

Board of Governors of the Federal Reserve System

RSSD ID: 1132449



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

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

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

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

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

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

Date of Report: **December 31, 2012**

Month / Day / Year (BHCK 9999)

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.

RBS CITIZENS FINANCIAL GROUP, INC.

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

Legal Title of Bank Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

Signature of Chief Financial Officer (or Equivalent)

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

PROVIDENCE

RI

02903

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

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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 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		1411657	1.a.(1)(a)
(b) All other loans secured by real estate	4436		327765	1.a.(1)(b)
(c) All other loans	F821		1382552	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		111777	1.b.
c. Interest income on balances due from depository institutions ¹	4115		3695	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		25	1.d.(1)
(2) Mortgage-backed securities	B489		582183	1.d.(2)
(3) All other securities	4060		3808	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		4032	1.f.
g. Other interest income	4518		34502	1.g.
h. Total interest income (sum of items 1.a through 1.g.)	4107		3861996	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		67757	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		92200	2.a.(1)(b)
(c) Other deposits	6761		214444	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		1533	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		123170	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		113180	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		9637	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		621921	2.f.
3. Net interest income (item 1.h minus item 2.f.)	4074		3240075	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		433924	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		25141	5.a.
b. Service charges on deposit accounts in domestic offices	4483		547007	5.b.
c. Trading revenue ²	A220		11679	5.c.
d. (1) Fees and commissions from securities brokerage	C886		64815	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		36477	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		8215	5.d.(5)
e. Venture capital revenue	B491		-11399	5.e.
f. Net servicing fees	B492		12439	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		63036		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		214		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		4150		5.k.
l. Other noninterest income ³	B497		746876		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		1508650		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		146407		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		1755795		7.a.
b. Expenses of premises and fixed assets (net of rental income (excluding salaries and employee benefits and mortgage interest))	4217		653286		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		2537		7.c.(2)
d. Other noninterest expense ⁴	4092		1025440		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		3437058		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		1024150		8.
9. Applicable income taxes (foreign and domestic)	4302		380740		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		643410		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		643410		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		643410		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		3251146		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		1035221		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		1789		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		3348		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		18947		M.5.
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3 percent of Schedule HI, item 5.l):	BHCK				
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		51521		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		86221		M.6.c.
d. Rent and other income from other real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option	F229		0		M.6.f.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					BHCK				
6. g. Bank card and credit card interchange fees					F555		136458		M.6.g.
h. Gains on bargain purchases					J447		0		M.6.h.
i. <table border="1" data-bbox="207 352 305 415">TEXT 8562</table> SYNDICATION FEES					8562		59824		M.6.i.
j. <table border="1" data-bbox="207 422 305 485">TEXT 8563</table> UNUSED LINE COMMITMENT FEE					8563		56439		M.6.j.
k. <table border="1" data-bbox="207 491 305 554">TEXT 8564</table> LETTERS OF CREDIT FEES					8564		49215		M.6.k.
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3 percent of the sum of Schedule HI, item 7.d):									
a. Data processing expenses					C017		84853		M.7.a.
b. Advertising and marketing expenses					0497		86066		M.7.b.
c. Directors' fees					4136		0		M.7.c.
d. Printing, stationery, and supplies					C018		31150		M.7.d.
e. Postage					8403		0		M.7.e.
f. Legal fees and expenses					4141		0		M.7. f.
g. FDIC deposit insurance assessments					4146				M.7.g.
h. Accounting and auditing expenses					F556		0		M.7.h.
i. Consulting and advisory expenses					F557		125317		M.7. i.
j. Automated teller machine (ATM) and interchange expenses					F558		0		M.7. j.
k. Telecommunications expenses					F559		46402		M.7.k.
l. <table border="1" data-bbox="207 961 305 1024">TEXT 8565</table> OPERATING LOSSES					8565		195983		M.7. l.
m. <table border="1" data-bbox="207 1031 305 1094">TEXT 8566</table> NONPERFORMING ASSETS EXPENSE					8566		57365		M.7.m.
n. <table border="1" data-bbox="207 1100 305 1163">TEXT 8567</table>					8567		0		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):									
a. (1) <table border="1" data-bbox="207 1226 305 1289">TEXT 3571</table>					3571		0		M.8.a.(1)
(2) Applicable income tax effect	BHCK	3572		0					M.8.a.(2)
b. (1) <table border="1" data-bbox="207 1325 305 1388">TEXT 3573</table>					3573		0		M.8.b.(1)
(2) Applicable income tax effect	BHCK	3574		0					M.8.b.(2)
c. (1) <table border="1" data-bbox="207 1423 305 1486">TEXT 3575</table>					3575		0		M.8.c.(1)
(2) Applicable income tax effect	BHCK	3576		0					M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)									
<i>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:</i>									
a. Interest rate exposures					8757		12006		M.9.a.
b. Foreign exchange exposures					8758		-327		M.9.b.
c. Equity security and index exposures					8759		0		M.9.c.
d. Commodity and other exposures					8760		0		M.9.d.
e. Credit exposures					F186		0		M.9.e.

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by bank holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
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		-11780		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		19382		M.11.
<i>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		101291		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.).....	0=No 1=Yes	BHCK A530		0	M.13.
<i>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.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets	F551		37631		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409		0		M.15.
<i>Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses	J319		84330		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		60698		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		23632		M.17.c.

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

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

Dollar Amounts in Thousands		BHCK			
1. Total bank holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217		23392897		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508		23392897		3.
	BHCT				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14)	4340		643410		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		150000		11.
12. Other comprehensive income ¹	B511		215733		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		26961		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210		24129001		15.

