

Board of Governors of the Federal Reserve System

**Consolidated Financial Statements for  
Bank Holding Companies <sup>3/4</sup> 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 Company is to be prepared in accordance with the instructions provided by the Federal Reserve System.

I, Robert B. Willumstad, CEO and President  
Name and Title of Officer

Date of Report:  
**June 30, 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.

Citicorp  
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:

Carmine Pennella, Vice President  
Name / Title (TEXT 8901)

212-559-6007  
Area Code / Phone Number (TEXT 8902)

212-793-6652  
FAX Number (TEXT 9116)

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

<b>For Federal Reserve Bank Use Only</b>	
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**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		12,631,000		1.a.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		8,718,000		1.a.(2)
b.	Income from lease financing receivables .....	4065		507,000		1.b
c.	Interest income on balances due from depository institutions (1) .....	4115		350,000		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		295,000		1.d.(1)
	(2) Mortgage-backed securities .....	B489		393,000		1.d.(2)
	(3) All other securities: .....	4060		1,854,000		1.d.(3)
e.	Interest income from trading assets .....	4069		945,000		1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		196,000		1.f.
g.	Other interest income .....	4518		58,000		1.g.
h.	Total interest income (sum of items 1.a through 1.g) .....	4107		25,947,000		1.h.
2.	Interest expense					
a.	Interest on deposits:					
	(1) In domestic offices:					
	(a) Time deposits of \$100,000 or more .....	A517		258,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000 .....	A518		74,000		2.a.(1)(b)
	(c) Other deposits .....	6761		520,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs .....	4172		3,005,000		2.a.(2)
b.	Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		482,000		2.b.
c.	Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		2,396,000		2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		153,000		2.d.
e.	Other interest expense.....	4398		32,000		2.e.
f.	Total interest expense (sum of items 2.a through 2.e).....	4073		6,920,000		2.f.
3.	Net interest income (item 1.h minus item 2.f).....	4074		19,027,000		3.
4.	Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		3,820,000		4.
5.	Noninterest income:					
a.	Income from fiduciary activities.....	4070		352,000		5.a.
b.	Service charges on deposit accounts in domestic offices.....	4483		257,000		5.b.
c.	Trading revenue (2).....	A220		1,804,000		5.c.
d.	Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		508,000		5.d.
e.	Venture capital revenue.....	B491		283,000		5.e.
f.	Net servicing fees.....	B492		2,012,000		5.f.
g.	Net securitization income.....	B493		1,572,000		5.g.
h.	(1) Underwriting income from insurance and reinsurance activities.....	C386		136,000		5.h.(1)
	(2) Income from other insurance and reinsurance activities.....	C387		777,000		5.h.(2)
i.	Net gains (losses) on sales of loans and leases.....	8560		278,000		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		(69,000)		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		1,723,000		5.k.
l.	Other noninterest income (3).....	B497		3,039,000		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		12,672,000		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		285,000		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<sup>3/4</sup> Continued**

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
7. Noninterest expense:					
a. Salaries and employee benefits .....	4135		6,947,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217		2,016,000		7.b.
c. (1) Goodwill impairment losses .....	C216		0		7.c(1).
(2) Amortization expense and impairment for other intangible assets .....	C232		445,000		7.c(2).
d. Other noninterest expense (4) .....	4092		6,860,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		16,268,000		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		11,896,000		8.
9. Applicable income taxes (foreign and domestic) .....	4302		3,723,000		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		8,061,000		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		8,061,000		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		19,097,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		11,966,000		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		27,000		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		196,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		258,111		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 Credit & Charge Card Fees	8562		897,000		M.6.f.
g. TEXT					
8563	8563		N/A		M.6.g.
h. TEXT					
8564	8564		N/A		M.6.h.

**Schedule HI<sup>3/4</sup> 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		861,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		1,216,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationary, and supplies.....	C018		477,000		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 Settlement Litigation/Incr.to Litigation Reserve	8565		1,429,000		M.7.h.
i.	TEXT					
	8566 Communication Expense	8566		423,000		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.) <b>(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):</b>						
a.	Interest rate exposures .....	8757		30,000		M.9.a.
b.	Foreign exchange exposures .....	8758		991,000		M.9.b.
c.	Equity security and index exposures .....	8759		322,000		M.9.c.
d.	Commodity and other exposures .....	8760		461,000		M.9.d.
10. Impact on income of derivatives held for purposes other than trading:						
a.	Net increase (decrease) to interest income .....	8761		742,000		M.10.a.
b.	Net (increase) decrease to interest expense .....	8762		(593,000)		M.10.b.
c.	Other (noninterest) allocations .....	8763		(8,000)		M.10.c.
11. Credit losses on derivatives (see instructions) .....						
	A251	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 .....	C242		75,000		M.12.b.(1)
	(2) All other insurance premiums .....	C243		61,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities .....	B983		310,000		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	C408		57,000		M.14.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....						
	BHCK	C409		108,000		M.15.

