

## Board of Governors of the Federal Reserve System

RSSD ID: 1132449



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

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

This Report is required by law: Section 5(c) of the Bank Holding Company Act (12 U.S.C. § 1844) and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

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

regardless of size. See page 1 of the general instructions for further information. However, when such holding companies own or control, or are owned or controlled by, other holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

Date of Report: **December 31, 2013**

Month / Day / Year (BHCK 9999)

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

RBS CITIZENS FINANCIAL GROUP, INC.

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

Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

Signature of Chief Financial Officer (or Equivalent)

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

PROVIDENCE RI 02903

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

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

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

Public reporting burden for this information collection is estimated to vary from 5 to 1,250 hours per response, with an average of 45.59 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, DC 20503.

# Report of Income for Holding Companies

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

## Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK			
1. Interest income				
a. Interest and fee income on loans:				
(1) In domestic offices:				
(a) Loans secured by 1–4 family residential properties	4435		1221760	1.a.(1)(a)
(b) All other loans secured by real estate	4436		265247	1.a.(1)(b)
(c) All other loans	F821		1432071	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		105481	1.b.
c. Interest income on balances due from depository institutions <sup>1</sup>	4115		5134	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		30	1.d.(1)
(2) Mortgage-backed securities	B489		445098	1.d.(2)
(3) All other securities	4060		611	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		5467	1.f.
g. Other interest income	4518		31938	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		3512837	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		33472	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		55295	2.a.(1)(b)
(c) Other deposits	6761		116690	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		1398	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		200897	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		5806	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		29054	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		442612	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		3070225	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		480221	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		24904	5.a.
b. Service charges on deposit accounts in domestic offices	4483		492727	5.b.
c. Trading revenue <sup>2</sup>	A220		59519	5.c.
d. (1) Fees and commissions from securities brokerage	C886		71992	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		50273	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		6150	5.d.(5)
e. Venture capital revenue	B491		-273	5.e.
f. Net servicing fees	B492		92816	5.f.
g. Net securitization income	B493		0	5.g.

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

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

**Schedule HI—Continued**

Dollar Amounts in Thousands		BHCK			
5. h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560		75828		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		9249		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		982		5.k.
l. Other noninterest income <sup>3</sup>	B497		603122		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		1487289		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		136519		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		1665584		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		594159		7.b.
c. (1) Goodwill impairment losses	C216		4435000		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		2784		7.c.(2)
d. Other noninterest expense <sup>4</sup>	4092		984727		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		7682254		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		-3468442		8.
9. Applicable income taxes (foreign and domestic)	4302		-42030		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		-3426412		10.
11. Extraordinary items and other adjustments, net of income taxes <sup>5</sup>	4320		0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		-3426412		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103		0		13.
14. Net income (loss) attributable to holding company (item 12 minus item 13)	4340		-3426412		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		3088210		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		-3450456		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		1194		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		325		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		18795		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		50054		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		75411		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		135835		M.6.g.
h. Gains on bargain purchases .....				J447		0		M.6.h.
i. <div>TEXT 8562</div> UNUSED LINE COMMITMENT FEES .....				8562		57139		M.6.i.
j. <div>TEXT 8563</div> SYNDICATION FEES .....				8563		50911		M.6.j.
k. <div>TEXT 8564</div> LETTERS OF CREDIT .....				8564		46294		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		57488		M.7.a.
b. Advertising and marketing expenses .....				0497		76311		M.7.b.
c. Directors' fees .....				4136		0		M.7.c.
d. Printing, stationery, and supplies .....				C018		0		M.7.d.
e. Postage .....				8403		0		M.7.e.
f. Legal fees and expenses .....				4141		0		M.7.f.
g. FDIC deposit insurance assessments .....				4146				M.7.g.
h. Accounting and auditing expenses .....				F556		0		M.7.h.
i. Consulting and advisory expenses .....				F557		142045		M.7. i.
j. Automated teller machine (ATM) and interchange expenses .....				F558		0		M.7. j.
k. Telecommunications expenses .....				F559		44661		M.7.k.
l. <div>TEXT 8565</div> SOFTWARE AMORTIZATION EXPENSE .....				8565		101562		M.7. l.
m. <div>TEXT 8566</div> NONPERFORMING ASSETS EXPENSE .....				8566		52371		M.7.m.
n. <div>TEXT 8567</div> BUSINESS AND TRAVEL .....				8567		40353		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):								
a. (1) <div>TEXT 3571</div> .....				3571		0		M.8.a.(1)
(2) Applicable income tax effect.....	BHCK	3572				0		M.8.a.(2)
b. (1) <div>TEXT 3573</div> .....				3573		0		M.8.b.(1)
(2) Applicable income tax effect.....	BHCK	3574				0		M.8.b.(2)
c. (1) <div>TEXT 3575</div> .....				3575		0		M.8.c.(1)
(2) Applicable income tax effect.....	BHCK	3576				0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)								
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:								
a. Interest rate exposures .....				8757		56536		M.9.a.
b. Foreign exchange exposures .....				8758		2983		M.9.b.
c. Equity security and index exposures .....				8759		0		M.9.c.
d. Commodity and other exposures .....				8760		0		M.9.d.
e. Credit exposures .....				F186		0		M.9.e.

