

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, Robert B. Willumstad, COO and President
Name and Title of Officer

Date of Report:
March 31, 2004
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
Street / P.O. Box (TEXT 9110)
(Mailing Address of the Bank Holding Company)

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. _____

Cheryl Fous, Vice President
Name / Title (TEXT 8901)

212-559-3690
Area Code / Phone Number (TEXT 8902)

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Fousc@citigroup.com
E-mail Address of Contact (TEXT 4086)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 34.73 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		6,557,000		1.a.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		4,169,000		1.a.(2)
b.	Income from lease financing receivables	4065		282,000		1.b
c.	Interest income on balances due from depository institutions (1)	4115		215,000		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		204,000		1.d.(1)
	(2) Mortgage-backed securities	B489		339,000		1.d.(2)
	(3) All other securities:	4060		1,418,000		1.d.(3)
e.	Interest income from trading assets	4069		1,537,000		1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell	4020		989,000		1.f.
g.	Other interest income	4518		112,000		1.g.
h.	Total interest income (sum of items 1.a through 1.g)	4107		15,822,000		1.h.
2.	Interest expense					
a.	Interest on deposits:					
	(1) In domestic offices:					
	(a) Time deposits of \$100,000 or more	A517		117,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000	A518		37,000		2.a.(1)(b)
	(c) Other deposits	6761		198,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172		1,393,000		2.a.(2)
b.	Expense on federal funds purchased and securities sold under agreements to repurchase	4180		1,175,000		2.b.
c.	Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		1,381,000		2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		85,000		2.d.
e.	Other interest expense.....	4398		56,000		2.e.
f.	Total interest expense (sum of items 2.a through 2.e).....	4073		4,442,000		2.f.
3.	Net interest income (item 1.h minus item 2.f).....	4074		11,380,000		3.
4.	Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		2,230,000		4.
5.	Noninterest income:					
a.	Income from fiduciary activities.....	4070		242,000		5.a.
b.	Service charges on deposit accounts in domestic offices.....	4483		130,000		5.b.
c.	Trading revenue (2).....	A220		1,350,000		5.c.
d.	Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		3,290,000		5.d.
e.	Venture capital revenue.....	B491		(25,000)		5.e.
f.	Net servicing fees.....	B492		836,000		5.f.
g.	Net securitization income.....	B493		695,000		5.g.
h.	(1) Underwriting income from insurance and reinsurance activities.....	C386		548,000		5.h.(1)
	(2) Income from other insurance and reinsurance activities.....	C387		381,000		5.h.(2)
i.	Net gains (losses) on sales of loans and leases.....	8560		87,000		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		(39,000)		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		411,000		5.k.
l.	Other noninterest income (3).....	B497		2,071,000		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		9,977,000		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		138,000		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		5,919,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		1,076,000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c(1).
(2) Amortization expense and impairment for other intangible assets	C232		224,000		7.c(2).
d. Other noninterest expense (4)	4092		4,306,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		11,525,000		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		7,740,000		8.
9. Applicable income taxes (foreign and domestic)	4302		2,398,000		9.
10. Minority interest	4484		69,000		10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		5,273,000		11.
12. Extraordinary items, net of applicable taxes and minority interest (5)	4320		0		12.
13. Net income (loss) (sum of items 11 and 12)	4340		5,273,000		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		11,416,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		7,776,000		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		7,000		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		96,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
	4150		293,923		
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):					
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 Credit & Charge Card Fees	8562		453,000		M.6.f.
g. TEXT					
8563	8563		N/A		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		427,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		594,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationary, and supplies.....	C018		271,000		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		316,000		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					
	3571	3571		N/A		M.8.a.(1)
(2)	Applicable income tax effect	BHCK	3572	N/A		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		463,000		M.9.a.
b.	Foreign exchange exposures	8758		531,000		M.9.b.
c.	Equity security and index exposures	8759		115,000		M.9.c.
d.	Commodity and other exposures	8760		241,000		M.9.d.
10. Impact on income of derivatives held for purposes other than trading:						
a.	Net increase (decrease) to interest income	8761		374,000		M.10.a.
b.	Net (increase) decrease to interest expense	8762		97,000		M.10.b.
c.	Other (noninterest) allocations	8763		166,000		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)						
b. (1)	Premiums on insurance related to the extension of credit	8431		701,000		M.12.a.
(2)	All other insurance premiums	C242		38,000		M.12.b.(1)
c.	Benefits, losses, and expenses from insurance-related activities	C243		509,000		M.12.b.(2)
		B983		1,173,000		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 "0" for no)						
		BHCK				
		A530		0		M.13.
14. Stock-based employee compensation expense (net of tax effects).....						
		BHCK	Bil	Mil	Thou	
		C408		53,000		M.14.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....						
		C409		100,000		M.15.

