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FR Y–9C
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Board of Governors of the Federal Reserve System

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

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

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

This report form is to be filed by bank holding companies with total consolidated assets of $150 million or more. In addition, multibank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information. However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization, except that lower-tiered bank holding companies that have total consolidated assets of $1 billion or more must also file this report (FR Y-9C). 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: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, _____
Name and Title of Officer

have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

_____
Signature of Bank Holding Company Official

_____
Date of Signature

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

March 31, 2004
Month / Date / Year (BHCK 9999)

_____
Legal Title of Bank Holding Company (TEXT 9010)

_____
(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT9110)

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

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

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RSSD ID _____

C.I. _____ S.F. _____

Person to whom questions about this report should be directed:

_____
Name / Title (TEXT 8901)

_____
Area Code / Phone Number (TEXT 8902)

_____
FAX Number (TEXT 9116)

_____
E-mail Address of Contact (TEXT 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 34.80 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100–0128), Washington, D.C. 20503.

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S.F. ____

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices	4010				1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions[1]	4115				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				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of $100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than $100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230				4.
5. Noninterest income:					
a. Income from fiduciary activities	4070				5.a.
b. Service charges on deposit accounts in domestic offices	4483				5.b.
c. Trading revenue[2]	A220				5.c.
d. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				5.d.
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.
h. (1) Underwriting income from insurance and reinsurance activities	C386				5.h.(1)
(2) Income from other insurance and reinsurance activities	C387				5.h.(2)
i. Net gains (losses) on sales of loans and leases	8560				5.i
j. Net gains (losses) on sales of other real estate owned	8561				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496				5.k.
l. Other noninterest income[3]	B497				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079				5.m.
6. a. Realized gains (losses) on held-to-maturity securities	3521				6.a.
b. Realized gains (losses) on available-for-sale securities	3196				6.b.

1. Includes interest income on time certificates of deposit not held for trading.
2. For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.d.
3. See Schedule HI, memoranda item 6.

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Schedule HI—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
7.	Noninterest expense:					
	a. Salaries and employee benefits	4135				7.a.
	b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217				7.b.
	c. (1) Goodwill impairment losses	C216				7.c.(1)
	(2) Amortization expense and impairment losses for other intangible assets	C232				7.c.(2)
	d. Other noninterest expense[4]	4092				7.d.
	e. Total noninterest expense (sum of items 7.a through 7.d)	4093				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				8.
9.	Applicable income taxes (foreign and domestic)	4302				9.
10.	Minority interest	4484				10.
11.	Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300				11.
12.	Extraordinary items, net of applicable taxes and minority interest[5]	4320				12.
13.	Net income (loss) (sum of items 11 and 12)	4340				13.

4. See Schedule HI, memoranda item 7.
5. Describe on Schedule HI, memoranda item 8.

Memoranda

		BHCK	Bil	Mil	Thou	
1.	Net interest income (item 3 above) on a fully taxable equivalent basis	4519				M.1.
2.	Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592				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				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				M.4.

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

			BHCK	Bil	Mil	Thou	
6.	Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):						
	a. Income and fees from the printing and sale of checks		C013				M.6.a.
	b. Earnings on/increase in value of cash surrender value of life insurance		C014				M.6.b.
	c. Income and fees from automated teller machines (ATMs)		C016				M.6.c.
	d. Rent and other income from other real estate owned		4042				M.6.d.
	e. Safe deposit box rent		C015				M.6.e.
	f. TEXT 8562		8562				M.6.f.
	g. TEXT 8563		8563				M.6.g.
	h. TEXT 8564		8564				M.6.h.

