

Board of Governors of the Federal Reserve System

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

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

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

This report form is to be filed by bank holding companies with total consolidated assets of \$500 million or more. In addition, bank holding companies meeting certain criteria must file this report (FR Y-9C) regardless of size. See page 1 of the general instructions for further information.

However, when such 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. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

NOTE: Each bank holding company's board of directors and senior management are responsible for establishing and maintaining an effective system of internal control, including controls over the Consolidated Financial Statements for Bank Holding Companies. The Consolidated Financial Statements for Bank Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Bank Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting bank holding company (or by the individual performing this equivalent function).

I, the undersigned CFO (or equivalent) of the named bank holding company, attest that the Consolidated Financial Statements for Bank Holding Companies (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Date of Report:

December 31, 2008

Month / Date / Year (BHCK 9999)

Gary Crittenden, CFO
Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

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

Signature of Chief Financial Officer (or Equivalent)

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)

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

Person to whom questions about this report should be directed:

Peter Bieszard, Vice President
Name / Title (TEXT 8901)

212-559-4118
Area Code / Phone Number (TEXT 8902)

212-793-6652
FAX Number (TEXT 9116)

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Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 40.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Report of Income for Bank Holding Companies

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

Schedule HI-Consolidated Income Statement

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Interest income						
a. Interest and fee income on loans:						
(1) In domestic offices:						
	(a) Loans secured by 1-4 family residential properties	4435		14,713,000		1.a.(1)(a)
	(b) All other loans secured by real estate	4436		1,378,000		1.a.(1)(b)
	(c) All other loans	F821		17,312,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs						
		4059		32,032,000		1.a.(2)
b. Income from lease financing receivables						
		4065		231,000		1.b
c. Interest income on balances due from depository institutions (1)						
		4115		3,202,000		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		826,000		1.d.(1)
(2) Mortgage-backed securities						
		B489		3,296,000		1.d.(2)
(3) All other securities						
		4060		6,201,000		1.d.(3)
e. Interest income from trading assets						
		4069		17,489,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell						
		4020		9,175,000		1.f.
g. Other interest income						
		4518		800,000		1.g.
h. Total interest income (sum of items 1.a through 1.g)						
		4107		106,655,000		1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
	(a) Time deposits of \$100,000 or more	A517		1,806,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000	A518		555,000		2.a.(1)(b)
	(c) Other deposits	6761		2,758,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs						
		4172		14,032,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase						
		4180		11,409,000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....						
		4185		18,842,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....						
		4397		1,495,000		2.d.
e. Other interest expense.....						
		4398		1,672,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e.).....						
		4073		52,569,000		2.f.
3. Net interest income (item 1.h minus item 2.f).....						
		4074		54,086,000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....						
		4230		33,674,000		4.
5. Noninterest income:						
a. Income from fiduciary activities.....						
		4070		1,605,000		5.a.
b. Service charges on deposit accounts in domestic offices.....						
		4483		650,000		5.b.
c. Trading revenue (2).....						
		A220		(26,158,000)		5.c.
(1) Fees and commissions from securities brokerage						
		C886		134,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....						
		C888		12,076,000		5.d.(2)
(3) Fees and commissions from annuity sales						
		C887		59,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities						
		C386		2,014,000		5.d.(4)
(5) Income from other insurance activities						
		C387		1,207,000		5.d.(5)
e. Venture capital revenue.....						
		B491		(891,000)		5.e.
f. Net servicing fees.....						
		B492		1,384,000		5.f.
g. Net securitization income.....						
		B493		2,700,000		5.g.
h. Not applicable						
i. Net gains (losses) on sales of loans and leases.....						
		8560		288,000		5.i.
j. Net gains (losses) on sales of other real estate owned.....						
		8561		(171,000)		5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....						
		B496		(2,076,000)		5.k.
l. Other noninterest income (3).....						
		B497		8,174,000		5.l.
m. Total noninterest income (sum of items 5.a through 5.l.).....						
		4079		995,000		5.m.

(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.e.

(3) See Schedule HI, memoranda item 6.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
6. a. Realized gains (losses) on held-to-maturity securities	3521			0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		(2,061,000)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		32,589,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		7,142,000		7.b.
c. (1) Goodwill impairment losses	C216		9,568,000		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	C232		2,578,000		7.c.(2)
d. Other noninterest expense (4)	4092		20,524,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		72,401,000		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		(53,055,000)		8.
9. Applicable income taxes (foreign and domestic)	4302		(20,612,000)		9.
10. Minority interest	4484		(349,000)		10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		(32,094,000)		11.
12. Extraordinary items, net of applicable taxes and minority interest (5)	4320		4,410,000		12.
13. Net income (loss) (sum of items 11 and 12)	4340		(27,684,000)		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		54,409,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		(52,732,000)		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		73,000		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		831,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
	4150		344,177		

6. Other noninterest income (from schedule HI, 5.1 above) **(only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I):**

	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. Net change in the fair values of financial instruments accounted for under a fair value option	F229		(607,000)		M.6.f.
g. Bank card and credit card interchange fees.....	F555		901,000		M.6.g.
h. TEXT					
8562 Write-downs on highly leveraged loans	8562		(2,566,000)		M.6.h.
i. TEXT					
8563 Translatin losses on foreign debt	8563		(1,734,000)		M.6.i.
j. TEXT					
8564 CDS Hedge Earnings	8564		3,970,000		M.6.j.

Schedule HI—Continued

Memoranda (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):						
a.	Data processing expenses.....	C017		2,155,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		2,418,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		796,000		M.7.d.
e.	Postage.....	8403		0		M.7.e.
f.	Legal fees and expenses.....	4141		653,000		M.7.f.
g.	FDIC deposit insurance assessments.....	4146		0		M.7.g.
h.	Accounting and auditing expenses.....	F556		0		M.7.h.
i.	Consulting and advisory expenses.....	F557		1,001,000		M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558		0		M.7.j.
k.	Telecommunications expenses.....	F559		1,880,000		M.7.k.
l.	TEXT					
	8565 Realized losses related to impairments-AFS	8565		1,408,000		M.7.l.
m.	TEXT					
	8566 Amortization of computer software	8566		902,000		M.7.m.
n.	TEXT					
	8567 Policyholder insurance benefits and claims	8567		716,000		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT					
	3571 Discontinued Operations	3571		4,617,000		M.8.a.(1)
(2)	Applicable income tax effect	BHCK 3572		207,000		M.8.a.(2)
b. (1)	TEXT					
	3573	3573		0		M.8.b.(1)
(2)	Applicable income tax effect	BHCK 3574		0		M.8.b.(2)
c. (1)	TEXT					
	3575	3575		0		M.8.c.(1)
(2)	Applicable income tax effect	BHCK 3576		0		M.8.c.(2)
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.)						
(To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):						
a.	Interest rate exposures	8757		(8,801,000)		M.9.a.
b.	Foreign exchange exposures	8758		4,004,000		M.9.b.
c.	Equity security and index exposures	8759		(934,000)		M.9.c.
d.	Commodity and other exposures	8760		970,000		M.9.d.
e.	Credit exposures	F186		(21,397,000)		M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:						
a.	Net gains (losses) on credit derivatives held for trading	C889		32,000		M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading	C890		0		M.10.b.
11. Credit losses on derivatives (see instructions)						
		A251		438,000		M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)						
b.	(1) Premiums on insurance related to the extension of credit	8431		1,430,000		M.12.a.
	(2) All other insurance premiums	C242		364,000		M.12.b.(1)
		C243		1,650,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983		1,865,000		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.