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

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries			
	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		2297		C892		2176	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		23436		C894		18494	1.a.(2)
b. Secured by farmland in domestic offices	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		159871		5412		12978	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		114847		C217		18150	1.c.(2)(a)
(b) Secured by junior liens	C235		302356		C218		30006	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		30155		3589		6219	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		31805		C896		9043	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		66391		C898		23275	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		96247		4617		50023	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		64392		B515		8411	5.a.
b. Automobile loans	K129		29603		K133		23785	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		148425		K206		23649	5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		40614		4628		8497	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		630		F188		1839	8.b.
9. Total (sum of items 1 through 8)	4635		1111069		4605		236545	9.

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

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹	(Column B) Recoveries							
				Calendar Year-to-date								
Dollar Amounts in Thousands				BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above				5409				0				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)				4652				35				M.2.

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).

	Calendar Year-to-date			
	BHCK			
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388			16865

M.3.

Dollar Amounts in Thousands					BHCK			
II. Changes in allowance for loan and lease losses								
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			1697681				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT							
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	4605			236545				
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	BHCK							
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	C079			1111069				
6. Adjustments (see instructions for this schedule)	5523			0				
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT							
	4230			433924				
	BHCK							
	C233			-2158				
	BHCT							
	3123			1254923				

1.

2.

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

Schedule HI-B—Continued**Memoranda**

	Dollar Amounts in Thousands				
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	BHCK				
	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			3198	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390			0	M.3.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
4. Amount of allowance for post-acquisition credit losses on purchased credit -impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0	M.4.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement (Other)

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

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

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

Example

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

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

Notes to the Income Statement (Other)

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

Notes to the Income Statement (Other)—Continued

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

Name of Bank Holding Company

For Federal Reserve Bank Use Only

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C.I. _____

RSSD ID:

1132449

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business 20121231

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹	0081		1841163		1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395		1520788		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		18343531		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM B987		0		3.a.
b. Securities purchased under agreements to resell ³	BHCK B989		1100000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	5369		645957		4.a.
b. Loans and leases, net of unearned income	B528		87270737		4.b.
c. LESS: Allowance for loan and lease losses	3123		1254923		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		86015814		4.d.
5. Trading assets (from Schedule HC-D)	3545		1120033		5.
6. Premises and fixed assets (including capitalized leases)	2145		1266043		6.
7. Other real estate owned (from Schedule HC-M)	2150		91759		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		1464		8.
9. Direct and indirect investments in real estate ventures	3656		88558		9.
10. Intangible assets:					
a. Goodwill	3163		11311133		10.a.
b. Other intangible assets (from Schedule HC-M)	0426		155928		10.b.
11. Other assets (from Schedule HC-F)	2160		3909560		11.
12. Total assets (sum of items 1 through 11)	2170		127411731		12.

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

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

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

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing ¹	6631	26299406		13.a.(1)
(2) Interest-bearing	6636	68386671		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing	6631	0		13.b.(1)
(2) Interest-bearing	6636	744948		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices ²	B993	1905000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK			
15. Trading liabilities (from Schedule HC-D)	B995	1695629		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548	1047456		15.
17. Not applicable	3190	546225		16.
18. Not applicable				
19. a. Subordinated notes and debentures ⁴	4062	350000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities	C699	290000		19.b.
20. Other liabilities (from Schedule HC-G)	2750	2017395		20.
21. Total liabilities (sum of items 13 through 20)	2948	103282730		21.
22. Not applicable				

Equity Capital**Bank Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus	3283	0		23.
24. Common stock (par value)	3230	0		24.
25. Surplus (exclude all surplus related to preferred stock)	3240	18594686		25.
26. a. Retained earnings	3247	5846643		26.a.
b. Accumulated other comprehensive income ⁵	B530	-312328		26.b.
c. Other equity capital components ⁶	A130	0		26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c)	3210	24129001		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	24129001		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300	127411731		29.

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

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

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

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

5. Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and **accumulated defined benefit pension and other postretirement plan adjustments**.

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

Schedule HC—Continued**Memoranda (to be completed annually by bank holding companies for the December 31 report date)**

- | | | |
|-------|------|---|
| 0=No | BHCK | |
| 1=Yes | C884 | 1 |
- M.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.⁷
- a. DELOITTE & TOUCHE LLP
- (1) Name of External Auditing Firm (TEXT C703)
BOSTON
- (2) City (TEXT C708)
MA 02116
- (3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)
- b. _____
- (1) Name of Engagement Partner (TEXT C704)
- (2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
1. U.S. Treasury securities.....	0211			0	0213			0	1286			15015	1287			15021	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			19769	8499			20531	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			0	G301			0	G302			310404	G303			327023	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			10459554	G307			10851451	4.a.(2)
(3) Other pass-through securities.....	G308			0	G309			0	G310			651639	G311			630094	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312			0	G313			0	G314			2473298	G315			2549518	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			0	G321			0	G322			587665	G323			557529	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150			0	K151			0	K152			3121242	K153			3171901	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			212786	K157			209727	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			3782	C027			4148	5.a.	
b. Structured financial products:																		
(1) Cash	G336			0	G337			0	G338			0	G339			0	5.b.(1)	
(2) Synthetic	G340			0	G341			0	G342			0	G343			0	5.b.(2)	
(3) Hybrid	G344			0	G345			0	G346			0	G347			0	5.b.(3)	
6. Other debt securities:																		
a. Other domestic debt securities	1737			0	1738			0	1739			0	1741			0	6.a.	
b. Foreign debt securities	1742			0	1743			0	1744			0	1746			0	6.b.	
7. Investments in mutual funds and other equity securities with readily determinable fair values																	7.	
	A510			4716	A511			6588										
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	BHCT													BHCT				8.
	1754			0	1771			0	1772			17859870	1773			18343531		

Memoranda

Dollar Amounts in Thousands		BHCK				
1. Pledged securities ¹	0416		8178496			M.1.
2. Remaining maturity or next repricing date of debt securities ^{2,3} (Schedule HC-B, items 1 through 6.b in columns A and D above):						
a. 1 year and less	0383		1586512			M.2.a.
b. Over 1 year to 5 years	0384		2503132			M.2.b.
c. Over 5 years	0387		14247299			M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778		0			M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost	8782		0			M.4.a.
b. Fair value	8783		0			M.4.b.

