

Board of Governors of the Federal Reserve System



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, 2014**

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.

JOHN FAWCETT, CHIEF FINANCIAL OFFICER

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

Signature of Chief Financial Officer (or Equivalent)

02/17/2015

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

CITIZENS FINANCIAL GROUP, INC.

Legal Title of Holding Company (TEXT 9010)

ONE CITIZENS PLAZA

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

PROVIDENCE

RI

02903

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

JONATHAN M. GAUDIOSO, SVP, ACCOUNTING GROUP DIRECTOR

Name / Title (BHTX 8901)

401-757-5430

Area Code / Phone Number (BHTX 8902)

401-757-5333

Area Code / FAX Number (BHTX 9116)

JONATHAN.M.GAUDIOSO@CITIZENSBANK.COM

E-mail Address of Contact (BHTX 4086)

For Federal Reserve Bank Use Only

RSSD ID

C.I.

S.F.

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

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		1210014	1.a.(1)(a)
(b) All other loans secured by real estate	4436		190934	1.a.(1)(b)
(c) All other loans	F821		1546094	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		102930	1.b.
c. Interest income on balances due from depository institutions ¹	4115		4772	1.c.
d. Interest and dividend income on securities:				
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488		25	1.d.(1)
(2) Mortgage-backed securities	B489		582264	1.d.(2)
(3) All other securities	4060		426	1.d.(3)
e. Interest income from trading assets	4069		430	1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		5	1.f.
g. Other interest income	4518		36738	1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107		3674632	1.h.
2. Interest expense				
a. Interest on deposits:				
(1) In domestic offices:				
(a) Time deposits of \$100,000 or more	A517		29827	2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518		38995	2.a.(1)(b)
(c) Other deposits	6761		90600	2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172		744	2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		31501	2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185		90423	2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397		81246	2.d.
e. Other interest expense	4398		0	2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073		363336	2.f.
3. Net interest income (item 1.h minus item 2.f)	4074		3311296	3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230		297414	4.
5. Noninterest income:				
a. Income from fiduciary activities	4070		25523	5.a.
b. Service charges on deposit accounts in domestic offices	4483		440555	5.b.
c. Trading revenue ²	A220		31772	5.c.
d. (1) Fees and commissions from securities brokerage	C886		76216	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		54235	5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386		0	5.d.(4)
(5) Income from other insurance activities	C387		4271	5.d.(5)
e. Venture capital revenue	B491		86	5.e.
f. Net servicing fees	B492		38133	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		38701		5.i.
j. Net gains (losses) on sales of other real estate owned	8561		4765		5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496		-7385		5.k.
l. Other noninterest income ³	B497		945336		5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079		1652208		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		18511		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		1689580		7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		572720		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232		2400		7.c.(2)
d. Other noninterest expense ⁴	4092		1151948		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		3416648		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		1267953		8.
9. Applicable income taxes (foreign and domestic)	4302		403194		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		864759		10.
11. Extraordinary items and other adjustments, net of income taxes ⁵	4320		0		11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11)	G104		864759		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		864759		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		3311853		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (item 8 above) on a fully taxable equivalent basis	4592		1268510		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		807		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		275		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	BHCK		Number		
	4150		17677		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		48644		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		69041		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												
6. g. Bank card and credit card interchange fees					BHCK							
h. Gains on bargain purchases					F555			140019	M.6.g.			
					J447			0	M.6.h.			
i. <table><tr><td>TEXT</td><td>8562</td><td>GAIN ON SALE OF DEPOSITS</td></tr></table>					TEXT	8562	GAIN ON SALE OF DEPOSITS					
TEXT	8562	GAIN ON SALE OF DEPOSITS										
					8562			286260	M.6.i.			
j. <table><tr><td>TEXT</td><td>8563</td><td>SYNDICATION FEES</td></tr></table>					TEXT	8563	SYNDICATION FEES					
TEXT	8563	SYNDICATION FEES										
					8563			93519	M.6.j.			
k. <table><tr><td>TEXT</td><td>8564</td><td>UNUSED LINE COMMITMENT FEES</td></tr></table>					TEXT	8564	UNUSED LINE COMMITMENT FEES					
TEXT	8564	UNUSED LINE COMMITMENT FEES										
					8564			58628	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			72298	M.7.a.			
b. Advertising and marketing expenses					0497			86395	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			182342	M.7. i.			
j. Automated teller machine (ATM) and interchange expenses					F558			0	M.7. j.			
k. Telecommunications expenses					F559			35913	M.7.k.			
l. <table><tr><td>TEXT</td><td>8565</td><td>SOFTWARE AMORTIZATION EXPENSE</td></tr></table>					TEXT	8565	SOFTWARE AMORTIZATION EXPENSE					
TEXT	8565	SOFTWARE AMORTIZATION EXPENSE										
					8565			139315	M.7. l.			
m. <table><tr><td>TEXT</td><td>8566</td><td>NONPERFORMING ASSET EXPENSE</td></tr></table>					TEXT	8566	NONPERFORMING ASSET EXPENSE					
TEXT	8566	NONPERFORMING ASSET EXPENSE										
					8566			48101	M.7.m.			
n. <table><tr><td>TEXT</td><td>8567</td><td>BUSINESS AND TRAVEL</td></tr></table>					TEXT	8567	BUSINESS AND TRAVEL					
TEXT	8567	BUSINESS AND TRAVEL										
					8567			36528	M.7.n.			
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):												
a. (1) <table><tr><td>TEXT</td><td>3571</td><td></td></tr></table>					TEXT	3571						
TEXT	3571											
					3571			0	M.8.a.(1)			
(2) Applicable income tax effect.....					BHCK	3572			0			
									M.8.a.(2)			
b. (1) <table><tr><td>TEXT</td><td>3573</td><td></td></tr></table>					TEXT	3573						
TEXT	3573											
					3573			0	M.8.b.(1)			
(2) Applicable income tax effect.....					BHCK	3574			0			
									M.8.b.(2)			
c. (1) <table><tr><td>TEXT</td><td>3575</td><td></td></tr></table>					TEXT	3575						
TEXT	3575											
					3575			0	M.8.c.(1)			
(2) Applicable income tax effect.....					BHCK	3576			0			
									M.8.c.(2)			
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)												
Memorandum items 9.a through 9.e are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year:												
a. Interest rate exposures					8757			32663	M.9.a.			
b. Foreign exchange exposures					8758			-1508	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			617	M.9.e.			