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Schedule HI—Continued

Memoranda (continued)

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					
a. Data processing expenses	C017				M.7.a.
b. Advertising and marketing expenses	0497				M.7.b.
c. Directors' fees	4136				M.7.c.
d. Printing, stationery, and supplies	C018				M.7.d.
e. Postage	8403				M.7.e.
f. Legal fees and expenses	4141				M.7.f.
g. FDIC deposit insurance assessments	4146				M.7.g.
h. TEXT 8565	8565				M.7.h.
i. TEXT 8566	8566				M.7.i.
j. TEXT 8567	8567				M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):					
a. (1) TEXT 3571	3571				M.8.a.(1)
(2) Applicable income tax effect — BHCK 3572					M.8.a.(2)
b. (1) TEXT 3573	3573				M.8.b.(1)
(2) Applicable income tax effect — BHCK 3574					M.8.b.(2)
c. (1) TEXT 3575	3575				M.8.c.(1)
(2) Applicable income tax effect — BHCK 3576					M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.d must equal Schedule HI, item 5.c.) **(To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of $2 million or more for any quarter of the preceding calendar year):**					
a. Interest rate exposures	8757				M.9.a.
b. Foreign exchange exposures	8758				M.9.b.
c. Equity security and index exposures	8759				M.9.c.
d. Commodity and other exposures	8760				M.9.d.
10. Impact on income of derivatives held for purposes other than trading:					
a. Net increase (decrease) to interest income	8761				M.10.a.
b. Net (increase) decrease to interest expense	8762				M.10.b.
c. Other (noninterest) allocations	8763				M.10.c.
11. Credit losses on derivatives (see instructions)	A251				M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431				M.12.a.
b. (1) Premiums on insurance related to the extension of credit	C242				M.12.b.(1)
(2) All other insurance premiums	C243				M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities	B983				M.12.c.

13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? **(Enter "1" for yes; enter "0" for no)** — BHCK A530 — M.13.

	BHCK	Bil	Mil	Thou	
14. **Stock-based employee compensation expense (net of tax effects)**	C408				M.14
15. **Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method**	C409				M.15.

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Schedule HI-A—Changes in Equity Capital

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Equity capital **most recently reported** for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217				1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577				5.a.
b. Conversion or retirement of perpetual preferred stock	3578				5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579				6.a.
b. Conversion or retirement of common stock	3580				6.b.
7. Sale of treasury stock	4782				7.
8. LESS: Purchase of treasury stock	4783				8.
9. Changes incident to business combinations, net	4356				9.
10. LESS: Cash dividends declared on preferred stock	4598				10.
11. LESS: Cash dividends declared on common stock	4460				11.
12. Other comprehensive income[1]	B511				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591				13.
14. Other adjustments to equity capital (not included above)	3581				14.
15. Total 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 28 on Schedule HC, Balance Sheet)	bhct 3210				15.

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

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

Dollar Amounts in Thousands

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs[1] (Column A)				Recoveries (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices	3582				3583				1.a.
b. Secured by farmland in domestic offices	3584				3585				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				5412				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:									
(a) Secured by first liens	C234				C217				1.c.(2)(a)
(b) Secured by junior liens	C235				C218				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590				3591				1.e.
f. In foreign offices	B512				B513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516				B517				5.b.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. To U.S. addressees (domicile)	4658				4668				8.a.
b. To non-U.S. addressees (domicile)	4659				4669				8.b.
9. Total (sum of items 1 through 8)	4635				4605				9.

Memoranda

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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				5410				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				4662				M.2.

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

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Schedule HI-B—Continued

Memoranda—Continued

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

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

Memoranda

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435				M.1.
Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges	C389				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.

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Notes to the Income Statement—Predecessor Financial Items

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

Dollar amount in thousands

	BHBC	Bil	Mil	Thou	
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. Minority interest	4484				10.
11. Extraordinary items, net of applicable income taxes and 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.

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Notes to the Income Statement—Other

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

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

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

Example

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

TEXT		BHCK	Bil	Mil	Thou
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

Dollar amount in thousands

	TEXT		BHCK	Bil	Mil	Thou	
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.

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Notes to the Income Statement—Other, Continued

Dollar amount in thousands

	TEXT		BHCK	Bil	Mil	Thou	
11.	B047						
			B047				11.
12.	B048						
			B048				12.
13.	B049						
			B049				13.
14.	B050						
			B050				14.
15.	B051						
			B051				15.
16.	B052						
			B052				16.
17.	B053						
			B053				17.
18.	B054						
			B054				18.
19.	B055						
			B055				19.
20.	B056						
			B056				20.