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		98,014,000		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		98,014,000		3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13).....	4340		5,273,000		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		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		0		6.a.
b. Conversion or retirement of common stock.....	3580		876,000		6.b.
7. Sale of treasury stock.....	4782		858,000		7.
8. LESS: Purchase of treasury stock.....	4783		776,000		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		17,000		10.
11. LESS: Cash dividends declared on common stock.....	4460		2,080,000		11.
12. Other comprehensive income (1).....	B511		684,000		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		(948,000)		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		101,884,000		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		0		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		4,000		5412		0	
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices								
(a) Secured by first liens.....	C234		151,000		C217		10,000	
(b) Secured by junior liens.....	C235		25,000		C218		0	
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		0		3589		0	
e. Secured by nonfarm nonresidential properties in domestic offices.....	3590		0		3591		0	
f. In foreign offices.....	B512		35,000		B513		23,000	
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		0		4664		3,000	
3. Loans to finance agricultural production and other loans to farmers.....	4655		0		4665		1,000	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645		76,000		4617		39,000	
b. To non-U.S. addressees (domicile).....	4646		283,000		4618		66,000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		1,438,000		B515		237,000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		938,000		B517		134,000	
6. Loans to foreign governments and official institutions.....	4643		0		4627		0	
7. All other loans.....	4644		10,000		4628		1,000	
8. Lease financing receivables:								
a. To U.S. addressees (domicile).....	4658		34,000		4668		7,000	
b. To non-U.S. addressees (domicile).....	4659		18,000		4669		6,000	
9. Total (sum of items 1 through 8).....	4635		3,012,000		4605		527,000	

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		35,000		4662		23,000	

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

Schedule HI-B—Continued

Memoranda - Continued

- Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)
3. Uncollectable retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses)

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
C388		349,000	M.3.

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)
2. Recoveries (Must equal Schedule HI-B, part I, item 9, column B, above)
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)
4. Less: write-downs arising from transfers of loans to a held-for-sale account.....
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....
6. Adjustments (see instructions for this schedule).....
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).....

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
B522		12,643,000	1.
bhct			
4605		527,000	2.
C079		3,012,000	3.
BHCK			
5523		0	4.
bhct			
4230		2,230,000	5.
C233		118,000	6.
bhct			
3123		12,506,000	7.

Memoranda

1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7
- Memorandum items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
C435		122,000	M.1.
C389		0	M.2.
C390		587,000	M.3.

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

		Dollar amount in thousands				
TEXT	BHCK	Bil	Mil	Thou		
1. 5351 Schedule HI-B, line 6 includes the addition of allowance for credit losses related to acquisitions.	5351		148,000		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—Other, 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 March 31, 2004