Schedule HI—Continued**Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above.¹</i>					
9. f. Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above).....	K090		2763		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		1845		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets.¹</i>					
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431		130451		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		5556		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		32852		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		44535		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		35044		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		9491		M.17.c.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

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		19195547		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		19195547		3.
	BHCT				
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14)	4340		864759		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		73076		6.b.
7. Sale of treasury stock	4782		0		7.
8. LESS: Purchase of treasury stock	4783		336012		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		805572		11.
12. Other comprehensive income ¹	B511		276065		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company	4591		0		13.
14. Other adjustments to equity capital (not included above)	3581		0		14.
15. Total holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	BHCT				
	3210		19267863		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 ¹				(Column B) Recoveries			
Dollar Amounts in Thousands	BHCK				BHCK			
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)								
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1–4 family residential construction loans	C891		37		C892		423	1.a.(1)
(2) Other construction loans and all land development and other land loans	C893		0		C894		1838	1.a.(2)
b. Secured by farmland in domestic offices	3584		0		3585		0	1.b.
c. Secured by 1–4 family residential properties in domestic offices:								
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411		86371		5412		13447	1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:								
(a) Secured by first liens	C234		50391		C217		13139	1.c.(2)(a)
(b) Secured by junior liens	C235		87349		C218		35608	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		5624		3589		5993	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895		4869		C896		4560	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	C897		4268		C898		12186	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		31836		4617		29845	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		61391		B515		7123	5.a.
b. Automobile loans	K129		40319		K133		18323	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	K205		88621		K206		19098	5.c.
6. Loans to foreign governments and official institutions	4643		0		4627		0	6.
7. All other loans	4644		32430		4628		8541	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		40		F188		251	8.b.
9. Total (sum of items 1 through 8)	4635		493546		4605		170375	9.

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

Schedule HI-B—Continued**Memoranda**

				(Column A) Charge-offs ¹		(Column B) Recoveries						
				Calendar Year-to-date								
Dollar Amounts in Thousands				BHCK				BHCK				
1. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HI-B, part I, items 4 and 7 above				5409				0				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)				4652				344				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			
	BHCK			
3. Uncollectible retail credit card fees and finance charges reversed against income (i.e., not included in charge-offs against the allowance for loan and lease losses)	C388		10885	M.3.

Dollar Amounts in Thousands				BHCK			
II. Changes in allowance for loan and lease losses							
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income)	B522			1220432			1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	BHCT						
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)	4605			170375			2.
4. LESS: Write-downs arising from transfers of loans to a held-for-sale account	BHCK						
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	C079			493546			3.
6. Adjustments (see instructions for this schedule)	5523			0			4.
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)	BHCT						
	4230			297414			5.
	BHCK						
	C233			0			6.
	BHCT						
	3123			1194675			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			2605			M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)	C390						M.3.
Memorandum item 4 is to be completed by all holding companies.							
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781			0			M.4.

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

	(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)				(Column B) Allowance Balance: Individually Evaluated for Impairment (ASC 310-10-35)				(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)				(Column D) Allowance Balance: Collectively Evaluated for Impairment (ASC 450-20)				(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)				(Column F) Allowance Balance: Purchased Credit-Impaired Loans (ASC 310-30)				
Dollar Amounts in Thousands	BHCK				BHCK				BHCK				BHCK				BHCK				BHCK				
1. Real estate loans:																									
a. Construction loans	M708			5762	M709			0	M710			1610175	M711			7389	M712			0	M713			0	1.a.
b. Commercial real estate loans	M714			39649	M715			1455	M716			6380842	M717			52345	M719			0	M720			0	1.b.
c. Residential real estate loans	M721			978681	M722			65977	M723			31280713	M724			281318	M725			0	M726			0	1.c.
2. Commercial loans ²	M727			151397	M728			18752	M729			35265158	M730			392352	M731			0	M732			0	2.
3. Credit cards	M733			30158	M734			13633	M735			1664300	M736			54881	M737			0	M738			0	3.
4. Other consumer loans	M739			197764	M740			29344	M741			15833102	M742			128699	M743			0	M744			0	4.
5. Unallocated, if any													M745			148530									5.
6. Total (sum of items 1.a. through 5.)	M746			1403411	M747			129161	M748			92034290	M749			1065514	M750			0	M751			0	6.

1. The asset size test is generally based on the total assets reported as of June 30, 2013.

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					
			5351			1.
2.	5352					
			5352			2.
3.	5353					
			5353			3.
4.	5354					
			5354			4.
5.	5355					
			5355			5.
6.	B042					
			B042			6.
7.	B043					
			B043			7.
8.	B044					
			B044			8.
9.	B045					
			B045			9.
10.	B046					
			B046			10.

Notes to the Income Statement (Other)—Continued

		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 20141231

Month / Day / Year

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

	BHCK				
Assets					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin ¹	0081		1200538		1.a.
b. Interest-bearing balances: ²					
(1) In U.S. offices	0395		2474689		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		5148120		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773		18638577		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDM B987		0		3.a.
b. Securities purchased under agreements to resell ³	BHCK B989		0		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	5369		238235		4.a.
b. Loans and leases, net of unearned income	B528		93437701		4.b.
c. LESS: Allowance for loan and lease losses	3123		1194675		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529		92243026		4.d.
5. Trading assets (from Schedule HC-D)	3545		663959		5.
6. Premises and fixed assets (including capitalized leases)	2145		594933		6.
7. Other real estate owned (from Schedule HC-M)	2150		39701		7.
8. Investments in unconsolidated subsidiaries and associated companies	2130		0		8.
9. Direct and indirect investments in real estate ventures	3656		431637		9.
10. Intangible assets:					
a. Goodwill	3163		6876133		10.a.
b. Other intangible assets (from Schedule HC-M)	0426		171669		10.b.
11. Other assets (from Schedule HC-F)	2160		4278911		11.
12. Total assets (sum of items 1 through 11)	2170		133000128		12.