**Schedule HI—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.<sup>1</sup></i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		19716		M.9.f.
g. Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in Memorandum items 9.a through 9.e above) .....	K094		0		M.9.g.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:					
a. Net gains (losses) on credit derivatives held for trading.....	C889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions) .....	A251		17043		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.<sup>1</sup></i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		122265		M.12.a.
b. (1) Premiums on insurance related to the extension of credit.....	C242		0		M.12.b.(1)
(2) All other insurance premiums .....	C243		0		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities.....	B983		0		M.12.c.
13. Does the reporting holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for Yes; enter "0" for No.).....	0=No 1=Yes	BHCK A530		0	M.13.
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets .....	F551		-25902		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk .....	F552		0		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		0		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		0		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....	C409		0		M.15.
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
16. Noncash income from negative amortization on closed-end loans secured by 1–4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses .....	J319		48470		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		40594		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		7876		M.17.c.

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

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

Dollar Amounts in Thousands		BHCK			
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	3217		24129001		1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	B508		24129001		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) .....	4340		-3426412		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		1185000		11.
12. Other comprehensive income <sup>1</sup> .....	B511		-335893		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company .....	4591		0		13.
14. Other adjustments to equity capital (not included above) .....	3581		13851		14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC) .....	BHCT				
	3210		19195547		15.

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



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

	(Column A) Charge-offs <sup>1</sup>				(Column B) Recoveries			
Dollar Amounts in Thousands	BHCK				BHCK			
<b>I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)</b>								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans .....	C891		274		C892		1692	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	C893		1238		C894		6396	1.a.(2)
b. Secured by farmland in domestic offices .....	3584		0		3585		1	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		92568		5412		11617	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens .....	C234		69172		C217		14181	1.c.(2)(a)
(b) Secured by junior liens .....	C235		197449		C218		39855	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3588		13347		3589		16361	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	C895		17185		C896		8683	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	C897		26835		C898		16888	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		56468		4617		33492	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		65414		B515		7541	5.a.
b. Automobile loans .....	K129		22488		K133		16884	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	K205		113784		K206		22072	5.c.
6. Loans to foreign governments and official institutions .....	4643		0		4627		0	6.
7. All other loans .....	4644		31316		4628		9365	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		14		F188		1314	8.b.
9. Total (sum of items 1 through 8) .....	4635		707552		4605		206342	9.

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

**Schedule HI-B—Continued****Memoranda**

				(Column A) Charge-offs <sup>1</sup>		(Column B) Recoveries						
				Calendar Year-to-date								
Dollar Amounts in Thousands				BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above .....				5409		0		5410		0		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		178		4662		3		M.2.

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

	Calendar Year-to-date			
3. Uncollectible retail credit card fees and finance charges reversed against income	BHCK			
(i.e., not included in charge-offs against the allowance for loan and lease losses) .....	C388		12839	M.3.

Dollar Amounts in Thousands				BHCK			
<b>II. Changes in allowance for loan and lease losses</b>							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	B522			1254923			1.
	BHCT						
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	4605			206342			2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	BHCK						
	C079			707552			3.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account .....	5523			0			4.
	BHCT						
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	4230			480221			5.
	BHCK						
6. Adjustments (see instructions for this schedule) .....	C233			-13502			6.
	BHCT						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c) .....	3123			1220432			7.

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

**Memoranda**

Dollar Amounts in Thousands				BHCK			
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	C435			0			M.1.
Memoranda items 2 and 3 are to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).							
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges .....	C389			2760			M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....	C390						M.3.
Memorandum item 4 is to be completed by all holding companies.							
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	C781			0			M.4.



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

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK			
1. Real estate loans:																								
a. Construction loans .....	M708		11478		M709		55		M710		1280137		M711		12161		M712		0		M713		0	
b. Commercial real estate loans .....	M714		118947		M715		9249		M716		5667412		M717		60857		M719		0		M720		0	
c. Residential real estate loans .....	M721		963777		M722		70448		M723		30797433		M724		383138		M725		0		M726		0	
2. Commercial loans² .....	M727		109516		M728		13613		M729		32337177		M730		366060		M731		0		M732		0	
3. Credit cards .....	M733		39635		M734		14150		M735		1627529		M736		56775		M737		0		M738		0	
4. Other consumer loans.....	M739		193769		M740		23357		M741		12736208		M742		116049		M743		0		M744		0	
5. Unallocated, if any .....													M745		94520									
6. Total (sum of items 1.a. through 5.)	M746		1437122		M747		130872		M748		84445896		M749		1089560		M750		0		M751		0	

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

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

## Notes to the Income Statement—Predecessor Financial Items

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

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

## Notes to the Income Statement (Other)

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

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

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

### Example

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

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

## Notes to the Income Statement (Other)

	TEXT	Dollar Amounts in Thousands	BHCK			
1.	5351	SCHEDULE HI, ITEM 7.C.(1). - DURING THE SECOND QUARTER OF 2013, RBS CITIZENS FINANCIAL GROUP, INC. RECORDED A \$4.435 BILLION PRE-TAX GOODWILL IMPAIRMENT CHARGE (SEE REMARKS SECTION).				
			5351		4435000	1.
2.	5352					
			5352			2.
3.	5353					
			5353			3.
4.	5354					
			5354			4.
5.	5355					
			5355			5.
6.	B042					
			B042			6.
7.	B043					
			B043			7.
8.	B044					
			B044			8.
9.	B045					
			B045			9.
10.	B046					
			B046			10.