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		23,104,000		1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395		512,000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		22,592,000		1.b.(2)
2. Securities :					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		59,000		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		195,433,000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices.....	BHDM	B987	2,743,000		3.a.
b. Securities purchased under agreements to resell (3).....	BHCK	B989	181,346,000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....		5369	10,021,000		4.a.
b. Loans and leases, net of unearned income.....	B528		501,541,000		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		12,506,000		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		489,035,000		4.d.
5. Trading assets (from Schedule HC-D).....	3545		232,227,000		5.
6. Premises and fixed assets (including capitalized leases).....	2145		7,665,000		6.
7. Other real estate owned (from Schedule HC-M).....	2150		943,000		7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		4,709,000		8.
9. Customers' liability on acceptances outstanding.....	2155		1,296,000		9.
10. Intangible assets:					
a. Goodwill.....	3163		28,549,000		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		13,953,000		10.b.
11. Other assets (from Schedule HC-F).....	2160		103,404,000		11.
12. Total assets (sum of items 1 through 11).....	2170		1,317,591,000		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		29,982,000			13.a.(1)
(2) Interest-bearing.....	6636		150,665,000			13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
(1) Noninterest-bearing.....	BHFN		25,826,000			13.b.(1)
(2) Interest-bearing.....	6636		292,716,000			13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (2).....	BHDM	B993	5,687,000			14.a.
b. Securities sold under agreements to repurchase (3).....	BHCK	B995	174,056,000			14.b.
15. Trading liabilities (from Schedule HC-D).....		3548	127,076,000			15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190	221,411,000			16.
17. Not applicable						
18. Liability on acceptances executed and outstanding.....		2920	1,296,000			18.
19. Subordinated notes and debentures (4).....		4062	17,502,000			19.
20. Other liabilities (from Schedule HC-G) (5).....		2750	167,016,000			20.
21. Total liabilities (sum of items 13 through 20).....		2948	1,213,233,000			21.
22. Minority interest in consolidated subsidiaries and similar items.....		3000	2,474,000			22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus.....		3283	1,125,000			23.
24. Common stock (par value).....		3230	55,000			24.
25. Surplus (exclude all surplus related to preferred stock).....		3240	18,407,000			25.
26 a. Retained earnings.....		3247	96,659,000			26.a.
b. Accumulated other comprehensive income (6).....		B530	(122,000)			26.b.
27. Other equity capital components (7).....		A130	(14,240,000)			27.
28. TOTAL EQUITY CAPITAL (sum of items 23 through 27).....		3210	101,884,000			28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28).....		3300	1,317,591,000			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 guaranteed preferred beneficial interests in the bank holding company's junior subordinated debt securities (trust preferred securities).
- (6) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (7) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

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			5,000	0213			5,000	1286			17,520,000	1287			17,738,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																	
	a. Issued by U.S. government agencies (1).....	1289			0	1290			0	1291			178,000	1293			179,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294			0	1295			0	1297			18,452,000	1298			18,687,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.	8496			0	8497			0	8498			8,195,000	8499			8,839,000	3.
4.	Mortgage-backed securities (MBS):																	
	a. Pass-through securities:																	
	(1) Guaranteed by GNMA.....	1698			2,000	1699			2,000	1701			11,934,000	1702			12,060,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	1703			5,000	1705			5,000	1706			8,356,000	1707			8,520,000	4.a.(2)
	(3) Other pass-through securities	1709			0	1710			0	1711			167,000	1713			171,000	4.a.(3)
	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			2,321,000	1717			2,427,000	4.b.(1)
	(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718			0	1719			0	1731			10,000	1732			10,000	4.b.(2)
	(3) All other mortgage-backed securities.....	1733			0	1734			0	1735			4,723,000	1736			4,973,000	4.b.(3)
5.	Asset-backed securities (ABS):																	
	a. Credit card receivables.....	B838			0	B839			0	B840			2,469,000	B841			2,425,000	5.a.
	b. Home equity lines.....	B842			0	B843			0	B844			999,000	B845			1,025,000	5.b.
	c. Automobile loans.....	B846			0	B847			0	B848			325,000	B849			330,000	5.c.
	d. Other consumer loans.....	B850			0	B851			0	B852			236,000	B853			259,000	5.d.
	e. Commercial and industrial loans..	B854			0	B855			0	B856			124,000	B857			129,000	5.e.
	f. Other.....	B858			0	B859			0	B860			448,000	B861			455,000	5.f.
6.	Other debt securities:																	
	a. Other domestic debt securities....	1737			0	1738			0	1739			34,208,000	1741			35,787,000	6.a.
	b. Foreign debt securities.....	1742			47,000	1743			47,000	1744			75,706,000	1746			77,140,000	6.b.

(1) Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank Participation certificates.

