

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.

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

I, Sanford I. Weill, Chairman
Name and Title of Officer

Date of Report:
June 30, 2002
Month / Date / Year (BHCK 9999)

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.

Citigroup Inc.
Legal Title of Bank Holding Company (TEXT 9010)

Signature of Bank Holding Company Official

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

Date of Signature

New York NY 10043-
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.

Person to whom questions about this report should be directed:

| | |
|--|------------------|
| For Federal Reserve Bank Use Only | |
| RSSD ID Number | _____ |
| C.I. | _____ S.F. _____ |

Edward Schneider, Vice President
Name / Title (TEXT 8901)

212-559-1073
Area Code / Phone Number (TEXT 8902)

212-793-6652
FAX Number (TEXT 9116)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 33.98 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.

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 | | 10,468,000 | | 1.a.(1) |
| | (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs | 4059 | | 8,247,000 | | 1.a.(2) |
| b. | Income from lease financing receivables | 4065 | | 858,000 | | 1.b |
| c. | Interest income on balances due from depository institutions (1) | 4115 | | 526,000 | | 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 | | 209,000 | | 1.d.(1) |
| | (2) Mortgage-backed securities | B489 | | 874,000 | | 1.d.(2) |
| | (3) All other securities: | 4060 | | 3,440,000 | | 1.d.(3) |
| e. | Interest income from trading assets | 4069 | | 2,795,000 | | 1.e. |
| f. | Interest income on federal funds sold and securities purchased under agreements to resell | 4020 | | 2,424,000 | | 1.f. |
| g. | Other interest income | 4518 | | 238,000 | | 1.g. |
| h. | Total interest income (sum of items 1.a through 1.g) | 4107 | | 30,079,000 | | 1.h. |
| 2. | Interest expense | | | | | |
| a. | Interest on deposits: | | | | | |
| | (1) In domestic offices: | | | | | |
| | (a) Time deposits of \$100,000 or more | A517 | | 193,000 | | 2.a.(1)(a) |
| | (b) Time deposits of less than \$100,000 | A518 | | 78,000 | | 2.a.(1)(b) |
| | (c) Other deposits | 6761 | | 550,000 | | 2.a.(1)(c) |
| | (2) In foreign offices, Edge and Agreement subsidiaries and IBFs | 4172 | | 3,031,000 | | 2.a.(2) |
| b. | Expense on federal funds purchased and securities sold under agreements to repurchase | 4180 | | 3,208,000 | | 2.b. |
| c. | Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)..... | 4185 | | 3,140,000 | | 2.c. |
| d. | Interest on subordinated notes and debentures and on mandatory convertible securities..... | 4397 | | 213,000 | | 2.d. |
| e. | Other interest expense..... | 4398 | | 37,000 | | 2.e. |
| f. | Total interest expense (sum of items 2.a through 2.e)..... | 4073 | | 10,450,000 | | 2.f. |
| 3. | Net interest income (item 1.h minus item 2.f)..... | 4074 | | 19,629,000 | | 3. |
| 4. | Provision for loan and lease losses (from Schedule HI-B, part II, item 5)..... | 4230 | | 4,616,000 | | 4. |
| 5. | Noninterest income: | | | | | |
| a. | Income from fiduciary activities..... | 4070 | | 352,000 | | 5.a. |
| b. | Service charges on deposit accounts in domestic offices..... | 4483 | | 493,000 | | 5.b. |
| c. | Trading revenue (2)..... | A220 | | 2,765,000 | | 5.c. |
| d. | Investment banking, advisory, brokerage, and underwriting fees and commissions..... | B490 | | 5,787,000 | | 5.d. |
| e. | Venture capital revenue..... | B491 | | 231,000 | | 5.e. |
| f. | Net servicing fees..... | B492 | | 1,893,000 | | 5.f. |
| g. | Net securitization income..... | B493 | | 1,041,000 | | 5.g. |
| h. | Insurance commissions and fees..... | B494 | | 7,083,000 | | 5.h. |
| i. | Net gains (losses) on sales of loans and leases..... | 8560 | | 73,000 | | 5.i. |
| j. | Net gains (losses) on sales of other real estate owned..... | 8561 | | (20,000) | | 5.j. |
| k. | Net gains (losses) on sales of other assets (excluding securities)..... | B496 | | (20,000) | | 5.k. |
| l. | Other noninterest income (3)..... | B497 | | 4,465,000 | | 5.l. |
| m. | Total noninterest income (sum of items 5.a through 5.l)..... | 4079 | | 24,143,000 | | 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 | | (158,000) | | 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.

Schedule HI—Continued

Dollar Amounts in Thousands

| | BHCK | Bil | Mil | Thou | |
|---|------|-----|------------|------|---------|
| 7. Noninterest expense: | | | | | |
| a. Salaries and employee benefits | 4135 | | 10,874,000 | | 7.a. |
| b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) | 4217 | | 2,000,000 | | 7.b. |
| c. (1) Goodwill impairment losses | C216 | | 0 | | 7.c(1). |
| (2) Amortization expense and impairment for other intangible assets | C232 | | 340,000 | | 7.c(2). |
| d. Other noninterest expense (4) | 4092 | | 12,379,000 | | 7.d. |
| e. Total noninterest expense (sum of items 7.a through 7.d) | 4093 | | 25,593,000 | | 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 | | 13,405,000 | | 8. |
| 9. Applicable income taxes (foreign and domestic) | 4302 | | 4,319,000 | | 9. |
| 10. Minority interest | 4484 | | 112,000 | | 10. |
| 11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10) | 4300 | | 8,974,000 | | 11. |
| 12. Extraordinary items, net of applicable taxes and minority interest (5) | 4320 | | (47,000) | | 12. |
| 13. Net income (loss) (sum of items 11 and 12) | 4340 | | 8,927,000 | | 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 | | 19,840,000 | | M.1. |
| 2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis..... | 4592 | | 13,616,000 | | 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 | | 32,000 | | 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 | | 425,000 | | M.4. |
| 5. Number of full-time equivalent employees at end of current period (round to nearest whole number)..... | BHCK | Number | | | |
| | 4150 | | 280,206 | | M.5. |
| 6. Other noninterest income (from schedule HI, 5.1 above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m): | | | | | |

| | BHCK | Bil | Mil | Thou | |
|--|------|-----|-----------|------|--------|
| 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 | | 0 | | M.6.b. |
| c. Income and fees from automated teller machines (ATMs) | C016 | | 0 | | M.6.c. |
| d. Rent and other income from real estate owned | 4042 | | 0 | | M.6.d. |
| e. Safe deposit box rent | C015 | | 0 | | M.6.e. |
| f. TEXT | | | | | |
| 8562 Gain of sale of stock by subsidiary | 8562 | | 1,270,000 | | M.6.f. |
| g. TEXT | | | | | |
| 8563 Credit & Charge Card Fees | 8563 | | 1,873,000 | | M.6.g. |
| h. TEXT | | | | | |
| 8564 | 8564 | | N/A | | M.6.h. |

Schedule HI—Continued

Memoranda (continued)

| | | Dollar Amounts in Thousands | | | |
|--|---|-----------------------------|-----|-----------|-------------|
| | | BHCK | Bil | Mil | Thou |
| 7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts that exceed 1% of Schedule HI, items 1.h and 5.m): | | | | | |
| a. | Data processing expenses..... | C017 | | 814,000 | M.7.a. |
| b. | Advertising and marketing expenses..... | 0497 | | 920,000 | M.7.b. |
| c. | Directors' fees..... | 4136 | | 0 | M.7.c. |
| d. | Printing, stationary, 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 | | 0 | M.7.g. |
| h. | TEXT | | | | |
| | 8565 Communication expense | 8565 | | 585,000 | M.7.h. |
| i. | TEXT | | | | |
| | 8566 | 8566 | | N/A | M.7.i. |
| j. | TEXT | | | | |
| | 8567 | 8567 | | N/A | M.7.j. |
| 8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments): | | | | | |
| a. (1) | TEXT Effect of adopting FAS 142, "Goodwill and other intangible assets" | C231 | | (69,000) | M.8.a.(1) |
| (2) | Applicable income tax effect | BHCK 3572 | | 22,000 | M.8.a.(2) |
| b. (1) | TEXT | | | | |
| | 3573 | 3573 | | N/A | M.8.b.(1) |
| (2) | Applicable income tax effect | BHCK 3574 | | N/A | M.8.b.(2) |
| c. (1) | TEXT | | | | |
| | 3575 | 3575 | | N/A | M.8.c.(1) |
| (2) | Applicable income tax effect | BHCK 3576 | | N/A | 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 | | 952,000 | M.9.a. |
| b. | Foreign exchange exposures | 8758 | | 1,175,000 | M.9.b. |
| c. | Equity security and index exposures | 8759 | | 500,000 | M.9.c. |
| d. | Commodity and other exposures | 8760 | | 138,000 | M.9.d. |
| 10. Impact on income of derivatives held for purposes other than trading: | | | | | |
| a. | Net increase (decrease) to interest income | 8761 | | 657,000 | M.10.a. |
| b. | Net (increase) decrease to interest expense | 8762 | | (478,000) | M.10.b. |
| c. | Other (noninterest) allocations | 8763 | | 273,000 | M.10.c. |
| 11. Credit losses on derivatives (see instructions) | | | | | |
| | | A251 | | 0 | M.11. |
| 12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) | | | | | |
| | | 8431 | | 1,127,000 | M.12.a. |
| b.(1) Premiums on insurance related to the extension of credit | | | | | |
| | | C242 | | 150,000 | M.12.b.(1). |
| (2) All other insurance premiums | | | | | |
| | | C243 | | 6,738,000 | M.12.b.(2) |
| c. Benefits, losses, and expenses from insurance-related activities | | | | | |
| | | B983 | | 7,755,000 | 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 "2" for no.) | | | | | |
| | | BHCK | | | |
| | | A530 | | 2 | M.13. |