**Schedule HI-A<sup>3/4</sup> 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		<b>81,794,000</b>		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		<b>0</b>		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		<b>81,794,000</b>		3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13).....	4340		<b>8,061,000</b>		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		<b>0</b>		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		<b>0</b>		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		<b>0</b>		6.a.
b. Conversion or retirement of common stock.....	3580		<b>0</b>		6.b.
7. Sale of treasury stock.....	4782		<b>0</b>		7.
8. LESS: Purchase of treasury stock.....	4783		<b>0</b>		8.
9. Changes incident to business combinations, net.....	4356		<b>0</b>		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		<b>0</b>		10.
11. LESS: Cash dividends declared on common stock.....	4460		<b>1,339,000</b>		11.
12. Other comprehensive income (1).....	B511		<b>(1,914,000)</b>		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		<b>0</b>		13.
14. Other adjustments to equity capital (not included above).....	3581		<b>157,000</b>		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		<b>86,759,000</b>		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<sup>3/4</sup> 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 <sup>1</sup> (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		6,000		5412		1,000	
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices								
(a) Secured by first liens.....	C234		286,000		C217		20,000	
(b) Secured by junior liens.....	C235		51,000		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		0		3591		2,000	
f. In foreign offices.....	B512		71,000		B513		42,000	
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		12,000	
3. Loans to finance agricultural production and other loans to farmers.....	4655		1,000		4665		1,000	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645		185,000		4617		66,000	
b. To non-U.S. addressees (domicile).....	4646		403,000		4618		161,000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		2,710,000		B515		458,000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		1,863,000		B517		269,000	
6. Loans to foreign governments and official institutions.....	4643		0		4627		1,000	
7. All other loans.....	4644		13,000		4628		1,000	
8. Lease financing receivables:								
a. To U.S. addressees (domicile).....	4658		51,000		4668		13,000	
b. To non-U.S. addressees (domicile).....	4659		31,000		4669		13,000	
9. Total (sum of items 1 through 8).....	4635		5,672,000		4605		1,060,000	

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		71,000		4662		42,000	

<sup>1</sup> Include write-downs arising from transfers to a held-for-sale account.

**Schedule HI-B<sup>3/4</sup> 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		<b>683,000</b>	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		<b>12,643,000</b>	1.
bhct			
4605		<b>1,060,000</b>	2.
C079		<b>5,672,000</b>	3.
BHCK			
5523		<b>0</b>	4.
bhct			
4230		<b>3,820,000</b>	5.
C233		<b>864,000</b>	6.
bhct			
3123		<b>12,715,000</b>	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		<b>122,000</b>	M.1.
C389		<b>0</b>	M.2.
C390		<b>530,000</b>	M.3.

**Notes to the Income Statement<sup>3/4</sup> 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		<b>683,000</b>		1.
	a. Interest income on loans and leases.....	4094		<b>547,000</b>		1.a.
	b. Interest income on investment securities.....	4218		<b>136,000</b>		1.b.
2.	Total interest expense.....	4073		<b>402,000</b>		2.
	a. Interest expense on deposits.....	4421		<b>272,000</b>		2.a.
3.	Net interest income .....	4074		<b>281,000</b>		3.
4.	Provision for loan and lease losses.....	4230		<b>40,000</b>		4.
5.	Total noninterest income.....	4079		<b>53,000</b>		5.
	a. Income from fiduciary activities.....	4070		<b>6,000</b>		5.a.
	b. Trading revenue.....	A220		<b>37,000</b>		5.b.
	c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		<b>6,000</b>		5.c.
	d. Venture capital revenue.....	B491		<b>0</b>		5.d.
	e. Net securitization income.....	B493		<b>0</b>		5.e.
	f. Insurance commissions and fees.....	B494		<b>4,000</b>		5.f.
6.	Realized gains (losses) on held-to-maturity and available-for-sale securities.....	4091		<b>11,000</b>		6.
7.	Total noninterest expense.....	4093		<b>113,000</b>		7.
	a. Salaries and employee benefits.....	4135		<b>43,000</b>		7.a.
	b. Goodwill impairment losses.....	C216		<b>0</b>		7.b.
8.	Income (loss) before taxes, extraordinary items, and other adjustments.....	4301		<b>192,000</b>		8.
9.	Applicable income taxes.....	4302		<b>58,000</b>		9.
10.	Minority interest.....	4484		<b>0</b>		10.
11.	Extraordinary items, net of applicable income taxes and minority interest.....	4320		<b>0</b>		11.
12.	Net income (loss).....	4340		<b>134,000</b>		12.
13.	Cash dividends declared.....	4475		<b>0</b>		13.
14.	Net charge-offs.....	6061		<b>5,000</b>		14.
15.	Net interest income (item 3 above) on a fully taxable equivalent basis.....	4519		<b>281,000</b>		15.



**Notes to the Income Statement<sup>3/4</sup> 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<sup>3/4</sup> 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		864,000		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<sup>3/4</sup> 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

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Citicorp

Name of Bank Holding Company

## Consolidated Financial Statements for Bank Holding Companies

Report at the close of business June 30, 2004

### Schedule HC<sup>3/4</sup> Consolidated Balance Sheet

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Cash and balances due from depository institutions:					
	a. Noninterest-bearing balances and currency and coin. (1).....	0081		<b>18,629,000</b>		1.a.
	b. Interest-bearing balances: (2)					
	(1) In U.S. offices.....	0395		<b>185,000</b>		1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		<b>24,560,000</b>		1.b.(2)
2.	Securities :					
	a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		<b>52,000</b>		2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		<b>137,097,000</b>		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....	BHDM	B987		<b>32,000</b>	3.a.
	b. Securities purchased under agreements to resell (3).....	BHCK	B989		<b>14,721,000</b>	3.b.
4.	Loans and lease financing receivables:					
	a. Loans and leases held for sale.....		5369		<b>16,205,000</b>	4.a.
	b. Loans and leases, net of unearned income.....	B528			<b>514,887,000</b>	4.b.
	c. LESS: Allowance for loan and lease losses.....	3123			<b>12,715,000</b>	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			<b>502,172,000</b>	4.d.
5.	Trading assets (from Schedule HC-D).....	3545			<b>85,186,000</b>	5.
6.	Premises and fixed assets (including capitalized leases).....	2145			<b>6,567,000</b>	6.
7.	Other real estate owned (from Schedule HC-M).....	2150			<b>447,000</b>	7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130			<b>997,000</b>	8.
9.	Customers' liability on acceptances outstanding.....	2155			<b>1,546,000</b>	9.
10.	Intangible assets:					
	a. Goodwill.....	3163			<b>27,944,000</b>	10.a.
	b. Other intangible assets (from Schedule HC-M).....	0426			<b>13,567,000</b>	10.b.
11.	Other assets (from Schedule HC-F).....	2160			<b>42,319,000</b>	11.
12.	Total assets (sum of items 1 through 11).....	2170			<b>892,226,000</b>	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<sup>3/4</sup> Continued