Schedule HI—Continued

Memoranda (continued)

Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.

	BHCK	Bil	Mil	Thou	
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets.....	F551		(8,283,000)		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		(70,000)		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		12,651,000		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		4,558,000		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		18,000		M.15.

Memorandum item 16 is to be completed by bank holding companies that are required to complete Schedule HC-C, Memorandum items 6.b. and 6.c.

	BHCK	Bil	Mil	Thou	
16. Noncash income from negative amortization on closed-end loans secured by 1-4 family residential properties (included in Schedule HI, item 1.a.(1)(a)).....	F228		0		M.16.

Schedule HI-A—Changes in Equity Capital

Dollar Amounts in Thousands					
	BHCK	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		113,598,000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles (1).....	B507		(151,000)		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		113,447,000		3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13).....	4340		(27,684,000)		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		70,664,000		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		4,911,000		6.a.
b. Conversion or retirement of common stock.....	3580		(124,000)		6.b.
7. Sale of treasury stock.....	4782		12,149,000		7.
8. LESS: Purchase of treasury stock.....	4783		7,000		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		1,514,000		10.
11. LESS: Cash dividends declared on common stock.....	4460		6,050,000		11.
12. Other comprehensive income (2).....	B511		(20,535,000)		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		0		13.
14. Other adjustments to equity capital (not included above).....	3581		(3,627,000)		14.
	bhct				
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).....	3210		141,630,000		15.

(1) Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement-Other, item 1.
(2) 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 pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs ¹ (Column A)				Recoveries (Column B)			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1-4 family residential construction loans.....	C891		3,000		C892		0	
(2) Other construction loans and all land development and other land loans.....	C893		0		C894		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		867,000		5412		8,000	
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:								
(a) Secured by first liens.....	C234		2,143,000		C217		12,000	
(b) Secured by junior liens.....	C235		2,101,000		C218		21,000	
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		12,000		3589		1,000	
e. Secured by nonfarm nonresidential properties in domestic offices:								
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895		3,000		C896		0	
(2) Loans secured by other nonfarm nonresidential properties.....	C897		0		C898		0	
f. In foreign offices.....	B512		338,000		B513		46,000	
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		131,000		4664		1,000	
3. Loans to finance agricultural production and other loans to farmers.....	4655		2,000		4665		1,000	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645		1,480,000		4617		58,000	
b. To non-U.S. addressees (domicile).....	4646		804,000		4618		169,000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		5,696,000		B515		820,000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		6,752,000		B517		573,000	
6. Loans to foreign governments and official institutions.....	4643		3,000		4627		0	
7. All other loans.....	4644		436,000		4628		33,000	
8. Lease financing receivables:								
a. Leases to individuals for household, family, and other personal expenditures.....	F185		1,000		F187		0	
b. All other leases.....	C880		14,000		F188		6,000	
9. Total (sum of items 1 through 8).....	4635		20,786,000		4605		1,749,000	

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

Schedule HI-B—Continued

MEMORANDA

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.....
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....

Charge-offs ¹ (Column A)				Recoveries (Column B)			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5409			0	5410			0
4652		338,000		4662		46,000	

M.1.
M.2.

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 institutions) that exceed \$500 million as of the report date or (2) bank 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		786,000	

M.3.

II. Changes in allowance for loan and lease losses

1. Balance **most recently reported** at end of previous year (i.e., after adjustments from amended Reports of Income)
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above..... less Schedule HI-B, part II, item 4).....
4. Less: Write-downs arising from transfers of loans to a held-for-sale account.....
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....
6. Adjustments (see instructions for this schedule).....
7. Balance at end of current 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		16,117,000	
bhct			
4605		1,749,000	
C079		20,770,000	
BHCK			
5523		16,000	
bhct			
4230		33,674,000	
C233		(1,138,000)	
bhct			
3123		29,616,000	

1.
2.
3.
4.
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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 institutions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card speciality 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 uncollectable retail credit card fees and finance charges and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7)

Memorandum item 4 is to be completed by all bank holding companies.

4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
C435		0	
C389		229,000	
C390		0	
C781		122,000	

M.1.
M.2.
M.3.
M.4.

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

Notes to the Income Statement—Predecessor Financial Items

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

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

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

		Dollar amount in thousands			
TEXT	BHCK	Bil	Mil	Thou	
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option					
	F465			0	1.
2. 5352 Schedule HI-B Part II, line 6. Adjustments represent FX/Translation Loss / other (1,154,000)					
Discontinued Ops for announced Q4 sale 244,000	5352		(910,000)		2.
3. 5353 Sched.HI-A/line 2. Retained earnings reduced to reflect a prior period adjustment of goodwill related to 2001 sale of Argentinean sub of Banamex					
	5353		(151,000)		3.
4. 5354 Schedule HI-A line 14 includes issuance of shares for Nikko Cordial acquisition					
	5354		(3,500,000)		4.
5. 5355					
	5355		N/A		5.
6. B042					
	B042		N/A		6.
7. B043					
	B043		N/A		7.
8. B044					
	B044		N/A		8.
9. B045					
	B045		N/A		9.
10. B046					
	B046		N/A		10.

Notes to the Income Statement—Other, Continued

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

For Federal Reserve Bank Use Only

C.I. _____

Citigroup, Inc.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business December 31, 2008

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Cash and balances due from depository institutions:					
	a. Noninterest-bearing balances and currency and coin (1).....	0081		29,253,000		1.a.
	b. Interest-bearing balances: (2)					
	(1) In U.S. offices.....	0395		115,021,000		1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		55,310,000		1.b.(2)
2.	Securities :					
	a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		64,459,000		2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		174,719,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....	BHDM	B987		0	3.a.
	b. Securities purchased under agreements to resell (3).....	BHCK	B989		184,133,000	3.b.
4.	Loans and lease financing receivables:					
	a. Loans and leases held for sale.....		5369		8,237,000	4.a.
	b. Loans and leases, net of unearned income.....	B528		715,459,000		4.b.
	c. LESS: Allowance for loan and lease losses.....	3123		29,616,000		4.c.
	d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus items 4.c).....	B529		685,843,000		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		373,642,000		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		9,502,000		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		3,068,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		9,030,000		8.
9.	Not applicable					
10.	Intangible assets:					
	a. Goodwill.....	3163		27,132,000		10.a.
	b. Other intangible assets (from Schedule HC-M).....	0426		19,816,000		10.b.
11.	Other assets (from Schedule HC-F).....	2160		179,305,000		11.
12.	Total assets (sum of items 1 through 11).....	2170		1,938,470,000		12.