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For Federal Reserve Bank Use Only
C.I. ____

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business _____

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

ASSETS		BHCK	Bil	Mil	Thou	
1. Cash and balances due from depository institutions:						
a. Noninterest-bearing balances and currency and coin[1]		0081				1.a.
b. Interest-bearing balances:[2]						
(1) In U.S. offices		0395				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs		0397				1.b.(2)
2. Securities:						
a. Held-to-maturity securities (from Schedule HC-B, column A)		1754				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)		1773				2.b.
3. Federal funds sold and securities purchased under agreements to resell:						
a. Federal funds sold in domestic offices	BHDM	B987				3.a.
b. Securities purchased under agreements to resell[3]	BHCK	B989				3.b.
4. Loans and lease financing receivables:						
a. Loans and leases held for sale		5369				4.a.
b. Loans and leases, net of unearned income	B528					4.b.
c. LESS: Allowance for loan and lease losses	3123					4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)		B529				4.d.
5. Trading assets (from Schedule HC-D)		3545				5.
6. Premises and fixed assets (including capitalized leases)		2145				6.
7. Other real estate owned (from Schedule HC-M)		2150				7.
8. Investments in unconsolidated subsidiaries and associated companies		2130				8.
9. Customers' liability on acceptances outstanding		2155				9.
10. Intangible assets:						
a. Goodwill		3163				10.a.
b. Other intangible assets (from Schedule HC-M)		0426				10.b.
11. Other assets (from Schedule HC-F)		2160				11.
12. Total assets (sum of items 1 through 11)		2170				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.

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Schedule HC—Continued

Dollar Amounts in Thousands

		BHDM	Bil	Mil	Thou	
LIABILITIES						
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
(1) Noninterest-bearing[1]		6631				13.a.(1)
(2) Interest-bearing		6636				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:		BHFN				
(1) Noninterest-bearing		6631				13.b.(1)
(2) Interest-bearing		6636				13.b.(2)
		BHCK				
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices[2]	BHDM	B993				14.a.
b. Securities sold under agreements to repurchase[3]	BHCK	B995				14.b.
15. Trading liabilities (from Schedule HC-D)		3548				15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190				16.
17. Not applicable						
18. Liability on acceptances executed and outstanding		2920				18.
19. Subordinated notes and debentures[4]		4062				19.
20. Other liabilities (from Schedule HC-G)[5]		2750				20.
21. Total liabilities (sum of items 13 through 20)		2948				21.
22. Minority interest in consolidated subsidiaries and similar items		3000				22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus		3283				23.
24. Common stock (par value)		3230				24.
25. Surplus (exclude all surplus related to preferred stock)		3240				25.
26. a. Retained earnings		3247				26.a.
b. Accumulated other comprehensive income[6]		B530				26.b.
27. Other equity capital components[7]		A130				27.
28. Total equity capital (sum of items 23 through 27)		3210				28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300				29.

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

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Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost BHCK	Bil	Mil	Thou	Held-to-Maturity (Column B) Fair Value BHCK	Bil	Mil	Thou	Available-for-sale (Column C) Amortized Cost BHCK	Bil	Mil	Thou	Available-for-sale (Column D) Fair Value BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities	0211				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies[1]	1289				1290				1291				1293				2.a.
b. Issued by U.S. government-sponsored agencies[2]	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698				1699				1701				1702				4.a.(1)
(2) Issued by FNMA and FHLMC	1703				1705				1706				1707				4.a.(2)
(3) Other pass-through securities	1709				1710				1711				1713				4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714				1715				1716				1717				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718				1719				1731				1732				4.b.(2)
(3) All other mortgage-backed securities	1733				1734				1735				1736				4.b.(3)
5. Asset-backed securities (ABS):																	
a. Credit card receivables	B838				B839				B840				B841				5.a.
b. Home equity lines	B842				B843				B844				B845				5.b.
c. Automobile loans	B846				B847				B848				B849				5.c.
d. Other consumer loans	B850				B851				B852				B853				5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				5.e.
f. Other	B858				B859				B860				B861				5.f.
6. Other debt securities:																	
a. Other domestic debt securities	1737				1738				1739				1741				6.a.
b. Foreign debt securities	1742				1743				1744				1746				6.b.

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

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Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity (Column A) Amortized Cost				Held-to-Maturity (Column B) Fair Value				Available-for-sale (Column C) Amortized Cost				Available-for-sale (Column D) Fair Value[1]				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values									A510				A511				7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct 1754				1771				1772				bhct 1773				8.