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
<b>LIABILITIES</b>						
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
	(1) Noninterest-bearing (1).....	6631		<b>31,736,000</b>		13.a.(1)
	(2) Interest-bearing.....	6636		<b>152,750,000</b>		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN	6631	<b>27,639,000</b>		13.b.(1)
	(2) Interest-bearing.....	BHFN	6636	<b>315,287,000</b>		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	<b>8,562,000</b>		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	<b>29,324,000</b>		14.b.
	15. Trading liabilities (from Schedule HC-D).....		3548	<b>41,394,000</b>		15.
	16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190	<b>132,979,000</b>		16.
	17. Not applicable					
	18. Liability on acceptances executed and outstanding.....		2920	<b>1,546,000</b>		18.
	19. Subordinated notes and debentures (4).....		4062	<b>20,951,000</b>		19.
	20. Other liabilities (from Schedule HC-G) (5).....		2750	<b>41,176,000</b>		20.
	21. Total liabilities (sum of items 13 through 20).....		2948	<b>803,344,000</b>		21.
	22. Minority interest in consolidated subsidiaries and similar items.....		3000	<b>2,123,000</b>		22.
<b>EQUITY CAPITAL</b>						
	23. Perpetual preferred stock and related surplus.....		3283	<b>0</b>		23.
	24. Common stock (par value).....		3230	<b>0</b>		24.
	25. Surplus (exclude all surplus related to preferred stock).....		3240	<b>40,360,000</b>		25.
	26 a. Retained earnings.....		3247	<b>50,720,000</b>		26.a.
	b. Accumulated other comprehensive income (6).....		B530	<b>(4,321,000)</b>		26.b.
	27. Other equity capital components (7).....		A130	<b>0</b>		27.
	28. TOTAL EQUITY CAPITAL (sum of items 23 through 27).....		3210	<b>86,759,000</b>		28.
	29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28).....		3300	<b>892,226,000</b>		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<sup>3/4</sup>B Securities**

		Held-to-Maturity								Available-for-Sale							
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
Dollar Amounts in Thousands		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		16,908,000		1287		16,653,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																
	a. Issued by U.S. government agencies (1).....	1289		0		1290		0		1291		257,000		1293		260,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294		0		1295		0		1297		11,784,000		1298		11,699,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.	8496		0		8497		0		8498		8,337,000		8499		8,603,000	3.
4.	Mortgage-backed securities (MBS):																
	a. Pass-through securities:																
	(1) Guaranteed by GNMA.....	1698		0		1699		0		1701		10,812,000		1702		10,746,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	1703		0		1705		0		1706		4,786,000		1707		4,753,000	4.a.(2)
	(3) Other pass-through securities	1709		0		1710		0		1711		42,000		1713		45,000	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		737,000		1717		739,000	4.b.(1)
	(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718		0		1719		0		1731		0		1732		0	4.b.(2)
	(3) All other mortgage-backed securities.....	1733		0		1734		0		1735		850,000		1736		865,000	4.b.(3)
5.	Asset-backed securities (ABS):																
	a. Credit card receivables.....	B838		0		B839		0		B840		1,924,000		B841		1,874,000	5.a.
	b. Home equity lines.....	B842		0		B843		0		B844		294,000		B845		304,000	5.b.
	c. Automobile loans.....	B846		0		B847		0		B848		109,000		B849		111,000	5.c.
	d. Other consumer loans.....	B850		0		B851		0		B852		63,000		B853		82,000	5.d.
	e. Commercial and industrial loans	B854		0		B855		0		B856		83,000		B857		86,000	5.e.
	f. Other.....	B858		0		B859		0		B860		206,000		B861		207,000	5.f.
6.	Other debt securities:																
	a. Other domestic debt securities	1737		0		1738		0		1739		6,868,000		1741		6,721,000	6.a.
	b. Foreign debt securities.....	1742		47,000		1743		47,000		1744		71,743,000		1746		71,800,000	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 ¾ Continued**

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale							
	(Column A)				(Column B)				(Column C)				(Column D)			
	Amortized Cost				Fair Value				Amortized Cost				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		1,356,000		A511		1,549,000	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) .....	1754		52,000		1771		52,000		1772		137,159,000		1773		137,097,000	8.

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416		62,069,000		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		29,483,000		M.2.a.
b. Over 1 year to 5 years.....	0384		61,938,000		M.2.b.
c. Over 5 years.....	0387		44,179,000		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		17,000		M.4.a.
b. Fair value.....	8783		18,000		M.4.b.

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

### Schedule HC-C <sup>3</sup>/<sub>4</sub> Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale and (2) other loans and leases, net of unearned income. Exclude assets held for trading and commercial paper.