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

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

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

Schedule HC—Continued

Dollar Amounts in Thousands

Liabilities

13. Deposits:					
a. In domestic offices (from Schedule HC-E):					
(1) Noninterest-bearing ¹	6631		26316884		13.a.(1)
(2) Interest-bearing	6636		68860421		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:	BHFN				
(1) Noninterest-bearing	6631		0		13.b.(1)
(2) Interest-bearing	6636		636312		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:	BHDM				
a. Federal funds purchased in domestic offices ²	B993		574000		14.a.
b. Securities sold under agreements to repurchase ³	BHCK				
15. Trading liabilities (from Schedule HC-D)	B995		3701701		14.b.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)	3548		527654		15.
17. Not applicable	3190		8544799		16.
18. Not applicable					
19. a. Subordinated notes and debentures ⁴	4062		2350000		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		2220494		20.
21. Total liabilities (sum of items 13 through 20)	2948		113732265		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		5603		24.
25. Surplus (exclude all surplus related to preferred stock)	3240		18676011		25.
26. a. Retained earnings	3247		1294417		26.a.
b. Accumulated other comprehensive income ⁵	B530		-372156		26.b.
c. Other equity capital components ⁶	A130		-336012		26.c.
27. a. Total holding company equity capital (sum of items 23 through 26.c)	3210		19267863		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		19267863		28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300		133000128		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.⁷
- a. DELOITTE AND 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			15008	1287			15009	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289			0	1290			0	1291			0	1293			0	2.a.
b. Issued by U.S. government-sponsored agencies ²	1294			0	1295			0	1297			0	1298			0	2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			10134	8499			9940	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300			945161	G301			967136	G302			2667527	G303			2720562	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			12394231	G307			12608921	4.a.(2)
(3) Other pass-through securities.....	G308			1366335	G309			1419823	G310			341534	G311			324402	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G312			0	G313			0	G314			675128	G315			693515	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ³	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage-backed securities.....	G320			53428	G321			53902	G322			361816	G323			347903	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities:																	
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA	K142			0	K143			0	K144			0	K145			0	4.c.(1)(a)
(b) Other pass-through securities	K146			0	K147			0	K148			0	K149			0	4.c.(1)(b)
(2) Other commercial MBS:																	
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies ³	K150			2783196	K151			2752456	K152			1942078	K153			1906401	4.c.(2)(a)
(b) All other commercial MBS	K154			0	K155			0	K156			0	K157			0	4.c.(2)(b)

- Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
- 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.
- U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Administration (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

Schedule HC-B—Continued

Dollar Amounts in Thousands		Held-to-Maturity								Available-for-Sale									
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value					
		BHCK				BHCK				BHCK				BHCK					
5. Asset-backed securities and structured financial products:																		5.a.	
a. Asset-backed Securities (ABS)		C026			0	C988			0	C989			3285	C027			3553		
b. Structured financial products:																		5.b.(1) 5.b.(2) 5.b.(3)	
(1) Cash		G336			0	G337			0	G338			0	G339			0		
(2) Synthetic.....		G340			0	G341			0	G342			0	G343			0		
(3) Hybrid		G344			0	G345			0	G346			0	G347			0		
6. Other debt securities:																		6.a. 6.b.	
a. Other domestic debt securities.....		1737			0	1738			0	1739			0	1741			0		
b. Other foreign debt securities		1742			0	1743			0	1744			0	1746			0		
7. Investments in mutual funds and other equity securities with readily determinable fair values																		7.	
										A510			4716	A511			8371		
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																	8.
		1754			5148120	1771			5193317	1772			18415457	1773			18638577		

Memoranda

Dollar Amounts in Thousands				
BHCK				
0416		8576694		M.1.
0383		2012519		M.2.a.
0384		1103053		M.2.b.
0387		20662754		M.2.c.
1778		0		M.3.
8782		0		M.4.a.
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. ¹																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables	B838			0	B839			0	B840			0	B841			0	M.5.a.
b. Home equity lines	B842			0	B843			0	B844			3285	B845			3553	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, 2013.

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		42862742						1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1–4 family residential construction loans					F158		269501		1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159		1394106		1.a.(2)
b. Secured by farmland.....					BHDM				
c. Secured by 1–4 family residential properties:					1420		49		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		15972527		1.c.(1)
(a) Secured by first liens.....					5367		13986097		1.c.(2)(a)
(b) Secured by junior liens					5368		2550416		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460		577438		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		4020388		1.e.(1)
					F161		4092220		1.e.(2)
					BHDM				
2. Loans to depository institutions and acceptances of other banks					1288		35354		2.
a. To U.S. banks and other U.S. depository institutions.....	1292		35354						2.a.
b. To foreign banks	1296		0						2.b.
3. Loans to finance agricultural production and other loans to farmers	1590		0		1590		0		3.
4. Commercial and industrial loans					1766		25255487		4.
a. To U.S. addressees (domicile)	1763		24814532						4.a.
b. To non-U.S. addressees (domicile)	1764		440955						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975		17542130		6.
a. Credit cards	B538		1482853						6.a.
b. Other revolving credit plans.....	B539		298069						6.b.
c. Automobile loans.....	K137		12698458						6.c.
d. Other consumer loans (includes single payment, installment, and all student loans)	K207		3062750						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		2099588		J454		2099588		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		1805777		J451		1805777		9.b.(2)
10. Lease financing receivables (net of unearned income)					2165		4074858		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		4074858						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		93675936		2122		93675936		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		7474				M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices	F576		591699				M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	K160		74				M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K161		28517				M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	K162		18193				M.1.d.(2)
e. Commercial and Industrial loans:							
(1) To U.S. addressees (domicile).....	K163		81459				M.1.e.(1)
(2) To non-U.S. addressees (domicile).....	K164		0				M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) ¹	K165		202575				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							
	K166		0				M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks ...							
	K167		0				M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers.....							
	K168		0				M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:							
(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		170599				M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions							
	K212		0				M.1.f.(5)
(6) Other loans ¹							
	K267		0				M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, Column A, above							
	2746		592				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....							
	B837		8041				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		52350				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		39789				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, 2013, 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				4236		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				8		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				312336		M.9.

	(Column A) Consolidated				(Column B) Domestic Offices				
Dollar Amounts in Thousands	BHCK				BHDM				
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.									
10. Loans measured at fair value:									
a. Loans secured by real estate.....	F608		213235						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		213235		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		205517					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		205517	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		36794008				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				
Assets													
1. U.S. Treasury securities.....					3531			0	3531			0	1.
2. U.S. government agency obligations (exclude mortgage-backed securities) ..					3532			0	3532			0	2.
3. Securities issued by states and political subdivisions in the U.S.					3533			0	3533			0	3.
4. Mortgage-backed securities (MBS):													
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....					BHCK				BHDM				
					G379			0	G379			0	4.a.
b. Other residential mortgage-backed securities issued or guaran- teed by U.S. Government agencies or sponsored agencies ¹ (include CMOs, REMICs, and stripped MBS)					G380			0	G380			0	4.b.
c. All other residential mortgage-backed securities					G381			0	G381			0	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies ¹					K197			0	K197			0	4.d.
e. All other commercial MBS					K198			0	K198			0	4.e.
5. Other debt securities													
a. Structured financial products:													
(1) Cash.....					G383			0	G383			0	5.a.(1)
(2) Synthetic					G384			0	G384			0	5.a.(2)
(3) Hybrid					G385			0	G385			0	5.a.(3)
b. All other debt securities					G386			0	G386			0	5.b.
6. Loans:													
a. Loans secured by real estate.....					F610			0					6.a.
(1) Construction, land development, and other land loans.....									F604			0	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements)									F605			0	6.a.(2)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit ...									F606			0	6.a.(3)(a)
(b) Closed-end loans secured by 1–4 family residential properties:													
(i) Secured by first liens									F607			0	6.a.(3)(b)(i)
(ii) Secured by junior liens.....									F611			0	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties									F612			0	6.a.(4)
(5) Secured by nonfarm nonresidential properties									F613			0	6.a.(5)
b. Commercial and industrial loans.....					F614			42652	F614			42652	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		49		3541		49	9.
10. Not applicable									
11. Derivatives with a positive fair value		3543		621258		3543		621258	11.
12. Total trading assets (sum of items 1 through 11)		BHCT				BHDM			
(total of Column A must equal Schedule HC, item 5)		3545		663959		3545		663959	12.
Liabilities									
13. a. Liability for short positions:		BHCK				BHDM			
(1) Equity securities		G209		0		G209		0	13.a.(1)
(2) Debt securities		G210		0		G210		0	13.a.(2)
(3) All other assets		G211		0		G211		0	13.a.(3)
b. All other trading liabilities		F624		42		F624		42	13.b.
14. Derivatives with a negative fair value		3547		527612		3547		527612	14.
15. Total trading liabilities (sum of items 13.a through 14)		BHCT							
(total of column A must equal Schedule HC, item 15)		3548		527654		3548		527654	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		43327		F632		43327	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**

