3244132	4.b.	
	3368		128161375	5.	
<b>LIABILITIES</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		68572305	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		585134	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		2988007	8.	
9. All other borrowed money .....	2635		6404267	9.	
10. Not applicable					
<b>EQUITY CAPITAL</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		23689188	11.	

1. Includes interest-bearing demand deposits.

(Report only transactions with nonrelated institutions)

C.I. ☐

RSSD ID:

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

1132449

Dollar Amounts in Thousands

	BHCK				
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1–4 family residential properties, (e.g., home equity lines).	3814		16100839		1.a.
b. (1) Unused consumer credit card lines .....	J455		6397219		1.b.(1)
(2) Other unused credit card lines .....	J456		539105		1.b.(2)
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)) .....	3816		1474943		1.c.(1)
(a) 1–4 family residential construction loan commitments .....	F164		108594		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	F165		1366349		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	6550		0		1.c.(2)
d. Securities underwriting .....	3817		0		1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	J457		21038351		1.e.(1)
(2) Loans to financial institutions .....	J458		925254		1.e.(2)
(3) All other unused commitments .....	J459		2871214		1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....	6566		4259464		2.
<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of financial standby letters of credit conveyed to others .....	3820		728327		2.a.
3. Performance standby letters of credit and foreign office guarantees .....	6570		146461		3.
<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
a. Amount of performance standby letters of credit conveyed to others .....	3822		0		3.a.
4. Commercial and similar letters of credit .....	3411		104656		4.
5. Not applicable .....					
6. Securities lent .....	3433		0		6.

## 7. Credit derivatives:

## a. Notional amounts:

	(Column A) Sold Protection				(Column B) Purchased Protection					
	BHCK				BHCK					
(1) Credit default swaps .....	C968		0		C969		0			7.a.(1)
(2) Total return swaps .....	C970		0		C971		0			7.a.(2)
(3) Credit options .....	C972		0		C973		0			7.a.(3)
(4) Other credit derivatives .....	C974		2153303		C975		0			7.a.(4)

## b. Gross fair values:

(1) Gross positive fair value .....	C219		33306		C221		0			7.b.(1)
(2) Gross negative fair value .....	C220		8918		C222		0			7.b.(2)

## 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		2153303							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, 2010.



(Report only transactions with nonrelated institutions)

## Schedule HC-L—Continued

		Remaining Maturity of:												
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years				
Dollar Amounts in Thousands		BHCK				BHCK				BHCK				
7. d. Notional amounts by remaining maturity:														
(1) Sold credit protection:														
(a) Investment grade .....		G406			1498724	G407			618922	G408			35657	7.d.(1)(a)
(b) Subinvestment grade .....		G409			0	G410			0	G411			0	7.d.(1)(b)
(2) Purchased credit protection:														
(a) Investment grade .....		G412			0	G413			0	G414			0	7.d.(2)(a)
(b) Subinvestment grade.....		G415			0	G416			0	G417			0	7.d.(2)(b)
8. Spot foreign exchange contracts.....														
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10% of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....														
a. Securities borrowed.....														
b. Commitments to purchase when-issued securities .....														
c. Commitments to sell when-issued securities .....														
d. TEXT 6561														
e. TEXT 6562														
f. TEXT 6568														
g. TEXT 6586														
10. Not applicable														

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
Derivatives Position Indicators					
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):					
a. Futures contracts.....	BHCK 8693 0	BHCK 8694 0	BHCK 8695 0	BHCK 8696 0	11.a.
b. Forward contracts.....	BHCK 8697 1327000	BHCK 8698 5684103	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 1088169	BHCK 8710 0	BHCK 8711 0	BHCK 8712 0	11.d.(1)
(2) Purchased options .....	BHCK 8713 1138169	BHCK 8714 0	BHCK 8715 1	BHCK 8716 0	11.d.(2)
e. Swaps.....	BHCK 3450 36262598	BHCK 3826 607233	BHCK 8719 0	BHCK 8720 0	11.e.
12. Total gross notional amount of derivative contracts held for trading .....	BHCK A126 29238936	BHCK A127 6291336	BHCK 8723 1	BHCK 8724 0	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK 8725 10577000	BHCK 8726 0	BHCK 8727 0	BHCK 8728 0	13.
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value.....	BHCK 8733 1230340	BHCK 8734 99020	BHCK 8735 0	BHCK 8736 0	14.a.(1)
(2) Gross negative fair value .....	BHCK 8737 1133189	BHCK 8738 94388	BHCK 8739 0	BHCK 8740 0	14.a.(2)
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value.....	BHCK 8741 27940	BHCK 8742 0	BHCK 8743 0	BHCK 8744 0	14.b.(1)
(2) Gross negative fair value .....	BHCK 8745 490680	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.<sup>1</sup>