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

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

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

Schedule HC—Continued

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
LIABILITIES						
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
	(1) Noninterest-bearing (1).....	6631		55,485,000		13.a.(1)
	(2) Interest-bearing.....	6636		234,333,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		37,412,000		13.b.(1)
	(2) Interest-bearing.....	6636		446,955,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	5,755,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	199,538,000		14.b.
	15. Trading liabilities (from Schedule HC-D).....		3548	167,435,000		15.
	16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190	435,041,000		16.
	17. Not applicable					
	18. Not applicable					
	19 a. Subordinated notes and debentures (4).....		4062	27,183,000		19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699		24,060,000		19.b.
	20. Other liabilities (from Schedule HC-G).....		2750	161,251,000		20.
	21. Total liabilities (sum of items 13 through 20).....		2948	1,794,448,000		21.
	22. Minority interest in consolidated subsidiaries and similar items.....		3000	2,392,000		22.
EQUITY CAPITAL						
	23. Perpetual preferred stock and related surplus.....		3283	70,664,000		23.
	24. Common stock (par value).....		3230	57,000		24.
	25. Surplus (exclude all surplus related to preferred stock).....		3240	19,165,000		25.
	26 a. Retained earnings.....		3247	86,521,000		26.a.
	b. Accumulated other comprehensive income (5).....		B530	(25,195,000)		26.b.
	27. Other equity capital components (6).....		A130	(9,582,000)		27.
	28. TOTAL EQUITY CAPITAL (sum of items 23 through 27).....		3210	141,630,000		28.
	29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28).....		3300	1,938,470,000		29.

MEMORANDA (to be completed annually by bank holding companies for the December 31 report date)

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no)

BHCK	
C884	1

 M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.(7)

a.

KPMG LLP

 Name of External Auditing Firm (TEXT C703)

New York

 City (TEXT C708)

NY

10022-

 State Abbrev. (TEXT C714) Zip Code (TEXT C715)

b.

William O Mara

 Name of Engagement Partner (TEXT C704)

womara@kpmg.com

 E-mail Address (TEXT C705)

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.
 (2) Report overnight Federal Home Loan Bank advances in Schedule HC, item 16, "Other borrowed money."
 (3) Includes all securities repurchase agreements in domestic and foreign offices regardless of maturity.
 (4) Includes limited-life preferred stock and related surplus.
 (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
 (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.
 (7) The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.

Schedule HC-B — Securities

Dollar Amounts in Thousands

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1.	U.S. Treasury securities.....	0211			1,000	0213			1,000	1286			3,465,000	1287			3,590,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																	
	a. Issued by U.S. government agencies (1).....	1289			0	1290			0	1291			35,000	1293			36,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294			0	1295			0	1297			20,202,000	1298			20,339,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.....	8496			3,047,000	8497			2,880,000	8498			18,156,000	8499			13,824,000	3.
4.	Mortgage-backed securities (MBS)																	
	a. Pass-through securities:																	
	(1) Guaranteed by GNMA.....	1698			0	1699			0	1701			3,259,000	1702			3,318,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	1703			0	1705			0	1706			17,311,000	1707			17,518,000	4.a.(2)
	(3) Other pass-through securities	1709			152,000	1710			150,000	1711			2,000	1713			2,000	4.a.(3)
	b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
	(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714			0	1715			0	1716			2,963,000	1717			2,891,000	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			29,419,000	1734			26,980,000	1735			9,263,000	1736			6,139,000	4.b.(3)
5.	Asset-backed securities (ABS).....	C026			24,010,000	C988			23,618,000	C989			2,237,000	C027			1,751,000	5.
6.	Other debt securities:																	
	a. Other domestic debt securities....	1737			3,069,000	1738			3,061,000	1739			14,057,000	1741			13,412,000	6.a.
	b. Foreign debt securities.....	1742			4,761,000	1743			4,595,000	1744			84,861,000	1746			85,726,000	6.b.

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

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

Schedule HC-B — Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale												
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou					
7. Investments in mutual funds and other equity securities with readily determinable fair values.....									A510	6,078,000		A511	6,173,000		7.						
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct				bhct				1754	64,459,000		1771	61,285,000		1772	181,889,000		1773	174,719,000		8.

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416	89,746,000		M.1.	
2. Remaining maturity or next repricing date of debt securities (2)(3)(Schedule HC-B, items 1 through 6.b in					
a. 1 year and less.....	0383	65,570,000		M.2.a.	
b. Over 1 year to 5 years.....	0384	62,426,000		M.2.b.	
c. Over 5 years.....	0387	105,008,000		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	216,000		M.4.a.	
b. Fair value.....	8783	144,000		M.4.b.	

	Held-to-Maturity								Available-for-Sale							
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.</i>																
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):																
a. Credit card receivables	B838	1,595,000		B839	1,571,000		B840	219,000		B841	213,000		5.a.			
b. Home equity lines	B842	1,257,000		B843	1,242,000		B844	39,000		B845	26,000		5.b.			
c. Automobile loans	B846	13,142,000		B847	13,027,000		B848	143,000		B849	140,000		5.c.			
d. Other consumer loans	B850	7,383,000		B851	7,143,000		B852	8,000		B853	6,000		5.d.			
e. Commercial and industrial loans	B854	633,000		B855	635,000		B856	9,000		B857	11,000		5.e.			
f. Other	B858	0		B859	0		B860	1,819,000		B861	1,355,000		5.f.			

(1) Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
(2) Exclude investments in mutual funds and other equity securities with readily determinable fair values.
(3) Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

Schedule HC-C — Loans and Lease Financing Receivables

Do not deduct the allowance for loan and lease losses from amounts reported in this schedule. Report (1) loans and leases held for sale at the lower of cost or fair value, (2) loans and leases held for investment, net of unearned income, and (3) loans and leases accounted for at fair value under a fair value option. Exclude assets held for trading and commercial paper.