		(Column A) Consolidated			(Column B) Domestic Offices		
Dollar Amounts in Thousands		BHCK			BHDM		
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):							
a. Trust preferred securities issued by financial institutions.....		G299		0	G299		0
b. Trust preferred securities issued by real estate investment trusts		G332		0	G332		0
c. Corporate and similar loans.....		G333		0	G333		0
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
f. Diversified (mixed) pools of structured financial products.....		G335		0	G335		0
g. Other collateral or reference assets		G651		0	G651		0
		G652		0	G652		0
4. Pledged trading assets:							
a. Pledged securities.....		G387		0	G387		0
b. Pledged loans		G388		0	G388		0

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB			
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	2210		9989055		1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3187		4003204		1.b.
c. Money market deposit accounts and other savings accounts	2389		69760581		1.c.
d. Time deposits of less than \$100,000.....	6648		6381029		1.d.
e. Time deposits of \$100,000 or more	2604		5043436		1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances ²	BHOD				
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts	3189				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		2619166		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		3468466		M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		636312		M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands		BHCK			
1. Accrued interest receivable ¹	B556		336638		1.
2. Net deferred tax assets ²	2148		0		2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519		0		3.a.
b. Other financial assets	A520		0		3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752		883698		4.
5. Life insurance assets:					
a. General account life insurance assets	K201		252092		5.a.
b. Separate account life insurance assets	K202		239904		5.b.
c. Hybrid account life insurance assets	K270		1034824		5.c.
6. Other.....	2168		1531755		6.
	BHCT				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		4278911		7.

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

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands				BHCK			
1. Not applicable							
2. Net deferred tax liabilities ¹	3049		493321				2.
3. Allowance for credit losses on off-balance-sheet credit exposures	B557		61310				3.
4. Other	B984		1665863				4.
	BHCT						
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750		2220494				5.

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

Schedule HC-H—Interest Sensitivity¹

Dollar Amounts in Thousands				BHCK			
1. Earning assets that are repriceable within one year or mature within one year	3197		54100647				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		8265849				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298		0				3.
4. Variable-rate preferred stock (includes both limited-life and perpetual preferred stock)	3408		0				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409		0				5.

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

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

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

I. Property and Casualty Underwriting

Dollar Amounts in Thousands

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

II. Life and Health Underwriting

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

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands		BHCK			
Assets					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B558		15011		1.a.
b. Mortgage-backed securities	B559		23513761		1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.)	B560		18254		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		92362515		3.a.
(1) Loans secured by 1–4 family residential properties	3465		32507323		3.a.(1)
(2) All other loans secured by real estate	3466		10156793		3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers	3386		0		3.a.(3)
(4) Commercial and industrial loans	3387		26105008		3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards	B561		1438572		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		15669241		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		640493		4.a.
b. Other earning assets	B985		2668983		4.b.
5. Total consolidated assets	3368		130628832		5.
Liabilities					
6. Interest-bearing deposits (domestic) ¹	3517		67634335		6.
7. Interest-bearing deposits (foreign) ¹	3404		711674		7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353		5074502		8.
9. All other borrowed money	2635		6628391		9.
10. Not applicable					
Equity Capital					
11. Total equity capital (excludes limited-life preferred stock)	3519		19208939		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		15183272	1.a.			
b. (1) Unused consumer credit card lines				J455		7476598	1.b.(1)			
(2) Other unused credit card lines				J456		779591	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		2663933	1.c.(1)			
(a) 1–4 family residential construction loan commitments				F164		296389	1.c.(1)(a)			
(b) Commercial real estate, other construction loan, and land development loan commitments				F165		2367544	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		24435135	1.e.(1)			
(2) Loans to financial institutions				J458		1798271	1.e.(2)			
(3) All other unused commitments				J459		3562050	1.e.(3)			
2. Financial standby letters of credit and foreign office guarantees				6566		2315056	2.			
Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. ¹										
a. Amount of financial standby letters of credit conveyed to others				3820		0	2.a.			
3. Performance standby letters of credit and foreign office guarantees				6570		65025	3.			
Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. ¹										
a. Amount of performance standby letters of credit conveyed to others				3822		0	3.a.			
4. Commercial and similar letters of credit				3411		74647	4.			
5. Not applicable										
6. Securities lent				3433		0	6.			
7. Credit derivatives:										
a. Notional amounts:										
(1) Credit default swaps				C968		0	C969		0	7.a.(1)
(2) Total return swaps				C970		0	C971		0	7.a.(2)
(3) Credit options				C972		0	C973		0	7.a.(3)
(4) Other credit derivatives				C974		1832412	C975		0	7.a.(4)
b. Gross fair values:										
(1) Gross positive fair value				C219		18521	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		1832412				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, 2013.