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the counter derivatives:																				
a. Net current credit exposure .....	G418			7351	G419			0	G420			0	G421			0	G422			1222399
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423			1080	G424			0	G425			0	G426			0	G427			3002
(2) Cash—Other currencies .....	G428			0	G429			0	G430			0	G431			0	G432			0
(3) U.S. Treasury securities .....	G433			0	G434			0	G435			0	G436			0	G437			0
(4) U.S. government agency and U.S. government-sponsored agency debt securities .....	G438			0	G439			0	G440			0	G441			0	G442			0
(5) Corporate bonds .....	G443			0	G444			0	G445			0	G446			0	G447			0
(6) Equity securities .....	G448			0	G449			0	G450			0	G451			0	G452			0
(7) All other collateral .....	G453			0	G454			0	G455			0	G456			0	G457			0
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....	G458			1080	G459			0	G460			0	G461			0	G462			3002

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

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED) 3459			3382	1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....		6555		3351331	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		2455423	3.
4. Other assets acquired in satisfaction of debts previously contracted .....		6557		4339	4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC.....		A288		1000000	5.
<b>6. Assets covered by loss-sharing agreements with the FDIC:</b>					
<b>a. Loans and leases (included in Schedule HC, items 4.a and 4.b):</b>					
<b>(1) Loans secured by real estate in domestic offices:</b>					
<b>(a) Construction, land development, and other land loans:</b>					
<b>(1) 1–4 family residential construction loans.....</b>					
<b>(2) Other construction loans and all land development and other land loans .....</b>					
<b>(b) Secured by farmland .....</b>					
<b>(c) Secured by 1–4 family residential properties:</b>					
<b>(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....</b>					
<b>(2) Closed-end loans secured by 1–4 family residential properties:</b>					
<b>(a) Secured by first liens.....</b>					
<b>(b) Secured by junior liens .....</b>					
<b>(d) Secured by multifamily (5 or more) residential properties.....</b>					
<b>(e) Secured by nonfarm nonresidential properties:</b>					
<b>(1) Loans secured by owner-occupied nonfarm nonresidential properties .....</b>					
<b>(2) Loans secured by other nonfarm nonresidential properties .....</b>					
<b>(2) Loans to finance agricultural production and other loans to farmers.....</b>					
<b>(3) Commercial and industrial loans .....</b>					
<b>(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):</b>					
<b>(a) Credit cards.....</b>					
<b>(b) Automobile loans .....</b>					
<b>(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards).....</b>					
<b>(5) All other loans and leases.....</b>					
<b>Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</b>					
<b>(a) Loans to depository institutions and acceptances of other banks .....</b>					
<b>(b) Loans to foreign governments and official institutions .....</b>					
<b>(c) Other loans<sup>1</sup> .....</b>					
<b>(d) Lease financing receivables.....</b>					
<b>b. Other real estate owned (included in Schedule HC, item 7):</b>					
<b>(1) Construction, land development, and other land in domestic offices.....</b>					
<b>(2) Farmland in domestic offices .....</b>					
<b>(3) 1–4 family residential properties in domestic offices .....</b>					
<b>(4) Multifamily (5 or more) residential properties in domestic offices .....</b>					
<b>(5) Nonfarm nonresidential properties in domestic offices .....</b>					

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

## Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices .....		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....		BHCK				
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....		K192			0	6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....		J461			0	6.c.
7. Captive insurance and reinsurance subsidiaries:		J462			0	6.d.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....						
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....		K193			0	7.a.
		K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		C251			0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		6689			0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....		BHCK				
		6416			1	11.
TEXT						
6428						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)		Area Code and Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK				
a. Mortgage servicing assets .....		3164			156737	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				154866	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....		B026			0	12.b.
c. All other identifiable intangible assets .....		5507			13420	12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....		0426			170157	12.d.
13. Other real estate owned .....		2150			116469	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			3351331	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....		2333			2054493	14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....		3190			5405824	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....		BHCK				
		B569			1	15.
16. Assets under management in proprietary mutual funds and annuities .....		BHCK				
		B570			0	16.