(2) Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

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	3,248,000			A511	4,279,000			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	59,000		1771	59,000		1772	189,619,000			1773	195,433,000					

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416	59,992,000			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	32,418,000			M.2.a.
b. Over 1 year to 5 years.....	0384	84,488,000			M.2.b.
c. Over 5 years.....	0387	74,307,000			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.
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	689,000			M.4.a.
b. Fair value.....	8783	753,000			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. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	Consolidated (Column A)			In Domestic Offices (Column B)			
	BHCK	Bil	Thou	BHDM	Bil	Thou	
1. Loans secured by real estate.....	1410		179,677,000				1.
a. Construction and land development, and other land loans.....				1415		601,000	1.a.
b. Secured by farmland.....				1420		1,090,000	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		10,121,000	1.c.(1)
(2) All other loans secured by 1-4 family residential properties:							
(a) Secured by first liens.....				5367		114,569,000	1.c.(2)(a)
(b) Secured by junior liens.....				5368		8,811,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460		7,850,000	1.d.
e. Secured by nonfarm nonresidential properties.....				1480		5,739,000	1.e.
2. Loans to depository institutions and acceptances of other banks.....				1288		676,000	2.
a. To U.S. banks and other U.S. depository institutions.....	1292		27,000				2.a.
b. To foreign banks.....	1296		4,885,000				2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590		334,000	1590		0	3.
4. Commercial and industrial loans.....				1766		30,474,000	4.
a. To U.S. addressees (domicile).....	1763		31,333,000				4.a.
b. To non-U.S. addressees (domicile).....	1764		70,695,000				4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975		106,128,000	6.
a. Credit cards.....	B538		78,451,000				6.a.
b. Other revolving credit plans.....	B539		13,607,000				6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		78,942,000				6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		2,547,000	2081		110,000	7.
8. Not applicable							
9. All other loans.....	1635		39,437,000	1635		24,976,000	9.
10. Lease financing receivables (net of unearned income).....				2165		10,006,000	10.
a. To U.S. addressees (domicile).....	2182		9,302,000				10.a.
b. To non-U.S. addressees (domicile).....	2183		5,527,000				10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		3,202,000	2123		1,744,000	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		511,562,000	2122		319,407,000	12.

Schedule HC-C—Continued

		Dollar Amounts in Thousands			
		Consolidated			
Memoranda		BHCK	Bil	Mil	Thou
1.	Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	1616		124,000	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		327,000	M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		29,521,000	M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4.	Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391		4,442,000	M.4.

Schedule HC-D—Trading Assets and Liabilities

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

		Dollar Amounts in Thousands			
		BHCK	Bil	Mil	Thou
ASSETS					
1.	U.S. Treasury securities in domestic offices.....	3531		10,390,000	1.
2.	U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532		13,847,000	2.
3.	Securities issued by states and political subdivisions in the U.S. in domestic offices.....	3533		7,011,000	3.
4.	Mortgage-backed securities (MBS) in domestic offices:				
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		14,608,000	4.a.
b.	Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		5,031,000	4.b.
c.	All other mortgage-backed securities.....	3536		9,101,000	4.c.
5.	Other debt securities in domestic offices.....	3537		35,471,000	5.
6.-8.	Not applicable.				
9.	Other trading assets in domestic offices.....	3541		20,508,000	9.
10.	Trading assets in foreign offices.....	3542		63,981,000	10.
11.	Revaluation gains on derivative contracts:				
a.	In domestic offices.....	3543		23,444,000	11.a.
b.	In foreign offices.....	BHFN			
		3543		28,835,000	11.b.
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5).....	bhct			
		3545		232,227,000	12.
LIABILITIES					
13.	Liability for short positions.....	BHCK			
		3546		71,916,000	13.
14.	Revaluation losses on derivative contracts.....	3547		55,160,000	14.
		bhct			
15.	Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15).....	3548		127,076,000	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		11,521,000		1.a.
b. NOW, ATS, and other transaction accounts.....	3187		1,597,000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		91,492,000		1.c.
d. Time deposits of less than \$100,000.....	6648		3,148,000		1.d.
e. Time deposits of \$100,000 or more.....	2604		16,440,000		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		3,730,000		2.a.
b. NOW, ATS, and other transaction accounts.....	3187		722,000		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		42,355,000		2.c.
d. Time deposits of less than \$100,000.....	6648		6,370,000		2.d.
e. Time deposits of \$100,000 or more.....	2604		3,272,000		2.e.