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 | | 81,247,000 | | 1. |
| 2. | Restatements due to corrections of material accounting errors and changes in accounting principles..... | B507 | | 0 | | 2. |
| 3. | Balance end of previous calendar year as restated (sum of items 1 and 2)..... | B508 | | 81,247,000 | | 3. |
| | | bhct | | | | |
| 4. | Net income (loss) (must equal Schedule HI, item 13)..... | 4340 | | 8,927,000 | | 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 | | (125,000) | | 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 | | 619,000 | | 6.b. |
| 7. | Sale of treasury stock..... | 4782 | | 905,000 | | 7. |
| 8. | LESS: Purchase of treasury stock..... | 4783 | | 2,430,000 | | 8. |
| 9. | Changes incident to business combinations, net..... | 4356 | | 0 | | 9. |
| 10. | LESS: Cash dividends declared on preferred stock..... | 4598 | | 42,000 | | 10. |
| 11. | LESS: Cash dividends declared on common stock..... | 4460 | | 1,764,000 | | 11. |
| 12. | Other comprehensive income (1)..... | B511 | | (882,000) | | 12. |
| 13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company..... | | 4591 | | 0 | | 13. |
| 14. | Other adjustments to equity capital (not included above)..... | 3581 | | (740,000) | | 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 | | 85,715,000 | | 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.

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 | | 1,000 | | 3583 | | 0 | |
| b. Secured by farmland in domestic offices..... | 3584 | | 0 | | 3585 | | 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..... | 5411 | | 3,000 | | 5412 | | 0 | |
| (2) Closed-end loans secured by 1-4 family residential properties in domestic offices | | | | | | | | |
| (a) Secured by first liens..... | C234 | | 199,000 | | C217 | | 12,000 | |
| (b) Secured by junior liens..... | C235 | | 54,000 | | C218 | | 0 | |
| d. Secured by multifamily (5 or more) residential properties in domestic offices | 3588 | | 1,000 | | 3589 | | 0 | |
| e. Secured by nonfarm nonresidential properties in domestic offices..... | 3590 | | 5,000 | | 3591 | | 1,000 | |
| f. In foreign offices..... | B512 | | 161,000 | | B513 | | 11,000 | |
| 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 | |
| b. To foreign banks..... | 4654 | | 23,000 | | 4664 | | 1,000 | |
| 3. Loans to finance agricultural production and other loans to farmers..... | 4655 | | 4,000 | | 4665 | | 2,000 | |
| 4. Commercial and industrial loans: | | | | | | | | |
| a. To U.S. addressees (domicile)..... | 4645 | | 547,000 | | 4617 | | 140,000 | |
| b. To non-U.S. addressees (domicile)..... | 4646 | | 406,000 | | 4618 | | 63,000 | |
| 5. Loans to individuals for household, family, and other personal expenditures: | | | | | | | | |
| a. Credit cards..... | B514 | | 1,745,000 | | B515 | | 250,000 | |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | B516 | | 1,559,000 | | B517 | | 215,000 | |
| 6. Loans to foreign governments and official institutions..... | 4643 | | 3,000 | | 4627 | | 5,000 | |
| 7. All other loans..... | 4644 | | 57,000 | | 4628 | | 16,000 | |
| 8. Lease financing receivables: | | | | | | | | |
| a. To U.S. addressees (domicile)..... | 4658 | | 215,000 | | 4668 | | 5,000 | |
| b. To non-U.S. addressees (domicile)..... | 4659 | | 39,000 | | 4669 | | 6,000 | |
| 9. Total (sum of items 1 through 8)..... | 4635 | | 5,022,000 | | 4605 | | 727,000 | |

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 | | 0 | | 5410 | | 0 | |
| 2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above)..... | 4652 | | 161,000 | | 4662 | | 11,000 | |

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

Schedule HI-B—Continued

Dollar Amounts in Thousands

| | BHCK | Bil | Mil | Thou | |
|--|------|-----|------------|------|----|
| II. Changes in allowance for loan and lease losses | | | | | |
| 1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income) | B522 | | 10,088,000 | | 1. |
| | bhct | | | | |
| 2. Recoveries (Must equal Schedule HI-B, Part I, item 9, Column B, above) | 4605 | | 727,000 | | 2. |
| 3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, Column A above | C079 | | 5,022,000 | | 3. |
| less Schedule HI-B, part II, item 4) | BHCK | | | | |
| 4. Less: write-downs arising from transfers of loans to a held-for-sale account..... | 5523 | | 0 | | 4. |
| 5. Provision for loan and lease losses (must equal Schedule HI, item 4)..... | 4230 | | 4,616,000 | | 5. |
| 6. Adjustments (see instructions for this schedule)..... | C233 | | 28,000 | | 6. |
| 7. Balance at end of period (sum of items 1,2,5,and 6, less items 3 and 4 must equal Schedule HC, item 4.c)..... | bhct | | | | |
| | 3123 | | 10,437,000 | | 7. |

Notes to the Income Statement

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

| | | Dollar amount in thousands | | | | |
|----------|------|----------------------------|-----|------|-----|--|
| TEXT | BHCK | Bil | Mil | Thou | | |
| 1. 5351 | | | | | | |
| | | | | | | |
| | 5351 | | | N/A | 1. | |
| 2. 5352 | | | | | | |
| | | | | | | |
| | 5352 | | | N/A | 2. | |
| 3. 5353 | | | | | | |
| | | | | | | |
| | 5353 | | | N/A | 3. | |
| 4. 5354 | | | | | | |
| | | | | | | |
| | 5354 | | | N/A | 4. | |
| 5. 5355 | | | | | | |
| | | | | | | |
| | 5355 | | | N/A | 5. | |
| 6. B042 | | | | | | |
| | | | | | | |
| | B042 | | | N/A | 6. | |
| 7. B043 | | | | | | |
| | | | | | | |
| | B043 | | | N/A | 7. | |
| 8. B044 | | | | | | |
| | | | | | | |
| | B044 | | | N/A | 8. | |
| 9. B045 | | | | | | |
| | | | | | | |
| | B045 | | | N/A | 9. | |
| 10. B046 | | | | | | |
| | | | | | | |
| | B046 | | | N/A | 10. | |

Notes to the Income Statement—Continued

| | | Dollar amount in thousands | | | |
|------|------|----------------------------|-----|-----|------|
| TEXT | | BHCK | Bil | Mil | Thou |
| 11. | B047 | | | | |
| | | | | | |
| | | B047 | | | N/A |
| 12. | B048 | | | | |
| | | | | | |
| | | B048 | | | N/A |
| 13. | B049 | | | | |
| | | | | | |
| | | B049 | | | N/A |
| 14. | B050 | | | | |
| | | | | | |
| | | B050 | | | N/A |
| 15. | B051 | | | | |
| | | | | | |
| | | B051 | | | N/A |
| 16. | B052 | | | | |
| | | | | | |
| | | B052 | | | N/A |
| 17. | B053 | | | | |
| | | | | | |
| | | B053 | | | N/A |
| 18. | B054 | | | | |
| | | | | | |
| | | B054 | | | N/A |
| 19. | B055 | | | | |
| | | | | | |
| | | B055 | | | N/A |
| 20. | B056 | | | | |
| | | | | | |
| | | B056 | | | N/A |

For Federal Reserve Bank Use Only

C.I. _____

Citigroup Inc.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business June 30, 2002

Schedule HC—Consolidated Balance Sheet

| | | Dollar Amounts in Thousands | | | | |
|---------------|---|-----------------------------|------|----------------------|--------------------|---------|
| | | BHCK | Bil | Mil | Thou | |
| ASSETS | | | | | | |
| 1. | Cash and balances due from depository institutions: | | | | | |
| | a. Noninterest-bearing balances and currency and coin. (1)..... | 0081 | | 17,686,000 | | 1.a. |
| | b. Interest-bearing balances: (2) | | | | | |
| | (1) In U.S. offices..... | 0395 | | 261,000 | | 1.b.(1) |
| | (2) In foreign offices, Edge and Agreement subsidiaries, and IBFs..... | 0397 | | 16,507,000 | | 1.b.(2) |
| 2. | Securities : | | | | | |
| | a. Held-to-maturity securities (from Schedule HC-B, column A)..... | 1754 | | 183,000 | | 2.a. |
| | b. Available-for-sale securities (from Schedule HC-B, column D)..... | 1773 | | 163,480,000 | | 2.b. |
| 3. | Federal funds sold and securities purchased under agreements to resell: | | | | | |
| | a. Federal funds sold in domestic offices..... | BHDM | B987 | | 1,585,000 | 3.a. |
| | b. Securities purchased under agreements to resell (3)..... | BHCK | B989 | | 146,799,000 | 3.b. |
| 4. | Loans and lease financing receivables: | | | | | |
| | a. Loans and leases held for sale..... | | | | 11,511,000 | 4.a. |
| | b. Loans and leases, net of unearned income..... | B528 | | 418,927,000 | | 4.b. |
| | c. LESS: Allowance for loan and lease losses..... | 3123 | | 10,437,000 | | 4.c. |
| | d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus items 4.c)..... | B529 | | 408,490,000 | | 4.d. |
| 5. | Trading assets (from Schedule HC-D)..... | 3545 | | 163,867,000 | | 5. |
| 6. | Premises and fixed assets (including capitalized leases)..... | 2145 | | 7,726,000 | | 6. |
| 7. | Other real estate owned (from Schedule HC-M)..... | 2150 | | 1,474,000 | | 7. |
| 8. | Investments in unconsolidated subsidiaries and associated companies..... | 2130 | | 4,095,000 | | 8. |
| 9. | Customers' liability on acceptances outstanding..... | 2155 | | 1,495,000 | | 9. |
| 10. | Intangible assets: | | | | | |
| | a. Goodwill..... | 3163 | | 25,604,000 | | 10.a. |
| | b. Other intangible assets (from Schedule HC-M)..... | 0426 | | 8,844,000 | | 10.b. |
| 11. | Other assets (from Schedule HC-F)..... | 2160 | | 103,699,000 | | 11. |
| 12. | Total assets (sum of items 1 through 11)..... | 2170 | | 1,083,306,000 | | 12. |