		Dollar Amounts in Thousands								
Consolidated (Column A)				Domestic Offices (Column B)						
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou		
1. Loans secured by real estate.....	1410			297,412,000					1.	
a. Construction, land development, and other land loans:					BHCK					
(1) 1-4 family residential construction loans.....					F158		979,000		1.a.(1)	
(2) Other construction loans and all land development and other land loans.....					F159		2,128,000		1.a.(2)	
b. Secured by farmland.....					BHDM					
c. Secured by 1-4 family residential properties:					1420		43,000		1.b.	
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....										
(2) All other loans secured by 1-4 family residential properties:										
(a) Secured by first liens.....					1797		32,201,000		1.c.(1)	
(b) Secured by junior liens.....										
d. Secured by multifamily (5 or more) residential properties.....					5367		153,381,000		1.c.(2)(a)	
e. Secured by nonfarm nonresidential properties:					5368		34,293,000		1.c.(2)(b)	
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....										
(2) Loans secured by other nonfarm nonresidential properties.....					1460		7,798,000		1.d.	
2. Loans to depository institutions and acceptances of other banks.....					BHCK					
a. To U.S. banks and other U.S. depository institutions.....					F160		2,140,000		1.e.(1)	
b. To foreign banks.....					F161		10,428,000		1.e.(2)	
3. Loans to finance agricultural production and other loans to farmers.....					BHDM					
4. Commercial and industrial loans.....					1288		992,000		2.	
a. To U.S. addressees (domicile).....	1292			82,000					2.a.	
b. To non-U.S. addressees (domicile).....	1296			7,683,000					2.b.	
5. Not applicable										
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1590		196,000		3.	
a. Credit cards.....										
b. Other revolving credit plans.....					1766		47,666,000		4.	
c. Other consumer loans (includes single payment, installment, and all student loans).....										
7. Loans to foreign governments and official institutions (including foreign central banks).....					1763		45,317,000		4.a.	
8. Not applicable					1764		105,861,000		4.b.	
9. a. Loans for purchasing and carrying securities (secured and unsecured).....										
b. All other loans.....										
10. Lease financing receivables (net of unearned income).....										
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....					1975		102,052,000		6.	
b. All other leases.....					B538		79,722,000		6.a.	
11. LESS: Any unearned income on loans reflected in items 1-9 above.....					B539		11,097,000		6.b.	
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).....					2011		107,450,000		6.c.	
					2081		603,000	2081	32,000	7.
					1545		22,844,000	1545	16,619,000	9.a.
					1564		44,395,000	1564	23,369,000	9.b.
								2165	1,507,000	10.
					F162		204,000			10.a.
					F163		3,457,000			10.b.
					2123		3,587,000	2123	2,875,000	11.
					2122		723,696,000	2122	432,949,000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1-4 family residential properties in domestic offices.....	F576		10,843,000		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		116,000		M.1.b.
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.....	BHCK		825,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		53,744,000		M.3.
<i>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).</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391		2,583,000		M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance.....	C779		10,002,000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		1,561,000		M.5.b.
6. Closed-end loans with negative amortizaion features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying ammount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230		0		M.6.a.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2007, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties.....	F231		0		M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above.....	F232		0		M.6.c.
7. Not applicable					
8. Not applicable					
9. Loans secured by 1-4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	BHDM				
	F577		3,193,000		M.9.

Schedule HC-C—Continued

MEMORANDA (continued)

Memorandum items 10 and 11 are to be completed by bank holding companies that have elected to measure loans included in Schedule HC-C, items 1 through 9, at fair value under a fair value option.

		Dollar Amounts in Thousands								
		Consolidated (Column A)			Domestic Offices (Column B)					
		BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
10.	Loans measured at fair value:									
	a. Loans secured by real estate.....	F608			4,309,000					M.10.a.
	(1) Construction, land development, and other land loans.....					F578			0	M.10.a.(1)
	(2) Secured by farmland (including farm residential and other improvements).....					F579			0	M.10.a.(2)
	(3) Secured by 1-4 family residential properties:									
	(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F580			0	M.10.a.(3)(a)
	(b) Closed-end loans secured by 1-4 family residential properties:									
	(i) Secured by first liens.....					F581			4,309,000	M.10.a.(3)(b)(i)
	(ii) Secured by junior liens.....					F582			0	M.10.a.(3)(b)(ii)
	(4) Secured by multifamily (5 or more) residential properties.....					F583			0	M.10.a.(4)
	(5) Secured by nonfarm nonresidential properties.....					F584			0	M.10.a.(5)
	b. Commercial and industrial loans.....	F585			444,000	F585			8,000	M.10.b.
	c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
	(1) Credit cards.....	F586			0	F586			0	M.10.c.(1)
	(2) Other revolving credit plans.....	F587			0	F587			0	M.10.c.(2)
	(3) Other consumer loans (includes single payment, installment, and all student loans).....	F588			0	F588			0	M.10.c.(3)
	d. Other loans.....	F589			2,252,000	F589			2,252,000	M.10.d.
11.	Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
	a. Loans secured by real estate.....	F609			4,205,000					M.11.a.
	(1) Construction, land development, and other land loans.....					F590			0	M.11.a.(1)
	(2) Secured by farmland (including farm residential and other improvements).....					F591			0	M.11.a.(2)
	(3) Secured by 1-4 family residential properties:									
	(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F592			0	M.11.a.(3)(a)
	(b) Closed-end loans secured by 1-4 family residential properties:									
	(i) Secured by first liens.....					F593			4,205,000	M.11.a.(3)(b)(i)
	(ii) Secured by junior liens.....					F594			0	M.11.a.(3)(b)(ii)
	(4) Secured by multifamily (5 or more) residential properties.....					F595			0	M.11.a.(4)
	(5) Secured by nonfarm nonresidential properties.....					F596			0	M.11.a.(5)
	b. Commercial and industrial loans.....	F597			443,000	F597			8,000	M.11.b.
	c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
	(1) Credit cards.....	F598			0	F598			0	M.11.c.(1)
	(2) Other revolving credit plans.....	F599			0	F599			0	M.11.c.(2)
	(3) Other consumer loans (includes single payment, installment, and all student loans).....	F600			0	F600			0	M.11.c.(3)
	d. Other loans.....	F601			2,259,000	F601			2,259,000	M.11.d.

Schedule HC-D—Trading Assets and Liabilities

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

		Dollar Amounts in Thousands									
		Consolidated (Column A)				Domestic Offices (Column B)					
		BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
ASSETS											
1.	U.S. Treasury securities.....	3531		7,370,000		3531		7,231,000		1.	
2.	U.S. government agency obligatios (exclude mortgage-backed securities).....	3532		4,017,000		3532		3,999,000		2.	
3.	Securities issued by states and political subdivisions in the U.S.....	3533		9,510,000		3533		9,510,000		3.	
4.	Mortgage-backed securities (MBS):										
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		27,890,000		3534		27,890,000		4.a.	
b.	Other mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		5,092,000		3535		5,092,000		4.b.	
c.	All other mortgage-backed securities.....	3536		18,018,000		3536		14,897,000		4.c.	
5.	Other debt securities.....	3537		108,158,000		3537		25,407,000		5.	
6.	Loans:	BHCK									
a.	Loans secured by real estate.....	F610		3,700,000						6.a.	
(1)	Construction, land development, and other land loans.....					BHDM					
						F604		85,000		6.a.(1)	
(2)	Secured by farmland (including farm residential and other improvements).....					F605		0		6.a.(2)	
(3)	Secured by 1-4 family residential properties:										
(a)	Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F606		34,000		6.a.(3)(a)	
(b)	Closed-end loans secured by 1-4 family residential properties:										
(i)	Secured by first liens.....					F607		1,994,000		6.a.(3)(b)(i)	
(ii)	Secured by junior liens.....					F611		27,000		6.a.(3)(b)(ii)	
(4)	Secured by multifamily (5 or more) residential properties.....					F612		0		6.a.(4)	
(5)	Secured by nonfarm nonresidential properties.....					F613		1,229,000		6.a.(5)	
b.	Commercial and industrial loans.....	F614		17,673,000		F614		16,199,000		6.b.	
c.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):										
(1)	Credit cards.....	F615		0		F615		0		6.c.(1)	
(2)	Other revolving credit plans.....	F616		0		F616		0		6.c.(2)	
(3)	Other consumer loans (includes single payment, installment, and all student loans).....	F617		0		F617		0		6.c.(3)	
d.	Other loans.....	F618		65,000		F618		13,000		6.d.	
7.	Not applicable										
8.	Not applicable										
9.	Other trading assets.....	BHCM				BHCK					
		3541		60,853,000		3541		38,117,000		9.	
10.	Not applicable										
11.	Derivatives with a positive fair value.....	3543		111,296,000		3543		52,096,000		11.	
12.	Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM					
		3545		373,642,000		3545		203,820,000		12.	
LIABILITIES											
13.	a. Liabilities for short positions.....	BHCK									
		3546		50,693,000		3546		40,996,000		13.a.	
b.	All other trading liabilities.....	F624		0		F624		0		13.b.	
14.	Derivatives with a negative fair value.....	3547		116,742,000		3547		33,576,000		14.	
15.	Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct									
		3548		167,435,000		3548		74,572,000		15.	