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

**Schedule HC-M—Continued**

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

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

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

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

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

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

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

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

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

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

**Schedule HC-M—Continued**

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

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

TEXT  
C497 [http:// WWW.CITIZENSBANK.COM](http://WWW.CITIZENSBANK.COM)

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....

F064

0

23.a.

b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) .....

F065

5377172

23.b.

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

a. Senior perpetual preferred stock or similar items .....

G234

0

24.a.

b. Warrants to purchase common stock or similar items .....

G235

0

24.b.



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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
Dollar Amounts in Thousands												
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			2176	F174			0	F176			11155
(2) Other construction loans and all land development and other land loans .....	F173			11000	F175			0	F177			167142
b. Secured by farmland in domestic offices .....	3493			0	3494			0	3495			0
c. Secured by 1–4 family residential properties in domestic offices:												
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	5398			100733	5399			0	5400			133497
(2) Closed-end loans secured by 1–4 family residential properties:												
(a) Secured by first liens .....	C236			303942	C237			28129	C229			541018
(b) Secured by junior liens .....	C238			89239	C239			501	C230			130032
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3499			7581	3500			0	3501			35353
e. Secured by nonfarm nonresidential properties in domestic offices:												
(1) Loans secured by owner-occupied nonfarm non-residential properties .....	F178			27653	F180			284	F182			164343
(2) Loans secured by other nonfarm nonresidential properties .....	F179			15148	F181			3258	F183			311240
f. In foreign offices .....	B572			0	B573			0	B574			0
2. Loans to depository institutions and acceptances of other banks:												
a. U.S. banks and other U.S. depository institutions .....	5377			0	5378			0	5379			0
b. Foreign banks .....	5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers .....	1594			0	1597			0	1583			0
4. Commercial and industrial loans .....	1606			15780	1607			1450	1608			169936
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit cards .....	B575			21507	B576			0	B577			22023
b. <b>Automobile loans</b> .....	K213			71102	K214			20	K215			6589
c. <b>Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)</b> .....	K216			96114	K217			37883	K218			11845
6. Loans to foreign governments and official institutions .....	5389			0	5390			0	5391			0
7. All other loans .....	5459			8543	5460			0	5461			7470
8. Lease financing receivables:												
a. Leases to individuals for household, family, and other personal expenditures .....	F166			0	F167			0	F168			0
b. All other leases .....	F169			1798	F170			0	F171			499

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

## Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....													9.
	3505			0	3506			0	3507			0	
10. TOTAL (sum of items 1 through 9).....	5524			772316	5525			71525	5526			1712142	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC).....													11.
	K036			43211	K037			36794	K038			156086	
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....													
	K039			40219	K040			35666	K041			27093	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....													
	K042			393	K043			50	K044			23858	11.b.
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(a) 1–4 family residential construction loans .....	BHDM				BHDM				BHDM				
	K045			0	K046			0	K047			0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans .....													
	K048			0	K049			0	K050			0	12.a.(1)(b)
(2) Secured by farmland .....	K051			0	K052			0	K053			0	12.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K054			0	K055			0	K056			0	12.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(1) Secured by first liens .....	K057			0	K058			0	K059			0	12.a.(3)(b)(1)
(2) Secured by junior liens.....	K060			0	K061			0	K062			0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	K063			0	K064			0	K065			0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:													
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	K066			0	K067			0	K068			0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties .....													
	K069			0	K070			0	K071			0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCK				BHCK				BHCK				
	K072			0	K073			0	K074			0	12.b.
c. Commercial and industrial loans.....	K075			0	K076			0	K077			0	12.c.