(1) Includes cash items in process of collection and unposted debits

(2) Includes time certificates of deposit not held for trading

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

Schedule HC—Continued

| | | Dollar Amounts in Thousands | | | | |
|---|--|-----------------------------|------|---------------|------|----------|
| | | BHDM | Bil | Mil | Thou | |
| LIABILITIES | | | | | | |
| 13. Deposits: | | | | | | |
| a. In domestic offices (from Schedule HC-E): | | | | | | |
| (1) Noninterest-bearing (1)..... | | 6631 | | 21,402,000 | | 13.a.(1) |
| (2) Interest-bearing..... | | 6636 | | 113,796,000 | | 13.a.(2) |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs: | | | | | | |
| (1) Noninterest-bearing..... | | BHFN | | 19,779,000 | | 13.b.(1) |
| (2) Interest-bearing..... | | 6636 | | 239,901,000 | | 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 | 8,088,000 | | 14.a. |
| b. Securities sold under agreements to repurchase (3)..... | | BHCK | B995 | 163,531,000 | | 14.b. |
| 15. Trading liabilities (from Schedule HC-D)..... | | | 3548 | 86,564,000 | | 15. |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)..... | | | 3190 | 145,727,000 | | 16. |
| 17. Not applicable | | | | | | |
| 18. Liability on acceptances executed and outstanding..... | | | 2920 | 1,495,000 | | 18. |
| 19. Subordinated notes and debentures (4)..... | | | 4062 | 11,549,000 | | 19. |
| 20. Other liabilities (from Schedule HC-G)..... | | | 2750 | 175,567,000 | | 20. |
| 21. Total liabilities (sum of items 13 through 20)..... | | | 2948 | 987,399,000 | | 21. |
| 22. Minority interest in consolidated subsidiaries and similar items..... | | | 3000 | 10,192,000 | | 22. |
| EQUITY CAPITAL | | | | | | |
| 23. Perpetual preferred stock and related surplus | | | 3283 | 1,400,000 | | 23. |
| 24. Common stock (par value) | | | 3230 | 55,000 | | 24. |
| 25. Surplus (exclude all surplus related to preferred stock) | | | 3240 | 23,815,000 | | 25. |
| 26 a. Retained earnings..... | | | 3247 | 76,924,000 | | 26.a. |
| b. Accumulated other comprehensive income (5)..... | | | B530 | (1,726,000) | | 26.b. |
| 27. Other equity capital components (6) | | | A130 | (14,753,000) | | 27. |
| 28. TOTAL EQUITY CAPITAL (sum of items 23 through 27) | | | 3210 | 85,715,000 | | 28. |
| 29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28)..... | | | 3300 | 1,083,306,000 | | 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 net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.

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

Schedule HC—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 | Bil | Mil | Thou | BHCK | Bil | Mil | Thou | BHCK | Bil | Mil | Thou | BHCK | Bil | Mil | Thou |
| 1. | U.S. Treasury securities..... | 0211 | | | 11,000 | 0213 | | | 11,000 | 1286 | | | 5,980,000 | 1287 | | | 5,960,000 |
| 2. | U.S. government agency obligations (exclude mortgage-backed securities): | | | | | | | | | | | | | | | | |
| | a. Issued by U.S. government agencies (1)..... | 1289 | | | 0 | 1290 | | | 0 | 1291 | | | 573,000 | 1293 | | | 574,000 |
| | b. Issued by U.S. government-sponsored agencies (2)..... | 1294 | | | 0 | 1295 | | | 0 | 1297 | | | 8,405,000 | 1298 | | | 8,492,000 |
| 3. | Securities issued by states and political subdivisions in the U.S..... | 8496 | | | 0 | 8497 | | | 0 | 8498 | | | 17,548,000 | 8499 | | | 18,178,000 |
| 4. | Mortgage-backed securities (MBS): | | | | | | | | | | | | | | | | |
| | a. Pass-through securities: | | | | | | | | | | | | | | | | |
| | (1) Guaranteed by GNMA..... | 1698 | | | 4,000 | 1699 | | | 4,000 | 1701 | | | 15,131,000 | 1702 | | | 15,255,000 |
| | (2) Issued by FNMA and FHLMC | 1703 | | | 8,000 | 1705 | | | 8,000 | 1706 | | | 7,348,000 | 1707 | | | 7,447,000 |
| | (3) Other pass-through securities | 1709 | | | 0 | 1710 | | | 0 | 1711 | | | 184,000 | 1713 | | | 189,000 |
| | b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS): | | | | | | | | | | | | | | | | |
| | (1) Issued or guaranteed by FNMA, FHLMC, or GNMA..... | 1714 | | | 0 | 1715 | | | 0 | 1716 | | | 6,960,000 | 1717 | | | 7,129,000 |
| | (2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA..... | 1718 | | | 0 | 1719 | | | 0 | 1731 | | | 93,000 | 1732 | | | 95,000 |
| | (3) All other mortgage-backed securities..... | 1733 | | | 0 | 1734 | | | 0 | 1735 | | | 5,238,000 | 1736 | | | 5,428,000 |
| 5. | Asset-backed securities (ABS): | | | | | | | | | | | | | | | | |
| | a. Credit card receivables..... | B838 | | | 0 | B839 | | | 0 | B840 | | | 612,000 | B841 | | | 616,000 |
| | b. Home equity lines..... | B842 | | | 0 | B843 | | | 0 | B844 | | | 795,000 | B845 | | | 815,000 |
| | c. Automobile loans..... | B846 | | | 0 | B847 | | | 0 | B848 | | | 428,000 | B849 | | | 440,000 |
| | d. Other consumer loans..... | B850 | | | 0 | B851 | | | 0 | B852 | | | 409,000 | B853 | | | 420,000 |
| | e. Commercial and industrial loans.. | B854 | | | 0 | B855 | | | 0 | B856 | | | 145,000 | B857 | | | 144,000 |
| | f. Other..... | B858 | | | 0 | B859 | | | 0 | B860 | | | 509,000 | B861 | | | 503,000 |
| 6. | Other debt securities: | | | | | | | | | | | | | | | | |
| | a. Other domestic debt securities..... | 1737 | | | 0 | 1738 | | | 0 | 1739 | | | 34,504,000 | 1741 | | | 34,407,000 |
| | b. Foreign debt securities..... | 1742 | | | 160,000 | 1743 | | | 160,000 | 1744 | | | 53,025,000 | 1746 | | | 53,279,000 |

(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.

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 | 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 | 4,089,000 | | | A511 | 4,109,000 | | | 7. |
| 8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b) | bhct | | | | bhct | | | | | | | | | | | | 8. |
| | 1754 | 183,000 | | 1771 | 183,000 | | 1772 | 161,976,000 | | | 1773 | 163,480,000 | | | | | |

Memoranda

| | | | | | | | | | | | | | | | | |
|--|------|------------|-----|------|--|--|--|--|--|--|--|--|--|--|--|--------|
| 1. Pledged securities (1) | BHCK | Bil | Mil | Thou | | | | | | | | | | | | |
| | 0416 | 26,033,000 | | | | | | | | | | | | | | 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 | 29,859,000 | | | | | | | | | | | | | | M.2.a. |
| b. Over 1 year to 5 years..... | 0384 | 40,090,000 | | | | | | | | | | | | | | M.2.b. |
| c. Over 5 years..... | 0387 | 89,605,000 | | | | | | | | | | | | | | M.2.c. |
| 3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer)..... | 1778 | 0 | | | | | | | | | | | | | | M.3.b. |
| 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 | 1,096,000 | | | | | | | | | | | | | | M.4.a. |
| b. Fair value..... | 8783 | 1,096,000 | | | | | | | | | | | | | | M.4.b. |