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

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

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

Schedule HC-B—Continued**Memoranda—Continued**

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
		BHCK				BHCK				BHCK				BHCK				
Dollar Amounts in Thousands																		
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices. ¹																		
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																		
a. Credit card receivables		B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines		B842			0	B843			0	B844			3782	B845			4148	M.5.b.
c. Automobile loans.....		B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....		B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans		B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....		B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																		
a. Trust preferred securities issued by financial institutions.....		G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts		G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....		G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)		G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....		G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....		G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets		G372			0	G373			0	G374			0	G375			0	M.6.g.

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

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate	1410	46223658					1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans				F158	157254		1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159	1314883		1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420	1168		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	17610369		1.c.(1)
(a) Secured by first liens.....				5367	13160865		1.c.(2)(a)
(b) Secured by junior liens				5368	3900651		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460	920507		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	4065736		1.e.(1)
				F161	5092225		1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks				1288	73848		2.
a. To U.S. banks and other U.S. depository institutions.....	1292	73848					2.a.
b. To foreign banks	1296	0					2.b.
3. Loans to finance agricultural production and other loans to farmers	1590	601		1590	601		3.
4. Commercial and industrial loans				1766	21740506		4.
a. To U.S. addressees (domicile)	1763	21471281					4.a.
b. To non-U.S. addressees (domicile)	1764	269225					4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975	14334983		6.
a. Credit cards	B538	1531242					6.a.
b. Other revolving credit plans.....	B539	327910					6.b.
c. Automobile loans.....	K137	8932315					6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207	3543516					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	1056725		J454	1056725		9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545	1747		1545	1747		9.b.(1)
(2) All other loans (exclude consumer loans).....	J451	1030018		J451	1030018		9.b.(2)
10. Lease financing receivables (net of unearned income)				2165	3454608		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	3454608					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	87916694		2122	87916694		12.

Schedule HC-C—Continued**Memoranda**

Dollar Amounts in Thousands

	BHDM				
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1–4 family residential construction loans	K158			0	M.1.a.(1)
(2) All other construction loans and all land development and other land loans.....	K159			42	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576			402204	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160			0	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161			17557	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162			27320	M.1.d.(2)
e. Commercial and Industrial loans:	BHCK				
(1) To U.S. addressees (domicile).....	K163			35657	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164			0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165			181650	M.1.f.
<i>Itemize and describe loan categories included in Memorandum item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices	BHDM				
	K166			0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...	BHCK				
(3) Loans to finance agricultural production and other loans to farmers.....	K167			0	M.1.f.(2)
(4) Loans to individuals for household, family, and other personal expenditures:	K168			0	M.1.f.(3)
(a) Credit cards	K098			0	M.1.f.(4)(a)
(b) Automobile loans	K203			0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	K204			157314	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions	K212			0	M.1.f.(5)
(6) Other loans ¹	K267			0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9.b.(2), Column A, above	2746			1073	M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837			11386	M.3.
<i>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).</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A)	C391			64360	M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased credit -impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779			0	M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9	C780			0	M.5.b.
6. Closed-end loans with negative amortization features secured by 1–4 family residential properties in domestic offices:					
a. Total carrying amount of closed-end loans with negative amortization features secured by 1–4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) ..	F230			51217	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 December 31, 2011, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties	F231					5441	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					40	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					284415	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by 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			624301					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			624301	M.10.a.(3)(b)(i)
(ii) Secured by junior liens								F582			0	M.10.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties								F583			0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties								F584			0	M.10.a.(5)
b. Commercial and industrial loans				F585			0	F585			0	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards				F586			0	F586			0	M.10.c.(1)
(2) Other revolving credit plans				F587			0	F587			0	M.10.c.(2)
(3) Automobile loans.....				K196			0	K196			0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans).....				K208			0	K208			0	M.10.c.(4)
d. Other loans.....				F589			0	F589			0	M.10.d.

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) Domestic Offices			
	BHCK				BHDM			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):								
a. Loans secured by real estate	F609		596680					M.11.a.
(1) Construction, land development, and other land loans					F590		0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F591		0	M.11.a.(2)
(3) Secured by 1–4 family residential properties:								
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					F592		0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:								
(i) Secured by first liens					F593		596680	M.11.a.(3)(b)(i)
(ii) Secured by junior liens					F594		0	M.11.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties					F595		0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties					F596		0	M.11.a.(5)
b. Commercial and industrial loans	F597		0		F597		0	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):								
(1) Credit cards	F598		0		F598		0	M.11.c.(1)
(2) Other revolving credit plans	F599		0		F599		0	M.11.c.(2)
(3) Automobile loans	K195		0		K195		0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K209		0		K209		0	M.11.c.(4)
d. Other loans	F601		0		F601		0	M.11.d.