	Dollar Amounts in Thousands								
	Consolidated (Column A)				In Domestic Offices (Column B)				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate.....	1410		192,878,000						
a. Construction and land development, and other land loans....					1415		611,000		1.a.
b. Secured by farmland.....					1420		20,000		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		11,116,000		1.c.(1)
(2) All other loans secured by 1-4 family residential properties:									
(a) Secured by first liens.....					5367		123,122,000		1.c.(2)(a)
(b) Secured by junior liens.....					5368		7,889,000		1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460		7,893,000		1.d.
e. Secured by nonfarm nonresidential properties					1480		4,867,000		1.e.
2. Loans to depository institutions and acceptances of other banks.....					1288		1,260,000		2.
a. To U.S. banks and other U.S. depository institutions.....	1292		444,000						2.a.
b. To foreign banks.....	1296		12,422,000						2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590		396,000		1590		16,000		3.
4. Commercial and industrial loans.....					1766		30,695,000		4.
a. To U.S. addressees (domicile).....	1763		31,510,000						4.a.
b. To non-U.S. addressees (domicile).....	1764		76,384,000						4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1975		107,916,000		6.
a. Credit cards.....	B538		81,074,000						6.a.
b. Other revolving credit plans.....	B539		12,972,000						6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		85,819,000						6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		1,860,000		2081		45,000		7.
8. Not applicable									
9. All other loans:.....	1635		26,180,000		1635		13,202,000		9.
10. Lease financing receivables (net of unearned income).....					2165		7,918,000		10.
a. To U.S. addressees (domicile).....	2182		7,221,000						10.a.
b. To non-U.S. addressees (domicile).....	2183		5,171,000						10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		3,239,000		2123		1,556,000		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		531,092,000		2122		315,014,000		12.



**Schedule HC-C<sup>3/4</sup> Continued**

Dollar Amounts in Thousands

		<b>Consolidated</b>			
		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 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	1616		111,000	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		357,000	M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)..... 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)	B837		35,968,000	M.3.
4.	Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391		4,348,000	M.4.

**Schedule HC-D<sup>3/4</sup> 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	
<b>ASSETS</b>						
1.	U.S. Treasury securities in domestic offices.....	3531		3,549,000		1.
2.	U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532		0		2.
3.	Securities issued by states and political subdivisions in the U.S. in domestic offices.....	3533		0		3.
4.	Mortgage-backed securities (MBS) in domestic offices:					
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		1,028,000		4.a.
b.	Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		569,000		4.b.
c.	All other mortgage-backed securities.....	3536		102,000		4.c.
5.	Other debt securities in domestic offices.....	3537		5,347,000		5.
6.-8.	Not applicable.					
9.	Other trading assets in domestic offices.....	3541		12,144,000		9.
10.	Trading assets in foreign offices.....	3542		23,051,000		10.
11.	Revaluation gains on derivative contracts:					
a.	In domestic offices.....	3543		16,692,000		11.a.
b.	In foreign offices.....	BHFN				
b.	In foreign offices.....	3543		22,704,000		11.b.
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5).....	bhct				
		3545		85,186,000		12.
<b>LIABILITIES</b>						
13.	Liability for short positions.....	BHCK				
		3546		6,841,000		13.
14.	Revaluation losses on derivative contracts.....	3547		34,553,000		14.
		bhct				
15.	Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15).....	3548		41,394,000		15.

**Schedule HC-E<sup>3/4</sup> 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		12,253,000		1.a.
b. NOW, ATS, and other transaction accounts.....	3187		1,710,000		1.b.
c. Money market deposit accounts and other savings accounts.....	2389		92,778,000		1.c.
d. Time deposits of less than \$100,000.....	6648		3,014,000		1.d.
e. Time deposits of \$100,000 or more.....	2604		18,056,000		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		3,977,000		2.a.
b. NOW, ATS, and other transaction accounts.....	3187		702,000		2.b.
c. Money market deposit accounts and other savings accounts.....	2389		42,867,000		2.c.
d. Time deposits of less than \$100,000.....	6648		6,018,000		2.d.
e. Time deposits of \$100,000 or more.....	2604		3,111,000		2.e.

Memoranda

		BHDM	Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243		41,519,000			M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		54,000			M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		17,617,000			M.3.
		BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less.....	A245		110,276,000			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<sup>3/4</sup> Other Assets**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Accrued interest receivable(1).....	B556		5,773,000			1.
2. Net deferred tax assets (2).....	2148		2,740,000			2.
3. Interest-only strips receivable (not in the form of a security) (3) on:						
a. Mortgage loans.....	A519		526,000			3.a.
b. Other financial assets.....	A520		0			3.b.
4. Equity securities that DO NOT have readily determinable fair values (4).....	1752		6,283,000			4.
5. Other.....	2168		26,997,000			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		42,319,000		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<sup>3/4</sup> Other Liabilities**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Not applicable						
2. Net deferred tax liabilities (1).....	3049		1,370,000			2.
3. Allowance for credit losses on off-balance sheet credit exposures.....	B557		600,000			3.
4. Other.....	B984		39,206,000			4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		bhct				
		2750		41,176,000		5.

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

**Schedule HC-H<sup>3/4</sup> 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		326,504,000		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		313,738,000		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		54,303,000		3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		0		4.
5. Long-term debt reported in Schedule HC, item 19 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<sup>3/4</sup> 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	
<b>ASSETS</b>					
1. Reinsurance recoverables.....	B988		N/A		1.
2. Total assets.....	C244		N/A		2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves.....	B990		N/A		3.
4. Unearned premiums.....	B991		N/A		4.
5. Total equity.....	C245		N/A		5.
6. Net Income.....	C246		N/A		6.