**Notes to the Income Statement (Other)—Continued**

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

Name of Holding Company

For Federal Reserve Bank Use Only

C.I. \_\_\_\_\_

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RSSD ID:

1132449

# Consolidated Financial Statements for Holding Companies

Report at the close of business 20131231

Month / Day / Year

## Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
<b>Assets</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin <sup>1</sup> .....	0081		1652862		1.a.
b. Interest-bearing balances: <sup>2</sup>					
(1) In U.S. offices .....	0395		1256739		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		4315407		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D) .....	1773		15977601		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices .....	BHDM	B987		0	3.a.
b. Securities purchased under agreements to resell <sup>3</sup> .....	BHCK	B989		0	3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale .....		5369		1254138	4.a.
b. Loans and leases, net of unearned income .....	B528		85883018		4.b.
c. LESS: Allowance for loan and lease losses .....	3123		1220432		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....		B529		84662586	4.d.
5. Trading assets (from Schedule HC-D) .....		3545		643035	5.
6. Premises and fixed assets (including capitalized leases) .....		2145		638309	6.
7. Other real estate owned (from Schedule HC-M).....		2150		49242	7.
8. Investments in unconsolidated subsidiaries and associated companies .....		2130		1464	8.
9. Direct and indirect investments in real estate ventures .....		3656		251297	9.
10. Intangible assets:					
a. Goodwill.....		3163		6876133	10.a.
b. Other intangible assets (from Schedule HC-M).....		0426		192302	10.b.
11. Other assets (from Schedule HC-F).....		2160		4486617	11.
12. Total assets (sum of items 1 through 11) .....		2170		122257732	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 <sup>1</sup> .....	6631	26116896		13.a.(1)
(2) Interest-bearing .....	6636	65486522		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN			
(1) Noninterest-bearing .....	6631			13.b.(1)
(2) Interest-bearing .....	6636	641439		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM			
a. Federal funds purchased in domestic offices <sup>2</sup> .....	B993	689000		14.a.
b. Securities sold under agreements to repurchase <sup>3</sup> .....	BHCK			
15. Trading liabilities (from Schedule HC-D) .....	B995	4101859		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	3548	539783		15.
17. Not applicable	3190	2306583		16.
18. Not applicable				
19. a. Subordinated notes and debentures <sup>4</sup> .....	4062	1350000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	C699	0		19.b.
20. Other liabilities (from Schedule HC-G) .....	2750	1830103		20.
21. Total liabilities (sum of items 13 through 20) .....	2948	103062185		21.
22. Not applicable				

**Equity Capital****Holding Company Equity Capital**

23. Perpetual preferred stock and related surplus .....	3283	0		23.
24. Common stock (par value) .....	3230	0		24.
25. Surplus (exclude all surplus related to preferred stock) .....	3240	18608537		25.
26. a. Retained earnings .....	3247	1235231		26.a.
b. Accumulated other comprehensive income <sup>5</sup> .....	B530	-648221		26.b.
c. Other equity capital components <sup>6</sup> .....	A130	0		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c) .....	3210	19195547		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	19195547		28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	3300	122257732		29.

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

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

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

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

5. Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

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



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

- |       |      |   |
|-------|------|---|
| 0=No  | BHCK |   |
| 1=Yes | C884 | 1 |
1. Has the holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for Yes, enter "0" for No.) ..... M.1.
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.<sup>7</sup>
- 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			15037	1287			15042	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies <sup>1</sup> .....	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies <sup>2</sup> .....	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	8496			0	8497			0	8498			11012	8499			9923	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA .....	G300			0	G301			0	G302			1670467	G303			1671001	4.a.(1)
(2) Issued by FNMA and FHLMC .....	G304			0	G305			0	G306			9899824	G307			9929325	4.a.(2)
(3) Other pass-through securities.....	G308			1317438	G309			1291882	G310			431856	G311			413684	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 <sup>3</sup> .....	G312			0	G313			0	G314			1294575	G315			1330012	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>3</sup> .....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			57988	G321			57671	G322			443730	G323			424988	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 <sup>3</sup> .....	K150			2939981	K151			2907125	K152			2102190	K153			2059496	4.c.(2)(a)
(b) All other commercial MBS .....	K154			0	K155			0	K156			116145	K157			113150	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			3490	C027			3778	5.a.
b. Structured financial products:																	
(1) Cash .....	G336			0	G337			0	G338			0	G339			0	5.b.(1)
(2) Synthetic .....	G340			0	G341			0	G342			0	G343			0	5.b.(2)
(3) Hybrid .....	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities .....	1737			0	1738			0	1739			0	1741			0	6.a.
b. Foreign debt securities .....	1742			0	1743			0	1744			0	1746			0	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....																	
									A510			4716	A511			7202	7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) .....	BHCT																
	1754			4315407	1771			4256678	1772			15993042	1773			15977601	8.

## Memoranda

Dollar Amounts in Thousands		BHCK				
1. Pledged securities <sup>1</sup> .....		0416		7859975		M.1.
2. Remaining maturity or next repricing date of debt securities <sup>2,3</sup> (Schedule HC-B, items 1 through 6.b in columns A and D above):						
a. 1 year and less .....		0383		2133683		M.2.a.
b. Over 1 year to 5 years .....		0384		1859629		M.2.b.
c. Over 5 years .....		0387		16292494		M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer) .....		1778		0		M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):						
a. Amortized cost .....		8782		0		M.4.a.
b. Fair value .....		8783		0		M.4.b.