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

Dollar Amounts in Thousands				BHCK			
13. Not applicable							
14. Pledged loans and leases	G378		41026605				M.14.

Schedule HC-D—Trading Assets and Liabilities

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

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCM				BHCK				
Assets									
1. U.S. Treasury securities.....	3531			0	3531			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities)	3532			0	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S.	3533			0	3533			0	3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
	G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)	G380			0	G380			0	4.b.
c. All other residential mortgage-backed securities	G381			0	G381			0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹	K197			0	K197			0	4.d.
e. All other commercial MBS	K198			0	K198			0	4.e.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383			0	G383			0	5.a.(1)
(2) Synthetic	G384			0	G384			0	5.a.(2)
(3) Hybrid	G385			0	G385			0	5.a.(3)
b. All other debt securities	G386			0	G386			0	5.b.
6. Loans:									
a. Loans secured by real estate.....	F610			0					6.a.
(1) Construction, land development, and other land loans.....					F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens					F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....					F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties	F612			0	6.a.(4)				
(5) Secured by nonfarm nonresidential properties	F613			0	6.a.(5)				
b. Commercial and industrial loans.....	F614			0	F614			0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615			0	F615			0	6.c.(1)
(2) Other revolving credit plans	F616			0	F616			0	6.c.(2)
(3) Automobile loans	K199			0	K199			0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans)	K210			0	K210			0	6.c.(4)
d. Other loans.....	F618			0	F618			0	6.d.

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

Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets		3541			0	3541			0
10. Not applicable									
11. Derivatives with a positive fair value		3543			1120033	3543			1120033
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)		3545			1120033	3545			1120033
Liabilities									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities		G209			0	G209			0
(2) Debt securities		G210			0	G210			0
(3) All other assets		G211			0	G211			0
b. All other trading liabilities		F624			0	F624			0
14. Derivatives with a negative fair value		3547			1047456	3547			1047456
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15)		3548			1047456	3548			1047456

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				
(1) Construction, land development, and other land loans						F625			0
(2) Secured by farmland (including farm residential and other improvements)						F626			0
(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
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens						F628			0
(ii) Secured by junior liens						F629			0
(4) Secured by multifamily (5 or more) residential properties						F630			0
(5) Secured by nonfarm nonresidential properties						F631			0
b. Commercial and industrial loans		F632			0	F632			0
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
(2) Other revolving credit plans		F634			0	F634			0
(3) Automobile loans		K200			0	K200			0
(4) Other consumer loans (includes single payment, installment, and all student loans)		K211			0	K211			0
d. Other loans		F636			0	F636			0
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value		F639			0	F639			0
b. Unpaid principal balance		F640			0	F640			0

Schedule HC-D—Continued**Memoranda—Continued**

Dollar Amounts in Thousands					(Column A) Consolidated				(Column B) Domestic Offices				
					BHCK				BHDM				
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):													
a. Trust preferred securities issued by financial institutions.....					G299			0	G299			0	M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....					G332			0	G332			0	M.3.b.
c. Corporate and similar loans.....					G333			0	G333			0	M.3.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....					G334			0	G334			0	M.3.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....					G335			0	G335			0	M.3.e.
f. Diversified (mixed) pools of structured financial products.....					G651			0	G651			0	M.3.f.
g. Other collateral or reference assets.....					G652			0	G652			0	M.3.g.
4. Pledged trading assets:													
a. Pledged securities.....					G387			0	G387			0	M.4.a.
b. Pledged loans.....					G388			0	G388			0	M.4.b.
Dollar Amounts in Thousands					BHCK								
Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.													
5. Asset-backed securities:													
a. Credit card receivables.....					F643			0					M.5.a.
b. Home equity lines.....					F644			0					M.5.b.
c. Automobile loans.....					F645			0					M.5.c.
d. Other consumer loans.....					F646			0					M.5.d.
e. Commercial and industrial loans.....					F647			0					M.5.e.
f. Other.....					F648			0					M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....					F651			0					M.6.
7. Equity securities:													
a. Readily determinable fair values.....					F652			0					M.7.a.
b. Other.....					F653			0					M.7.b.
8. Loans pending securitization.....					F654			0					M.8.
9. a. (1) Gross fair value of commodity contracts.....					G212			0					M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory.....					G213			0					M.9.a.(2)
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25 percent of item 9 less Memoranda items 9.a.(1) and 9. a. (2)):													
(1)	BHTX F655				F655			0					M.9.b.(1)
(2)	BHTX F656				F656			0					M.9.b.(2)
(3)	BHTX F657				F657			0					M.9.b.(3)
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13.b that are greater than \$25,000 and exceed 25 percent of the item)													
a.	BHTX F658				F658			0					M.10.a.
b.	BHTX F659				F659			0					M.10.b.
c.	BHTX F660				F660			0					M.10.c.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	2210		9221499		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		3422985		1.b.
c. Money market deposit accounts and other savings accounts	2389		71120082		1.c.
d. Time deposits of less than \$100,000.....	6648		7582189		1.d.
e. Time deposits of \$100,000 or more	2604		3339322		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189		0		2.a.
c. Money market deposit accounts and other savings accounts	3187		0		2.b.
d. Time deposits of less than \$100,000.....	2389		0		2.c.
e. Time deposits of \$100,000 or more	6648		0		2.d.
	2604		0		2.e.

Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243		2110413		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		2318943		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		744948		M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		343780		1.
2. Net deferred tax assets ²	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		1067254		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		243784		5.a.
b. Separate account life insurance assets	K202		228649		5.b.
c. Hybrid account life insurance assets	K270		826747		5.c.
6. Other.....	2168		1199346		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		3909560		7.