Memoranda

		BHDM	Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243			42,000,000		M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164			56,000		M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242			18,115,000		M.3.
		BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245			101,249,000		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			7,024,000		1.
2. Net deferred tax assets (2).....	2148			1,648,000		2.
3. Interest-only strips receivable (not in the form of a security) (3) on:.....						
a. Mortgage loans.....	A519			381,000		3.a.
b. Other financial assets.....	A520			0		3.b.
4. Equity securities that DO NOT have readily determinable fair values (4).....	1752			6,267,000		4.
5. Other.....	2168			88,084,000		5.
a. Cash surrender value of life insurance (report only amounts that exceed 25% of Schedule HC-F, item 5).....	C009			0		5.a.
6. Total (sum of items 1 through 5) (must equal Schedule HC, item 11).....		bhct				
		2160		103,404,000		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			1,665,000		2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557			600,000		3.
4. Other.....	B984			164,751,000		4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		bhct				
		2750		167,016,000		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 repriceable within one year or mature within one year.....	3197		483,761,000		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		296,376,000		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		82,389,000		3.
4.	Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		125,000		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		0		1.
2.	Total assets.....	C244		0		2.
LIABILITIES						
3.	Claims and claims adjustment expense reserves.....	B990		0		3.
4.	Unearned premiums.....	B991		0		4.
5.	Total equity.....	C245		0		5.
6.	Net Income.....	C246		0		6.

Part II. Life and Health Underwriting

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables.....	C247		4,598,000		1.
2.	Separate account assets.....	B992		28,841,000		2.
3.	Total assets.....	C248		100,122,000		3.
LIABILITIES						
4.	Policy holder benefits and contract holder funds.....	B994		49,648,000		4.
5.	Separate account liabilities.....	B996		28,841,000		5.
6.	Total equity.....	C249		13,688,000		6.
7.	Net income.....	C250		596,000		7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Securities.....	3515		181,317,000		1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		175,971,000		2.
3.	Loans and leases.....	3516		506,967,000		3.
4.	a. Trading assets.....	3401		248,704,000		4.a.
	b. Other earning assets.....	B985		32,557,000		4.b.
5.	Total consolidated assets.....	3368		1,316,524,000		5.
LIABILITIES						
6.	Interest-bearing deposits (domestic).....	3517		149,878,000		6.
7.	Interest-bearing deposits (foreign).....	3404		281,555,000		7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		203,378,000		8.
9.	All other borrowed money.....	2635		214,339,000		9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Equity capital (excludes limited-life preferred stock).....	3519		95,969,000		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		12,519,000		1.a.
b. Credit card lines						
		3815		742,036,000		1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate.....						
		3816		1,376,000		1.c.(1)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....						
		6550		164,000		1.c.(2)
d. Securities underwriting						
		3817		291,000		1.d.
e. Other unused commitments						
		3818		228,729,000		1.e.
2. Financial standby letters of credit and foreign office guarantees						
		6566		37,284,000		2.
a. Amount of financial standby letters of credit conveyed to others						
		3820		1,113,000		2.a.
3. Performance standby letters of credit and foreign office guarantees						
		6570		7,850,000		3.
a. Amount of performance standby letters of credit conveyed to others						
		3822		221,000		3.a.
4. Commercial and similar letters of credit						
		3411		4,728,000		4.
5. Participations in acceptances conveyed to others by the reporting bank holding company						
		3428		0		5.
6. Securities lent						
		3433		60,388,000		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						
		A534		142,111,000		7.a.
(1) Gross positive fair value						
		C219		1,495,000		7.a.(1)
(2) Gross negative fair value						
		C220		327,000		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						
		A535		124,713,000		7.b.
(1) Gross positive fair value						
		C221		487,000		7.b.(1)
(2) Gross negative fair value						
		C222		1,609,000		7.b.(2)
8. Spot foreign exchange contracts						
		8765		237,653,000		8.

Schedule HC-L—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
9. All other off-balance-sheet items (exclude derivatives)(include in item 9 the aggregate amount 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)						
	a. Securities borrowed.....	3430		67,503,000		9.
	b. Commitments to purchase when-issued securities.....	3432		67,503,000		9.a.
	c. Commitments to sell when-issued securities.....	3434		0		9.b.
	d. TEXT	3435		0		9.c.
	6561					
	e. TEXT	6561		N/A		9.d.
	6562					
	f. TEXT	6562		N/A		9.e.
	6568					
	g. TEXT	6568		N/A		9.f.
	6586					
	10. Not applicable	6586		N/A		9.g.