Schedule HC-D—Continued

MEMORANDA

Dollar Amounts in Thousands

	Consolidated (Column A)			Domestic Offices (Column B)			
	BHCK	Bil	Thou	BHDM	Bil	Thou	
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a through 6.d.)							
a. Loans secured by real estate.....	F790	6,106,000					M.1.a.
(1) Construction, land development, and other land loans.....				F625	135,000		M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements).....				F626	0		M.1.a.(2)
(3) Secured by 1-4 family residential properties:							
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....				F627	59,000		M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F628	2,969,000		M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629	108,000		M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....				F630	0		M.1.a.(4)
(5) Secured by nonfarm nonresidential properties.....				F631	2,487,000		M.1.a.(5)
b. Commercial and industrial loans.....	F632	25,719,000		F632	24,196,000		M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):							
(1) Credit cards.....	F633	0		F633	0		M.1.c.(1)
(2) Other revolving credit plans.....	F634	0		F634	0		M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F635	0		F635	0		M.1.c.(3)
d. Other loans.....	F636	204,000		F636	13,000		M.1.d.
2. Not applicable							
3. Loans measured at fair value that are past due 90 days or more:							
a. Fair value.....	F639	637,000		F639	637,000		M.3.a.
b. Unpaid principal balance.....	F640	1,470,000		F640	1,470,000		M.3.b.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
Memoranda items 4 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.					
4. Asset-backed securities:					
a. Residential mortgage-backed securities.....	F641	48,745,000			M.4.a.
b. Commercial mortgage-backed securities.....	F642	2,255,000			M.4.b.
c. Credit card receivables.....	F643	8,429,000			M.4.c.
d. Home equity lines.....	F644	402,000			M.4.d.
e. Automobile loans.....	F645	791,000			M.4.e.
f. Other consumer loans.....	F646	117,000			M.4.f.
g. Commercial and industrial loans.....	F647	693,000			M.4.g.
h. Other.....	F648	799,000			M.4.h.

Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
5.	Collateralized debt obligations:					
a.	Synthetic.....	F649		179,000		M.5.a.
b.	Other.....	F650		440,000		M.5.b.
6.	Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		1,071,000		M.6.
7.	Equity securities:					
a.	Readily determinable fair values.....	F652		44,413,000		M.7.a.
b.	Other.....	F653		4,250,000		M.7.b.
8.	Loans pending securitization	F654		369,000		M.8.
9.	Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9 that are greater than \$25,000 and exceed 25% of the item)					
a.	BHTX					
	F655	F655		0		M.9.a.
b.	BHTX					
	F656	F656		0		M.9.b.
c.	BHTX					
	F657	F657		0		M.9.c.
10.	Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)					
a.	BHTX					
	F658	F658		0		M.10.a.
b.	BHTX					
	F659	F659		0		M.10.b.
c.	BHTX					
	F660	F660		0		M.10.c.

Schedule HC-E—Deposit Liabilities ⁽¹⁾

		Dollar Amounts in Thousands				
		BHCB	Bil	Mil	Thou	
1.	Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a.	Demand deposits.....	2210		23,076,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		7,515,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		187,894,000		1.c.
d.	Time deposits of less than \$100,000.....	6648		21,338,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604		41,661,000		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		212,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		0		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		8,122,000		2.c.
d.	Time deposits of less than \$100,000.....	6648		0		2.d.
e.	Time deposits of \$100,000 or more.....	2604		0		2.e.

MEMORANDA

		BHDM	Bil	Mil	Thou	
1.	Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243		36,922,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		0		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		37,198,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		171,375,000		M.4.

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

Schedule HC-F—Other Assets

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable(1).....	B556		9,744,000		1.
2.	Net deferred tax assets (2).....	2148		47,205,000		2.
3.	Interest-only strips receivable (not in the form of a security) (3) on:					
	a. Mortgage loans.....	A519		0		3.a.
	b. Other financial assets.....	A520		0		3.b.
4.	Equity securities that DO NOT have readily determinable fair values (4).....	1752		16,002,000		4.
5.	Life insurance assets.....	C009		7,702,000		5.
6.	Other.....	2168		98,652,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		179,305,000		7.

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

Schedule HC-G—Other Liabilities

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Not applicable					
2.	Net deferred tax liabilities (1).....	3049		2,736,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		888,000		3.
4.	Other.....	B984		157,627,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		161,251,000		5.

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

Schedule HC-H—Interest Sensitivity ⁽¹⁾

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year.....	3197		661,256,000		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		482,641,000		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.a on Schedule HC, Balance Sheet.....	3298		171,126,000		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.a on the Balance Sheet that is scheduled to mature within one year.....	3409		0		5.

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

Schedule HC-I—Insurance-Related Underwriting Activities (including reinsurance)

Part I. Property and Casualty Underwriting

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

		Dollar Amounts in Thousands				
ASSETS		BHCK	Bil	Mil	Thou	
1.	Reinsurance recoverables.....	B988			0	1.
2.	Total assets.....	C244			0	2.
LIABILITIES						
3.	Claims and claims adjustment expense reserves.....	B990			26,000	3.
4.	Unearned premiums.....	B991			0	4.
5.	Total equity.....	C245			0	5.
6.	Net Income.....	C246			0	6.

Part II. Life and Health Underwriting

		Dollar Amounts in Thousands				
ASSETS		BHCK	Bil	Mil	Thou	
1.	Reinsurance recoverables.....	C247			844,000	1.
2.	Separate account assets.....	B992			2,797,000	2.
3.	Total assets.....	C248			14,006,000	3.
LIABILITIES						
4.	Policy holder benefits and contract holder funds.....	B994			5,987,000	4.
5.	Separate account liabilities.....	B996			2,797,000	5.
6.	Total equity.....	C249			5,177,000	6.
7.	Net income.....	C250			853,000	7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
ASSETS		BHCK	Bil	Mil	Thou	
1.	Securities.....	3515			215,025,000	1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365			172,800,000	2.
3.	Loans and leases.....	3516			747,321,000	3.
		BHDM				
	a. Loans secured by 1-4 family residential properties in domestic offices.....	3465			224,213,000	3.a.
	b. All other loans secured by real estate in domestic offices.....	3466			22,726,000	3.b.
	c. All other loans in domestic offices.....	F724			193,832,000	3.c.
		BHCK				
4.	a. Trading assets.....	3401			484,619,000	4.a.
	b. Other earning assets.....	B985			139,104,000	4.b.
5.	Total consolidated assets.....	3368			2,023,878,000	5.
LIABILITIES						
6.	Interest-bearing deposits (domestic).....	3517			222,215,000	6.
7.	Interest-bearing deposits (foreign).....	3404			443,061,000	7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353			245,160,000	8.
9.	All other borrowed money.....	2635			424,696,000	9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Equity capital (excludes limited-life preferred stock).....	3519			137,197,000	11.