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		245666		G407		1396971		G408		189775	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			716669				8311186				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			
			1703935				0				0				0	11.d.(1)
(2) Purchased options ..	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716			
			1703935				0				0				0	11.d.(2)
e. Swaps	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720			
			34203128				0				0				0	11.e.
12. Total gross notional amount of derivative contracts held for trading.....	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724			
			31848433				8311186				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			
			6479234				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			
			589029				170398				0				0	14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740			
			501159				164621				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			
			30483				0				0				0	14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748			
			107627				0				0				0	14.b.(2)

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

Dollar Amounts in Thousands	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties			
	BHCK				BHCK				BHCK				BHCK				BHCK			
15. Over-the-counter derivatives:																				
a. Net current credit exposure	G418			0	G419			0	G420			0	G421			0	G422			541022
b. Fair value of collateral:																				
(1) Cash—U.S. dollar	G423			240	G424			0	G425			0	G426			0	G427			2118
(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			240	G459			0	G460			0	G461			0	G462			2118

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2013.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands		BHCK			
1. Total number of holding company common shares outstanding	Number (Unrounded) 3459 545884519				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 6253047				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 2291752				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557 2087				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 ¹	K186 0				6.a.(5)(c)
(d) Lease financing receivables	K273 0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):	BHDM				
(1) Construction, land development, and other land in domestic offices	K187 0				6.b.(1)
(2) Farmland in domestic offices	K188 0				6.b.(2)
(3) 1–4 family residential properties in domestic offices	K189 0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices	K190 0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices	K191 0				6.b.(5)

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

Schedule HC-M—Continued

Dollar Amounts in Thousands

6. b. (6) In foreign offices	BHFN					
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements	K260				0	6.b.(6)
c. Debt securities (included in Schedule HC, items 2.a and 2.b)	BHCK					6.b.(7)
d. Other assets (exclude FDIC loss-sharing indemnification assets)	K192				0	6.b.(7)
7. Captive insurance and reinsurance subsidiaries:	J461				0	6.c.
a. Total assets of captive insurance subsidiaries ¹	J462				0	6.d.
b. Total assets of captive reinsurance subsidiaries ¹						
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for Yes; enter "0" for No.)	K193				0	7.a.
	K194				0	7.b.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for Yes; enter "0" for No.)	0=No	BHCK				
	1=Yes	C251			0	8.
10. Not applicable	0=No	BHCK				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A." The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10	1=Yes	6689			0	9.
	0=No	BHCK				
	1=Yes	6416			1	11.
TEXT						
6428 RONALD S. OHSBERG						
Name of Holding Company Official Verifying FR Y-10 Reporting (Please Type or Print)				401-757-5421		
				Area Code / Phone Number (TEXT 9009)		
12. Intangible assets other than goodwill:	BHCK					
a. Mortgage servicing assets	3164				166270	12.a.
(1) Estimated fair value of mortgage servicing assets	6438				178875	12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets	B026				0	12.b.
c. All other identifiable intangible assets	5507				5399	12.c.
	BHCT					
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426				171669	12.d.
13. Other real estate owned	2150				39701	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				6253047	14.b.
c. Other borrowed money with a remaining maturity of more than one year	2333				2291752	14.c.
	BHCT					
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190				8544799	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.
	BHCK					
16. Assets under management in proprietary mutual funds and annuities	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 | | | 0 20.a. |
| b. Balances due from related institutions: | | | | |
| (1) Due from the holding company (parent company only), gross | 4832 | | | 0 20.b.(1) |
| (2) Due from subsidiary banks of the holding company, gross | 4833 | | | 0 20.b.(2) |
| (3) Due from nonbank subsidiaries of the holding company, gross | 4834 | | | 0 20.b.(3) |
| c. Balances due to related institutions: | | | | |
| (1) Due to holding company (parent company only), gross | 5041 | | | 0 20.c.(1) |
| (2) Due to subsidiary banks of the holding company, gross | 5043 | | | 0 20.c.(2) |
| (3) Due to nonbank subsidiaries of the holding company, gross | 5045 | | | 0 20.c.(3) |
| d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors | 5047 | | | 0 20.d. |
| 21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) ¹ | C253 | | | 0 21. |

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

Schedule HC-M—Continued

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

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

WWW.CITIZENSBANK.COM

TEXT
C497

http://

22.

Dollar Amounts in Thousands

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

23. Secured liabilities:

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

F064

0

23.a.

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

F065

7024461

23.b.

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

a. Senior perpetual preferred stock or similar items

G234

0

24.a.

b. Warrants to purchase common stock or similar items

G235

0

24.b.

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

Dollar Amounts in Thousands				(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
				BHCK				BHCK				BHCK			
1. Loans secured by real estate:															
a. Construction, land development, and other land loans in domestic offices:															
(1) 1–4 family residential construction loans ..				F172			0	F174			0	F176			199
(2) Other construction loans and all land development and other land loans				F173			0	F175			0	F177			5762
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			77170	5399			0	5400			282271
(2) Closed-end loans secured by 1–4 family residential properties:															
(a) Secured by first liens				C236			103146	C237			0	C229			477581
(b) Secured by junior liens				C238			35423	C239			0	C230			117592
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			13228	F180			1326	F182			24132
(2) Loans secured by other nonfarm nonresidential properties				F179			23492	F181			371	F183			38768
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			16204	1607			178	1608			82164
5. Loans to individuals for household, family, and other personal expenditures:															
a. Credit cards				B575			17396	B576			0	B577			14392
b. Automobile loans				K213			91822	K214			0	K215			20754
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ..															
				K216			45216	K217			7191	K218			15997
6. Loans to foreign governments and official institutions															
				5389			0	5390			0	5391			0
7. All other loans															
				5459			37109	5460			0	5461			0
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			2884	F170			12	F171			77

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		463355		5525		9078		5526		1091880		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		19246		K037		5657		K038		112992		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above	K039		16848		K040		5487		K041		50242		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above ...	K042		1959		K043		0		K044		62468		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.
<i>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):</i>													
(1) Loans to depository institutions and acceptances of other banks	K091			0	K092			0	K093			0	12.e.(1)
(2) Loans to foreign governments and official institutions.....	K095			0	K096			0	K097			0	12.e.(2)
(3) Other loans ¹	K099			0	K100			0	K101			0	12.e.(3)
(4) Lease financing receivables.....	K269			0	K271			0	K272			0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss- sharing agreements.....	K102			0	K103			0	K104			0	12.f.

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

Memoranda

Dollar Amounts in Thousands	BHDM				BHDM				BHDM				
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1–4 family residential construction loans ..	K105			0	K106			0	K107			0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans													
	K108			0	K109			0	K110			0	M.1.a.(2)
b. Loans secured by 1–4 family residential properties in domestic offices.....	BHCK				BHCK				BHCK				
	F661			13831	F662			0	F663			373581	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices	BHDM				BHDM				BHDM				
	K111			0	K112			0	K113			1100	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm nonresidential properties	K114			364	K115			0	K116			2593	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties													
	K117			0	K118			0	K119			3755	M.1.d.(2)