## Schedule HC-N—Continued

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

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

## MEMORANDA

Dollar Amounts in Thousands				BHDM				BHDM				BHDM			
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans .....	K105			0	K106			0	K107			1165	M.1.a.(1)		
(2) Other construction loans and all land development and other land loans .....	K108			0	K109			0	K110			25194	M.1.a.(2)		
b. Loans secured by 1–4 family residential properties in domestic offices .....	BHCK				BHCK				BHCK						
	F661			13980	F662			0	F663			196983	M.1.b.		
c. Secured by multifamily (5 or more) residential properties in domestic offices ...	BHDM				BHDM				BHDM						
	K111			0	K112			0	K113			9051	M.1.c.		
d. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			17700	K115			0	K116			6994	M.1.d.(1)		
(2) Loans secured by other nonfarm nonresidential properties .....	K117			0	K118			0	K119			56673	M.1.d.(2)		

## Schedule HC-N—Continued

## MEMORANDA—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. <b>Commercial and industrial loans:</b>												
(1) To U.S. addressees (domicile) .....	K120		1438		K121		1450		K122		34656	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	K123		0		K124		0		K125		0	M.1.e.(2)
f. <b>All other loans (include loans to individuals for household, family, and other personal expenditures) .....</b>												
	K126		4071		K127		0		K128		1141	M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f, above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices .....	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards .....	K274		0		K275		0		K276		0	M.1.f.(4)(a)
(b) Automobile loans .....	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K280		0		K281		0		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above .....	6558		0		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....	3508		1335		1912		397		1913		766	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		309		C241		0		C226		0	M.5.a.
b. Loans measured at fair value:												
(1) Fair value .....	F664				F665				F666			M.5.b.(1)
(2) Unpaid principal balance .....	F667				F668				F669			M.5.b.(2)

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

Schedule HC-N—Continued

MEMORANDA—Continued

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

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets .....				3529			40	3530			0

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter .....				C410		535357	M.7.
8. Nonaccrual assets sold during the quarter .....				C411		33061	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<sup>1</sup> 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<sup>2</sup> from all sources, loan sales, or quarter-end loans held for sale **or trading** in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens.....	F066		1369466		1.a.
b. Closed-end junior liens.....	F067		275		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: <sup>2</sup>					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F068		0		2.a.
c. Open-end loans extended under lines of credit:	F069		0		2.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F672		0		2.c.(1)
	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens.....	F070		1100287		3.a.
b. Closed-end junior liens.....	F071		318		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 <b>or trading</b> at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens.....	BHCK				
b. Closed-end junior liens.....	F072		564346		4.a.
c. Open-end loans extended under lines of credit:	F073		28		4.b.
(1) Total commitment under the lines of credit.....	BHDM				
(2) Principal amount funded under the lines of credit.....	F676		0		4.c.(1)
	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
a. Closed-end 1-4 family residential mortgage loans.....	BHCK				
	F184		0		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....	BHDM				
	F560		0		5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens.....	F678		3447		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, 2010.

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

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

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

(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				BHCK			
<b>ASSETS</b>				bhcy															
1. Available-for-sale securities .....	1773	22137342		G474			0	G475		24547		G476		22112795		G477			0
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																		
	G478		0	G479			0	G480			0	G481			0	G482			0
3. Loans and leases held for sale .....	G483	564346		G484			0	G485			0	G486		564346		G487			0
4. Loans and leases held for investment .....	G488		0	G489			0	G490			0	G491			0	G492			0
5. Trading assets:	bhct																		
a. Derivative assets .....	3543	1260150		G493			69208	G494			0	G495		1329358		G496			0
	BHCK																		
b. Other trading assets .....	G497		9	G498			0	G499			9	G500			0	G501			0
(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
6. All other assets .....	G391	78733		G392			1074	G395			0	G396		27940		G804			51867
7. Total assets measured at fair value on a recurring basis .....	G502	24040580		G503			70282	G504		24556		G505		24034439		G506			51867
<b>LIABILITIES</b>																			
8. Deposits .....	F252		0	F686			0	F694			0	F253			0	F254			0
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507		0	G508			0	G509			0	G510			0	G511			0
10. Trading liabilities:	bhct																		
a. Derivative liabilities .....	3547	1158368		G512			69208	G513			0	G514		1227576		G515			0
	BHCK																		
b. Other trading liabilities .....	G516		0	G517			0	G518			0	G519			0	G520			0
11. Other borrowed money .....	G521		0	G522			0	G523			0	G524			0	G525			0
12. Subordinated notes and debentures .....	G526		0	G527			0	G528			0	G529			0	G530			0
13. All other liabilities .....	G805	489605		G806			1074	G807			0	G808		490679		G809			0
14. Total liabilities measured at fair value on a recurring basis .....	G531	1647973		G532			70282	G533			0	G534		1718255		G535			0