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

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. Report loans and leases net of any applicable allocated transfer risk reserve. 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 | 123,989,000 | | | | | | | | 1. |
| | a. Construction and land development, and other land loans..... | | | | | 1415 | 376,000 | | | | 1.a. |
| | b. Secured by farmland..... | | | | | 1420 | 1,302,000 | | | | 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 | 5,869,000 | | | | 1.c.(1) |
| | (2) All other loans secured by 1-4 family residential properties: | | | | | | | | | | |
| | (a) Secured by first liens..... | | | | | 5367 | 70,152,000 | | | | 1.c.(2)(a) |
| | (b) Secured by junior liens..... | | | | | 5368 | 9,263,000 | | | | 1.c.(2)(b) |
| | d. Secured by multifamily (5 or more) residential properties..... | | | | | 1460 | 2,438,000 | | | | 1.d. |
| | e. Secured by nonfarm nonresidential properties..... | | | | | 1480 | 4,087,000 | | | | 1.e. |
| 2. | Loans to depository institutions and acceptances of other banks..... | | | | | 1288 | 1,151,000 | | | | 2. |
| | a. To U.S. banks and other U.S. depository institutions..... | 1292 | 156,000 | | | | | | | | 2.a. |
| | b. To foreign banks..... | 1296 | 6,427,000 | | | | | | | | 2.b. |
| 3. | Loans to finance agricultural production and other loans to farmers..... | 1590 | 304,000 | | | 1590 | 0 | | | | 3. |
| 4. | Commercial and industrial loans..... | | | | | 1766 | 33,471,000 | | | | 4. |
| | a. To U.S. addressees (domicile)..... | 1763 | 35,360,000 | | | | | | | | 4.a. |
| | b. To non-U.S. addressees (domicile)..... | 1764 | 74,196,000 | | | | | | | | 4.b. |
| 5. | Not applicable | | | | | | | | | | |
| 6. | Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)..... | | | | | 1975 | 81,692,000 | | | | 6. |
| | a. Credit cards..... | B538 | 57,081,000 | | | | | | | | 6.a. |
| | b. Other revolving credit plans..... | B539 | 12,353,000 | | | | | | | | 6.b. |
| | c. Other consumer loans (includes single payment, installment, and all student loans)..... | 2011 | 64,719,000 | | | | | | | | 6.c. |
| 7. | Loans to foreign governments and official institutions (including foreign central banks)..... | 2081 | 4,840,000 | | | 2081 | 133,000 | | | | 7. |
| 8. | Not applicable | | | | | | | | | | |
| 9. | All other loans..... | 1635 | 35,483,000 | | | 1635 | 26,016,000 | | | | 9. |
| 10. | Lease financing receivables (net of unearned income)..... | | | | | 2165 | 14,902,000 | | | | 10. |
| | a. To U.S. addressees (domicile)..... | 2182 | 14,235,000 | | | | | | | | 10.a. |
| | b. To non-U.S. addressees (domicile)..... | 2183 | 5,503,000 | | | | | | | | 10.b. |
| 11. | LESS: Any unearned income on loans reflected in items 1-9 above..... | 2123 | 4,208,000 | | | 2123 | 2,970,000 | | | | 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 | 430,438,000 | | | 2122 | 247,882,000 | | | | 12. |

Schedule HC-C—Continued

| | | Dollar Amounts in Thousands | | |
|--|------|-----------------------------|------------|------|
| | | Consolidated | | |
| | BHCK | Bil | Mil | Thou |
| Memoranda | | | | |
| 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 2) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)..... | 1616 | | 317,000 | 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 | | 443,000 | M.2. |
| 3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)..... | 8837 | | 29,289,000 | M.3. |

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 | | |
|--|------|-----------------------------|-------------|-------|
| | BHCK | Bil | Mil | Thou |
| ASSETS | | | | |
| 1. U.S. Treasury securities in domestic offices..... | 3531 | | 9,262,000 | 1. |
| 2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities)..... | 3532 | | 9,091,000 | 2. |
| 3. Securities issued by states and political subdivisions in the U.S. in domestic offices..... | 3533 | | 3,386,000 | 3. |
| 4. Mortgage-backed securities (MBS) in domestic offices: | | | | |
| a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA..... | 3534 | | 15,570,000 | 4.a. |
| b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)..... | 3535 | | 4,002,000 | 4.b. |
| c. All other mortgage-backed securities..... | 3536 | | 6,544,000 | 4.c. |
| 5. Other debt securities in domestic offices..... | 3537 | | 17,312,000 | 5. |
| 6.-8. Not applicable. | | | | |
| 9. Other trading assets in domestic offices..... | 3541 | | 14,542,000 | 9. |
| 10. Trading assets in foreign offices..... | 3542 | | 45,759,000 | 10. |
| 11. Revaluation gains on interest rate, foreign exchange rate, equity, commodity and other contracts: | | | | |
| a. In domestic offices..... | 3543 | | 11,397,000 | 11.a. |
| b. In foreign offices..... | BHFN | | | |
| b. In foreign offices..... | 3543 | | 27,002,000 | 11.b. |
| 12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)..... | bhct | | | |
| | 3545 | | 163,867,000 | 12. |
| LIABILITIES | | | | |
| 13. Liability for short positions..... | BHCK | | | |
| | 3546 | | 45,994,000 | 13. |
| 14. Revaluation losses on interest rate, foreign exchange rate, equity, commodity and other contracts..... | 3547 | | 40,570,000 | 14. |
| | bhct | | | |
| 15. Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15)..... | 3548 | | 86,564,000 | 15. |

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 | 9,085,000 | | 1.a. |
| b. | NOW, ATS, and other transaction accounts..... | 3187 | 1,396,000 | | 1.b. |
| c. | Money market deposit accounts and other savings accounts..... | 2389 | 80,502,000 | | 1.c. |
| d. | Time deposits of less than \$100,000..... | 6648 | 4,396,000 | | 1.d. |
| e. | Time deposits of \$100,000 or more..... | 2604 | 15,195,000 | | 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 | 873,000 | | 2.a. |
| b. | NOW, ATS, and other transaction accounts..... | 3187 | 2,035,000 | | 2.b. |
| c. | Money market deposit accounts and other savings accounts..... | 2389 | 17,444,000 | | 2.c. |
| d. | Time deposits of less than \$100,000..... | 6648 | 2,131,000 | | 2.d. |
| e. | Time deposits of \$100,000 or more..... | 2604 | 2,141,000 | | 2.e. |

Memoranda

| | | BHDM | Bil | Mil | Thou | |
|----|--|------|-----|------------|------|------|
| 1. | Brokered deposits less than \$100,000 with a remaining maturity of one year or less..... | A243 | | 36,810,000 | | M.1. |
| 2. | Brokered deposits less than \$100,000 with a remaining maturity of more than one year..... | A164 | | 526,000 | | M.2. |
| 3. | Time deposits of \$100,000 or more with a remaining maturity of one year or less..... | A242 | | 15,373,000 | | M.3. |
| | | BHFN | | | | |
| 4. | Foreign office time deposits with a remaining maturity of one year or less..... | A245 | | 91,232,000 | | 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 | | 8,387,000 | | 1. |
| 2. | Net deferred tax assets (2)..... | 2148 | | 4,273,000 | | 2. |
| 3. Interest-only strips receivable (not in the form of a security) (3) on: | | | | | | |
| a. | Mortgage loans..... | A519 | | 514,000 | | 3.a. |
| b. | Other financial assets..... | A520 | | 0 | | 3.b. |
| 4. | Equity securities that DO NOT have readily determinable fair values (4)..... | 1752 | | 6,319,000 | | 4. |
| 5. | Other..... | 2168 | | 84,206,000 | | 5. |
| | | bhct | | | | |
| 6. | Total (sum of items 1 through 5) (must equal Schedule HC, item 11)..... | 2160 | | 103,699,000 | | 6. |

(1) Include accrued interest receivable on loans, losses, 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 | | 764,000 | | 2. |
| 3. | Allowance for credit losses on off-balance sheet credit exposures..... | B557 | | 110,000 | | 3. |
| 4. | Other..... | B984 | | 174,693,000 | | 4. |
| | | bhct | | | | |
| 5. | Total (sum of items 2 through 4) (must equal Schedule HC, item 20)..... | 2750 | | 175,567,000 | | 5. |

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

Schedule HC-H—Interest Sensitivity (1)

| | | Dollar Amounts in Thousands | | | | |
|----|---|-----------------------------|-----|-------------|------|----|
| | | BHCK | Bil | Mil | Thou | |
| 1. | Earning assets that are repricable within one year or mature within one year..... | 3197 | | 423,383,000 | | 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 | | 242,525,000 | | 2. |
| 3. | Long-term debt with a remaining maturity of more than one year but reprices within one year included in items 16 and 19 on Schedule HC, Balance Sheet..... | 3298 | | 35,038,000 | | 3. |
| 4. | Variable rate preferred stock (includes both limited-life and perpetual preferred stock)..... | 3408 | | 400,000 | | 4. |
| 5. | Long-term debt reported in Schedule HC, item 19 on the Balance Sheet that is scheduled to mature within one year..... | 3409 | | 0 | | 5. |

(1) Bank holding companies with foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such bank holding companies may omit the smallest of their offices in foreign countries when arrayed by total assets provided that the assets of the excluded offices do not exceed 50 percent of the total assets of the 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)**Part 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 | | 10,048,000 | | 1. |
| 2. | Total assets..... | C244 | | 59,386,000 | | 2. |
| LIABILITIES | | | | | | |
| 3. | Claims and claims adjustment expense reserves..... | B990 | | 28,799,000 | | 3. |
| 4. | Unearned premiums..... | B991 | | 5,657,000 | | 4. |
| 5. | Total equity..... | C245 | | 10,264,000 | | 5. |
| 6. | Net Income..... | C246 | | 434,000 | | 6. |

Part II—Life and Health Underwriting

| | | Dollar Amounts in Thousands | | | | |
|--------------------|---|-----------------------------|-----|------------|------|----|
| | | BHCK | Bil | Mil | Thou | |
| ASSETS | | | | | | |
| 1. | Reinsurance recoverables..... | C247 | | 2,433,000 | | 1. |
| 2. | Separate account assets..... | B992 | | 24,017,000 | | 2. |
| 3. | Total assets..... | C248 | | 76,464,000 | | 3. |
| LIABILITIES | | | | | | |
| 4. | Policy holder benefits and contract holder funds..... | B994 | | 38,632,000 | | 4. |
| 5. | Separate account liabilities..... | B996 | | 24,018,000 | | 5. |
| 6. | Total equity..... | C249 | | 11,626,000 | | 6. |
| 7. | Net income..... | C250 | | 521,000 | | 7. |