Schedule HC-N—Continued

Memoranda—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual			
Dollar Amounts in Thousands	BHCK				BHCK				BHCK			
1. e. Commercial and industrial loans:												
(1) To U.S. addressees (domicile).....	K120		562		K121		0		K122		33497	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		9931		K127		1521		K128		13896	M.1.f.
<i>Itemize and describe loan categories included in item 1.f, above that exceed 10 percent of total loans restructured in troubled debt restructurings that are past due 30 days or more or in non-accrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>												
(1) Loans secured by farmland in domestic offices	BHDM				BHDM				BHDM			
	K130		0		K131		0		K132		0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks	BHCK				BHCK				BHCK			
	K134		0		K135		0		K136		0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers												
	K138		0		K139		0		K140		0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:												
(a) Credit cards	K274		0		K275		0		K276		0	M.1.f.(4)(a)
(b) Automobile loan	K277		0		K278		0		K279		0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards												
	K280		7181		K281		1521		K282		0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions												
	K283		0		K284		0		K285		0	M.1.f.(5)
(6) Other loans ¹	K286		0		K287		0		K288		0	M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558		0		6559		0		6560		0	M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees												
	3508		90		1912		0		1913		122	M.3.
4. Not applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)												
a. Loans and leases held for sale	C240		0		C241		0		C226		0	M.5.a.
b. Loans measured at fair value:												
(1) Fair value	F664		0		F665		0		F666		0	M.5.b.(1)
(2) Unpaid principal balance	F667		0		F668		0		F669		0	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	(Column A) Past due 30 through 89 days				(Column B) Past due 90 days or more			
	BHCK				BHCK			
6. Derivative contracts:								
Fair value of amounts carried as assets	3529			415	3530			0

M.6.

Dollar Amounts in Thousands				BHCK			
7. Additions to nonaccrual assets during the quarter	C410			321947			
8. Nonaccrual assets sold during the quarter	C411			0			

M.7.

M.8.

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. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):												
a. Outstanding balance	L183			0	L184			0	L185			0
b. Carrying amount included in Schedule HC-N, items 1 through 7, above	L186			0	L187			0	L188			0

M.9.a.

M.9.b.

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

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

Dollar Amounts in Thousands		BHCK			
1. Retail originations during the quarter of 1–4 family residential mortgage loans for sale: ²					
a. Closed-end first liens	F066		484058		1.a.
b. Closed-end junior liens	F067		47		1.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F670		0		1.c.(1)
(2) Principal amount funded under the lines of credit	F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1–4 family residential mortgage loans for sale: ²	BHCK				
a. Closed-end first liens	F068		0		2.a.
b. Closed-end junior liens	F069		0		2.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F672		0		2.c.(1)
(2) Principal amount funded under the lines of credit	F673		0		2.c.(2)
3. 1–4 family residential mortgages sold during the quarter:	BHCK				
a. Closed-end first liens	F070		459478		3.a.
b. Closed-end junior liens	F071		47		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		213235		4.a.
b. Closed-end junior liens	F073		0		4.b.
c. Open-end loans extended under lines of credit:	BHDM				
(1) Total commitment under the lines of credit	F676		0		4.c.(1)
(2) Principal amount funded under the lines of credit	F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1–4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i):	BHCK				
a. Closed-end 1–4 family residential mortgage loans	F184				5.a.
b. Open-end 1–4 family residential mortgage loans extended under lines of credit	BHDM				
	F560				5.b.
6. Repurchases and indemnifications of 1–4 family residential mortgage loans during the quarter:					
a. Closed-end first liens	F678		3119		6.a.
b. Closed-end junior liens	F679		0		6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit	F680		0		6.c.(1)
(2) Principal amount funded under the lines of credit	F681		0		6.c.(2)
7. Representation and warranty reserves for 1–4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies	BHCK				
	L191				7.a.
b. For representations and warranties made to other parties	L192				7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b)	M288		2514		7.c.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2013.

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

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

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

		(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
Dollar Amounts in Thousands		BHCY				BHCK				BHCK				BHCK				BHCK			
Assets																					
1. Available-for-sale securities		1773		18638577		G474			0	G475			23380	G476			18615197	G477			0
2. Federal funds sold and securities purchased under agreements to resell		BHCK																			
		G478		0		G479			0	G480			0	G481			0	G482			0
3. Loans and leases held for sale		G483		213235		G484			0	G485			0	G486			213235	G487			0
4. Loans and leases held for investment		G488		0		G489			0	G490			0	G491			0	G492			0
5. Trading assets:		BHCT																			
a. Derivative assets		3543		621258		G493			138168	G494			0	G495			759426	G496			0
		BHCK																			
b. Other trading assets		G497		42701		G498			0	G499			0	G500			42701	G501			0
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above)																					
		F240		0		F684			0	F692			0	F241			0	F242			0
6. All other assets		G391		30016		G392			23022	G395			0	G396			52178	G804			860
7. Total assets measured at fair value on a recurring basis																					
		G502		19545787		G503			161190	G504			23380	G505			19682737	G506			860
Liabilities																					
8. Deposits		F252		0		F686			0	F694			0	F253			0	F254			0
9. Federal funds purchased and securities sold under agreements to repurchase																					
		G507		0		G508			0	G509			0	G510			0	G511			0
10. Trading liabilities:		BHCT																			
a. Derivative liabilities		3547		527612		G512			138168	G513			0	G514			665780	G515			0
		BHCK																			
b. Other trading liabilities		G516		42		G517			0	G518			0	G519			42	G520			0
11. Other borrowed money		G521		0		G522			0	G523			0	G524			0	G525			0
12. Subordinated notes and debentures		G526		0		G527			0	G528			0	G529			0	G530			0
13. All other liabilities		G805		84605		G806			23022	G807			0	G808			107627	G809			0
14. Total liabilities measured at fair value on a recurring basis																					
		G531		612259		G532			161190	G533			0	G534			773449	G535			0

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			7461	G542			23022	G543			0	M.1.b.
c.	BHTX G546	INVESTMENT IN EQUITY SECURITIES		G546			11738	G547			0	G548			0	M.1.c.
d.	BHTX G551			G551			0	G552			0	G553			0	M.1.d.
e.	BHTX G556			G556			0	G557			0	G558			0	M.1.e.
f.	BHTX G561			G561			0	G562			0	G563			0	M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25 percent of item 13):																
a. Loan commitments (not accounted for as derivatives).....				F261			0	F689			0	F697			0	M.2.a.
b. Nontrading derivative liabilities				G566			84605	G567			23022	G568			0	M.2.b.
c.	BHTX G571			G571			0	G572			0	G573			0	M.2.c.
d.	BHTX G576			G576			0	G577			0	G578			0	M.2.d.
e.	BHTX G581			G581			0	G582			0	G583			0	M.2.e.
f.	BHTX G586			G586			0	G587			0	G588			0	M.2.f.

Schedule HC-R—Regulatory Capital

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C.I. _____

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1132449

Part I.A. Regulatory Capital Components and Ratios

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

Tier 1 Capital

1. Total bank holding company equity capital (from Schedule HC, item 27.a)	BHCK	3210	19267863	1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK	8434	73579	2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221		0	3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value)		4336	-445734	4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0	5.
6. a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		0	6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215		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		6461491	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		13178527	8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		5283	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		13173244	11.