## Schedule HC-Q—Continued

		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements
Dollar Amounts in Thousands		BHCK	BHCK	BHCK	BHCK	BHCK
<b>Memoranda</b>						
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	G537	G538	G539	G540
b. Nontrading derivative assets.....		G541	G542	G543	G544	G545
c. <small>BHTX</small> G546	VENTURE CAPITAL INVESTMENTS	G546	G547	G548	G549	G550
d. <small>BHTX</small> G551		G551	G552	G553	G554	G555
e. <small>BHTX</small> G556		G556	G557	G558	G559	G560
f. <small>BHTX</small> G561		G561	G562	G563	G564	G565
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	F689	F697	F262	F263
b. Nontrading derivative liabilities.....		G566	G567	G568	G569	G570
c. <small>BHTX</small> G571		G571	G572	G573	G574	G575
d. <small>BHTX</small> G576		G576	G577	G578	G579	G580
e. <small>BHTX</small> G581		G581	G582	G583	G584	G585
f. <small>BHTX</small> G586		G586	G587	G588	G589	G590



# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands		BHCX			
Tier 1 capital					
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	3210		2339	2897	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK				
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) ..	8434		250	835	2.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	A221			0	3.
5. LESS: Nonqualifying perpetual preferred stock .....	4336		-778	895	4.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	B588			0	5.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> ...	G214			0	6.a.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G215		506	000	6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	G216			0	6.c.
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) .....	B590		1073	6283	7.a.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) .....	F264			0	7.b.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	C227		1369	0674	8.
b. LESS: Disallowed deferred tax assets .....	B591		173	58	9.a.
10. Other additions to (deductions from) Tier 1 capital .....	5610			0	9.b.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	B592			0	10.
	8274		1367	3316	11.
Tier 2 capital					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ....	G217			0	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital .....	G218			0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310		1240	196	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		983		15.
16. Other Tier 2 capital components .....	B594			0	16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311		1241	179	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		1241	179	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		1491	4495	21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5) .....	bhct				
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	3368		12816	1375	22.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) ..	B590		1073	6283	23.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	B591		173	58	24.
26. LESS: Other deductions from assets for leverage capital purposes .....	5610			0	25.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	BHCK				
28.–30. Not applicable	B596		-353	437	26.
	A224		11776	1171	27.

Capital ratios		BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204		11.61 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		13.85 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205		15.11 %	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

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount <sup>1</sup>			(Column C)			(Column D)			(Column E)			(Column F)			
								Allocation by Risk Weight Category												
								0%			20%			50%			100%			
Dollar Amounts in Thousands																				
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	4259463			1.00 or 12.5 <sup>2</sup>	4259463			87762			728328			0			3443373			44.
45. Performance standby letters of credit .....	bhct 6570																			
46. Commercial and similar letters of credit .....	146461			.50	73231			2386			1013			0			69832			45.
47. Risk participations in bankers acceptances acquired by the reporting institution .....	bhct 3411																			
	104656			.20	20931			0			3955			0			16976			46.
	BHCK 3429																			
	0			1.00	0			0			0						0			47.
	bhct 3433																			
48. Securities lent.....	0			1.00	0			0			0			0			0			48.
49. Retained recourse on small business obligations sold with recourse .....	bhct A250																			
	0			1.00	0			0			0			0			0			49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement.....																				
	BHCK B541																			
	6402			12.5 <sup>3</sup>	80025												80025			50.
51. All other financial assets sold with recourse .....	BHCK B675																			
	12815			1.00	12815			0			0			12815			0			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	36935			1.00	36935			0			0			0			36935			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year .....	BHCK 6572																			
	20379971			.50	10189986			0			1012824			11831			9165331			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits .....																				
	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
					BHCE A167															
54. Derivative contracts.....	1690202				1690202			0			264259			1425943						54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