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities ¹	3049		446174				2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		40556				3.
4. Other	B984		1530665				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		2017395				5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		53162760				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		7947066				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		0				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		0				5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		15020	1.a.	
b. Mortgage-backed securities	B559		18788292	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		44094	1.c.	
2. Federal funds sold and securities purchased under agreements to resell	3365		367120	2.	
	BHDM				
3. a. Total loans and leases in domestic offices	3516		87510393	3.a.	
(1) Loans secured by 1–4 family residential properties	3465		35173085	3.a.(1)	
(2) All other loans secured by real estate	3466		11656209	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers	3386		222	3.a.(3)	
(4) Commercial and industrial loans	3387		21258504	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		1664610	3.a.(5)(a)	
(b) Other (includes single payment, installment other than auto loans, all student loans, and revolving credit plans other than credit cards)	B562		12778091	3.a.(5)(b)	
	BHFN				
b. Total loans and leases in foreign offices, Edge and agreement subsidiaries, and IBFs	3360		0	3.b.	
	BHCK				
4. a. Trading assets	3401		1169931	4.a.	
b. Other earning assets	B985		2640141	4.b.	
5. Total consolidated assets	3368		126142473	5.	
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		87668790	6.	
7. Interest-bearing deposits (foreign) ¹	3404		1115000	7.	
8. Federal funds purchased and securities sold under agreements to repurchase	3353		1969786	8.	
9. All other borrowed money	2635		2428009	9.	
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		24234782	11.	

1. Includes interest-bearing demand deposits.

C.I. _____

RSSD ID:

1132449

Schedule HC-L—Derivatives and Off-Balance-Sheet Items**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands

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			16307479	1.a.
b. (1) Unused consumer credit card lines				J455			7159878	1.b.(1)
(2) Other unused credit card lines				J456			598130	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			1491260	1.c.(1)
(a) 1–4 family residential construction loan commitments				F164			115147	1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments				F165			1376113	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			20718299	1.e.(1)
(2) Loans to financial institutions				J458			1144461	1.e.(2)
(3) All other unused commitments				J459			3087513	1.e.(3)
2. Financial standby letters of credit and foreign office guarantees				6566			3081580	2.
Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. ¹								
a. Amount of financial standby letters of credit conveyed to others				3820			0	2.a.
3. Performance standby letters of credit and foreign office guarantees				6570			151850	3.
Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. ¹								
a. Amount of performance standby letters of credit conveyed to others				3822			0	3.a.
4. Commercial and similar letters of credit				3411			102814	4.
5. Not applicable								
6. Securities lent				3433			0	6.
7. Credit derivatives:								
a. Notional amounts:								
(1) Credit default swaps				C968			0	7.a.(1)
(2) Total return swaps				C970			0	7.a.(2)
(3) Credit options				C972			0	7.a.(3)
(4) Other credit derivatives				C974			1174586	7.a.(4)
b. Gross fair values:								
(1) Gross positive fair value				C219			29429	7.b.(1)
(2) Gross negative fair value				C220			86	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			1174586	7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes				G404			0	7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes				G405			0	7.c.(2)(c)

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

Schedule HC-L—Continued**(Report only transactions with nonrelated institutions)**

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade				G406			375674	G407			718679	G408			80233
(b) Subinvestment grade				G409			0	G410			0	G411			0
(2) Purchased credit protection:															
(a) Investment grade				G412			0	G413			0	G414			0
(b) Subinvestment grade				G415			0	G416			0	G417			0
8. Spot foreign exchange contracts															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a)															
a. Securities borrowed															
b. Commitments to purchase when-issued securities															
c. Commitments to sell when-issued securities															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
		0				0				0				0		11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
b. Forward contracts		2803315				5941953				0				0		11.b.
c. Exchange-traded option contracts:																
(1) Written options.....	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704			
		0				0				0				0		11.c.(1)
(2) Purchased options	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708			
		0				0				0				0		11.c.(2)
d. Over-the-counter option contracts:																
(1) Written options.....	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712			
		1606377				0				0				0		11.d.(1)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
(2) Purchased options		1606377				0				0				0		11.d.(2)
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
		31758017				467972				0				0		11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
		30758968				6409925				0				0		12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728			
		7015118				0				0				0		13.
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736			
		1087083				85825				0				0		14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
		1018804				81526				0				0		14.a.(2)
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744			
		36289				0				0				0		14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
		271789				0				0				0		14.b.(2)

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418			0	G419			0	G420			0	G421			0	G422			1059916
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423			1080	G424			0	G425			0	G426			0	G427			3978
(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			3978