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

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

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

## Schedule HC-B—Continued

## Memoranda—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK				BHCK				BHCK				BHCK				
Memorandum item 5 is to be completed by holding companies with total assets over \$1 billion or with foreign offices. <sup>1</sup>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables .....	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines .....	B842			0	B843			0	B844			3490	B845			3778	M.5.b.
c. Automobile loans.....	B846			0	B847			0	B848			0	B849			0	M.5.c.
d. Other consumer loans.....	B850			0	B851			0	B852			0	B853			0	M.5.d.
e. Commercial and industrial loans .....	B854			0	B855			0	B856			0	B857			0	M.5.e.
f. Other.....	B858			0	B859			0	B860			0	B861			0	M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions.....	G348			0	G349			0	G350			0	G351			0	M.6.a.
b. Trust preferred securities issued by real estate investment trusts .....	G352			0	G353			0	G354			0	G355			0	M.6.b.
c. Corporate and similar loans.....	G356			0	G357			0	G358			0	G359			0	M.6.c.
d. 1–4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	G360			0	G361			0	G362			0	G363			0	M.6.d.
e. 1–4 family residential MBS not issued or guaranteed by GSEs.....	G364			0	G365			0	G366			0	G367			0	M.6.e.
f. Diversified (mixed) pools of structured financial products.....	G368			0	G369			0	G370			0	G371			0	M.6.f.
g. Other collateral or reference assets .....	G372			0	G373			0	G374			0	G375			0	M.6.g.

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

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

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

Dollar Amounts in Thousands	(Column A) Consolidated			(Column B) In Domestic Offices			
	BHCK			BHDM			
1. Loans secured by real estate .....	1410		42980124				1.
a. Construction, land development, and other land loans:				BHCK			
(1) 1–4 family residential construction loans .....				F158		149000	1.a.(1)
(2) Other construction loans and all land development and other land loans.....				F159		1196164	1.a.(2)
b. Secured by farmland.....				BHDM			
c. Secured by 1–4 family residential properties:				1420		519	1.b.
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....							
(2) Closed-end loans secured by 1–4 family residential properties:				1797		16736720	1.c.(1)
(a) Secured by first liens.....				5367		12591965	1.c.(2)(a)
(b) Secured by junior liens .....				5368		3085797	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460		748807	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		3692008	1.e.(1)
				F161		4779144	1.e.(2)
				BHDM			
2. Loans to depository institutions and acceptances of other banks .....				1288		43537	2.
a. To U.S. banks and other U.S. depository institutions.....	1292		43537				2.a.
b. To foreign banks .....	1296		0				2.b.
3. Loans to finance agricultural production and other loans to farmers ....	1590		501	1590		501	3.
4. Commercial and industrial loans .....				1766		23103087	4.
a. To U.S. addressees (domicile) .....	1763		22642248				4.a.
b. To non-U.S. addressees (domicile) .....	1764		460839				4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....				1975		14503466	6.
a. Credit cards .....	B538		1555863				6.a.
b. Other revolving credit plans.....	B539		324206				6.b.
c. Automobile loans.....	K137		9375385				6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	K207		3248012				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		1454652	J454		1454652	9.a.
b. Other loans							
(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545		0	1545		0	9.b.(1)
(2) All other loans (exclude consumer loans).....	J451		1202441	J451		1202441	9.b.(2)
10. Lease financing receivables (net of unearned income) .....				2165		3849348	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		3849348				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		87137156	2122		87137156	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		0				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices .....	F576		478583				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		8133				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		32055				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		29237				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) <sup>1</sup> .....	K165		205254				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		168965				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	K212		0				M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K267		0				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above .....	2746		776				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		11079				M.3.
<i>Memorandum item 4 is to be completed by (1) holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>							
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, Column A) .....							
	C391		55776				M.4.
<i>Memorandum item 5 is to be completed by all 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		43935				M.6.a.

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



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

Dollar Amounts in Thousands				BHCK			
<i>Memorandum items 6.b and 6.c are to be completed by holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2012, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>							
6. b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties .....	F231					4734	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					11	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					249907	M.9.

				(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands				BHCK				BHDM				
<i>Memorandum items 10 and 11 are to be completed by holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.</i>												
10. Loans measured at fair value:												
a. Loans secured by real estate.....				F608		176161						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		176161		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		173462					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		173462	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		35876032				M.14.

## Schedule HC-D—Trading Assets and Liabilities

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

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCM				BHCK				
<b>Assets</b>									
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 <sup>1</sup> (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 <sup>1</sup> .....	K197			0	K197			0	4.d.
e. All other commercial MBS .....	K198			0	K198			0	4.e.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383			0	G383			0	5.a.(1)
(2) Synthetic .....	G384			0	G384			0	5.a.(2)
(3) Hybrid .....	G385			0	G385			0	5.a.(3)
b. All other debt securities .....	G386			0	G386			0	5.b.
6. Loans:									
a. Loans secured by real estate.....	F610			0					6.a.
(1) Construction, land development, and other land loans.....					F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....					F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:									
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...					F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:									
(i) Secured by first liens .....					F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....					F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....					F612			0	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....	F613			0	6.a.(5)				
b. Commercial and industrial loans.....	F614			0	F614			0	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F615			0	F615			0	6.c.(1)
(2) Other revolving credit plans .....	F616			0	F616			0	6.c.(2)
(3) Automobile loans .....	K199			0	K199			0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	K210			0	K210			0	6.c.(4)
d. Other loans.....	F618			0	F618			0	6.d.