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	591,009,000				15,218,000				8,469,000				3,415,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	1,092,126,000				1,509,180,000				1,172,000				8,913,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	125,317,000				1,074,000				32,776,000				9,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	116,055,000				783,000				40,726,000				312,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	1,018,804,000				255,747,000				68,055,000				8,103,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	867,650,000				247,503,000				49,671,000				10,318,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	8,556,883,000				458,690,000				44,818,000				11,080,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross amount of derivative contracts held for trading	12,151,229,000				2,444,191,000				244,918,000				42,150,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross amount of derivative contracts held for purposes other than trading	216,615,000				44,004,000				769,000				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	186,465,000				57,810,000				9,452,000				4,897,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	185,497,000				51,911,000				16,309,000				8,685,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	4,961,000				1,059,000				204,000				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	2,667,000				187,000				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	5,171,483,698				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	26,055,000				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	17,108,000				3.				
4. Other assets acquired in satisfaction of debts previously contracted	6557	986,000				4.				
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC	A288	79,378,000				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	409,000				6.				
7. Total assets of unconsolidated subsidiaries and associated companies	5376	99,324,000				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 "0" for no.)	BHCK C251	0				8.				
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no.)	BHCK 6689	0				9.				
10. Did your bank holding company reduce "Customers' liability on acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers acceptances? (Enter "1" for yes; enter "0" for no.)	BHCK 6019	0				10.				
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? This item must be completed only by top-tier bank holding companies. Top-tier bank holding companies must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.	BHCK 6416	1				11.				
<table border="1" style="width: 100%;"> <tr> <td style="width: 50%;">TEXT</td> <td style="width: 50%;">212-559-1770</td> </tr> <tr> <td>6428 M. Jo Malins</td> <td>Area Code and Phone Number (TEXT 9009)</td> </tr> </table>							TEXT	212-559-1770	6428 M. Jo Malins	Area Code and Phone Number (TEXT 9009)
TEXT	212-559-1770									
6428 M. Jo Malins	Area Code and Phone Number (TEXT 9009)									
12. Intangible assets other than goodwill:										
a. Mortgage servicing assets.....						12.a.				
(1) Estimated fair value of mortgage servicing assets.....	6438	1,922,000				12.a.(1)				
b. Purchased credit card relationships and nonmortgage servicing assets.....	B026	5,160,000				12.b.				
c. All other identifiable intangible assets.....	5507	6,889,000				12.c.				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	bhct 0426	13,953,000				12.d.				
13. Other real estate owned:	BHCK									
a. Real estate acquired in satisfaction of debts previously contracted.....	2744	545,000				13.a.				
b. Other real estate owned.....	2745	398,000				13.b.				
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....	bhct 2150	943,000				13.c.				
14. Other borrowed money:	BHCK									
a. Commercial paper.....	2309	36,099,000				14.a.				
b. Other borrowed money with a remaining maturity of one year or less.....	2332	54,925,000				14.b.				
c. Other borrowed money with a remaining maturity of more than one year.....	2333	130,387,000				14.c.				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	bhct 3190	221,411,000				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 "0" for no.).....

BHCK	
B569	1

15.

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

BHCK	Bil	Mil	Thou
B570	223,960,000		

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 "0" 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 "0" 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 "0" 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.

BHCK	Bil	Mil	Thou
C252	226,384,000		
4832	49,000		
4833	6,529,000		
4834	11,495,000		
5041	2,000		
5043	11,691,000		
5045	50,850,000		
5047	0		
C253	93,036,000		

20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:

a. Net assets.....

b. Balances due from related institutions:

(1) Due from the bank holding company (parent company only), gross.....

(2) Due from the subsidiary banks of the bank holding company, gross.....

(3) Due from nonbank subsidiaries of the bank holding company, gross.....

c. Balances due to related institutions:

(1) Due to bank holding company (parent company only), gross.....

(2) Due to subsidiary banks of the bank holding company, gross.....

(3) Due to nonbank subsidiaries of the bank holding company, gross.....

d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....

21. Net assets of insurance underwriting subsidiaries.....

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

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

TEXT	
C497	http://www.citigroup.com/citigroup/fin/data/ar032c.pdf

22.