Schedule HC-K—Quarterly Averages

| | | Dollar Amounts in Thousands | | | |
|--|------|-----------------------------|----------------------|------|------|
| | BHCK | Bil | Mil | Thou | |
| ASSETS | | | | | |
| 1. Securities..... | 3515 | | 170,435,000 | | 1. |
| 2. Federal funds sold and securities purchased under agreements to resell..... | 3365 | | 131,987,000 | | 2. |
| 3. Loans and leases..... | 3516 | | 419,991,000 | | 3. |
| 4. a. Trading assets..... | 3401 | | 124,341,000 | | 4.a. |
| b. Other earning assets..... | B985 | | 24,899,000 | | 4.b. |
| 5. Total consolidated assets..... | 3368 | | 1,100,608,000 | | 5. |
| LIABILITIES | | | | | |
| 6. Interest-bearing deposits (domestic)..... | 3517 | | 114,043,000 | | 6. |
| 7. Interest-bearing deposits (foreign)..... | 3404 | | 229,880,000 | | 7. |
| 8. Federal funds purchased and securities sold under agreements to repurchase..... | 3353 | | 195,687,000 | | 8. |
| 9. All other borrowed money..... | 2635 | | 169,680,000 | | 9. |
| 10. Not applicable | | | | | |
| EQUITY CAPITAL | | | | | |
| 11. Equity capital (excludes limited-life preferred stock)..... | 3519 | | 83,951,000 | | 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 | | 8,745,000 | | 1.a. |
| b. Credit card lines | 3815 | | 408,660,000 | | 1.b. |
| c. Commercial real estate, construction, and land development: | | | | | |
| (1) Commitments to fund loans secured by real estate | 3816 | | 1,552,000 | | 1.c.(1) |
| (2) Commitments to fund loans not secured by real estate | 6550 | | 207,000 | | 1.c.(2) |
| d. Securities underwriting | 3817 | | 374,000 | | 1.d. |
| e. Other unused commitments | 3818 | | 211,244,000 | | 1.e. |
| 2. Financial standby letters of credit and foreign office guarantees | 6566 | | 33,438,000 | | 2. |
| a. Amount of financial standby letters of credit conveyed to others | 3820 | | 397,000 | | 2.a. |
| 3. Performance standby letters of credit and foreign office guarantees | 6570 | | 99,786,000 | | 3. |
| b. Amount of performance standby letters of credit conveyed to others | 3822 | | 1,258,000 | | 3.a. |
| 4. Commercial and similar letters of credit | 3411 | | 5,071,000 | | 4. |
| 5. Participations in acceptances conveyed to others by the reporting bank holding company | 3428 | | 0 | | 5. |
| 6. Securities lent | 3433 | | 26,704,000 | | 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 | | | | | |
| (1) Gross positive fair value | A534 | | 60,136,000 | | 7.a. |
| (2) Gross negative fair value | C219 | | 317,000 | | 7.a.(1) |
| (2) Gross negative fair value | C220 | | 1,026,000 | | 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 | | | | | |
| (1) Gross positive fair value | A535 | | 45,943,000 | | 7.b. |
| (2) Gross negative fair value | C221 | | 1,086,000 | | 7.b.(1) |
| (2) Gross negative fair value | C222 | | 144,000 | | 7.b.(2) |
| 8. Spot foreign exchange contracts | 8765 | | 154,900,000 | | 8. |

Schedule HC-L—Continued

Dollar Amounts in
Thousands

| | | | | |
|---|---|------|-------------------|------|
| 9. All other off-balance-sheet items (exclude derivatives)(include in item 9 the aggregate amount of 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 | 27,714,000 | 9. |
| a. | Securities borrowed..... | 3432 | 27,714,000 | 9.a. |
| b. | Commitments to purchase when-issued securities..... | 3434 | 0 | 9.b. |
| c. | Commitments to sell when-issued securities..... | 3435 | 0 | 9.c. |
| d. | TEXT | | | |
| | 6561 | 6561 | N/A | 9.d. |
| e. | TEXT | | | |
| | 6562 | 6562 | N/A | 9.e. |
| f. | TEXT | | | |
| | 6568 | 6568 | N/A | 9.f. |
| g. | TEXT | | | |
| | 6586 | 6586 | N/A | 9.g. |
| 10. Not applicable | | | | |

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 | 242,483,000 | | | | 6,546,000 | | | | 8,575,000 | | | | 1,728,000 | | | | 11.a. |
| | BHCK 8693 | | | | BHCK 8694 | | | | BHCK 8695 | | | | BHCK 8696 | | | | |
| b. Forward contracts | 1,008,445,000 | | | | 1,235,836,000 | | | | 821,000 | | | | 8,969,000 | | | | 11.b. |
| | BHCK 8697 | | | | BHCK 8698 | | | | BHCK 8699 | | | | BHCK 8700 | | | | |
| c. Exchange-traded option contracts: | | | | | | | | | | | | | | | | | |
| (1) Written options | 73,395,000 | | | | 0 | | | | 101,712,000 | | | | 175,000 | | | | 11.c.(1) |
| | BHCK 8701 | | | | BHCK 8702 | | | | BHCK 8703 | | | | BHCK 8704 | | | | |
| (2) Purchased options | 67,389,000 | | | | 0 | | | | 112,119,000 | | | | 99,000 | | | | 11.c.(2) |
| | BHCK 8705 | | | | BHCK 8706 | | | | BHCK 8707 | | | | BHCK 8708 | | | | |
| d. Over-the-counter option contracts: | | | | | | | | | | | | | | | | | |
| (1) Written options | 419,697,000 | | | | 184,185,000 | | | | 50,806,000 | | | | 4,061,000 | | | | 11.d.(1) |
| | BHCK 8709 | | | | BHCK 8710 | | | | BHCK 8711 | | | | BHCK 8712 | | | | |
| (2) Purchased options | 341,566,000 | | | | 176,557,000 | | | | 44,559,000 | | | | 7,016,000 | | | | 11.d.(2) |
| | BHCK 8713 | | | | BHCK 8714 | | | | BHCK 8715 | | | | BHCK 8716 | | | | |
| e. Swaps | 4,765,724,000 | | | | 300,822,000 | | | | 22,142,000 | | | | 15,649,000 | | | | 11.e. |
| | BHCK 3450 | | | | BHCK 3826 | | | | BHCK 8719 | | | | BHCK 8720 | | | | |
| 12. Total gross amount of derivative contracts held for trading | 6,768,138,000 | | | | 1,866,273,000 | | | | 339,936,000 | | | | 37,697,000 | | | | 12. |
| | BHCK A126 | | | | BHCK A127 | | | | BHCK 8723 | | | | BHCK 8724 | | | | |
| 13. Total gross amount of derivative contracts held for purposes other than trading | 150,561,000 | | | | 37,673,000 | | | | 798,000 | | | | 0 | | | | 13. |
| | BHCK 8725 | | | | BHCK 8726 | | | | BHCK 8727 | | | | BHCK 8728 | | | | |

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 | 99,017,000 | | | | 48,787,000 | | | | 7,305,000 | | | | 1,618,000 | | | | 14.a.(1) |
| | BHCK 8733 | | | | BHCK 8734 | | | | BHCK 8735 | | | | BHCK 8736 | | | | |
| (2) Gross negative fair value | 96,169,000 | | | | 49,477,000 | | | | 8,341,000 | | | | 3,338,000 | | | | 14.a.(2) |
| | BHCK 8737 | | | | BHCK 8738 | | | | BHCK 8739 | | | | BHCK 8740 | | | | |
| b. Contracts held for purposes other than trading: | | | | | | | | | | | | | | | | | |
| (1) Gross positive fair value | 4,105,000 | | | | 603,000 | | | | 174,000 | | | | 0 | | | | 14.b.(1) |
| | BHCK 8741 | | | | BHCK 8742 | | | | BHCK 8743 | | | | BHCK 8744 | | | | |
| (2) Gross negative fair value | 1,314,000 | | | | 1,344,000 | | | | 5,000 | | | | 0 | | | | 14.b.(2) |
| | BHCK 8745 | | | | BHCK 8746 | | | | BHCK 8747 | | | | BHCK 8748 | | | | |

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 | 5,118,062,223 | | | | 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 | 16,024,000 | | | | 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 | 8,725,000 | | | | 3. | | | | | | |
| 4. Other assets acquired in satisfaction of debts previously contracted..... | 6557 | 1,255,000 | | | | 4. | | | | | | |
| 5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC..... | A288 | 74,262,000 | | | | 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 | 828,000 | | | | 6. | | | | | | |
| 7. Total assets of unconsolidated subsidiaries and associated companies..... | 5376 | 69,669,000 | | | | 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 "2" for no.)..... | BHCK | C251 | | | 2 | 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 "2" for no.)..... | BHCK | 6689 | | | 2 | 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 "2" for no.)..... | BHCK | 6019 | | | 2 | 10. | | | | | | |
| 11. Have 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 "2" for no. If the answer to this question is no, complete the FR Y-10..... | BHCK | 6416 | | | 1 | 11. | | | | | | |
| <table border="1"> <tr> <td>TEXT</td> <td></td> </tr> <tr> <td>6428</td> <td>M. Jo Malins</td> </tr> </table> | | TEXT | | 6428 | M. Jo Malins | | | <table border="1"> <tr> <td>212-559-1770</td> <td></td> </tr> </table> | | 212-559-1770 | | |
| TEXT | | | | | | | | | | | | |
| 6428 | M. Jo Malins | | | | | | | | | | | |
| 212-559-1770 | | | | | | | | | | | | |
| Name of bank holding company official verifying FR Y-10 reporting (Please type or print) | | Area Code and Phone Number (TEXT 9009) | | | | | | | | | | |
| 12. Intangible assets other than goodwill: | | BHCK | Bil | Mil | Thou | | | | | | | |
| a. Mortgage servicing assets..... | | 3164 | | 1,381,000 | | 12.a. | | | | | | |
| (1) Estimated fair value of mortgage servicing assets..... | 6438 | 1,388,000 | | | | 12.a.(1) | | | | | | |
| b. Purchased credit card relationships and nonmortgage servicing assets..... | | B026 | | 2,778,000 | | 12.b. | | | | | | |
| c. All other identifiable intangible assets..... | | 5507 | | 4,685,000 | | 12.c. | | | | | | |
| d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)..... | | bhct | | 8,844,000 | | 12.d. | | | | | | |
| 13. Other real estate owned: | | BHCK | | | | | | | | | | |
| a. Real estate acquired in satisfaction of debts previously contracted..... | | 2744 | | 627,000 | | 13.a. | | | | | | |
| b. Other real estate owned..... | | 2745 | | 847,000 | | 13.b. | | | | | | |
| c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)..... | | bhct | | 1,474,000 | | 13.c. | | | | | | |
| 14. Other borrowed money: | | BHCK | | | | | | | | | | |
| a. Commercial paper..... | | 2309 | | 24,955,000 | | 14.a. | | | | | | |
| b. Other borrowed money with a remaining maturity of one year or less..... | | 2332 | | 46,820,000 | | 14.b. | | | | | | |
| c. Other borrowed money with a remaining maturity of more than one year..... | | 2333 | | 73,952,000 | | 14.c. | | | | | | |
| d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)..... | | bhct | | 145,727,000 | | 14.d. | | | | | | |