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities[1]	0416				M.1.
2. Remaining maturity of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less	0383				M.2.a.
b. Over 1 year to 5 years	0384				M.2.b.
c. Over 5 years	0387				M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)	1778				M.3.
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):					
a. Amortized cost	8782				M.4.a.
b. Fair value	8783				M.4.b.

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

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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 and (2) other loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	Consolidated (Column A)				In Domestic Offices (Column B)				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate	1410								1.
a. Construction, land development, and other land loans					1415				1.a.
b. Secured by farmland					1420				1.b.
c. Secured by 1–4 family residential properties:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					1797				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens					5367				1.c.(2)(a)
(b) Secured by junior liens					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460				1.d.
e. Secured by nonfarm nonresidential properties					1480				1.e.
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions	1292								2.a.
b. To foreign banks	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers	1590				1590				3.
4. Commercial and industrial loans					1766				4.
a. To U.S. addressees (domicile)	1763								4.a.
b. To non-U.S. addressees (domicile)	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans	B539								6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011								6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081				2081				7.
8. Not applicable									
9. All other loans	1635				1635				9.
10. Lease financing receivables (net of unearned income)					2165				10.
a. To U.S. addressees (domicile)	2182								10.a.
b. To non-U.S. addressees (domicile)	2183								10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123				2123				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				2122				12.

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Schedule HC-C—Continued

Dollar Amounts in Thousands

Memoranda	Consolidated BHCK	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1–4 family residential properties and loans to individuals for household, family, and other personal expenditures)	1616				M.1.
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				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837				M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed $500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391				M.4.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands

ASSETS	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities in domestic offices	3531				1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities)	3532				2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533				3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA	3534				4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535				4.b.
c. All other mortgage-backed securities	3536				4.c.
5. Other debt securities in domestic offices	3537				5.
6.–8. Not applicable					
9. Other trading assets in domestic offices	3541				9.
10. Trading assets in foreign offices	3542				10.
11. Revaluation gains on derivative contracts:					
a. In domestic offices	3543				11.a.
	BHFN				
b. In foreign offices	3543				11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct 3545				12.
LIABILITIES	BHCK				
13. Liability for short positions	3546				13.
14. Revaluation losses on derivative contracts	3547				14.
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	bhct 3548				15.

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Schedule HC-E—Deposit Liabilities[1]

Dollar Amounts in Thousands

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

Memoranda

	BHDM	Bil	Mil	Thou	
1. Brokered deposits less than $100,000 with a remaining maturity of one year or less	A243				M.1.
2. Brokered deposits less than $100,000 with a remaining maturity of more than one year	A164				M.2.
3. Time deposits of $100,000 or more with a remaining maturity of one year or less	A242				M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245				M.4.

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Accrued interest receivable[1]	B556				1.
2. Net deferred tax assets[2]	2148				2.
3. Interest-only strips receivable (not in the form of a security)[3] on:					
a. Mortgage loans	A519				3.a.
b. Other financial assets	A520				3.b.
4. Equity securities that DO NOT have readily determinable fair values[4]	1752				4.
5. Other	2168				5.
a. Cash surrender value of life insurance (report only amounts that exceed 25% of Schedule HC-F, item 5) C009	bhct				5.a.
6. Total (sum of items 1 through 5)(must equal Schedule HC, item 11)	2160				6.

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	Bil	Mil	Thou	
1. Not applicable					
2. Net deferred tax liabilities[1]	3049				2.
3. Allowance for credit losses on off-balance sheet credit exposures	B557				3.
4. Other	B984				4.
	bhct				
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20)	2750				5.

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

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Schedule HC-H—Interest Sensitivity[1]

Dollar Amounts in Thousands

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

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

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

I. Property and Casualty Underwriting

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

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Reinsurance recoverables	B988				1.
2. Total assets	C244				2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990				3.
4. Unearned premiums	B991				4.
5. Total equity	C245				5.
6. Net income	C246				6.