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(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		25,212,000		1.a.
b. Credit card lines	3815		1,002,437,000		1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816		1,875,000		1.c.(1)
(a) 1-4 family residential construction loan commitments.....	F164		221,000		1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		1,654,000		1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		827,000		1.c.(2)
d. Securities underwriting	3817		167,000		1.d.
e. Other unused commitments	3818		310,767,000		1.e.
2. Financial standby letters of credit and foreign office guarantees	6566		94,236,000		2.
a. Amount of financial standby letters of credit conveyed to others	3820		20,969,000		2.a.
3. Performance standby letters of credit and foreign office guarantees	6570		16,296,000		3.
a. Amount of performance standby letters of credit conveyed to others	3822		1,509,000		3.a.
4. Commercial and similar letters of credit	3411		8,215,000		4.
5. Not applicable					
6. Securities lent	3433		47,613,000		6.

7. Credit derivatives:

a. Notional amounts:

- (1) Credit default swaps.....
- (2) Total return swaps.....
- (3) Credit options.....
- (4) Other credit derivatives.....

b. Gross fair values:

- (1) Gross positive fair value.....
- (2) Gross negative fair value.....

Guarantor (Column A)				Beneficiary (Column B)				
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
C968	1,441,117,000			C969	1,560,087,000			7.a.(1)
C970	1,905,000			C971	29,990,000			7.a.(2)
C972	256,000			C973	135,000			7.a.(3)
C974	2,000			C975	0			7.a.(4)
								7.b.
C219	5,890,000			C221	222,461,000			7.b.(1)
C220	198,233,000			C222	5,476,000			7.b.(2)

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
8. Spot foreign exchange contracts	8765		150,274,000		8.
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		78,362,000		9.
a. Securities borrowed.....	3432		78,362,000		9.a.
b. Commitments to purchase when-issued securities.....	3434		0		9.b.
c. Commitments to sell when-issued securities.....	3435		0		9.c.
d. TEXT					
6561	6561		0		9.d.
e. TEXT					
6562	6562		0		9.e.
f. TEXT					
6568	6568		0		9.f.
g. TEXT					
6586	6586		0		9.g.
10. Not applicable					

Schedule HC-L—Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
	11. Gross amounts (e.g., notional amounts (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):																
a. Futures contracts	661,170,000				15,030,000				14,824,000				44,519,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	2,077,222,000				2,191,041,000				2,566,000				34,106,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	799,422,000				14,666,000				392,096,000				14,536,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	810,919,000				15,081,000				371,671,000				13,736,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	2,316,949,000				471,866,000				115,296,000				16,859,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	2,424,241,000				524,964,000				99,861,000				19,156,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	15,859,923,000				944,818,000				98,315,000				26,020,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross amount of derivative contracts held for trading	24,466,305,000				4,070,319,000				1,094,629,000				168,932,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross amount of derivative contracts held for purposes other than trading	483,541,000				107,147,000				0				0				13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value	731,331,000				153,197,000				35,849,000				23,924,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	719,188,000				160,628,000				57,292,000				22,473,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	14,755,000				6,693,000				0				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	7,742,000				3,746,000				0				0				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK			
		Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	3459	5,450,068,088			1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555	109,499,000			2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556	37,986,000			3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	167,000			4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288	35,271,000			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	839,000			6.
7. Not applicable					
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)	BHCK	C251 0			8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statemets of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)	BHCK	6689 0			9.
10. Not applicable					
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)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.	BHCK	6416 1			11.
TEXT					
6428 Peter Bieszard		212-559-4118			
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	5,657,000		12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438	5,657,000			12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....		B026	4,138,000		12.b.
c. All other identifiable intangible assets.....		5507	10,021,000		12.c.
		bhct			
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....		0426	19,816,000		12.d.
13. Other real estate owned:		BHCK			
a. Real estate acquired in satisfaction of debts previously contracted.....		2744	1,368,000		13.a.
b. Other real estate owned.....		2745	1,700,000		13.b.
		bhct			
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....		2150	3,068,000		13.c.
14. Other borrowed money:		BHCK			
a. Commercial paper.....		2309	29,125,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less.....		2332	173,511,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year.....		2333	232,405,000		14.c.
		bhct			
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....		3190	435,041,000		14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no).....	BHCK	B569 1			15.
16. Assets under management in proprietary mutual funds and annuities.....	BHCK	Bil	Mil	Thou	
	B570	105,167,000			16.

Schedule HC-M—Continued

The following two questions (items 17 and 18) 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. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the the merchant banking authority of section 4(k)4(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K?
(Enter "1" for yes; enter "0" for no).....

BHCK	
C161	1

17.

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

18. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$100 million (on an acquisition cost basis) or 10 percent of the bank holding company's consolidated Tier 1 capital as of the report date?
(Enter "1" for yes; enter "0" for no).....

BHCK	
C159	1

18.

If the answer to **both** item 17 and item 18 is yes, your organization must complete the FR Y-12. Skip items 19.a and 19.b and proceed to item 20 below.

If the answer to **either** item 17 or item 18 is no, your organization does not need to complete the FR Y-12. Proceed to items 19.a and 19.b below.

Items 19.a and 19.b are to be completed by all bank holding companies that are not required to file the FR Y-12.

19. a. Has the bank holding company sold or otherwise liquidated its holding of any nonfinancial equity investment since the previous reporting period?
(Enter "1" for yes; enter "0" for no).....

BHCK	
C700	N/A

19.a.

b. Does the bank holding company manage any nonfinancial equity investments for the benefit of others?
(Enter "1" for yes; enter "0" for no).....

C701	N/A
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19.b.

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

BHCK	Bil	Mil	Thou
C252		361,811,000	
4832		7,233,000	
4833		26,404,000	
4834		68,657,000	
5041		2,287,000	
5043		40,798,000	
5045		103,121,000	
5047		0	
C253		10,730,000	

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

a. Net assets.....

b. Balances due from related institutions:

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

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

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

c. Balances due to related institutions:

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

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

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

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

21. Net assets of subsidiaries engaged in insurance or reinsurance underwriting pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act.....

Schedule HC-M—Continued

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/k07c.pdf
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22.

Memoranda item 23 is to be completed by all bank holding companies.

23. Secured liabilities:

- a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....
- b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
F064			0	23.a.
F065		116,145,000		23.b.