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

## Schedule HC-D—Continued

Dollar Amounts in Thousands		(Column A) Consolidated				(Column B) Domestic Offices			
		BHCM				BHCK			
7.–8. Not applicable									
9. Other trading assets		3541		0		3541		0	9.
10. Not applicable									
11. Derivatives with a positive fair value		3543		643035		3543		643035	11.
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)		3545		643035		3545		643035	12.
<b>Liabilities</b>									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities		G209		0		G209		0	13.a.(1)
(2) Debt securities		G210		0		G210		0	13.a.(2)
(3) All other assets		G211		0		G211		0	13.a.(3)
b. All other trading liabilities		F624		0		F624		0	13.b.
14. Derivatives with a negative fair value		3547		539783		3547		539783	14.
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15)		3548		539783		3548		539783	15.

## Memoranda

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

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

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

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

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	2210			9419654	1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3187			3494265	1.b.
c. Money market deposit accounts and other savings accounts .....	2389			68849039	1.c.
d. Time deposits of less than \$100,000.....	6648			6277805	1.d.
e. Time deposits of \$100,000 or more .....	2604			3562655	1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>2</sup> .....	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	3189				2.a.
c. Money market deposit accounts and other savings accounts .....	3187				2.b.
d. Time deposits of less than \$100,000.....	2389				2.c.
e. Time deposits of \$100,000 or more .....	6648				2.d.
	2604				2.e.

## Memoranda

Dollar Amounts in Thousands		BHDM			
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less .....	A243			885747	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			2922385	M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245			641439	M.4.

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

## Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable <sup>1</sup> .....	B556			327440	1.
2. Net deferred tax assets <sup>2</sup> .....	2148			0	2.
3. Interest-only strips receivable (not in the form of a security) <sup>3</sup> on:					
a. Mortgage loans .....	A519			0	3.a.
b. Other financial assets .....	A520			0	3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>4</sup> .....	1752			946160	4.
5. Life insurance assets:					
a. General account life insurance assets .....	K201			248659	5.a.
b. Separate account life insurance assets .....	K202			233919	5.b.
c. Hybrid account life insurance assets .....	K270			856781	5.c.
6. Other.....	2168			1873658	6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160			4486617	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 <sup>1</sup> .....	3049		199407				2.
3. Allowance for credit losses on off-balance-sheet credit exposures .....	B557		39450				3.
4. Other .....	B984		1591246				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	2750		1830103				5.

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

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

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repriceable within one year or mature within one year .....	3197		49914659				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		8078064				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	3298		0				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock) .....	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year .....	3409		0				5.

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

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

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

**I. Property and Casualty Underwriting**

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

**II. Life and Health Underwriting**

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

**Schedule HC-K—Quarterly Averages**

Dollar Amounts in Thousands		BHCK			
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	B558		15048	1.a.	
b. Mortgage-backed securities .....	B559		19816032	1.b.	
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	B560		19323	1.c.	
2. Federal funds sold and securities purchased under agreements to resell .....	3365		0	2.	
	BHDM				
3. a. Total loans and leases in domestic offices .....	3516		86418395	3.a.	
(1) Loans secured by 1–4 family residential properties .....	3465		32385018	3.a.(1)	
(2) All other loans secured by real estate .....	3466		10551463	3.a.(2)	
(3) Loans to finance agricultural production and other loans to farmers .....	3386		78	3.a.(3)	
(4) Commercial and industrial loans .....	3387		23370885	3.a.(4)	
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	B561		1501196	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		12806616	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		686125	4.a.	
b. Other earning assets .....	B985		2895384	4.b.	
5. Total consolidated assets .....	3368		120705341	5.	
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>1</sup> .....	3517		86867246	6.	
7. Interest-bearing deposits (foreign) <sup>1</sup> .....	3404		940586	7.	
8. Federal funds purchased and securities sold under agreements to repurchase .....	3353		4099560	8.	
9. All other borrowed money .....	2635		443030	9.	
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	3519		19640816	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		16174807		1.a.				
b. (1) Unused consumer credit card lines .....				J455		7771380		1.b.(1)				
(2) Other unused credit card lines .....				J456		683359		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		2146284		1.c.(1)				
(a) 1–4 family residential construction loan commitments .....				F164		153066		1.c.(1)(a)				
(b) Commercial real estate, other construction loan, and land development loan commitments .....				F165		1993218		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		22878868		1.e.(1)				
(2) Loans to financial institutions .....				J458		1700481		1.e.(2)				
(3) All other unused commitments .....				J459		2631906		1.e.(3)				
2. Financial standby letters of credit and foreign office guarantees .....				6566		2556087		2.				
Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup>												
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		148962		3.				
Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. <sup>1</sup>												
a. Amount of performance standby letters of credit conveyed to others .....				3822		0		3.a.				
4. Commercial and similar letters of credit .....				3411		63810		4.				
5. Not applicable												
6. Securities lent .....				3433		0		6.				
7. Credit derivatives:												
a. Notional amounts:												
(1) Credit default swaps .....				(Column A) Sold Protection	(Column B) Purchased Protection							
(2) Total return swaps .....				BHCK				BHCK				
(3) Credit options .....				C968		0		C969		0		7.a.(1)
(4) Other credit derivatives .....				C970		0		C971		0		7.a.(2)
				C972		0		C973		0		7.a.(3)
				C974		1453879		C975		0		7.a.(4)
b. Gross fair values:												
(1) Gross positive fair value .....				C219		17230		C221		0		7.b.(1)
(2) Gross negative fair value .....				C220		0		C222		0		7.b.(2)
c. Notional amounts by regulatory capital treatment:												
(1) Positions covered under the Market Risk Rule:												
(a) Sold protection .....				G401		0						7.c.(1)(a)
(b) Purchased protection .....				G402		0						7.c.(1)(b)
(2) All other positions:												
(a) Sold protection .....				G403		1453879						7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....				G404		0						7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....				G405		0						7.c.(2)(c)