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

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		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		501079		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		45146		3.
4. Other assets acquired in satisfaction of debts previously contracted	6557		2679		4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288		4000000		5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans	K169		0		6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans	K170		0		6.a.(1)(a)(2)
(b) Secured by farmland	K171		0		6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	K172		0		6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens	K173		0		6.a.(1)(c)(2)(a)
(b) Secured by junior liens	K174		0		6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties	K175		0		6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K176		0		6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties	K177		0		6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers	BHCK				
(3) Commercial and industrial loans	K178		0		6.a.(2)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	K179		0		6.a.(3)
(a) Credit cards	K180		0		6.a.(4)(a)
(b) Automobile loans	K181		0		6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards)	K182		0		6.a.(4)(c)
(5) All other loans and leases	K183		0		6.a.(5)
<i>Itemize and describe loan and lease categories included in item 6.a(5) above that exceed 10 percent of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):</i>					
(a) Loans to depository institutions and acceptances of other banks	K184		0		6.a.(5)(a)
(b) Loans to foreign governments and official institutions	K185		0		6.a.(5)(b)
(c) Other loans ¹	K186		0		6.a.(5)(c)
(d) Lease financing receivables	K273		0		6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land	K187		0		6.b.(1)
(2) Farmland in domestic offices	K188		0		6.b.(2)
(3) 1–4 family residential properties in domestic office	K189		0		6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic office	K190		0		6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191		0		6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands		BHFN				
6. b. (6) In foreign offices		K260			0	6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements		BHCK				
		K192			0	6.b.(7)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)		J461			0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets)		J462			0	6.d.
7. Captive insurance and reinsurance subsidiaries:						
a. Total assets of captive insurance subsidiaries ¹		K193			0	7.a.
b. Total assets of captive reinsurance subsidiaries ¹		K194			0	7.b.
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)		0=No	BHCK			
		1=Yes	C251		0	8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)		0=No	BHCK			
		1=Yes	6689		0	9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10		0=No	BHCK			
		1=Yes	6416		1	11.
TEXT						
6428						
Name of Bank Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)		Area Code / Phone Number (TEXT 9009)				
12. Intangible assets other than goodwill:		BHCK				
a. Mortgage servicing assets		3164			145044	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				146872	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026			0	12.b.
c. All other identifiable intangible assets		5507			10884	12.c.
		BHCT				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426			155928	12.d.
13. Other real estate owned		2150			91759	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			501079	14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333			45146	14.c.
		BHCT				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190			546225	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.)		0=No	BHCK			
		1=Yes	B569		1	15.
16. Assets under management in proprietary mutual funds and annuities		BHCK				
		B570			0	16.

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

Schedule HC-M—Continued

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

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

0=No	BHCK	
1=Yes	C161	1

 17.

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

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

0=No	BHCK	
1=Yes	C159	0

 18.

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

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

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

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

0=No	BHCK	
1=Yes	C700	0

 19.a.
- b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for Yes; enter "0" for No.)

0=No		
1=Yes	C701	0

 19.b.

Dollar Amounts in Thousands

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.

- | | 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)

WWW.CITIZENSBANK.COM

TEXT
C497

http://

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

526704

23.b.

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

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

C.I. _____

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

				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans				F172			0	F174			0	F176			2260
(2) Other construction loans and all land development and other land loans				F173			18000	F175			0	F177			44555
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			76163	5399			0	5400			299895
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			144259	C237			34	C229			687066
(b) Secured by junior liens				C238			71348	C239			0	C230			193156
d. Secured by multifamily (5 or more) residential properties in domestic offices.....															
e. Secured by nonfarm nonresidential properties in domestic offices:															
(1) Loans secured by owner-occupied nonfarm non-residential properties				F178			14784	F180			326	F182			85057
(2) Loans secured by other nonfarm nonresidential properties				F179			8505	F181			32548	F183			209388
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															
4. Commercial and industrial loans				1594			0	1597			0	1583			0
5. Loans to individuals for household, family, and other personal expenditures:				1606			26761	1607			70894	1608			118081
a. Credit cards															
b. Automobile loans				B575			19111	B576			0	B577			19204
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)				K213			46704	K214			0	K215			15662
6. Loans to foreign governments and official institutions															
7. All other loans				K216			84948	K217			35352	K218			11646
8. Lease financing receivables:															
a. Leases to individuals for household, family, and other personal expenditures				5389			0	5390			0	5391			0
b. All other leases				5459			30832	5460			0	5461			1730
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			5107	F170			60	F171			395

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

Schedule HC-N—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK				BHCK				BHCK				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505			0	3506			0	3507			0	9.
10. TOTAL (sum of items 1 through 9)	5524			551488	5525			139360	5526			1729839	10.
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC)	K036			37327	K037			33267	K038			62468	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039			33484	K040			32269	K041			21913	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042			493	K043			0	K044			39010	11.b.
12. Loans and leases in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:													
a. Loans secured by real estate in domestic offices:													
(1) Construction, land development, and other land loans:													
(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 non-farm 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.
Itemize and describe the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			0	K103			0	K104			0	12. f.

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

Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans	K108			0	K109			0	K110			14591	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			15484	F662			0	F663			537689	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			1144	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			9189	K115			0	K116			22627	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties	K117			0	K118			0	K119			77622	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		666		K121		0		K122		38259	M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K123		0		K124		0		K125		0	M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures)												
	K126		13958		K127		0		K128		15468	M.1. f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1. f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1. f.(2)
(3) Loans to finance agricultural production and other loans to farmers												
	K138		0		K139		0		K140		0	M.1. f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		0		K275		0		K276		0	M.1. f.(4)(a)
(b) Automobile loan	K277		0		K278		0		K279		0	M.1. f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards												
	K280		12545		K281		0		K282		0	M.1. f.(4)(c)
(5) Loans to foreign governments and official institutions												
	K283		0		K284		0		K285		0	M.1. f.(5)
(6) Other loans ¹	K286		0		K287		0		K288		0	M.1. f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		0		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees												
	3508		1382		1912		256		1913		600	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		0		C241		0		C226		0	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664				F665				F666			M.5.b.(1)
(2) Unpaid principal balance	F667				F668				F669			M.5.b.(2)

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

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

Item 6 is to be reported only by 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			1269	3530			0

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter.....				C410			757265
8. Nonaccrual assets sold during the quarter				C411			0

M.7.

M.8.