Schedule HC-M—Continued

15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "2" for no.).....

| | |
|------|---|
| BHCK | |
| B569 | 1 |

15.

16. Assets under management in proprietary mutual funds and annuities.....

| | | | |
|------|-------------|-----|------|
| BHCK | Bil | Mil | Thou |
| B570 | 303,481,000 | | |

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 "2" for no.).....

| | |
|------|---|
| BHCK | |
| C159 | 1 |

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 "2" for no.).....

| | |
|------|---|
| BHCK | |
| C160 | 1 |

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 "2" for no.).....

| | |
|------|---|
| BHCK | |
| C161 | 1 |

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 items 18 and 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.

20. Net assets 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.....

| | |
|------|-------------|
| C252 | 209,293,000 |
|------|-------------|

20.

21. Net assets of insurance underwriting subsidiaries

| | |
|------|-------------|
| C253 | 127,872,000 |
|------|-------------|

21.

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 | | 17,000 | | 2769 | | 10,000 | | 3492 | | 14,000 | | 1.a. |
| b. Secured by farmland in domestic offices..... | 3493 | | 56,000 | | 3494 | | 2,000 | | 3495 | | 38,000 | | 1.b. |
| c. Secured by 1-4 family residential properties domestic offices: | | | | | | | | | | | | | |
| (1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit..... | 5398 | | 20,000 | | 5399 | | 2,000 | | 5400 | | 27,000 | | 1.c.(1) |
| (2) Closed-end loans secured by 1-4 family residential properties: | | | | | | | | | | | | | |
| (a) Secured by first liens..... | C236 | | 1,487,000 | | C237 | | 611,000 | | C229 | | 1,444,000 | | 1.c.(2).(a) |
| (b) Secured by junior liens..... | C238 | | 205,000 | | C239 | | 0 | | C230 | | 245,000 | | 1.c.(2).(b) |
| d. Secured by multifamily (5 or more) residential properties in domestic offices..... | 3499 | | 1,000 | | 3500 | | 0 | | 3501 | | 6,000 | | 1.d. |
| e. Secured by nonfarm non-residential properties in domestic offices..... | 3502 | | 15,000 | | 3503 | | 0 | | 3504 | | 5,000 | | 1.e. |
| f. In foreign offices..... | B572 | | 833,000 | | B573 | | 279,000 | | B574 | | 992,000 | | 1.f. |
| 2. Loans to depository institutions and acceptances of other banks: | | | | | | | | | | | | | |
| a. U.S. banks and other U.S. depository institutions..... | 5377 | | 0 | | 5378 | | 0 | | 5379 | | 0 | | 2.a. |
| b. Foreign banks..... | 5380 | | 10,000 | | 5381 | | 0 | | 5382 | | 87,000 | | 2.b. |
| 3. Loans to finance agricultural production and other loans to farmers..... | 1594 | | 11,000 | | 1597 | | 0 | | 1583 | | 27,000 | | 3. |
| 4. Commercial and industrial loans..... | 1606 | | 993,000 | | 1607 | | 77,000 | | 1608 | | 4,215,000 | | 4. |

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 | 1,407,000 | | | B576 | 874,000 | | | B577 | 214,000 | | 5.a. |
| b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)..... | B578 | 1,492,000 | | | B579 | 931,000 | | | B580 | 1,446,000 | | 5.b. |
| 6. Loans to foreign governments and official institutions..... | 5389 | 63,000 | | | 5390 | 0 | | | 5391 | 210,000 | | 6. |
| 7. All other loans..... | 5459 | 57,000 | | | 5460 | 2,000 | | | 5461 | 202,000 | | 7. |
| 8. Lease financing receivables..... | 1226 | 450,000 | | | 1227 | 14,000 | | | 1228 | 439,000 | | 8. |
| 9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)..... | 3505 | 0 | | | 3506 | 0 | | | 3507 | 21,000 | | 9. |
| 10. TOTAL (sum of items 1 through 9)..... | 5524 | 7,117,000 | | | 5525 | 2,802,000 | | | 5526 | 9,632,000 | | 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.

| | (Column A) | | | | (Column B) | | | | (Column C) | | | |
|---|------------|---------|-----|------|------------|-----------|-----|------|------------|-------|-----|-------|
| | 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 | 747,000 | | | 5613 | 1,257,000 | | | 5614 | 1,000 | | 11. |
| a. Guaranteed portion of loans and leases included in item 11 above..... | 5615 | 720,000 | | | 5616 | 1,145,000 | | | 5617 | 1,000 | | 11.a. |

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 | | 27,000 | | 1659 | | 0 | | 1661 | | 32,000 | | 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 | | 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 above..... | 3508 | | 2,406,000 | | 1912 | | 739,000 | | 1913 | | 5,709,000 | | M.3. |
| 4. Not Applicable | | | | | | | | | | | | | |
| 5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above) | C240 | | 111,000 | | C241 | | 56,000 | | C226 | | 56,000 | | M.5. |

Items 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 | | | | BHCK | | | | | |
|--|------|-----|------|-----|------|------|-----|-----|------|------|
| | Bil | Mil | Thou | Bil | Mil | Thou | Bil | Mil | Thou | |
| 6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets..... | 3529 | | 0 | | 3530 | | 0 | | | M.6. |

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 | | 85,715,000 | | 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 | | 741,000 | | 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) (if a gain, report as a positive value; if a loss, report as a negative value)..... | 4336 | | 648,000 | | 4. |
| 5. | LESS: Nonqualifying perpetual preferred stock | B588 | | 0 | | 5. |
| 6. | Qualifying minority interests in consolidated subsidiaries | B589 | | 9,932,000 | | 6. |
| 7. | LESS: Disallowed goodwill and other disallowed intangible assets | B590 | | 30,222,000 | | 7. |
| 8. | Subtotal (sum of items 1 and 6, less items 2,3,4,5 and 7)..... | C227 | | 64,036,000 | | 8. |
| 9.a | LESS: Disallowed servicing assets and purchased credit card relationships | B591 | | 132,000 | | 9.a |
| 9.b | LESS: Disallowed deferred tax assets | 5610 | | 0 | | 9.b |
| 10. | Other additions to (deductions from) Tier 1 capital | B592 | | (642,000) | | 10. |
| 11. | Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) | 8274 | | 63,262,000 | | 11. |
| Tier 2 Capital | | | | | | |
| 12. | Qualifying subordinated debt and redeemable preferred stock | 5306 | | 8,939,000 | | 12. |
| 13. | Cumulative perpetual preferred stock includible in Tier 2 capital | B593 | | 0 | | 13. |
| 14. | Allowance for loan and lease losses includible in Tier 2 capital | 5310 | | 8,616,000 | | 14. |
| 15. | Unrealized gains on available-for-sale equity securities includible in Tier 2 capital | 2221 | | 9,000 | | 15. |
| 16. | Other Tier 2 capital components | B594 | | (62,000) | | 16. |
| 17. | Tier 2 capital (sum of items 12 through 16) | 5311 | | 17,502,000 | | 17. |
| 18. | Allowable Tier 2 capital (lesser of item 11 or 17) | 8275 | | 17,502,000 | | 18. |
| 19. | Tier 3 Capital allocated for market risk | 1395 | | 0 | | 19. |
| 20. | LESS: Deductions for total risk-based capital | B595 | | 0 | | 20. |
| 21. | Total risk-based capital (sum of items 11, 18, and 19, less item 20) | 3792 | | 80,764,000 | | 21. |
| Total Assets for leverage ratio | | | | | | |
| 22. | Average total assets (from Schedule HC-K, item 5) | 3368 | | 1,100,608,000 | | 22. |
| 23. | LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above) | B590 | | 30,222,000 | | 23. |
| 24. | LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) | B591 | | 132,000 | | 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 | | 3,559,000 | | 26. |
| 27. | Average total assets for leverage capital purposes (item 22 less items 23 through 26) | A224 | | 1,066,695,000 | | 27. |
| 28.-30. | Not applicable | | | | | |
| Capital ratios | | | | | | |
| 31. | Tier 1 leverage ratio (item 11 divided by item 27) | BHCK | Percentage | | | |
| | | 7204 | 5.93 % | | | 31. |
| 32. | Tier 1 risk-based capital ratio (item 11 divided by item 62) | 7206 | 9.20 % | | | 32. |
| 33. | Total risk-based capital ratio (item 21 divided by item 62) | 7205 | 11.75 % | | | 33. |