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

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual						
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK		Bil	Mil	Thou
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices:													
(1) 1-4 family residential construction loans.....	F172		5,000		F174		0		F176		23,000		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		55,000		F175		21,000		F177		175,000		1.a.(2)
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		0		1.b.
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398		711,000		5399		0		5400		208,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		8,280,000		C237		3,018,000		C229		6,741,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		1,404,000		C239		0		C230		1,485,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		68,000		3500		4,000		3501		73,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178		25,000		F180		0		F182		20,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		21,000		F181		0		F183		34,000		1.e.(2)
f. In foreign offices.....	B572		830,000		B573		0		B574		1,029,000		1.f.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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		33,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		2,000		1597		1,000		1583		56,000		3.
4. Commercial and industrial loans.....	1606		786,000		1607		338,000		1608		8,559,000		4.
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit Cards.....	B575		2,379,000		B576		1,563,000		B577		1,365,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		3,443,000		B579		761,000		B580		2,218,000		5.b.
6. Loans to foreign governments and official institutions.....	5389		0		5390		0		5391		0		6.
7. All other loans.....	5459		283,000		5460		7,000		5461		3,088,000		7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures.....	F166		0		F167		0		F168		0		8.a.
b. All other leases.....	F169		42,000		F170		5,000		F171		34,000		8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		35,000		3506		2,088,000		3507		1,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		18,369,000		5525		7,806,000		5526		25,142,000		10.

Schedule HC-N—Continued

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

	(Column A) 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	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612		1,221,000		5613		3,606,000		5614		11,000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	5615		1,165,000		5616		1,743,000		5617		10,000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866		54,000		C867		1,739,000		C868		0		11.b.

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):													
a. Loans secured by 1-4 family residential properties in domestic offices.....	F661		3,189,000		F662		108,000		F663		2,234,000		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658		17,000		1659		0		1661		18,000		M.1.b.

Schedule HC-N—Continued

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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		3,480,000		1912		828,000		1913		12,379,000		M.3.
4. Not Applicable													
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule (HC-N, items 1 through 8 above):													
a. Loans and leases held for sale.....	C240		94,000		C241		36,000		C226		869,000		M.5.a.
b. Loans measured at fair value:													
(1) Fair value.....	F664		5,000		F665		0		F666		12,000		M.5.b.(1)
(2) Unpaid principal balance.....	F667		9,000		F668		0		F669		31,000		M.5.b.(2)

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

	BHCK				BHCK			
	Bil	Mil	Thou	Bil	Mil	Thou	Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529		111,000		3530		0	M.6.

	BHCK			
	Bil	Mil	Thou	Thou
7. Additions to nonaccrual assets during the quarter.....	C410		14,804,000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		11,000	M.8.

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

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

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)						
a.	Closed-end first liens.....	F066		2,157,000		1.a.
b.	Closed-end junior liens.....	F067		0		1.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F670		0		1.c.(1)
		F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)						
BHCK						
a.	Closed-end first liens.....	F068		12,703,000		2.a.
b.	Closed-end junior liens.....	F069		0		2.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F672		0		2.c.(1)
		F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:						
BHCK						
a.	Closed-end first liens.....	F070		17,683,000		3.a.
b.	Closed-end junior liens.....	F071		0		3.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F674		0		3.c.(1)
		F675		0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):						
BHCK						
a.	Closed-end first liens.....	F072		4,909,000		4.a.
b.	Closed-end junior liens.....	F073		0		4.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F676		0		4.c.(1)
		F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):						
BHCK						
a.	Closed-end 1-4 family residential mortgage loans.....	F184		594,000		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....						
		BHDM				
		F560		0		5.b.
6. Repurchase and indemnifications of 1-4 family residential mortgage loans during the quarter:						
BHCK						
a.	Closed-end first liens.....	F678		434,000		6.a.
b.	Closed-end junior liens.....	F679		0		6.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F680		0		6.c.(1)
		F681		0		6.c.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2007.
 (2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, "Fair Value Measurements," and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D--Trading Assets and Liabilities.

Dollar Amounts in Thousands

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)																			
(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
ASSETS																			
1.	F243		7,005,000	F682		0	F690		0	F244		6,845,000	F245		160,000	1.			
2.	F246		373,642,000	F683		1,057,363,000	F691		100,205,000	F247		1,219,302,000	F248		111,498,000	2.			
	a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)																		
	F240		0	F684		0	F692		0	F241		0	F242		0	2.a.			
3.	F249		76,726,000	F685		26,219,000	F693		0	F250		96,524,000	F251		6,421,000	3.			
LIABILITIES																			
4.	F252		2,606,000	F686		0	F694		0	F253		2,552,000	F254		54,000	4.			
5.	F255		167,435,000	F687		1,046,505,000	F695		46,886,000	F256		1,109,262,000	F257		57,792,000	5.			
6.	F258		183,736,000	F688		26,219,000	F696		0	F259		186,261,000	F260		23,694,000	6.			
7.	F261		0	F689		0	F697		0	F262		0	F263		0	7.			

		Dollar Amounts in Thousands				
		bhcx	Bil	Mil	Thou	
Tier 1 capital						
1.	Total equity capital (from Schedule HC, item 28)	3210		141,630,000		1.
2.	LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK				
		8434		(9,647,000)		2.
3.	LESS: Net unrealized loss on available-for-sale equity securities (1) (report loss as a positive value)	A221		0		3.
4.	LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		(7,804,000)		4.
5.	LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.a.	Qualifying minority interests in consolidated subsidiaries and similar items	B589		1,268,000		6.a.
	b. Qualifying trust preferred securities (2)	C502		23,899,000		6.b.
7.a.	LESS: Disallowed goodwill and other disallowed intangible assets	B590		37,153,000		7.a.
	b. LESS: Cummulative change in fair value of all financial liabilities accounted for under a fair value option that is included in retained earnings and is attributable to changes in the bank holding company's own credit worthiness (if a net gain, report as a positive value; if a net loss, report as a negative value)	F264		3,391,000		7.b.
8.	Subtotal (sum of items 1 and 6.a. and 6.b., less items 2, 3, 4, 5, 7.a and 7.b)	C227		143,704,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591		586,000		9.a.
	b. LESS: Disallowed deferred tax assets	5610		23,520,000		9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592		(840,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		118,758,000		11.
Tier 2 capital						
12.	Qualifying subordinated debt and redeemable preferred stock	5306		24,791,000		12.
13.	Cumulative perpetual preferred stock includible in Tier 2 capital	B593		0		13.
14.	Allowance for loan and lease losses includible in Tier 2 capital	5310		12,806,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		43,000		15.
16.	Other Tier 2 capital components	B594		0		16.
17.	Tier 2 capital (sum of items 12 through 16)	5311		37,640,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275		37,640,000		18.
19.	Tier 3 Capital allocated for market risk	1395		0		19.
20.	LESS: Deductions for total risk-based capital	B595		0		20.
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		156,398,000		21.
Total assets for leverage ratio						
22.	Average total assets (from Schedule HC-K, item 5)	3368		2,023,878,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		37,153,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		586,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610		23,520,000		25.
26.	LESS: Other deductions from assets for leverage capital purposes	BHCK				
		B596		7,773,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,954,846,000		27.
28.-30.	Not applicable					
Capital ratios						
31.	Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
		7204		6.08 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		11.92 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205		15.70 %		33.