**Part II. Life and Health Underwriting**

		Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou	
<b>ASSETS</b>					
1. Reinsurance recoverables.....	C247		N/A		1.
2. Separate account assets.....	B992		N/A		2.
3. Total assets.....	C248		N/A		3.
<b>LIABILITIES</b>					
4. Policy holder benefits and contract holder funds.....	B994		N/A		4.
5. Separate account liabilities.....	B996		N/A		5.
6. Total equity.....	C249		N/A		6.
7. Net income.....	C250		N/A		7.

**Schedule HC-K<sup>3/4</sup> Quarterly Averages**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Securities.....	3515		<b>131,986,000</b>		1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		<b>18,357,000</b>		2.
3.	Loans and leases.....	3516		<b>517,208,000</b>		3.
4.	a. Trading assets.....	3401		<b>85,881,000</b>		4.a.
	b. Other earning assets.....	B985		<b>32,971,000</b>		4.b.
5.	Total consolidated assets.....	3368		<b>871,268,000</b>		5.
<b>LIABILITIES</b>						
6.	Interest-bearing deposits (domestic).....	3517		<b>153,354,000</b>		6.
7.	Interest-bearing deposits (foreign).....	3404		<b>306,111,000</b>		7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		<b>39,799,000</b>		8.
9.	All other borrowed money.....	2635		<b>127,046,000</b>		9.
10.	Not applicable					
<b>EQUITY CAPITAL</b>						
11.	Equity capital (excludes limited-life preferred stock).....	3519		<b>84,919,000</b>		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		<b>13,096,000</b>		1.a.
	b. Credit card lines .....	3815		<b>749,294,000</b>		1.b.
	c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate.....	3816		<b>1,260,000</b>		1.c.(1)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		<b>276,000</b>		1.c.(2)
	d. Securities underwriting .....	3817		<b>120,000</b>		1.d.
	e. Other unused commitments .....	3818		<b>245,343,000</b>		1.e.
2.	Financial standby letters of credit and foreign office guarantees .....	6566		<b>38,397,000</b>		2.
	a. Amount of financial standby letters of credit conveyed to others .....	3820		<b>1,407,000</b>		2.a.
3.	Performance standby letters of credit and foreign office guarantees .....	6570		<b>8,794,000</b>		3.
	a. Amount of performance standby letters of credit conveyed to others .....	3822		<b>410,000</b>		3.a.
4.	Commercial and similar letters of credit .....	3411		<b>6,550,000</b>		4.
5.	Participations in acceptances conveyed to others by the reporting bank holding company .....	3428		<b>0</b>		5.
6.	Securities lent .....	3433		<b>54,371,000</b>		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		<b>147,404,000</b>		7.a.
	(1) Gross positive fair value .....	C219		<b>1,018,000</b>		7.a.(1)
	(2) Gross negative fair value .....	C220		<b>352,000</b>		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		<b>141,976,000</b>		7.b.
	(1) Gross positive fair value .....	C221		<b>419,000</b>		7.b.(1)
	(2) Gross negative fair value .....	C222		<b>1,281,000</b>		7.b.(2)
8.	Spot foreign exchange contracts .....	8765		<b>233,483,000</b>		8.

**Schedule HC-L<sup>3/4</sup> 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)	3430		0	9.
a.	Securities borrowed.....	3432		0	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<sup>3/4</sup> Continued**

Derivatives Position Indicators	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	
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 .....	<b>565,576,000</b>				<b>16,002,000</b>				<b>2,233,000</b>				<b>2,157,000</b>				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts .....	<b>384,577,000</b>				<b>1,508,144,000</b>				<b>1,239,000</b>				<b>4,874,000</b>				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options .....	<b>218,777,000</b>				<b>860,000</b>				<b>1,257,000</b>				<b>122,000</b>				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options .....	<b>240,787,000</b>				<b>783,000</b>				<b>1,204,000</b>				<b>169,000</b>				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options .....	<b>1,161,133,000</b>				<b>222,655,000</b>				<b>40,492,000</b>				<b>7,504,000</b>				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options .....	<b>1,056,942,000</b>				<b>217,522,000</b>				<b>23,929,000</b>				<b>9,575,000</b>				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps .....	<b>8,070,630,000</b>				<b>441,668,000</b>				<b>30,700,000</b>				<b>6,260,000</b>				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross amount of derivative contracts held for trading .....	<b>11,548,258,000</b>				<b>2,377,046,000</b>				<b>101,054,000</b>				<b>30,661,000</b>				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross amount of derivative contracts held for purposes other than trading .....	<b>150,164,000</b>				<b>30,588,000</b>				<b>0</b>				<b>0</b>				13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				

Schedule HC-L<sup>3/4</sup> 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 .....	<b>120,026,000</b>				<b>37,203,000</b>				<b>6,431,000</b>				<b>2,942,000</b>				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value .....	<b>114,874,000</b>				<b>37,430,000</b>				<b>4,754,000</b>				<b>3,673,000</b>				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value .....	<b>2,452,000</b>				<b>110,000</b>				<b>0</b>				<b>0</b>				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value .....	<b>1,311,000</b>				<b>225,000</b>				<b>0</b>				<b>0</b>				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