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

**Schedule HC-L—Continued**

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands				Remaining Maturity of:											
				(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
				BHCK				BHCK				BHCK			
7. d. Notional amounts by remaining maturity:															
(1) Sold credit protection:															
(a) Investment grade .....				G406		114184		G407		1143594		G408		196101	7.d.(1)(a)
(b) Subinvestment grade .....				G409		0		G410		0		G411		0	7.d.(1)(b)
(2) Purchased credit protection:															
(a) Investment grade .....				G412		0		G413		0		G414		0	7.d.(2)(a)
(b) Subinvestment grade .....				G415		0		G416		0		G417		0	7.d.(2)(b)
8. Spot foreign exchange contracts .....															
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance-sheet items that individually exceed 10 percent of Schedule HC, item 27.a, "Total holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25 percent of Schedule HC, item 27.a) .....															
a. Securities borrowed .....															
b. Commitments to purchase when-issued securities .....															
c. Commitments to sell when-issued securities .....															
d. TEXT 6561															
e. TEXT 6562															
f. TEXT 6568															
g. TEXT 6586															
10. Not applicable															

## Schedule HC-L—Continued

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts			
Derivatives Position Indicators																
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):																
a. Futures contracts.....	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696			
			0				0				0				0	11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700			
b. Forward contracts .....			556825				7362845				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			
			1590071				0				0				0	11.d.(1)
(2) Purchased options ..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
			1590071				0				0				0	11.d.(2)
e. Swaps .....	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
			31686312				376831				0				0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
			29354658				7739676				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			
			6068621				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			
			653556				93976				0				0	14.a.(1)
(2) Gross negative fair value .....	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
			557589				86692				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			
			29839				0				0				0	14.b.(1)
(2) Gross negative fair value .....	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
			422255				0				0				0	14.b.(2)



**Schedule HC-L—Continued**Item 15 is to be completed only by holding companies with total assets of \$10 billion or more.<sup>1</sup>

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			549666
b. Fair value of collateral:																				
(1) Cash—U.S. dollar .....	G423			810	G424			0	G425			0	G426			0	G427			1527
(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			810	G459			0	G460			0	G461			0	G462			1527

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

## Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding .....	Number (Unrounded) 3459 3382				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555 2251376				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 55206				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557 952				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC .....	A288 0				5.
6. Assets covered by loss-sharing agreements with the FDIC:					
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):					
(1) Loans secured by real estate in domestic offices:					
(a) Construction, land development, and other land loans:	BHDM				
(1) 1–4 family residential construction loans .....	K169 0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	K170 0				6.a.(1)(a)(2)
(b) Secured by farmland .....	K171 0				6.a.(1)(b)
(c) Secured by 1–4 family residential properties:					
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit .....	K172 0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1–4 family residential properties:					
(a) Secured by first liens .....	K173 0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	K174 0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	K175 0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K176 0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	K177 0				6.a.(1)(e)(2)
(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 <sup>1</sup> .....	K186 0				6.a.(5)(c)
(d) Lease financing receivables .....	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices .....	K187 0				6.b.(1)
(2) Farmland in domestic offices .....	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic offices .....	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	K191 0				6.b.(5)

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

## Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices .....	BHFN					
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries <sup>1</sup> .....	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries <sup>1</sup> .....						
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.) .....	K193				0	7.a.
	K194				0	7.b.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	C251			0	8.
10. Not applicable	0=No	BHCK				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10 .....	1=Yes	6689			0	9.
	0=No	BHCK				
	1=Yes	6416			1	11.
TEXT						
6428						
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)				Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets .....	3164				184502	12.a.
(1) Estimated fair value of mortgage servicing assets .....	6438				195172	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	B026				0	12.b.
c. All other identifiable intangible assets .....	5507				7800	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	BHCT					
	0426				192302	12.d.
13. Other real estate owned .....	2150				49242	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				2251377	14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	2333				55206	14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	BHCT					
	3190				2306583	14.d.
15. Does the holding company sell private label or third-party mutual funds and annuities? (Enter "1" for Yes; enter "0" for No.) .....	0=No	BHCK				
	1=Yes	B569			1	15.
16. Assets under management in proprietary mutual funds and annuities .....	BHCK					
	B570				0	16.

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

**Schedule HC-M—Continued**

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

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

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

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

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

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

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

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

## Dollar Amounts in Thousands

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

- |  | BHCK |  |  |          |
|--|------|--|--|----------|
| 20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:                                      |      |  |  |          |
| a. Net assets .....  | C252 |  |  | 20.a.    |
| b. Balances due from related institutions:   |      |  |  |          |
| (1) Due from the holding company (parent company only), gross .....  | 4832 |  |  | 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross .....  | 4833 |  |  | 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross .....  | 4834 |  |  | 20.b.(3) |
| c. Balances due to related institutions:   |      |  |  |          |
| (1) Due to holding company (parent company only), gross .....  | 5041 |  |  | 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross .....  | 5043 |  |  | 20.c.(2) |
| (3) Due to nonbank subsidiaries of the holding company, gross .....  | 5045 |  |  | 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors .....   | 5047 |  |  | 20.d.    |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) <sup>1</sup> ..... | C253 |  |  | 21.      |

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

**Schedule HC-M—Continued**

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

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

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

TEXT  
C497

http://

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

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

F064

0

23.a.