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

M.9.a.

M.9.b.

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

Schedule HC-P is to be completed by (1) all bank holding companies with \$1 billion or more in total assets¹ 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 resale² from all sources, loan sales, or quarter-end loans held for sale or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale:²					
a. Closed-end first liens	F066	1431183			1.a.
b. Closed-end junior liens	F067	246			1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670	0			1.c.(1)
(2) Principal amount funded under the lines of credit	F671	0			1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale:²					
	BHCK				
a. Closed-end first liens	F068	0			2.a.
b. Closed-end junior liens	F069	0			2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672	0			2.c.(1)
(2) Principal amount funded under the lines of credit	F673	0			2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:					
	BHCK				
a. Closed-end first liens	F070	1404193			3.a.
b. Closed-end junior liens	F071	241			3.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F674	0			3.c.(1)
(2) Principal amount funded under the lines of credit	F675	0			3.c.(2)
4. 1–4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
	BHCK				
a. Closed-end first liens	F072	624301			4.a.
b. Closed-end junior liens	F073	65			4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676	0			4.c.(1)
(2) Principal amount funded under the lines of credit	F677	0			4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):					
	BHCK				
a. Closed-end 1–4 family residential mortgage loans	F184	0			5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	F560	0			5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678	7476			6.a.
b. Closed-end junior liens	F679	0			6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680	0			6.c.(1)
(2) Principal amount funded under the lines of credit	F681	0			6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK				
	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288	2000			7.c.

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

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK				
Assets																					
1. Available-for-sale securities	1773		18343531		G474			0	G475			21609	G476			18321922	G477			0	1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				
	G478			0	G479			0	G480			0	G481			0	G482			0	2.
3. Loans and leases held for sale	G483			624301	G484			0	G485			0	G486			624301	G487			0	3.
4. Loans and leases held for investment	G488			0	G489			0	G490			0	G491			0	G492			0	4.
5. Trading assets:	BHCT																				
a. Derivative assets	3543			1120033	G493			52875	G494			0	G495			1172908	G496			0	5.a.
	BHCK																				
b. Other trading assets	G497			0	G498			0	G499			0	G500			0	G501			0	5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																					
	F240			0	F684			0	F692			0	F241			0	F242			0	5.b.(1)
6. All other assets	G391			36112	G392			984	G395			0	G396			36289	G804			807	6.
7. Total assets measured at fair value on a recurring basis																					
	G502			20123977	G503			53859	G504			21609	G505			20155420	G506			807	7.
Liabilities																					
8. Deposits	F252			0	F686			0	F694			0	F253			0	F254			0	8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507			0	G508			0	G509			0	G510			0	G511			0	9.
10. Trading liabilities:	BHCT																				
a. Derivative liabilities	3547			1047456	G512			52875	G513			0	G514			1100331	G515			0	10.a.
	BHCK																				
b. Other trading liabilities	G516			0	G517			0	G518			0	G519			0	G520			0	10.b.
11. Other borrowed money	G521			0	G522			0	G523			0	G524			0	G525			0	11.
12. Subordinated notes and debentures	G526			0	G527			0	G528			0	G529			0	G530			0	12.
13. All other liabilities	G805			270780	G806			1009	G807			0	G808			271789	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis																					
	G531			1318236	G532			53884	G533			0	G534			1372120	G535			0	14.

Schedule HC-Q—Continued

Memoranda

				(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements								
Dollar Amounts in Thousands				BHCK				BHCK				BHCK				
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25 percent of item 6):																
a. Mortgage servicing assets.....				G536			0	G537			0	G538			0	M.1.a.
b. Nontrading derivative assets.....				G541			35305	G542			984	G543			0	M.1.b.
c.	BHTX G546	VENTURE CAPITAL INVESTMENTS		G546			807	G547			0	G548			0	M.1.c.
d.	BHTX G551			G551			0	G552			0	G553			0	M.1.d.
e.	BHTX G556			G556			0	G557			0	G558			0	M.1.e.
f.	BHTX G561			G561			0	G562			0	G563			0	M.1. f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	M.2.a.
b. Nontrading derivative liabilities				G566			270780	G567			1009	G568			0	M.2.b.
c.	BHTX G571			G571			0	G572			0	G573			0	M.2.c.
d.	BHTX G576			G576			0	G577			0	G578			0	M.2.d.
e.	BHTX G581			G581			0	G582			0	G583			0	M.2.e.
f.	BHTX G586			G586			0	G587			0	G588			0	M.2. f.

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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C.I. _____

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1132449

Dollar Amounts in Thousands

Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210	24129001	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK		
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	8434	306058	2.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)	A221	0	3.
5. LESS: Nonqualifying perpetual preferred stock	4336	-618386	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) ²	G214	0	6.a.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G215	290000	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	10682033	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	14049296	8.
b. LESS: Disallowed deferred tax assets	B591	12859	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	14036437	11.

Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217	350000	12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218	0	13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310	1235310	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221	842	15.
16. Other Tier 2 capital components	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311	1586152	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275	1586152	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	15622589	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	126142473	22.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B590	10682033	23.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	B591	12859	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	-378662	26.
	A224	115826243	27.

Capital Ratios

31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage	
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7204	12.12	31.
33. Total risk-based capital ratio (item 21 divided by item 62)	7206	14.21	32.
	7205	15.82	33.