Schedule HC-M<sup>3/4</sup> Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)		Dollar Amounts in Thousands			
			BHCK	Bil	Mil	
1. Total number of bank holding company common shares outstanding.....	3459	1,000				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	33,477,000				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	19,446,000				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557	963,000				4.
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC .....	A288	893,000				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	67,000				6.
7. Total assets of unconsolidated subsidiaries and associated companies .....	5376	19,501,000				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		1	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		0	11.
TEXT	6428				- -	
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)						Area Code and Phone Number (TEXT 9009)
12. Intangible assets other than goodwill:			BHCK	Bil	Mil	Thou
a. Mortgage servicing assets.....			3164		2,469,000	12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438	2,479,000				12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....			B026		5,067,000	12.b.
c. All other identifiable intangible assets.....			5507		6,031,000	12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....			bhct			
13. Other real estate owned:			0426		13,567,000	12.d.
a. Real estate acquired in satisfaction of debts previously contracted.....			BHCK			
b. Other real estate owned.....			2744		390,000	13.a.
c. Total (sum or items 13.a and 13.b) (must equal Schedule HC, item 7).....			2745		57,000	13.b.
14. Other borrowed money:			bhct			
a. Commercial paper.....			2150		447,000	13.c.
b. Other borrowed money with a remaining maturity of one year or less.....			BHCK			
c. Other borrowed money with a remaining maturity of more than one year.....			2309		13,477,000	14.a.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....			2332		43,599,000	14.b.
			2333		75,903,000	14.c.
			bhct			
			3190		132,979,000	14.d.



**Schedule HC-M<sup>3/4</sup> 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		12,689,000		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	0	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	N/A	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	N/A	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. 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:

BHCK	Bil	Mil	Thou	
C252			N/A	20.a.
4832			N/A	20.b.(1)
4833			N/A	20.b.(2)
4834			N/A	20.b.(3)
5041			N/A	20.c.(1)
5043			N/A	20.c.(2)
5045			N/A	20.c.(3)
5047			N/A	20.d.
C253			N/A	21.

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/ar032.pdf..... 22.

**Schedule HC-N<sup>3</sup>/<sub>4</sub> 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		16,000		2769		0		3492		53,000		1.a.
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		0		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		28,000		5399		1,000		5400		11,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		2,018,000		C237		732,000		C229		1,115,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		164,000		C239		0		C230		157,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		2,000		3500		0		3501		24,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices.....	3502		7,000		3503		0		3504		108,000		1.e.
f. In foreign offices.....	B572		573,000		B573		18,000		B574		1,020,000		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		41,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		0		1597		0		1583		12,000		3.
4. Commercial and industrial loans.....	1606		697,000		1607		113,000		1608		2,921,000		4.

**Schedule HC-N<sup>3/4</sup> 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		<b>1,784,000</b>		B576		<b>1,403,000</b>		B577		<b>167,000</b>		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		<b>1,928,000</b>		B579		<b>1,000,000</b>		B580		<b>2,046,000</b>		5.b.
6. Loans to foreign governments and official institutions.....	5389		<b>0</b>		5390		<b>0</b>		5391		<b>177,000</b>		6.
7. All other loans.....	5459		<b>34,000</b>		5460		<b>4,000</b>		5461		<b>81,000</b>		7.
8. Lease financing receivables.....	1226		<b>179,000</b>		1227		<b>2,000</b>		1228		<b>272,000</b>		8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		<b>0</b>		3506		<b>0</b>		3507		<b>79,000</b>		9.
10. TOTAL (sum of items 1 through 9).....	5524		<b>7,430,000</b>		5525		<b>3,273,000</b>		5526		<b>8,284,000</b>		10.

Amounts reported in Schedule HC-N, items 1 through 8, above include guaranteed and unguaranteed portions of past due and nonaccrual loans and leases. Report in item 11 below certain guaranteed loans and leases that have already been included in the amounts reported in items 1 through 8.

	BHCK				BHCK				BHCK				
	Bil	Mil	Thou	Bil	Mil	Thou	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		<b>1,045,000</b>		5613		<b>1,459,000</b>		5614		<b>0</b>	11.	
a. Guaranteed portion of loans and leases included in item 11 above.....	5615		<b>1,003,000</b>		5616		<b>1,358,000</b>		5617		<b>0</b>	11.a.	

**Schedule HC-N<sup>3/4</sup> 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		6,000		1659		0		1661		65,000		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		2,009,000		1912		504,000		1913		5,015,000		M.3.
4. Not Applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240		154,000		C241		133,000		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				BHCK				
	Bil	Mil	Thou	Bil	Mil	Thou			
	3529		0		3530		0		M.6.

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

7. Additions to nonaccrual assets.....	C410		2,633,000						M.7.
8. Nonaccrual assets sold during the quarter.....	C411		170,000						M.8.

**Schedule HC-R<sup>3/4</sup> 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		<b>86,759,000</b>		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		<b>(97,000)</b>		2.
3. LESS: Net unrealized loss on available-for-sale equity securities (1) (report loss as a positive value) .....	A221		<b>0</b>		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		<b>573,000</b>		4.
5. LESS: Nonqualifying perpetual preferred stock .....	B588		<b>0</b>		5.
6.a. Qualifying minority interests in consolidated subsidiaries and similar items .....	B589		<b>1,150,000</b>		6.a.
6.b. Qualifying trust preferred securities .....	C502		<b>822,000</b>		6.b.
7. LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		<b>33,975,000</b>		7.
8. Subtotal (sum of items 1 and 6.a. and 6.b., less items 2,3,4,5 and 7).....	C227		<b>54,280,000</b>		8.
9.a. LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		<b>238,000</b>		9.a.
9.b. LESS: Disallowed deferred tax assets .....	5610		<b>0</b>		9.b.
10. Other additions to (deductions from) Tier 1 capital .....	B592		<b>(265,000)</b>		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274		<b>53,777,000</b>		11.