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

F065

2275783

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			166	F174			0	F176			592
(2) Other construction loans and all land development and other land loans .....				F173			0	F175			0	F177			11858
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			80489	5399			25	5400			363390
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens .....				C236			117894	C237			0	C229			562609
(b) Secured by junior liens .....				C238			47722	C239			0	C230			145346
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			6315	F180			467	F182			39404
(2) Loans secured by other nonfarm nonresidential properties .....				F179			24482	F181			0	F183			96975
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 .....															
b. Foreign banks .....				5377			0	5378			0	5379			0
				5380			0	5381			0	5382			0
3. Loans to finance agricultural production and other loans to farmers .....															
				1594			0	1597			0	1583			0
4. Commercial and industrial loans .....															
				1606			21459	1607			0	1608			97395
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards .....				B575			18415	B576			0	B577			17750
b. Automobile loans .....				K213			43033	K214			0	K215			16735
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			69368	K217			32630	K218			12588
6. Loans to foreign governments and official institutions .....															
				5389			0	5390			0	5391			0
7. All other loans .....															
				5459			58926	5460			0	5461			275
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			13773	F170			0	F171			224

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			505656	5525			33122	5526			1383394	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			32777	K037			30740	K038			83065	11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above .....	K039			31723	K040			29818	K041			21680	11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042			331	K043			0	K044			61384	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

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

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

## Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....													
	K108			0	K109			0	K110			919	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			9990	F662			0	F663			476296	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			877	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	K114			0	K115			0	K116			6088	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....													
	K117			0	K118			0	K119			45954	M.1.d.(2)



## Schedule HC-N—Continued

## Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		702		K121		0		K122		44770	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		12732		K127		1888		K128		13530	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		3454		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		8951		K281		1888		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....												
	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans <sup>1</sup> .....	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		0		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees .....												
	3508		365		1912		121		1913		353	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		2708		C241		0		C226		192	M.5.a.
b. Loans measured at fair value:												
(1) Fair value .....	F664				F665				F666			M.5.b.(1)
(2) Unpaid principal balance .....	F667				F668				F669			M.5.b.(2)

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

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

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

Dollar Amounts in Thousands				BHCK				BHCK			
6. Derivative contracts:											
Fair value of amounts carried as assets.....				3529			574	3530			0

M.6.

Dollar Amounts in Thousands				BHCK							
7. Additions to nonaccrual assets during the quarter.....								C410			256666
8. Nonaccrual assets sold during the quarter .....								C411			1697

M.7.

M.8.

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

M.9.a.

M.9.b.

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

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

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: <sup>2</sup>					
a. Closed-end first liens .....	F066		470513		1.a.
b. Closed-end junior liens .....	F067		278		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit .....	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: <sup>2</sup>					
	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		601298		3.a.
b. Closed-end junior liens .....	F071		106		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		221474		4.a.
b. Closed-end junior liens .....	F073		7280		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit .....	F676		776058		4.c.(1)
(2) Principal amount funded under the lines of credit .....	F677		339890		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):					
	BHCK				
a. Closed-end 1–4 family residential mortgage loans .....	F184				5.a.
	BHDM				
b. Open-end 1–4 family residential mortgage loans extended under lines of credit .....	F560				5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens .....	F678		9034		6.a.
b. Closed-end junior liens .....	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit .....	F681		0		6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
	BHCK				
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies .....	L191				7.a.
b. For representations and warranties made to other parties .....	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b) .....	M288		3402		7.c.

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

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
Dollar Amounts in Thousands	BHCY				BHCK				BHCK				BHCK				BHCK				
<b>Assets</b>																					
1. Available-for-sale securities .....	1773		15977601		G474			0	G475			22244	G476			15955357	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			176161	G484			0	G485			0	G486			176161	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			643035	G493			104497	G494			0	G495			747532	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			7567	G392			23007	G395			0	G396			29839	G804			735	6.
7. Total assets measured at fair value on a recurring basis .....	G502			16804364	G503			127504	G504			22244	G505			16908889	G506			735	7.
<b>Liabilities</b>																					
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			539783	G512			104497	G513			0	G514			644280	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			399248	G806			23007	G807			0	G808			422255	G809			0	13.
14. Total liabilities measured at fair value on a recurring basis .....	G531			939031	G532			127504	G533			0	G534			1066535	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			6832	G542			23007	G543			0	M.1.b.
c. <div>BHTX G546</div> VENTURE CAPITAL INVESTMENTS				G546			735	G547			0	G548			0	M.1.c.
d. <div>BHTX G551</div>				G551				G552			0	G553			0	M.1.d.
e. <div>BHTX G556</div>				G556				G557			0	G558			0	M.1.e.
f. <div>BHTX G561</div>				G561				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			399248	G567			23007	G568			0	M.2.b.
c. <div>BHTX G571</div>				G571				G572			0	G573			0	M.2.c.
d. <div>BHTX G576</div>				G576				G577			0	G578			0	M.2.d.
e. <div>BHTX G581</div>				G581				G582			0	G583			0	M.2.e.
f. <div>BHTX G586</div>				G586				G587			0	G588			0	M.2.f.