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		20,000		2769		0		3492		38,000		1.a.
b. Secured by farmland in domestic offices.....	3493		4,000		3494		0		3495		41,000		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		24,000		5399		1,000		5400		12,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		1,771,000		C237		837,000		C229		1,288,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		130,000		C239		0		C230		174,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		1,000		3500		0		3501		4,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices.....	3502		4,000		3503		0		3504		130,000		1.e.
f. In foreign offices.....	B572		618,000		B573		29,000		B574		1,279,000		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		0		5381		0		5382		43,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		0		1597		0		1583		13,000		3.
4. Commercial and industrial loans.....	1606		601,000		1607		106,000		1608		3,160,000		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		1,792,000		B576		1,586,000		B577		203,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		1,922,000		B579		965,000		B580		2,006,000		5.b.
6. Loans to foreign governments and official institutions.....	5389		0		5390		0		5391		193,000		6.
7. All other loans.....	5459		73,000		5460		0		5461		94,000		7.
8. Lease financing receivables.....	1226		263,000		1227		4,000		1228		214,000		8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		0		3506		0		3507		104,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		7,223,000		5525		3,528,000		5526		8,996,000		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		1,041,000		5613		1,522,000		5614		0		11.
a. Guaranteed portion of loans and leases included in item 11 above.....	5615		997,000		5616		1,401,000		5617		0		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		9,000		1659		0		1661		78,000	
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		2,132,000		1912		544,000		1913		5,466,000		M.3.
4. Not Applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above) ...	C240		0		C241		0		C226		0		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).

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

Items 7 and 8 are to be completed beginning December 31, 2003.

7. Additions to nonaccrual assets.....	C410		2,443,000										M.7.
8. Nonaccrual assets sold during the quarter.....	C411		153,000										M.8.

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

Tier 1 capital		bhcx	Bil	Mil	Thou	
1.	Total equity capital (from Schedule HC, item 28)	3210		101,884,000		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		3,777,000		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		554,000		4.
5.	LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.a.	Qualifying minority interests in consolidated subsidiaries and similar items	B589		1,192,000		6.a.
6.b.	Qualifying trust preferred securities	C502		6,350,000		6.b.
7.	LESS: Disallowed goodwill and other disallowed intangible assets	B590		35,369,000		7.
8.	Subtotal (sum of items 1 and 6.a. and 6.b., less items 2,3,4,5 and 7).....	C227		69,726,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591		174,000		9.a.
9.b.	LESS: Disallowed deferred tax assets	5610		0		9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592		(588,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		68,964,000		11.
Tier 2 Capital						
12.	Qualifying subordinated debt and redeemable preferred stock	5306		15,188,000		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		9,779,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		464,000		15.
16.	Other Tier 2 capital components	B594		(49,000)		16.
17.	Tier 2 capital (sum of items 12 through 16)	5311		25,382,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275		25,382,000		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		94,346,000		21.
Total Assets for leverage ratio						
22.	Average total assets (from Schedule HC-K, item 5)	bhct				
		3368		1,316,524,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590		35,369,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		174,000		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		2,981,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,278,000,000		27.
28.-30.	Not applicable					
Capital ratios						
31.	Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
		7204		5.40 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		8.96 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205		12.25 %		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						17,623,000			25,714,000						2,871,000			34.
		46,208,000																		
		BHCX 1754																		
35. Held-to-maturity securities.....		59,000			0			0			0			0			59,000			35.
		BHCX 1773																		
36. Available-for-sale securities.....		195,433,000			7,541,000			76,806,000			53,979,000			6,717,000			50,390,000			36.
37. Federal funds sold and securities purchased under agreements to resell		BHCK C225						121,651,000			41,496,000						20,942,000			37.
		BHCT 5369																		
38. Loans and leases held for sale.....		10,021,000			0			0			3,824,000			6,197,000			0			38.
		BHCT B528																		
39. Loans and leases, net of unearned income		501,541,000			(541,000)			9,444,000			34,313,000			109,423,000			348,902,000			39.
		BHCX 3123																		
40. LESS: Allowance for loan and lease losses.....		12,506,000			12,506,000															40.
		BHCX 3545																		
41. Trading assets.....		232,227,000			232,227,000			0			0			0			0			41.
		BHCK B639																		
42. All other assets (1).....		160,519,000			38,174,000			30,990,000			11,324,000			1,319,000			78,712,000			42.
		BHCT 2170																		
43. Total assets (sum of items 34 through 42).....		1,317,591,000			264,895,000			256,514,000			170,650,000			123,656,000			501,876,000			43.