**Tier 2 Capital**

12. Qualifying subordinated debt and redeemable preferred stock .....	5306		<b>18,435,000</b>		12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital .....	B593		<b>0</b>		13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	5310		<b>8,190,000</b>		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		<b>87,000</b>		15.
16. Other Tier 2 capital components .....	B594		<b>0</b>		16.
17. Tier 2 capital (sum of items 12 through 16) .....	5311		<b>26,712,000</b>		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		<b>26,712,000</b>		18.
19. Tier 3 Capital allocated for market risk .....	1395		<b>0</b>		19.
20. LESS: Deductions for total risk-based capital .....	B595		<b>0</b>		20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20) .....	3792		<b>80,489,000</b>		21.

**Total Assets for leverage ratio**

22. Average total assets (from Schedule HC-K, item 5) .....	bhct				
	3368		<b>871,268,000</b>		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above) .....	B590		<b>33,975,000</b>		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591		<b>238,000</b>		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610		<b>0</b>		25.
26. LESS: Other deductions from assets for leverage capital purposes .....	BHCK				
	B596		<b>3,313,000</b>		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		<b>833,742,000</b>		27.
28.-30. Not applicable					

**Capital ratios**

	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	7204	<b>6.45 %</b>	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206	<b>8.39 %</b>	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	7205	<b>12.55 %</b>	33.

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

**Schedule HC-R<sup>3/4</sup> 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).

		(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			C000			
		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	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						19,568,000			21,069,000						2,737,000			34.			
		43,374,000																					
35.	Held-to-maturity securities.....	BHCX 1754			0			0			0			0			52,000			35.			
		52,000			0			0			0			0			52,000						
36.	Available-for-sale securities.....	BHCX 1773			2,304,000			78,544,000			36,808,000			6,124,000			13,317,000			36.			
		137,097,000			2,304,000			78,544,000			36,808,000			6,124,000			13,317,000						
37.	Federal funds sold and securities purchased under agreements to resell .....	BHCK C225						9,725,000			3,206,000						1,822,000			37.			
		14,753,000						9,725,000			3,206,000						1,822,000						
38.	Loans and leases held for sale.....	BHCT 5369			0			0			3,947,000			5,958,000			6,300,000			38.			
		16,205,000			0			0			3,947,000			5,958,000			6,300,000						
39.	Loans and leases, net of unearned income .....	BHCT B528			765,000			10,900,000			34,451,000			125,596,000			344,705,000			39.			
		514,887,000			(765,000)			10,900,000			34,451,000			125,596,000			344,705,000						
40.	LESS: Allowance for loan and lease losses.....	BHCX 3123			12,715,000															40.			
		12,715,000			12,715,000																		
41.	Trading assets.....	BHCX 3545			85,186,000			85,186,000			0			0			0			41.			
		85,186,000			85,186,000			85,186,000			0			0			0						
42.	All other assets (1).....	BHCK B639			36,826,000			4,371,000			4,984,000			601,000			46,605,000			42.			
		93,387,000			36,826,000			4,371,000			4,984,000			601,000			46,605,000						
43.	Total assets (sum of items 34 through 42).....	BHCT 2170			110,836,000			123,108,000			104,465,000			138,279,000			415,538,000			43.			
		892,226,000			110,836,000			123,108,000			104,465,000			138,279,000			415,538,000						

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<sup>3/4</sup> 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)		
	Bil	Mil	Thou		Bil	Mil	Thou	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	
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit	<b>38,397,000</b>			1.00 or 12.5 <sup>2</sup>	<b>38,397,000</b>		<b>11,487,000</b>		<b>3,133,000</b>		<b>204,000</b>		<b>23,573,000</b>						44.
45. Performance standby letters of credit.....	bhct 6570				<b>8,794,000</b>	.50	<b>4,397,000</b>		<b>280,000</b>		<b>328,000</b>		<b>788,000</b>		<b>3,001,000</b>				45.
46. Commercial and similar letters of credit.....	bhct 3411				<b>6,550,000</b>	.20	<b>1,310,000</b>		<b>47,000</b>		<b>384,000</b>		<b>0</b>		<b>879,000</b>				46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429				<b>0</b>	1.00	<b>0</b>		<b>0</b>		<b>0</b>		<b>0</b>		<b>0</b>				47.
48. Securities lent.....	bhct 3433				<b>54,371,000</b>	1.00	<b>54,371,000</b>		<b>54,326,000</b>		<b>31,000</b>		<b>0</b>		<b>14,000</b>				48.
49. Retained recourse on small business obligations sold with recourse.....	BHCK A250				<b>0</b>	1.00	<b>0</b>		<b>0</b>		<b>0</b>		<b>0</b>		<b>0</b>				49.
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3).....	BHCK B541				<b>1,936,386</b>		<b>7.97</b>		<b>15,433,000</b>						<b>15,433,000</b>				50.
51. All other financial assets sold with recourse.....	BHCK B675				<b>1,549,000</b>	1.00	<b>1,549,000</b>		<b>0</b>		<b>0</b>		<b>796,000</b>		<b>753,000</b>				51.
52. All other off-balance sheet liabilities.....	BHCK B681				<b>929,000</b>	1.00	<b>929,000</b>		<b>10,000</b>		<b>0</b>		<b>11,000</b>		<b>908,000</b>				52.
53. Unused commitments with an original maturity exceeding one year.....	BHCK 6572				<b>108,058,000</b>	.50	<b>54,029,000</b>		<b>2,465,000</b>		<b>1,999,000</b>		<b>1,515,000</b>		<b>48,050,000</b>				53.
54. Derivative contracts.....					BHCE A167				<b>109,613,000</b>		<b>6,446,000</b>		<b>64,988,000</b>		<b>38,179,000</b>				54.