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

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-weighted 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 |
|---|-----|------|---|-----|------|------------------------------------|-----|------|--------------------|-----|------|-------------------|-----|------|--------------------|-----|------|------|
| (Column A) Totals (from Schedule HC) | | | (Column B) Items Not Subject to Risk-Weighting | | | (Column C) | | | (Column D) | | | (Column E) | | | (Column F) | | | |
| | | | | | | Allocation by Risk Weight Category | | | | | | | | | | | | |
| | | | | | | 0% | | | 20% | | | 50% | | | 100% | | | |
| Dollar Amounts in Thousands | | | | | | | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | | | | | | | |
| 34,454,000 | | | | | | 10,442,000 | | | 23,571,000 | | | | | | 1,724,000 | | | |
| BHCK 1754 | | | | | | | | | | | | | | | | | | |
| 183,000 | | | 0 | | | 0 | | | 0 | | | 0 | | | 183,000 | | | |
| 35. Held-to-maturity securities..... | | | | | | | | | | | | | | | | | | |
| BHCK 1773 | | | | | | | | | | | | | | | | | | |
| 163,480,000 | | | 2,752,000 | | | 55,582,000 | | | 36,807,000 | | | 12,402,000 | | | 55,937,000 | | | |
| 36. Available-for-sale securities..... | | | | | | | | | | | | | | | | | | |
| 37. Federal funds sold and securities purchased under agreements to resell | | | | | | | | | | | | | | | | | | |
| BHCK C225 | | | | | | | | | | | | | | | | | | |
| 148,384,000 | | | | | | 101,485,000 | | | 34,959,000 | | | | | | 11,940,000 | | | |
| BHCT 5369 | | | | | | | | | | | | | | | | | | |
| 38. Loans and leases held for sale..... | | | | | | | | | | | | | | | | | | |
| BHCT B528 | | | | | | | | | | | | | | | | | | |
| 418,927,000 | | | (1,996,000) | | | 7,895,000 | | | 33,073,000 | | | 66,180,000 | | | 313,775,000 | | | |
| 39. Loans and leases, net of unearned income (1)..... | | | | | | | | | | | | | | | | | | |
| BHCK 3123 | | | | | | | | | | | | | | | | | | |
| 10,437,000 | | | 10,437,000 | | | | | | | | | | | | | | | |
| 40. LESS: Allowance for loan and lease losses..... | | | | | | | | | | | | | | | | | | |
| BHCK 3545 | | | | | | | | | | | | | | | | | | |
| 163,867,000 | | | 163,867,000 | | | 0 | | | 0 | | | 0 | | | 0 | | | |
| 41. Trading assets..... | | | | | | | | | | | | | | | | | | |
| BHCK B639 | | | | | | | | | | | | | | | | | | |
| 152,937,000 | | | 32,981,000 | | | 26,057,000 | | | 6,744,000 | | | 1,631,000 | | | 85,524,000 | | | |
| 42. All other assets (2)..... | | | | | | | | | | | | | | | | | | |
| BHCT 2170 | | | | | | | | | | | | | | | | | | |
| 1,083,306,000 | | | 187,167,000 | | | 201,801,000 | | | 135,927,000 | | | 84,111,000 | | | 475,583,000 | | | |
| 43. Total assets (sum of items 34 through 42)..... | | | | | | | | | | | | | | | | | | |

1. Include any allocated transfer risk reserve in column B.

2. 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.

Schedule HC-R—Continued

| | (Column A) Face Value or Notional Amount | | | Credit Conversion Factor | (Column B) Credit Equivalent Amount (1) | | | (Column C) | | | (Column D) | | | (Column E) | | | (Column F) | | | | | |
|--|---|-----|------|--------------------------------|--|-----|------|-------------------|-----|------|-------------------|-----|------|-------------------|-----|------|-------------------|-----|------|--|--|--|
| | Allocation by Risk Weight Category | | | | | | | | | 0% | | | 20% | | | 50% | | | 100% | | | |
| | Bil | Mil | Thou | | Bil | Mil | Thou | Bil | Mil | Thou | Bil | Mil | Thou | Bil | Mil | Thou | Bil | Mil | Thou | | | |
| Dollar Amounts in Thousands | | | | | | | | | | | | | | | | | | | | | | |
| Derivatives and Off-Balance Sheet Items | BHCK B546 | | | | BHCE | | | BHC0 | | | BHC2 | | | BHC5 | | | BHC9 | | | | | |
| 44. Financial standby letters of credit... | 33,438,000 | | | 1.00 or 12.5 ² | 33,438,000 | | | 10,187,000 | | | 3,725,000 | | | 1,058,000 | | | 18,468,000 | | | | | |
| 45. Performance standby letters of credit..... | bhct 6570 | | | | | | | | | | | | | | | | | | | | | |
| | 99,786,000 | | | .50 | 49,893,000 | | | 266,000 | | | 42,487,000 | | | 9,000 | | | 7,131,000 | | | | | |
| 46. Commercial and similar letters of credit..... | bhct 3411 | | | | | | | | | | | | | | | | | | | | | |
| | 5,071,000 | | | .20 | 1,014,200 | | | 48,200 | | | 151,000 | | | 0 | | | 815,000 | | | | | |
| 47. Risk participations in bankers acceptances acquired by the reporting institution..... | BHCK 3429 | | | | | | | | | | | | | | | | | | | | | |
| | 0 | | | 1.00 | 0 | | | 0 | | | 0 | | | 0 | | | 0 | | | | | |
| | bhct 3433 | | | | | | | | | | | | | | | | | | | | | |
| 48. Securities lent..... | 26,704,000 | | | 1.00 | 26,704,000 | | | 26,515,000 | | | 88,000 | | | 0 | | | 101,000 | | | | | |
| 49. Retained recourse on small business obligations sold with recourse..... | BHCK A250 | | | | | | | | | | | | | | | | | | | | | |
| | 0 | | | 1.00 | 0 | | | 0 | | | 0 | | | 0 | | | 0 | | | | | |
| 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 (3) | BHCK B541 | | | | | | | | | | | | | | | | | | | | | |
| | 225,040 | | | 12.50 | 2,813,000 | | | | | | | | | | | | 2,813,000 | | | | | |
| 51. All other financial assets sold with recourse..... | BHCK B675 | | | | | | | | | | | | | | | | | | | | | |
| | 8,823,000 | | | 1.00 | 8,823,000 | | | 0 | | | 0 | | | 818,000 | | | 8,005,000 | | | | | |
| 52. All other off-balance sheet liabilities..... | BHCK B681 | | | | | | | | | | | | | | | | | | | | | |
| | 2,288,000 | | | 1.00 | 2,288,000 | | | 7,000 | | | 84,000 | | | 9,000 | | | 2,188,000 | | | | | |
| 53. Unused commitments with an original maturity exceeding one year..... | BHCK 6572 | | | | | | | | | | | | | | | | | | | | | |
| | 76,808,000 | | | .50 | 38,404,000 | | | 913,000 | | | 5,433,000 | | | 1,034,000 | | | 31,024,000 | | | | | |
| 54. Derivative contracts..... | BHCE A167 | | | | | | | | | | | | | | | | | | | | | |
| | 90,761,000 | | | | 7,521,000 | | | 7,521,000 | | | 39,947,000 | | | 43,293,000 | | | | | | | | |

(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 or 1.00.

See instructions for further information.

(3) Or institution-specific factor.

Schedule HC-R—Continued

| | | | | | | | | | | | | | | (Column C) | (Column D) | | | (Column E) | | | (Column F) | | | | |
|---|--|--|--|--|--|--|--|--|--|--|--|--|--|------------------------------------|--------------------|------|-----|--------------------|------|-----|--------------------|------|--------------------|-----|------|
| | | | | | | | | | | | | | | Allocation by Risk Weight Category | | | | | | | | | | | |
| | | | | | | | | | | | | | | 0% | | | 20% | | | 50% | | | 100% | | |
| | | | | | | | | | | | | | | 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. | |
| | | | | | | | | | | | | | | 247,258,200 | 227,842,000 | | | 130,332,000 | | | 546,128,000 | | | | |
| 56. Risk weight factor..... | | | | | | | | | | | | | | x 0% | x 20% | | | x 50% | | | x 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 | 45,568,400 | | | 65,166,000 | | | 546,128,000 | | | | |
| 58. Market risk equivalent assets..... | | | | | | | | | | | | | | | | | | | | | | | BHCK 1651 | 58. | |
| | | | | | | | | | | | | | | | | | | | | | | | 32,400,000 | | |
| 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. | |
| | | | | | | | | | | | | | | | | | | | | | | | 689,262,400 | | |
| 60. LESS: Excess allowance for loan and lease losses..... | | | | | | | | | | | | | | | | | | | | | | | BHCK A222 | 60. | |
| | | | | | | | | | | | | | | | | | | | | | | | 1,750,000 | | |
| 61. LESS: Allocated transfer risk reserve..... | | | | | | | | | | | | | | | | | | | | | | | BHCK 3128 | 61. | |
| | | | | | | | | | | | | | | | | | | | | | | | 187,000 | | |
| 62. Total risk-weighted assets (item 59 minus items 60 and 61)..... | | | | | | | | | | | | | | | | | | | | | | | BHCK A223 | 62. | |
| | | | | | | | | | | | | | | | | | | | | | | | 687,325,400 | | |

Dollar Amounts in Thousands

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** **50,684,000** M.1.