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

(2) Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.

Schedule HC-R—Continued

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

																			C000											
(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)															
																			Allocation by Risk Weight Category											
																			0%			20%			50%			100%		
Dollar Amounts in Thousands																														
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	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			0			155,376,000			40,494,000			3,714,000			34.												
35. Held-to-maturity securities.....			BHCX 1754			(8,008,000)			0			56,742,000			2,614,000			13,111,000			35.									
36. Available-for-sale securities.....			BHCX 1773			(2,772,000)			81,153,000			54,993,000			19,950,000			21,395,000			36.									
37. Federal funds sold and securities purchased under agreements to resell			BHCK C225						133,564,000			43,776,000			6,793,000			37.												
38. Loans and leases held for sale.....			BHCT 5369			23,000			0			3,781,000			2,327,000			2,106,000			38.									
39. Loans and leases, net of unearned income			BHCT B528			(947,000)			21,502,000			269,390,000			72,278,000			353,236,000			39.									
40. LESS: Allowance for loan and lease losses.....			BHCX 3123			29,616,000															40.									
41. Trading assets.....			BHCX 3545			373,642,000			373,642,000			0			0			0			0			41.						
42. All other assets (1).....			BHCK B639			247,853,000			65,814,000			4,281,500			32,077,000			14,796,000			130,884,500			42.						
43. Total assets (sum of items 34 through 42).....			BHCT 2170			1,938,470,000			398,136,000			395,876,500			501,253,000			111,965,000			531,239,500			43.						

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)			(Column C)			(Column D)			(Column E)			(Column F)									
	Allocation by Risk Weight Category																									
	0%				20%			50%			100%															
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou							
Dollar Amounts in Thousands																										
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9									
44. Financial standby letters of credit...	94,236,000			1.00 or 12.5 ²	94,236,000			12,769,000			35,741,000			1,668,000			44,058,000			44.						
45. Performance standby letters of credit.....	bhct 6570				8,148,000			949,000			1,843,000			37,000			5,319,000			45.						
46. Commercial and similar letters of credit.....	bhct 3411				1,643,000			127,000			532,000			0			984,000			46.						
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429				0			0			0						0			47.						
48. Securities lent.....	bhct 3433				47,613,000			44,407,000			1,806,000			0			1,400,000			48.						
49. Retained recourse on small business obligations sold with recourse.....	bhct A250				0			0			0			0			0			49.						
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	BHCK B541				1,717,000			6.37			9,444,000						9,444,000			50.						
51. All other financial assets sold with recourse.....	BHCK B675				340,000			1.00			340,000			0			71,000			269,000			51.			
52. All other off-balance sheet liabilities.....	BHCK B681				3,307,000			1.00			3,307,000			5,000			0			1,169,000			2,133,000			52.
53. Unused commitments with an original maturity exceeding one year.....	BHCK 6572				157,708,000			.50			78,854,000			4,948,000			27,011,000			3,353,000			43,542,000			53.
54. Derivative contracts.....					BHCE A167						317,484,000			30,065,000			142,549,000			144,870,000			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—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														
Totals														
55.	Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
		489,146,500			710,735,000			263,133,000			638,388,500			
56.	56. Risk weight factor.....	x 0%			x 20%			x 50%			x 100%			56.
57.	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			142,147,000			131,566,500			638,388,500			
58.	58. Market risk equivalent assets.....							BHCK 1651			101,843,000			58.
59.	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			1,013,945,000			59.
60.	60. LESS: Excess allowance for loan and lease losses.....							BHCK A222			17,698,000			60.
61.	61. LESS: Allocated transfer risk reserve.....							BHCK 3128			0			61.
62.	62. Total risk-weighted assets (item 59 minus items 60 and 61).....							BHCK A223			996,247,000			62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	8764	160,646,000			M.1.

2. Notional principal amounts of derivative contracts: (1)

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
a. Interest rate contracts	3809	8,219,973,000			8766	6,517,891,000			8767	4,833,775,000			M.2.a.	
b. Foreign exchange contracts	3812	2,767,490,000			8769	468,562,000			8770	212,870,000			M.2.b.	
c. Gold contracts	8771	2,229,000			8772	2,479,000			8773	8,000			M.2.c.	
d. Other precious metals contracts	8774	46,000			8775	37,000			8776	0			M.2.d.	
e. Other commodity contracts	8777	41,404,000			8778	31,600,000			8779	1,427,000			M.2.e.	
f. Equity derivative contracts	A000	104,419,000			A001	80,364,000			A002	15,936,000			M.2.f.	
g. Credit derivative contracts:														
(1) Investment grade	C980	182,032,000			C981	1,199,706,000			C982	442,123,000			M.2.g.(1)	
(2) Subinvestment grade	C983	103,279,000			C984	815,575,000			C985	290,777,000			M.2.g.(2)	

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

	BHCK	Bil	Mil	Thou	
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479	27,424,000			3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990	43,240,000			3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 22)	C498	0			3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22)	A507	0			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	9,582,000			5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....	F031	47,826,000			6.

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

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

																					C000
(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Securitization Activities																					
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					
BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			
540,838,000			657,000			107,571,000			0			15,096,000			4,990,000			978,000			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																					
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					
BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			
62,000			13,000			1,683,000			0			926,000			14,000			0			
b. Subordinated securities, and other residual interests.....																					
BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
15,000			20,000			7,863,000			0			66,000			9,000			3,000			
c. Standby letters of credit and other enhancements.....																					
BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
2,638,000			0			0			0			0			1,000			0			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....																					
BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			
18,000			0			0			0			0			0			0			
4. Past due loan amounts included in item 1:																					
a. 30-89 days past due.....																					
BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			
18,910,000			1,000			3,154,000			0			626,000			12,000			0			
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
12,911,000			0			2,643,000			0			659,000			16,000			0			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																					
a. Charge-offs.....																					
BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			
12,000			0			8,180,000			0			10,000			23,000			0			
b. Recoveries.....																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
0			0			790,000			0			0			0			0			

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
	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									16,000						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				45,000			19,177,000									50,000						
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.
				0			0									0						
b. 90 days or more past due.....				BHCK B767			BHCK B768									BHCK B769						7.b.
				0			0									0						
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)																						
a. Charge-offs.....				BHCK B770			BHCK B771									BHCK B772						8.a.
				0			0									0						
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						8.b.
				0			0									0						
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.
	353,000			187,000			32,000			30,000			7,000			46,000			0			
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures.....	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
	0			0			0			0			0			0			0			
Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.
	62,000			3,000			0			0			0			0			2,910,000			
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.
	49,000			0			0			0			0			0			32,000			

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance.....	A249		0		M.1.a.
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 (includes participations serviced for others):					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804		1,755,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		614,038,000		M.2.b.
c. Other financial assets (1).....	A591		129,009,000		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (include closed-end and open-end loans).....	F699		4,811,000		M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B806		5,638,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807		0		M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company.....	B808		95,733,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		1,278,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		1,027,000		M.4.

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

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

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

Notes to the Balance Sheet—Other, Continued

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