## Schedule HC-R—Continued

		(Column C)			(Column D)			(Column E)			(Column F)			
		Allocation by Risk Weight Category												
		0%			20%			50%			100%			
Dollar Amounts in Thousands														
<b>Totals</b>														
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....		BHCK B696			BHCK B697			BHCK B698			BHCK B699			
		7968192			22359216			21458427			84003537			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			BHCK B701			BHCK B702			BHCK B703			
		0			4471843			10729214			84003537			57.
58. Market risk equivalent assets.....											BHCK 1651			58.
											11097			
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			59.
											99215691			
60. LESS: Excess allowance for loan and lease losses.....											BHCK A222			60.
											518495			
61. LESS: Allocated transfer risk reserve.....											BHCK 3128			61.
											0			
62. Total risk-weighted assets (item 59 minus items 60 and 61).....											BHCK A223			62.
											98697196			

## Schedule HC-R—Continued

## MEMORANDA

MEMORANDA

Dollar Amounts in Thousands										BHCK									
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....										8764		1356782	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: <sup>1</sup>																			
a. Interest rate contracts.....					3809		10100759	8766		19990977	8767		8636031	M.2.a.					
b. Foreign exchange contracts.....					3812		5266056	8769		1025280	8770		0	M.2.b.					
c. Gold contracts.....					8771		0	8772		0	8773		0	M.2.c.					
d. Other precious metals contracts.....					8774		0	8775		0	8776		0	M.2.d.					
e. Other commodity contracts.....					8777		0	8778		0	8779		0	M.2.e.					
f. Equity derivative contracts.....					A000		0	A001		1	A002		0	M.2.f.					
g. Credit derivative contracts:																			
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																			
(1) Investment grade.....					G597		0	G598		0	G599		0	M.2.g.(1)					
(2) Subinvestment grade.....					G600		0	G601		0	G602		0	M.2.g.(2)					
Dollar Amounts in Thousands										BHCK									
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																			
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC).....										5479		0	M.3.a.						
b. Not applicable.																			
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b).....										C498		0	M.3.c.						
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b).....										A507		0	M.3.d.						
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c).....										2771		0	M.4.						
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																			
a. In the form of perpetual preferred stock.....										5483		0	M.5.a.						
b. In the form of common stock.....										5484		0	M.5.b.						

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

**Schedule HC-R—Continued**

## MEMORANDA—Continued

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	BHCK			
7. Not applicable	F031			0
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G219			0
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G220			0
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	5990			0
d. Qualifying trust preferred securities <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502		506000	
9. Goodwill net of any associated deferred tax liability .....	G221		10722862	
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	BHCK	Percentage		
	G222		3.69	%

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

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

										C000																					
										(Column A) 1–4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets			
Dollar Amounts in Thousands																															
Securitization Activities																															
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....										BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			
										0			0			0			0			0			0			0			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																															
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F) .....										BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			
										0			0			0			0			0			0			0			
b. Subordinated securities and other residual interests .....										BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
										0			0			0			0			0			0			0			
c. Standby letters of credit and other enhancements.....										BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
										0			0			0			0			0			0			0			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 .....																															
										BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			
										0			0			0			0			0			0			0			
4. Past due loan amounts included in item 1:										BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			
a. 30–89 days past due.....										0			0			0			0			0			0			0			
										BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
										0			0			0			0			0			0			0			
b. 90 days or more past due.....																															
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																															
a. Charge-offs.....										BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			
										0			0			0			0			0			0			0			
										BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
b. Recoveries .....										0			0			0			0			0			0			0			

## Schedule HC-S—Continued

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	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCK B761 0	BHCK B762 0			BHCK B763 0		6.a.
b. Loans (included in HC-C) .....		BHCK B500 0	BHCK B501 0			BHCK B502 0		6.b.
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCK B764 0	BHCK B765 0			BHCK B766 0		7.a.
b. 90 days or more past due .....		BHCK B767 0	BHCK B768 0			BHCK B769 0		7.b.
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs .....		BHCK B770 0	BHCK B771 0			BHCK B772 0		8.a.
b. Recoveries .....		BHCK B773 0	BHCK B774 0			BHCK B775 0		8.b.
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
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.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....								
	BHCK B790 6402	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 6402	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			12815		M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805			18250115		M.2.b.
c. Other financial assets <sup>1</sup> .....	A591			4785567		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			199745		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) <sup>2</sup> .....	C407			0		M.4.

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

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

## Schedule HC-V—Variable Interest Entities

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

## Notes to the Balance Sheet—Predecessor Financial Items

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

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

## Notes to the Balance Sheet—Other

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

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

### Example

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

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

## Notes to the Balance Sheet—Other

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

Notes to the Balance Sheet—Other, Continued

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