II. Life and Health Underwriting

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

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Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Securities	3515				1.
2. Federal funds sold and securities purchased under agreements to resell	3365				2.
3. Loans and leases	3516				3.
4. a. Trading assets	3401				4.a.
b. Other earning assets	B985				4.b.
5. Total consolidated assets	3368				5.
LIABILITIES					
6. Interest-bearing deposits (domestic)	3517				6.
7. Interest-bearing deposits (foreign)	3404				7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353				8.
9. All other borrowed money	2635				9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock)	3519				11.

For Federal Reserve Bank Use Only
C.I.

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
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				1.a.
b. Credit card lines	3815				1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate	3816				1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550				1.c.(2)
d. Securities underwriting	3817				1.d.
e. Other unused commitments	3818				1.e.
2. Financial standby letters of credit and foreign office guarantees	6566				2.
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees	6570				3.
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit	3411				4.
5. Participations in acceptances conveyed to others by the reporting bank holding company	3428				5.
6. Securities lent	3433				6.
7. Credit derivatives:					
a. **Notional amount of** credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the guarantor	A534				7.a.
(1) Gross positive fair value	C219				7.a.(1)
(2) Gross negative fair value	C220				7.a.(2)
b. **Notional amount of** credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the beneficiary	A535				7.b.
(1) Gross positive fair value	C221				7.b.(1)
(2) Gross negative fair value	C222				7.b.(2)
8. Spot foreign exchange contracts	8765				8.

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Schedule HC-L—Continued

Dollar Amounts in Thousands

		BHCK	Bil	Mil	Thou	
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)		3430				9.
a. Securities borrowed		3432				9.a.
b. Commitments to purchase when-issued securities		3434				9.b.
c. Commitments to sell when-issued securities		3435				9.c.
d.	TEXT 6561	6561				9.d.
e.	TEXT 6562	6562				9.e.
f.	TEXT 6568	6568				9.f.
g.	TEXT 6586	6586				9.g.

10. Not applicable

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Schedule HC-L—Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):																	
a. Futures contracts																	11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts																	11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options																	11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options																	11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options																	11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options																	11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps																	11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading																	12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading																	13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				

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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				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
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				14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				14.a.(2)
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				14.b.(2)

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Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding	3459					1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19) that is issued to unrelated third parties by bank subsidiaries		6555				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19) that is issued to unrelated third parties by bank subsidiaries		6556				3.
4. Other assets acquired in satisfaction of debts previously contracted		6557				4.
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC		A288				5.
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments)		3656				6.
7. Total assets of unconsolidated subsidiaries and associated companies		5376				7.

8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? **(Enter "1" for yes; enter "0" for no)** ..... BHCK C251 ____ 8.

9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? **(Enter "1" for yes; enter "0" for no)** ..... BHCK 6689 ____ 9.

10. Did your bank holding company reduce "Customers' liability on acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers acceptances? **(Enter "1" for yes; enter "0" for no)** ..... BHCK 6019 ____ 10.

11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y–10)? This item must be completed only by top-tier bank holding companies. Top-tier bank holding companies must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank holding company must enter **"1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.** ..... BHCK 6416 ____ 11.

TEXT 6428 _____

Name of bank holding company official verifying FR Y–10 reporting (Please type or print)

_____

Area Code and Phone Number (TEXT 9009)

	NUMBER (UNROUNDED)	BHCK	Bil	Mil	Thou	
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets		3164				12.a.
(1) Estimated fair value of mortgage servicing assets	6438					12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets		B026				12.b.
c. All other identifiable intangible assets		5507				12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)		0426				12.d.
13. Other real estate owned:		BHCK				
a. Real estate acquired in satisfaction of debts previously contracted		2744				13.a.
b. Other real estate owned		2745				13.b.
		bhct				
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)		2150				13.c.
14. Other borrowed money:		BHCK				
a. Commercial paper		2309				14.a.
b. Other borrowed money with a remaining maturity of one year or less		2332				14.b.
c. Other borrowed money with a remaining maturity of more than one year		2333				14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)		3190				14.d.

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Schedule HC-M—Continued

15. Does the holding company sell private label or third party mutual funds and annuities? **(Enter "1" for yes; enter "0" for no)** ..... BHCK B569 ____ 15.

16. Assets under management in proprietary mutual funds and annuities ..... BHCK B570 | Bil ____ | Mil ____ | Thou ____ 16.