2. Notional principal amounts of derivative contracts: (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 | | | | |
| BHCK | Tril | Bil | Mil | Thou | BHCK | Tril | Bil | Mil | Thou | BHCK | Tril | Bil | Mil | Thou |
| 3809 | | 2,541,485,000 | | | 8766 | | 1,890,643,000 | | | 8767 | | 1,427,239,000 | | |
| 3812 | | 1,369,832,000 | | | 8769 | | 191,755,000 | | | 8770 | | 96,546,000 | | |
| 8771 | | 4,968,000 | | | 8772 | | 5,229,000 | | | 8773 | | 2,227,000 | | |
| 8774 | | 2,000 | | | 8775 | | 0 | | | 8776 | | 0 | | |
| 8777 | | 15,589,000 | | | 8778 | | 15,880,000 | | | 8779 | | 682,000 | | |
| A000 | | 39,145,000 | | | A001 | | 45,495,000 | | | A002 | | 4,618,000 | | |

a. Interest rate contracts M.2.a.
 b. Foreign exchange contracts M.2.b.
 c. Gold contracts M.2.c.
 d. Other precious metals contracts M.2.d.
 e. Other commodity contracts M.2.e.
 f. Equity derivative contracts M.2.f.

3. Perpetual preferred stock (including related surplus):

| BHCK | Bil | Mil | Thou |
|------|-----|-----|------|
|------|-----|-----|------|

a. Perpetual preferred stock eligible for inclusion in Tier 1 capital:

(1) Noncumulative perpetual preferred stock 5479 **0** 3.a.(1)
 (2) Cumulative perpetual preferred stock 5990 **1,400,000** 3.a.(2)

b. Cumulative preferred stock (e.g., trust preferred securities) included and reported in "Minority interest in consolidated subsidiaries and similar items," on Schedule HC A507 **6,768,000** 3.b.

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 **0** 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 **0** 5.a.
 b. In the form of common stock 5484 **12,624,000** 5.b.

(1) Excluding foreign exchange contracts with an original maturity of 14 days or less and all futures contracts.

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

All of Schedule HC-S is to be completed beginning June 30, 2001.

C000 <

Dollar Amounts in Thousands

Securitization Activities

| | (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 | |
| 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. |
| | 80,007,000 | | | 918,000 | | | 65,560,000 | | | 1,860,000 | | | 312,000 | | | 0 | | | 2,713,000 | | | |
| 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. Retained 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. |
| | 1,003,000 | | | 0 | | | 80,000 | | | 278,000 | | | 9,000 | | | 0 | | | 1,000 | | | |
| b. Standby letters of credit, subordinated securities, and other enhancements..... | BHCK B719 | | | BHCK B720 | | | BHCK B721 | | | BHCK B722 | | | BHCK B723 | | | BHCK B724 | | | BHCK B725 | | | 2.b. |
| | 2,390,000 | | | 22,000 | | | 1,480,000 | | | 978,000 | | | 6,000 | | | 0 | | | 157,000 | | | |
| 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. |
| | 20,000 | | | 2,000 | | | 119,000 | | | 0 | | | 0 | | | 0 | | | 0 | | | |
| 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. |
| | 2,476,000 | | | 6,000 | | | 1,515,000 | | | 90,000 | | | 3,000 | | | 0 | | | 2,000 | | | |
| b. 90 days or more past due..... | BHCK B740 | | | BHCK B741 | | | BHCK B742 | | | BHCK B743 | | | BHCK B744 | | | BHCK B745 | | | BHCK B746 | | | 4.b. |
| | 1,207,000 | | | 0 | | | 1,226,000 | | | 15,000 | | | 4,000 | | | 0 | | | 1,000 | | | |
| 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. |
| | 69,000 | | | 0 | | | 2,063,000 | | | 115,000 | | | 0 | | | 0 | | | 2,000 | | | |
| b. Recoveries..... | BHCK B754 | | | BHCK B755 | | | BHCK B756 | | | BHCK B757 | | | BHCK B758 | | | BHCK B759 | | | BHCK B760 | | | 5.b. |
| | 3,000 | | | 0 | | | 152,000 | | | 0 | | | 0 | | | 0 | | | 0 | | | |

Schedule HC-S—Continued

| | (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 | |
| Dollar Amounts in Thousands | | | | | | | | | | | | | | | | | | | | | | |
| 6. Amount of ownership (or seller's) interests carried as: | | | | | | | | | | | | | | | | | | | | | | |
| a. Securities (included in HC-B)..... | | | | BHCK B761 | | | BHCK B762 | | | | | | | | | BHCK B763 | | | | | | 6.a. |
| | | | | 0 | | | 0 | | | | | | | | | 0 | | | | | | |
| b. Loans (included in HC-C)..... | | | | BHCK B500 | | | BHCK B501 | | | | | | | | | BHCK B502 | | | | | | 6.b. |
| | | | | 170,000 | | | 439,000 | | | | | | | | | 0 | | | | | | |
| 7. Past due loan amounts included in interests reported in item 6.a: | | | | | | | | | | | | | | | | | | | | | | |
| a. 30-89 days past due..... | | | | BHCK B764 | | | BHCK B765 | | | | | | | | | BHCK B766 | | | | | | 7.a. |
| | | | | 0 | | | 0 | | | | | | | | | 0 | | | | | | |
| b. 90 days or more past due..... | | | | BHCK B767 | | | BHCK B768 | | | | | | | | | BHCK B769 | | | | | | 7.b. |
| | | | | 0 | | | 0 | | | | | | | | | 0 | | | | | | |
| 8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date) | | | | | | | | | | | | | | | | | | | | | | |
| a. Charge-offs..... | | | | BHCK B770 | | | BHCK B771 | | | | | | | | | BHCK B772 | | | | | | 8.a. |
| | | | | 0 | | | 0 | | | | | | | | | 0 | | | | | | |
| b. Recoveries..... | | | | BHCK B773 | | | BHCK B774 | | | | | | | | | BHCK B775 | | | | | | 8.b. |
| | | | | 0 | | | 0 | | | | | | | | | 0 | | | | | | |
| For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions | | | | | | | | | | | | | | | | | | | | | | |
| 9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements..... | BHCK B776 | | | BHCK B777 | | | BHCK B778 | | | BHCK B779 | | | BHCK B780 | | | BHCK B781 | | | BHCK B782 | | | 9. |
| | 6,000 | | | 0 | | | 0 | | | 0 | | | 0 | | | 0 | | | 16,000 | | | |
| 10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures..... | BHCK B783 | | | BHCK B784 | | | BHCK B785 | | | BHCK B786 | | | BHCK B787 | | | BHCK B788 | | | BHCK B789 | | | 10. |
| | 0 | | | 0 | | | 0 | | | 0 | | | 0 | | | 0 | | | 264,000 | | | |
| 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. |
| | 20,000 | | | 0 | | | 29,000 | | | 0 | | | 0 | | | 8,000 | | | 0 | | | |
| 12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11... | BHCK B797 | | | BHCK B798 | | | BHCK B799 | | | BHCK B800 | | | BHCK B801 | | | BHCK B802 | | | BHCK B803 | | | 12. |
| | 20,000 | | | 0 | | | 2,000 | | | 0 | | | 0 | | | 1,000 | | | 0 | | | |

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 | | 0 | | M.1.a. |
| | bhct | | | | |
| b. Amount of retained recourse or other seller-provided credit enhancements on these obligations as of the report date..... | A250 | | 0 | | 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 | | 3,449,000 | | M.2.a. |
| b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements..... | B805 | | 74,744,000 | | M.2.b. |
| c. Other financial assets (1)..... | A591 | | 70,392,000 | | 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 | | 165,000 | | M.3.a.(1) |
| (2) Conduits sponsored by other unrelated institutions..... | B807 | | 27,000 | | 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 | | 34,573,000 | | M.3.b.(1) |
| (2) Conduits sponsored by other unrelated institutions..... | B809 | | 0 | | M.3.b.(2) |

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.

Notes to the Balance Sheet

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

| | | Dollar Amount in Thousands | | | | |
|----------|------|----------------------------|-----|------|-----|--|
| TEXT | BHCK | Bil | Mil | Thou | | |
| 1. 5356 | | | | | | |
| | 5356 | | | N/A | 1. | |
| 2. 5357 | | | | | | |
| | 5357 | | | N/A | 2. | |
| 3. 5358 | | | | | | |
| | 5358 | | | N/A | 3. | |
| 4. 5359 | | | | | | |
| | 5359 | | | N/A | 4. | |
| 5. 5360 | | | | | | |
| | 5360 | | | N/A | 5. | |
| 6. B027 | | | | | | |
| | B027 | | | N/A | 6. | |
| 7. B028 | | | | | | |
| | B028 | | | N/A | 7. | |
| 8. B029 | | | | | | |
| | B029 | | | N/A | 8. | |
| 9. B030 | | | | | | |
| | B030 | | | N/A | 9. | |
| 10. B031 | | | | | | |
| | B031 | | | N/A | 10. | |

Notes to the Balance Sheet—Continued

| | | Dollar Amounts in Thousands | | | | |
|------|------|--------------------------------|-----|-----|------|-----|
| TEXT | | BHCK | Bil | Mil | Thou | |
| 11. | B032 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B032 | | | N/A | 11. |
| 12. | B033 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B033 | | | N/A | 12. |
| 13. | B034 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B034 | | | N/A | 13. |
| 14. | B035 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B035 | | | N/A | 14. |
| 15. | B036 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B036 | | | N/A | 15. |
| 16. | B037 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B037 | | | N/A | 16. |
| 17. | B038 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B038 | | | N/A | 17. |
| 18. | B039 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B039 | | | N/A | 18. |
| 19. | B040 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B040 | | | N/A | 19. |
| 20. | B041 | | | | | |
| | | | | | | |
| | | | | | | |
| | | B041 | | | N/A | 20. |