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

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

Schedule HC-R—Continued

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

														C000

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)	(Column D)	(Column E)	(Column F)						
								Allocation by Risk-Weight Category									
								0%	20%	50%	100%						
Dollar Amounts in Thousands																	
Derivatives and Off-Balance-Sheet Items	BHCK B546				BHCE			BHC0		BHC2		BHC5		BHC9			
44. Financial standby letters of credit.....	3081580			1.00 or 12.5 ²	3081580			82276		0		0		2999304			44.
	BHCT 6570																
45. Performance standby letters of credit.....	151850			.50	75925			1880		1000		0		73045			45.
	BHCT 3411																
46. Commercial and similar letters of credit....	102814			.20	20563			0		0		0		20563			46.
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK 3429																
	0			1.00	0			0		0							0
	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																
	6198			12.5 ³	77475									77475			50.
	BHCK B675																
51. All other financial assets sold with recourse	9969			1.00	9969			0		0		9969		0			51.
	BHCK B681																
52. All other off-balance-sheet liabilities.....	34226			1.00	34226			0		0		0		34226			52.
53. Unused commitments:																	
a. With an original maturity exceeding one year	BHCK 6572																
	18560380			.50	9280190			0		32630		311		9247249			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					1514781			0		235873		1278908					54.

1. Column A multiplied by credit conversion factor.

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

3. Or institution-specific factor.

Schedule HC-R—Continued

				(Column C)	(Column D)	(Column E)	(Column F)		
				Allocation by Risk-Weight Category					
				0%	20%	50%	100%		
Dollar Amounts in Thousands									
Totals									
55. Total assets, derivatives, and off-balance-sheet items by risk-weight category (for each column, sum of items 43 through 54)				BHCK B696	BHCK B697	BHCK B698	BHCK B699		
				9400390	15424482	20513565	85468565	55.	
56. Risk-weight factor				× 0%	× 20%	× 50%	× 100%	56.	
				BHCK B700	BHCK B701	BHCK B702	BHCK B703		
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0	3084896	10256783	85468565	57.	
58. Market risk equivalent assets							BHCK 1651		
							14548	58.	
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)							BHCK B704		
							98824792	59.	
60. LESS: Excess allowance for loan and lease losses							BHCK A222		
							60169	60.	
61. LESS: Allocated transfer risk reserve							BHCK 3128		
							0	61.	
62. Total risk-weighted assets (item 59 minus items 60 and 61)							BHCK A223		
							98764623	62.	

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands										BHCK																	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764	1208488				M.1.												
										With a remaining maturity of																	
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years									
Dollar Amounts in Thousands										BHCK					BHCK					BHCK							
2. Notional principal amounts of derivative contracts: ¹																											
a. Interest rate contracts										3809			9942870		8766			18345915		8767			7878923		M.2.a.		
b. Foreign exchange contracts										3812			5602911		8769			807014		8770			0		M.2.b.		
c. Gold contracts										8771			0		8772			0		8773			0		M.2.c.		
d. Other precious metals contracts										8774			0		8775			0		8776			0		M.2.d.		
e. Other commodity contracts										8777			0		8778			0		8779			0		M.2.e.		
f. Equity derivative contracts										A000			0		A001			0		A002			0		M.2. f.		
g. Credit derivative contracts:																											
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																											
(1) Investment grade										G597			0		G598			0		G599			0		M.2.g.(1)		
(2) Subinvestment grade										G600			0		G601			0		G602			0		M.2.g.(2)		
										Dollar Amounts in Thousands										BHCK							
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:																											
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)										5479																0	M.3.a.
b. Not applicable.																											
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)										C498																0	M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)										A507																0	M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)										2771																0	M.4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																											
a. In the form of perpetual preferred stock										5483																0	M.5.a.
b. In the form of common stock										5484																0	M.5.b.

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

Schedule HC-R—Continued**Memoranda—Continued**

Dollar Amounts in Thousands				
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	BHCK			
7. Not applicable	F031		0	M.6.
8. Restricted core capital elements included in Tier 1 capital:				
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219		0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220		0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990		0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502		290000	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221		10671149	M.9.
	BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability)	G222		2.06	M.10.

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

[illegible]

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	BHCK B762			BHCK B763		6.a.
		0	0			0		
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502		6.b.
		0	0			0		
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due.....		BHCK B764	BHCK B765			BHCK B766		7.a.
		0	0			0		
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769		7.b.
		0	0			0		
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date):								
a. Charge-offs		BHCK B770	BHCK B771			BHCK B772		8.a.
		0	0			0		
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775		8.b.
		0	0			0		
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements								
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782	9.
	0	0	0	0	0	0	0	
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures								
	BHCK B783	BHCK B784	BHCK B785	BHCK B786	BHCK B787	BHCK B788	BHCK B789	10.
	0	0	0	0	0	0	0	
Asset Sales								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized								
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796	11.
	6198	0	0	0	0	0	0	
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11								
	BHCK B797	BHCK B798	BHCK B799	BHCK B800	BHCK B801	BHCK B802	BHCK B803	12.
	6198	0	0	0	0	0	0	

Schedule HC-S—Continued**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:							
a. Outstanding principal balance.....	A249			0	M.1.a.		
b. Amount of retained recourse on these obligations as of the report date	A250			0	M.1.b.		
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):							
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804			9969	M.2.a.		
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			18559643	M.2.b.		
c. Other financial assets ¹	A591			5536352	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			179095	M.2.d.		
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806			0	M.3.a.(1)		
(2) Conduits sponsored by other unrelated institutions	B807			0	M.3.a.(2)		
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808			0	M.3.b.(1)		
(2) Conduits sponsored by other unrelated institutions	B809			0	M.3.b.(2)		
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			0	M.4.		

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

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

Schedule HC-V—Variable Interest Entities

	(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)

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

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.