The following three questions (items 17 through 19) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12): In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.

17. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of $200 million (on an acquisition cost basis) or 5 percent of the BHC's consolidated Tier 1 capital as of the report date? **(Enter "1" for yes; enter "0" for no)** ..... BHCK C159 ____ 17.

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

18. Has the bank holding company made an effective election to become a financial holding company? **(Enter "1" for yes; enter "0" for no)**..... BHCK C160 ____ 18.

19. Does the bank holding company hold, directly or indirectly, an Edge corporation, agreement corporation, or Small business investment company (SBIC) subsidiary ***or*** hold equities under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act? **(Enter "1" for yes; enter "0" for no)**..... BHCK C161 ____ 19.

*If the answer to **either** item 18 or item 19 is yes, your organization must complete the FR Y-12. If the answer is no to **both** item 18 and item 19, your organization does not need to complete the FR Y–12.*

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

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

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

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

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759				2769				3492				1.a.
b. Secured by farmland in domestic offices	3493				3494				3495				1.b.
c. Secured by 1–4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5398				5399				5400				1.c.(1)
(2) **Closed-end** loans secured by 1–4 family residential properties:													
(a) Secured by first liens	C236				C237				C229				1.c.(2)(a)
(b) Secured by junior liens	C238				C239				C230				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501				1.d.
e. Secured by nonfarm non-residential properties in domestic offices	3502				3503				3504				1.e.
f. In foreign offices	B572				B573				B574				1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377				5378				5379				2.a.
b. Foreign banks	5380				5381				5382				2.b.
3. Loans to finance agricultural production and other loans to farmers	1594				1597				1583				3.
4. Commercial and industrial loans	1606				1607				1608				4.

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Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575				B576				B577				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B578				B579				B580				5.b.
6. Loans to foreign governments and official institutions	5389				5390				5391				6.
7. All other loans	5459				5460				5461				7.
8. Lease financing receivables	1226				1227				1228				8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)	3505				3506				3507				9.
10. TOTAL (sum of items 1 through 9)	5524				5525				5526				10.

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.

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612				5613				5614				11.
a. Guaranteed portion of loans and leases included in item 11 above	5615				5616				5617				11.a.

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Schedule HC-N—Continued

Memoranda	(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	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)	1658				1659				1661				M.1.
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				6559				6560				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				1912				1913				M.3.
4. Not applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240				C241				C226				M.5.

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

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets	3529				3530				M.6.

	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter	C410				M.7.
8. Nonaccrual assets sold during the quarter	C411				M.8.

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis only by the top-tier bank holding company when the total consolidated assets of the company are $150 million or more.

Dollar Amounts in Thousands

	bhcx	Bil	Mil	Thou	
Tier 1 capital					
1. Total equity capital (from Schedule HC, item 28)	3210				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				2.
3. LESS: Net unrealized loss on available-for-sale equity securities[1] (report loss as a positive value)	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges[1] (if a gain, report as a positive value; if a loss, report as a negative value)	4336				4.
5. LESS: Nonqualifying perpetual preferred stock	B588				5.
6. a. Qualifying minority interests in consolidated subsidiaries	B589				6.a.
b. **Qualifying trust preferred securities**	C502				6.b.
7. LESS: Disallowed goodwill and other disallowed intangible assets	B590				7.
8. **Subtotal (sum of items 1 and 6, less items 2, 3, 4, 5 and 7)**	C227				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
b. LESS: Disallowed deferred tax assets	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital **(sum of items 8 and 10, less items 9.a and 9.b)**	8274				11.
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	5306				12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16)	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Tier 3 capital allocated for market risk	1395				19.
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792				21.
Total assets for leverage ratio	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610				25.
	BHCK				
26. LESS: Other deductions from assets for leverage capital purposes	B596				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224				27.
28.–30. Not applicable					

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

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

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Schedule HC-R—Continued

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

C000

Dollar Amounts in Thousands	(Column A) Totals *(from Schedule HC)*			(Column B) Items Not Subject to Risk-Weighting			(Column C) Allocation by Risk Weight Category 0%			(Column D) 20%			(Column E) 50%			(Column F) 100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2))	BHCK 0010 / bhcx 1754																		34.
35. Held-to-maturity securities	bhcx 1773																		35.
36. Available-for-sale securities	BHCK C225																		36.
37. Federal funds sold and securities purchased under agreements to resell	bhct 5369																		37.
38. Loans and leases held for sale	bhct B528																		38.
39. Loans and leases, net of unearned income	bhcx 3123																		39.
40. LESS: Allowance for loan and lease losses	bhcx 3545																		40.
41. Trading assets	BHCK B639																		41.
42. All other assets[1]	bhct 2170																		42.
43. Total assets (sum of items 34 through 42)																			43.

1. Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customers' liability on acceptances outstanding, intangible assets, and other assets.

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Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount[1]			(Column C) Allocation by Risk Weight Category 0%			(Column D) 20%			(Column E) 50%			(Column F) 100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....				1.00 or 12.5[2]																44.
45. Performance standby letters of credit	bhct 6570			.50																45.
46. Commercial and similar letters of credit	bhct 3411			.20																46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429			1.00																47.
48. Securities lent.....	bhct 3433			1.00																48.
49. Retained recourse on small business obligations sold with recourse	BHCK A250			1.00																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			12.5[3]																50.
51. All other financial assets sold with recourse	BHCK B675			1.00																51.
52. All other off-balance sheet liabilities.....	BHCK B681			1.00																52.
53. Unused commitments with an original maturity exceeding one year	BHCK 6572			.50																53.
54. Derivative contracts.....					BHCE A167															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.

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Schedule HC-R—Continued

Dollar Amounts in Thousands	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
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			55.
56. Risk weight factor	× 0%			× 20%			× 50%			× 100%			56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)	BHCK B700			BHCK B701			BHCK B702			BHCK B703			57.
			0										
58. Market risk equivalent assets										BHCK 1651			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			59.
60. LESS: Excess allowance for loan and lease losses										BHCK A222			60.
61. LESS: Allocated transfer risk reserve										BHCK 3128			61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)										BHCK A223			62.

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Schedule HC-R—Continued

Memoranda

	Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards		8764				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					
2. Notional principal amounts of derivative contracts:[1]	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	
a. Interest rate contracts	3809					8766					8767					M.2.a.
b. Foreign exchange contracts	3812					8769					8770					M.2.b.
c. Gold contracts	8771					8772					8773					M.2.c.
d. Other precious metals contracts	8774					8775					8776					M.2.d.
e. Other commodity contracts	8777					8778					8779					M.2.e.
f. Equity derivative contracts	A000					A001					A002					M.2.f.

	BHCK	Bil	Mil	Thou	
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				3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990				3.b.
c. **Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)**	C498				3.c.
d. **Other cumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., trust preferred securities) (included in Schedule HC, item 20 or 22**)	A507				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 27)	2771				4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):					
a. In the form of perpetual preferred stock	5483				5.a.
b. In the form of common stock	5484				5.b.

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

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

C000

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

Schedule HC-S—Continued

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

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Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands	BHCK	Bil	Mil	Thou	
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				M.1.a.
	bhct				
b. Amount of retained recourse on these obligations as of the report date	A250				M.1.b.
2. Outstanding principal balance of assets serviced for others:	BHCK				
a. 1–4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804				M.2.a.
b. 1–4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805				M.2.b.
c. Other financial assets[1]	A591				M.2.c.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)[2]	C407				M.4.

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

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Notes to the Balance Sheet—Predecessor Financial Items

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

Dollar amount in thousands

	BHBC	Bil	Mil	Thou	
1. Average loans and leases (net of unearned income)	3516				1.
2. Average earning assets	3402				2.
3. Average total consolidated assets	3368				3.
4. Average equity capital	3519				4.

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

Dollar amount in thousands

	TEXT		BHCK	Bil	Mil	Thou	
1.	5356	Trust preferred securities reported as liabilities in public					
		financial statements (included in Schedule HC, item 22,					
		"Minority interest in consolidated subsidiaries.")	5356				1.
2.	5357						
			5357				2.
3.	5358						
			5358				3.
4.	5359						
			5359				4.
5.	5360						
			5360				5.
6.	B027						
			B027				6.

DRAFT

Notes to the Balance Sheet—Other, Continued

Dollar amount in thousands

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