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

For Federal Reserve Bank Use Only

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	19195547	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities <sup>1</sup> (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK		
	8434	-90658	2.
3. LESS: Net unrealized loss on available-for-sale equity securities <sup>1</sup> (report loss as a positive value) .....	A221	0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>1</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	4336	-557562	4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588	0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214	0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>2</sup> .....	G215	0	6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	G216	0	6.c.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590	6533822	7.a.
b. LESS: Cumulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own creditworthiness (If a net gain, report as a positive value; If a net loss, report as a negative value.) .....	F264	0	7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b) .....	C227	13309945	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591	8847	9.a.
b. LESS: Disallowed deferred tax assets .....	5610	0	9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592	0	10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274	13301098	11.

## Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements <sup>2</sup> (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. ....	G217	1350000	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	1233260	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221	1119	15.
16. Other Tier 2 capital components .....	B594	0	16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311	2584379	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275	2584379	18.

## 19. Not applicable

20. LESS: Deductions for total risk-based capital .....	B595	0	20.
21. Total risk-based capital (sum of items 11 and 18, less item 20) .....	3792	15885477	21.

## Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5) .....	BHCT		
	3368	120705341	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590	6533822	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591	8847	24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610	0	25.
26. LESS: Other deductions from assets for leverage capital purposes .....	BHCK		
	B596	-259352	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224	114422024	27.
28.-30. Not applicable			

## Capital Ratios

	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204	11.62	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206	13.49	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205	16.11	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 <sup>1</sup>	(Column C)	(Column D)	(Column E)	(Column F)					
				Allocation by Risk-Weight Category								
				0%		20%			50%		100%	
Dollar Amounts in Thousands												
Derivatives and Off-Balance-Sheet Items	BHCK B546		BHCE	BHC0	BHC2	BHC5	BHC9					
44. Financial standby letters of credit.....	2556087	1.00 or 12.5 <sup>2</sup>	2556087	79578	0	0	2476509	44.				
	BHCT 6570											
45. Performance standby letters of credit.....	148962	.50	74481	1713	995	0	71773	45.				
	BHCT 3411											
46. Commercial and similar letters of credit....	63810	.20	12762	0	0	0	12762	46.				
47. Risk participations in bankers acceptances acquired by the reporting institution .....	BHCK 3429											
	0	1.00	0	0	0		0	47.				
	BHCT 3433											
48. Securities lent.....	0	1.00	0	0	0	0	0	48.				
49. Retained recourse on small business obligations sold with recourse .....	BHCT A250											
	0	1.00	0	0	0	0	0	49.				
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement .....												
	BHCK B541											
	5593	12.5 <sup>3</sup>	69913				69913	50.				
	BHCK B675											
51. All other financial assets sold with recourse ..	7852	1.00	7852	0	0	7852	0	51.				
	BHCK B681											
52. All other off-balance-sheet liabilities.....	25889	1.00	25889	0	0	0	25889	52.				
53. Unused commitments:												
a. With an original maturity exceeding one year .....	BHCK 6572											
	23033069	.50	11516535	0	32113	1647	11482775	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 .....			1161009	0	373696	787313		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				
					10630461	15018975	20951653	85034870	55.			
56. Risk-weight factor .....					x 0%	x 20%	x 50%	x 100%	56.			
					BHCK B700	BHCK B701	BHCK B702	BHCK B703				
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56) .....					0	3003795	10475827	85034870	57.			
58. Market risk equivalent assets .....								BHCK 1651				
								146286	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				
								98660778	59.			
60. LESS: Excess allowance for loan and lease losses .....								BHCK A222				
								26622	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				
								98634156	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		776753	M.1.													
										With a remaining maturity of																
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years								
Dollar Amounts in Thousands										BHCK					BHCK					BHCK						
2. Notional principal amounts of derivative contracts: <sup>1</sup>																										
a. Interest rate contracts .....										3809		4313338		8766		18716860		8767		10803010					M.2.a.	
b. Foreign exchange contracts .....										3812		6458913		8769		1280763		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 <sup>2</sup> (included in Schedule HC, item 19.b) .....	C502		0	M.8.d.
9. Goodwill net of any associated deferred tax liability .....	G221		6526022	M.9.
	BHCK	Percentage		
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	G222		0.00	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		
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>								
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements .....								
	BHCK B776	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	
<b>Asset Sales</b>								
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.
	13445	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.
	13445	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			7852	M.2.a.		
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	B805			18721762	M.2.b.		
c. Other financial assets <sup>1</sup> .....	A591			3974575	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			140551	M.2.d.		
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	B806			0	M.3.a.(1)		
(2) Conduits sponsored by other unrelated institutions .....	B807			0	M.3.a.(2)		
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company .....	B808			0	M.3.b.(1)		
(2) Conduits sponsored by other unrelated institutions .....	B809			0	M.3.b.(2)		
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>2</sup> .....	C407			0	M.4.		

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

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

**Schedule HC-V—Variable Interest Entities**

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

## Notes to the Balance Sheet—Predecessor Financial Items

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

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

## Notes to the Balance Sheet (Other)

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

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

### Example

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

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

## Notes to the Balance Sheet (Other)

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



Notes to the Balance Sheet (Other)—Continued

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