(1) Column A multiplied by credit conversion factor.  
(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor or 1.00. See instructions for further information.  
(3) Or institution-specific factor.

Schedule HC-R<sup>3/4</sup> 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	
Dollar Amounts in Thousands													
<b>Totals</b>													
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.
	198,169,000			175,328,000			179,772,000			508,149,000			
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			35,065,600			89,886,000			508,149,000			
58. Market risk equivalent assets.....										BHCK 1651			58.
										13,314,000			
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.
										646,414,600			
60. LESS: Excess allowance for loan and lease losses.....										BHCK A222			60.
										5,003,000			
61. LESS: Allocated transfer risk reserve.....										BHCK 3128			61.
										122,000			
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223			62.
										641,289,600			



Schedule HC-R<sup>3/4</sup> 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	41,928,000			M.1.

With a remaining maturity of															
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years					
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	
2. Notional principal amounts of derivative contracts: (1)															
a. Interest rate contracts	3809	3,473,830,000			8766	3,609,510,000			8767	2,187,897,000				M.2.a.	
b. Foreign exchange contracts .....	3812	1,638,625,000			8769	302,201,000			8770	137,003,000				M.2.b.	
c. Gold contracts .....	8771	5,669,000			8772	6,830,000			8773	545,000				M.2.c.	
d. Other precious metals contracts .....	8774	230,000			8775	29,000			8776	5,000				M.2.d.	
e. Other commodity contracts .....	8777	5,506,000			8778	15,701,000			8779	2,283,000				M.2.e.	
f. Equity derivative contracts .....	A000	30,912,000			A001	123,102,000			A002	28,700,000				M.2.f.	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:															
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....	5479	0												3.a.	
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....	5990	0												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	822,000												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	0												5.b.	

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

**Schedule HC-S<sup>3/4</sup> Servicing, Securitization, and Asset Sale Activities**

																					<b>C000</b>																					
																					(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	
<b>Securitization Activities</b>																																										
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.
																					<b>127,021,000</b>			<b>932,000</b>			<b>75,078,000</b>			<b>378,000</b>			<b>406,000</b>			<b>680,000</b>			<b>3,134,000</b>			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																																										
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			2.a.
																					<b>14,000</b>			<b>5,000</b>			<b>836,000</b>			<b>92,000</b>			<b>34,000</b>			<b>0</b>			<b>0</b>			
b. Subordinated securities, and other residual interests.....																					BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			2.b.
																					<b>17,000</b>			<b>26,000</b>			<b>1,966,000</b>			<b>3,000</b>			<b>0</b>			<b>15,000</b>			<b>206,000</b>			
c. Standby letters of credit and other enhancements.....																					BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			2.c.
																					<b>526,000</b>			<b>0</b>			<b>0</b>			<b>189,000</b>			<b>0</b>			<b>24,000</b>			<b>0</b>			
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.
																					<b>4,000</b>			<b>1,000</b>			<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>			
4. Past due loan amounts included in item 1:																																										
a. 30-89 days past due.....																					BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			4.a.
																					<b>4,423,000</b>			<b>6,000</b>			<b>1,574,000</b>			<b>26,000</b>			<b>9,000</b>			<b>56,000</b>			<b>0</b>			
b. 90 days or more past due.....																					BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			4.b.
																					<b>2,031,000</b>			<b>1,000</b>			<b>1,222,000</b>			<b>5,000</b>			<b>8,000</b>			<b>11,000</b>			<b>0</b>			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																																										
a. Charge-offs.....																					BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			5.a.
																					<b>15,000</b>			<b>0</b>			<b>2,749,000</b>			<b>20,000</b>			<b>0</b>			<b>0</b>			<b>0</b>			
b. Recoveries.....																					BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			5.b.
																					<b>2,000</b>			<b>0</b>			<b>180,000</b>			<b>0</b>			<b>0</b>			<b>0</b>			<b>0</b>			

**Schedule HC-S<sup>3/4</sup> 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.
	174,000			7,039,000									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									
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776	BHCK B777	BHCK B778	BHCK B779	BHCK B780	BHCK B781	BHCK B782															9.
	0	0	0	0	0	0	0															
10. Reporting institution's unused commitments to provide liquidity to other 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															
<b>Asset Sales</b>																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790	BHCK B791	BHCK B792	BHCK B793	BHCK B794	BHCK B795	BHCK B796															11.
	757,000	0	272,000	0	0	750,000	274,000															
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.
	720,000	0	2,000	0	0	750,000	274,000															

**Schedule HC-S<sup>3/4</sup> 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			1,696,000	M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805			148,765,000	M.2.b.
c. Other financial assets (1).....	A591			80,390,000	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			1,050,000	M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807			7,000	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			33,119,000	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			704,000	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<sup>3/4</sup> 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			
		BHCBil	Mil	Thou	
1.	Average loans and leases (net of unearned income).....	3516	25,564,000		1.
2.	Average earning assets.....	3402	32,869,000		2.
3.	Average total consolidated assets.....	3368	37,405,000		3.
4.	Average equity capital.....	3519	1,493,000		4.

**Notes to the Balance Sheet<sup>3/4</sup> 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	BHCBil	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<sup>3/4</sup> Other**

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<sup>3/4</sup> 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