Tier 2 Capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements ² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		2350000	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		1255985	14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		1644	15.
16. Other Tier 2 capital components	B594		0	16.
17. Tier 2 capital (sum of items 12 through 16)	5311		3607629	17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		3607629	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		16780873	21.

Total Assets for Leverage Ratio

22. Average total assets (from Schedule HC-K, item 5)	BHCT	3368	130628832	22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		6461491	23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		5283	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	-376830	26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		124538888	27.
28.-30. Not applicable				

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**Part I.A.—Continued**

	BHCK	Percentage	
Capital Ratios			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	10.58	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	12.43	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	15.84	33.

Part I.B. Regulatory Capital Components and Ratios

Advanced approaches holding companies (except savings and loan holding companies (SLHCs)) must complete this Schedule HC-R, Part I.B, starting on March 31, 2014. Starting on March 31, 2015, all other holding companies must complete Part I.B.

On that date, Schedule HC-R, Part I.A, will be removed and Part I.B will be designated Part I.

Part I.B. is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands	BHCA				
Common Equity Tier 1 Capital						
1. Common stock plus related surplus, net of treasury stock and unearned employee stock ownership plan (ESOP) shares	P742					1.
	BHCT					
2. Retained earnings	3247					2.
	BHCA					
3. Accumulated other comprehensive income (AOCI)	B530					3.
a. AOCI opt-out election (enter "1" for Yes; enter "0" for No.) (Advanced approaches institutions must enter "0" for No.)		0=No 1=Yes	BHCA P838			3.a.
	BHCA					
4. Common equity tier 1 minority interest includable in common equity tier 1 capital	P839					4.
5. Common equity tier 1 capital before adjustments and deductions (sum of items 1 through 4)	P840					5.
Common Equity Tier 1 Capital: Adjustments and Deductions						
6. LESS: Goodwill net of associated deferred tax liabilities (DTLs)	P841					6.
7. LESS: Intangible assets (other than goodwill and mortgage servicing assets (MSAs)), net of associated DTLs	P842					7.
8. LESS: Deferred tax assets (DTAs) that arise from net operating loss and tax credit carryforwards, net of any related valuation allowances and net of DTLs	P843					8.
9. AOCI-related adjustments (items 9.a. through 9.e. are effective January 1, 2015) (if entered "1" for Yes in item 3.a, complete only items 9.a through 9.e; if entered "0" for No in item 3.a, complete only item 9.f):						
a. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value)						9.a.
b. LESS: Net unrealized loss on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures (report loss as a positive value)						9.b.
c. LESS: Accumulated net gains (losses) on cash flow hedges (if a gain, report as a positive value; if a loss, report as a negative value)						9.c.
d. LESS: Amounts recorded in AOCI attributed to defined benefit postretirement plans resulting from the initial and subsequent application of the relevant GAAP standards that pertain to such plans (if a gain, report as a positive value; if a loss, report as a negative value)						9.d.
e. LESS: Net unrealized gains (losses) on held-to-maturity securities that are included in AOCI (if a gain, report as a positive value; if a loss, report as a negative value)						9.e.
f. To be completed only by holding companies that entered "0" for No in item 3.a: LESS: Accumulated net gain (loss) on cash flow hedges included in AOCI, net of applicable income taxes, that relate to the hedging of items that are not recognized at fair value on the balance sheet (if a gain, report as a positive value; if a loss, report as a negative value)	P849					9.f.

Schedule HC-R—Continued**Part I.B.—Continued**

Dollar Amounts in Thousands

	BHCA			
10. Other deductions from (additions to) common equity tier 1 capital before threshold-based deductions:				
a. LESS: Unrealized net gain (loss) related to changes in the fair value of liabilities that are due to changes in own credit risk (if a gain, report as a positive value; if a loss, report as a negative value).....	Q258			10.a.
b. LESS: All other deductions from (additions to) common equity tier 1 capital before threshold-based deductions	P850			10.b.
11. LESS: Non-significant investments in the capital of unconsolidated financial institutions in the form of common stock that exceed the 10 percent threshold for non-significant investments	P851			11.
12. Subtotal (item 5 minus items 6 through 11)	P852			12.
13. LESS: Significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P853			13.
14. LESS: MSAs, net of associated DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold.....	P854			14.
15. LESS: DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs, that exceed the 10 percent common equity tier 1 capital deduction threshold	P855			15.
16. LESS: Amount of significant investments in the capital of unconsolidated financial institutions in the form of common stock, net of associated DTLs; MSAs, net of associated DTLs; and DTAs arising from temporary differences that could not be realized through net operating loss carrybacks, net of related valuation allowances and net of DTLs; that exceeds the 15 percent common equity tier 1 capital deduction threshold	P856			16.
17. LESS: Deductions applied to common equity tier 1 capital due to insufficient amounts of additional tier 1 capital and tier 2 capital to cover deductions.....	P857			17.
18. Total adjustments and deductions for common equity tier 1 capital (sum of items 13 through 17)	P858			18.
19. Common equity tier 1 capital (item 12 minus item 18)	P859			19.
Additional Tier 1 Capital				
20. Additional tier 1 capital instruments plus related surplus	P860			20.
21. Non-qualifying capital instruments subject to phase out from additional tier 1 capital	P861			21.
22. Tier 1 minority interest not included in common equity tier 1 capital	P862			22.
23. Additional tier 1 capital before deductions (sum of items 20, 21, and 22)	P863			23.
24. LESS: Additional tier 1 capital deductions	P864			24.
25. Additional tier 1 capital (greater of item 23 minus item 24, or zero)	P865			25.
Tier 1 Capital				
26. Tier 1 capital (sum of items 19 and 25)	8274			26.
Tier 2 Capital				
27. Tier 2 capital instruments plus related surplus	P866			27.
28. Non-qualifying capital instruments subject to phase out from tier 2 capital	P867			28.
29. Total capital minority interest that is not included in tier 1 capital	P868			29.
30. a. Allowance for loan and lease losses includable in tier 2 capital	5310			30.a.
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	BHCW			
b. (Advanced approaches holding companies that exit parallel run only): Eligible credit reserves includable in tier 2 capital	5310			30.b.
31. Unrealized gains on available-for-sale preferred stock classified as an equity security under GAAP and available-for-sale equity exposures includable in tier 2 capital	BHCA			
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	Q257			31.
32. a. Tier 2 capital before deductions (sum of items 27 through 30.a, plus item 31)	P870			32.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCW			
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	P870			32.b.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital before deductions (sum of items 27 through 29, plus items 30.b and 31)	BHCA			
33. LESS: Tier 2 capital deductions	P872			33.