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

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
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit...	37,434,000			1.00 or 12.5 ²	37,434,000			10,842,000			2,451,000			171,000			23,970,000		
45. Performance standby letters of credit.....	bhct 6570																		
	7,850,000			.50	3,925,000			271,000			297,000			669,000			2,688,000		
46. Commercial and similar letters of credit.....	bhct 3411																		
	4,728,000			.20	945,600			55,600			166,000			0			724,000		
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429																		
	0			1.00	0			0			0			0			0		
48. Securities lent.....	bhct 3433																		
	60,388,000			1.00	60,388,000			60,292,000			74,000			0			22,000		
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																		
	2,099,000			8.16	17,128,000												17,128,000		
51. All other financial assets sold with recourse.....	BHCK B675																		
	861,000			1.00	861,000			0			0			858,000			3,000		
52. All other off-balance sheet liabilities.....	BHCK B681																		
	1,605,000			1.00	1,605,000			10,000			0			10,000			1,585,000		
53. Unused commitments with an original maturity exceeding one year.....	BHCK 6572																		
	92,042,000			.50	46,021,000			968,000			1,719,000			1,491,000			41,843,000		
54. Derivative contracts.....	BHCE A167																		
					129,639,000			9,743,000			58,543,000			61,353,000					

(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															
													338,695,600			233,900,000			188,208,000			589,839,000			55.												
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															
													0			46,780,000			94,104,000			589,839,000			57.												
58. Market risk equivalent assets.....																									BHCK 1651												
																									42,518,000												
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												
																									773,241,000												
60. LESS: Excess allowance for loan and lease losses.....																									BHCK A222												
																									3,205,000												
61. LESS: Allocated transfer risk reserve.....																									BHCK 3128												
																									122,000												
62. Total risk-weighted assets (item 59 minus items 60 and 61).....																									BHCK A223												
																									769,914,000												

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	63,939,000			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		4,745,896,000			8766		3,304,161,000			8767		2,169,797,000		
3812		1,649,805,000			8769		293,639,000			8770		153,682,000		
8771		6,226,000			8772		7,532,000			8773		679,000		
8774		313,000			8775		3,000			8776		4,000		
8777		13,738,000			8778		19,311,000			8779		1,488,000		
A000		52,621,000			A001		174,951,000			A002		25,221,000		

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. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

	BHCK	Bil	Mil	Thou	
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479	0			3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990	1,125,000			3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 22)	C498	0			3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., trust preferred securities)(included in Schedule HC, item 20 or 22)	A507	6,350,000			3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27)

	2771	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	11,442,000			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

																					C000
(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans and Leases			
Dollar Amounts in Thousands																					
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Securitization Activities																					
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					
BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			
124,037,000			1,146,000			74,908,000			448,000			408,000			425,000			3,154,000			
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. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					
BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			
8,000			5,000			836,000			104,000			41,000			0			0			
b. Subordinated securities, and other residual interests.....																					
BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
16,000			33,000			1,971,000			2,000			0			16,000			198,000			
c. Standby letters of credit and other enhancements.....																					
BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
605,000			0			0			230,000			0			0			17,000			
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			
5,000			1,000			0			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			
3,965,000			6,000			1,727,000			25,000			12,000			3,000			13,000			
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
2,160,000			0			1,399,000			7,000			9,000			0			4,000			
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			
8,000			0			1,400,000			19,000			0			0			0			
b. Recoveries.....																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
2,000			0			75,000			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.
				149,000			6,803,000									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.
	0			0			0			0			0			0			0			
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			0			
Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.
	824,000			0			180,000			0			0			0			295,000			
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.
	780,000			0			2,000			0			0			0			295,000			

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		1,538,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		146,243,000		M.2.b.
c. Other financial assets (1).....	A591		80,188,000		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		1,055,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807		8,000		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		34,164,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		0		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		707,000		M.4.

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

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands				
		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—Other, Continued

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