Schedule HC-R—Continued

Part I.B.—Continued

Dollar Amounts in Thousands		BHCA			
34. a. Tier 2 capital (greater of item 32.a minus item 33, or zero)	5311				34.a.
b. (Advanced approaches holding companies that exit parallel run only): Tier 2 capital (greater of item 32.b minus item 33, or zero)	BHCW				
	5311				34.b.
Total Capital		BHCA			
35. a. Total capital (sum of items 26 and 34.a)	3792				35.a.
b. (Advanced approaches holding companies that exit parallel run only): Total capital (sum of items 26 and 34.b)	BHCW				
	3792				35.b.
Total Assets for the Leverage Ratio		BHCX			
36. Average total consolidated assets	3368				36.
37. LESS: Deductions from common equity tier 1 capital and additional tier 1 capital (sum of items 6, 7, 8, 10.b, 11, 13 through 17, and certain elements of item 24 - see instructions) ...	BHCA				
	P875				37.
38. LESS: Other deductions from (additions to) assets for leverage ratio purposes	B596				38.
39. Total assets for the leverage ratio (item 36 minus items 37 and 38)	A224				39.
Total Risk-Weighted Assets					
40. a. Total risk-weighted assets (from Schedule HC-R, Part II item 62)	A223				40.a.
b. (Advanced approaches holding companies that exit parallel run only): Total risk-weighted assets using advanced approaches rule (from FFIEC 101 Schedule A, item 60)	BHCW				
	A223				40.b.

		Column A		Column B	
		BHCA	Percentage	BHCW	Percentage
Risk-Based Capital Ratios					
41. Common equity tier 1 capital ratio (Column A: item 19 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 19 divided by item 40.b).....	P793			P793	
42. Tier 1 capital ratio (Column A: item 26 divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 26 divided by item 40.b)....	7206			7206	
43. Total capital ratio (Column A: item 35.a divided by item 40.a) (Advanced approaches holding companies that exit parallel run only: Column B: item 35.b divided by item 40.b)...	7205			7205	

		BHCA	Percentage
Leverage Capital Ratios			
44. Tier 1 leverage ratio (item 26 divided by item 39)	7204		
45. Advanced approaches holding companies only: Supplementary leverage ratio (from FFIEC 101 Schedule A, item 98) (effective January 1, 2015).....			—'—

		BHCA	Percentage
Capital Buffer			
46. Institution-specific capital buffer necessary to avoid limitations on distributions and discretionary bonus payments (effective January 1, 2016):			
a. Capital conservation buffer			—'—
b. (Advanced approaches holding companies that exit parallel run only): Total applicable capital buffer.....			—'—

Dollar Amounts in Thousands		BHCA			
Effective January 1, 2016: Institutions must complete items 47 and 48 if the amount in item 46.a (or the lower of 46.a or 46.b for an advanced approaches holding company that has exited parallel run) is less than or equal to the applicable minimum capital conservation buffer:					
47. Eligible retained income					47.
48. Distributions and discretionary bonus payments during the quarter					48.

Schedule HC-R—Continued

Part II—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk-Weight Category																			
	0%				20%			50%			100%									
Derivatives and Off-Balance-Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....	2315056			1.00 or 12.5 ²	2315056			76198			0			0			2238858			44.
	BHCT 6570																			
45. Performance standby letters of credit.....	65025			.50	32513			1512			995			0			30006			45.
	BHCT 3411																			
46. Commercial and similar letters of credit....	74647			.20	14929			0			0			0			14929			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																			
	4948			12.5 ³	61850												61850			50.
	BHCK B675																			
51. All other financial assets sold with recourse..	5923			1.00	5923			0			0			5923			0			51.
	BHCK B681																			
52. All other off-balance-sheet liabilities.....	28352			1.00	28352			0			0			0			28352			52.
53. Unused commitments:																				
a. With an original maturity exceeding one year.....	BHCK 6572																			
	24398712			.50	12199356			0			9189			11			12190156			53.a.
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591																			
	0			.10	0			0			0			0			0			53.b.
54. Derivative contracts					BHCE A167															
					1188117			0			433240			754877						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

Part II—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				
				12315305	16731501	22329138	91262075	55.			
56. Risk-weight factor				✕ 0%	✕ 20%	✕ 50%	✕ 100%	56.			
				BHCK B700	BHCK B701	BHCK B702	BHCK B703				
57. Risk-weighted assets by risk-weight category (for each column, item 55 multiplied by item 56)				0	3346300	11164569	91262075	57.			
58. Market risk equivalent assets							BHCK 1651				
							191066	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				
							105964010	59.			
60. LESS: Excess allowance for loan and lease losses							BHCK A222				
							0	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							
				105964010	62.						

Schedule HC-R—Continued

Part II—Continued

Memoranda

Dollar Amounts in Thousands										BHCK															
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards										8764		789434	M.1.												
										With a remaining maturity of															
										(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years							
Dollar Amounts in Thousands										BHCK					BHCK					BHCK					
2. Notional principal amounts of derivative contracts: ¹																									
a. Interest rate contracts										3809			5008222		8766			19934922		8767			11680588		M.2.a.
b. Foreign exchange contracts										3812			7293986		8769			1017199		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			336012											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**Part II—Continued****Memoranda—Continued**

Dollar Amounts in Thousands		BHCK			
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, Part II, item 58)	F031			0	M.6.
7. Not applicable					
8. Restricted core capital elements included in Tier 1 capital:					
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219			0	M.8.a
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220			0	M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990			0	M.8.c.
d. Qualifying trust preferred securities ² (included in Schedule HC, item 19.b)	C502			0	M.8.d.
9. Goodwill net of any associated deferred tax liability	G221			6456092	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.

C.I. _____

RSSD ID:

1132449

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

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

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	
		0	0			0	
b. Loans (included in HC-C)		BHCK B500	BHCK B501			BHCK B502	
		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	
		0	0			0	
b. 90 days or more past due.....		BHCK B767	BHCK B768			BHCK B769	
		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	
		0	0			0	
b. Recoveries.....		BHCK B773	BHCK B774			BHCK B775	
		0	0			0	
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions							
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements							
	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782
	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
	0	0	0	0	0	0	0
Asset Sales							
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized							
	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796
	10871	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
	10871	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			5923	M.2.a.		
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805			17905376	M.2.b.		
c. Other financial assets ¹	A591			3190485	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			124012	M.2.d.		
3. Asset-backed commercial paper conduits:							
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B806			0	M.3.a.(1)		
(2) Conduits sponsored by other unrelated institutions	B807			0	M.3.a.(2)		
b. Unused commitments to provide liquidity to conduit structures:							
(1) Conduits sponsored by the bank, a bank affiliate, or the holding company	B808			0	M.3.b.(1)		
(2) Conduits sponsored by other unrelated institutions	B809			0	M.3.b.(2)		
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²	C407			0	M.4.		

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

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

Schedule HC-V—Variable Interest Entities

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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